

THE WEALTHGARDEN F.S. LLC

the WealthGarden f.s. LLC Wrap Program Brochure
Form ADV: Part 2 A
Appendix 1

This brochure provides information about the WealthGarden f.s. LLC (“WealthGarden” “Advisor” or “Firm”) qualifications and business practices. If you have any questions about the contents of this brochure, please contact us at (310) 896-5661 or by email at jade@thewealthgardenfs.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any State Securities Authority.

Additional information about WealthGarden is also available at the SEC’s website www.adviserinfo.sec.gov (select “investment adviser firm” and type in our firm name). Results will provide you both Part 1 and 2 of our Form ADV.

We are a registered investment advisory firm. Our registration does not imply any level of skill or training. The oral and written communications we provide to you, including this brochure, are for you to evaluate us. Please use this information as factors in your decision to hire us or to continue our business relationship.

ITEM 1 – COVER PAGE ADV PART 2 A

May 15, 2025

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ITEM 2—MATERIAL CHANGES

Since our last annual update, no material changes have been made to this brochure.

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ITEM 4—SERVICES, FEES AND COMPENSATION

Firm Description

The WealthGarden f.s. LLC is a California limited liability company formed in the State of California in 2021 and has been in business as an investment adviser since 2022. The WealthGarden f.s. LLC became registered as an investment advisor with the Securities and Exchange Commission in 2024. WealthGarden is owned by Josephti S. Cruz and Jade Eagles. Our main office is located in El Segundo, CA 90245.

Principal Members

- Josephti S. Cruz, Managing Member: Ms. Cruz may be contacted by email at josephti@thewealthgardenfs.com or by telephone at (310) 571-8489.
- Jade Eagles, Managing Member/Chief Compliance Officer: Mr. Eagles may be contacted by email at jade@thewealthgardenfs.com or by telephone at (310) 896-5661.
- Wendy Turk, Managing Member: Ms. Turk may be contacted by email at wendy@thewealthgardenfs.com or by telephone at (310) 906-0170.

Types of Advisory Services

Wrap Program

WealthGarden offers a variety of investment advisory services to our clients with discretionary and non-discretionary authority. WealthGarden's services include investment management, financial planning and consulting services. For a description of all of these services, ask for the WealthGarden f.s., LLC ADV Part 2 A Firm Brochure.

This brochure describes WealthGarden's Wrap Program a service offered by the WealthGarden f.s. LLC. WealthGarden is the sponsor of the wrap fee program titled the WealthGarden f.s. LLC Wrap Program. The WealthGarden f.s. LLC Wrap Program provides the client with advisory and brokerage execution services for one all-inclusive fee. The client is not charged separate fees for the respective components of the total service. The advisory services may include portfolio management and/or advice concerning selection of other advisers, and the fee is not based directly upon transactions in their account. The combination of fees for WealthGarden and third-party outside managers will not exceed the industry standard of excessive fees which is 3%. Prior to introducing clients to another investment adviser ("IA") WealthGarden will be responsible for determining whether the IA is properly licensed or registered as an investment adviser.

The WealthGarden f.s. LLC Wrap Program is offered only through accounts held at one of our partner custodians. Prior to providing advisory services, clients are required to enter into a written agreement with WealthGarden.

Schwab has eliminated commissions for online trades of equities, ETFs and options (subject to \$0.65 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. We encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedules available at schwab.com/aspricingguide.

We work with our clients to identify their investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement their clients' financial goals and objectives. We may create a portfolio, consisting of, but not limited to no-load funds and/or load-waived funds, exchange traded funds, individual stocks or bonds.

Each portfolio will be initially designed to meet a particular investment goal which WealthGarden has determined to

be suitable to our client's circumstances. Once the appropriate portfolio has been determined, we will review the portfolio and rebalance the account based upon our client's individual needs, stated goals and objectives. WealthGarden's strategy, generally, will be to seek to meet client investment objectives while providing clients with access to personal advisory services. WealthGarden may also provide advice about any type of legacy position or other investment held in client portfolios.

