Barker Wealth Management, LLC
Form ADV Part 2A Firm Brochure

Cover Page (Item 1)

Barker Wealth Management, LLC

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Date of Brochure: March 6, 2024

This Form ADV Part 2A brochure provides information about the qualifications and business practices of Barker Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (503) 616-8680 or Scott.Barker@BarkerWealthManagement.com. 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 Barker Wealth Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov. Our CRD number is 226768. Barker Wealth Management, LLC is a registered investment advisor. Registration as an investment advisor does not imply any certain level of skill or training.

Material Changes (Item 2)

This section of the brochure helps you quickly identify material changes from the last annual update.

The date of our previous annual amendment to this ADV Part 2 Brochure was March 3, 2023. Since that date we made the following material changes:

> We changed our principal Washington office address to: 2005 SE 192nd Avenue, Suite 200, Camas, Washington 98607.

We will ensure that all current clients receive a Summary of Material Changes to this and subsequent Brochures within 120 days of the close of our fiscal year. A Summary of Material Changes is also included with our Brochure on the SEC's website at www.adviserinfo.sec.gov. Our CRD number is 226768. Clients will further be provided with disclosure about material changes affecting our firm or a new brochure as may become necessary or appropriate at any time in the future, without charge. Currently, our Brochure may be requested by contacting us at (503) 616-8680 or Scott.Barker@BarkerWealthManagement.com. A copy will be provided to you free of charge.

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Advisory Business (Item 4)

This section of the brochure tells you about our business, including ownership, and a description of the services we offer.

Barker Wealth Management, LLC is referred to in this document as “Barker Wealth Management,” “Company,” “us,” “we,” and “our.” In this document we refer to current and prospective clients of Barker Wealth Management as “you,” “client,” and “your.” Barker Wealth Management was created and registered as an investment advisor in 2015 and is owned by G. Scott Barker. Our Offices are located in Camas, Washington.

Types of Advisory Services

Investment Supervisory Services

Clients enter into a written Investment Advisory Agreement where Barker Wealth Management and our investment advisor representatives provide asset management services on a continuous and ongoing basis guided by the individual investment needs and objectives of the client. Using the information provided by you, the investment advice provided to you is tailored to your individual situation. We regularly inquire about, and you are responsible for providing, information about your investment goals, time horizon, and risk tolerance. Investment supervisory services are generally not provided to all your holdings or net worth, but rather only to assets and accounts specifically designated by you and agreed to by us as managed assets. When you engage us for these services you will be required to grant us ongoing and continuous discretionary authority to execute our investment recommendations directly within your account held at the custodian without obtaining your specific consent prior to each transaction. Please see Item 16, “Investment Discretion,” below for more further details regarding the scope of our discretionary authority.

Financial Planning and Consulting

Clients who engage us for these services receive a consultation to discuss their unique financial circumstances, investment objectives and needs, tolerance for risk, time horizon for investments, and any particular issues of financial concern. We will review pertinent financial documents and information provided by the client and present the client with our recommendations. Typically, our recommendations will include a summary of the client’s financial circumstances and a course of actions and/or investment recommendations designed to assist the client in achieving the client’s stated financial goals. Our financial planning and consulting recommendations and any written financial plan or report we may provide the client under a financial planning agreement is not updated or reviewed following its initial delivery to the client, unless we specifically agree otherwise.

Financial planning and consulting services are non-discretionary in nature. The client retains the sole discretion to accept or reject any of our recommendations, in whole or in part, and is responsible for the implementation of any recommended investments (including the selection of service providers in connection therewith) and for their ongoing monitoring. Upon request, we may assist the client with implementation of our financial recommendations - additional fees may apply. Clients are never obligated to use our firm for implementation services and are never charged more than $1,200 six (6) or more months in advance in connection with our financial planning and consulting services.

