



# Marquette Asset Management, LLC d/b/a Marquette Wealth Management

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## DISCLOSURE BROCHURE MARCH 26, 2019

This Brochure provides information about the qualifications and business practices of Marquette Asset Management, LLC doing business as Marquette Wealth Management (“Marquette”). Marquette is a Minneapolis-based investment adviser registered with the Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940.

The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment adviser does not imply any level of skill or training. Additional information about Marquette is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Please contact Jean Gullikson, Marquette’s Chief Compliance Officer, at 612-661-3783 or [jean.gullikson@marquettewm.com](mailto:jean.gullikson@marquettewm.com) with any questions about the contents of this Brochure.

## ITEM 2 – MATERIAL CHANGES

We are required to provide clients with information on any material changes made to our Brochure since our last update on August 6, 2018.

Material changes include:

Ann Wilczynski, Managing Director, resigned effective January 11, 2019. We expect to hire a new relationship manager shortly.

We will provide clients with a new Brochure as necessary based on changes or new information, at any time, without charge.

To request a Brochure, contact Jean Gullikson, Marquette's Chief Compliance Officer, at 612-661-3783 or [jean.gullikson@marquettewm.com](mailto:jean.gullikson@marquettewm.com).

Additional information about Marquette is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information on all persons affiliated with Marquette who are registered as investment adviser representatives of Marquette.



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## ITEM 4 – ADVISORY BUSINESS

### **History and Ownership**

Marquette Asset Management, LLC (“Marquette”) is a Minneapolis-based investment adviser registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940. We operate as Marquette Wealth Management to accurately reflect how we work with our clients to address their entire financial picture using a holistic approach.

We were founded in 2005 as a wholly owned subsidiary of Marquette Financial Companies, a diversified financial services firm owned by the Carl R. Pohlad family. As part of a major restructuring, the Marquette Financial Companies were acquired by UMB Financial Corporation, a publicly held bank holding company headquartered in Kansas City, in May 2015. Returning to our roots as an independent, privately-held boutique wealth management firm, Marquette was purchased at the end of 2017 by Marquette Wealth Management, LLC, an entity owned by senior Marquette employees.

### **Mission**

Our mission has remained unchanged from our inception: To be a premier wealth manager focused on achieving individual client goals, producing quality risk adjusted returns, and delivering superior personal service.

### **Wealth Planning and Investment Management**

Our primary advisory services are wealth planning and investment management. While some clients engage us to manage only a portion of their assets with a specific investment management goal, generally we manage most of a client’s marketable securities. Regardless of the engagement, we encourage and offer the opportunity to all clients to go through our wealth planning process, which gives us a better understanding of their situation and enables us to render our best advice and service.

This comprehensive approach to wealth planning and investment management helps clients define the purpose of their wealth and make informed financial decisions. With their cooperation and assistance, we construct and maintain a current balance sheet for clients and offer them tools to organize information on their assets, liabilities, income and expenses on an ongoing basis. We discuss retirement planning, education planning, estate planning, charitable giving, and tax considerations as relevant with clients as well. This information, along with discussion of values, goals, risk tolerance and time horizon, drives our recommendations to clients regarding asset allocation and portfolio construction. We establish a



customized written Investment Policy Statement for clients to guide their plan and keep their strategy on track.

## **Our Process**

### 1. Discover

We work with clients to understand their life goals, financial objectives, comfort with risk, current and anticipated tax situation, cash-flow and liquidity needs, and estate planning considerations. We open dialogs with their attorney and accountant where appropriate.

### 2. Propose

We develop a personalized financial plan and design an investment portfolio which reflects each client's goals, risk profile and cash flow needs. We use modeling tools to analyze the likelihood that a given portfolio strategy will meet those individual financial goals.

### 3. Formalize Investment Policy

We establish a customized Investment Policy Statement for clients. The Investment Policy Statement defines their goals, identifies the asset classes to be used in structuring the portfolio, and details how progress will be evaluated.

### 4. Implement and Maintain Investment Policy

We construct portfolios in accordance with the Investment Policy Statement. Where appropriate, we phase in investment recommendations over time to manage tax ramifications.

