



**Item 1 – Cover Page**

## ADV Part 2A

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March 13, 2026

This Brochure provides information about the qualifications and business practices of AWM Capital, LLC dba AWM, (hereafter referred to as “AWM.”) If you have any questions about this Brochure’s contents, please contact us at 323-940-1339. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or any individual state’s securities authority.

Although AWM uses the term “registered investment advisor” or “registered” throughout this Form ADV Part 2A, using these terms does not guarantee a specific level of skill or training.

Additional information about AWM is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The CRD number for AWM is 287980.

## Item 2 - Material Changes

The purpose of this page is to inform you of material changes since the last annual amendment of this brochure. Therefore, if you receive this brochure for the first time, this section may not apply to you.

We prepared this Brochure dated March 13, 2026. The following material changes have been made to our Brochure since our last annual update dated March 31, 2025:

- AWM's Phoenix office relocated to a new suite within the same building. The address on the cover page was updated to reflect Suite 525.

We will provide you with a new Brochure as necessary based on changes or further information, at any time, without charge. Our Brochure may be requested by contacting Brandon Averill at (323) 940-1339 or [brandon@awmcap.com](mailto:brandon@awmcap.com). Our Brochure is also available free of charge on our website <http://www.awmcap.com>.

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## **Item 4 - Advisory Business**

### **A. Describe Your Advisory Firm**

AWM is an SEC registered investment adviser which is owned by Erik Averill, Brandon Averill, Robert McConchie, Justin Dyer, and various minority members. Brandon Averill is the Managing Member. Erik Averill, Robert McConchie, and Justin Dyer are Members of AWM.

We provide fee-based investment and financial planning advice focused on the best outcomes for clients. We are held to a fiduciary standard and must always act in the best interest of our clients.

Our investment platform is open architecture, meaning we are not influenced or incentivized to push proprietary products. We instead focus on providing the best solution for each client.

### **B. Describe the Types of Advisory Services Offered**

#### **1. Financial Planning**

Our financial planning services involve defining priorities and implementing portfolio recommendations. Non-investment-related services provided by AWM may include:

##### Financial Structure Management

- Identify the client's priorities and anticipated requirements to fund those priorities.
- Provide the necessary daily operating funds by facilitating the movement of money between operating and investment accounts per a client's identified priorities.

##### Tax Planning

- Proactively implement sophisticated tax-minimization strategies.
- Conduct comprehensive reviews of prior year returns.

##### Estate Planning Services

- Present and implement wealth preservation and distribution strategies.
- Integrate estate planning strategies with income tax and investment strategies.
- Coordinate estate plan documentation with a qualified attorney.

##### Insurance Analysis and Risk Management

- Coordinate a review of all current insurance policies and recommend cost savings or additional coverage if necessary.
- Implement insurance recommendations with best practices for securing competitive rates.

We rely on the information the client or the client's other professional advisors provide to us and thus will not verify this information when doing our analysis. We may recommend the services of other professionals, such as attorneys, insurance brokers, real estate agents, and mortgage brokers, to implement our recommendations. The client is not obligated to use either our in-house services or the referrals we suggest. The client retains discretion over all such implementation decisions.

## 2. Asset Management

AWM's asset management services are implemented on a discretionary and non-discretionary basis. Our investment recommendations typically include the use of registered mutual funds and exchange-traded funds ("ETFs") and can also have separate investments in equities, bonds, and cash equivalents. Additionally, we will include private placements and third-party separate account managers ("SAMs") for some clients if their situation fits such a strategy.

For clients where we have discretionary authority, clients authorize us, without prior consultation, consent, or approval, to delegate the management of all or part of the client's account to one or more third party separate account managers in our sole discretion. For clients where we do not have discretionary authority, we may from time to time recommend one or more SAMs for the client's approval. In either case, whether we delegate to or suggest a SAM will be at our sole discretion. We provide investment consulting services that include the allocation of assets among different asset classes, portfolio diversification, managing portfolio risk, and other general economic and financial topics.

Clients must provide AWM with financial information that helps AWM determine the client's stated income, priorities, and desired outcomes from which their investment objectives are determined. Based on the client's unique priorities, we develop a custom portfolio using a liability matching framework known as liability-driven investing ("LDI"). Clients must notify us if their goals and priorities change in a material fashion. We consult with clients periodically regarding their information and, if appropriate, will update their portfolio to reflect any changes in their goals and priorities.