Some, but not all clients are provided with a written financial plan. If you receive a written plan as part of these services, we will attempt to provide you with an estimate of future growth in your net-worth and income. All tax sensitive reports are provided to you as estimates of future income and estate tax liabilities. These tax sensitive reports are based on current federal and applicable state laws regarding taxation. Federal and state tax laws are subject to change and interpretation. All reports, financial statement projections, tax liability estimates and analysis are intended exclusively for your use in developing and implementing your financial plan. In view of this limited purpose, un-audited data is collected and used to produce your financial plan, therefore, any report, financial statement or analysis is to be considered un-audited as well. Accordingly, you should understand that such financial statements cannot be used as a representation of wealth, to obtain credit, or for any other purpose, other than developing a financial plan. Barker Wealth Management will not audit (examine), review or compile such statements and accordingly, Barker Wealth Management will not express an opinion or other form of assurance on these financial statements, including the reasonableness of assumptions and other data on which any financial statements or projections are based.

There will be differences between projected estimates and the actual results of the plan, because events and circumstances frequently do not occur as expected. Investment returns in particular are most volatile and the probability of estimates coming close to actual results decline with a reduction in the investment-holding period. Barker Wealth Management does not in any way represent or imply that the investment returns will be similar to estimates projected in your financial plan. The estimates reflect the historical returns of the various asset classes, and the past performance of these asset classes does not guarantee that future results of these asset classes or your investments will be similar. Barker Wealth Management uses a proactive investment strategy; therefore, the actual returns of your portfolio will differ from the financial plan projections. The financial plan is highly dependent on certain economic assumptions about the future. Therefore, the client should establish familiarity with historical data regarding key assumptions such as inflation and investment rates of return, as well as, an understanding of how significantly these assumptions affect the results of our analyses. We will not express any assurance as to the accuracy or reasonableness of your specific data and your assumptions. You are ultimately responsible for the assumptions and personal data that you provide and upon which our procedures and projections are based. The financial plan assumptions and reports are primarily a tool to alert clients to certain possibilities. The reports are not intended to nor do they provide any guaranty about future events including an individual's investment returns. As described, the implementation of the plan is solely your responsibility.

The financial plans provided for some of our clients do not address all potential aspects of financial planning. Typically, our plans address retirement planning, college funding, and estate planning. Risk management issues such as life, health, disability, and long-term care insurance are not always addressed in every financial plan, and you are encouraged to ask specifically about these issues. Our financial plans are not intended to nor should they be considered to be advice about law or your legal rights and responsibilities, accounting or tax planning, the avoidance of tax penalties or interest or preparation of your tax return. We do not provide legal or tax advice of any kind. You are encouraged to seek competent legal and tax advice before implementing any recommendation made in a written financial plan.

Retirement Plan Consulting Services

We offer retirement plan consulting services to qualified retirement plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include a review of an existing plan, formulation of the investment policy statement, assistance selecting and monitoring plan service providers and/or investments, recommendations regarding investment selection, on-going consulting, portfolio management services, and participant enrollment and investment education services.

Where retirement plan consulting services are provided to a plan regulated under ERISA, we will provide services to the plan sponsor and/or named fiduciaries as described above for the fees set forth in Item 5 of this brochure. In providing services to any plan and its underlying participants, our status is that of an investment advisor registered under the Investment Advisers Act of 1940. We are not subject to any disqualifications under Section 411 of the Employee Retirement Income Security Act of 1974 ("ERISA"). We may offer fiduciary services acting as a fiduciary of the plan as defined in ERISA Section 3(21), or as an investment manager as defined in ERISA Section 3(38). In all cases, disclosure of our status under ERISA when providing these services will be clearly set forth in a written advisory agreement with the client. If there is any discrepancy between the disclosures in this paragraph and the agreement, the agreement shall govern.

Types of Investments Used

We consider many different types of securities when formulating the investment advice we provide to you. If you come to us with existing investments, we evaluate them with respect to your financial goals, risk tolerance, and investment time horizon. Depending upon your situation, your account(s) managed by us may contain individual stocks, corporate and/or government bonds, mutual funds, or exchange traded funds ("ETFs"). In some situations, we may recommend that real estate be part of your investment portfolio.

