STRATEGIC WEALTH PARTNERS INC.

Partners in Protecting Your Capital

December 27, 2013

This Brochure provides information about the qualifications and business practices of Strategic Wealth Partners, Inc. (SWP). If you have any questions about the contents of this Brochure, please contact us at 585-738-9930 or via email at wboselli@strategicwp.net. The information in the Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Strategic Wealth Partners, Inc. is an investment adviser registered with the SEC. The firm's registration does not imply that the firm or its advisory personnel possess a certain level of skill or training. Additional information about Strategic Wealth Partners, Inc. is available on the SEC's website at http://www.adviserinfo.sec.gov. Select Investment Adviser Search on the left navigation panel and select Investment Adviser Firm on the Investment Adviser Search page to begin your search. The information included in this brochure is intended to provide you with information that may be useful to you in evaluating the services that we provide and to compare our services with those of other advisory firms.

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MATERIAL CHANGES

On July 1, 2010, the United States Securities and Exchange Commission (SEC) adopted rule and form amendments that require registered investment advisers to deliver a revised disclosure document to clients and prospective clients (the Form ADV - Part 2A Brochure referred to herein as the "Brochure"). This Brochure has been filed with the SEC in response to those requirements and is available on the SEC's website. Because this Brochure is our initial Brochure developed in response to the new requirements, we have no "material changes" to report at this time. In future filings, this section of the Brochure will incorporate "material changes" made after the date of this Brochure. On an annual basis, we will provide you with either: (i) a copy of our Brochure that includes or is accompanied by a summary of material changes, or (ii) a summary of material changes to the Brochure that includes an offer to provide you with a copy of the Brochure. *We encourage you to carefully review this Brochure and all subsequent summaries of material changes.*

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ADVISORY SERVICES

Strategic Wealth Partners, Inc. was founded in 2011 by William A. Boselli, Jr. and Martin S. Lieber, the principal owners of the firm. The firm has conducted business as a registered investment adviser since November, 2011.

We provide investment management services to individuals, pension and profit sharing plans, banks, charitable organizations, various businesses, trusts, and estates on both a discretionary and non-discretionary basis.

Each client engagement involves the execution of an investment advisory agreement that specifies whether the firm will manage the client's assets on a discretionary or non-discretionary basis. The portfolio management process begins with an evaluation of the specific investment needs of a client, based on these factors, among others: the client's tolerance for risk, investment time horizon, cash flow needs, tax considerations, and such reasonable restrictions as a client may wish to impose on the management of the account. Following an evaluation of a client's specific needs, investment objectives are formulated and the investment portfolio is structured.

Most of the firm's clients engage the firm to manage their investment portfolios on a discretionary basis, which involves the execution of a limited power of attorney, pursuant to which the firm will select investments that it deems most appropriate for a client's portfolio. In instances where the firm manages an investment portfolio on a non-discretionary basis, the firm will make investment recommendations that may or may not be accepted by the client.

We construct most client portfolios to consist of individual securities which may include common stocks of U.S. companies and common stocks and depository receipts of companies that are organized under laws of other countries around the world, Exchange Traded Funds (ETFs), Exchange Traded Notes (ETNs), Closed End Funds (CEFs), Business Development Companies (BDCs) Real Estate Investment Trusts (REITs) Master Limited Partnerships (MLPs), Preferred Stock, Convertible Securities, Structured Products, Debt Instruments, Option Contracts and/or no-load or load waived Mutual Funds. A detailed description of these types of investments is provided in the sub-section captioned ""Investment Strategies and Portfolio Construction." See "Methods of Analysis, Investment Strategies and Risk of Loss."

We monitor client portfolios on a continuous basis and rebalance portfolio composition when, in the opinion of the portfolio manager, adjustments are warranted as a result of changing economics, market conditions or other relevant factors. For example, new investments may become available which, in the opinion of the portfolio manager, may have the potential to enhance the performance of the portfolio without increasing portfolio risk. We cannot assure clients that their portfolios will perform in accordance with stated investment objectives.

FEES AND COMPENSATION

We recognize that the delivery of customized portfolio management services to a diverse clientele involves varying degrees of professional time and expertise and that some portfolios will require considerably more active management than others. We also recognize that many factors will influence the degree of difficulty Involved in the delivery of portfolio management services in a particular situation. These factors include, among others, the size and complexity of a portfolio, the size and number of related, household accounts, and the nature of the custodial relationship. We have taken these factors into account in structuring the firm's fee schedule. Our fees are negotiable within the ranges set forth below.

Calculation and Payment of Advisory Fees

Advisor may choose, where appropriate, to render portfolio advice for an hourly fee. Otherwise, fees are charged either as a flat fee for a specific service, or as a percentage of assets under management for an ongoing basis, according to the following schedule which may be amended by Adviser from time to time upon (30) days' advance written notice to Client.

Equity Portfolios		Fixed Income Portfolios	
Account Value	Annual Fee	Account Value	Annual Fee
Under $300,000	1.65%	Under $500,000	1.00%
$300,001 - $599,999	1.40%	$500,001 - $999,999	0.85%
$600,000 - $999,999	1.25%	$1,000,000 - $4,999,999	0.65%
$1,000,000 - $4,999,999	1.00%	$5,000,000 - $9,999,999	0.55%
$5,000,000 - $9,999,999	0.75%	Over $10,000,000	Negotiable
Over $10,000,000	Negotiable		

Ongoing portfolio management fees are negotiable based upon the complexity of Client's situation and the actual services provided. However, there is a minimum charge of $2,000. per year on all actively managed portfolios that is non-negotiable.

OTHER FEES AND EXPENSES

The asset management fee does not cover any other fees, which a client may incur in connection with the implementation of his or her investment program. These additional fees and expenses include, among others (1) transaction costs associated with the purchase or sale of individual portfolio securities and (2) the internal expenses associated with owning mutual funds.

