Item 1 – Cover Page

Form ADV Part 2A Brochure

September 8, 2022

Smith Partners Wealth Management, LLC

128 East Fisher Ave.

Greensboro, NC 27401

336-272-9488

www.smithpartnerswealth.com

This Brochure provides information about the qualifications and business practices of Smith Partners Wealth Management, LLC (SPWM). If you have any questions about the contents of this Brochure, please contact Anne Flegal Smith at 336-272-9488 or anne@smithpartnerswealth.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Smith Partners Wealth Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Smith Partners Wealth Management, LLC is also available on the SEC's website at https://adviserinfo.sec.gov/firm/summary/112231.

Item 2 – Material Change

Regulatory rules require that we provide a summary of any material changes to this Brochure and any subsequent Brochures within 120 days of the close of our fiscal year. In addition, we will provide other ongoing disclosure information about material changes or an updated brochure when necessary.

Since the last update to the ADV Part 2 A dated March 1, 2022, the following material changes have occurred

Item 4 – Advisory Business

We clarified that we accepted limited non-discretionary relationships through held-away employer-sponsored retirement plans and updated our Assets Under Management as of June 30, 2022

Item 5 – Fees and Compensation

Our fee rates did not change; however, we described the fee calculation methodology and our proration process in more detail.

Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss

We added different asset types that can be affected by Illiquidity risk and discussed our process for analyzing mutual fund share class fees and the potential conflicts.

Item 12 – Brokerage Practices

We updated our best execution practices, and how and when we will aggregate trades for our clients.

Item 13 – Review of Accounts

We added that some retirement accounts are custodied with held-away providers and how we review these holdings.

Item 15 – Custody

We noted that clients may have their retirement accounts with providers other than our primary custodian/broker-dealer.

Item 16 – Investment Discretion

We describe when your relationship with us is on a discretionary or a non-discretionary basis and how that is determined. We also clarified the restrictions you may impose and the potential issues that can cause on the overall management of your portfolio.

Item 3 Table of Contents

Item 4 – Advisory Business

4(a) Smith Partners Wealth Management, LLC, an SEC Registered Investment Advisory firm, was founded (under the name of Jonathan Smith & Co., Investment Counsel) in November 1988 by Jonathan W. Smith and is owned jointly by Jonathan W. Smith, Anne Flegal Smith, and Justin Winship Smith. For more information regarding the ownership of SPWM, please refer to the Investment Advisor Public Disclosure section on the SEC's website here:

https://adviserinfo.sec.gov/firm/summary/112231.

4(b) SPWM provides investment advice, financial planning, and customized financial consulting. The Firm offers advice on Equity Securities, Corporate Debt Securities, Certificates of Deposit, Municipal Securities, United States Government Securities, Mutual Fund Shares, Annuities, Insurance, Exchange Traded Funds, Exchange Traded Notes, Alternative Investments, and Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, or Other Stock-Based Awards.

4(c) SPWM provides investment advisory services tailored to the individual needs of its clients. SPWM helps its clients identify and understand their emotional and financial tolerances for risks SPWM shall ask, at least annually, each client to inform SPWM of any life changes. Knowledge of these life changes will help SPWM know how these changes could affect the client's financial plan, asset allocation, or portfolio risk.

Each client has a separately managed account, the assets of which conform to the asset allocation target that most closely matches the individual's risk profile and time horizon. The Client has authority and opportunity, at any time, to instruct the Manager to purchase or to refrain from purchasing specific types of assets and/or specific assets.

SPWM typically provides advisory services on a non-discretionary basis only for Held Away accounts. Held Away accounts typically are employer 401K plans or other retirement plans not held at the primary custodian.

Please see Item 16 – Investment Discretion for further information related to discretionary and non-discretionary management of client accounts.

4(d) SPWM does not participate in wrap fee programs.

4(e) Assets Under Management as of June 30th, 2022, SPWM manages $120,746,836 in discretionary accounts and $14,456,315 in non-discretionary accounts.

