



# ROUND TABLE

## WEALTH MANAGEMENT

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*Published: March 2016*

**This brochure provides information about the qualifications and business practices of Round Table Services, LLC, d/b/a Round Table Wealth Management, an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact Ushir Shah at [ushir@roundtablewealth.com](mailto:ushir@roundtablewealth.com) or at (646) 561-3220. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.**

**Additional information about Round Table Wealth Management also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Registration with the SEC does not imply a certain level of skill or training.**

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## **ITEM 2: MATERIAL CHANGES**

Round Table Wealth Management’s (“RTWM”) most recent update to Part 2 of Form ADV was made in September 2015. Since that time:

- Changed address of NYC office
- RTWM has closed its Connecticut office
- Bruce Hyde was admitted as a partner into Round Table Wealth Management as of January 1, 2016
- The AUM values have been updated.
- Fee information has been updated.

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## **ITEM 4: ADVISORY BUSINESS**

### **The Firm**

Round Table Wealth Management (“RTWM”, “RTS”, or the “Firm”) primarily serves high net worth individuals and families. RTWM was founded in 1999 by Steven Giacona who is the firm’s Managing Partner and majority owner. Steven Giacona, Robert Davis, Ushir Shah, and Bruce Hyde are the four partners of the firm (each a “Partner”, and collectively the “Partners”). The Firm’s Chief Compliance Officer (“CCO”) is Ushir Shah. RTWM maintains two office locations, Westfield, NJ, and New York, NY. RTWM provides its clients with both Investment Advisory (“IA”) and Financial Advisory (“FA”) services.

### **Investment Advisory Services**

RTWM provides IA services in accordance with the investment objective(s) of the client. Each client’s financial situation, risk tolerance, and goals are considered in developing an investment plan. These are generally memorialized in an Investment Policy Statement (“IPS”) that guides investment implementation.

Investment assets are allocated primarily to independent managers across several asset classes in accordance with the asset allocation described in the IPS. This may include allocations to equities, fixed income, alternative investments, real estate, private equity and other asset classes. Depending on the size and nature of the relationship, allocations may be directed to independent managers through separately managed accounts (“SMAs”), private funds, exchange traded funds (“ETFs”), and/or mutual funds. RTWM may offer advice on individual securities.

IA services may be provided on either a discretionary or a non-discretionary basis. As of December 31, 2015, RTWM had a total of \$889 million in assets under management. This total is comprised of \$804 million in discretionary assets and \$85 million in non-discretionary assets.

### **Financial Advisory Services**

RTWM provides a broad range of FA services. The Firm advises on wealth transfer and estate planning, income tax, asset allocation, charitable planning and philanthropy, retirement, insurance, education, and other areas. RTWM does not participate in any wrap fee programs nor does it sell any insurance products.

## **ITEM 5: FEES AND COMPENSATION**

### **Investment Advisory Services**

#### **Discretionary IA Services**

The Firm’s fees for discretionary IA services are based upon the value of the assets that RTWM oversees. The fees are payable quarterly in arrears or in advance, and are calculated based upon the value of the assets in the accounts on the last business day of each calendar quarter or as a fixed fee. Upon termination of agreement, any prepaid, unearned fees will be promptly refunded. All new clients are synchronized to calendar quarters and partial quarters will be pro-rated based on 90-day quarters (360-day years). Fees may be prorated for significant contributions or withdrawals during a period.

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RTWM may negotiate a fee related to performance if elected by the client and agreed to by RTWM, and if the client qualifies for such an arrangement under Section 205(a)(1) of the Advisers Act. Such performance fee shall be governed by a separate agreement between the client and RTWM.

For Investment Advisory clients with more than \$2,000,000 under management, the Firm’s standard annual fee schedule for discretionary IA services is below, subject to a \$25,000 annual minimum:

<b>Tier</b>	<b>Rate</b>
First \$5,000,000	0.90%
Next \$5,000,000	0.70%
Over \$10,000,000	0.45%

Investment Advisory clients with less than \$2,000,000 may pay 1.25% of assets under management annually for IA services, subject to a \$10,000 annual minimum. The Firm reserves the right to negotiate fees. Some clients pay more or less than others depending on certain factors. The fees that RTWM charges for IA services are specified in an agreement between RTWM and each individual client. Clients can choose to have discretionary IA fees either automatically debited or separately invoiced.