Because the mutual funds that we purchase for client accounts are purchased on a no-load, or load-waived basis, there is generally no sales charge, transaction charge or 12b-1 charge. Nevertheless, mutual funds do have ongoing expenses (e.g., management fees, research and marketing costs, etc.) and they charge clients for these "internal expenses" indirectly on an ongoing basis. We do not receive compensation of any kind from the mutual fund or its affiliates. We do not sell insurance, annuities, financial planning or other financial products. Nor do we receive compensation from the transaction costs incurred with the purchase or sale of securities in any client account. Accordingly, we do not have a financial incentive to recommend the purchase of any particular investment product.

The asset management fee does not include certain dealer markups or markdowns, odd lot differentials, transfer taxes, exchange fees, execution fees (foreign and/or domestic) when applicable, and any other fees required by law. Cash balances in an account may be invested in money market mutual funds. In a low interest rate environment, the yield that you earn on cash and cash equivalents, including cash sweep funds, CDs and money market funds, may not be sufficient to offset advisory fees. In some instances, the "effective yield" of the investment may, in fact, be negative.

Non-brokerage-related fees, such as IRA fees, are not included in the asset management fee and may be charged to your account separately.

DEDUCTION OF OUR FEES

Unless agreed upon otherwise, the investment advisory agreement will authorize us to deduct a monthly fee calculated at the agreed upon percentage of assets from your account in arrears. For the purposes of calculating advisory fees, "total account value", shall mean the sum of the long and short market value of all securities and mutual funds, if applicable. In valuing the account, we will use the closing prices or, if not available, the lowest published "bid-price" and if none exists, the last reported transaction of occurring within the last 45 days. For mutual funds, we use the fund's most current net asset value, as computed by the fund company. In so doing, we will use information provided by quotation services believed to be reliable. The initial fee is calculated as of the date that we commence providing advisory services and covers the remainder of the month. Subsequent fees shall be calculated on the value of the account on the last business day of the prior calendar month.

You may choose to pay the fee separately rather than having it withdrawn from the account.

PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT

We do *not* provide any services for which clients are charged a performance-based fee.

TYPES OF CLIENTS

Our clients consist of individuals, pension and profit sharing plans charitable organizations, banks, various business, and trusts and estates. Except with respect to the management of conservative fixed income portfolios, we generally do not require a minimum account size or minimum annual fee to manage these assets. As noted in the section captioned “Fees and Compensation,” we reserve the right to require a minimum account size of $500,000 in connection with the structure and management of conservative fixed income portfolios.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

THE INVESTMENT PROCESS

SWP provides investment management services to individuals, pension and profit sharing plans, charitable organizations, various businesses and trusts and estates both on a discretionary and non-discretionary basis. Each client executes an Investment Advisory Agreement that specifies whether SWP will manage the client assets with or without discretionary trading authority.

The SWP investment team strives to be diligent in understanding each client’s individual financial objectives, risk tolerance, investment horizon, previous investment experience and degree of financial sophistication. The SWP investment process utilizes many tactical elements and analytical tools. Its design is carefully chosen in an effort to achieve a desired risk-adjusted return, which is appropriate for each client portfolio.

We recognize that investment risk cannot be eliminated entirely. Indeed, our experience is that the critical first step is to properly identify the various risks attendant to the construction of a particular portfolio, because only then can we take appropriate measures in an effort to mitigate those risks.

Because our principal concern in the pursuit of performance is preservation of capital, we use various methods in an effort to construct “defensive” portfolios. These methods may include, among others, the careful formulation of an asset allocation strategy and the diversification of portfolio assets across various asset classes. Within a particular asset class we may seek additional diversification among various sub-classes. For example, equity investments selected for a particular portfolio may include both domestic and foreign securities, as well as securities that represent various economic sectors and industries, and securities of issuers having diverse capitalization structures (e.g. large-, mid- and small- cap companies.) Fixed income investments may vary in terms of credit quality and maturity.

METHODS OF ANALYSIS

Primary Methodology: Analytical Tools

SWP investment portfolios are constructed and continuously monitored using various analytical methods which may include, but are not limited to the following:

- *Technical Analysis* helps evaluate the movement of security price and volume along with support and resistance levels and can provide important information about price trend changes.

- *Fundamental Analysis* helps evaluate the financial condition of a company with respect to many comparative factors and can provide useful information with which to identify undervalued and overvalued securities.

- *Historical Analysis* helps to provide useful contextual information with which to better adjust current valuations and guard against the insidious trap of "consensus-belief" which is typically overly influenced by most recent experience.

- *Cyclical Analysis* helps us recognize and understand the current position and trending movement of a particular subject within its appropriate universe, e.g., the business cycle, the credit cycle, the consumer spending cycle, the aging demographic cycle, etc. We remind ourselves that everything moves within a cycle and eventually reverts to the (predictable) mean.

- *Macro-economic Analysis* helps establish a useful perspective that tempers our judgment with respect to businesses, sectors, industries, nations and economies.

- *Behavioral Analysis* helps to provide an invaluable lens with which to view and better understand the action of markets. "Behavioral Finance" is a relatively recent discipline, but each day brings new evidence that it can lend real insight, even if it is sometimes contrary to standard economic theory. Where standard economic theory assumes that individuals in a market economy always act in their own prudent self-interest, Behavioral Finance recognizes that much of human behavior is based in emotion or is susceptible to sabotage by "hard-wired" cognitive biases.

Each of these methods of analysis, particularly when combined, help SWP to exercise good judgment with respect to choosing an appropriate security at an appropriate time at an appropriate price and in an appropriate proportion.

There is no one method or combination of methods that is fool-proof. In spite of the best analysis, new and unforeseen developments can change the value of a security to result in loss.

Economic, financial and market information is widely and instantly distributed throughout the world. SWP does not have proprietary or early access.