Item 5 – Fees and Compensation

5(a) SPWM receives 100% of its revenue from its clients. We disclose fee schedules in advance; they are incorporated into signed management agreements. We do not receive any fee, income, or kickback of any kind from any other party. Our fees are based on a percentage of our client's publicly traded assets under our management, hourly fees, or fixed-rate flat charges. The fees listed in the client's agreement may vary from the fee schedule listed below.

5(a)(i) The management fee on accounts over $1,000,000 is 1.0%.

5(a) (ii) The Fee typically charged on accounts under $300,000 is 1.50 % on the first $200,000 and 1.00 % on the amount over $200,000.

5(a) (iii) SPWM may, at its discretion, negotiate or waive a fee.

5(b) (i) The percentages above are annualized. A client's fee is computed on the value of the publicly traded securities in the client's portfolio including accrued interest, as of the last trading day of the period for which the fee is computed and may be subject to a $3,000.00 annual minimum. Clients permit SPWM to deduct from its investment account(s) the fee, monthly or quarterly, at its discretion. SPWM notifies its clients in a detailed billing report posted to the client's secure portal or U.S. Mail. The account value is calculated using our third-party portfolio management system. The third-party portfolio management system's values may differ from the market value generated by the client's custodian for various reasons, such as accounting methods and pricing sources.

In most instances, SPWM shall bill on cash as we typically consider cash an asset class

SPWM uses an aggregate billing approach for couples and families with children still living at home. The algorithm aggregates the total value for the accounts and splits the fees between the accounts.

5(c) (i) SPWM's Management Fees do not include brokerage commissions, transaction fees, and related costs and expenses, which are borne by the client. Clients may also incur certain charges imposed by custodians, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees disclosed in the Mutual Fund's prospectus. SPWM shall ensure clients are invested in the appropriate share class with the lowest fees that also helps meet the client's investment objectives. Such costs are in addition to SPWM's Management Fee. Neither SPWM nor any employee or related party receives any fee, income, or kickback of any kind from any other party with respect to these commissions or other charges.

5(c) (ii) Our typical client engagement includes ongoing financial planning, which is covered by our management fees. However, on occasion, SPWM offers financial planning separately from investment advisory services. SPWM anticipates that these consulting engagements represent less than 5% of total advisory billings. Fees for these consulting arrangements range from $150 to $350 per hour or an agreed-upon flat rate, depending on the nature and complexity of the work and the level of SPWM resources involved. Fees for these services are disclosed before the services are performed, are charged upon the completion of the work, and can be paid by check.

5(d) SPWM will charge accounts initiated or terminated during a calendar month or quarter a management fee prorated to the day that the client initially funded the new account or to the day SPWM or the client terminated the management agreement. SPWM reserves the right when to commence management fees following the inception of a new advisory engagement. SPWM also reserves the right to waive a fee

SPWM shall periodically audit client billing to ensure accuracy, and refund any fees as needed to the affected client within a reasonable time, accompanied by written communication to the client describing the difference and the refund.

5(e) SPWM does not receive any fees or commissions for trades made in client accounts. Please refer to 5(c) above regarding the additional fees related to client accounts.

Item 6 – Performance-Based Fees and Side-By-Side Management

SPWM does not charge Performance-Based Fees. Performance-Based-Fees are fees assessed on any portion of a client's realized or unrealized capital gains or capital appreciation. SPWM does not conduct Side-By-Side Management. Side-by-Side Management occurs when a firm assesses both a Performance-Based-Fee and another type of fee, such as an investment advisory fee.

Item 7 – Types of Clients

SPWM provides investment advice, financial planning, and customized financial consulting to individuals, families, businesses, trusts, retirement and profit-sharing plans, and charitable organizations.

Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss

8(a) At the outset of a new advisory engagement, and thereafter at regular intervals, SPWM meets with each client to understand their life stage, time horizon, financial situation, resources, and risk tolerances. SPWM uses its experience and judgment to match a client's life state, time horizon, resources, and risk tolerances to develop a suitable asset allocation to meet the client's objectives. SPWM invests each asset sector with best-fit index funds, Exchange Traded Funds, Exchange Traded Notes, specialized Mutual Fund shares, and individual stocks and bonds, emphasizing low-cost, low turnover, and management tenure. Clients may direct our Firm to buy or sell a particular security.