### **Private Funds**

RTWM acts as a general partner and investment adviser to four RTS private funds (collectively, the “Access Funds”). RTWM, as general partner of the Access Funds, has engaged the services of Rockit Solutions, LLC (“Rockit”) to provide fund accounting, investor reporting, and tax preparation services for the Access Funds. Rockit is paid a separate quarterly administration fee directly by the fund per contract terms. RTWM receives a fixed fee of \$7,500 per quarter from each fund for investor relations, administrative, and compliance services.

As described in Item 10 below, Steven Giacona and Robert Davis (partners of RTWM) are members of CV Management GP, LLC (“CVGP”) the general partner SPV for Countervailing Private Equity Fund, LP (“CVPE”), a private equity fund of funds. CVGP, as general partner of CVPE, has engaged RTWM as the investment adviser to CVPE, and has engaged the services of Rockit to provide fund accounting, investor reporting, and tax preparation services for CVPE. Rockit is paid a separate quarterly administration fee directly by the fund per contract terms.

Other expenses which may be incurred by the Access Funds and CVPE but not paid to RTWM may include the costs of buying and selling securities (e.g. trading commissions), custodial, transaction, tax preparation, audit, compliance, other administrative fees, and investment management fees paid to independent managers, private investment funds, ETFs, and mutual funds.

For IA clients, RTWM does not receive any additional investment advisory compensation from the Access Funds or CVPE since the client’s IA fee includes the Access Funds and CVPE as investment vehicles. For non-IA clients (“Investors”) investing in the Access Funds, RTWM charges a fee of 1% per annum, payable quarterly in arrears based on the value of the investors capital balance on the last business day of each calendar quarter. For Investors who invest in CVPE, RTWM charges a fee of 0.75% (75bps) per annum based on committed capital. CVGP also receives a performance-based fee from all partners of CVPE after each investor receives 100% of their initial capital

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plus a preferred return of 8%. Investors can choose to have Access Fund fees either automatically debited or separately invoiced. Investors will have their CVPE fees collected as part of capital calls or separately invoiced.

### **Non-Discretionary IA Services**

The Firm's fees for non-discretionary IA services may be based upon the above fee schedule, a different fee schedule, or a separately negotiated quarterly retainer. All new clients are synchronized to calendar quarters and partial quarters will be pro-rated based on 90-day quarters (360-day years). Fees may be prorated for significant contributions or withdrawals during a period. Clients can choose to have non-discretionary IA fees either automatically debited or separately invoiced.

### **Other**

RTWM and/or its employees do not accept compensation, including sales charges, service fees, rebates, or commissions from any person, manager, or fund for the sale of securities or other investment products.

As described in Item 10 below, RTWM is a minority member of Harmony Capital Associates, LLC, the general partner and investment adviser to Harmony Capital Management, LP, ("Harmony"), a private equity fund of funds. RTWM does not receive any management or referral fees from Harmony. As a member of the general partner, the Firm may receive an incentive fee based upon the underlying performance of Harmony after investors are returned 100% of their investment capital, plus a preferred return of 6%, as stated in the offering documents. This fund is closed to new investors.

### **Financial Advisory Services**

The Firm's FA services compensation is based upon the complexity of the engagement and the time necessary to complete the project. Services are invoiced quarterly in advance for the duration of the engagement. Upon termination of agreement, any prepaid, unearned fees will be promptly refunded. RTWM generally requires a minimum annual fee of \$7,500 per client for FA services. Typical fees may range from \$10,000 to \$100,000 per annum. The fees that RTWM charges for FA services are specified in an FA agreement between RTWM and each individual client and include a schedule of agreed upon services to be rendered. Clients can choose to have FA fees either automatically debited or separately invoiced.