### 5. Monitor and Supervise

We oversee the management of client portfolios. We evaluate progress against their goals. We measure and report performance on a quarterly basis. We meet with clients regularly to stay on top of their evolving needs and goals. We proactively keep clients and their attorney and accountant abreast of notable developments and help evaluate alternatives and opportunities. We regularly review the Investment Policy Statement to ensure that the asset allocation and strategy remain on target.

Each client is assigned both a portfolio manager and a relationship manager who provides ongoing administrative service and offers tax and financial planning support.



We manage portfolios by balancing risk and expected return. We believe strongly in building portfolios which are well diversified within and among asset classes. An asset class is a group of securities that share similar characteristics, behave similarly in the marketplace and are subject to the same rules and regulations. The most common asset classes are fixed income, equity securities, cash, real assets and alternative investments. Real assets include investments such as real estate and precious metals while alternative investments currently include private equity investments, reinsurance funds and master limited partnerships (“MLPs”).

We recommend a custom target allocation based on each client’s unique situation. Portfolios are then constructed with bonds, exchange traded funds (ETFs), mutual funds, and where appropriate, real and/or alternative assets. We will hold individual stock positions for clients upon request.

We maintain sub-advisory arrangements as needed when an appropriate mutual fund or exchange traded fund vehicle is not available to achieve the goals of the Investment Policy Statement.

As of December 31, 2018, we had \$706 million of assets under our discretionary management. The value of assets under management is based on the market value of all assets held in discretionary portfolios.

Prices for individual stocks, bonds, mutual funds, exchange traded funds and certain alternative investment are generally obtained from our primary custodian, Schwab Institutional, a division of Charles Schwab & Co., Inc. (“Schwab”). We obtain the value of marketable securities not priced by Schwab through independent pricing services such as Interactive Data Corporation. We obtain the market value of nonmarketable securities reflected on our reports but not held at Schwab from sources deemed to be reliable. Our market valuation methodology for those alternative investments is disclosed to participants on quarterly performance reports. We had approximately \$3.2 million of discretionary assets in such nonmarketable alternative investments as of December 31, 2018.

## **ITEM 5 – FEES AND COMPENSATION**

### **Wealth management relationships**

Our standard annual fee for wealth management relationships is based on the market value of assets managed as follows:

- 1.00% on the first \$3,000,000
- 0.75% on the next \$2,000,000
- 0.50% thereafter



We will consider accounts within a family relationship as combined for fee calculation purposes in appropriate cases.

We offer a 10% discount on portfolios for charitable and non-profit entities.

We reserve the right to charge additional fees for extraordinary services.

In order to ensure our objectivity in selecting the best investment options and avoid conflicts of interest, management fees paid to us are the same regardless of type of investment vehicle or asset class.

We do not receive remuneration other than the fees detailed above. Neither our firm nor its employees receive any Advisor Fees, 12b-1 fees, loads, or kickbacks, nor do we benefit in any way from other type of fee-sharing arrangements from the funds or other providers we utilize on our clients' behalf.

Our fees do not include management or administrative fees, or trading expenses charged by brokers, custodians, mutual funds, exchange traded funds or other third-party managers.

### **Consulting arrangements**

We render consulting services pursuant to fixed fee arrangements. Consulting fees are negotiated.

### **Self-directed accounts**

Clients may choose to open self-directed accounts to hold securities for which we have no investment responsibility or discretion but perform certain administrative tasks. We charge an annual fee of 0.10% of market value to cover administrative expenses.

Clients may direct us to hold a small number of securities in an otherwise discretionary account. We do not charge a fee for such unsupervised securities.

### **Calculation and billing process**

Our annual fee is charged quarterly, in arrears. Wealth management fee for accounts held at Schwab are charged based on the average daily market value of the assets and cash in the account during the prior calendar quarter. The average daily balance of funds borrowed on margin against the holdings of the account ("margin balance") are added back to the account for purposes of determining the average daily market value of the account.



Our fees for accounts held elsewhere are charged at the end of each calendar quarter based on the market value of the assets and cash in the account on the last day of the calendar quarter. If an account is opened after the start of, or terminated prior to the end of, a quarter, the fee for such quarter is prorated based on the number of days during the quarter the account is open. Quarterly fees for accounts held elsewhere are pro-rated to reflect inflows or outflows in excess of 10% of the value on the first day of the quarter.