Tailored Services and Investment Restrictions

We attempt to tailor your investment portfolio to your situation as you have described it to us. This is why it is so important that you promptly advise us throughout our relationship about changes to your financial situation, goals, or investment time horizon. You may impose restrictions on investing in certain securities or types of securities. You must clearly identify these restrictions in writing to us.

Non-Transaction Fee (NTF) Mutual Funds

When selecting investments for our clients' portfolios we might choose mutual funds on your account custodian's Non-Transaction Fee (NTF) list. This means that your account custodian will not charge a transaction fee or commission associated with the purchase or sale of the mutual fund.

The mutual fund companies that choose to participate in your custodian's NTF fund program pay a fee to be included in the NTF program. The fee that a mutual fund company pays to participate in the program is ultimately borne by the owners of the mutual fund including clients of Barker Wealth Management.

Assets Under Management

Barker Wealth Management currently manages approximately $155,363,779 of client funds on a discretionary basis and $4,235,747 on a non-discretionary basis. These totals were calculated as of December 31, 2023.

Fees and Compensation (Item 5)

This section of the brochure describes how we are compensated for the services we offer.

Compensation Methodology and Rates

Asset-based Fees

Clients are charged for our asset management services and retirement plan consulting services based on a percentage of the market value of their assets.

The following fee schedule is our standard fee schedule for investment supervisory services for individual accounts:

Assets Under Management	Annual Rates
$0 to $1,000,000	1.10%
$1,000,001 to $2,000,000	1.00%
$2,000,001 to $5,000,000	0.80%
$5,000,001 to $10,000,000	0.60%
$10,000,001 to $20,000,000	0.40%

Retirement plan consulting clients typically pay asset based fees at an annual rate of 0.50% per year of the market value of plan assets, however, we may charge annual rates of up to 1.00% for these services. The specific rate to be applied is determined in our sole discretion based on the services to be provided, the size of the plan, and other factors we deem relevant.

Your specific annual fee arrangement will be described in the written Investment Advisory Agreement entered into between Barker Wealth Management and the client. Investment advisory fees charged by us are negotiable at our sole discretion. All clients do not pay the same fee. We may at our sole discretion negotiate with a prospective client and charge a lower fee. These situations might include our family or charities. A lower fee for comparable services may be available from other sources.

The annual fee for our services is billed quarterly in arrears, based on the market value of your account at the end of the quarter. Asset-based fees for partial quarterly billing periods are prorated based on the number of days your account is open during the period. Fees may be further adjusted on a prorated basis for mid-period deposits and withdrawals from your account. Clients should note that some or all of the investments in their account may be intended as long-term investments, and withdrawals of cash and premature liquidations of securities positions may impair the achievement of their investment objectives.

You may terminate the Investment Advisory Agreement without fee or penalty by providing written notice to Barker Wealth Management within five (5) business days from your execution of the agreement. Thereafter, either party may terminate the Investment Advisory Agreement by providing written notice. You will be charged a prorated advisory fee for any partial final billing cycle.

<u>Hourly Fees</u>

We may perform financial planning and consulting services for you for hourly fees. The rate per hour assigned to your specific engagement is determined by us based on the level of complexity your financial circumstances and planning needs and the experience level and expertise of the personnel who will handle your engagement. This negotiable rate would normally not exceed $250 per hour. The tasks and services to be performed are described in an engagement letter that is signed by you and Barker Wealth Management that also includes the hourly rate, an estimate of time to complete the project, and the procedure for refund or partial billing if the engagement is terminated before completion.

<u>Valuation of Publicly Traded Securities</u>

Publicly traded securities in your account(s) managed by us are held at the custodian that we recommend but is ultimately chosen by you. We use the securities valuation provided by the independent qualified custodian for reporting and billing purposes. Publicly traded securities are usually valued as of the end of business on the last trading day of the calendar quarter.

