



Smarter Way

to Invest

PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of A Smarter Way To Invest, Inc. also referred to as “ASWTI” or “Firm”. If you have any questions about the contents of this brochure, please contact us at 1-844-893-6390 or by email at info@asmarterwaytoinvest.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. Using the term “Registered Investment Advisor” does not imply a certain level of skill or training.

Additional information about A Smarter Way To Invest, Inc. is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site for more information about our Firm by using a unique identifying number, known as a CRD number. Our Firm’s CRD number is 166170.

Item 2 - Material Changes

This update is in accordance with the required annual update for Registered Investment Advisors. This brochure was reviewed and updated in March 2023 and serves as an update to the previous brochure dated March 2022. At times, we may perform routine checks for grammar, punctuation, etc. and make necessary updates. Additionally, we may make updates within certain sections of this brochure for better clarity. These types of changes would not be considered a material change. Below is the summary of material changes for this release:

- The Firm’s Principal has dissolved his relationship with Guardian Pointe Private Wealth Management and Peace Of Mind Wealth Management as the Co-Founder & Co-Owner.
- Removed language surrounding specific fees being assessed by the Introducing Registered Investment Advisor Firm (“IRIAF”) and not related to ASWTI. All reference to these fees has been removed.

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Item 4 - Advisory Business

A. Description of Firm

A Smarter Way to Invest, Inc. (from herein referred to as “ASWTI”) was approved as a State Registered Investment Advisory Firm on November 29 of 2012. ASWTI has since been approved as a SEC Registered Investment Advisory Firm on June 26, 2017.

With over three and a half decades of financial services experience, ASWTI was founded by its Principal and Chief Investment Strategist, Ronald J. Briggs Jr. FIC, CRPC®.

ASWTI was launched to offer Client(s) access to ASWTI’s various proprietary dynamic models that can be combined to create the Smarter Way Dynamic Strategies (from herein referred as “**SWDS**”), whereby

the Introducing Registered Investment Advisor Firm (from herein referred as “**IRIAF**”) and their Investment Advisor Representatives (from herein referred as “**IAR**”) may utilize the SWDS to help assist with their Client’s goals, objectives, and risk tolerance.

ASWTI is a Third-Party Investment Advisor (herein referred to as a “**TPIA**”) where its services are retained by the IRIAF. Additionally, the ASWTI Portfolio Management Team may engage outside consultants, sub-advisors, and other Third-Party Portfolio Managers to best achieve and deliver an array of robust SWDS to their institutional and IRAF’s Client(s).

B. Types of Advisory Services Offered

ASWTI provides investment advisory services under the following arrangements:

Before enlisting any of ASWTI’s services, the interested IRIAF is required to enter into one or more agreements with ASWTI. ASWTI will work with IRIAF’s IARs that will administer various advisory services directly to their Client(s). The IAR responsibilities may include the recommendation of a TPIA, such as ASWTI, for the sole purpose of investment management services for the IAR’s Client’s portfolio. This arrangement between ASWTI and the IRIAF is set forth in the terms and conditions of the agreement whereas ASWTI renders its services solely as a TPIA (collectively the “Agreement”).

ASWTI offers asset management services to the IRIAF for their Client(s), giving them access to SWDS by utilizing either a Turnkey Asset Management Program arrangement (“**TAMP**”) or through ASWTI’s Separately Managed Account (“**SMA**”). The SMA can be managed on TD Ameritrade Institutional’s custodial platform.

ASWTI acts solely as the TPIA for the IRIAF, thereby individual Client(s) cannot hire ASWTI to manage their assets directly. The IRIAF will hire ASWTI to invest Client(s) assets in one or more of the pre-build Traditional or ETF SWDS made available or request that ASWTI build a custom strategy for their RIA or for specific Client(s). In this scenario, the IAR of the Firm will select strategies based on their Client(s) financial situation, personal and financial goals, risk tolerance, investment time horizon and other similar factors. Services offered by ASWTI provided to such Client(s), using its SWDS, may pay a higher or lower fee than using comparable (if available) TPIA services or if a Client(s) solely purchases individual securities without the use of any TPIA.

