

Firm Brochure

(Part 2A of Form ADV)

360 Wealth Management, Inc.

**10037 E Dynamite Blvd., Suite 110
Scottsdale, AZ 85262**

PHONE: 800-295-5035

FAX: 480-907-2605

WEBSITE: www.360wealthmanagement.com

EMAIL: service@360wealthmanagement.com

This brochure provides information about the qualifications and business practices of 360 Wealth Management, Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 800-295-5035 or by email at service@360wealthmanagement.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.

Additional information about 360 Wealth Management, Inc is available on the SEC's website at www.adviserinfo.sec.gov.

November 6, 2012

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This update is in accordance with the required annual update for Registered Investment Advisors. Since the last update on March 23, 2012, the following material changes have occurred:

- References to 360 Wealth Management acting as a solicitor for third-party investment advisors have been removed.
- Disclosures with respect to the GFWM Platform have been modified to reduce the potential for confusion and to clarify various types of fees relating to the Platform
- The physical location address on the title page was updated due to a change in location of the firm.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 1-800-295-5035 or by email at service@360wealthmanagement.com.

Item 3: Table of Contents
Form ADV – Part 2A – Firm Brochure

Item 1: Cover Page

Item 2: Material Changes i

Annual Update i

Material Changes since the Last Update i

Full Brochure Available i

Item 3: Table of Contents ii

Item 4: Advisory Business 1

Firm Description..... 1

Types of Advisory Services..... 1

Client Tailored Services and Client Imposed Restrictions..... 4

Client Assets under Management 4

Item 5: Fees and Compensation 4

Method of Compensation and Fee Schedule..... 4

Additional Client Fees Charged 6

Prepayment of Client Fees 6

External Compensation for the Sale of Securities to Clients..... 7

Item 6: Performance-Based Fees..... 7

Sharing of Capital Gains 7

Item 7: Types of Clients 7

Description..... 7

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss 7

Methods of Analysis and Investment Strategies 7

Investment Strategy and Method of Analysis Material Risks 8

Security Specific Material Risks 8

Item 9: Disciplinary Information..... 9

Criminal or Civil Actions 9

Administrative Enforcement Proceedings 10

Self Regulatory Organization Enforcement Proceedings 10

| | |
|---|-----------|
| Item 10: Other Financial Industry Activities and Affiliations | 10 |
| Broker-Dealer or Representative Registration | 10 |
| Futures or Commodity Registration | 10 |
| Material Relationships Maintained by this Advisory Business and Conflicts of Interest | 10 |
| Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..... | 11 |
| Code of Ethics Description..... | 11 |
| Investment Recommendations Involving a Material Financial Interest and Conflict of Interest..... | 12 |
| Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest..... | 12 |
| Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest | 12 |
| Item 12: Brokerage Practices..... | 12 |
| Factors Used to Select Broker-Dealers for Client Transactions..... | 12 |
| Aggregating Securities Transactions for Client Accounts | 13 |
| Item 13: Review of Accounts..... | 13 |
| Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved | 13 |
| Review of Client Accounts on Non-Periodic Basis | 13 |
| Content of Client Provided Reports and Frequency..... | 13 |
| Item 14: Client Referrals and Other Compensation..... | 13 |
| Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest | 13 |
| Advisory Firm Payments for Client Referrals | 14 |
| Item 15: Custody | 14 |
| Account Statements..... | 14 |
| Item 16: Investment Discretion | 14 |
| Discretionary Authority for Trading..... | 14 |
| Item 17: Voting Client Securities..... | 15 |
| Proxy Votes | 15 |
| Item 18: Financial Information | 15 |
| Balance Sheet | 15 |

| | |
|--|-------------------------------------|
| Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet Commitments to Clients..... | 15 |
| Bankruptcy Petitions during the Past Ten Years..... | 15 |
| Item 19: Requirements for State Registered Advisors..... | 16 |
| Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2)..... | 16 |
| Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities | 16 |
| Supervised Person Brochure..... | Error! Bookmark not defined. |
| William H. Wilkinson, III | Error! Bookmark not defined. |
| Brochure Supplement (Part 2B of Form ADV) | Error! Bookmark not defined. |
| Item 2 Education and Business Standards | Error! Bookmark not defined. |
| William H. Wilkinson, III | Error! Bookmark not defined. |
| Professional Certifications | Error! Bookmark not defined. |
| Item 3 Disciplinary Information..... | Error! Bookmark not defined. |
| Item 4 Other Business Activities | Error! Bookmark not defined. |
| Item 5 Performance Based Fee Description | Error! Bookmark not defined. |
| Item 6 Supervision | Error! Bookmark not defined. |
| Item 7 Requirements for State-Registered Advisors ... | Error! Bookmark not defined. |