Under certain circumstances, AWM will recommend SAMs to clients for specific and specialized asset classes. Under such a scenario, the client will enter into separate agreements with AWM and the SAM. The client typically grants the SAM complete investment discretion and trading authority with sole responsibility for implementing the client's investment program while we monitor the SAM's performance. SAMs may deduct their management fees from the client account at the custodian where the account is held. We will not place transaction orders in the client's SAM account or otherwise exercise trading authority over the account. In addition, the agreement sometimes authorizes AWM to terminate the SAM. SAMs are subjected to a due diligence process conducted by AWM. Factors AWM considers when evaluating SAMs include the independence and reputation of the SAM, the SAM's reputation and history, performance record, philosophy and continuity of management, client services, level of diversification, commitment to an investment mandate, awareness of after-tax performance objectives, minimum investment requirement, fees and the SAM's administration, recordkeeping, and reporting services. We obtain SAM information from tracking organizations, business publications, investment managers, personal interviews, and other sources which we believe are reliable.

Additionally, under certain circumstances, AWM will recommend private placements, including but not limited to private equity, venture capital, and private real estate, to clients for specific and specialized asset classes. Under such a scenario, the client will enter into separate agreements with a private fund (for more information, see **Item 4. B. 3. below**), directly with the private placement manager or the entity. In the case of the private fund, the client grants AWM complete investment discretion and trading authority, with sole responsibility for implementing the stated objectives of the private fund. Any private placement is subjected to a due diligence process conducted by AWM. Factors AWM considers when evaluating a private placement include: the independence and reputation of the source of the opportunity, the reputation and history of the key individuals involved in the opportunity, performance track record, philosophy and continuity of management, client services, level of diversification, commitment to an investment mandate, awareness of after-tax performance objectives, minimum investment requirement, fees and administration, recordkeeping and reporting services. We obtain information from tracking organizations, business

publications, investment managers, personal interviews, and other sources which we believe are dependable.

### **3. Private Fund Management**

AWM is the advisor to private funds that invest in alternative assets for specific eligible clients. The funds seek long-term investments in private equity funds, venture capital funds, private companies and real estate as described in each fund's subscription packets and other fund documents. These funds are closed-ended without redemption rights, and structured as limited liability companies or limited partnerships in which investors are non-voting members or limited partners and an AWM affiliate serves as the managing member or general partner.

Due to the nature of private equity and venture capital investments, there is an inherent risk. When considering these types of investments, investors should have a high level of sophistication and net worth.

Please refer to the funds' subscription packets and other fund documents for private fund detail.

### **4. Retirement Account Advice**

When we recommend investing in one of our proprietary or related private funds or provide investment advice to a client regarding their retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Securities Act ("ERISA") and/or the Internal Revenue Code ("IRC"), as applicable, which are laws governing retirement accounts. Receiving our advisory fee for making a recommendation creates a conflict of interest under ERISA/IRC in a client's interests, so we operate under a special rule that requires us to act in the best interest of the client.

### **5. Other Services**

We provide business consulting to select small and medium-sized businesses for compensation. This consulting involves an analysis of cash flow, tax planning, and overall business strategy. We provide these services on an hourly or fixed-fee basis.

### **6. Wrap Fee Programs**

AWM does not participate in or sponsor a wrap-fee program.

### **7. Assets Under Management**

As of December 31, 2025, we managed \$1,487,239,767 of client assets on a discretionary basis and \$0 on a non-discretionary basis.

## **Item 5 - Fees and Compensation**

### **A. Financial Planning/Consulting Services**

Consulting services for financial planning and other consulting may be offered on a flat or hourly fee basis through AWM. The type and amount of the fees charged to the client will be negotiated on a case-by-case basis and are predicated on the complexity and scope of the services to be provided. An estimate of the

total cost will be determined at the start of the advisory relationship and shall be outlined in the agreement for services. Consulting fees are payable in advance or as agreed upon with the client.

The client may terminate the consulting agreement within five business days of the date of acceptance without penalty to the client. After five days, either party may terminate the agreement by providing written notice to the other party.

## **B. Asset Management**

For our investment advisory services, we are paid an annual fee based on the percentage of client assets under advisement, ranging up to 2.00% annually of the assets' value, with a minimum annual fee of \$20,000. The compensation method is explained and agreed upon with the clients in advance of services being provided. Fees may be negotiated on a case-by-case basis and are determined based on several factors including the scope of work being provided, the assets under advisement, and the attention required to manage the account. Alternatively, we may consider a fixed fee instead of an asset-based management fee. Asset management fees charged by SAMs are not included in AWM's advisory fee.

Clients are billed ahead of each quarter. The advisory fee is calculated by applying the applicable advisory fee rate to the assets in each tier of the fee schedule. Asset values are determined by the independent qualified custodian or by the valuation policies of the underlying investments for the private funds.

Fees are generally deducted directly from the client's brokerage account under a written investment management agreement between AWM and the client (the "Advisory Agreement"). The initial Management Fee is payable when the Account is established, and prorated for the first partial calendar quarter, if applicable. Thereafter, the Management Fee is payable on the first day of each calendar quarter based on the value of the Assets in the Account as of the last business day of the prior calendar quarter. Withdrawals from the Account and additions to the Account during any calendar quarter will be prorated for the applicable partial calendar quarter and subtracted from or added to Account Asset values. Asset values for the private funds are updated per the underlying investments' reporting schedule, which can be delayed up to 120 days. For billing purposes, we use the most current asset value to calculate the fees for private fund assets.