The success of our application of one or more of these methodologies will be dependent on our ability to identify and properly understand what is meaningful, relevant and important and how best to use that information in order to create income, principal protection and capital appreciation. There can be no assurance that we will be successful in applying these methodologies and/or the various investment strategies described below.

INVESTMENT STRATEGIES AND PORTFOLIO CONSTRUCTION

Portfolio Construction: General Principles

We make a considerable effort to recognize patterns and identify useful trends− historical trends, cyclical trends, industry and sector trends, pricing movement trends. Our goal is to position client portfolios on the right side of these trends, to profit from them or to assume a defensive posture with respect to them. We also try to be opportunistic: to take advantage of short-term market volatility and pricing inefficiencies in order to realize longer-term appreciation.

However, as Heracleitus observed 2500 years ago, we understand that *change* is the only constan*t*, and that tomorrow, we will have additional information, which may well change our view about a decision made the day before. This element of change creates uncertainty. Uncertainty is another word for risk. Therefore, while we choose investments with conviction, we manage portfolios with caution. And while we exercise our best efforts and most careful judgment in managing client portfolios, we acknowledge that we will make judgments which, in hindsight, will come to be recognized as errors. We will always try to recognize and correct these as early as possible in an unrelenting effort to minimize risk. Nevertheless, we also recognize that to do this successfully on a consistent basis requires great skill in portfolio management and we are humble enough to acknowledge it as a worthy goal.

Portfolio Construction: Basic Strategy

The overall strategic design of a client portfolio will be driven by its singular or balanced mix of objectives on a spectrum which runs from most conservative to most growth oriented as follows: *Conservative Income; Conservative Growth & Income; Moderate Growth and Income; and Capital Appreciation*

We endeavor to select asset classes and allocate portfolio securities among those asset classes in an effort to achieve each portfolio objective. We also endeavor to select securities carefully chosen in an attempt to achieve a near-optimum, risk-adjusted return. This means, for example, that for any two securities, (A) and (B), where (A) offers more expected return <u>and</u> greater risk, and (B) offers lesser expected return <u>but</u> lesser risk, our investment bias will cause us to choose (B) -pending a detailed analysis and evaluation**.** Clients should be aware that all investment portfolios are subject to the risk of loss.

Our professional experience teaches the following:

> *Every investment bears some risk.*
>
> *Markets go down much more rapidly than they go up.*
>
> *Attractive yields may camouflage risk.*
>
> *Price is Truth; we won't argue with the tape, and in words famously attributed to John Maynard Keynes- the market can remain irrational longer than you can remain solvent.*

Therefore, we understand that the first rule in trying to make money in the market is to not lose money.

Portfolio Construction: Strategic and Tactical Elements

SWP attempts to appropriately utilize every prudent, available tool to mitigate portfolio risk. Our investment discipline strives to be sensitive to the magnitude and consequence of overall market volatility. Toward that end, strategic and tactical elements may include, among others:

- Various, widely diversified sources of dividend and interest income carefully monitored as to duration and credit quality.

- Sufficient cash/money-market balances to cushion market moves and provide a source of funds with which to be opportunistic.

- Core holdings that are positioned to capture longer-term, macro-economic trends or benefit from identifiable, "best-of-breed" market leaders.

- Carefully selected industry and sector positions (e.g., energy, technology, utilities, etc.) that are strategically calculated as an underweight or an overweight relative to a broad market index, such as the Dow Jones Industrial Average, or the S&P 500.

- Securities which are purchased because SWP believes they are undervalued in the present market, such that the purchase price has already discounted bad news or poor prospects in an inefficient manner. In such a case, investor sentiment has already priced-in extremely low future expectations, thus, these securities are typically less susceptible to market declines and more sensitive to good news surprises.

- Shorter-term, momentum-driven trading ideas where SWP believes there is an opportunity to ride a strong, identifiable trend.

- Market-neutral strategies that do <u>not</u> depend on a clear uptrend or downtrend but can provide income and defensive positioning in a range-bound market.

- The deliberate selection of "baskets" of securities, such as closed-end funds or exchange-traded funds or notes, in order to mitigate individual security risk but still capture the benefit of sector or industry appreciation. For example, a constellation of technological and demographic factors makes the biotech sector compellingly attractive. At the same time, it is a daunting and dangerous challenge to successfully identity which biotech companies will see their stocks compellingly rewarded. By purchasing a "basket" of such stocks, however, we can mitigate that single stock risk, but still participate in the overall appreciation of the group.

- The cautious and prudent sale or purchase of option contracts in order to better define risk, reduce volatility, enhance returns, hedge an existing position in order to make it less market sensitive, or produce additional portfolio income.

- The disciplined inclusion of alternative investments, such as commodities, which typically have a low degree of correlation to other portfolio holdings. This relies on the statistically reasonable expectation that they make the portfolio more resilient to negative market action. However, we may use investments that provide exposure to such markets, without purchasing the physical commodity itself. Some of these investments may utilize derivatives. A derivative is an investment whose value depends upon or is derived from the underlying value of a security, asset, interest rate, index or currency.

- The selection of mutual funds for client portfolios is determined first by the Portfolio Objective(s), then guided by available industry metrics and detailed research and respected, third party rankings. We examine factors such as portfolio manager tenure, adherence to a strict investment discipline, and evaluate performance relative to many benchmarks, such as peer group, various market, business and economic cycles, and over various time periods. Nevertheless, we recognize that we rely heavily on third party expertise to achieve desired investment results for our clients and that past performance cannot guarantee future investment results**.**

Each day brings new information on present SWP portfolio holdings and presents new ideas for investment. The portfolio team is constantly evaluating and re-evaluating the portfolio and the macro-economic environment in an effort to optimally balance risk and reward. However, we don't always get it right. We are earnest and we are dedicated, but we cannot provide assurance that our investment strategies will be successful.

