

**Item 1 Cover Page**  
**Wrap Fee Program Brochure**

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**This wrap fee program brochure provides information about the qualifications and business practices of Culbreth Wealth Management (CRD #325196). If you have any questions about the contents of this brochure, please contact us at (770) 979-1301. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Culbreth Wealth Management also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2 Material Changes**

January 4, 2024: Item 4 was modified with changes to Culbreth Wealth Management's Financial Planning and Asset Management Service fees.

The material changes discussed above are only those changes that have been made to this wrap fee program brochure since the firm's initial registration approval. The date of the firm's initial registration was April 27, 2023.

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## Item 4 Services, Fees and Compensation

### Asset Management Services

Culbreth Wealth Management's ("Advisor") principal service is providing fee-based asset management services and financial planning services. The Advisor practices custom management of portfolios, on a discretionary basis, according to the client's objectives. The Advisor's primary approach is to use a asset allocation strategies aimed at optimizing risk adjusted performance. The Advisor may use any of the following: exchange listed securities, foreign securities, United States government securities, municipal securities, commercial paper, CDs, mutual funds, variable life insurance, and variable annuities to accomplish this objective. The Advisor measures and selects mutual funds by using various criteria, such as the fund manager's tenure, and/or overall career performance. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The Advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The Advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client's risk tolerance.

### Asset Management Fees

Pursuant to an investment advisory contract signed by each client, the client will pay Culbreth Wealth Management an annual management fee, payable quarterly in advance, based on the value of portfolio assets of the account managed by the Advisor as of the opening of business on the first business day of each quarter. New account fees will be prorated from the inception of the account to the end of the first quarter.

<b>Assets Under Management:</b>	<b>Annual Fee:</b>
First \$250,000	1.35 %
Next \$250,000	1.25 %
Next \$500,000	1.10 %
Next \$1 million	1.00 %
Next \$1 million	0.90%
Next \$2 million	0.80%
Next \$5 million	0.70%
Over \$10 million	0.60%

Fees will be calculated on a blended tier schedule. For example, a \$750,000 account fee would be calculated annually as follows:  $(\$250,000 \times 1.35\%) + (\$250,000 \times 1.25\%) + (\$250,000 \times 1.10\%) = (\$3,375) + (\$3,125) + (\$2,750)$ . Legacy clients may be charged a single breakpoint annual management fee of up to 1.35%, regardless of the size of the account. Client accounts under \$100,000 will be charged an annual administrative fee of \$50, which may be waived based at the Advisor's discretion. Management fees may be negotiated at the sole discretion of the Advisor.

Asset management fees will be directly deducted from the client account on a quarterly basis by the qualified custodian. The annual \$50 administrative fee will be directly deducted from the client account concurrent with the first quarter management fee, if applicable. The client will give written authorization permitting the Advisor to be paid directly from their account held by the custodian. The custodian will send a statement at least quarterly to the client. Depending on their respective jurisdiction, some clients will also receive a separate invoice from the Advisor outlining the fee calculation and time period covered, and the amount withdrawn from the client account each time the fee deduction invoice is sent to the qualified custodian.

All fees paid to Culbreth Wealth Management for investment advisory services are separate and distinct from the expenses charged by mutual funds to their shareholders and the product sponsor in the case of variable insurance products. These fees and expenses are described in each fund's or variable product's prospectus. These fees will generally include a management fee and other fund expenses.

The Advisor's management fee will include all costs charged by the executing broker-dealer and they will be paid by the Advisor. This method is typically characterized as a "wrap fee," where the management fee includes the investment advisory services as well as all transaction costs and the client pays only that management fee and no other costs concerning the trading of the account. Generally, clients in wrap fee accounts, with the transaction and custody costs included, will pay a slightly higher management fee than in non-wrap accounts, where those costs are not included in the fee. However, clients in a non-wrap account will pay the management fee solely for advisory services and will also directly pay any transaction costs assessed by the executing broker-dealer, such as commissions and transaction fees. The specific arrangement for each client will be negotiated and defined in the investment advisory contract signed by each client, and no advisory fee will exceed the maximum management fee noted above.

Culbreth Wealth Management's wrap fee program includes investment advisory services and the brokerage services provided by Charles Schwab & Co., Inc. ("Schwab"). As a result, we have a financial incentive to execute transactions for the client's account at Schwab. Culbreth Wealth Management's wrap fee does not cover all fees and costs. The fees not included in the wrap fee include charges imposed directly by a mutual fund, index fund, or ETF, which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses); mark-ups and mark-downs; spreads paid to market makers; fees (such as a commission or mark-up) for trades executed away from Schwab at another broker-dealer, wire transfer fees, and other fees and taxes on brokerage accounts and securities transactions.