Fee rates are guaranteed for a period of one (1) year after the investment management agreement is signed by us. Thereafter, fees may be changed with thirty (30) days written notice.

### **Other fees and expenses**

Schwab serves as our preferred qualified custodian for our clients' accounts. Clients are responsible for paying trading expenses in their accounts. Other fees, such as cashiering, alternative investment custody and other administrative expenses, are included in the fees we charge. With the exception of the flat custody fees for certain alternative assets and market-value based fees for principal and income accounting for certain agency accounts which we pay, Schwab charges no custody fee.

Clients are not required to use Schwab as the custodian for their account and may negotiate such services and fees with other custodians of their choice. We reserve the right to charge additional fees as appropriate if clients choose a custodian other than Schwab.

Item 12 describes the factors we consider in selecting broker-dealers for transactions and for determining the reasonableness of their compensation.

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

We do not charge Performance Based Fees.

## **ITEM 7 – TYPES OF CLIENTS**

We provide wealth management services to high net worth and other individuals and their trusts, private foundations and other entities.

We provide portfolio management services to corporate pension, 401(k) and profit-sharing plans, Taft-Hartley plans, charitable institutions, corporations and business entities, foundations, and endowments.





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

Our investment philosophy is based on years of empirical research. It underlies an investment approach designed to reduce subjective biases, focus on factors with higher expected returns and deliver sustainable, long-term value for our clients.

The basic tenets of our investment philosophy are:

- **Markets Work:** Capital markets, over longer periods of time, do a very good job of fairly pricing publicly traded securities based on all available information and investor expectations. Traditional active management strategies which are dependent on individual stock selections have proven to be inconsistent and unreliable in many asset classes.
- **Risk and Return are Related:** The reward for accepting increased levels of short-term volatility is the opportunity to earn greater long-term returns.
- **Diversification is Essential:** Comprehensive global asset allocation can neutralize the risks specific to individual securities and markets.
- **Portfolio Structure Explains Performance:** The asset classes that comprise a portfolio, and the risk levels of those asset classes, are responsible for nearly all of the variability of portfolio returns. Asset allocation, not stock picking or market timing, accounts for most of the performance in a diversified investment strategy.
- **Taking a long-term view is essential:** Ignoring short-term market volatility and staying focused and disciplined gives the best odds of achieving long-term financial objectives.

We work with clients to understand and define the purpose of their wealth and establish a long-term investment strategy consistent with their objectives. By fostering a disciplined and objective adherence to their investment plan, we help clients stay focused on their long-term goals with a keen eye towards tax efficiency and low expense.

Asset allocation is the most important factor in managing risk and constructing investment portfolios. Managing risk is a key part of our investment philosophy. In order to minimize company-specific risk, we don't pick individual stocks. Instead, we focus on funds with strategies that provide diversification and emphasize areas of the market which academic research and rigorous testing have shown to have higher expected return potential over time.

We allocate portfolios to these diversified funds of domestic and international equities, bonds, and alternative assets in a proportion tailored to client investment objectives. These objectives are driven by their goals, time horizon, and risk tolerance.



## **Risk of Loss**

Investing involves taking risks. Not investing also involves risks. If clients are not exposed to the securities markets, they will not participate in the price appreciation those markets experience over long periods of time.

Simply put, investment risk can be defined as fluctuation in price. For individuals, price fluctuations pose two types of risk:

- Objective Risk: how much loss of value can be sustained in the short-to-medium term and still meet long-term objectives?
- Subjective risk: how much loss of value can be endured without serious harm to a client's emotional well-being and ability to sleep at night?

Investment risk is comprised of numerous individual risks which can be classified into two general categories: systematic and unsystematic risk.

Systematic risk, also known as market risk, relates to broad factors that affect the overall economy or securities markets as a whole. It cannot be attributable to the specific risk of individual investments. Systematic risk affects all securities, although in different proportions, and is both unpredictable and impossible to completely avoid.

Common examples of systematic risk include:

- macroeconomic risk factors such as changes in interest rates, inflation, fluctuations in currencies, recessions, etc.;
- geopolitical risk factors including instability or unrest in one or more regions of the world including terrorist attacks, wars, pandemics, etc.

Though systematic risk cannot be avoided, it can be managed by holding portfolios which include a variety of asset classes while maintaining exposures across global markets.