How Clients Pay Advisory Fees

Unless we otherwise agree, asset-based fees are generally deducted directly from your account held at the qualified custodian. You must provide your qualified account custodian with written authorization to have fees deducted from your account and paid to Barker Wealth Management.

Your account custodian will deliver an account statement to you at least quarterly, showing all disbursements from your account, including the amount of any advisory fees paid to us, where such fees are directly deducted from your account. We urge you to review your account statements promptly and carefully upon receipt to verify the accuracy of the fee calculation as the account custodian will not determine whether the fee has been properly calculated. Please see Item 12, "Brokerage Practices," below for more information about our brokerage practices and your account custodian(s).

Hourly fees for financial planning and consulting services are typically charged either monthly or quarterly in arrears, and are payable to us via check, wire transfer or other mutually agreed upon payment method.

Other Types of Fees and Expenses

In addition to the investment advisory fees you pay to us, you will pay transaction fees (commissions) to your custodian or broker-dealer for executing securities transactions and charges for special services elected by you or Barker Wealth Management. These fees may include:

- periodic distribution fees
- electronic fund and wire transfer fees
- certificate delivery fees
- reorganization fees
- account transfer fees (outbound)
- returned check fees
- international security transfer fees
- overnight mail and check fees
- Rule 144 transfer fees
- transfer agent fees

This list is not meant to be all inclusive. Any fee on a special service incurred by the client will be fully disclosed.

Investment Company Fees

Investment company funds (e.g., mutual funds or ETFs) that are held by you will bear their own internal transaction and execution costs, as well as directly compensate their investment managers along with internal administrative services. Some funds pay 12b-1 fees, distribution fees, and/or shareholder service fees to broker-dealers that offer investment company funds to their clients. These fees affect the net asset value of the fund shares and are indirectly borne by fund shareholders such as you.

Some fund companies have imposed a redemption fee. A redemption fee is another type of fee that some funds charge their shareholders when shares are sold or redeemed within a short period of time from the purchase of the fund shares. Although a redemption fee is deducted from redemption proceeds just like a deferred sales load, it is not considered to be a sales load. Unlike a sales load, which is generally used to compensate brokers, a redemption fee is typically used to defray fund costs associated with a shareholder’s redemption and is paid directly to the fund, not to a broker. The SEC generally limits redemption fees to 2%. In most cases, the funds will use the "first-in, first-out" (FIFO) method to determine the holding period. Under this method, the date of the redemption will be compared with the earliest purchase date of shares held in the account. While it is not the general practice of Barker Wealth Management to sell client’s securities in a period that would generate a redemption fee, we might do so if we believe the sale is in your best interests, or if fund shares must be redeemed to pay fees from the account.

A complete explanation of these charges is contained in the Prospectus and Statement of Additional Information for each investment company fund. You can get a prospectus through the investment company website, by telephone, or by mail.

Commission Based Compensation

Our investment advisor representatives do not receive any commission-based compensation while providing investment advisory services to you.

Disclosure Regarding Rollovers

As a general firm policy, we do not provide recommendations to clients with respect to the rollover of assets between employer sponsored retirements accounts (e.g., 401(k), 457 plans, and 403(b) accounts) and individual retirement accounts (e.g., Roth IRAs, Traditional IRAs, SIMPLE IRAs, and SEP IRAs). Instead, we take an educational approach in accordance with the U.S. Department of Labor's Interpretive Bulletin 96-1. Under this approach, our role will be limited only to providing you with general educational materials regarding the pros and cons of rollover transactions, and we will make no recommendation to you regarding the prospective rollover of your assets and we advise clients to speak with their trusted tax and legal advisors with respect to all rollover decisions. To assist you independent decision-making process, we may provide you with materials discussing some or all of the following topics: the general pros and cons of rollover transactions; the benefits of retirement plan participation; the impact of pre-retirement withdrawals on retirement income; the investment options available inside your retirement plan account; and high level discussion of general investment concepts (e.g., risk versus return, the benefits of diversification and asset allocation, historical returns of certain asset classes, etc.). We may also provide you with questionnaires and/or interactive investment materials that may provide a means for you to independently determine your future retirement income needs and to assess the impact of different asset allocations on your retirement income. You will make the final rollover decision.