Institutional Distribution Services:

Recognized as a Manager of Managers, ASWTI distributes investment management services of other TPIAs and/or Sub-Advisors to IRIAFs alongside ASWTI’s SWDS. In consideration of but not limited to: ASWTI’s research, due-diligence, and ongoing oversight of its distribution services, ASWTI receives compensation based on assets which it or its Sub-Advisor manages. The nature of ASWTI’s payment for such services is described in Item 5. Fees and Compensation.

C. Individual Services

Investment management of accounts using ASWTI’s SWDS are offered to Client(s) of IRIAFs. In each case, the IRIAFs will properly establish a relationship between ASWTI and each Client(s) according to the policies and procedures associated with either the TAMP or SMA structure between ASWTI and IRIAFs.

In every case, the IRIAFs has the sole direct contact with their Client(s). Once the IRIAFs has determined an investment strategy that is appropriate for its Client, the IAR may select among ASWTI’s SWDS for investment. The IRIAFs advises its Client(s) concerning the allocation of his or her portfolio among ASWTI’s SWDS along with direction to reallocate funds to different models, if necessary. For example, the IRIAFs could advise the Client(s) to aggregate one or more pre-built SWDS or to blend Models to create a custom Allocation. In each circumstance, no such advice is provided by ASWTI to the IRIAF’s Client. All of ASWTI’s communications are directed through the IRIAFs and, unless specifically requested, ASWTI does not have direct communications with the IRIAF’s Client(s). ASWTI may

communicate with IRIAFs Client(s) with monthly or quarterly newsletters and/or periodic market & economic updates.

The IRIAF's Client(s) may impose reasonable restrictions on the management of their account, including the designation of specific securities or a specific category of securities, that should not be purchased for the account or that should not be sold if held in the account, and may reasonably modify such restrictions from time to time. ASWTI reserves the right to decline to accept an account if it determines, in its sole discretion, that the restrictions imposed by Client(s) are not reasonable. The IRIAF's IAR and their Client(s) will need to acknowledge and agree that any restrictions placed on the management of the Account imposed by the Client(s) may cause their account performance to deviate from the performance of ASWTI's chosen securities within its core Model. The Client(s) acknowledges and agrees that where the Client(s) restricts a category of Securities that may be purchased for the account due to social screening, ASWTI will determine in its sole discretion the specific Securities in that category.

Once the IRIAF's Client(s) make the necessary investment decisions concerning the allocation among the SWDS with the help of their IAR, ASWTI will process the provided investment direction usually under a "Shared Rep Code" approved by the Client(s) and made available by the Custodian to buy, sell, or hold investments on a discretionary basis according to its discipline for each SWDS. The products utilized in effectuating the SWDS may include but are not limited to: various exchange-traded funds (ETF)'s, leveraged ETF's, common stock, preferred stock, Structured Notes, Private Equity funds, Reg D securities, MLPs, BDCs, and REITs.

Client(s) will acknowledge and grant ASWTI full discretion over the Client(s) assets as to be managed accordingly by ASWTI. Additionally, the Client(s) also has full authority to revoke full discretion and/or terminate all services provided by ASWTI at any time by contacting their IAR. The IAR will contact ASWTI and convey the direction of the Client. Such discretion may include authority to reinvest dividends or authority to manage distributions for the Client(s) as directed. Such discretionary authority, however, is otherwise limited to the purchases and/or sales of securities within the SWDS managed by ASWTI.

ASWTI will not be obligated to take action or offer any advice involving legal action on behalf of the Client(s) with respect to securities or other investments held in the account(s), or the issuers thereof, which become the subject of legal notices or proceedings, including bankruptcies. ASWTI is not authorized to withdraw or transfer any money, securities, or property out of the Client's account(s), whether in the name of the Client(s) or otherwise. Only the IRIAF or it's IAR, with permission from the Client(s), can affect such transactions. ASWTI cannot and will not ever take custody of the Client's funds, securities, or accounts.