A wrap fee is not based directly on the number of transactions in the wrap account. Various factors influence the relative cost of Culbreth Wealth Management's wrap fee program to the client, including the costs of investment advice, custody and brokerage services if the client purchased them separately, the types of assets held in the account, and the frequency, type, and size of trades in the account. Culbreth Wealth Management's wrap fee program could cost the client more or less than purchasing the Advisor's investment advice and custody/brokerage services separately.

When managing a client's account on a wrap fee basis, we receive as compensation for our investment advisory services the balance of the total wrap fee you pay after custodial, trading, and

other management costs (including execution and transaction fees) have been deducted. Culbreth Wealth Management pays Schwab transaction costs for each executed trade in wrap fee accounts. As a result, a conflict of interest exists because we have a financial incentive to maximize our compensation by seeking to limit orders for wrap fee accounts because trades increase our transaction costs. Accordingly, we have an incentive to reduce or minimize the total costs incurred in your account(s) subject to a wrap fee. However, Culbreth Wealth Management only intends to recommend the wrap fee program to clients with existing shares of mutual funds being transferred into an account at Schwab and makes such recommendations in order that the costs and fees associated with the transfer will be borne by Culbreth Wealth Management and will not be passed onto the client. Culbreth Wealth Management's advisory fees for clients in wrap accounts are not higher than the advisory fees for clients in non-wrap accounts.

At no time will Culbreth Wealth Management accept or maintain custody of a client's funds or securities except for authorized fee deduction.

Culbreth Wealth Management's fees are payable in advance. Upon termination, any fees paid in advance will be prorated to the date of termination and any unearned fees will be refunded to client.

Neither Culbreth Wealth Management nor its supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

#### **Item 5 Account Requirements and Types of Clients**

The Advisor will offer its services to individuals and high-net worth individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations, and other business entities.

The Advisor's cumulative minimum household requirement for opening and maintaining accounts is \$250,000. However, based on facts and circumstances the Advisor may, at its sole discretion, accept households with a lower value. The Advisor charges an annual \$50 administrative fee on any households under \$100,000 and which may be waived based at the Advisor's discretion.

#### **Item 6 Portfolio Manager Selection and Evaluation**

Culbreth Wealth Management offers the wrap fee alternative to clients as a pricing option and does not utilize unaffiliated money managers to serve the needs of wrap fee clients. All accounts in the wrap program are managed by Paul Culbreth, Principal, or Amelia Wilson, Client Relationship Manager.

Culbreth Wealth Management will tailor its advisory services to its client's individual needs based on meetings and conversations with the client. If clients wish to impose restrictions on investing in certain securities or types of securities, the Advisor will address those restrictions with the client to have a clear understanding of the client's requirements.

Some clients will be charged a management fee that is inclusive of both the fee to Culbreth Wealth Management for advisory services as well as securities execution fees charged by the executing

broker-dealer. The specific client circumstances will be defined in the agreement between the client and Culbreth Wealth Management.

A wrap fee program is defined as one where a fee is charged to the account that is not based directly on transactions in the account, and includes both the investment advisory services and the costs of executing the transactions in the account. Management fees for the inclusive pricing option are typically higher than management fees where the client pays securities transactions and/or custody costs separately.

Culbreth Wealth Management does not charge performance-based fees.

The Advisor may utilize cyclical or technical analysis techniques in formulating investment advice or managing assets for clients.

Cyclical analysis of economic cycles is used to determine how these cycles affect the returns of an investment, an asset class or an individual company's profits. Cyclical risks exist because the broad economy has been shown to move in cycles, from periods of peak performance followed by a downturn, then a trough of low activity. Between the peak and trough of a business or other economic cycle, investments may fall in value to reflect the uncertainty surrounding future returns as compared with the recent past.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall.

The investment strategies the Advisor will implement may include long term purchases of securities held at least for one year; short term purchases for securities sold within a year; trading of securities sold within 30 days; and short sales (principally consisting of short sales through inverse ETFs).

The methods of analysis and investment strategies followed by the Advisor are utilized across all of the Advisors clients, as applicable. One method of analysis or investment strategy is not more significant than the other as the Advisor is considering the client's portfolio, risk tolerance, time horizon and individual goals.