Unsystematic risk is risk unique to a specific company, industry or product.

Common examples of unsystematic risk include:



- business risks including management or operational risk, product risk, obsolescence risk
- regulatory risk
- credit or balance sheet risk

Unsystematic risk can be reduced through a diversified investment portfolio. Our philosophy and process of constructing well diversified portfolios amongst and within asset classes including geographic diversity is consistent with reducing this type of risk.

In the past, we managed several equity strategies on behalf of our clients. However, as our investment approach transitioned away from traditional individual stock selection, we discontinued all but one actively managed equity strategy, the Fed Focused Strategy. This legacy strategy, which seeks superior long-term risk-adjusted return by investing in sectors that are well-positioned to capitalize on an expanding economy, is closed to new investors.

All portfolios involve investing in securities which present a risk of loss that clients should be prepared to bear.

#### **ITEM 9 – DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of us or the integrity of our management.

We have no information to disclose applicable to this Item.

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

We have no other financial industry affiliations.

As noted in Item 4, we maintain sub-advisory agreements with other registered investment advisors. We use these advisors to diversify portfolios across asset classes and categories not covered by our investment strategies. We do not receive compensation from these advisors.

#### **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

We have a formal Code of Ethics (“Code”). The purpose of the Code of Ethics is to reinforce the fiduciary principles that govern our conduct. All employees, interns and contract employees are considered to be access persons and must act in the best interest of the client, avoid any real or potential conflicts of interest and conduct their personal activities with the utmost integrity. Following is a summary of the Code:



1. The Code contains standards of business conduct including prohibitions on insider trading, fraudulent or deceptive acts and statements, and the malicious creation or spreading of rumors. Employees are subject to restrictions on certain outside activities, securities transactions, and gifts to and from clients, broker-dealers, vendors or research providers;
2. The Code requires compliance with federal securities laws;
3. The Code requires review and reporting of personal securities transactions;
4. The Code obligates employees to report violations and Marquette to enforce sanctions; and
5. The Codes requires annual acknowledgement by employees of the provisions of the Code as amended from time to time.

The Code is designed to ensure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in clients' best interest and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own portfolios.

When we have been given full investment discretion over employees' portfolios, trades in those portfolios are aggregated with client portfolios. In such circumstances, employee and client portfolios receive securities at a total average price. Completed orders are allocated as specified in the initial trade order. Partially filled orders are allocated on a pro rata basis. Any exceptions will be explained on the order.

Unless an employee has given full investment discretion to us, our Code requires pre-clearance of many employee transactions and prohibits employees from buying or selling securities on the same day as clients. The Code designates certain classes of securities transactions as exempt from this requirement, based upon a determination that such transactions would not materially interfere with clients' best interest.

Employee trading is continually monitored under the Code to reasonably prevent conflicts of interest between us and clients.

Clients or prospective clients may obtain a copy of the Code by contacting Jean Gullikson, our Chief Compliance Officer, at 612-661-3783 or [jean.gullikson@marquettewm.com](mailto:jean.gullikson@marquettewm.com).

We will not execute any principal or agency cross securities transactions in client portfolios. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated fund and another client portfolio. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person



controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. Marquette is not dually registered as, or affiliated with, a broker-dealer.

## **ITEM 12 – BROKERAGE PRACTICES**

We generally have two types of client portfolios: Full discretion and directed. In full discretion portfolios, we possess sole authority with respect to transactions, timing of transactions and choice of brokers. Such authority can be limited by clients any time with respect to any or all such factors.

We allow clients to maintain self-directed accounts when such accounts are merely part of an overall investment management relationship. Clients may execute trades directly with Schwab in those accounts or may direct us to initiate trades on their behalf. We will use the same brokers for those trades as we use for discretionary trades.

### **The Custodians and Brokers We Use**

We do not maintain custody of the assets we manage; however, we may be deemed by our regulators to have custody of assets if we have authority to withdraw assets from client accounts (see Item 15 Custody, below). Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank.