All clients will receive brokerage statements from the custodian no less than quarterly. The custodian statement will show the advisory fee deduction for clients who authorize the advisory fees to be withdrawn directly from their custodian account. Clients should be aware of their responsibility to verify the accuracy of the fee calculation we submit to the custodian, as the custodian will not determine whether the fee has been correctly calculated.

The client may terminate the Advisory Agreement (the "Agreement") within five business days of the date of acceptance without penalty to the client. After five days, either party may terminate the Agreement by providing written notice to the other party. Upon termination of the Agreement, the Firm will prorate its fees to the termination's effective date and, if applicable, will promptly refund any unearned portion of its fees to the client. The prorated fees will be equal to the amount of work performed at the time of termination, and the unearned portion of the fees will be based on the number of days remaining in the billing period. Termination of the Agreement will not affect (i) the validity of any action previously taken by AWM under the Agreement; (ii) liabilities or obligations of the parties from transactions initiated before termination of the Agreement; or (iii) the client's obligation to pay AWM fees that have already been earned under the Agreement. Upon the termination of the Agreement, AWM will not have any continuing obligation to take any action.

## **C. Private Fund Fees**

### Management Fees

For Private Funds established in 2024 and thereafter, AWM may charge advisory fees to AWM Ventures for our investment advisory services.

AWM Ventures may charge a management fee based on committed capital, up to 2.5% annually. AWM Ventures or related individuals may have or earn Carried Interest in the funds. Fees may be negotiated on a case-by-case basis. Fees are generally deducted directly from the private fund under the terms of the private fund's governing documents.

For some private funds, established prior to 2024 and advised by AWM, there are no management fees paid by the private funds to AWM Ventures or AWM. For advisory fee billing purposes, AWM will treat each fund as an investment recommendation to the client, and as such the value of the client's investment in the fund at each quarter end will be included in the client's assets under advisement calculation for billing purposes as described in Item 5.B above. The private funds' asset value is updated per the reporting schedule of the underlying investments, which can be delayed up to 120 days. AWM will not have or earn any Carried Interest in these funds.

### Fund Operating Expenses

The investors in the private funds will bear and pay all expenses and costs related to the operation of their investment vehicle, including, without limitation: (i) legal and accounting (ii) brokerage commissions, custodial expenses and other investment costs, fees and expenses actually incurred in connection with making, holding or disposing of investments; (iii) fees, costs and expenses of tax advisors, legal counsel, accountants, auditors, consultants and other advisors and professionals and all ordinary out-of-pocket administrative expenses related to the operation, administration, cancellation or liquidation of the fund; (iv) any costs, fees and expenses related to performing audit or accounting services for the fund; (v) the costs, fees and expenses of any litigation, including the amount of any judgments or settlements paid in connection with the fund, directors and officers liability or other insurance and any indemnification or extraordinary expense or liability relating to the affairs of the fund; (vi) expenses of canceling and liquidating the fund; (vii) any taxes, fees or other governmental charges levied against the fund and all expenses incurred in connection with any tax or regulatory audit, investigation, settlement, inquiry or review of the fund; (viii) any expense related to investing in marketable direct obligations issued or unconditionally guaranteed by the United State government maturing within 180 days or interest bearing deposits in United States banks ("Operating Expenses").

### Organizational Expenses

The investors in the funds will bear and pay all costs and expenses incurred in connection with the organization of its investment vehicle and other related entities and their general partners, including legal, accounting, filing, printing, and postage ("Organizational Expenses"), provided that such amount shall not exceed any limit outlined in the fund's governing documents.

Individual fund management fees are fully disclosed and included within each fund's operating documents.

## **D. Other Fees**

Fees charged by AWM are for advisory services only. They do not include other client costs, including transaction fees, commissions, margin charges, or additional management fees charged by non-affiliated third parties, including SAMs. Similarly, products we may recommend may charge transactional fees, such as 12b-1 fees, surrender or similar transfer fees, and other fees.

Advice offered by AWM may involve investment in mutual funds and/or ETFs. Clients are advised that all fees paid to AWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or ETFs (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. This represents an additional layer of fees that impacts the investment returns. Further, transaction charges may be involved with purchasing or selling securities. AWM does not share any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, ETFs, AWM, and others to fully understand the total fees to be paid by the client.

## **Item 6 - Performance-Based Fees and Side-By-Side Management**

AWM does not charge any performance-based fees for Asset Management services.

As described in Item 5 above, private funds formed by AWM Ventures in 2024 and later are structured to include a Carried Interest fee component. This fee will allow AWM Ventures to share in the profits earned by the investors in the funds. This type of fee arrangement creates an incentive for AWM Ventures to invest in securities that are riskier or more speculative with the potential for higher return. Furthermore, when AWM recommends an Asset Management client allocate a portion of their portfolio to an AWM Ventures fund, AWM has a conflict of interest because the management fee paid to the fund is typically higher than the management fee the client would have paid for Asset Management services.