8(b) SPWM strives to invest in ways to minimize risks, but certain risks are inherent in every investment.

Risk of Loss All investments involve the risk of loss of your principal (invested amount) and any profits that have not been realized (the securities have not been sold to "lock-in" the profit). Markets can be volatile, and prices of stocks, bonds, and other investments can fluctuate substantially. Other factors such as economic and geopolitical events also can affect the performance of your investments. There is no guarantee that you will not lose money or that you will meet your investment objectives. We encourage you to discuss any questions with us regarding our investment philosophy and your portfolios throughout the course of our relationship.

Listed below are some potential risks with any investment:

Cash Management Risks. The Firm may invest some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

Equity-Related Securities and Instruments. The Firm may take long positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small-capitalization, mid-capitalization, and financially distressed companies may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

Fixed Income Securities. Fixed income securities are subject to the risk of price volatility and the issuer's or a guarantor's creditworthiness and ability to meet the principal and interest payments on its obligations.

Mutual Funds and ETFs. An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on their pro rata share of any fund-level capital gains, as mutual funds and ETFs are required by law to distribute net capital gains. Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's net asset value "NAV," plus any shareholders' fees (e.g., sales loads, purchase fees, or minus any redemption fees). The per-share NAV of a mutual fund is calculated after the market close of each business day.

Shares of ETFs trade on national securities exchanges as do shares of stock. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for index-based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies could cause the shares of an ETF to trade at a premium or discount to its NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Market Risk. Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of the Firm's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds, and other asset classes. Also, investments may be adversely affected by financial markets and economic conditions throughout the world. There can be no assurance that the Firm will be able to predict these price movements accurately or capitalize on any such assumptions

Volatility Risks. The prices and values of investments can be highly volatile and are influenced by interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

Interest Rate Risk. An increase in interest rates could depress the prices of bonds and other fixed-income securities in a client's portfolio.

Event Risk. An adverse event affecting a specific company or that company's industry could depress the price of a client's investments in that company's stocks or bonds. The issuer could become unable to handle its debt service or receive a downgraded credit rating by a rating agency

Liquidity Risk. Securities that are normally liquid may become difficult or impossible to sell at an acceptable price during periods of economic instability or other emergency conditions. Some securities may be infrequently or thinly traded even under normal market conditions

Political Risk. The events that occur in the home country of the foreign company may impact valuations. Events such as revolutions, nationalization, currency collapse or other types of events can have a negative impact on the security.

Inflation Risk. Inflation is a general upward movement of prices reducing your purchasing power, which is a risk for investors receiving a fixed rate of interest. The concern for individuals is that inflation will erode returns.

Derivative Risk. Investing and engaging in derivative instruments or derivative transactions such as options, commodity funds and commodity exchange-traded funds and ETF's may involve different types of risk and possibly greater levels of risk such as those listed below.

Leverage Risk. A derivative instrument or transaction may disproportionately increase an account's exposure to the market for the assets underlying the derivative position and the sensitivity of an account's portfolio to changes in market prices for those assets.

Counterparty Credit Risk. An account's ability to profit from a derivative contract depends on the ability and willingness of the other party to the contract "counterparty" to perform its obligations under the contract. If the counterparty to an over-the-counter contract fails to perform its obligations, an account may lose the benefit of the contract and may have difficulty reclaiming any collateral that an account may have deposited with the counterparty.

Lack of Correlation. The market value of a derivative position may correlate imperfectly with the market price of the asset underlying the derivative position. If a derivative position is being used to hedge against changes in the value of assets in an account, a lack of price correlation between the derivative position and the hedged asset may result in an account's assets being incompletely hedged or not completely offset price changes in the derivative position.