Model Management

Any IRIAF wishing to engage ASWTI's portfolio management services in a TAMP or SMA capacity must enter into a formalized TPIA agreement. Upon successful completion and establishment of such agreement, the IRIAF will be granted access to the available SWDS in accordance with the structure established therein to use in servicing their retail Client(s) asset management needs.

Turnkey Asset Management Program (TAMP):

When using a TAMP, the additional IRIAF supporting duties of ASWTI may include but are not limited to: training and/or education of investment models, allocations, and strategies, use of risk analysis software (for determination of Client's financial risk tolerance), portfolio analysis, strategies and requested transactions, and answering or addressing general questions, comments, and concerns for the IRIAF's, IARs, or their Client(s). TAMP services are customarily included in a Wrap Fee Program which are made available to the Client(s) and sponsored by the IRIAF.

In consideration of all services provides to IRIAF, IAR, and their Client(s), ASWTI will receive a portion of this wrap fee as compensation, as outlined in the TAMP Agreement set forth with the IRIAF.

Separately Managed Account (SMA):

ASWTI's Separately Managed Account ("SMA") platform provides access for IRIAFs to ASWTI's SWDS, and third-party sub-advisor models as well as outside TPIAs. The ASWTI SMA enables advisors to select at their own discretion ASWTI SWDS as an investment vehicle to match their Clients' financial needs, goals, objectives, and risk tolerance.

When using the SMA structure, ASWTI traditionally receives an investment management fee based on the certain types of SWDS chosen to be used by the IRIAF and/or total assets under management allocated to ASWTI by the IRIAFs. These fees are set forth by ASWTI in the SMA Agreement with the IRIAF. The SMA management fees charged by ASWTI are not inclusive of underlying ETF charges, fund fees, advisory fees, or custodial or trading fees unless otherwise specified. The ASWTI investment management fee will be paid directly by TD Ameritrade Institutional as per the IRIAF's Investment Management Agreement with their Client(s).

Retirement Plans services:

ASWTI makes available TPIA services to IRIAFs working with qualified retirement plan sponsors and their plan assets. These services may include a proprietary design of SWDS using ETF's made available through the custodian administering the retirement plan itself on behalf of the Plan Sponsor and its plan participants. These SWDS are specifically designed and weighted with various asset class ETF's then managed using a similar methodology and process as provided on the retail side. For further details, please see Item 8 (A) Methods of Analysis/Investment Strategies

ERISA Qualified Plans:

ASWTI is required to provide certain information regarding its services and compensation to assist the Advisor and plan sponsors of those retirement plans that are subject to the requirements of ERISA in assessing the overall structure of their plan and/or the arrangement with ASWTI, including the reasonableness of compensation for services by ASWTI in accordance with the Department of Labor regulations under Section 408(b)(2) of ERISA. These services and fees are detailed in the agreement at the onset of your relationship with ASWTI.

Wrap Fee Program:

ASWTI does not currently sponsor a wrap fee program but does receive a pre-determined percentage of the Wrap fee from IRIAFs offering a Wrap Fee Program using ASWTI's portfolio management services.

D. Assets Under Management

As of January 2023, there are approximately \$80,000,000.00 in discretionary assets under management and \$0.00 in non-discretionary assets under management.

Item 5 - Fees and Compensation

A&B. TPIA Compensation & Fee Deduction

For its portfolio management services, ASWTI is entitled to receive a fee based on assets under management. ASWTI's fee is calculated as described below. In either structure, Turnkey Asset Management Program arrangement ("TAMP") or Separately Managed Account ("SMA") accordingly. Fees shall be billed in advance for the quarter based on the prior quarter's ending balance by direct payment by TD Ameritrade Institutional from the Client's Investment Account in accordance with the completed forms formalizing the TPIA relationship between the IRIAF and each of its Client(s) and ASWTI. This is also considered to be a form of limited or indirect custody which is further described in Item 15 - Custody. Such billing typically occurs within 15 days after the quarter ends.