As a fiduciary, WealthGarden always acts solely in your best interests. Your portfolio is customized based on your investment objectives. You may make requests or make suggestions in writing regarding the investments made in your portfolio. Restrictions on trading which, in our opinion, are not in your best interest cannot be honored and if forced may result in the termination of our agreement.

In cases where we are not given discretion, we must receive permission from the client to make any trades on a non-discretionary basis. In non-discretionary accounts, you have the right to decide whether to act upon WealthGarden's recommendations. If you elect to act on any of the recommendations, you have the right to effect the transaction through a professional unaffiliated with WealthGarden.

As a fiduciary, WealthGarden always acts solely in your best interests. Your portfolio is customized based on your investment objectives. You may make requests or make suggestions regarding the investments made in your portfolio. Restrictions on trading which, in our opinion, are not in your best interest cannot be honored and if forced may result in the termination of our agreement.

You are under no obligation to act upon WealthGarden's or associated person's recommendations.

Our firm utilizes the sub-advisory services of a third party investment advisory firm or individual advisor to aid in the implementation of an investment portfolio designed by our firm. Before selecting a firm or individual, our firm will ensure that the chosen party is properly licensed or registered. Our firm will not offer advice on any specific securities or other investments in connection with this service. We will provide initial due diligence on third party money managers and ongoing reviews of their management of client accounts. In order to assist in the selection of a third party money manager, our firm will gather client information pertaining to financial situation, investment objectives, and reasonable restrictions to be imposed upon the management of the account.

Our firm will periodically review third party money manager reports provided to the client at least annually. Our firm will contact clients from time to time in order to review their financial situation and objectives; communicate information to third party money managers as warranted; and, assist the client in understanding and evaluating the services provided by the third party money manager. Clients will be expected to notify our firm of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

Trust and Estate Planning Coordination Services

WealthGarden offers Estate Planning Services to our ongoing financial planning and investment management clients to assist with general information as it applies to reviews of existing plans, gathering information needed to provide outside firms in the creation of documents and the updating of existing documents. Depending upon client needs and desires for estate planning document review, preparation, or updates we will engage with Helios Integrated Planning a third-party scrivener service and estate planning attorneys. The fees associated with these services are separate and in addition to ongoing financial planning or advisory fees

Investment Management Fees

The program charges an asset-based fee for advisory services, which includes the cost of executing securities transactions, however, clients normally will be charged any mark-ups or mark-downs with respect to fixed income securities and other fees as described under Additional Fees.

Fees are based on assets under management using a cliff fee schedule. Once a breakpoint is reached, all assets will be billed at the same breakpoint annual fee rate.

ASSETS UNDER MANAGEMENT	ANNUAL FEE RATE (%)
\$0 – \$500,000	1.50%
\$500,001 – \$1,000,000	1.25%
\$1,000,001 – \$5,000,000	1.00%
\$5,000,001 +	0.80%

Total fees collected will not exceed 3% of assets under management per year.

Fees are negotiable. Fees may differ based on a number of factors:

- Size of the relationship – Larger accounts may receive more favorable pricing.
- Accounts within the same household will be combined under a signed householding form for a reduced fee unless the client instructs otherwise.
- Level of services needed – Accounts requesting more services may have higher fees.
- Trading activity and active portfolio management – actively managed accounts generally have higher fees than fixed income accounts, buy and hold portfolios, and mutual fund or exchange traded fund accounts.
- Comprehensive Financial Planning
- Our employees and their family related accounts are charged a reduced fee for services.

For purposes of determining value, securities and other instruments traded on a market for which actual transaction prices are publicly reported are valued at the last reported sale price on the principal market in which they are traded.

Compensation for our services will be calculated in accordance with what is set in the client agreement. We may modify the terms of any agreement by written changes submitted to the client for signature. While we strive to maintain competitive fees, the same or similar services may be available from other firms at higher or lower fees.

WealthGarden requires written authorization from the client to deduct advisory fees from an account held by a qualified custodian. At the same time WealthGarden sends the qualified custodian written notice of the amount of the fee to be deducted from the client's account, WealthGarden sends the client a written invoice itemizing the fee, including the formula used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based. The invoice will also contain the fee calculation itself and the name of the custodian. WealthGarden fees are paid from your account by the custodian when we submit an invoice to them. We strongly urge you to compare our invoices to custodian statements for accuracy. The account custodian sends a statement to the client, at least quarterly, showing all account disbursements, including advisory fees.