Illiquidity. Over-the-counter derivatives contracts and other types of non-exchanged traded alternative assets are usually subject to restrictions on transfer, and there is generally no liquid market for these contracts or alternative assets. Although it is often possible to negotiate the termination of an over-the-counter contract or enter into an off-setting contract, a counterparty may be unable or unwilling to terminate a contract with an account, especially during times of market instability or disruption. For certain alternative assets, the offering agreements may restrict and limited sales prior to the end of the investment. The markets for many exchange-traded futures, options, and other instruments are quite liquid during normal market conditions, but this liquidity may disappear during times of market instability or disruption

Less Accurate Valuation. The absence of a liquid market for over-the-counter derivatives increases the likelihood that the Firm will be unable to correctly value these interests.

Tax Harvesting Risk. Efficient tax-loss harvesting is an important component of a customized portfolio approach. Tax harvesting is a strategy where an ETF or mutual fund is sold at a taxable loss and replaced with a security whose historical performance and expected future performance are similar, thereby having little impact on the overall strategic allocation but capturing the tax loss. Because past performance is no indication of future performance, there is potential for the future performance of the replacement position to deviate from that of the initial holding. This type of strategy may also incur an increase in the frequency of trading and amount of transaction costs.

Real Estate Risk. REIT share prices may decline because of adverse developments affecting the real estate industry and real property values. In general, real estate values can be affected by a variety of factors, including supply and demand for properties, the economic health of the country or different regions, and the strength of specific industries that rent properties.

Alternative Asset Risk. Assets that are not traded on an established exchange present a greater level of risk to the investor. They may not be subject to the same regulatory requirements as exchange traded assets. Alternative assets may present higher expenses and engage in riskier business practices. Some types of alternative assets may require additional investments after the initial investment and those requests can be made on short notice. The investors' expected returns may not be met. The investors have a greater risk of losing all their initial investment. Prior to investing in alternative assets, the investor should review and understand all the offering documentation.

Cybersecurity. The technology systems of the Firm and its respective service providers may be vulnerable to inadvertent or deliberate interruption and consequent damage from technical or human sources. In addition to natural catastrophes, service/power outages, and network or telecommunications failures, security breaches and intrusion by unauthorized persons could result in damage, disruption, and theft of data, including investor information. The Firm has implemented cybersecurity procedures meant to address these risks. Nevertheless, given the Firm's fundamental dependence on technology, a cyber-attack or similar technology disruption could have a material adverse impact on Clients. Additionally, there are inherent limitations in cybersecurity policies and procedures and controls, including the possibility that certain risks have not been identified. The Firm has conducted limited due diligence and risk assessments of third-party providers. However, the Firm is not able to control the cybersecurity plans, breach notifications, incident response plans, and controls put in place by other services providers and/or the issuers in which the client invests. It is in the client's best interest to regularly monitor all of their accounts and stay informed of cybersecurity best practices.

8(c) When advising on Mutual Funds, we will generally select lower fee share classes when available and if suitable to help meet our clients' financial objectives.

We shall conduct an initial assessment to determine whether clients are purchasing the most beneficial mutual fund share classes available. We conduct an initial share class assessment when a mutual fund is purchased, a new account is opened with mutual funds in the account, or upon receipt of mutual funds into the client's account.

We will conduct an analysis that will encompass expense ratio information provided by the Mutual Fund Companies in conjunction with information provided by the brokerage firm we use, regarding mutual fund or share class availability, transaction costs, investment minimums, eligibility to convert share classes, and tax implications (if applicable.) We shall convert mutual fund share classes to more beneficial share classes when necessary and available.

Due to transaction fees, commissions and other fees charged by custodians for different share classes, it may not be in the client's best interest to convert or liquidate higher expense ratio share classes in favor of lower expense ratio share classes depending on projected client purchases and sales of the funds. From time to time, some mutual fund companies may allow for the free exchange of one share class for another less expensive share class. We shall conduct a periodic review and convert when available and, if necessary, mutual fund share classes to more beneficial share classes. The analysis encompasses expense ratio information provided by Mutual Fund Companies in conjunction with information provided by the brokerage firm we use regarding fund or share class availability, transaction costs, investment minimums, eligibility to convert share classes, and tax implications (if applicable).