To address these conflicts, private funds are only offered to clients with the financial means and investment experience to accept the risk and to incur the higher fees associated with investing in private funds.

## **Item 7 - Types of Clients**

AWM offers investment advisory services primarily to high- and ultra-high-net-worth individuals and families, and Private Funds.

AWM only recommends private funds to accredited investors and qualified purchasers. Please refer to the private fund governing documents for fund details.

The account minimum for separately managed accounts is \$5,000,000. However, AWM retains the discretion to waive the account minimum, primarily upon analysis of the client's future potential. The respective Fund's operating documents provide additional details regarding the minimum investment requirements for the private funds.

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

### **A. Methods of Analysis**

AWM uses the following methods of analysis in formulating our investment advice and in managing client assets:

**Source of Returns Analysis** - Investment returns may be driven by enterprise risk, structure, or the competitive advantage of a given manager. As a result, much of our analysis focuses on understanding the underlying drivers of the return and related risks of the various assets we are investing in. While the

complete set of risks associated with an investment are too numerous to list, they may be represented by equity characteristics such as companies' relative size, price, and profitability. Other fixed income characteristics may include term, credit, liquidity, the real rate, and whether the investment is real or nominal. We also consider whether various structural approaches may be able to produce additional forms of return due to variables such as leverage, illiquidity, and others. Lastly, we consider if opportunities exist to enhance a given investment's return by seeking access to managers with a competitive advantage and demonstrated and reproducible skill. Risk, structure, and competitive advantage all contribute to the potential return of a given investment. Our analysis seeks to identify compensated forms of risk and weight strategies in those forms in which we have the highest degree of confidence.

**Asset Allocation** - Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of equity, fixed income, and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the equity, fixed income, and cash ratio will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

**Mutual Fund and ETF Analysis** - We look at the experience and track record of the manager of the mutual fund or ETF to determine if that manager has demonstrated an ability to invest over a period of time and in different conditions. We also look at the underlying assets in a mutual fund or ETF to determine if there is a significant overlap in the underlying investments in any other funds in a client's portfolio. We also monitor the funds or ETFs to determine if they continue to follow their stated investment strategy.

A risk of mutual fund and ETF analysis is that past performance does not guarantee future results. A successful manager may need help to replicate that success. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security falls in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, making the holding less suitable for the client's portfolio.

**Third-Party Money Manager Analysis** - We examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers to determine if that manager has demonstrated an ability to invest over a period of time and in different conditions. We monitor the manager's underlying holdings, strategies, concentrations, and leverage as part of our periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful is that they may need help to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of any lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

**Risks for all Forms of Analysis** - Our analysis methods rely on the assumption that the investments we purchase and sell, the rating and research agencies that review these investments, and other publicly available sources of information about these investments, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

**Private Fund** - When considering prospective investments, we perform a due diligence process to evaluate factors such as, but not limited to, a manager's investment strategy, investment process, team, alignment of interests, market environment, fund terms, capital governance, fund risk, fund compliance, track record, valuation policies, legal, and administration policies.

## **B. Investment Strategies**

AWM uses the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons (among other considerations):

**Long-term purchases** - We purchase securities to hold them in the client's account for a year or longer. Typically, we employ this strategy when we want exposure to a particular asset class over time, regardless of the current projection for this asset class.

A risk in a long-term purchase strategy is that by holding the investment for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our expectations are incorrect, an investment may decline sharply before we decide to sell.

**Fund selection & portability** – We select many mutual fund investments for clients. We may utilize some mutual funds that are not portable to all third-party custodians or brokerage firms. This may be an issue if you terminate us and are unable to transfer mutual funds because they are unavailable from the new custodian or brokerage firm. In that case, you must divest and may be subject to capital gain taxes. However, AWM can help you identify a custodian that will enable you to continue holding the mutual funds in a retail account.

**Margin transactions** - We may purchase investments for your portfolio with money borrowed from your brokerage account. This is generally done to create a financing resource for non-investment related needs. In unusual cases, it may also allow you to purchase more stock than you could with your available cash and will enable us to purchase stock without selling other holdings.

**Private fund** – the strategies of the private funds include private equity, venture capital, and real estate markets. Allocations to a private fund are made on an individual client basis. Every quarter, the performance of each fund will be reported based on the valuation policies of the managers or for individual investments based on our internal valuation policies and procedures.

## **C. Investment Risk**

AWM does not intend to imply that the services or analysis methods employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. The following risks should be considered before opening an account with us:

**Risk of Loss** - Investing entails risk of loss which the investor must be willing to bear. The investment options used include (but are not limited to) mutual fund shares, exchange traded funds, stocks, and bonds. These are not deposits or obligations of, or guaranteed or endorsed by, any bank, and are not insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board, or any other agency of the U.S. government. In the case of the **Private Fund**, the risk of loss could be complete loss and the investor must be willing to bear this risk.

