

INTRODUCTION

Southwind Associates of NJ, Inc., d/b/a Villafranco Wealth Management (VWM) is registered with the United States Securities and Exchange Commission (SEC) as an investment adviser. Investment advisory and brokerage services and fees differ and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment adviser, and investing.

WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?

VWM offers the following services to you, our retail investors: discretionary investment management, non-discretionary investment management, and monitoring of client directed investment management accounts.

When you open an account with VWM, you and VWM will agree on a set of investment goals. These goals typically start with a discussion of annual cash flow needs and risk tolerance. Then, you will sign an investment management agreement. As part of our standard services, each investment adviser representative (IAR) monitors your accounts on a regular basis, and meets with you at your request. We will discuss your investment goals and design a strategy to help you to achieve those goals. We will manage your account on a discretionary basis (which means we can buy and sell investments in your account without asking you in advance) and/or a non-discretionary basis (which means you make the ultimate decision regarding the purchase or sale of investments). Over time, as your investment needs change, we may recommend that you rebalance your account or, if your account is discretionary, we may place rebalancing trades in your account on your behalf. We will continue to provide you this service until you notify us in writing of your intention to amend or terminate your Advisory Agreement. We do not have a minimum to open an account.

VWM has the capability to review your investment accounts held outside of the two above mentioned services. VWM will provide you with a statement of holdings and report on the performance of these accounts. If you request, VWM will incorporate such accounts in a consolidated statement of holdings and performance.

Please see Items 4, 5 and 7 of our Firm Brochure (available [here](#)) for more information on the services we offer.

Conversation Starters:

- ☐ Given my financial situation, should I choose an investment advisory service? Why or why not?
- ☐ How will you choose investments to recommend to me?
- ☐ What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

WHAT FEES WILL I PAY?

VWM charges a percentage fee based on the value of the discretionary and/or non-discretionary account balance at the end of each fiscal quarter. The annual advisory fee is negotiable and ranges from 0.28% to 1.50% of a client's assets under management, which include any investments in cash management vehicles such as money market funds. Since this fee is based on assets in your account, we may have an incentive encourage you to increase the assets in your account. The fee for the quarter in which the account is opened will be pro-rated based on the number of days remaining in the quarter. Upon the termination of the investment advisory agreement, a pro-rated refund of fees is made to the client based on the number of days remaining in the quarter.

VWM will review your fee structure each year. It may increase or decrease the fee depending on the value of your portfolio(s) and/or additional services provided.

VWM's President is the general partner for two limited partnerships (the Partnership(s) that are offered to qualified clients of VWM. The fees charged by the Partnerships are not included in the VWM advisory fee. It is important to note the President does receive compensation directly from the Partnerships. The compensation received from the Partnership may be greater than what VWM might have received from charging a percentage of the value of the account.

In addition to the VWM advisory fee, you may also incur fees from mutual funds and/or individual managers that either VWM or you select. In addition, you may also be charged custody fees, broker commissions or other fees. More information on fees can be found in Items 4 and 5 of VWM's Firm Brochure, available [here](#).

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Conversation Starter: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

WHAT ARE YOUR LEGAL OBLIGATIONS TO ME WHEN ACTING AS MY INVESTMENT ADVISER? HOW ELSE DOES YOUR FIRM MAKE MONEY AND WHAT CONFLICTS OF INTEREST DO YOU HAVE?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, our compensation may create a conflict of interests. You should understand and ask us about these conflicts because they affect the recommendations we provide you. Here are some examples to help you understand what this means.

- If you invest in one of the Partnerships, an advisory fee is not charged for assets invested in the funds; however, the President receives a fee from the Partnership for your investment. This fee is higher than the advisory fee.
- VWM and its employees may trade the same or similar stocks to those that VWM selects or recommends for your account. However, employee trading is strictly monitored and employees are not allowed to make a trade if it is deemed that they would cause harm to your account.
- The President has outside business activities that may create a conflict of interest or take time away from servicing your account.

Additional information about our conflicts of interest can be found in Item 11 of VWM's Firm Brochure, available [here](#).

Conversation Starter: How might your conflicts of interest affect me, and how will you address them?

HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?

Our president and principal, William Villafranco, receives revenue through his ownership of the company. All other employees, including our financial professionals, receive a fixed salary and benefits as well as 401(k) contribution and a discretionary profit-sharing contribution from the fee revenue generated by our firm. They may also receive discretionary bonuses at the discretion of VWM's executive team based upon the success of the firm and specifically upon the contributions of the employee. Our employees do not receive compensation based on products they sell or complexity of client account serviced or commissions. However, Mr. Villafranco also receives fees from Limited Partnerships that some of our clients invest in, as well as a trustee fee for a client where he acts as trustee.

DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?

Yes. For a free and simple search tool to research our firm and our registered representatives' disciplinary actions and history, please go to: www.Investor.gov/CRS

Conversation Starter: As a financial professional, do you have any disciplinary history? For what type of conduct?

ADDITIONAL INFORMATION

You can find additional information about our firm's investment advisory services on the SEC's website at <http://www.adviserinfo.sec.gov> by clicking on the FIRM tab and then searching CRD # 110371. If you would like additional, up-to-date information or a copy of this disclosure, please call (212) 546-6293.

Conversation Starter: Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?