Turnkey Asset Management Program (TAMP):

ASWTI will participate in a shared percentage of the IRIAFs Wrap Fee Program. The percentage split varies with each IRIAF and services required, the complexity of services and/or affiliated services being provided to the IRIAF by ASWTI, and its back-office support describe above. The Client(s) is made aware

of these fees per the IRIAF's Investment Advisory Agreement, also referred to as Investment Management Agreement.

Separately Managed Accounts (SMA):

The IRIAF participating in the ASWTI full access SMA arrangement, the fees shall be as follows:

In accordance with the structure of the SMA between ASWTI and each IRIAF, the fees for the SMA will either be paid by the IRIAF on behalf of their Client(s) or be paid directly by TD Ameritrade Institutional for assets under management. The fee structure to be charged will range from .40% - 1.10%, depending on AUM size. Fees are negotiable. The responsibility for such payment shall be determined by the completed forms formalizing the relationship between each IRIAF and ASWTI. It is the sole and complete authority of ASWTI to determine the appropriateness and applicability of negotiating the SMA fee structure. The SMA management fees charged by ASWTI are not inclusive of underlying ETF charges, fund fees, advisory fees, custodial fees or affiliated fees thereof.

The Management Fees will be calculated for the SMA as follows:

Total amount of assets per Client(s) account at end of calendar quarter x annual percentage of assets fee charged to Client(s) ÷ 4 quarters = quarterly amount requested to be deducted from Client(s) account.

Retirement Plan Asset Management Services:

ASWTI participating in the IRIAF's Wrap Fee Program, will receive a flat fee of 100bp or (1.00%) for the TPIA services it provides as described above in Item 4. Section D above. This is regardless of plan assets or type. Additionally, it is also regardless of the total Wrap Fee charged by the IRIAF. The Client(s) is made aware of these fees per the IRIAF's Investment Advisory Agreement, also referred to as Investment Management Agreement, or Plan disclosure documents provided by the IRIAF and/or it's IAR working with the plan sponsor.

Additional or Step-out fees and/or Expenses:

There are certain fees assessed by TD Ameritrade Institutional regardless of the fee structure types charged by IRIAF. Please carefully review your agreement with TD Ameritrade Institutional to better understand these fees and other fees that they may charge for various services. The IRIAF, IAR, and ASWTI does not receive any compensation from these additional Fees. These fees will either be charged directly by TD Ameritrade Institutional or debited to the IRIAF, in which case the IRIAF will bill the Client(s) separately for reimbursement.

Comparable services may be available in the broader marketplace, and higher or lower fees for comparable services may be available from other sources.

Any charges of underlying holdings, such as those for ETFs or for Advisory fees, may be found in the corresponding prospectus or ADV made available to each Client(s). These fees would be in addition to and separate from the ASWTI Management Fees described herein.

AWSTI SWDS uses TD Ameritrade Institutional as its custodial platform. The Client(s) will establish a discretionary trading account with TD Ameritrade Institutional where Client(s) assets will be held in their name. The Client(s) appoints TD Ameritrade Institutional as their agent for purposes of calculating and or executing the TPIA Fee. This form of fee-based billing may be interpreted as a form of indirect or limited custody of Client(s) accounts. AWSTI does not take custody of Clients' assets or securities therein. Further, any and all fee-based billing shall be in accordance with the fee schedules agreed upon by each Client(s) in the IRIAF's, Wrap Fee Program, and/or Investment Management Agreement.

The TPIA contract between ASWTI and the IRIAF may be modified from time to time as may be mutually agreed upon in writing. The TPIA contract may be terminated by either party, with or without cause, at any time by giving the other party written or email notice of termination no less than thirty (30) days prior to the date of termination. Additionally, the Client(s) may with or without cause, at any time, immediately

terminate TPIA services being rendered by ASWTI in their account by written notice to the ASWTI or through the IRIAF's IAR.

Upon ASWTI notification of termination by either the Client(s) and/or the IRIAF's, ASWTI will unsubscribe and liquidate the proprietary SWDS. The IRIAF, IAR, or the Client(s) has ten (10) business days to contact ASWTI to procure a pro-rata fee refund. Once a refund has been approved, ASWTI will refund to TD Ameritrade Institutional (for deposit into the Client's account) a pro-rata portion of the fees paid to ASWTI for the calendar quarter in which such termination occurs.