On occasion, however, we may recommend that you roll assets from your employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP IRA, Traditional IRA, or Roth IRA (collectively, an "IRA Account") that we will manage on your behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts. When we provide any of the foregoing rollover recommendations we are acting as fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code ("IRC"), as applicable, which are laws governing retirement accounts.

If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the advisory agreement you executed with our firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to you (*i.e.,* receipt of additional fee-based compensation). You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in your best interests and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- meet a professional standard of care when making investment recommendations (give prudent advice);
- never put our financial interests ahead of yours when making recommendations (give loyal advice);
- avoid misleading statements about conflicts of interest, fees, and investments;
- follow policies and procedures designed to ensure that we give advice that is in your best interests;
- charge no more than a reasonable fee for our services; and
- give you basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of a rollover.

Note that an employee will typically have four options in this situation:

1. leaving the funds in your employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide you with a written explanation of the advantages and disadvantages of both account types and the basis for our belief that the rollover transaction we recommend is in your best interests.

Performance-Based Fees and Side-By-Side Management (Item 6)

This section of the brochure explains any performance-based fees we may charge you for and how they may be different from other clients' charges.

Barker Wealth Management does not charge fees that are based upon a share of capital gains or capital appreciation of client assets, nor do we engage in side-by-side management of accounts. We provide investment advisory services to other clients in addition to you. Not all clients receive the same investment advice, nor do they pay the same fee. We will act in the best interests of each of our clients at all times.

Types of Clients (Item 7)

This section of the brochure describes who we generally provide our services to.

Individuals

Barker Wealth Management provides advisory services to a variety of types of clients including individuals, high net worth individuals, trusts, and individual pension plan accounts. We do not currently impose a minimum account size requirement.

Pension Plans

Barker Wealth Management provides advisory services to pension plans. These services include recommendations to the plan which are then approved by the pension plan sponsor. In some cases, we will serve as a discretionary advisor to the plan. You are encouraged to ask your plan sponsor what services we are providing the plan.

Methods of Analysis, Investment Strategies, and Risk of Loss (Item 8)

This section of the brochure explains how we formulate our investment advice and manage client assets.

Methods of Analysis

We analyze an investment by examining its publicly available financial statements or reports, its management, competitive advantages, competitors, and markets. We attempt to identify investments that are selling for less than their intrinsic worth. Our fundamental analysis method is based upon the assumption that markets may misprice an investment in the short run but that the "correct" price will eventually be reached.

Relying on this type of analysis leaves open the risk that the price of a security may move along with the overall direction of the market, irrespective of the economic and financial factors which may have indicated that an opposite movement would have been expected. The main sources of information we rely upon when researching and analyzing securities using fundamental analysis include research materials prepared by others, annual reports, corporate rating services, prospectuses, and company press releases.

Investment Strategies

We attempt to maximize an investment portfolio's expected return for a given amount of portfolio risk, when risk is defined as volatility of the value of the investment portfolio, or to minimize risk for a given level of expected return. We attempt to do this by carefully choosing the proportions of various assets in an investment portfolio.

The goal of this strategy is to select an assortment of investment assets that has collectively lower risk than any individual asset. By combining different assets whose returns are not perfectly positively correlated, we seek to reduce the total variance of the portfolio return. This strategy also assumes that investors are rational, markets are efficient, and that the future performance of investments will have some similarity to their historical performance. These assumptions are not guaranteed and might not come to pass. Past performance might not be indicative of future performance.

A risk of asset allocation is that you may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate to meet with your investment goals.