Item 4: Advisory Business

Firm Description

360 Wealth Management, Inc., (“Advisor”) formerly W4 Financial Advisors, Inc. was founded in 2005. William H. Wilkinson III is 100% stockholder.

Advisor provides personalized confidential financial planning and third-party investment management platforms to individuals, pension and profit sharing plans, trusts, estates, and charitable organizations. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

Advisor is a fee-based financial planning firm. The firm is also a licensed insurance agency in the State of Arizona. William H. Wilkinson III, President of the Firm, is also a licensed insurance agent appointed with one or more insurance companies. As such Mr. Wilkinson may receive separate and customary insurance commission and incentive award compensation from the implementation of insurance product transactions on behalf of advisory clients. The Firm however will only earn compensation for executing insurance transactions conducted in the state of Arizona; insurance transactions conducted outside of Arizona will be executed by Mr. Wilkinson in his separate capacity as a licensed insurance agent.

Advisor does not act as a custodian of client assets.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement, risk analysis, or similar document. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

Types of Advisory Services

Advisor furnishes investment advice through consultations.

On more than an occasional basis, Advisor furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

GFWM Platform

360 Wealth Management provides access to the advisory services of an independent, third party investment adviser through the through the Genworth Financial Wealth Management, Inc. ("GFWM") Platform.

Within the GFWM Platform, 360 Wealth Management will:

- Collect all relevant information from client;
- Analyze client's current financial situation;
- Assist client in determining their unique risk/return profile;
- Assist client in determining their combination of asset allocation approach, portfolio strategist and investment solution.
- Prepare a proposal and written investment policy statement;
- Assist client throughout the implementation process;
- Monitor communications from clients selected portfolio strategists;
- Provide for delivery of quarterly performance reports;
- Monitor account performance relative to the clients' goals and objectives;
- Suggest changes to a clients' investment strategy when and if the client's financial circumstances change, and
- Implement any investment strategy changes directed by client and process any client directed account related instructions.

For more information regarding the Genworth Financial Wealth Management Platform, refer to Appendix 1, GFWM Platform Disclosure Brochure, Item 4.

While Advisor has not established minimum investment requirements, GFWM does have minimum investment requirements for the various investment solutions in the GFWM Platform. Complete details concerning minimum investment requirements are disclosed in the Appendix 1, GFWM Platform Disclosure Brochure.

FINANCIAL PLANNING AND CONSULTING

360 Wealth Management provides financial planning advice in the form of a written report, a detailed financial plan that is designed to achieve the client's stated financial goals. The financial plan will address any or all of the following areas of concern:

- *Personal*: Family records, budgeting, personal liability, estate information and financial goals.
- *Education*: Education IRA's, financial aid, state savings plans grants and general assistance in preparing to meet dependent's continuing educational needs through development of an education plan.
- *Tax & Cash Flow*: Income tax and spending analysis and planning for past, current and future years. 360 Wealth Management will illustrate the impact of various investments on a client's current income tax and future tax liability.
- *Death & Disability*: Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis.
- *Retirement*: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals.
- *Investments*: One or more of the following:
 - Development of goals and objectives based on a client's particular circumstances and recommendations of an allocated investment portfolio.

- Analysis of investment alternatives and their effects on a client's portfolio

Advisor gathers required information through in-depth personal interviews and a comprehensive fact-finding questionnaire completed by the client. Information gathered includes a client's current financial status, future goals and attitudes towards risk. Client related documents including tax returns which are supplied by the client are carefully reviewed. After a comprehensive process of analysis is completed, a written report is then prepared.

Advisor may use third party financial planning software to assist in preparation of client's financial plans.