Investing includes the risk that the value of an investment can be negatively affected by factors specifically related to the investment (e.g., capability of management, competition, new inventions by other companies, lawsuits against the company, labor issues, patent expiration, etc.), or to factors related to investing and the markets in general (e.g., the economy, wars, civil unrest or terrorism around the world, concern about oil prices or unemployment, etc.).

In cyclical analysis, economic or business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. Also, the lengths of the economic cycles may be difficult to predict with accuracy. Therefore, the risk of cyclical analysis is the

difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

The primary risks in technical analysis are that the factors used to analyze the price, trends and volatility of a security may not be replicated, or the outcomes of such analysis will not be the same as in past periods where similar combinations existed. Because of the reliance on trends, technical analysis can signal buying at market peaks and selling at market troughs.

All investments involve some degree of risk. In finance, risk refers to the degree of uncertainty and/or potential financial loss inherent in an investment decision. In general, as investment risks rise, investors seek higher returns to compensate themselves for taking such risks. Clients need to be aware that investing in securities involves risk of loss that clients need to be prepared to bear.

Every saving and investment product have different risks and returns. Differences include how readily investors can get their money when they need it, how fast their money will grow, and how safe their money will be. The primary risks faced by investors include:

#### Business Risk

With a stock, you are purchasing a piece of ownership in a company. With a bond, you are loaning money to a company. Returns from both of these investments require that the company stays in business. If a company goes bankrupt and its assets are liquidated, common stockholders are the last in line to share in the proceeds. If there are assets, the company's bondholders will be paid first, then holders of preferred stock. If you are a common stockholder, you get whatever is left, which may be nothing.

The business risk in purchasing an annuity is that the financial strength of the insurance company issuing the annuity may decline and not be able to pay out the annuity obligation.

#### Volatility Risk

Even when companies aren't in danger of failing, their stock price may fluctuate up or down. Large company stocks as a group, for example, have lost money on average about one out of every three years. A stock's price can be affected by factors inside the company, such as a faulty product, or by events the company has no control over, such as political or market events.

#### Inflation Risk

Inflation is a general upward movement of prices. Inflation reduces purchasing power, which is a risk for investors receiving a fixed rate of interest. The principal concern for individuals investing in cash equivalents is that inflation will erode returns.

#### Interest Rate Risk

Interest rate changes can affect a bond's value. If bonds are held to maturity the investor will receive the face value, plus interest. If sold before maturity, the bond may be worth more or less than the face value. Rising interest rates will make newly issued bonds more appealing to investors because the newer bonds will have a higher rate of interest than older ones. To sell an older bond with a lower interest rate, you might have to sell it at a discount.



### Liquidity Risk

This refers to the risk that investors won't find a market for their securities, potentially preventing them from buying or selling when they want. This can be the case with the more complicated investment products. It may also be the case with products that charge a penalty for early withdrawal or liquidation such as a certificate of deposit (CD).

The Advisor does not primarily recommend a particular type of security. However, clients are advised that many unexpected broad environmental factors can negatively impact the value of portfolio securities causing the loss of some or all of the investment, including changes in interest rates, political events, natural disasters, and acts of war or terrorism. Further, factors relevant to specific securities may have negative effects on their value, such as competition or government regulation. Also, the factors for which the company was selected for inclusion in a client portfolio may change, for example, due to changes in management, new product introductions, or lawsuits.

### **Item 7 Client Information Provided to Portfolio Managers**

In accordance with Culbreth Wealth Management's Privacy Policy, Culbreth Wealth Management does not communicate any non-public financial information to unaffiliated entities.

### **Item 8 Client Contact with Portfolio Managers**

Culbreth Wealth Management does not place any restriction on the client's ability to contact and consult with their Portfolio Managers and encourages clients to communicate with their Portfolio Managers whenever their circumstances change that may cause a change to their investor profile.

### **Item 9 Additional Information**

Neither Culbreth Wealth Management nor its management persons have had any legal or disciplinary events, currently or in the past.

Neither Culbreth Wealth Management nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Culbreth Wealth Management nor any of its management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Paul Culbreth, Principal, is a passive minority member of PST Advisors, LLC (CRD #155266), a Pennsylvania registered investment advisor. Mr. Culbreth is not actively engaged with PST Advisors, LLC, and he is not a registered investment advisor representative of PST Advisors, LLC. Mr. Culbreth does not intend to recommend and refer clients of Culbreth Wealth Management to PST Advisors, LLC, and therefore there is no conflict of interest.