The refund amount will be calculated as follows:

Fees paid to ASWTI during the calendar quarter ÷ number of days in the quarter x number of days remaining until the end of calendar quarter = amount to be refunded.

The Client(s) may incur additional fees as a result of any such termination from TD Ameritrade Institutional, such as, account closing fees, liquidation fees and other fees or charges which may be described in the agreement with TD Ameritrade Institutional.

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

ASWTI fees charged are calculated as described in Item 5 and are not charged on the basis of a share of capital gains or capital appreciation of the funds, or Models, or any portion of the Models or funds in a Client's account. (known as a performance-based fee).

ASWTI does not accept or charge performance-based or side by side management fees at this time.

Item 7 - Types of Clients

ASWTI's Client(s) are Client(s) of the IRIAF. Such Client(s) include individuals, families, businesses, trusts, retirement plans and estates with traditionally a \$250,000.00 minimum account size. ASWTI, in its sole discretion, may accept Client(s) through the IRIAF with smaller portfolios.

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

ASWTI and its Sub-Advisors currently manages various models and allocations allowing for an IRIAF's Client(s) to be diversified over various asset classes and risk tolerances.

A. Methods of Analysis

Investing in securities involves risk of loss which our Client(s) should be prepared to bear. No amount of analysis or diversification can wholly account for or eliminate market volatility and systematic risk. Portfolio Models may be subject many methods of analysis by ASWTI including those described herein.

Generally, our proprietary models are primarily comprised of individual securities and/or ETFs that trade on the NYSE and/or NASDAQ. Our analysis and methodology of choosing these individual securities, while proprietary in nature, is comprised of both fundamental and technical analysis among other factors. ASWTI determines the type and amount/shares of each security within each individual model's objective. The decision comes down to the fundamentals of each security analyzed along with an appraisal of recent price and volume trends, etc. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that ASWTI will be able to accurately predict such a re-occurrence. The primary risk in fundamental analysis is that the balance sheet and income statement data used may change, in some cases abruptly. Additionally, securities deemed to meet the fundamental requirement for inclusion to portfolios may not result in positive performance for investors and therefore could result in loss of invested capital.

ASWTI's current models which may change from time to time are broken down among the following asset classes and are traditionally strategically allocated between Core Allocations and Satellite positions across many asset and sub-asset classes depending on the Client's goals, objectives, and risk tolerance.

ASWTI will invest in individual securities, ETFs and/or other alternative asset classes and vehicles along with strategically weighting of these securities accordingly as determined by its analysis, proprietary algorithms, and Model objective(s).

Additionally, to assist in managing downside risk exposure and making investment selections, ASWTI may utilize proprietary and/or third-party provided signals and algorithms. The signals and algorithms are utilized to identify various technical and trend indicator analysis, along with an overall market risk and volatility, and assist in making investment selections and decisions related to SWDS. These assessments seek to identify periods of high volatility by studying both technical trends and factors along with economic data of the U.S. economy. These signals and algorithms may be utilized in wholly or in part for determining investment holding selections and/or allocation weightings for certain strategies. Based on the results of these assessments and whether certain algorithms are positive or negative, ASWTI may move some or all Model holdings to cash or other asset classes with a lower correlation to equity markets in an attempt to reduce volatility. Depending upon the severity of the risk signals, ASWTI may seek out opportunities for growth through securities that are less correlated to equity market conditions, such as bonds, REITs, structured notes, commodities, or alternative asset classes. Based on the results of certain signals, ASWTI may adjust certain securities or asset classes and/or their respective weightings in SWDS. ASWTI's use of these signals and algorithms may change from time to time and third-party service providers are subject to ongoing review by ASWTI for utility in achieving the objectives of models and strategies. There is no guarantee that the use of these proprietary or third-party services will result in positive performance for investors and therefore could result in loss of invested capital.