**Market Risk** - Stock prices may decline significantly over short or extended periods. Price changes may occur in the market as a whole or in only a particular country, company, industry, or sector of the market. Individual companies may report poor results or be negatively affected by industry, economic, and geopolitical trends, and developments. The prices of securities issued by such companies may decline in response. In addition, the types of stocks in which a particular account invests, such as deep-value stocks, relative-value stocks, large-capitalization stocks, and small-capitalization stocks may underperform the market. Value stocks can continue to be undervalued by the market for long periods. Dividends on common stocks are not fixed but are declared at the discretion of an issuer's board of directors. There is no guarantee that the issuers of common stocks in which an account invests will declare dividends in the future or that if declared, they will remain at current levels or increase over time. Market value does not always reflect the intrinsic value of a company.

**Asset Allocation** - AWM's ability to achieve its investment goal depends significantly on the asset allocation mix and selection. There is the possibility that AWM's evaluations and assumptions regarding asset classes and underlying investments will not successfully achieve high long-term total return given actual market trends. The core principle of asset allocation is diversification. AWM relies heavily upon diversification to minimize investment risk, but investment risk cannot be eliminated, and despite our best efforts, is often challenging to manage within a target range.

**Investing in Underlying Funds** - Some of AWM's investments are in the underlying mutual funds and ETFs, therefore the portfolio's performance is directly correlated to the performance of the underlying funds. In the case of private funds, investments may be in underlying venture capital, private equity, real estate funds or direct investments, therefore the portfolio's performance is directly correlated to the performance of the underlying funds or the direct investment.

The ability of the portfolios to achieve their investment goals is directly related to the power of the underlying funds to meet their investment goals. In addition, investors will indirectly bear the fees and expenses of the underlying funds.

**Mutual Funds (Open-end Investment Company)** - The benefits of investing through mutual funds include diversification, affordability, and liquidity. However, mutual funds also have features that some investors might view as disadvantageous including:

**Costs Despite Negative Returns** - Investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs. Depending on the timing of their investment, investors may also have to pay taxes on any capital gains distribution they receive. This includes instances where the fund performed poorly after purchasing shares.

**Lack of Control** - Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.

**Price Uncertainty** - With an individual stock, investors can easily obtain real-time pricing information by checking financial websites or calling a broker or investment adviser. Investors can also monitor how a stock's price changes from hour to hour. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor places the order. Generally, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

**Exchange Traded Funds** - Investing in an exchange-traded fund (“ETF”) often involves the same risks as Mutual Funds (described above) as well as investing in the underlying securities the ETF is tracking. Due to market conditions, ETF prices may vary significantly from the Net Asset Value.

**Private Fund** - Private fund investing has an element of risk in that private fund investments are less transparent than a separately managed account. Investors do not generally see daily activity and therefore are not as current on the fund’s performance or profitability.

Prospective investors in a private fund are provided with the fund’s Offering Documents. This Form ADV Part 2A Brochure is not an offer to sell or a solicitation of an offer to purchase membership interests in any private fund. Such an offer can only occur when the prospective investor receives the offering documents.

Fund investors should refer to the Offering Documents for disclosure of the investment strategy and the risks of investing in the funds.

**Management** - The portfolios are subject to management risk because they require ongoing management. AWM will apply investment techniques and chance analyses to make portfolio investment decisions. Still, there can be no guarantee that these decisions will produce the desired results.

## **Item 9 - Disciplinary Information**

Registered Investment Advisors must disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of AWM or the integrity of AWM’s management. In August 2013, Erik Averill was denied registration in Florida for failure to complete the registration process or withdraw the application. This was a clerical error by the Chief Compliance Officer of Erik’s previous employer and not a result of any issues with Erik’s registration approval. In 2018, Erik Averill applied for and was approved for registration in Florida.

## **Item 10 - Other Financial Industry Activities and Affiliations**

### **Insurance Affiliate**

Erik Averill is an independent licensed insurance agent who receives commissions from purchasing life and disability insurance products. A conflict of interest is inherent in Mr. Averill offering insurance products for commission outside of his services as an AWM representative, as there could be a preference for accounts that generate additional commissions. Clients are not obligated to implement insurance recommendations provided by Erik Averill. Our firm’s code of ethics binds Mr. Averill, further discussed in Item 11 below, to act in our client’s best interest. Mr. Averill’s activities are supervised to safeguard against breaches of this duty.

### **Private Fund Affiliates**

AWM Ventures LLC (“AWM Ventures”), is owned equally by Brandon Averill, Erik Averill, Robert McConchie, and Justin Dyer.

