

**Firm Brochure**  
(Part 2A of Form ADV)



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This brochure provides information about the qualifications and business practices of 360 Wealth Management, Inc. Being registered as a registered investment advisor 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 480-588-8522. 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](http://www.adviserinfo.sec.gov).

January 7, 2021

## Item 2: Material Changes

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### **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.

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### **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 3, 2020, the firm has updated the following:

- Item 4 has been updated to reflect a current asset under management calculation.
  - Item 12 has been amended to indicate Advisor will allow clients to direct brokerage.
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### **Full Brochure Available**

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 480-588-8522.

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## Item 4: Advisory Business

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### **Firm Description**

360 Wealth Management, Inc., (“Advisor” or “Firm”) was founded in 2003 and became a registered investment advisor in 2005. William H. Wilkinson III is 100% stockholder.

Advisor provides personalized confidential financial planning and investment management services to business entities, trusts, individuals and high net worth individuals. 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 event they may occur.

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### **Types of Advisory Services**

#### ASSET MANAGEMENT

Advisor offers discretionary direct asset management services to advisory clients. Advisor will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, assets allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize Advisor discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

Based upon the stated objectives of the Client, Advisor may also recommend that certain Clients authorize the active discretionary management of all or a portion of their assets by 55I, LLC, an unaffiliated advisor. In such cases, Advisor continues to act as the Client’s primary adviser and monitors the portfolio services of 55I, LLC. Advisor shall continue to provide advisory services to the Client relative to the ongoing monitoring and review of account performance, for which 55I, LLC shall receive an annual advisory fee which is described in

Item 5 of this Brochure. Factors that Advisor shall consider in recommending an Independent Manager include the Client's stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fees charged by the designated Independent Manager will be exclusive of, and in addition to, Advisor's investment advisory fee.

*AssetMark and Motif*

Advisor has legacy clients with assets on AssetMark and Motif platforms. Advisor will not be placing new assets on these platforms.

ERISA PLAN SERVICES

Advisor provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans. Advisor may act as either a 3(21) or 3(38) advisor:

**Limited Scope ERISA 3(21) Fiduciary.** Advisor may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor Advisor has a fiduciary duty to act in the best interest of the Client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using Advisor can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services are:

- Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options. Advisor acknowledges that it is a fiduciary as defined in ERISA section 3 (21) (A) (ii).
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands Advisor's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Advisor is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Advisor will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

Advisor may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Advisor and Client.

3. Advisor has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to Advisor on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

**ERISA 3(38) Investment Manager.** Advisor can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan's assets. Advisor would then become solely responsible and liable for the selection, monitoring and replacement of the plan's investment options.

1. Fiduciary Services are:

- Advisor has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan's investment policies and objectives.
- Assist the Client with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations thereunder.
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan.
- Provide discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole



responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5).

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands the Advisor's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, the Advisor is not providing fiduciary advice as defined by ERISA to the Plan participants. Advisor will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

Advisor may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Advisor and Client.

3. Advisor has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to the Adviser on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

#### FINANCIAL PLANNING AND CONSULTING

360 Wealth Management, Inc. 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, Inc. 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 circumstance 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, e.g. 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 which are not covered under our Investment Advisory Agreement:

- Implementation of any recommendation is solely at the client's discretion.
- 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 the client. These assets will not be actively managed by Advisor although they will be incorporated into Advisors overall assessment of asset allocation and performance.

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**Client Tailored Services and Client Imposed Restrictions**

The goals and objectives for each client are documented in the Firm's 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.

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**Client Assets under Management**

As of December 31, 2020, Advisor had approximately \$15,900,000 client assets under management on a discretionary basis.

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**Item 5: Fees and Compensation**

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**Method of Compensation and Fee Schedule**

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

Client may cancel within five (5) business days of signing the Investment Advisory/Financial Planning 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.

**ASSET MANAGEMENT FEE**

The 360 Wealth Management, Inc. maximum Advisory Fee schedule expressed as an annual amount equal to a percentage of clients' assets under management is as follows:

Assets Under Management	Annual Tiered Maximum Fee
First \$250,000	1.95%
Next \$250,000	1.80%
Next \$500,000	1.60%
Next 1,000,000	1.30%
Over \$2,000,000	1.00%

Fees are billed quarterly in advance based on the amount of assets managed as of the last business day of the previous quarter. Initial fees for partial quarters are pro-rated. Quarterly advisory fees deducted from the clients' account by the custodian will be reflected in the account statement as fees are withdrawn. Lower fees for comparable services may be available from other sources. For accounts closed mid-quarter, the client will be entitled to a pro rata refund for the days service was not provided in the final quarter.