We endeavor to make every reasonable effort to properly respond to the challenge that unrelenting change imposes upon the financial markets in order to create and sustain a meaningful margin of safety in the investment portfolio. However, we acknowledge that markets can become “irrational” and, as a result, can subject all asset classes and portfolio securities to severe volatility with wild and distorted pricing with little or no warning.

Portfolio Construction**:** Types of Investment Securities

Common Stock

Common stock is a form of corporate equity ownership, a type of security. It is called "common" to distinguish it from preferred stock. In the event of bankruptcy, common stock investors receive their funds after preferred holders, bondholders, creditors, etc. On the other hand, common shares generally perform better than preferred shares or bonds over time. Additional benefits from owning common stock may include earning dividends with a choice to re-invest those dividends in that same security, or elsewhere.

Derivative Investments

A derivative is an investment whose value depends upon or is derived from the underlying value of a security, asset, interest rate, index or currency. Derivatives may be volatile and are generally considered speculative when used alone or in a portfolio that is heavily weighted in their favor. SWP uses derivatives modestly in order to gain exposure to alternative investment classes that would otherwise be difficult or expensive to access. SWP may utilize these in a portfolio as they tend to behave differently or move in a different cycle over the same time period, when compared to other, more traditional portfolio constituents, such as stocks and bonds. In this manner, they are used to reduce overall portfolio volatility**.**

Mutual Funds

A mutual fund is a professionally managed, collective investment vehicle that pools money from many investors for the purpose of investing in securities according to a stated investment objective and its prospectus. SWP may invest in publicly traded shares of mutual fund investment companies registered under the 1940 Act.

Structured Products

A structured product is a type of financial investment generally issued by investment banks that is linked to a particular market and provides exposure to a strictly defined security or asset class, with a highly customized risk-return objective. This is accomplished by taking a traditional security and replacing it with a derivative product whose non-traditional return is derived from the performance of the underlying security and features additional interest or income guarantees to partially offset the potential for failure of the underlying to perform as expected. Structured products are generally very complex. They are created to meet specific needs that cannot otherwise be met from the more commonplace financial instruments available in the markets. The successful use of these products is dependent on the skill of the portfolio manager.

Option Contracts

An option is a contract between two counterparties, which entails the right, but not the obligation, to engage in a future transaction on a specific asset at a specific price. The buyer of the option gains the right, but not the obligation, to engage in that transaction, while the seller incurs the corresponding obligation to fulfill the transaction.

The price of an option derives from the difference between the exercise price and the value of the underlying asset (commonly a stock, bond, market index, currency or futures contract) plus a premium based on the time remaining until the expiration of the option. Other types of options exist, and options can, in principle, be created for any type of valuable asset.

An option which conveys the right to buy something is called a call; an option which conveys the right to sell is called a put. The price at which the underlying security may be traded is called the strike price or exercise price. The process of activating an option and thereby trading the underlying security at the agreed-upon price is referred to as exercising it. Most options have an expiration date. If the option is not exercised by the expiration date, it becomes void and worthless.

In return for assuming the obligation, called writing the option, the originator of the option collects a payment, the premium, from the buyer. The writer of an option must make good on delivering (or receiving) the underlying asset or its cash equivalent, if the option is exercised.

Contracts similar to options are believed to have been used since ancient times. Supposedly, the first option buyer in the world was the ancient Greek mathematician and philosopher Thales of Miletus. On a certain occasion, it was predicted that the season's olive harvest would be larger than usual, and during the off-season he acquired the right to use a number of olive presses the following spring. When spring came and the olive harvest was larger than expected he exercised his options and then rented the presses out at much higher price than he paid for his 'option'.

Option Strategies

SWP may use options in certain portfolios for the purpose of providing income, reducing systemic market risk and/or enhancing portfolio performance. Although the SWP investment team has employed a variety of disciplined option strategies in client portfolios, cumulatively, for over three decades, no assurance can be provided that the utilization of these strategies will be successful. Clients may place reasonable investment restrictions on the management of their portfolios. If you have reservations about the use of options in your portfolio, you should discuss these issues with your portfolio manager.

We may use many varieties of options and option strategies, including, but not limited to the following:

Covered Calls: The strategy is to sell a call on an existing position in the portfolio. By doing this, we sell the right for a counterparty to call that security away at a given price. If the security trades at that price, prior to the option expiry, we must surrender it. In any event, we keep the option premium the counterparty paid to buy that right. We typically write options with a one or two month expiration, although the choice of available options may include those which may run for more than one year.

In effect we are getting paid to temporarily accept a (potentially) limited upside price for the security. We consider that this is the same risk as deciding to sell that security on a given day at a current market price, except that the call option premium received provides income and some downside market protection. It is the call buyer that is most exposed to risk of loss, as many calls expire worthless. Should the covered call expire in this way, we are free to sell another call. In our experience, we have never been forced to surrender a security called away that we have been unable to repurchase later at the same or indeed, a lower price.

Long Puts: This is a strategy to purchase the right to set a lowest price floor to support an existing portfolio position or on an index to the market itself, thereby buying a kind of insurance on the portfolio and protecting it against negative price movement for a period of time. This enables us to sell the security at the given price, regardless of how much lower it may trade in the actual market, or in the alternative, to sell the put option itself and keep additional premium. If the market and/or the security trades higher in price, the risk of loss is merely the price paid for the put option.

Short Puts: This is a strategy to get paid for selling a counterparty the right to obligate us to purchase a particular security or an index during a certain period at a certain price, usually at a price below where the security is currently trading. It may or may not trade there; in any event, we keep the option premium received. We will use this strategy only with an underlying security that we have a sincere desire to invest in and typically require that the portfolio have on hand sufficient cash and/or generous assets with which to make the potential purchase. We regard the risk to this strategy no greater than deciding to purchase that same security outright because regardless of how it is acquired, it has the same possibility to trade lower in price. However, having sold the put and received the option premium, the portfolio has either received additional income, or, in effect purchased the security for a lower price, to wit, the strike price less the option premium received.