AWM Ventures is the Managing Member of the following affiliated private funds and was established to invest in private equity, venture capital and real estate:

- AWM Venture Fund I, LLC
- AWM Venture Fund II, LLC

- AWM Venture Fund III, LLC
- AWM Venture SPV III, LLC
- AWM Venture Fund IV, LP
- AWM Venture Fund V, LP
- AWM Venture Fund VI, LP
- AWM Venture Opportunity Fund I LLC
- AWM Ventures Real Estate Fund I, LP
- Baywood Ranch LP

AWM Ventures serves as the administrator of AWM Ventures SPV IV, LLC, and AWM Ventures SPV V (Venus), LLC, but AWM does not advise on them.

Investing client assets in AWM Ventures' proprietary products presents a conflict of interest because AWM has a financial incentive to direct assets to the Funds to generate additional fees for its affiliate.

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

AWM or individuals associated with the firm may buy or sell investment products for their account(s) at or about the same time these same investment products are recommended to clients. In addition, a related person may have a position in a particular security or securities which may also be recommended to the clients.

To avoid potential conflicts of interest involving personal trades, AWM adopted a Code of Ethics ("Code"), which includes a formal personal securities transaction and insider trading policies and procedures. The Code requires, among other things, that our employees:

- act with integrity and in an ethical manner with the public, clients, and prospective clients;
- place the interests of clients above one's interests;
- attempt to avoid actual or potential conflict of interest;
- conduct all personal securities transactions in a manner consistent with this policy;
- use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities; and
- comply with applicable provisions of federal securities laws.

The Code also requires our employees to pre-clear certain personal securities transactions, to report personal securities transactions on at least a quarterly basis, and to provide us with a detailed summary of specific holdings (both upon commencement of employment and annually after that) over which such employees have a direct or indirect beneficial interest.

A copy of the Code will be provided to any client or prospective client upon request.

AWM also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the firm or any person associated with AWM.

**Privacy Policies** - The firm views protecting its customer's private information as a top priority and pursuant to the federal Gramm Leach Bliley Act requirements, the firm has instituted policies and procedures to ensure that customer information is kept private and secure.

The firm does not disclose any non-public information about its customers or former customers to nonaffiliated third parties except as permitted by law. While servicing a client's account, the firm may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers. The firm may also share client information with services from entities with which AWM has a referral relationship (see Item 14).

The firm restricts internal access to nonpublic personal information about the client to those associated persons who need access to that information to provide services to the client. The firm's policy is never to sell information about current or former customers or their accounts to anyone. It is also the firm's policy not to share information unless required to process a transaction at the customer's request or as required by law or a regulatory office.

AWM's Privacy Policies are available upon request.

## **Item 12 - Brokerage Practices**

While providing services, AWM (and the SAMs AWM may select to manage a portion of the clients' assets) will execute trades for our clients (directly or through the funds) through broker-dealers. When a client has given us broker discretion, there is no restriction on the brokers AWM may select to execute client transactions. Our general guiding principle is to trade through broker-dealers who offer the best overall execution under the client's specific circumstances. Concerning execution, AWM considers several factors including, the actual handling of the order, the ability of the broker-dealer to settle the trade promptly and accurately, the financial standing of the broker-dealer, the ability of the broker-dealer to position stock to facilitate execution, our experience with similar trades, and other factors which may be unique to a particular order. Based on these judgmental factors, AWM may trade through broker-dealers that charge higher than the lowest available fees.

In addition, broker-dealer fees may vary and be more significant than those typical for similar investments if AWM determines that the research, execution, and other services rendered by a particular broker merit greater than standard fees.

AWM may aggregate multiple clients' purchases or sales as a single transaction. Transactions are usually aggregated to seek lower commissions, costs, or a more advantageous net price. The benefits obtained as a result of such aggregation are generally allocated pro-rata among the client accounts participating in the aggregated transaction.

SAMs may have different principles or policies concerning the execution of trades and selection of brokers. A SAM's policies and procedures in this area are among the factors AWM will consider when choosing a manager.

Clients that either restrict or direct us to using a particular broker or dealer for executing their transactions generally will be unable to participate in aggregated orders and will be precluded from receiving the benefits of trade aggregation. In addition, those clients that direct transactions to a particular broker or dealer may be disadvantaged because they may not obtain needed notifications of new issues of securities purchased by us through other brokers or dealers. AWM will generally execute aggregated orders for non-directed clients before AWM executes orders for clients that direct brokerage. AWM may also execute trades for non-directed clients through the same broker or dealer to which other clients' direct brokerage.

There may be conflicts of interest over time devoted to managing any account and allocating investment opportunities among all accounts we manage. AWM attempts to resolve all such disputes in a generally fair manner to all our clients.

Absent of an existing brokerage relationship, AWM will assist the client with developing a relationship with Charles Schwab & Co., Inc. ("Schwab"). AWM believes the commission rates and services charged are competitive and in-line with discount brokerage services offered by large and reputable discount brokers.