## **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

RTWM and its investment professionals provide IA services to multiple portfolios for multiple clients. Fees and compensation are described in Item 5 above.

RTWM has adopted policies and procedures intended to address potential conflicts of interest that may arise through the normal course of business.

## **ITEM 7: TYPES OF CLIENTS**

RTWM generally provides IA and FA services to high net worth individuals and families, trusts, estates, charitable organizations including family foundations, pensions and profit sharing plans and corporations. RTWM also acts as the general partner and/or investment adviser to several private funds, including the Access Funds described above.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Methods of Analysis**

RTWM primarily uses independent managers to implement investment recommendations. The Firm hires, monitors, and terminates managers as needed on behalf of the Firm's clients. When determining an appropriate manager, fund, or investment, the Firm reviews and considers many factors including, historical returns, volatility, manager experience, style, drawdowns, turnover, and operational procedures. The Firm generally conducts both statistical screenings and in-person meetings prior to engaging the manager.

The Firm reviews performance data and conducts update calls with each manager at least quarterly. RTWM terminates managers when they do not meet performance objectives due to change in management, inability to alter their views given changing markets, being too risky or not risky enough, and other factors.

### **Investment Strategies**

RTWM allocates assets across a broad range of investment categories and strategies in order to achieve the desired level of diversification and to meet client objectives for risk and return.

- Fixed Income – municipal and government bonds; investment grade and non-investment grade corporate bonds
- Equities – U.S. large, mid, and small cap; international developed and emerging markets
- Tactical – asset classes that have low correlation to traditional fixed income and equities such as global macro, high yield debt, master limited partnerships, commodities, and real estate
- Alternatives – hedge funds, hedge fund of funds, direct private equity, private equity funds, and private equity fund of funds.

### **Risk of Loss**

Investing in financial markets always involves the risk of loss which investors should understand and be prepared to bear. Fixed Income securities may, for example, incur loss due to a rise in interest rates or a decrease in credit quality. Equities may decrease in value due to a reduction in a dividend or a failure to meet earnings forecast or for an unrelated market reaction. Alternative assets may suffer from trading losses and bear an additional risk of illiquidity. In addition, risks to alternative assets are unique to each particular investment. Clients should review the offering memorandum for each alternative investment for additional discussion of the risks involved.

RTWM manages these risks in several ways. Diversification is the primary method for managing risk. Quantitative and qualitative analysis of the investment managers or investments to whom the Firm allocates client assets also assist us in managing risk.

## **ITEM 9: DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the firm or the integrity of the firm's management in this item.

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RTWM and its management persons have no legal or disciplinary events to report.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **Private Funds**

As described in Item 5 above, RTWM acts as a general partner and investment adviser to the Access Funds. In addition, RTWM acts as the investment adviser to CVPE. The Access Funds and CVPE are private funds formed for the purpose of allowing IA clients to access a diversified group of investment managers within a certain asset class, without being impacted by an investment managers minimum account size. The assets held by the Access Funds and CVPE are primarily allocated to independent managers using separate accounts or commingled funds. The Access Funds also utilize ETFs and mutual funds to meet the Funds' investment objectives. Clients are required to review the offering memorandum, which outlines all disclosures and conflicts of interest, of each private fund and execute a subscription agreement prior to investing.

Fees and compensation for the Access Funds and CVPE are described in Item 5 above.

### **Countervailing Private Equity Fund, LP**

As described in Item 5 above, Steven Giacona and Robert Davis (partners of RTWM) are members of CV Management GP, LLC ("CVGP"), the general partner to Countervailing Private Equity Fund, LP ("CVPE"), which is a private equity fund of funds.

Steven and Robert's right to participate in the profits of CVPE creates a conflict of interest because RTWM has an economic incentive to advise clients to invest in CVPE. In light of this conflict of interest, the CCO reviews client accounts in order to confirm that any allocations of capital to CVPE are consistent with the client's investment objectives. CVPE invests in diversified private equity funds and other investments as determined by the general partner. Clients are required to review the offering memorandum, which outlines all disclosures and conflicts of interest, and execute a subscription agreement prior to investing. This fund is closed to new investors.