Should a client choose to implement the recommendations contained in their financial plan, the Advisor suggests that the client work closely with his/her attorney, accountant, insurance agent, and/or financial advisor. Implementation of the financial plan recommendations is entirely at the client's discretion.

Consulting on specific investment and or financial concerns; Clients can also receive investment advice on a more limited basis. This may include advice on only an isolated area(s) of concern such as reviewing and monitoring the asset allocation of a client's 401k or other investment account, estate planning, retirement planning, reviewing a client's existing portfolio, or any other specific topic.

With respect to investment consultations and recommendations:

- Implementation of any recommendation is solely at the client's discretion. Advisor shall not undertake discretionary authority for the management of any client account and shall only effect transactions for a client pursuant to written trading authorization and with the client's explicit consent for each transaction.
- During its reviews, if Advisor believes that a particular investment is performing inadequately, or if Advisor believes that a different investment is more suitable for the client's account, then Advisor will recommend a different investment. Any changes to the client's investment holdings are solely at the discretion of the client.

Advisor also provides consultation and administrative services regarding other specific personal or business financial concerns. Additionally, Advisor provides advice on non-securities matters. Generally, this is in connection with the rendering of real estate, mortgage, estate planning, tax planning, insurance, and/or annuity advice. Advisor may also provide consultation and planning services related to the care of aging family members.

Further, from time to time, advisory clients may have pre-existing investments that they do not want actively managed by Advisor. These clients may request that Advisor monitor such assets and incorporate these holdings into Advisors periodic reviews and reports provided to client. These assets will not be actively managed by

Advisor although they will be incorporated into Advisors overall assessment of asset allocation and performance.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Client Assets under Management

As of December 31, 2011, Advisor does not have any client assets under management. Assets the firm places in the GFWM Platform are managed by either a portfolio strategist or a designated Discretionary Manager.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

Advisor bases its fees on client assets in the GFWM Platform, hourly charges and fixed fees.

In certain circumstance, all fees and some account minimums may be negotiable. In addition, certain affiliated persons of Advisor and family members and personal acquaintance of Advisor's affiliated persons may receive advisory services at a discounted rate which is not available to advisory clients generally.

Client may cancel within five (5) business days of signing the Investment Advisory Agreement for a full refund of any prepaid advisory fees. A client agreement may be cancelled at any time, by either party, for any reason upon receipt of thirty (30) days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded and any earned, unpaid fees will be due and payable.

GFWM Platform

The fees applicable to each Account on the GFWM Platform may include:

1. Advisory Fee, which consists of 360 Wealth Management's fee plus any GFWM Platform Fee ("GFWM Fee" or "Platform Fee")
2. Investment Manager Fee
3. Initial Consulting Fees;

Advisory Fee

The Advisory Fee includes 360 Wealth Management's Fee and the Platform Fee which is paid to GFWM for use of the Platform.

The 360 Wealth Management maximum Advisory Fee schedule expressed as an annual amount equal to a percentage of clients assets on the GFWM platform is:

First \$250,000 up to 1.95%
Next \$250,000 up to 1.80%
Next \$500,000 up to 1.60%
Next 1,000,000 up to 1.30%
Over \$2,000,000 up to 1.00%

After 360 Wealth Management's Advisory Fee, which may be negotiable in certain circumstances, is deducted by GFWM from the Client's Account, GFWM will retain its Platform Fee and pay the balance to 360 Wealth Management. For certain types of accounts (such as those that exclusively use Genworth Mutual Funds), the GFWM Platform fee may be as little as 0%. Therefore, up to 100% of the Client's Advisory Fee may be paid by GFWM to 360 Wealth Management. GFWM's standard Platform Fees and other fee arrangements for each Investment Solution are provided in the GFWM Platform Disclosure Brochure, Appendix 1, Item 4, which is provided separately by 360 Wealth Management to the Client.

Investment Manager Fee

Clients invested in certain GFWM Investment Solutions may also pay an Investment Manager Fee to the Investment Manager(s) the Client designates to manage Client's Account. Investment Manager Fees are set forth on the Client Billing Authorization. For more Information, refer to the Privately Managed Accounts Fee Disclosure section of the GFWM Platform Disclosure Brochure, Appendix 1, Item 4, which is provided separately by 360 Wealth Management to the Client.