We recommend our wealth management clients use Schwab, a FINRA-registered broker-dealer and member SIPC, as the qualified custodian. We are not affiliated with Schwab. Schwab will hold client assets in a brokerage account and will buy and sell securities per our instructions. While we recommend that clients use Schwab as custodian/broker, clients decide whether to do so and will open accounts with Schwab by entering into an account agreement directly with them. Even though client accounts are maintained at Schwab, we can still use other brokers to execute trades, as described in the next paragraph.

### **How We Select Brokers/Custodians**

We seek to recommend a custodian/broker who will hold client assets and execute transactions on terms that are most advantageous to clients overall when compared to other available providers and their services.



We consider a wide range of factors, including but not limited to 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 client accounts);
- ability 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.);
- quality of services including its commitment to cybersecurity;
- 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;
- ability to get best price;
- knowledge of market, securities and industries; and
- of other products and services that benefit us, as discussed below (see “Products and Services Available to Us from Schwab”).

### **Custody and Brokerage Costs**

Schwab generally does not charge separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into clients’ Schwab accounts. Schwab’s commission rates applicable to our client accounts were negotiated based on our commitment to maintain our clients’ assets statement equity in accounts at Schwab whenever possible. This commitment benefits clients because the overall commission rates and fees are lower than they would be if we had not made the commitment. In addition to commissions, Schwab charges a flat dollar amount as a “prime broker” or “trade away” fee for each trade we execute with a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into clients’ Schwab accounts. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. Because of this, in order to minimize trading costs, we have Schwab execute most equity trades for client accounts. We will use brokers other than Schwab to execute fixed income trades if that yields the best overall result for the client. Clients who select the broker to use for executing their transactions may eliminate or reduce our ability to negotiate commissions and otherwise obtain best price and execution.



## **Products and Services Available to Us from Schwab**

Schwab serves many independent investment advisory firms like us. They provide us and clients with access to its institutional brokerage – trading, custody, reporting and related – services, many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer client accounts while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us if we keep a total of at least \$10 million of our clients’ assets in accounts at Schwab. If we have less than \$10 million in client assets at Schwab, it may charge us quarterly service fees.

Here is a more detailed description of Schwab’s support services:

**Services that Benefit Clients.** Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some which we might not otherwise have access to or that would require a significantly higher minimum initial investment by our clients.

**Services that May Not Directly Benefit Clients.** Schwab also makes available to us other products and services that benefit us but may not directly benefit clients. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own 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 Schwab.

In addition to investment research, Schwab also makes available software and other technology that:

- provides access to client account data (such as duplicate trade confirmations and account statements);
- facilitates trade execution and allocates aggregated trade orders for multiple client accounts;
- provides pricing and other market data;
- facilitates payment of our fees from our clients’ accounts; and
- assists with back-office functions, recordkeeping and client reporting.

**Services that Generally Benefit Us.** Schwab also offers other services 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.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

We use these services extensively to enhance our clients' overall experience.

### **Our Interest in Schwab's Services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as we keep a total of at least \$10 million of client assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that clients maintain their accounts with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on clients' interest in receiving the best value in custody services and the most favorable execution of their transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services (based on the factors discussed above – see "How We Select Brokers/Custodians to Recommend") and not Schwab's services that benefit us. We had \$724 million of client assets under management and in directed accounts at Schwab as of December 31, 2018 and do not believe that maintaining at least \$10 million of those assets at Schwab to avoid paying Schwab quarterly service fees presents a material conflict of interest.

### **Other Brokerage Costs**

Where we use a broker other than Schwab to execute fixed income transactions, Schwab charges an allocation fee of \$18 for each bond per client account. We do not charge a commission for buying or selling fixed income securities. We purchase bonds from dealers with the same methodology as outlined in "How we Select Brokers/Custodians". We use brokers who have expertise in the areas of the fixed





income markets in which we purchase bonds on behalf of our clients. To the extent we participate in newly issued public fixed income securities, which are offered by one or more brokers, we will participate with those brokers involved in the transaction. When selling bonds in the secondary market we use a competitive bidding process, where the broker with the highest price will purchase the bonds from us. When we purchase bonds in the secondary market, we use dealers who have expertise in the markets we trade in and/or a cost advantage which allows us to purchase bonds at a more favorable price.

Where we use a broker other than Schwab to execute equity transactions, the broker receives trading commissions. While we could use part of those commissions to pay for certain research services, information, advice or data that meet the safe harbor provisions of Section 28(e) of the Securities and Exchange Act of 1934, we do not currently participate in such "soft dollar" relationships.