WealthGarden fees are paid quarterly in arrears based on the value as of the last business day of the quarter with payment due within 10 days from the date of the invoice. Our fee is determined by taking the percentage rate we charge, divided by four, times the market value of the account. For example, a \$1,000,000 account balance at the end of a quarter charged at a 1% annual rate is charged .25% per quarter, so $\$1,000,000 \times .0025 = \$2,500$. A \$1,500,000 account balance at the end of a quarter is charged at a 0.90% annual rate is charged .225% per quarter, so $\$1,500,000 \times .00225 = \$3,375$. The market value is the sum of the values of all managed assets in the account, not adjusted by any margin debit. Our firm bills on cash unless otherwise indicated in writing.

In cases where there are partial fees at the commencement or termination of our agreement, they will be billed or refunded on a pro-rated basis contingent on the number of days the account was open. Quarterly fee adjustments for additional assets received into the account during a quarter or for partial withdrawals will also be provided on the above pro rata basis.

Either party may terminated the advisory agreement signed with our firm for Investment Management services in writing at any time. Upon notice of termination, pro-rata advisory fees for services rendered to the point of termination will be charged. If advisory fees cannot be deducted, our firm will send an invoice for due advisory fees

to the client.

If there is insufficient cash in your account to pay your fees, securities in your portfolio may be sold to pay our fee.

Fees to outside portfolio managers may be included as part of WealthGarden's fee outlined above with a portion of the fee charged going to the outside portfolio manager. The fee may also be charged in addition to WealthGarden's fees outlined above. When the fee is charged separately, specific fees and other terms and conditions under which a client engages an outside portfolio manager will be set forth in a separate written agreement with the designated outside portfolio manager. Fees for outside portfolio managers range from .2% to 1% of assets under management. Total fees will not exceed the industry standard of excessive fees which is 3%.

Lower fees for comparable services may be available from other sources.

Third Party Fees

You are responsible for the payment of all third-party fees (i.e., custodian fees, mutual fund fees, 12b-1 fees, transaction fees, etc.). Those fees are also separate and distinct from the fees we charge. WealthGarden does the best we can to minimize all fees and transaction costs.

All brokerage commissions, stock transfer fees, 12b-1 fees and other similar charges incurred in connection with transactions for the account will be paid out of the assets in the account and are in addition to the investment management fees paid to us. While we take measures to ensure the fees charged are accurate, it is your responsibility to ensure the amount of fee charged is correct. In addition to invoices and reports sent by us, you will receive statements directly from the custodian or mutual funds or other investments you hold. We strongly urge you to compare our invoices and reports to custodian statements for accuracy.

Trust and Estate Coordination Services fees

Estate Planning Services fees will be determined based on the complexity of the planning services needed. Wealthgarden's standard rates are \$250 for review of an existing Trust; \$250 for Deed filing and \$1000 and up for the creation of a new Trust or extensive revision of an existing Trust.

The fees are negotiable in certain cases and will be agreed upon in advance and due upon completion of the engagement. Clients are not required to use any third party products or services we may recommend and can receive similar services from other professionals at similar or lower costs.

Termination

The investment advisory contract may be terminated by the client within five (5) business days of signing the contract without incurring any advisory fees or penalty. Ongoing, WealthGarden or our clients can terminate our agreement upon receipt of written notice to the other party.

When an agreement is terminated WealthGarden will invoice for all earned fees as of the date of termination.

You will be responsible for paying all fees including full quarterly custodial administrative fees, account closure fees, mutual fund fees and all trading costs due to the termination. If there is insufficient cash in the account, the liquidation of some securities may be used to pay the fees. Prior to termination of an agreement, we can provide a good faith estimate of these fees.

Other Investment Compensation

WealthGarden does not accept commission for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Relative Cost of Services

A wrap fee program allows our clients to pay a specified fee for investment advisory services and the execution of transactions. The advisory services may include portfolio management and/or advice concerning selection of other advisers, and the fee is not based directly upon transactions in your account. Your fee is bundled with our costs for executing transactions in your account(s). This may result in a higher advisory fee to you. We do not charge our clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades. By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where a lower advisory fee is charged, but trade execution costs are passed directly through to you by the executing broker.