ERISA requires that the receipt of any 12b-1 fees related to mutual fund investments held by our clients be disclosed to clients and to plan fiduciaries. Neither our firm nor its Investment Adviser Representatives receive any 12b-1 fees.

Please refer to ITEM 5 FEES AND COMPENSATION 5(c) (i) for more information on fees other than our advisory fees, including mutual fund fees.

Item 9 – Disciplinary Information

SPWM has not had any legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

SPWM has no other financial industry activities or affiliations.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

11 (a-d) Employees of Smith Partners Wealth Management are committed to a Code of Ethics and Fiduciary Oath as outlined by the National Association of Personal Financial Advisors (NAPFA) and the Financial Planning Association (FPA) and the regulations on the Investment Advisers Act of 1940. The key elements are clients' interest first, objectivity, confidentiality, competence, fairness and impartiality, integrity and honesty, regulatory compliance, full disclosure, avoiding conflicts of interest, and professionalism. CFP® designees are also held to a Code of Ethics as outlined by the CFP® Board of Standards. Further, CFA Institute members are required annually to fill out a Code of Ethics and Standards of Professional Conduct. SPWM will provide a copy of the Code of Ethics to any client or prospective client upon request.

SPWM and its employees may at times buy or sell securities that clients also hold. Employees may also invest in contradiction to the clients of the Firm. Employees may not trade their own securities in a manner that would knowingly harm the clients or violate any securities laws. Employees must comply with the provisions of the SPWM Policies and Procedures Manual. Anne Flegal Smith is the Chief Compliance Officer of SPWM. She reviews employee security transactions each quarter to ensure that employees' personal trading was not based on inside information and that the interests of the clients of the Firm are above our own. The Chief Investment Officer/Portfolio Manager, Justin Smith, shall review the personal trading of Chief Compliance Officer, Anne Flegal Smith. As employee trades are small, or mutual fund or exchange-traded fund transactions, we believe those trades do not affect securities markets or individual securities.

Item 12 – Brokerage Practices

12(a) SPWM primarily recommends that clients use the custodial and brokerage services of T.D. Ameritrade Institutional (Custodian); T.D. Ameritrade Institutional and Schwab (Custodian) are part of one company. The factors we considered in making this recommendation include ease of access, transaction processing, competitive commissions, and client services.

12 (a)(i) Soft Dollars - SPWM does not participate in a soft dollar program that would allow us to pay for our research with a part of the commission charged on client transactions. SPWM pays for all its research or other products and services out of its own pocket. The Custodian provides SPWM with access to its institutional trading desk, custodial services, reporting, and related services, which are typically not available to the custodians of retail investors. The Custodian also makes available various support services. Some of those services help SPWM manage or administer clients' accounts, while others help SPWM manage and grow the businesses. These services are generally available to independent investment advisors on an unsolicited basis, at no charge. The Custodian's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

The Custodian generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades executed through the Custodian or that settle into the Custodian's accounts. The Custodian also makes available to SPWM other products and services that benefit SPWM but could not directly benefit the clients' accounts. Many of these products and services could be used to service all or some substantial number of SPWM accounts, including accounts not maintained at the Custodian.

The Custodian's products and services that assist SPWM in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations, account statements, and tax forms); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of fees from clients' accounts, and (v) assist with back-office functions, recordkeeping, and client reporting.

The Custodian also offers other services intended to help SPWM manage and further develop business enterprises. These services could include (i) technology, compliance, legal, and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants, and insurance providers. The Custodian could make available, arrange, and/or pay third-party vendors for the types of services rendered to SPWM. The Custodian could discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to SPWM.

The Custodian could also provide other benefits such as educational events or occasional business entertainment for SPWM personnel. In evaluating whether to recommend that clients custody their assets at the Custodian, SPWM takes into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely on the nature, cost or quality of custody and brokerage services provided by the Custodian, which could create a potential conflict of interest.

The Firm conducts periodically a Best Execution Review, which shall be summarized to include the overall effectiveness of the Broker's (Custodian's) overall performance for the clients of the Firm. Based on SPWM's assessment of the Custodian's best execution, SPWM recommends its custodial and brokerage services to its clients.