### **Harmony Capital Management, LP**

As described in Item 5 above, RTWM is a minority member of Harmony Capital Associates, LLC, the general partner and investment adviser to Harmony Capital Management, LP, ("Harmony"), a private equity fund of funds. RTWM does not receive any management or referral fees from Harmony. As a member of the general partner, the Firm may receive an incentive fee based upon the underlying performance of Harmony after investors are returned 100% of their investment capital, plus a preferred return of 6%, as stated in the offering documents.

RTWM's right to participate in the profits of Harmony creates a conflict of interest because RTWM has an economic incentive to advise clients to invest in Harmony. In light of this conflict of interest, the CCO reviews client accounts in order to confirm that any allocations of capital to Harmony are consistent with the client's investment objectives. Harmony invests in diversified private equity funds and other investments as determined by the general partner. Clients are required to review the offering memorandum, which outlines all disclosures and conflicts of interest, and execute a subscription agreement prior to investing. This fund is closed to new investors.

## **Other Investment Managers**

RTWM recommends and selects other investment managers for the Firm's clients and the Firm does not receive any compensation either directly or indirectly from those advisers except the relationships mentioned above.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT**

### **Code of Ethics and Personal Trading**

RTWM has adopted a Code of Ethics for all employees of the Firm describing the Firm's high standards of business conduct, fiduciary duty to the Firm's clients, and rules surrounding personal securities trading by the Firm's employees. All of the Firm's employees are also required to comply with applicable federal securities laws.

The Firm's code states that no employee shall prefer his/her own interests to those of the Firm's clients. The Firm also prohibits the use of material non-public information. Personal trading and any private investment activity by employees require pre-clearance by the CCO, or designee, for all investments except open-ended mutual funds. All employees must provide annual securities holdings reports and quarterly transaction reports of all reportable transactions (including those of family members sharing a home) to the Firm's CCO, unless an exception is granted. These reports are reviewed by the Firm's CCO and made available to regulatory agencies.

A copy of the Firm's Code of Ethics is available to clients and prospective clients upon request to the Firm's CCO, Ushir Shah, by email at [ushir@roundtablewealth.com](mailto:ushir@roundtablewealth.com), or by telephone at (646) 561-3220.

### **Participation or Interest in Client Transactions**

RTWM and/or its Partners may have a financial interest in business entities or private funds that have been, and may continue to be, recommended to clients as discussed in Item 10 above. These practices may create a conflict of interest because RTWM or its Partners may have an incentive to recommend securities to clients based on its own financial interests, rather than solely the interests of a client. All such recommendations are made in accordance with the investment objectives of the client and only if such recommendations are in the best interests of clients.

RTWM employees may purchase, sell, or hold positions in securities recommended to clients, including purchasing securities that are being sold for clients and vice versa. Employees may also invest in the Access Funds and CVPE. Such practices may present a conflict where RTWM or its Partners are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients' trades). In addition to affecting RTWM's or its Partners' objectivity, these practices by RTWM or its Partners may also harm clients by adversely affecting the price at which the clients' trades are executed. RTWM has adopted the following procedures in an effort to minimize such conflicts: RTWM requires its employees to pre-clear all transactions in their personal accounts with the CCO, or designee, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of its clients. Almost all employee transactions are de Minimis and have no impact on client trades. All of RTWM's Partners and employees are required to disclose their securities transactions and holdings on a quarterly basis.

## **ITEM 12: BROKERAGE PRACTICES**

While Clients may choose their preferred custodian or brokerage firm, RTWM generally recommends that the Firm's clients and independent managers (where possible) maintain their accounts with TD Ameritrade Institutional ("TDAI"), Fidelity Investments ("Fidelity"), or JP Morgan Private Bank ("JPMorgan"). In addition to custody and brokerage, JPMorgan serves the needs of clients requiring additional products and/or services such as derivatives, lending, banking and fiduciary services. In addition to custody and brokerage, TDAI and Fidelity provide fiduciary services. JPMorgan is generally more expensive than TDAI and Fidelity for basic custody and brokerage, but offer a pure bank custody platform as opposed to solely a brokerage platform as offered by TDAI and Fidelity.