Initial Consulting Fee

GFWM may assess on 360 Wealth Management's behalf an initial consulting fee of up to 1.0% of any cash deposit or in-kind transfer of \$2,000 or more into the GFWM Platform, which is in addition to the above fee schedule and which may be negotiable. This initial consulting fee is payable by GFWM in full to 360 Wealth Management.

Fee Billing

360 Wealth Management will provide for the delivery to clients using the GFWM Platform a detailed fee billing report as part of the Quarterly Performance Review. Client fees are payable quarterly, in advance and are deducted from the client's account as set forth in the Client Billing Authorization executed with the Client Services Agreement between the Client and 360 Wealth Management.

The Billable Amount represents the total of all accounts fees (If a Client has more than one account on the Platform, the total of their Accounts Fees is referred to as

their Portfolio Fee). It is calculated by dividing the sum of the daily closing market values for each business day the Account was open during the previous quarter by the number of business days in the previous quarter. The Billable Amount listed may be more or less than the ending Account(s) balance, based on the period invested and market volatility. Clients may terminate GFWM accounts at any time and receive a pro-rata refund of any unearned fees.

FINANCIAL PLANNING and CONSULTING

Prior to the planning process the client will be provided an estimated plan fee. The payments are received in two installments: up to half at the commencement of the planning process, the final payment is due upon delivery of completed plan.

FIXED FEES

Financial Planning Services are offered based on a negotiable fixed fee between \$500 and \$15,000 based on complexity and unique client needs.

HOURLY FEES

Financial Planning Services are offered based on a negotiable hourly fee of \$50 to \$400 per hour, depending on the nature and complexity of each client's circumstances and upon mutual agreement with the client.

MONTHLY FEE

Advisor may also charge a fee of \$50 to \$100 per month for clients who desire Advisor to continuously maintain, update and monitor their financial plans. This will include the daily aggregation of select client accounts maintained within and outside Advisor. This fee will also reimburse Advisor for the expense of maintaining the client's web portal where a client may store, access and view their financial plan, account statements and various other important personal documents. The specific amount of this fee will be determined by the number of and complexity of client accounts included in this service.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self regulatory organizations). These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Fee relating to the GFWM Platform are payable quarterly, in advance, based on assets under management, meaning you are charged before the three-month billing

period has started. Clients may terminate GFWM accounts at any time and receive a pro-rata refund of any unearned fees.

Financial Plans may be billed up to 50% in advance. Client may cancel within five business days of signing the Investment Advisory Agreement for a full refund. A client agreement may be cancelled at any time, by either party, for any reason upon receipt of thirty (30) days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded and any earned, unpaid fees will be due and payable.

External Compensation for the Sale of Securities to Clients

Advisor does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of Advisor.

Item 6: Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Advisor does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

Advisor generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, and charitable organizations.

Client relationships vary in scope and length of service.

Account Minimums

While Advisor has not established minimum investment requirements, GFWM does have minimum investment requirements for the various investment solutions in the GFWM Platform. Complete details concerning minimum investment requirements are disclosed in the Appendix 1, GFWM Platform Disclosure Brochure.

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

Methods of Analysis and Investment Strategies

Security analysis methods may include fundamental analysis and technical analysis. In advising retail clients investing in the GFWM Platform, Advisor uses model

portfolios of mutual funds and Exchange Traded Funds (ETFs) provided by a number of institutional investment strategists and based on the information, research, asset allocation methodology and investment strategies of these institutional strategists.

Advisor also introduces clients to, and advises on the selection of, independent investment managers who provide discretionary management of individual portfolios using a variety of different securities analysis methods, sources of information and investment strategies. Clients will receive separate disclosure from such investment managers regarding any such investment manager's advisory services.

With respect to clients investing in the GFWM Platform, Advisor introduces clients to, and advises on the selection of, independent investment managers who provide discretionary management of individual portfolios including a wide variety of different securities types. Clients will receive a separate disclosure from such investment managers regarding any such investment manager's advisory services.