Long Calls: This is a less conservative strategy because it anticipates a higher price for the underlying. It is a way to achieve a capital gain on a security by risking only the cost of the option contract which is typically considerably less than the price of the underlying security itself. SWP is cautious in the use of this strategy in itself and is more inclined to combine it with a short put to lessen the overall cost. In this event, it must be a security about which we feel great confidence or anticipate a specific, imminent catalyst for volatility, such as an earnings announcement.

Strangles: This strategy involves selling both a put and a call, usually on an index, and collecting 2 option premiums on the same underlying, recognizing that the market cannot move in 2 different directions at the same time. This is a strategy that works best in a range bound market.

One way to think of this is to consider the counterparty on the other side of this trade who is buying the put and/or the call, interested in protecting an existing position or placing a bet on a directional market move. In creating the Strangle, the SWP portfolio is, in effect, getting paid, much as an insurance company gets paid, in our case, to accept directional market risk. This risk can be calculated using a complex, Nobel prize-winning differential equation, known as Black-Scholes, which generates the necessary hedge parameters for effective risk management of option holdings.

The SWP investment team diligently monitors the dynamic risk of the Strangle, closing positions or opening new ones, as made necessary by market movement. A considerable history of back-tested data and decades of actual investment experience by the investment team guide the disciplined application of this strategy.

The adroit use of options in a securities portfolio is time-intensive and requires both great skill and the exercise of professional judgment that can only be acquired through experience. We liken their use to that of power tools with which much value can be created, but which, in unskilled hands, can cause great damage.

The SWP investment team regards option contracts with a healthy respect and seeks to employ them in primarily conservative strategies that aim to strictly define and reduce portfolio risk. No assurance can be provided that the implementation of a particular options strategy will achieve the desired results.

Exchange-Traded Funds

SWP may purchase shares of exchange-traded funds that are registered as investment companies under the Investment Company Act of 1940 (the 1940 Act") (ETFs) and shares of similar investment vehicles that are not registered under the 1940 Act (together with the ETFs, Traded Funds) to gain exposure to the general market, individual countries or regions, or industry sectors. SWP may use these instruments to allocate assets to markets or industry sectors or particular asset classes it deems attractive while it pursues investment in the securities of companies in those markets, sectors or asset classes.

Generally, the Traded Funds in which SWP invests hold portfolios of investments designed to track the performance of a particular index (or group of securities having specified characteristics) or of a "basket" of stocks from within a particular industry, sector or group. Their shares are traded on securities exchanges. From time to time, SWP may also invest in "leveraged" and/or "inverse" ETFs that pose considerably more risk. Leveraged ETFs seek investment results that correspond to multiples of the performance of their respective index or benchmark, while inverse ETFs seek investment results that are opposite in direction to their respective index or benchmark. The successful use of "leveraged" and/or "inverse" ETFs is dependent upon the skill of the portfolio manager.

Exchange-Traded Notes

SWP may purchase exchange-traded notes to gain exposure to the general market, individual countries, regions, sectors, industries or various categories of commodities. SWP may use these instruments to allocate assets to markets or sectors or particular asset classes it deems attractive while it pursues investment in the securities of companies in those markets, sectors or asset classes.

Generally, ETNs are a type of senior, unsecured, unsubordinated debt security issued by an underwriting bank linked to the performance of a particular market benchmark. Similar to other debt securities, ETNs have a maturity date and are backed by the credit of the issuer. Though linked to the performance of a market benchmark, ETNs are not equities or index funds. They are similar to equities in that they can be held long or short in a portfolio and they trade throughout the day. Unlike index funds, they don't actually own anything they are tracking. They are a tax efficient, highly liquid security which provide investment access to narrow or broadly-based asset classes, especially commodities, which would otherwise be difficult or expensive to access. They are easy for the individual investor to follow because, structured like ETFs, they trade on the securities exchanges. However, unlike ETFs, they are a debt instrument with cash flows derived from the performance of an underlying asset class or market index. They eliminate tracking error as the issuer guarantees the holder a return that is an exact replica of the underlying, minus expense fees.

Closed End Funds and Business Development Companies

SWP may invest in publicly traded shares of Closed End Funds (CEFs) registered under the 1940 Act and Business Development Companies (BDCs) to indirectly access particular types of investments (such as private equity investments), markets, or sectors in which it would otherwise be difficult or costly for SWP to invest. Shares of these companies may trade at a discount from or premium to their net asset value per share, which change from time to time and may be significant. CEFs and BDCs incur various expenses, including advisory fees (which, in the case of a BDC may be performance-based compensation.)

Foreign Investments

SWP may invest in the securities of foreign companies, including companies located in both developed and emerging market countries. Investments made in foreign countries may be made through the purchase of depository receipts that represent indirect interests in the securities of foreign companies.

Real Estate Investment Trusts

Real estate investment trusts (REITs) are pooled investment vehicles that manage a portfolio of real estate or real estate-related loans to earn profits for their shareholders. REITs are generally classified as equity REITs or mortgage REITs. Equity REITs invest the majority of their assts directly in the real property, such as shopping centers, nursing homes, office buildings, apartment complexes, and hotels, and derive income primarily from the collection of rents. Equity REITs can also realize capital gains by selling properties that have appreciated in value. Mortgage REITs invest the majority of their assets in real estate mortgages and derive income from the collection of interest payments.

Master Limited Partnerships

SWP may purchase interests in master limited partnerships (MLPs). MLPs are publicly traded companies organized as limited partnerships or limited liability companies and are treated as partnerships for U. S. federal tax purposes. Typically, MLPs may derive income and gains from, among other things, the exploration, development, mining or production, processing, refining, transportation (including pipelines transporting gas, oil, or products thereof,) or marketing of any mineral or natural resource. MLPs generally have two classes of owners – the general partner and limited partner. MLPs generally provide a high level of predictable income that may include significant tax advantages.