As part of the institutional programs offered by Schwab, AWM receives benefits that it would not receive if our clients did not engage Schwab as their custodian. While there is no direct affiliation or fee sharing arrangement between Schwab and AWM, AWM receives economic benefits which would not be accepted if our clients did not utilize Schwab. Although it may be perceived as a conflict of interest, these benefits do not depend on the amount of transactions directed by AWM to Schwab. Benefits we receive from Schwab include access to research and financial analytics, access to analyst reports, a dedicated trading desk that services our clients, a dedicated service group and an account services manager dedicated to the our accounts, access to a real time order matching system, the ability to aggregate client trades, electronic download of trades, portfolio management software, access to an electronic interface, duplicate and batched client statements, confirmations and year-end summaries, the ability to have advisory fees directly debited from client accounts, a quarterly newsletter, access to mutual funds, ability to have loads waived for our clients who invest in certain loaded funds when certain conditions are met and maintained, and the ability to have custody fees waived.

Occasionally, Schwab may invite our employees to attend certain industry functions, research-related events, or other peer group events. Schwab may pay for travel, lodging, or other similar expenses. Employees are required to seek the authorization of our Chief Compliance Officer before attendance.

AWM seeks to ensure that our client's accounts receive the best overall execution for securities transactions from Schwab by continuing to monitor and review the best execution capability of each custodian. When assessing the best execution capability, AWM will consider the following factors: quality of overall execution services provided by the broker-dealer, the promptness of execution, dedicated phone lines, creditworthiness and business reputation of the broker-dealer, research (if any) provided by the broker-dealer, and overall execution quality. To the extent that Schwab's best execution capability does not appear to meet the quality of best execution consistently, AWM would look to remove and replace such a custodian. Concerning best execution and mutual funds with multiple share classes, AWM will review a client's unique circumstances to ensure the share class selected is in the client's best interest and the total cost to the client is the lowest possible given the unique circumstances of the client.

## **Item 13 - Review of Accounts**

### **Financial Planning**

**Account Reviews** – Reviews may occur at various stages depending on the nature and terms of the client engagement. These reviews are designed to monitor and analyze the client's financial position, priorities, and desired outcomes. This review determines whether specific actions must be taken. Significant changes to a client's life or financial situation may require additional meetings or analysis.

**Account Reports** – Financial planning clients will receive a report of their current financial overview and abstract after each annual review meeting.

## Asset Management

**Account Reviews** – While the underlying securities within a client’s accounts are continually monitored, these accounts are also reviewed at least annually. Accounts are reviewed in line with each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's circumstances, political or economic environment, or the market. Clients are encouraged to notify the Firm and its advisory representatives of any changes in their personal financial situation that might affect investment needs, objectives, or time horizon. These accounts are reviewed by the firm’s portfolio management and client service teams.

**Account Reporting** - All clients receive statements from their custodians on either a monthly or quarterly basis. These reports will show the current market values and transactions during the past month or quarter and interest, dividends, and capital gains for the reporting period.

## Private Fund Management

**Account Reviews** – Reviews of client allocations to private funds are conducted on an annual basis. These reviews are designed to monitor and analyze whether allocation is appropriate for the client. Appropriateness is primarily based on the size of the Private Fund allocation relative to the client’s overall investable assets.

**Account Reports** – For any private fund allocation that AWM advises, AWM will include the allocation in a quarterly report.

## Item 14 - Client Referrals and Other Compensation

**Dimensional Fund Advisors (“DFA”)** - We receive analytical portfolio allocation software from DFA. We utilize this software to conduct regression and efficient frontier analysis, establish portfolio diversification parameters, and analyze optimal portfolio construction. We use the software to create holdings, performance reports, or marketing presentations for existing or prospective clients. In addition, DFA provides access to their professional staff to assist in building reports. Receiving DFA’s software and access to other such resources may cause a conflict of interest and incentivize AWM to recommend DFA Funds over other investment options.

**Compensation for Client Referrals** - AWM does not pay compensation for referrals. However, AWM may refer clients to affiliated and unaffiliated professionals for various services, and in turn, these professionals may compensate or refer clients to AWM. This presents a conflict in that AWM is incentivized to recommend services of firms that refer clients to or pay AWM for referrals. However, AWM only refers clients to professionals it believes are competent and qualified in their field; however, it is ultimately the client’s responsibility to evaluate the provider. Clients are not obligated to purchase products or services through these professionals, and AWM has no control over the services provided by another firm. Clients who engage these professionals will sign a separate agreement with the other firm. Any fees charged by the other firm are in addition to fees charged by AWM. AWM does not share information with an unaffiliated provider unless first authorized by the client.