Additional Fees

The program's quarterly fee does not include: (i) annual account fees or other administrative fees, such as wire fees, charged by custodians; (ii) underwriting or dealer concessions or related compensation in connection with securities acquired in underwritten offerings; (iii) certain odd-lot differentials, transfer taxes, postage and handling fees, and charges imposed by law with regard to transaction in the client's account; (iv) fees for trades executed away from the Custodian; and (v) advisory fees and expenses of mutual funds (including money market funds), ETFs, closed-end investment companies or other managed investments, if any are held in client's accounts.

When WealthGarden acts as the client's agent in purchasing securities (except in purchases in underwritten offerings other than for open-end mutual funds), the client should be aware that the quarterly fee does not cover certain costs associated with securities transactions in the over-the-counter market where WealthGarden must approach a dealer or market maker to purchase or sell the security. Such cost includes a mark-up, mark-down or spread and odd lot differentials or transfer taxes imposed by law. Because WealthGarden will be paying to the Custodian the transaction and execution costs of securities transactions a potential conflict of interest may arise creating a disincentive for WealthGarden to trade securities in client accounts.

Referrals and Compensation

Our advisors receive a portion of the advisory fee that you pay us, either directly or as a percentage of your overall fee. This may create an incentive to recommend that you participate in a wrap fee program rather than a non-wrap fee program (where you would pay for trade execution costs) or brokerage account where commissions are charged. This is because, in some cases, we may stand to earn more compensation from advisory fees paid to us through a wrap fee program arrangement if your account is not actively traded.

ITEM 5—TYPES OF CLIENTS

WealthGarden generally provides asset management and financial planning services to the following types of clients:

- Individuals
- High-Net-Worth Individuals
- Pension and Profit Sharing Plans
- Trusts
- Estates
- Charitable Organizations
- Corporations

Minimum Account Size:

ITEM 6—PORTFOLIO MANAGER SELECTION AND EVALUATION

WealthGarden may offer access to independent third party (outside) portfolio managers. WealthGarden relies on the custodians for the first approval of portfolio managers. In addition, when WealthGarden recommends third party portfolio managers, WealthGarden will review to the extent information is available: the firm's background, manager's background, industry experience, management style, performance record, client agreements and contracts, and current Form ADV available.

WealthGarden allows its advisors to act as Portfolio Managers. As Portfolio Managers, advisors monitor client program accounts and make recommendations for (or executing trades in) investments consistent with the clients' investment objectives. WealthGarden does not conduct peer comparison performance review or analysis of its portfolio managers (advisors). This constitutes a conflict of interest. WealthGarden addresses this conflict by monitoring the portfolio managers' performance relative to the stated account investment objectives, relative performance benchmarks, etc. **There is no guarantee that the recommendations or trades will meet a Client's investment objective over any given timeframe.**

WealthGarden uses multiple sources of information to obtain analysis and strategies. They include sources such as financial newspapers, financial magazines, research prepared by others, corporate rating services, prospectuses, company press releases, annual reports and filings with the SEC.

WealthGarden provides performance reports with comparisons to selected benchmarks.

Methods of Analysis & Investment Strategies

Analysis

In determining the recommendations to give to you, we first gather and consider information regarding several factors including our client's:

- Current financial situation;
- Investment goals and objectives;
- Current and long-term needs;
- Tolerance and appetite for risk; and
- Level of investment knowledge.

WealthGarden uses multiple sources of information to obtain analysis and strategies. They include sources such as financial newspapers, financial magazines, research prepared by others, corporate rating services, prospectuses, company press releases, annual reports and filings with the SEC.

WealthGarden's methods of analysis include Fundamental analysis, Modern Portfolio Theory and Cyclical Analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern Portfolio Theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various assets.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

Asset Allocation

WealthGarden recommends a mix of asset classes for your portfolio based on an assessment of your long-term financial objectives. Where appropriate, we will recommend an allocation to high-quality, short-term and intermediate term bonds (within a broadly diversified index or asset class mutual fund) to reduce overall portfolio risk, generate a more predictable cash flow (interest income), facilitate portfolio rebalancing, and provide a hedge against inflation.