In the event we make an errors in executing trades in client accounts, clients are reimbursed for any resulting loss. If the trade error results in a gain, clients retain the gain.

Trade errors may be defined as any trading activity that is inconsistent with contractual, legal, or regulatory restrictions or is inconsistent with investment management intent.

Examples of trade errors include, but are not limited to, the following:

- Purchasing securities not permissible in client accounts;
- Purchasing or selling securities for an account that are different than the portfolio manager intended to purchase or sell; and
- Purchasing or selling securities for a different account than the account the portfolio manager intended.

Trade errors may be identified through various internal sources that may include, but are not limited to, direct identification from portfolio management staff, post trade testing, or identification by oversight groups.

We review all third-party managers at least annually to evaluate and monitor their continued appropriateness for accounts managed on behalf of our clients. We request certification of our sub-advisors' trading policies, compliance program and adherence to its Code of Ethics. Where sub-advisors use a portion of trading commissions to pay for certain research services, information, advice or data, we seek assurance from each sub-advisor that it follows safe harbor provisions discussed above.



## **Products and Services Available to Us from Other Third Parties**

Some of our providers give us opportunities to attend conferences, seminars and offer other resources and support services to us. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Such services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us if we express an interest in their investment offerings or continue to have an allocation to their investment products.

Here is a more detailed description of support services:

**Services that Benefit Clients.** Some of the investment products we to offer our clients are not available to the general public. Since we are viewed as one client to our managers, we may be able to obtain these products at a lower institutional rate, which will benefit clients.

**Services that May Not Directly Benefit Clients.** These providers may allow us access to best practice studies and analytics that help us manage and administer our clients' accounts.

**Services that Generally Benefit Us.** There are other services that third parties offer that are intended to help us manage and further develop our business enterprise. Some of these services include:

- educational conferences and events;
- business consulting; and
- publications and conferences on practice management and business succession.

## **ITEM 13 – REVIEW OF PORTFOLIOS**

Except where we are engaged to manage a portfolio within a specific mandate, the initial portfolio review is designed to identify the current and recommended overall asset allocation. Where appropriate, a transition plan is developed to communicate and manage tax implications of implementing our recommendations. If the initial portfolio review is not completed prior to our engagement, it is done as soon as practical after accounts are transferred. Once we've reviewed our recommendations and made appropriate adjustments, we prepare a formal Investment Policy Statement ("IPS") as outlined in Item 16. The IPS generally governs how portfolios will be managed.

Portfolios and their underlying securities are reviewed regularly by the relationship manager and the Investment team. Portfolios are reviewed formally at least quarterly by the Investment Committee to monitor adherence to their IPS.



Our Investment Committee (IC) is comprised of the following members:

- President \*
- Managing Director – Investments (IC Chair) \*
- Managing Director – Planning \*
- Vice President – Investments (Secretary)

\*denotes voting members

We issue quarterly investment reports for wealth management portfolios over which we have discretion or other responsibility. These quarterly reports provide information on portfolio holdings, transactions and performance. The report typically includes a summary of global market results and a topical investment article. For certain portfolios where we are one of several managers (e.g., pension plans and other institutions), we provide performance data to other interested parties in other formats as requested. Where appropriate, we also provide customized reports and summaries. Clients receive income tax information as required by law from their account custodian.

Interim reviews are performed at client request or as necessary due to a change in their financial situation or estate plan.

Relationship managers offer to coordinate an overall relationship and planning review at least annually.

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

We receive an economic benefit from Schwab and other third parties in the form of support, 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 such products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

We receive no other direct or indirect economic benefit, including but not limited to sales awards or other prizes, for providing investment advice or other advisory services to our clients from anyone that is not a client.

We have no arrangements in place whereby we compensate third parties for referring new clients to us.

#### **ITEM 15 – CUSTODY**

##### **Accounts held at Schwab**

We use Schwab as our primary qualified custodian. Under government regulations, we are deemed to have custody of client assets if they authorize us to instruct Schwab to deduct our advisory fees directly



from their account. Schwab maintains actual custody of client assets. Clients will receive monthly account statements directly from Schwab. They will be sent to the mailing address provided to Schwab or will be made available electronically upon request. Clients should carefully review those statements promptly upon receipt. Our quarterly reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies for certain securities. Schwab statements will generally exclude non-publicly tradable securities such as limited partnership interests, closely held stock, private promissory notes, etc.

