DISCLOSURE BROCHURE

Cunningham Wealth Management, L.L.C.

dba

LW Advisors, L.L.C.

Office Address:
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This brochure provides information about the qualifications and business practices of Cunningham Wealth Management, L.L.C. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 515-446-2484. 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 Cunningham Wealth Management, L.L.C. (CRD #177512) is available on the SEC's website at www.adviserinfo.sec.gov

JANUARY 15, 2025

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This filing is in accordance with the annual filing requirements for investment advisors. Since the last filing of this brochure on January 18, 2024, the following has been updated:

- Item 4 has been updated to disclose the most recent calculation for assets under management.
- ERISA Services have been removed.
- Material relationships have been updated in Item 10.

Full Brochure Available

This brochure is being delivered as a full firm brochure.

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Item 4: Advisory Business

Firm Description

Cunningham Wealth Management, L.L.C. DBA LW Advisors, L.L.C. ("LW Advisors") was founded in April of 2015. David J. Cunningham is 100% owner.

Types of Advisory Services

ASSET MANAGEMENT

LW Advisors offers both discretionary and non-discretionary direct asset management services to advisory clients. For discretionary based accounts, the client will authorize LW Advisors discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. In a non-discretionary based account, LW Advisors will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, LW Advisors will obtain prior client approval before executing any transactions. LW Advisors will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, the client will compensate LW Advisors on an hourly fee basis or fixed fee basis described in detail under "Fees and Compensation" section of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. If a conflict of interest exists between the interests of the investment advisor and the interests of the client, the client is under no obligation to act upon the investment advisor's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through LW Advisors. Financial plans will be completed and delivered inside of ninety (90) days.

SEMINARS

LW Advisors may on occasion hold seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment, tax advice or legal advice is given. LW Advisors does not charge a fee for attendance to these seminars.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

LW Advisors does not sponsor any wrap fee programs.

Client Assets under Management

LW Advisors has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
$35,606,823	$0	December 31, 2024

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

ASSET MANAGEMENT

LW Advisors offers discretionary and non-discretionary direct asset management services to advisory clients. Fees for these services will be based on a percentage of Assets Under Management not to exceed 1.25%.

The annual Fee may be negotiable. Accounts within the same household may be combined for a reduced fee.

Fees are billed quarterly in advance or arrears based on the amount of assets managed as of the last business day of the previous quarter. Billing arrangements will be specified in the Client's Investment Advisory Agreement. Quarterly advisory fees will be deducted from the clients' account by the custodian. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with written notice. For Clients who are billed in advance, accounts opened or closed mid-billing period, unearned fees will be refunded to the Client. For those Clients billed in arrears, accounts opened or closed mid-billing period, any unpaid earned fees will be due to LW Advisors. Client shall be given thirty (30) days prior written notice of any increase in fees. Client will acknowledge, in writing, any agreement of increase in said fees before any increase in fees occurs.

FINANCIAL PLANNING and CONSULTING

LW Advisors charges either a maximum hourly fee of $300 per hour or fixed fee with a range between of $300 to $10,000 for financial planning. The fees are negotiable. LW Advisors reserves the right to waive the financial planning fee if the plan is implemented with LW Advisors. Prior to the planning process the client will be provided an estimated plan fee. The services include, but are not limited to, a thorough review of all applicable topics including Investments, Taxes, Estate Planning, Business Planning and Insurance. Client will pay the estimated fee upon delivery of the completed plan. Services are completed and delivered inside of sixty (60) days. Client may cancel within five (5) business days of signing Agreement for a full refund with no obligation. If the client cancels after five (5) business days any unpaid earned fees will be due to LW Advisors.

Client Payment of Fees

Investment management fees are billed either quarterly in advance or arrears, meaning we bill you before or after the three-month period has started. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for financial plans are billed at completion of the plan.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities and exchange-traded funds. These charges may include mutual fund transactions fees, brokerage fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations). These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

LW Advisors, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Investment management fees may be billed quarterly in advance.

If the client cancels after five (5) days, any unearned fees will be refunded to the client, or any unpaid earned fees will be due to LW Advisors.

External Compensation for the Sale of Securities to Clients

LW Advisors does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of LW Advisors.

Item 6: Performance-Based Fees and Side-by-Side Management

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

LW Advisors does not use a performance-based fee structure because of the conflict of interest. Performance based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

LW Advisors primarily provides investment advice to individuals and high net worth individuals. Client relationships vary in scope and length of service.

Account Minimums

LW Advisors does not have an account minimum.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis and technical analysis. Investing in securities involves risk of loss that clients should be prepared to bear.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume, including evaluating securities based on past prices, volume, trends, relative strength and studying patterns.

The main sources of information include professional research analysis, subscriptions to financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes New Client Account Application that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with LW Advisors:

- *Interest-rate Risk*: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk*: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk*: When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Reinvestment Risk*: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk*: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can

generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- *Financial Risk*: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Representatives of LW Advisors are not registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither LW Advisors nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

There are no material relationships to disclose.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

LW Advisors does not utilize the services of Third Party Money Managers to manage client accounts.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics Description

The employees of LW Advisors have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of LW Advisors employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of LW Advisors. The Code reflects LW Advisors and its supervised persons' responsibility to act in the best interest of their client.

One area which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

LW Advisors' policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of LW Advisors may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

LW Advisors' Code is based on the guiding principle that the interests of the client are our top priority. LW Advisors' officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

LW Advisors and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

LW Advisors and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide LW Advisors with copies of their brokerage statements.

The Chief Compliance Officer of LW Advisors is David J. Cunningham. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

LW Advisors does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such

as front running, employees are required to disclose all reportable securities transactions as well as provide LW Advisors with copies of their brokerage statements.