When using the services of 55I, LLC as a Sub-Advisor, Client will pay the fees listed above in

addition to the following fees charged by 55I, LLC:

Model	Annual Tiered Maximum Fee
Custom Built Portfolios with TLH	0.25%
Core Models with TLH, DRI & MRI	0.30%
Global Allocation Models with TLH, DRI & MRI	0.35%
Global Allocation Plus Models with TLH, DRI & MRI	0.35%
Global Diversified Models with TLH, DRI & MRI	0.40%

55I, LLC's fees will be calculated as a percentage of Account's average daily balance, calculated by 55I, LLC and the Custodian. The fee will be directly deducted from each Account for all services rendered on a monthly basis in arrears. 55I, LLC will prorate the fee for periods less than a full month.

#### ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will not exceed 1%. The annual fee is negotiable and will be charged as a percentage of the Included Assets. Fees may be charged quarterly or monthly in arrears or in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets). If the services to be provided start any time other than the first day of a quarter or month, the fee will be prorated based on the number of days remaining in the quarter or month. If this Agreement is terminated prior to the end of the billing cycle, Advisor shall be entitled to a prorated fee based on the number of days during the fee period services were provided or Client will be due a prorated refund of fees for days services were not provided in the billing cycle.

The fee schedule, which includes compensation of Advisor for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. Advisor does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Advisor will disclose this compensation, the services rendered, and the payer of compensation. Advisor will offset the compensation against the fees agreed upon under the Agreement.

#### 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 with the final payment 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 \$100 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.

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### **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 (fees 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.

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

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### **Prepayment of Client Fees**

Fees relating to Asset Management are payable quarterly, in advance, based on assets under management, meaning the Client is charged before the three-month billing period has started. Clients may terminate accounts at any time and receive a pro-rata refund of any unearned fees.

Fees for ERISA 3(21) and/or 3(38) services may be billed in advance.

Financial Plans may be billed up to 50% in advance. Client may cancel within five (5) 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.

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### **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**

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### **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 potential for conflict of interest. Performance-based compensation may create an incentive for the advisor to recommend an investment that may carry a higher degree of risk to the client.

## Item 7: Types of Clients

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### **Description**

Advisor generally provides investment advice to individuals, high net worth individuals, and businesses. Client relationships vary in scope and length of service.

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### **Account Minimums**

Advisor has not established minimum investment requirements.

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

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### **Methods of Analysis**

Security analysis methods may include fundamental analysis and technical analysis. Past performance is not a guarantee of future returns.

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.

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.

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 profit 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.

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### **Investment Strategy**

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.

Other strategies may include long-term purchases or 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.

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### **Security Specific Material Risks**

All investment programs have certain risks that are borne by the investor. The Firm's investment approach constantly keeps the risk of loss in mind. 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. While certain companies may have consistently paid dividends in the past, there can be no assurance or guarantee that they will be able to continue paying dividends in the future.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Advisor:

- *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.
- *ETF:* ETFs have unique features that you should be aware of, which can include distribution of any gains, risks related to securities within the portfolio, and tax consequences. The data quoted herein represents past performance and is not indicative of future results. The investment return and principal value of an investment will fluctuate so that your investment, when redeemed, may be worth more or less than their original value.

- *Fixed Income:* Fixed income investments are subject to various unique risks, including changes in credit quality, market valuations, liquidity, prepayments, early redemption, corporate events, tax ramifications, and other factors. Fixed income securities are subject to increased loss of principal during periods of rising interest rates.
- *International Investments:* International investments involve additional risks you should be aware of, which include differences in financial accounting standards, currency fluctuations, political instability, foreign taxes and regulations, news that can trigger volatile conditions, and the potential for illiquid markets. Small cap companies in these markets may react with greater volatility in reaction to activities in those markets.

## Item 9: Disciplinary Information

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### **Criminal or Civil Actions**

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

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### **Administrative Enforcement Proceedings**

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

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### **Self-Regulatory Organization Enforcement Proceedings**

None to report.

## Item 10: Other Financial Industry Activities and Affiliations

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### **Broker-Dealer or Representative Registration**

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

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### **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.

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### **Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

In addition to being a registered investment advisor, 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.