12(a)(ii) SPWM does not receive client referrals in exchange for using a particular brokerage firm.

12(a)(iii) SPWM takes into consideration the full range of services offered by the Broker (Custodian) when seeking best execution, such as the following:

1. Execution capabilities including the ability to handle trades and answer calls in a volatile market
2. Commission rates
3. Financial responsibility
4. Value of research or brokerage provided
5. Technology provided
6. Willingness, ability, facilities and infrastructure to work with investment adviser firms
7. Administrative resources
8. Responsiveness

9. Pricing for services provided

The CCO or their designee will document the evaluations of the best execution review at least annually.

12(b) SPWM may aggregate client purchases and sales (bunched transactions) if, in the Manager’s reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to the Client’s Portfolio, based on an evaluation that the Portfolio is benefitted by a relatively better sale or purchase process, lower commission expenses or beneficial timing of the transaction, or a combination of these and other factors.

1. To the best of our ability, the price of the securities purchased or sold in a bunched transaction (by brokerage) shall be at the average share price for the trade in that security at the specific brokerage firm where the trade is executed, with all transaction costs of the brokerage shared among clients on a pro-rata basis.

2. The company's books and records will separately reflect, for each client for whom an order is bunched, the securities held by, purchased, and sold for that client.

3. SPWM uses an error account to resolve any trading errors. All errors are made whole by using funds in the error account, e.g., if the client account is short, it is made up from the error account and vice versa.

The purchase or sale of assets for the Client’s Portfolio could be effected due to a simultaneous purchase or sale of the same securities for portfolios of other clients of the Manager. Such transactions could have been effected at slightly different prices due to the timing of the transactions or the volume of assets purchased or sold. In such event, the average price for all assets purchased or sold in such transactions may be determined, and the Clients may be charged or credited, as the case may be, with the average transaction price per share. Allocations of assets so purchased or sold, as well as expenses incurred in the transaction, will be made by the Manager in the manner the Manager considers to be the most equitable and consistent with applicable law and regulations and its fiduciary obligations to the Client and other clients of the Manager.

Due to the timing and review of our recommended trades, SPWM may not be able to aggregate all trades. When trades are not aggregated, transactions may be executed at different prices.

Item 13 – Review of Accounts

13(a) While the underlying securities within investment accounts are continually monitored, these accounts are reviewed at least quarterly by Justin Smith and Jonathan Smith; Anne Smith and Stephen Boatman may assist in these reviews. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as changes to the client's investment objectives or financial situation, the market, political or economic environment, and client requests.

13(b) SPWM furnishes each client with a quarterly statement tailored to the client's wishes, including a listing showing each investment together with its cost basis and current value. The report also shows the current asset allocation, contributions, withdrawals, management fees, unrealized appreciation and loss for the period, and time-weighted, net after fee performance compared with appropriate benchmarks.

13(c) Clients may have their held away assets custodied with retirement providers who send the client statements directly. We are provided with transactions in those accounts through our portfolio management system and we will review them as stated in item 13(a) above.

Item 14 – Client Referrals and Other Compensation

SPWM does not pay anyone for client referrals, nor does it receive any income or benefits from any other party for providing investment advice. SPWM clients provide 100% of SPWM's revenue.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access to or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.
SPWM does not have physical custody of any client funds or securities. T.D. Ameritrade Institutional (Charles Schwab), the Custodian, provides account owners with paper statements or an email notifying them of the availability of electronic statements monthly. SPWM, the manager, provides its clients with paper account statements and reports or an email notifying them of the availability of electronic statements and reports quarterly. Clients may also have retirement accounts custodied with their employers' or former employers' retirement account providers. Although SPWM does not have custody of those assets, its portfolio management system enables SPWM to review those held-away assets as part of the Client's overall portfolio. SPWM encourages its clients to review the account statements it provides to those that their Custodian(s) provides.

Slight variations in price and value may occur between the SPWM prepared reports and those prepared by Client's Custodians due to differences in the reported dates of purchases, sales, dividends, interest, stock splits and stock dividends, or valuation methodologies of certain securities. If clients have any questions regarding their SPWM-provided statement or if they have not received a statement from their Custodian(s) or us, they should contact the Custodian or us directly.