If your objective is a higher annual expected return and you are willing to accept a higher degree of risk, we will recommend a portfolio with greater weighting to stocks in general and small company and value stocks specifically (using index or asset class mutual funds). Recommended stock allocations will generally be globally diversified among the U.S., foreign developed markets, and emerging markets. In certain circumstances, we may include REITs in limited percentages. Our recommended asset allocation is not influenced by current market conditions. This asset allocation is altered only when your long-term investment objectives have changed.

Asset Allocation is based on the principle that different assets perform differently in different market and economic conditions. It is difficult to predict how any particular asset class will perform in any given year.

Diversification is a strategy for managing risk. Diversification does not ensure a profit or protect against a loss in a declining market. Asset Allocation is unlikely to generate the greatest returns since not all of the asset classes will do equally well.

Rebalancing

Asset allocations for your portfolio will change as financial markets rise and fall and the specific assets of different parts of your portfolio change. This creates the opportunity to selectively rebalance your portfolio in order to bring asset class percentages back to your policy targets. Asset classes that have risen beyond predetermined limits are sold by an amount that brings the allocation back in line with policy targets, and those that have fallen in value are purchased in the same way. This is a method of buying low and selling high that is not based on trying to predict the direction of markets or asset returns.

This rebalancing has the effect of enhancing portfolio returns while maintaining the agreed-upon risk. In order to limit rebalancing transactions and the costs associated with buying and selling mutual funds through the chosen custodian, WealthGarden has pre-determined ranges in which allocations may vary and at which rebalancing is initiated.

Specific Investments

We generally select ETFs, mutual funds or similar securities, we may at times select individual securities or build individual stock portfolios for our clients. In these cases, WealthGarden examines each securities' management, financial condition, and market position and ensures that any purchases of individual securities work towards the client's portfolio goals, investment horizons and exposure to risk. Individual stocks present potential risks as prices of individual securities can move up or down due to general economic conditions, industry specific conditions, government regulations or corporate management, among other factors.

Risk of Loss

All investments include a risk of loss that clients should be prepared to bear. Performance of any investment is not guaranteed. We use our best efforts and expertise to manage your assets. However, we cannot guarantee any level of performance or that you will not experience financial loss.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern Portfolio Theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two- fold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

Equity investments generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Performance Based Fees and Side-by-Side Management

WealthGarden does not charge advisory fees on the performance of funds or securities in your account.

Voting Client Securities

The clients of WealthGarden retain the authority to proxy vote. You should ensure that proxy ballots are mailed directly to you by selecting this option on your custodial application forms. You are welcome to delegate said proxy voting authority to a third-party representative (non-advisory personnel) by filing the appropriate custodial form. WealthGarden will not accept authority to vote client proxies. This policy is set forth in WealthGarden’s standard advisory agreements. Proxy material will be sent from the transfer agent and in rare cases could come from Fidelity or Schwab.

Should WealthGarden inadvertently receive proxy information for a security held in clients' accounts, it would immediately forward such information on to clients, but will not take any further action with respect to the voting of such proxy. Upon termination of the advisory relationship, WealthGarden will make a good faith and reasonable attempt to forward proxy information inadvertently received on behalf of clients to the forwarding address provided by clients. Clients may contact WealthGarden for advice or information about a particular proxy vote; however, WealthGarden shall not be deemed to have proxy voting authority solely as a result of providing such advice to clients.

ITEM 7—CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

WealthGarden will assist the client in determining their current financial situation, financial goals, reasonable investment restrictions and attitudes toward risk (collectively Investor Profile). The Investor Profile is used to help determine which portfolio manager(s) fits clients' investment needs. At least annually, WealthGarden will contact clients to determine whether they have had any changes to their Investor Profile. Should changes occur to a client's Investor Profile before the annual call or meeting, it is the client's responsibility to contact WealthGarden as soon as possible.