Individual Debt Securities

SWP may invest in non-convertible debt securities to earn income. These securities include bonds and other debt obligations, including obligations issued by U. S. and foreign corporations, the U.S. government or foreign governments or their agencies, and municipal governments. The securities may pay fixed, variable, or floating rates of interest and may include Zero obligations. SWP may invest in both investment grade debt securities and non-investment grade debt securities (known as high-yield or junk bonds). Investment grade debt securities are those securities rated BBB or better by Standard & Poor's or Baa or better by Moody's Investors Service.

Preferred Stock

SWP may invest in preferred stocks. Like common stock, preferred stock represents an equity ownership interest in a company and participates in a company's earnings. However, preferred stocks generally pay an attractive dividend. These dividends are sometimes "cumulative" which means that if previous stated dividends have not been paid, the dividends payable on the preferred stock will have priority over distribution to holder of common stock and preference on the distribution of a company's assets in the event of the company's dissolution. Preferred securities may be "participating", which means that its holders are entitled to dividends in excess of stated dividends in certain cases. SWP considers a company's liquidity and credit condition as well as the position of the security in the company's capital structure in assessing preferred stock it considers for clients.

Convertible Securities

SWP may purchase convertible debt obligations and convertible preferred stock. The holders of these securities are entitled to exchange the securities for common stock (or other equity securities) of a company, typically at a fixed price within a specified period of time. Until conversion, the holder is entitled to interest (in the case of convertible debt) or dividends (in the case of preferred stock.) These instruments have risks that are similar to debt securities because of their interest or dividend features and have risks that are similar to equity securities because of their conversion features.

Tactical Short Term Investments

During periods of adverse market or economic conditions, SWP may temporarily invest all or a substantial portion of assets in high quality, fixed-income securities, money market instruments, and shares of money market mutual funds, or cash equivalents. At such times, to preserve capital, SWP would not be pursuing their stated investment objective with its usual strategies. SWP may also hold these investments for liquidity purposes.

RISK OF LOSS

Investing is an imperfect process that involves evaluation, calculation and decision making about future events based on incomplete information. As such, all investments involve uncertainty and the risk of loss that clients must be prepared to bear.

The success of the SWP investment process is dependent upon a number of factors, including, but not limited to the accuracy of our analysis of client needs and risk tolerance and the positive performance of the investment strategies employed.

The ability of the investment team to design and manage client portfolios with favorable risk/reward characteristics is primarily dependent upon its success in developing suitable asset allocation strategies and to adjust those strategies as needed, as well as its ability to select investments that will be successful in implementing those strategies. We cannot provide assurance that a client portfolio will achieve its investment objective.

Analysis of Client Needs and Risk Tolerance

SWP performs a comprehensive analysis of each client’s financial situation and investment needs and individual risk tolerance in order to formulate an appropriate investment strategy and portfolio. Our ability to do this may be compromised by incomplete or inaccurate data. We encourage clients to keep us informed of changes that may affect their current or future financial circumstances. Rational and prudent and suitable portfolio decisions may be undermined by unpredictable future financial circumstances.

Asset Allocation Strategies

The design of an asset allocation strategy takes into account the risk/reward characteristics of each asset class and recognizable historical asset class correlations. These characteristics and correlations are dynamic and subject to change. Each asset class is subject to its own particular risks and the significance of those risks can vary greatly during different market cycles. Asset class correlations can skew or distort under conditions of market stress. Client portfolios are subject to the risk that asset allocation strategies do not behave as expected or that adjustments to the strategy may not be timely.

General Market Risk

General market and economic factors may adversely affect securities markets generally and could, in turn, adversely affect the value of SWP portfolios regardless of the performance or expected performance of the sectors, industries or companies in which those portfolios invest.

Risks of the Various Asset Classes

Investments in Common Stock. Many factors cause the shares of common stock to change in value. These include, but are not limited to, company performance regarding management execution, competition, disruptive technological, political and macro-economic events, etc. Smaller company stocks may be potentially more rewarding, but also more vulnerable to these risks.

*Mutual Funds***.** We must emphasize that the past performance of a mutual fund is no guarantee of its future performance, but it represents the only substantial data available. Supplementing this is third party analysis, which is subjective and speculative. Mutual funds report their holdings only at periodic intervals as specified in the prospectus, always in arrears, and thus provide less portfolio transparency. Other risks include, but are not limited to, tax inefficiencies, style drift, management turnover, performance inconsistency and embedded, internal expenses.

Bonds and Debt Securities. Debt securities are subject to many risks, which may include, but are not limited to the following: the issuer may not be able to meet its principal or interest payment obligations; the value of the securities may change with respect to interest rates, the general market perception of the issuer’s creditworthiness or a change in general market liquidity. These risks are significantly exacerbated in proportion to the length of security maturity (duration.) Non-investment grade securities, especially high-yield bonds, which are speculative investments, are more sensitive to these risks and in addition, they may be less liquid. Events of the past several years have highlighted the shortcomings of reliance upon the credit ratings issued by the rating agencies, adding greater uncertainty and risk to such investment.

Real Estate Investment Trusts. REIT accounting is different than that of most corporations due to different tax treatment, which may cause confusion when trying to value them against ordinary metrics. They may also be subject to periods of extreme volatility based on fluctuations in the supply/demand dynamics of real estate, changes in interest rates and adverse economic conditions. Similar to investment companies, REITs are not taxed on income distributed to shareholders, provided they comply with certain tax law requirements. The failure of a REIT to continue to qualify as a REIT for tax purposes can materially affect its value. REITs may not provide complete tax information until after the end of the calendar year, and thus may subject the investor to the inconvenience of a delayed or amended 1099.

Preferred Stock. Subject to the same general risks of common stock, this is a class of stock that does not have voting rights. Although shareholders are considered senior to shareholders of the common, the greater income this security provides is not guaranteed and may be subject to suspension or default. If suspended, it may or may not be resumed in a cumulative manner.