Investing in securities involves risk of loss that clients should be prepared to bear.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume.

The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy and Method of Analysis Material Risks

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance Profile that documents their objectives and their desired investment strategy.

Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk.

Other strategies may include long-term purchases, and short-term purchases.

Advisor adheres to the Certified Financial Planner Board of Standards, Inc.'s practice standards as well as the board's code of ethics and professional responsibility. Advisor may utilize purchased and subscription based software systems designed to aid in the rendering of professional financial planning and investment advisory services including development, preparation, implementation, and servicing.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self Regulatory Organization Enforcement Proceedings

None to report

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Neither Advisor nor any of its employees are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither advisor nor its employees are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

In addition to being a registered investment adviser, 360 Wealth Management, Inc. is a licensed insurance agency in the State of Arizona. William H. Wilkinson III, President of the Firm is also a licensed insurance agent for one or more insurance companies. As such Mr. Wilkinson may receive separate and customary insurance commission and incentive award compensation from the implementation of insurance product transactions on behalf of advisory client. The Firm however will only earn compensation for executing insurance transactions conducted in the state of Arizona; insurance transactions conducted outside of Arizona will be executed by Mr. Wilkinson in his separate capacity as a licensed insurance agent.

Mr. Wilkinson is also employed by one or more banks or mortgage brokerage firms so he can provide advisory clients with residential and commercial mortgage services. Further, associated persons of Advisor are licensed as real estate agents. In these capacities, Mr. Wilkinson and these persons will be able to assist advisory clients with obtaining mortgages and the purchase and sale of real estate for which they will receive separate and typical compensation.

Further, Advisor offers "strategic relationships services" to its advisory clients whereby Advisor arranges for the engagement of various independent professional service providers such as, accountants, tax preparation specialists, and estate planning attorneys, to assist said clients with the implementation of their financial plans, the preparation of their income taxes and any other service the client requires. This service is only offered to a client where appropriate and expressly authorized by the client. Advisor will be invoiced by the independent professional(s) for the services provided to the client. Advisor will then invoice the client for this fee plus a consulting

fee for the services provided by Advisor in facilitating the retention of the independent professional.

Advisor and associated individuals may spend as much as 50% of their time with all of these related activities.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the compensation received. This conflict is mitigated by the fact that Mr. Wilkinson has a fiduciary responsibility to place the best interest of the client first and implementation of any or all recommendations is solely at the discretion of the client. Clients have the option to purchase these products through any professional of their choosing.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics Description

The employees of Advisor have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of Advisor employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of Advisor. The Code reflects Advisor and its supervised persons’ responsibility to act in the best interest of their client.

One area in which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

Advisor’s policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of Advisor may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Advisor’s Code is based on the guiding principle that the interests of the client are our top priority. Advisor’s officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client’s interests over the interests of either employees or the company.

The Code applies to “access” persons. “Access” persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who

are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Advisor and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Advisor and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide Advisor with copies of their brokerage statements.

The Chief Compliance Officer of Advisor is William H. Wilkinson, III. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Advisor does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist.

Item 12: Brokerage Practices**GFWM Platform**

Advisor assists the client in selecting the risk/return objective and Portfolio Strategists that best suit the client's objectives. The client then specifically directs the account to be invested in accordance with the chosen asset allocation. When the client selects the asset allocation, the client further directs that the account be automatically adjusted to reflect any adjustment in the asset allocation by the selected Portfolio Strategist. This client authorization results in the purchase and sale of certain mutual funds or ETFs (or transfers between variable annuity sub-accounts) without further authorization by the client or any other party at such time as the Portfolio Strategist changes the composition of the selected model asset allocation.

The client receives confirmation of all transactions in the account and is free to terminate participation in the Platform and retain or dispose of any assets in the account at any time. Advisor has no authority to cause any purchase or sale of securities in any client account, or change the selected model asset allocation or to

direct the account to be invested in any manner other than as previously authorized by the client.

If a client selects an IMA, UMA or CMA investment solution, the third-party Discretionary Managers are granted the authority to manage the accounts on a discretionary basis, including the authority to buy, sell, select, remove and select securities and other investments for the account, and to select broker-dealers or others through which transactions will be effected.