ITEM 8—CLIENT CONTACT WITH PORTFOLIO MANAGERS

WealthGarden does not place restrictions on contact between a client and selected/appointed portfolio managers. WealthGarden does attempt to coordinate all client communication through the advisor to ensure one point of contact is aware of all aspects of the client's relationship with WealthGarden. WealthGarden will attempt to facilitate access for the client to any appointed portfolio manager if requested by the client.

ITEM 9—ADDITIONAL INFORMATION

Civil or Criminal Actions

WealthGarden and its managers have never been found guilty, convicted or plead no contest to a criminal or civil action in a domestic, foreign or military court.

Administrative Enforcement Proceedings

WealthGarden and its managers have never been found by the SEC, any other state or federal agency or any foreign regulatory agency to have caused loss of the ability of an investment-related business to do business or been sanctioned, barred or limited in investment-related activities.

Self-Regulatory Organization Enforcement Proceedings

WealthGarden and its managers have never been found by a self-regulatory agency to have caused loss of the ability of an investment-related business to do business. Additionally, WealthGarden and its managers have never been found in violation of self-regulatory agencies rules such that they were barred, suspended, limited in advisory functions or fined.

Broker Dealers and Registered Representatives

WealthGarden is not registered as a broker-dealer and our employees are not registered representatives of any broker-dealer.

Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither WealthGarden nor our employees hold any of the above registrations.

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

The principal business of WealthGarden is that of a registered investment advisor and provider of financial planning services.

Some of our associated persons may be insurance agents. When acting in the capacity of an insurance agent, the advisor and associated persons may receive the usual and customary commissions or fees associated with the insurance products that the client purchases. Receiving commissions on insurance products may cause a conflict of interest. At all times, you are free to choose an outside agency to avoid the possibility of there being a conflict of interest.

WealthGarden will disclose any material conflict of interest relating to WealthGarden, our representatives, or any of our associates which could reasonably be expected to impair the rendering of unbiased and objective advice.

Selection of Other Advisors and How this Advisor is Compensated for those Selections

WealthGarden is not paid for the selection of other advisors, asset managers or portfolio managers.

Code of Ethics Description

We have adopted a Code of Ethics to which all investment advisor representatives and employees are bound to adhere. The key component of our Code of Ethics states that WealthGarden and its investment advisor representatives and employees shall always:

- Act with integrity, competence, dignity, and ethics when dealing with the public, clients, prospects, employers, and employees.
- Exercise its authority and responsibility for the benefit and interest of its clients first and to refrain from having outside interests that conflict with the interests of its clients. WealthGarden must avoid any circumstances that might adversely affect or appear to affect its duty of complete loyalty to its clients.
- Refrain from disclosing any nonpublic personal information about a client to any nonaffiliated third party unless the client expressly gives permission to WealthGarden to do so. All client information will otherwise be treated as confidential.
- Maintain the physical security of nonpublic information, including information stored on computers.

This Code of Ethics is in place to guide the personal conduct of our team and embodies our fiduciary duties and responsibilities to you and sets forth our practice of supervising the personal securities transactions of employees with prior or concurrent access to client trade information. A copy of the WealthGarden Code of Ethics is available, free of charge, upon request.

Participation or Interest in Client Transactions

WealthGarden, or its employees, may buy and sell some of the same securities for our own accounts that we buy and sell for our clients. We will always buy or sell from our clients' accounts before we buy or sell from our accounts. In some cases, WealthGarden, or its employees, may buy or sell securities for our own accounts and not for clients' accounts, as it may not meet the objectives or plans for the client. There are possible conflicts of interest, which our Code of Ethics addresses. We will always evaluate our activity from the view of our clients to ensure that any and all required disclosures are made. For example, we will disclose anything that would cause you to be unfairly influenced to make any decision regarding actions or inactions in your account.

WealthGarden does not buy or sell between WealthGarden, our employees or our clients' accounts.

WealthGarden always tries to get the best price for the client. WealthGarden has in place internal controls and processes to allow contemporaneous trading (submitting WealthGarden or employee orders at the same time as client order) in block or aggregate trades. In other cases, except in the case of unaffiliated mutual funds, we will always trade individual securities in a client account before we trade WealthGarden or employee accounts.

WealthGarden does not recommend securities to advisory clients nor buy or sell securities for advisory client accounts in which WealthGarden or a related person has a material financial interest.