Risks

General Risks to Investing

Investing is not without risk, and involves the risk of loss of principal which you should be prepared to bear. We use several strategies to try to reduce risk, including diversifying a portfolio across multiple asset classes and monitoring the portfolio and the markets for changes in fundamentals. Despite these strategies, historical evidence clearly shows that every asset class has experienced severe declines in value—sometimes sustained over many years—throughout several periods of time in history. In addition, each of our strategies to minimize risk may not achieve that goal as the benefits of diversification decline if asset classes become more correlated. As with any investment, you could lose all or part of your investments managed by Barker Wealth Management, and your account's performance could trail that of other investments.

Asset Class Risk

Securities in your portfolio(s) or in underlying investments such as mutual funds may underperform in comparison to the general securities markets or other asset classes.

Concentration Risk

To the extent that Barker Wealth Management recommends portfolio allocations that are concentrated in a particular market, industry or asset class, your portfolio may be susceptible to loss due to adverse occurrences affecting that market, industry, or asset class.

Equity Securities Risk

Equity securities are subject to changes in value that may be attributable to market perception of a particular issuer or general stock market fluctuations that affect all issuers. Investments in equity securities may be more volatile than other types of investments.

Growth Securities Risk

Growth companies are companies whose earnings growth potential appears to be greater than the market, in general, and whose revenue growth is expected to continue over an extended period. Stocks of growth companies or "growth securities" have market values that may be more volatile than those of other types of investments. Growth securities typically do not pay a dividend.

Issuer Risk
Your account's performance depends on the performance of individual securities in which your account invests. Any issuer may perform poorly, causing the value of its securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, disruptions in supply, labor problems or shortages, corporate restructurings, fraudulent disclosures, or other factors. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline.

Management Risk
The performance of your account is subject to the risk that our investment management strategy may not produce the intended results.

Market Risk
Your account could lose money over short periods due to short-term market movements and over longer periods during market downturns. The value of a security may decline due to general market conditions, economic trends, or events that are not specifically related to the issuer of the security or to factors that affect a particular industry or industries. During a general downturn in the securities markets, multiple asset classes may be negatively affected.

Market Trading Risks
Your investment account faces numerous market trading risks, including the potential lack of an active market for investments held in your account and losses from trading in secondary markets.

Passive Investment Risk
Barker Wealth Management may use a passive investment strategy that is not actively managed where we do not attempt to take defensive positions in declining markets.

Larger Company Securities Risk
Securities of companies with larger market capitalizations may underperform securities of companies with smaller and mid-sized market capitalizations in certain economic environments. Larger, more established companies might be unable to react as quickly to new competitive challenges, such as changes in technology and consumer tastes. Some larger companies may be unable to grow at rates higher than the fastest growing smaller companies, especially during extended periods of economic expansion.

Leverage Risk
Certain transactions may give rise to a form of leveraging, including borrowing. Such transactions may include, among others, reverse repurchase agreements, loans of portfolio securities, and the use of when-issued, delayed-delivery, or forward-commitment transactions. The use of derivatives may also create leverage. The use of leverage may cause a portfolio to liquidate portfolio positions when it may not be advantageous to do so. Leveraging may make a portfolio more volatile than if the portfolio had not been leveraged.

This is because leverage tends to increase a portfolio's exposure to market risk, interest rate risk, or other risks by increasing assets available for investment.

Liquidity Risk
A security may not be able to be sold at the time desired without adversely affecting the price.

Regulatory Risk
Changes in government regulations may adversely affect the value of a security. An insufficiently regulated industry or market might also permit inappropriate practices that adversely affect an investment.

Smaller Company Securities Risk
Securities of companies with smaller market capitalizations, historically, tend to be more volatile and less liquid than larger company stocks. Smaller companies may have no or relatively short operating histories, or be newly public companies. Some of these companies have aggressive capital structures, including high debt levels, or are involved in rapidly growing or changing industries, or new technologies, which pose additional risks.