Convertible Securities. As a type of hybrid security, these share some of the same characteristics of the underlying company's stocks and bonds and are therefore subject many of the same risks.

Closed End Funds. Many factors cause the shares price of these funds to change in value based on market dynamics which affect their underlying holdings, be they common stocks, debt securities, REITs, or members of any other asset class. Additionally, they frequently trade at a discount or premium to the market value of their holdings (the net asset value) due to supply and demand dynamics. This can be exacerbated during periods of market stress.

Exchange-Traded Funds. Many factors cause the share price of these funds to change in value and their choice of constituents and level of internal expense may create "tracking error," such that their performance may differ significantly from the basket, sector, index or group they are designed to track. Traded Funds involve risks generally associated with investments in securities, including the risk that the general level of prices, or that the prices of securities within the basket, sector, index, or group may increase or decline, thereby affecting the value of the Traded Funds. To the extent that Traded Funds incur various internal expenses, including investment advisory fees, SWP investors will indirectly bear these too.

Exchange-Traded Notes. Many factors cause the share price of these securities to change in value. They involve the same risks generally associated with investments in securities, including the risk that the general level of prices, or that the prices of securities within the basket, sector, index, or group may increase or decline, thereby affecting the value of the Traded Notes. In addition, the liquidity of the Notes is subject to unpredictable market dynamics and as debt instruments, they are subject to the credit risk of the issuer.

Foreign Investments. These securities are generally exposed to the same risks for domestic securities of the same asset class. They are subject to, but not limited to additional risks, including currency risk, geo-political risk, unreliable and untimely information about issuers and the possibility of greater unforeseen volatility. These risks are exacerbated when the security relates to an Emerging rather than a more highly Developed economy where there may be less governmental supervision or regulation or an excess of same. Domestic companies that generate substantial revenue from markets outside the U.S. may be subject to some of these same risks. They may also generate a different tax treatment for income or capital gains.

Master Limited Partnerships. Investments in securities of MLPs involve risks that differ from an investment in common stock. Holders of limited partnership interests in MLPs have more limited control and limited rights to vote on matters affecting the partnership. There are also tax risks, particularly the risk that, if an MLP is required to pay corporate income taxes (a situation that could occur if the MLP is not treated as a partnership for federal income tax purposes or as a result of a change in law) the amount of cash available for distribution by the MLP would be reduced. Additionally, conflicts of interest may exist between the owners of limited partnership interests in an MLP and the MLP's general partner. Generally, the general partner of an MLP is entitled to receive incentive compensation and is reimbursed by the MLP for incurred costs for management and operation. These internal expenses are in addition to the SWP investment management fee. Many MLPs issue tax reporting documents as 10(k)s rather than 1099s and typically these are released later than 1099s which may be an inconvenience for investors.

Structured Products. These can be complex investments with an intricate, perhaps esoteric structure whose many risks include, but are not limited to: market liquidity, the credit quality of the issuer and pricing transparency. The successful use of structured products in an investment portfolio is dependent upon the skill of the portfolio manager.

Derivatives and Options. As investment securities used primarily to transfer risk, their price depends on the future value of an underlying asset. These instruments are subject to but not limited to the following risks: leverage, volatility, lack of transparency, speculation, miscalculation, counterparty risk and the risk of future regulatory restrictions. The successful use of derivatives and options in an investment portfolio is dependent upon the skill of the portfolio manager.

Illiquid Investments. SWP invests only in publicly traded securities and does not purchase securities on resale or that are illiquid. However, liquid securities purchased by SWP for client portfolios may become illiquid because of unforeseen issuer-specific events or changes in market conditions. Illiquid investments are subject to the risk that SWP may not be able to sell these investments when desired or at favorable prices.

DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose relevant facts regarding any legal or disciplinary events that would be material to a client's or a prospective client's evaluation of the firm or the integrity of its management. Strategic Wealth Partners Inc. has no information to disclose in response to this item.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Strategic Wealth Partners has no other financial industry activities or outside affiliations to disclose.

CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

CODE OF ETHICS

The firm has adopted a *Code of Ethics* that applies to all supervised persons of the firm. The *Code of Ethics* acknowledges the firm's primary fiduciary duty to its clients and imposes a high standard of business conduct. The *Code of Ethics* is based upon the fundamental precept that the interests of the firm's clients must, at all times, be placed before those of the firm or any of its supervised persons. We recognize that our clients trust us with their assets, their future and their personal information, and we must make every effort to honor that trust with discretion, confidentiality and unrelenting vigilance. We are committed to doing what is right and honorable and to act with independence, objectivity, prudence, skill, professionalism and diligence. The *Code of Ethics* includes, among other things, provisions relating to the confidentiality of client data, provisions governing the conduct of the firms' supervised persons and provisions governing personal securities transactions by the firm's supervised persons. All supervised persons of the firm must acknowledge the terms of the *Code of Ethics* annually, or as amended. A copy of the *Code of Ethics* is available to clients of the firm, without charge, upon request. Any violation of the *Code of Ethics* is investigated, documented and handled by the Chief Compliance Officer of the firm, William A. Boselli, Jr. Any action that is taken as a result of the violation is also documented and maintained.

PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

SWP and all supervised persons at the firm are keenly sensitive to upholding the principal fiduciary standard that the interests of clients will be placed ahead of those of the firm or any of its employees and we regularly re-examine firm practice and individual behavior in order to maintain this standard. Every reasonable measure is taken to avoid even the appearance of impropriety.

Further, the firm diligently strives to protect the interest of clients in a universal and just fashion so that all clients are treated equally. Whenever possible, a security which is to purchased or sold in multiple accounts will be block-traded to ensure equal pricing and execution. Trades of securities for employee accounts may be included as well. If they are not, such trades will be scrupulously monitored to ensure that they do not affect the price or market of client trades or positions in a negative way, nor shall employee accounts benefit from client trades.