**Client Referrals to Invested Companies** – AWM may refer clients to companies in which it has invested in the public markets or to Private Funds for a variety of services. In turn, these companies may refer clients to AWM. This presents a conflict in that AWM has the incentive to recommend services of companies for whom AWM has a vested interest in the company’s financial performance. However, AWM only refers clients to companies it believes provides a valuable service to clients and is in their best interest; however,

it is ultimately the client's responsibility to evaluate the provider. Clients are not obligated to purchase products or services through these companies, and AWM has no control over the services another firm provides. Clients who engage these companies will sign a separate agreement with the other firm. Any fees charged by the other firm are in addition to fees charged by AWM. AWM does not share information with an unaffiliated provider unless first authorized by the client.

## **Item 15 - Custody**

AWM is deemed to have custody under the SEC Custody Rule because AWM has the authority to pay specific client's bills (such as tax payments). AWM has implemented controls to protect client assets from fraud or misappropriation. All client assets are held by a qualified custodian. Additionally, the client directs the Custodian to send both AWM and the client a custodial account statement at least quarterly identifying, among other things, the client's holdings, all transactions that occurred during the quarter in the account, any expenses (including the Management Fee to AWM) incurred during the preceding calendar quarter, and the value of the Account as of the last business day of the prior calendar quarter. AWM urges clients to compare information contained in the account statement received directly from the custodian with any reports provided by AWM. Differences in portfolio value may occur due to various factors, including but not limited to: (1) unsettled trades; (2) accrued income; (3) pricing of securities; and/or, (4) dividends earned but not received. AWM does not act as the custodian for any client assets.

AWM is subject to annual surprise custody audits by an independent accounting firm in compliance with the SEC Custody Rule. The accountant will examine accounts and assets for which AWM has custody and promptly file a certificate with regulators following each audit.

AWM is also deemed to have custody of clients' funds because clients provide written authorization to deduct advisory fees directly from client accounts. AWM will observe the following safeguards:

- AWM has custody of the funds and securities solely because of its authority to withdraw from client accounts to pay its advisory fee.
- AWM has written authorization from the client to deduct advisory fees from the account held with the qualified custodian.
- Each time a fee is directly deducted from a client account, AWM concurrently sends the qualified custodian an invoice or statement of the amount of the fee to be deducted from the client's account.
- No less than quarterly, the qualified custodian will send an account statement directly to the client specifying the amount of the advisory fee.

AWM is also deemed to have custody of client assets as a result of clients authorizing AWM to distribute assets from their accounts to a specific named recipient in accordance with a standing letter of instruction. AWM intends to comply with the SEC No-Action Letter dated February 21, 2017 (Investment Adviser Association) allowing firms who comply with all of the provisions of the no-action letter to forego the annual surprise custody examination requirement with respect to those assets.

AWM is deemed to have custody because of its affiliation with the Managing Member or General Partner of various private funds which have been established to invest in private equity and venture capital. AWM Ventures LLC has developed procedures ensuring the safeguarding and protection of the Fund's assets. Such procedures include, among other things, the separation of functions and dual signatory approvals for the distribution of Fund Capital.

AWM does not take physical possession or hold Fund assets. And except for certain assets, defined as “privately offered securities” per the SEC Custody Rule, all fund assets are held in custody by unaffiliated qualified custodians. All private fund financial statements are subject to an annual financial statement audit by an independent Certified Public Accounting Firm.

### **Item 16 – Investment Discretion**

For discretionary accounts, AWM receives discretionary authority from the client at the outset of an advisory relationship to select which securities, the amount to be bought or sold, and in selecting SAMs, if any. Clients grant AWM discretionary authority in the contracts they sign. In all cases, however, such discretion must be exercised consistently with the specific client account's stated investment objectives. When selecting securities and determining amounts, AWM observes the investment policies, limitations, and restrictions of the clients it advises. Investment guidelines and restrictions must be provided to AWM in writing. If AWM retains SAMs for a client, AWM typically reserves the discretion to terminate any SAM on our client’s behalf. Clients should review the SAMs’ disclosure documents for more information on their investment or brokerage discretion policy.

For non-discretionary accounts, AWM will obtain client authorization before implementing any recommendations.

AWM maintains the authority to manage private funds on a discretionary basis, subject to the authority and control of the General Partner, by the investment guidelines, limitations, other provisions, and terms outlined in the funds’ Operating Agreement.

### **Item 17 - Voting Client Securities**

Without exception, AWM does not vote proxy on behalf of clients. Clients will receive proxy material directly from the custodian holding the client’s account. AWM personnel may answer client questions regarding proxy-voting matters to assist the client in determining how to vote, but the final decision of how to vote proxy rests with the client.

### **Item 18 - Financial Information**

Registered investment advisers are required in this Item to provide you with specific financial information or disclosures about AWM’s financial condition. AWM has no financial commitment that impairs its ability to meet contractual and fiduciary obligations to clients and has not been the subject of a bankruptcy proceeding. AWM does not require prepaying more than \$1,200 in fees per client six months or more in advance.