Brokerage Factors Outside of GFWM Platform

As Advisor does not directly manage client accounts, Advisor does not recommend or direct the use of any broker-dealer.

Soft Dollar Arrangements

Advisor does not maintain any soft dollar arrangements.

Aggregating Securities Transactions for Client Accounts

Advisor does not trade for its or its clients accounts and therefore aggregation of securities transactions is not applicable.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed quarterly by advisor William H. Wilkinson, III, Chief Compliance Officer. Account reviews are performed more frequently when market conditions dictate. Financial Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Investors participating in the GFWM Platform will receive periodic custodial account statements (not less frequently than quarterly) from their account Custodian.

Item 14: Client Referrals and Other Compensation

Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

With respect to the GFWM Platform, Advisor may, subject to negotiation with GFWM, receive certain allowances, reimbursements or services from GFWM in connection

with Advisor's investment advisory services to its clients, as described below and in the Appendix 1 of the GFWM Platform Disclosure Brochure.

Under GFWM's Gold/Platinum Premier Consultant Program, Advisor is entitled to receive a quarterly development allowance for reimbursement for qualified marketing/practice management expenses incurred. These amounts range from \$5,000 to \$105,000 annually, depending on the amount of client assets managed within the platform.

GFWM may also bear the cost of airfare for Advisor to attend GFWM's annual conference or to conduct due diligence visits to GFWM's offices. In addition, GFWM may, from time to time, contribute to the cost incurred in connection with conferences or other client events conducted.

GFWM may also provide opportunities for participating firms such as Advisor to receive fee reductions and/or allowances in amounts ranging from .02% to .07% of the amount of client assets invested through the Platform. These arrangements are entered into between GFWM and a firm such as Advisor on an individually negotiated basis. Advisor may agree to provide GFWM with introductions to and information concerning its advisory representatives, provide the representatives with information concerning GFWM's Platform and products, and permit GFWM to participate in broker-dealer meetings and workshops. In addition to the fee reductions and/or allowances granted the firm by GFWM, GFWM may agree to provide the firm or its representatives with organizational consulting, education, training and marketing support.

Advisory Firm Payments for Client Referrals

Advisor does not compensate for client referrals.

Item 15: Custody

Account Statements

Advisor does not provide custodial services to its clients. Client assets are held with banks, financial institutions or registered broker-dealers that are "qualified custodians." Clients will receive statements directly from the qualified custodians at least quarterly. We urge clients to carefully review those statements and compare the custodial records to the reports that we provide them. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities..

Item 16: Investment Discretion

Discretionary Authority for Trading

Advisor does not take any independent discretionary authority over client accounts. Advisor does however, offer clients participation in the GFWM Platform, an asset

allocation Platform more fully described in the Appendix 1 –Platform Disclosure Brochure. Asset allocations composed by a group of independent investment strategists (“Portfolio Strategists”) are offered under the Platform, with the different model allocations designed to satisfy a gradient of risk/return objectives. The Portfolio Strategists have no direct relationship with Advisor or client, make no analysis of and do not consider the clients’ individual circumstances or objectives, and do not tailor the model asset allocation to any specific client’s needs, circumstances or objectives, but only the stated risk/return objective.

Item 17: Voting Client Securities

Proxy Votes

The Client retains the right to vote proxies if the Account is invested in a Mutual Fund, ETF or Variable Annuity Investment Solution. If the Account is invested in an IMA, CMA, or UMA Investment Solution, the Client designates the applicable Discretionary Manager as their agent to vote proxies on securities in the Account. Client acknowledges that as a result of this voting designation they are also designating the Discretionary Manager as their agent to receive proxies, proxy solicitation materials, annual reports provided in connection with proxy solicitations and other materials provided in connection with the above actions relating to the assets in the Account. However, the Client retains the right to vote proxies and may do so by notifying Advisor in writing of the desire to vote future proxies.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because Advisor does not serve as a custodian for client funds or securities and Advisor does not require prepayment of fees of more than \$500 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet Commitments to Clients

Advisor has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither Advisor nor its management has had any bankruptcy petitions.

Item 19: Requirements for State Registered Advisors

Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

None to report