Third-Party Portfolio Manager (TPIA) Review:

Third-Party Portfolio Managers providing sub-advisory services to ASWTI are reviewed periodically via the receipt of quarterly performance reporting, regular due-diligence calls with PM, disclosures, monthly newsletters and updated ADV(s). Furthermore, in accordance with the criteria described below, ASWTI, may consider their ongoing utility to represent its services to its IRIAFs relationships. ASWTI in its ongoing review will emphasize the criteria relating to underlying expenses relative to performance, limitations of strategies, and correlations to other Third-Party Portfolio Managers. ASWTI will continually seek to offer IRIAFs with a premium suite of diversified Portfolio Management offerings and services.

Each Third-Party Portfolio Manager employs their own methods of analysis in providing sub advisory services; each Third-Party Portfolio Manager's specific methods of analysis may be found in their Form ADV 2 Brochure or Prospectus which is made available to our Client(s) via our website www.asmarterwaytoinvest.com or in a paper version if requested.

B. Investment Strategy:

Analyze the type and correlation of investment strategy each TPIA provides, determining whether their strategy is an effective vehicle to achieve particular investment objectives and if the strategy is within the broad risk tolerances of our IRIAF's Client(s).

Performance History:

Evaluate and monitor the relative and absolute Model performance history compared to strategy back-testing of each prospective TPIA's real performance during various market conditions. ASWTI will only work with TPIA's with established portfolio management experience.

Investment Cost:

Examine the cost of underlying holdings, where applicable, in order to determine if a given TPIA has any conflicts of interest or if a TPIA has an excessively expensive strategy. ASWTI evaluates opportunities to minimize any expense which cannot be reimbursed such as ETF and mutual fund expenses.

Total Assets Under Management:

Evaluate the level of assets managed by each TPIA and within each strategy offered by each TPIA. This is to determine the long-term viability and limitations of each strategy which may arise from either insufficient capital or excess capital being associated with each strategy.

C. Types of Investment Risk

An investor should consider the investment objective, risks, charges, and expenses carefully before investing. Investing, including into the strategies and analyses detailed above, involves exposure to risks.

These may include the following:

- Interest Rate Risk
- Geopolitical Risk
- Political Risk
- Default Risk
- Regulatory Risk
- Civil or Criminal Action Risk
- Liquidity Risk
- Manager Error
- Business Cycle Risk
- Macroeconomic Risk
- Systematic Risk
- Risk of Loss of Principal
- Other Nonsystematic Risks

D. Material Risk

Past performance is not a guarantee, or an implied guarantee, of any future results. Current performance may vary from the past performance history. ASWTI, its Sub-Advisors and/or outside TPIA's when introducing New Models, Allocations and Strategies may use back-testing to provide some hypothetical performance history over various market conditions and time periods. Back-tested model performance should not be relied upon for future performance or model results. Investment returns and principal value will fluctuate in various market conditions or Black-Swan events and may not provide the expected results and any performance reports of any type of investment security. There is no guarantee that any investment model or strategy will achieve its stated investment objectives. All investments are subject to the risks listed above, including the possible loss of the principal amount invested. Investments are not FDIC insured, may lose value, and have no bank guarantees.

Item 9 - Disciplinary Information

There is no material disciplinary information to disclose in this section.

Item 10 - Other Financial Industry Activities and Affiliations

ASWTI is required to disclose any relationship or arrangement that is material to its portfolio managed business, IRIA, and/or to its Client(s) with certain related persons.

A. Broker-Dealer Affiliation

ASWTI does not have anyone registered or pending to register as a broker-dealer or a registered representative of a broker-dealer.

B. Commodity Affiliation

ASWTI does not have anyone registered or pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationship/Conflicts

Ronald J. Briggs, Jr., FIC, CRPC® is the Founder of ASWTI, Chief Executive Officer and Chief Investment Strategist.

Ronald J. Briggs Jr., FIC, CRPC® is the Founder, Principal, and an Investment Advisor Representative for Caitlin John, LLC ("CJ"). CJ is a SEC Registered Investment Advisor Firm. CJ offers financial planning and investment advisory services. CJ utilizes ASWTI as a TPIA for its Client's investments. To mitigate any conflict of interest, IARs of CJ are allowed to offer their Clients' money management services not

only through AWSTI but among other TPIAs available on TD Ameritrade Institutional's platform. IARs are not under any obligation to introduce their Client(s) to ASWTI and may use other methods of managing their Clients' assets accordingly to best achieve the goals, objectives, and risk tolerance of their Client(s).