### **Accounts held elsewhere**

Clients are not required to use Schwab as their qualified custodian and may negotiate such services and fees with other custodians. If clients choose a custodian other than Schwab, they should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains the account(s). Clients should carefully review those statements promptly upon receipt. Our quarterly reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies for certain securities.

### **ITEM 16 – INVESTMENT DISCRETION**

We typically receive discretionary authority from clients at the outset of a wealth management relationship permitting us to select the identity and amount of securities to be bought or sold. In all cases, however, we exercise such discretion in a manner consistent with the agreed-upon stated investment objectives for client portfolios. Investment objectives, time horizon, risk tolerance, cash requirements, tax status, applicable account benchmarks and other pertinent facts are reflected in the Investment Policy Statement (“IPS”). An IPS signed by the client and by us must be on file before we begin management of the portfolio.

When selecting securities and determining amounts to purchase or sell, we follow client-communicated investment limitations and restrictions. Such investment limitations and restrictions must be provided to us in writing and are generally incorporated into the IPS.

The portfolio manager is responsible for ongoing management of the portfolio in accordance with the IPS.

### **ITEM 17 – VOTING CLIENT SECURITIES**

We generally vote proxies for discretionary client assets under management. We use an independent third party, Broadridge Investor Communication Solutions, Inc., to make recommendations on proxy votes



and to handle the actual voting. However, we retain the ultimate authority in voting proxies for our clients' portfolios and may override Broadridge's recommendations if we deem it appropriate.

For most portfolios, Broadridge's recommendations are based on its Typical Investment Manager Policy guidelines. The guidelines were designed to maximize returns by voting in a manner that generally supports management while carefully limiting risk to investors to the greatest extent possible. The guidelines enable us to fulfill our fiduciary duty to vote independently while recognizing that our main goal is to enhance returns and to invest in companies in which it is generally comfortable with existing management and boards.

Client may choose to vote proxies instead of allowing us to do so.

Clients may obtain a copy of our Proxy Policies, as well as information about how securities were voted by contacting their relationship manager.

**Class Actions.** We will file securities class action claims on our clients' behalf, provided that all relevant transactions occurred while they were our client. We use the services of Chicago Clearing Corporation ("CCC") to file claims and collect proceeds. CCC receives a portion of proceeds collected as compensation. Clients are not required to use this service and must inform us in writing if they do not want CCC to file claims on their behalf.

#### **ITEM 18 – FINANCIAL INFORMATION**

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about their financial condition.

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and we have not been the subject of a bankruptcy proceeding.

#### **ITEM 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

We have no information applicable to this Item as we are registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940



## **BROCHURE SUPPLEMENTS**

### **ITEM 1 – GENERAL INFORMATION**

Christopher M. Vernier

Marquette Asset Management, LLC d/b/a Marquette Wealth Management

150 South Fifth Street, Suite 2800

Minneapolis, MN 55402

612-661-3787

### **ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE**

Christopher M. Vernier - Born 1972

Education:

University of St. Thomas: Accounting & Finance 1994

Business:

Piper Jaffray, Minneapolis, MN: Internal Auditor 1995-1997

Eagle Capital Management, Bloomington, MN: Trading 1997-1998

US Bancorp, St. Paul, MN: Financial Analyst 1998-2000

Knelman Asset Management Group, Minneapolis, MN: Manager Operations 2000-2004

Marquette Asset Management, LLC d/b/a Marquette Wealth Management: Vice President - Operations 1/05 - 1/09; Vice President - Trading and Investments 1/09 - 5/10; Senior Vice President - Trading and Investments 5/10 – 5/14; Managing Director – Investments 5/14 – 5/16; President 6/16 - present



### **ITEM 3 - DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to clients' evaluation of each supervised person providing investment advice. No information is applicable to this Item.

### **ITEM 4 - OTHER BUSINESS ACTIVITIES**

Mr. Vernier is not engaged in any investment-related business activities other than his employment by us.