BROKERAGE PRACTICES

One of SWP's primary goals is to eliminate conflicts of interest with clients of the firm. The firm's supervised persons are not affiliated with any broker-dealer. Nor do they receive compensation from anyone other than SWP clients.

SWP does not sell insurance products nor are we compensated should we recommend a particular insurance company. From time to time we may be asked by clients to recommend other professionals, such as an attorney or an accountant. Should we make such a recommendation, we are not compensated by nor do we pay any compensation to those professionals for recommendations or referrals.

Client assets must be placed in the custody of a qualified, third party custodian, but they are not obligated to select any particular custodian for their accounts. However, we highly encourage all clients to use the same firm. This enables the SWP portfolio team to more efficiently and effectively manage client assets. We have also researched this firm and found them to provide excellent execution of trades with low trading costs and state-of-the-art technology.

SWP participates I the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. Td Ameritade Institutional is a division of TD Ameritade, Inc., member RINRA/SIPC/NFA "TD Ameritrade", and unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritade 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 programs.

As disclosed above, Advisor participates in TD Ameritrade's institutional customer and SWP may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between SWP's participation in the program and the investment advice it gives to its Clients, although SWP receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investor's. 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 SWP participants; access block trading (which provides the ability to aggregate securities transactions for execution and the allocate the appropriate share to Client accounts); the ability to have advisory fees deducted directly from Clients 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 SWP by third part vendors. TD Ameritrade may also have paid for business consulting and professional services received by SWP's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit SWP but may not benefit its Client accounts. These products or services may assist SWP in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help SWP manage and further develop its business enterprise. The benefits received by SWP endeavors at all times to put the interests of its clients first. Clients should be aware, however that the receipt of economic benefits by SWP or its related persons in and itself creates a potential conflict of interest and may indirectly influence the SWP's choice of TD Ameritrade for custody and brokerage services.

REVIEW OF ACCOUNTS

Client portfolios are actively reviewed by the Portfolio Manager frequently throughout the month to ensure that portfolio investments are consistent with the investment policy statement for each account. They are rebalanced or reformulated by the Portfolio Manager when the conclusion is reached that adjustments are warranted as a response to changes in the economy, the market, the client's personal circumstance, or other relevant factors. We conduct ongoing research in an effort to assure that the individual positions are performing as expected and that the overall tactical asset allocation is appropriate in view of the current environment. Each quarter the firm provides quarterly performance reports for each account, which the client may choose to receive in hard copy or electronic form. A commentary is included with the report that discusses our macroeconomic view and how that may impact the investment outlook. We encourage our clients to be proactive in contacting us if there are changes in their personal circumstances that might require reconsideration of the manner in which our services are delivered or with any questions they may have regarding their account(s). Our goal is to provide an exceptional client experience: the same experience we would choose for ourselves as clients.

CLIENT REFERRALS AND OTHER COMPENSATION

Strategic Wealth Partners, Inc. does not compensate any individual or party for client referrals.

CUSTODY

We do not maintain custody of any client assets. However, under applicable regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct the custodian to deduct our advisory fees directly from your account. Clients are permitted to maintain custody of their assets with any qualified custodian. Clients will receive account statements directly from the custodian at least quarterly. They will be sent to the email or postal mailing address that the client has provided to the custodian. We encourage our clients to carefully review those statements promptly when they receive them. We also urge our clients to compare the custodian's account statements to the periodic account statements and/or portfolio reports that they may receive from us. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Neither the firm nor anyone at the firm acts as trustee for any trust that is a client. Neither do we exercise a power of attorney for a client that permits more than discretionary account trading authority.

INVESTMENT DISCRETION

Strategic Wealth Partners, Inc. manages client portfolios on both a discretionary and non-discretionary basis. In those instances where a client chooses to have his or her account managed on a discretionary basis, the client will enter into an investment advisory agreement with the firm that defines the scope of the firm's discretionary authority. In these situations, the client will execute a limited power of attorney, pursuant to which the firm is authorized to purchase and sell portfolio securities for the account. In all cases, however, discretionary trading authority may be exercised in a manner consistent with the stated investment objectives for the particular client account.

VOTING CLIENT SECURITIES

SWP does not vote proxies for clients. Each client may choose, at the time of the initial application, or any time thereafter, to vote the proxies themselves by instructing the Custodian to deliver proxies, reports and solicitations, and may receive some unsolicited materials from the transfer agent.

FINANCIAL INFORMATION

This firm does not require prepayment of management fees. We are required to provide you (in response to this item) with certain financial information or disclosures about the firm's financial condition. Strategic Wealth Partners, Inc., has no financial condition that would impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

ADDITIONAL SERVICES

Strategic Wealth Partners, Inc., also receives from TD Ameritrade certain economic benefits ("Additional Services") that may or may not be offered to any other independent investment Advisors participating in the program. Specifically, the Additional Services include Asset Book, Morningstar, and Thinkpipes.

TD Ameritrade provides the Additional Services to SWP in its sole discretion and at its own expense, and Advisor does not pay any fees to TD Ameritrade for Additional Services. SWP and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

SWP's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to SWP, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with SWP, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, SWP may the an incentive to recommend to it Clients that the assets under management by SWP be held in custody with TD Ameritrade and to place transactions for Client accounts with TD Ameritrade. SWP's receipt of Additional Services does not diminish its duty to act in the best interest of its Clients, including to seek best execution of trades for Clients accounts.

END NOTE

Much time and critical thought has been applied to produce this document, which attempts to be thorough, accurate and complete. It necessarily covers a wide selection of material topics, many of which have been the subject of dense multi-volumes. Given the constraints of this Brochure, we recognize that clients may have questions or require further discussion and we endorse this. We respect your curiosity and your interest and we look forward to the conversation.