D. Advisor Recommendations

ASWTI does not currently recommend or select other investment advisors for their IRIAF Client(s), but upon request would research and engage outside TPIA's and Sub-Advisors to be added to ASWTI's overall diversified offerings to its IRIAF Client(s).

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

A. Code of Ethics

Employees and Investment Advisor Representatives shall conduct themselves in a manner consistent with the highest ethical and fiduciary standards. They shall avoid any action, whether for personal profit or otherwise, that results in a conflict of interest with ASWTI or its relationships, or which may be otherwise detrimental to the interests of Client(s) of ASWTI. They will not attempt to improperly use influence for their personal benefit.

ASWTI has aligned itself with a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by ASWTI or any of its associated persons. The Code of Ethics also requires that certain of ASWTI's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

ASWTI's Portfolio Managers taking any investment actions, shall exercise diligence and thoroughness, and shall have a reasonable basis for any such action. Portfolio Managers will disclose personal trading through the quarterly holdings report. They will also be subject to existing supervisory procedures of ASWTI. A copy of the Code of Ethics will be provided to a Client(s) or a prospective Client(s) upon request.

ASWTI, its officers, directors, Access Persons, or other Firm personnel, shall not disclose any non-public information relating to a Client(s) account's portfolio or transactions of ASWTI. Nor shall any officers, directors, Access Persons, or other Firm personnel disclose any non-public information relating to the business or operations of ASWTI unless properly authorized to do so.

ASWTI, its officers, directors, Access Persons, or other Firm personnel may purchase the same or similar securities at the same time as it affects transactions for other Client(s). A conflict of interest could arrive should ASWTI or the persons listed above trade before other ASWTI Client(s). ASWTI has written policies and procedures to address this conflict of interest. At no time, will ASWTI or any associated person of ASWTI, transact in any security to the detriment of any Client(s). In every situation, Client's needs are considered first.

Item 12 - Brokerage Practices

AWSTI does not recommend Custodial services to any Client(s) of IRIAFs. AWSTI currently has implemented its TPIA services through Folio Institutional or TD Ameritrade Institutional.

Soft Dollar Benefits

ASWTI has access to research and other technology made available by the Custodians it implements its TPIA services on. This is considered a soft dollar benefit and must be disclosed. ASWTI currently does not use these Custodial services and pays for its own software through a third-party vendor. Because ASWTI does not use such soft dollar benefits, ASWTI does not have an incentive to select or

recommend a particular broker dealer based on interest in receiving such research. The method of how the Client(s) chooses a Custodian is solely the responsibility of the IRIAFs and their Client(s).

Brokerage for Client Referrals

ASWTI's engages IRIAFs that use TD Ameritrade Institutional as their Client's custodians due to existing knowledge and processes that works seamless with ASWTI's business practices. However, ASWTI may work with a IRIAF where their Client(s) have chosen another custodian other than TD Ameritrade Institutional after validating that no conflicts of interest exist between ASWTI and the selected custodian.

Brokerage Selection

ASWTI does not recommend any broker-dealers. ASWTI works with IRIAFs that have an established Client(s) and custodial relationship with TD Ameritrade Institutional. ASWTI prefers this qualified custodian based on ASWTI's evaluation of the following factors, among others; Reputation, Reporting capabilities, and Execution capabilities.

Aggregate of Client Trades

ASWTI intends to aggregate Client(s) orders whenever possible, using omnibus trading (block trading) for all purchase and sales inside of each model. TD Ameritrade Institutional allow for the aggregation of such orders and ASWTI intends to take advantage of such aggregation to obtain competitive pricing on all transactions.