### **Broker Selection and Best Execution**

Factors RTWM considers in recommending a broker-dealer/custodian to clients include financial strength, reputation, trade execution, pricing, integration efficiencies, and fairness in resolving disputes, research, and service. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, RTWM need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not RTWM's practice to negotiate "execution only" commission rates, therefore, a client may be deemed to be paying for research, brokerage, or other services provided by a broker-dealer, which are included in the commission rate. RTWM reviews and evaluates broker-dealer costs and other factors periodically to determine their competitiveness.

RTWM does not maintain any formal soft dollar arrangements but does receive and utilize the platform benefits offered by the custodians/broker-dealers that are generally available to all institutions regardless of asset size or client trading volume.

### **Directed Brokerage and Aggregated Trades**

A client may direct RTWM to use a particular broker-dealer to execute some or all transactions for the account (subject to the Firm's right to decline and/or terminate the engagement). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Transactions for each client account generally will be effected independently, unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. RTWM may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Such aggregation may enable RTWM to obtain for clients a more favorable price based upon the volume of a particular transaction. However, in cases where the client has negotiated the commission rate directly with the broker, RTWM will not be able to obtain more favorable commission rates based on an aggregated trade. In such cases, the client will be precluded from receiving the benefit of any possible commission discounts that might otherwise be available as a result of the aggregated trade.

In cases where trading or investment restrictions are placed on a client's account, RTWM may be precluded from aggregating that client's transaction with others. In such a case, the client may pay a higher commission rate and/or receive less favorable prices than clients who are able to participate in an aggregated order. When an aggregated

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order is completely filled, RTWM allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, RTWM's procedures provide that the securities or proceeds be allocated in a manner deemed fair and equitable to clients. Depending on the investment strategy pursued and the type of security, this may result in a pro rata allocation to all participating clients.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **Investment Advisory Clients**

Partners of the Firm and/or Wealth Managers, who are in charge of client relationships, review accounts on an ongoing basis. The review process includes an analysis of the portfolio in accordance with the goals and objectives of the client and a transactional review for the period under observation. Reviews with clients typically include a discussion of the economy, financial markets, and the performance of client accounts. Clients are encouraged to advise us of any changes in their financial situation.

RTWM provides all IA clients with quarterly reports showing a list of assets and investment results. In addition, clients receive account and transaction information directly from the custodians and/or third party administrators, and may receive reports from individual managers.

### **Financial Advisory Clients**

Advisory matters are reviewed on an ongoing basis. This may involve correspondence, financial schedules, meetings, and/or phone calls.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

RTWM participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the Program.

As disclosed above, RTWM participates in TD Ameritrade's institutional customer program and RTWM may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between RTWM's participation in the program and the investment advice it gives to its Clients, although RTWM receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving RTWM participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory

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fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to RTWM by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by RTWM's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit RTWM but may not benefit its Client accounts. These products or services may assist RTWM in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help RTWM manage and further develop its business enterprise. The benefits received by RTWM or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, RTWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by RTWM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the RTWM's choice of TD Ameritrade for custody and brokerage services.

RTWM may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, RTWM may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with RTWM and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise RTWM and has no responsibility for RTWM's management of client portfolios or RTWM's other advice or services. RTWM pays TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to RTWM ("Solicitation Fee"). RTWM will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by RTWM from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired RTWM on the recommendation of such referred client. RTWM will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

RTWM's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, RTWM may have an incentive to recommend to clients that the assets under management by RTWM be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, RTWM has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. RTWM's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

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Other than the compensation described in Items 5, 6, 10 and 12, RTWM does not receive an economic benefit from anyone other than its clients.

RTWM has established a solicitor relationship with an independent third party firm in which the third party firm will refer prospects to us in return for a percentage of revenue generated from the referral. The Firm's referral agreement(s) is (are) in compliance with the federal regulations as set out in Rule 206(4)-3 under the Advisers Act, and each referred prospect is provided a copy of the referral disclosure document prior to entering into any advisory contract.