Mr. Culbreth is also licensed and registered as an insurance agent to sell life, accident, and other lines of insurance for various insurance companies. However, Mr. Culbreth plans to only

recommend non-commission based insurance products for any client in need of such services and he will not receive any separate compensation in the form of commissions for the purchase of insurance products. Clients are not obligated to use Mr. Culbreth for insurance products services. However, clients will be made aware that any insurance products held in accounts managed by Culbreth Wealth Management will incur an advisory fee. With the asset-based fee, the more assets there are in the client's account, the more the client will pay in advisory fees. Thus, Culbreth Wealth Management and Mr. Culbreth will have an incentive to encourage the client to increase the assets in the account.

Culbreth Wealth Management does not recommend or select other investment advisers for clients, other than pension consulting clients as described in Item 4 of the Advisor's Form ADV Part 2A Brochure.

Culbreth Wealth Management maintains a Code of Ethics pursuant to SEC rule 204A-1. Culbreth Wealth Management has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of Culbreth Wealth Management deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of Culbreth Wealth Management are conducted in a manner that avoids any conflict of interest between such persons and clients of the adviser or its affiliates. Culbreth Wealth Management collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve conflicts of interest. Culbreth Wealth Management will provide a copy of the Code of Ethics to any client or prospective client upon request.

Culbreth Wealth Management does not recommend to clients, or buy or sell for client accounts, securities in which the firm or a related person has a material financial interest.

Culbreth Wealth Management and/or its investment advisor representatives may from time to time purchase or sell products that they may recommend to clients. This practice creates conflicts of interest in that personnel of Culbreth Wealth Management can take advantage of the advance knowledge of firm securities trading and trade their personal accounts ahead of the client trades or recommend trades in client accounts that may affect the price of the securities owned by the Investment Advisor Representatives. To mitigate these conflicts, Culbreth Wealth Management has adopted a Code of Ethics as noted above. Culbreth Wealth Management's Code of Ethics is available upon request. Finally, supervised persons of registered investment advisors are fiduciaries by law and are required to put the client's interest before those of the firm and themselves.

Culbreth Wealth Management requires that its investment advisor representatives follow its basic policies and ethical standards as set forth in its Code of Ethics.

Investment advisor representatives of Culbreth Wealth Management may trade for their own accounts securities that are being traded for client accounts at or about the same time. To mitigate the conflict of interest in such circumstances, Culbreth Wealth Management's policy is to require the trading of all relevant client accounts prior to the trading of their own accounts. The Chief

Compliance Officer examines personal trading activities of Culbreth Wealth Management's personnel to verify compliance with this policy.

The firm reviews client accounts on a continuous and ongoing basis, but no less frequently than annually or when conditions would warrant a review based on market conditions or changes in client circumstances. Triggering factors may include Culbreth Wealth Management becoming aware of a change in client's investment objective, a change in market conditions, change of employment, or a change in recommended asset allocation weightings in the account that exceed a predefined guideline. The nature of the review is to determine if the client account is still in line with the client's stated objectives. Client accounts are reviewed by Paul Culbreth, Principal.

The client is encouraged to notify the Advisor and investment advisor representative if changes occur in his/her personal financial situation that might materially affect his/her investment plan.

The client will receive written statements no less than quarterly from the custodian. In addition, the client will receive other supporting reports from mutual funds, asset managers, trust companies or other custodians, insurance companies, broker-dealers, and others who are involved with client accounts. Culbreth Wealth Management prepares and delivers separate reports to clients. Clients are urged to compare the account statements they receive from the qualified custodian with the reports they receive from Culbreth Wealth Management. Any discrepancies should be immediately brought to the firm's attention.

Culbreth Wealth Management is not compensated by anyone for providing investment advice or other advisory services except as previously disclosed in this Brochure.

Culbreth Wealth Management may compensate persons or firms for client referrals in compliance with the Investment Advisers Act of 1940 (Advisers Act) and state securities rules and regulations. The fees paid to referral sources do not affect the fees clients pay to Culbreth Wealth Management. In some instances, a written agreement will exist between the Advisor and the referral source. At the time of a referral, prospective advisory clients will receive the Advisor's Brochure. Culbreth Wealth Management has established policies and procedures to ensure that its solicitation activities are compliant with the requirements under Rule 206(4)-1 of the Advisers Act and state securities rules and regulations.

Culbreth Wealth Management does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance, and is not required to file a balance sheet.

Culbreth Wealth Management has discretionary authority over client accounts and is not aware of any financial condition that will likely impair its ability to meet contractual commitments to clients. If Culbreth Wealth Management does become aware of any such financial condition, this Brochure will be updated and clients will be notified.

Culbreth Wealth Management has never been subject to a bankruptcy petition.