In certain circumstances, ASWTI may, to best serve Client(s), place non-aggregate individual trading orders. Non-Aggregated orders may be placed on an individual Client(s) basis in order to meet Client(s) needs, including, but not limited to, fee billing, client distributions, unusual/extraordinary circumstances, or at the request from a Client(s). Client(s) may incur additional costs by not aggregating their trade orders.

Item 13 - Review of Accounts

SWDS managed by ASWTI will be reviewed by Ronald J. Brigg, Jr., FIC, CRPC® and/or the Portfolio Management team of ASWTI on a periodic basis. Reviews may include the following: daily share or investment prices, determining how, or if, price change may affect asset allocation strategies, determining whether specific assets should be maintained, increased or sold.

Client's may go online at any time to www.advisorclient.com to review their portfolio managed by ASWTI. This provides the means for 100% transparency of all daily trades, transactions, and valuations.

ASWTI does not provide reports to Client(s) other than its periodic market & economic updates and monthly or quarterly newsletters. Client(s) may obtain various detailed reports directly from their selected custodian as stated above.

Item 14 - Client Referrals and Other Compensation

ASWTI does not receive compensation from any person, custodian, and/or broker-dealer for Client(s) referrals. ASWTI may employ W-2 employees, 1099 Consultants, Sub-Advisors and other necessary third-party or affiliated relationships in which may receive some or all of their compensation through fixed, variable or performance-based compensation (PBC) or a combination thereof as compensation based on various services, roles and responsibilities and/or assets which they directly or indirectly manage or help grow. ASWTI may benefit based on the negotiated institutional pricing as it relates to the pricing that ASWTI charges to IRIAFs as stated above in Item 5 – Fees and Compensation. The amount paid by retail Client(s) for such services, are consistent with, but may be found to be higher or lower than the fees which would be paid for the same services without ASWTI's distribution of Sub-Advisor services.

Item 15 - Custody

Client's account assets will be held by TD Ameritrade Institutional or another approved custodian. ASWTI will not have custody of any securities or assets in the Client's account, but a form of indirect or limited form of custody as it relates to only the authority to deduct ASWTI management fees by TD Ameritrade Institutional and authorized by the Client(s).

Item 16 - Investment Discretion

Discretionary Authority

ASWTI is granted unlimited discretionary trading authority to supervise all investments managed by ASWTI, as well as affiliate Third-Party Sub-Advisors. ASWTI accepts discretionary authority via a signed investment management agreement and a custodial "Shared Rep Code" between the Client(s) and the IRIAF to manage securities accounts on behalf of the IRIAF's Client(s). ASWTI has the authority to determine, without obtaining specific Client(s) consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. Discretionary trading authority allows for the efficient placing of trades for the various SWDS managed by ASWTI in Client(s) accounts on the Clients' behalf. Certain Client(s) may put restrictions on their accounts, such as excluding a particular class of securities, retaining a particular security and/or tax consideration. In accounts with such restrictions, performance may be dissimilar to performance of ASWTI's composite performance. Investment restrictions or limitations by a Client(s) should be provided to ASWTI in writing by the IRIAF or the representing IAR of the Client(s).

Limited Power of Attorney

ASWTI will not be obligated to take action or offer any advice involving legal action on behalf of the Client(s) with respect to securities or other investments held in the account(s), or the issuers thereof, which become the subject of legal notices or proceedings, including bankruptcies. ASWTI is not authorized to withdraw or transfer any money, securities, or property out of the Client(s) account(s), either in the name of the Client(s) or otherwise. ASWTI nor any of its personnel cannot and will not ever take custody of any of the Client's funds or securities except for the deduction of authorized management fees.

Item 17 - Voting Client Securities

ASWTI does not accept authority, take any action or render any advice with respect to voting Client(s) proxies. Client(s) retain the authority to vote proxies and are responsible for ensuring that proxy materials are sent directly to them or the third-party they may assign.

Item 18 - Financial Information

ASWTI does not require or solicit more than \$1,200.00 in fees per Client paid more than six (6) months in advance and therefore is not required to provide, and has not provided, a balance sheet.

No financial condition exists that would impair our ability to meet our contractual commitments to our Client(s). ASWTI has not been subject to a bankruptcy petition or proceeding at any time.