### **ITEM 15: CUSTODY**

RTWM does not provide custodial services to its clients. Client assets are held in custody by unaffiliated banks, registered broker-dealers, or other "qualified custodians", per Item 12 above. Clients should receive statements at least quarterly from these custodians. RTWM urges clients to carefully review such statements and compare them to the reports that the Firm may provide. RTWM reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

All Access Fund and CVPE assets are held in custody by unaffiliated banks, registered broker-dealers, or other "qualified custodians". However, RTWM has access to Access Fund and CVPE accounts since it serves as the general partner and/or administrator of each Fund. Limited partners (or members or owners) will not receive statements from the custodian, but will receive statements at least quarterly from the Funds' third-party administrator. In addition, the Access Funds and CVPE are subject to an annual audit and the audited financial statements are distributed to each limited partner (or member or owner). The audited financial statements will be prepared in accordance with Generally Accepted Accounting Principles ("GAAP") and distributed within 120 or 180 days of the Access Fund's fiscal year end, as applicable by law.

### **ITEM 16: INVESTMENT DISCRETION**

RTWM provides investment advisory services on a discretionary basis to clients. Please see Item 4 and 5 for a description of any limitations clients may place on the Firm's discretionary authority. RTWM also accepts non-discretionary accounts. Client approval is needed before recommendations on non-discretionary accounts are implemented.

Prior to assuming discretion in managing a client's assets, RTWM enters into an IA agreement or other agreement with the client that sets forth the scope of the Firm's discretion.

Unless otherwise instructed or directed by a discretionary client, RTWM has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable IA agreement and any written investment guidelines); and (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, tax status, and other criteria, there may be differences among clients in invested positions and securities held. RTWM Partners and Wealth Managers may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax

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status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) current account liquidity, account requirements for liquidity and timing of cash flows. Although it is RTWM's policy to allocate investment opportunities to eligible client accounts on a pro rata basis (based on the value of the assets in each participating account relative to value of the assets of all participating accounts), these factors may lead RTWM Partners and Wealth Managers to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a pari passu basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Securities acquired by RTWM for its clients through a limited offering will be allocated pursuant to the procedures set forth in RTWM's allocation policy. The policy provides that RTWM Partners and Wealth Managers will determine the proposed allocation of limited offering securities after considering the factors described above with respect to general allocations of securities and determining those client accounts eligible to hold such securities. Eligibility will be based on the legal status of the client and the client's investment objectives and strategies.

RTWM may effect cross transactions between discretionary client accounts, except as otherwise noted below. Cross transactions enable RTWM to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. RTWM has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. Cross transactions between client accounts are not permitted if they would constitute principal trades unless client consent has been obtained based upon written disclosure to the client of the capacity in which RTWM or its affiliates will act. In addition, cross transactions are not permitted for benefit plan or other similar accounts that are subject to ERISA.

If it appears that a trade error has occurred, RTWM will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, RTWM's error correction procedure is to ensure that clients are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. RTWM has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy. Notwithstanding the foregoing, RTWM will not be responsible for losses resulting from trade errors unless it has been determined that RTWM has engaged in disabling conduct as defined in the IA agreement between RTWM and its client.

## **ITEM 17: VOTING CLIENT SECURITIES**

RTWM does not exercise discretionary proxy voting authority with respect to any client securities held in client owned accounts. The Firm discloses in its standard advisory contract that RTWM and/or the client shall correspondingly instruct each custodian of the assets to forward copies of all proxies and shareholder communications relating to the client's investment assets to the client. As a matter of convenience for the client,

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the Firm may vote proxies upon the explicit instructions of a client. Records of such instructions and corresponding proxy votes will be maintained by RTWM.

RTWM does have discretionary proxy voting authority with respect to client assets held in the Access Funds. RTWM delegates the proxy voting rights of the Access Funds to the independent investment managers engaged by the Access Funds and has no involvement in the proxy voting decisions of these managers.

**ITEM 18: FINANCIAL INFORMATION**

No financial information is required to be provided. RTWM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.