We are deemed to have custody of client funds and securities whenever we are given the authority to have fees deducted directly from client accounts. However, the authority to have client fees deducted from their accounts does not require the Firm to have an annual surprise audit examination. See Item 5 Fees and Compensation for further details.

Other ways we may be deemed to have custody over your assets, requiring us to have an annual surprise audit by a Public Company Accounting Oversight Board (PCAOB) CPA firm include the following (Not an exhaustive list):

1. Standing Letters of Authorization (SLOA) allowing us to change the frequency and the amount of the money movement from your account to a third party, but not the accounts involved if any of the seven conditions were not met. The seven conditions are outlined in the February 21, 2017, No Action Letter between the Investment Adviser Association and the U.S. Securities and Exchange Commission and can be found here: https://www.sec.gov/divisions/investment/noaction/2017/investment-adviser-association-022117-206-4.htm

2. Bill Paying Services or Check Writing Authority. When a registered investment advisory firm has the ability to pay the client's bills or write checks directly from their financial accounts.

3. Your online login access to your financial accounts. Any of your personal login access to your financial accounts that allows us the ability to move money anywhere, change your address or contact information without your authorization. We advise you to never share this information with us.
4. When one or more of our related persons either serve as trustees for the account or have signatory authority over the account. The qualified unaffiliated Custodian would hold the funds for these clients, and the accounts will be subject to an annual surprise audit by an independent accountant in accordance with the custody rules under the Investment Advisor Act.

Item 16 – Investment Discretion

SPWM accepts accounts on a discretionary and on a non-discretionary basis. At the outset of a new advisory engagement, if you authorize our firm to buy and sell securities without asking your permission in advance, you will sign our management agreement and the custodian’s onboarding documentation stating that you have provided us with discretionary authority.

In held-away non-discretionary accounts, the client has discretion and the only access to make any of our recommended changes in those accounts as reflected in the advisory agreement and with their retirement plan. All other non-discretionary accounts for which we could have trading authority contingent on your approval, our management agreement and your custodial onboarding documentation will reflect that preference. In the event, you wish to modify this authority, we will furnish amended documents for your signature.

The Client has authority and opportunity, at any time, to instruct the Manager to purchase or to refrain from purchasing specific types of assets and/or specific assets. Imposing such restrictions may decrease our ability to help you meet your financial objectives as well as our ability to provide best execution. You must notify our firm in writing of these parameters, any changes to these parameters, or to your financial objectives. We encourage dialogue to help us be aware of any changes in your life that could affect your objectives, risk tolerances, time horizon, asset allocation, or financial plan.

Item 17 – Voting Client Securities

SPWM will vote proxies in a manner that is in the best interests of the client and properly dealing with potential conflicts of interest arising from proxy proposals being voted upon unless a client has expressed their desire to vote the proxies for their account.

In the absence of specific voting guidelines from a client, SPWM will vote proxies in a manner that it believes is in the best interest of all the clients (keeping in mind that, after conducting an appropriate cost-benefit analysis, not voting at all on any given presented proposal may be in the best interests of the client). Generally speaking, SPWM believes that voting proxies in the following manner is in the best interest of each client’s investment objectives:

1. SPWM will generally vote for proposals that increase shareholder value.
2. SPWM engages an independent third party to track and maintain the proxy process. SPWM will vote the proxies in each of the clients best interest. Clients may obtain a copy of SPWM's complete proxy voting policies and procedures upon request. Clients may also obtain information from SPWM about how SPWM voted any proxies on behalf of their account.
3. As required SPWM shall perform initial and annual due diligence on any third-party proxy service to ensure the records are properly maintained and our votes were executed correctly.

Item 18 – Financial Information

SPWM has no financial commitments that are reasonably likely to impair its ability to meet its contractual and fiduciary commitments to clients, nor has it been the subject of a bankruptcy proceeding. SPWM does not require pre-payment of fees of more than $1,200 per client six months or more in advance.