Selecting Brokerage Firms

The Custodian and Brokers We Use

WealthGarden does not maintain custody of your assets that we manage. Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use either Fidelity Investments (Fidelity) or Charles Schwab & Co., Inc. (Schwab) as the qualified custodian. WealthGarden is independently owned and operated and not affiliated with Fidelity or Schwab.

Custodians will hold your assets in a brokerage account and buy and sell securities when instructed to do so. While we recommend that you use Fidelity or Schwab as custodian/broker, you will decide whether to do so and open your account by entering into an account agreement directly with them. If you do not wish to place your assets with Fidelity or Schwab, then we cannot manage your account. Even though your account is maintained at Fidelity or Schwab, we can still use other brokers to execute trades for your account, as described under **Your Custody and Brokerage Costs** below. WealthGarden does not receive any client referrals from either Fidelity or Schwab.

How We Select Brokers/Custodians

We seek to select a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear and settle trades (buy and sell securities for your account)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds(ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider
- their prior service to us and our other clients

- availability of other products and services that benefit us, as discussed below (*see “Products and Services Available to Us from Custodians we use”*)

To avoid creating a possible conflict of interest in recommending broker-dealers, we have established the following restrictions in order to ensure our fiduciary responsibilities:

1. WealthGarden adheres to our Code of Ethics as outlined in Item 11 above.
2. If WealthGarden receives separate compensation for transactions, we will fully disclose them.
3. WealthGarden emphasizes the unrestricted right of you to select and choose your own broker or dealer.
4. WealthGarden will always act in accordance with all applicable federal and state regulations governing registered investment advisory practices.

Your Custody and Brokerage Costs

For our clients’ accounts it maintains, custodians generally do not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your account. For some accounts, custodians may charge you a percentage of the dollar amount of assets in the account in lieu of commissions. Custodian rates may be determined by committing a certain value of assets at the custodian. This commitment benefits you because the overall rates you pay are lower than they would be if we had not made the commitment. You may also be charged a flat dollar amount as a “prime Broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Fidelity and Schwab execute most trades for your account.

Products and Services Available to Us

Custodians may provide WealthGarden and our clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to retail customers. These services help us manage or administer our clients’ accounts while others help us manage and grow our business.

Services that Benefit You. You gain access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through custodians include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Services that May Not Directly Benefit You. Other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both from the custodian and that of third parties. We may use this research to service all or some substantial number of our clients’ accounts, including accounts not maintained at the custodian from which we received the benefit. In addition to investment research, custodians also make available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other marketdata;
- facilitate payment of our fees from our clients’ accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us. Some services are intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Custodians may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide

the services to us. They may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. They may also provide us with other benefits such as occasional business entertainment of our personnel.

We endeavor at all times to put the interests of our clients first. You should be aware, however, that the receipt of the types of benefits discussed above can create a potential conflict of interest by influencing our choice of a custodian.

Sales Aggregation

WealthGarden is authorized to aggregate purchases and sales and other transactions made for your account with purchases and sales and other transactions in the same or similar securities or instruments for other clients of ours. When we aggregate transactions, the actual prices applicable to the aggregated transactions will be averaged, and the account will be deemed to have purchased or sold its proportionate share of the securities or instruments involved at the average price obtained. Stock exchange regulations may in certain instances prevent the executing broker-dealer from delivering to the account a confirmation slip with respect to its participation in the aggregated transaction and, in such event, we will advise you in writing of any purchase or disposition of instruments for the account with respect to any such aggregated transaction. We will direct that confirmations of any transactions effected for the account will be sent, in conformity with applicable law, to you.

Periodic Reviews

Accounts are managed and reviewed by Jade Eagles, CCO. The frequency of reviews is determined based on your investment objectives, but no less than quarterly. Accounts are reviewed to determine if the positions, transactions and strategies are consistent with the Client's stated investment objective(s) and whether any rebalancing or adjustments may be necessary.

Financial planning clients receive their financial plans and recommendations at the time the service is completed. Depending on the type of financial planning service requested, we may meet on a regular basis with you to discuss any potential changes to your financial plan.

Review Triggers

More frequent reviews are triggered by a change in your investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management; or, changes in economic climate.