The Chief Compliance Officer of LW Advisors is David J. Cunningham. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

LW will recommend the use of a particular broker-dealer based on their duty to seek best execution for the client, meaning they have an obligation to obtain the most favorable terms for a client under the circumstances. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is affected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. LW will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. LW relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by LW. LW does not receive any portion of the trading fees.

LW will recommend the use of Charles Schwab & Co., Inc.

- *Directed Brokerage*
  In circumstances where a client directs LW Advisors to use a certain broker-dealer, LW Advisors still has a fiduciary duty to its clients. The following may apply with Directed Brokerage: LW Advisors' inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and conflicts of interest arising from brokerage firm referrals.
- *Best Execution*
  Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.
- *Soft Dollar Arrangements*
  The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are

obtained by LW Advisors from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, LW Advisors receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of LW Advisors. (LW Advisors does not receive any portion of the commissions charged by the custodian) These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when LW Advisors receives soft dollars. This conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation LW Advisors to act in the best interest of its clients and the services received are beneficial to all clients.

Aggregating Securities Transactions for Client Accounts

LW Advisors is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of LW Advisors. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Underlying securities within client accounts and financial plans are monitored on a regular and continuous basis by the CCO, this is typically monthly. Reviews for securities accounts encompass but are not limited to the following: underlying holdings, investment products, stated investment objectives and guidelines, amount of cash holdings, and distributions.

Financial plans are reviewed as completed for each client.

Formal client meetings which include account reviews and/or a financial plan are generally conducted by the assigned IAR at least annually or more frequently depending on the needs of the client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by the LW Advisors' custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

LW Advisors will also make available written quarterly reports and billing invoices, which provide the clients with a view of all the assets being managed by LW Advisors and how the assets are performing against market industry benchmarks. These reports

are produced by BlueLeaf and delivered to the client via secure email or a secure portal.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

LW receives additional economic benefits from external sources as described above in Item 12.

Advisory Firm Payments for Client Referrals

LW Advisors does not compensate for client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to carefully review statements received from the custodian and compare them to the performance reports prepared by LW Advisors.

LW Advisors is deemed to have constructive custody solely because advisory fees are directly deducted from client's accounts by the custodian on behalf of LW Advisors.

Item 16: Investment Discretion

Discretionary Authority for Trading

LW Advisors offers both discretionary and non-discretionary direct asset management services to advisory clients. For discretionary accounts, the client must sign a limited power of attorney. In non-discretionary based accounts, LW Advisors will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, LW Advisors will obtain prior client approval before executing any transactions.

The client approves the custodian to be used and the commission rates paid to the custodian. LW Advisors does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17: Voting Client Securities

Proxy Votes

LW Advisors does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, LW Advisors will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because LW Advisors does not serve as a custodian for client funds or securities and LW Advisors does not require prepayment of fees of more than $500 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

LW Advisors has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither LW Advisors nor its management has had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

Principal Executive Officers and Management Persons

The education and business background for all management and supervised persons can be found in the Part 2B of this Brochure.

Outside Business Activities

The outside business activities for all management and supervised persons can be found in the Part 2B of this Brochure.

Performance Based Fee Description

LW Advisors does not receive any performance-based fees.

Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons

No management persons of LW Advisors have any disclosures to report.

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

There are no material relationships with issuers of securities to disclose.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE

FORM ADV PART 2B

David J. Cunningham, CFP®

Cunningham Wealth Management, L.L.C.

dba

LW Advisors, L.L.C.

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2404 Forest Drive
Suite 240
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dave@livweladvisors.com

This brochure supplement provides information about David J. Cunningham and supplements the Cunningham Wealth Management, L.L.C.'s brochure. You should have received a copy of that brochure. Please contact David J. Cunningham if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about David J. Cunningham (CRD# 2087624) is available on the SEC's website at www.adviserinfo.sec.gov.

JANUARY 15, 2025

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Principal Executive Officer

David J. Cunningham, CFP®

- Year of birth: 1957

Item 2 Educational Background and Business Experience

Educational Background:

- Truman State University; Master of Arts; Music; 1983
- Truman State University; Bachelor of Arts; Business and Music; 1980

Business Experience:

- Cunningham Wealth Management, L.L.C.; CCO/Investment Advisor Representative; 04/2015 - Present
- LivWel Insurance Solutions, LLC; Insurance Agent; 12/2009 – 12/2016
- Ausdal Financial Partners, Inc.; Registered Representative; 05/2012 - 04/2015
- HJN Advisors, LLP; Investment Advisor Representative; 12/2010 - 04/2015
- First Allied Securities, Inc.; Investment Advisor Representative/Registered Representative; 12/2009 - 05/2012
- Legacy Planning Group; Investment Advisor Representative; 05/1999 - 12/2005
- LPL Financial Corporation; Investment Advisor Representative; 03/1999 - 12/2009
- LPL Financial Corporation; Registered Representative; 02/1999 - 12/2009
- American Express Financial Advisors Inc.; Registered Representative;10/1990 - 03/1999

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation granted by the CFP® Board. CFP® requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.
- When you achieve your CFP® designation, you must renew your certification every year, pay $360 certification fee and complete 30 hours of continuing education.

Item 3 Disciplinary Information

None to report.

Item 4 Other Business Activities

Managing Member David Cunningham has no other business activities to disclose.

Item 5 Additional Compensation

Mr. Cunningham receives no additional compensation.

Item 6 Supervision

Mr. Cunningham is the owner and chief compliance officer of Cunningham Wealth Management, L.L.C. He is responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Item 7 Requirements for State-Registered Advisors

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None