Advisor and associated individuals may spend as much as 50% of their time with 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 disclosures,



procedures, and the firm's Fiduciary obligation 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.

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**Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

Advisor may also utilize the services of a Sub-Advisor to manage Clients' investment portfolios. Sub-Advisors will maintain the models or investment strategies agreed upon between Sub-Advisor and Advisor. Sub-Advisors execute all trades on behalf of Advisor in Client accounts. Advisor will be responsible for the overall direct relationship with the Client. Advisor retains the authority to terminate the Sub-Advisor relationship at Advisor's discretion.

In addition to the authority granted to Advisor under the Agreement, Client will grant Advisor full discretionary authority and authorizes Advisor to select and appoint one or more independent investment advisors ("Advisors") to provide investment advisory services to Client without prior consultation with or the prior consent of Client. Such Advisors shall have all of the same authority relating to the management of Client's investment accounts as is granted to Advisor in the Agreement. In addition, at Advisor's discretion, Advisor may grant such Advisors full authority to further delegate such discretionary investment authority to additional Advisors.

This practice does not represent a conflict of interest as Advisor's remain the same regardless of selection of Sub-Advisors.

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

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**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.

The Code specifically addresses how employees must handle buying or selling securities for their personal accounts in an effort to mitigate any conflict of interest. The Firm does not allow any employee 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 the Firm's top priority. Advisor's officers, directors, advisors, and other employees have a fiduciary duty to the Firm's clients and must diligently perform that duty to maintain the complete trust and

confidence of said clients. When a conflict arises, it is the Firm's obligation to put the client's interests over the interests of either employees or the Firm.

The Code applies to "access" persons. "Access" persons are defined as employees who have access to non-public information regarding any client's 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.

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**Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

Advisor and its employees do not recommend to client's securities in which the Firm has a material financial interest.

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**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. Mr. Wilkinson 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.

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**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

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**Factors Used to Select Broker-Dealers for Client Transactions**

Advisor may recommend the use of a particular broker-dealer such as TD Ameritrade Institutional is a Division of TD Ameritrade, Inc., Member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member or may utilize a broker-dealer of the client's choosing. Advisor will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Advisor relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Advisor.

Advisor participates in the TD Ameritrade Institutional program. TD Ameritrade is an independent SEC-registered broker-dealer and is not affiliated with Advisor. 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. (Please see the disclosure under Item 14)

- *Directed Brokerage*

In circumstances where a Client directs Advisor to use a certain broker-dealer, Advisor still has a fiduciary duty to its Clients. The following may apply with Directed Brokerage: Advisor's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among Clients and conflicts of interest arising from brokerage firm referrals. The firm may be unable to achieve most favorable execution of client transactions, and this practice may cost clients more money.

- *Best Execution*

Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Advisor from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, Advisor receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of Advisor. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when Advisor receives soft dollars. This conflict is mitigated by disclosures, procedures, and by the fact that Advisor has a fiduciary responsibility to act in the best interest of its clients and the services received are beneficial to all clients.

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### **Aggregating Securities Transactions for Client Accounts**

Advisor is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Advisor. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

### **Item 13: Review of Accounts**

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

Account reviews are performed quarterly by Investment Advisor Representatives of Advisor. 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.

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**Review of Client Accounts on Non-Periodic Basis**

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

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**Content of Client Provided Reports and Frequency**

Client will receive periodic custodial account statements (not less frequently than quarterly) from their account Custodian.

## Item 14: Client Referrals and Other Compensation

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

As disclosed under Item 12 above, Advisor participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and the investment advice it gives to its Clients, although Advisor 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 Advisor 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 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 Advisor by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Advisor but may not benefit its Client accounts. These products or services may assist Advisor in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Advisor manage and further develop its business enterprise. The benefits received by Advisor 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, Advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

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**Advisory Firm Payments for Client Referrals**

Advisor does not compensate for client referrals.

## Item 15: Custody

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### **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. Clients are urged to carefully review statements and compare the custodial records to the reports that the Firm provides them. The information in Firm reports may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

## Item 16: Investment Discretion

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### **Discretionary Authority for Trading**

Advisor accepts discretionary authority to manage securities accounts on behalf of clients. Advisor has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. The client will authorize Advisor discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

## Item 17: Voting Client Securities

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### **Proxy Votes**

Advisor does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, Advisor may provide recommendations to the Client. If a conflict of interest exists, it will be disclosed.

## Item 18: Financial Information

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### **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 the Firm’s ability to meet contractual commitments to its 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

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**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.