Regular Reports

All investment advisory clients receive reports as needed, but no less than annually, on representative investments recommended specifically by WealthGarden. Reports are generated through ORION based on custodian data. Orion is a provider of integrated, web-based portfolio rebalancing, performance reporting and customer relationship management software for independent advisors. Performance Reporting reports may contain such items as: Performance Review, Summary by Account, Asset Allocation, Security Performance, Realized Gains/Losses, Holdings, and Transactions that occurred during the period. Custodian data is provided to Orion directly and reports are generated only using the custodian data.

Investment advisory clients also receive standard account statements from the custodian of their accounts on at least a quarterly basis.

Economic Benefits Provided by Third Parties for Advice Rendered to Clients

We receive an economic benefit from Fidelity and Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at these custodians. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practices*). The availability to us of these products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

WealthGarden does not receive economic benefits from third parties for the advice we render to our clients. As disclosed in Item 12 above, broker-dealers may provide services, tools or other non-financial benefits to us as a benefit for using the broker-dealer's services. However, we endeavor at all times to put the interests of our clients first. You should be aware, however, that the receipt of benefits can create a potential conflict of interest by influencing our

choice of a broker-dealer.

Compensation to Non-Advisory Personnel for Client Referrals

WealthGarden does not directly or indirectly compensate any person for client referrals.

Custody

Deduction of Advisory Fees:

State Securities Bureaus generally take the position that any arrangement under which a registered investment adviser is authorized or permitted to withdraw client funds or securities maintained with a custodian upon the adviser's instruction to the custodian is deemed to have custody of client funds and securities. As such, our firm has adopted the following safeguarding procedures:

- a) Our firm has written authorization from the client to deduct advisory fees from the account held with a qualified custodian;
- b) Each time a fee is directly deducted from a client's account, our firm concurrently sends the custodian notice of the amount to be deducted and sends the client an invoice itemizing the fee, including the formula used to calculate the fee, the amount of assets under management upon which the fee is based, and the time period covered by the fee.;
- c) The custodian sends statements, on at least a quarterly basis, to the client showing all disbursements for the custodian account, including the amount of the advisory fees; and
- d) Our firm notifies the Commissioner in writing on Form ADV that our firm intends to use the safeguards provided above. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

Third Party Money Movement:

On February 21, 2017, the SEC issued a no-action letter ("Letter") with respect to Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. Considering this our firm, and the relevant unaffiliated service providers that our firm works with, have put in place the required safeguards. These safeguards include: (1) The client provides an instruction in writing that includes the client's signature, the third party's name, and either the third party's address or the third party's account number to which the transfer should be directed; (2) The client authorizes the investment adviser, in writing to direct transfers to the third party either on a specified schedule or from time to time; (3) The appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer; (4) The client has the ability to terminate or change the instruction; (5) The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction; (6) The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser; and (7) The client receives in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Investment Discretion:

Clients have the option of providing our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, our firm is authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold. Should clients grant our firm non-discretionary authority, our firm would be required to obtain the client's permission prior to effecting securities transactions. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement. In accordance with CCR Section 260.237.2(f)(1), our firm will obtain client permission prior to effecting securities transactions in client accounts managed on a non-discretionary basis.

Balance Sheet

WealthGarden does not solicit prepayment of more than \$1,050 in fees per client six (6) months or more in advance.

Financial Conditions

WealthGarden has no financial issues that could impair our ability to carry out our fiduciary duty to our clients.

Bankruptcy Petition

WealthGarden has never been the subject of a bankruptcy petition.

ITEM 10—OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**Principal Executive Officers: Education, Background & Other Businesses**

WealthGarden's executive officers are Josephti S. Cruz and Jade Eagles. The formal education and business background may be reviewed within Part 2B Form ADV.

How Performance Based Fees Are Calculated and Degree of Risk to Clients

As stated above, WealthGarden does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Material Disciplinary Disclosures for Management Persons of this Firm

Other than disclosures made in Item 9 above, neither WealthGarden nor our employees have been involved in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships Management Persons Have with Issuers of Securities

Neither WealthGarden nor our employees have any relevant material relationships with issuers of securities.