### **ITEM 5 - ADDITIONAL COMPENSATION**

Mr. Vernier receives no economic benefit for providing advisory services from anyone that is not a client. As an owner, he is compensated through guaranteed payments and his share of the firm's profits.

### **ITEM 6 - SUPERVISION**

Mr. Vernier is subject to our firm's compliance policies and procedures and is monitored through normal ongoing compliance reviews.

### **ITEM 7 - REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

We have no information applicable to this Item as we are registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940.



## **ITEM 1 - GENERAL INFORMATION**

James P. Tatera

Marquette Asset Management, LLC d/b/a Marquette Wealth Management

150 South Fifth Street, Suite 2800

Minneapolis, MN 55402

612-661-3732

## **ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE**

James P. Tatera, CFA\* – Born 1956

Education:

University of Wisconsin - Madison: Finance & Management, 1978, MBA 1980

Business:

Knelman Asset Management, Minneapolis, MN: Managing Director & Chief Investment Officer, 2000 – 2005

Lazard Asset Management, Minneapolis, MN: Director – Portfolio Manager, 2005 – 2008

Fiduciary Counselling, Inc. St. Paul, MN: Managing Director – Investments, 2009 – 2016

Marquette Asset Management, LLC d/b/a Marquette Wealth Management: Managing Director 6/17 – present, Chief Investment Officer 1/18 - present

\* The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charter holders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide





by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

### High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charter holders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

### Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charter holders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

### Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth



management skills to reflect the dynamic and complex nature of the profession. To learn more about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).

### **ITEM 3 - DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to clients' evaluation of each supervised person providing investment advice. No information is applicable to this Item.

### **ITEM 4 - OTHER BUSINESS ACTIVITIES**

Mr. Tatera is not engaged in any investment-related business activities other than his employment by us.

### **ITEM 5 - ADDITIONAL COMPENSATION**

Mr. Tatera receives no economic benefit for providing advisory services from anyone that is not a client. He is compensated by us primarily through salary. In addition, he receives incentive compensation based on our revenues and net profit and individual performance of defined objectives for his job responsibilities.

### **ITEM 6 - SUPERVISION**

Mr. Tatera reports to Christopher Vernier, our President. He is subject to our firm's compliance policies and procedures and is monitored through normal ongoing compliance reviews. Mr. Vernier can be reached at 612-661-3787.

### **ITEM 7 - REQUIREMENTS FOR STATE REGISTERED ADVISORS**

We have no information applicable to this Item as we are registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940.



## **ITEM 1 - GENERAL INFORMATION**

Abbey M. Spoo

Marquette Asset Management, LLC d/b/a Marquette Wealth Management

150 South Fifth Street, Suite 2800

Minneapolis, MN 55402

612-661-3787

## **ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE**

Abbey M. Spoo, CFP - Born 1977

Education:

College of St. Benedict: Psychology 1999

Business:

U.S. Bancorp Asset Management, Minneapolis, MN: Portfolio/Investment Manager 2001 - 2004

Somerset Group, LLC, Minneapolis, MN: Principal/Portfolio Manager 7/04 – 7/15

Allodium Investment Consultants, Minneapolis, MN: Senior Investment Consultant 7/15 – 4/16

Marquette Asset Management, LLC d/b/a Marquette Wealth Management: Vice President 9/16 - 12/17;

Senior Vice President 1/18 – 2/19; Managing Director 3/19 - present

## **ITEM 3 - DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to clients' evaluation of each supervised person providing investment advice. No information is applicable to this Item.

## **ITEM 4 - OTHER BUSINESS ACTIVITIES**

Ms. Spoo is not engaged in any investment-related business activities other than her employment by us.



#### **ITEM 5 - ADDITIONAL COMPENSATION**

Ms. Spoo receives no economic benefit for providing advisory services from anyone that is not a client. She is compensated by us primarily through salary. In addition, she receives incentive compensation based on our revenues and net profit and individual performance of defined objectives for her job responsibilities.

#### **ITEM 6 - SUPERVISION**

Ms. Spoo reports to Christopher Vernier, our President. She is subject to our firm's compliance policies and procedures and is monitored through normal ongoing compliance reviews. Mr. Vernier can be reached at 612-661-3787.

#### **ITEM 7 - REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

We have no information applicable to this Item as we are registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940.