Value Style Investment Risk
Value stocks can perform differently from the market as a whole and from other types of stocks. Value stocks may be purchased based upon the belief that a given security may be out of favor. Value investing seeks to identify stocks that have depressed valuations, based upon a number of factors which are thought to be temporary in nature, and to sell them at superior profits when their prices rise when the issues which caused the valuation of the stock to be depressed are resolved. While certain value stocks may increase in value more quickly during periods of anticipated economic upturn, they may also lose value more quickly in periods of anticipated economic downturn. Furthermore, there is a risk that the factors which caused the depressed valuations are longer term or even permanent in nature, and that there will not be any rise in value. Finally, there is the increased risk that such companies may not have sufficient resources to continue as ongoing businesses, which may result in the stock of such companies becoming worthless.

Derivatives Risk
The use of derivatives such as futures, options, and swap agreements can lead to losses, including those magnified by leverage, particularly when derivatives are used to enhance return rather than offset risk.

Interest Rate Risk
An increase in interest rates may cause the value of fixed income securities and funds that hold these securities to decline in value. Securities with longer durations tend to be more sensitive to interest rate changes, usually making them more volatile than securities with shorter durations. To the extent that your account is invested in fixed income securities with longer-term durations or funds holding these securities, rising interest rates may cause the value of these investments to decline significantly.

Financial Planning Risks

Financial planning services often require that assumptions about the future be made in order to incorporate forecasts into plans for the future. These assumptions might include but not limited to: future interest rates, inflation, investment performance, your longevity and health. As with all forecasts, actual results will be different than estimates. A risk exists that there will be material differences between the assumptions used in a plan and the actual results. In some cases, these differences will mean that potential results discussed in a plan will not be achieved. Differences between the assumptions used in your plan and actual events can materially affect the results of your financial plan over long periods of time. While we base our assumptions on historical information, you must acknowledge that past performance or events might not be indicative of the future.

Disciplinary Information (Item 9)

This section of the brochure lists legal and disciplinary information for Barker Wealth Management, its owners, and management team.

Neither Barker Wealth Management, nor any of our owners or management team members, has been involved in any material legal or disciplinary events.

Other Financial Industry Activities and Affiliations (Item 10)

This section of the brochure describes other financial services industry affiliations we may have that could present a conflict of interest with you.

Our firm and our associated persons are not registered, nor do they have an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor or representative of any of the foregoing.

Except as disclosed in the following paragraph, we have no financial services industry affiliations that could present a conflict of interest with clients.

Our owner, Scott Barker, is also registered as an Investment Advisor Representative of Clark Nuber P.S., a separate and independent registered investment advisor located in Bellevue, Washington. In addition to being registered as an Investment Advisor, Clark Nuber P.S. is an accounting firm that provides a wide array of accounting, tax and consulting services. Scott Barker receives compensation from Clark Nuber P.S. only for providing financial planning services to their clients. Such services are rendered only after clients have been delivered the separate Clark Nuber, P.S. Form ADV 2A firm brochure and have entered into a financial planning agreement with Clark Nuber, P.S. setting forth the terms of service with provided. Because of this compensation, he has a financial incentive to recommend that clients and prospective clients use Clark Nuber P.S. for financial services. This incentive creates a conflict of interest between you the client and Scott Barker where his advice or recommendation might be based upon his compensation rather than a client’s best interest.

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

This section of the brochure describes our code of ethics, adopted pursuant to SEC rule 204A-1, and how we deal with client and related person trading.

Code of Ethics

We have adopted a code of ethics designed to prevent and detect violations of securities rules by our employees and affiliated persons. Our controls in this area focus upon securities transactions made by our employees that have access to material information about the trading of Barker Wealth Management. We will provide a copy of our code of ethics to clients or prospective clients upon request. A copy of our code of ethics may be requested by contacting us at (503) 616-8680 or Scott.Barker@BarkerWealthManagement.com.

Material Financial Interest and Personal Trading

From time-to-time the interests of the principals and employees of Barker Wealth Management may coincide with yours and other clients. Individual securities may be bought, held, or sold by a principal or employee of Barker Wealth Management that is also recommended to or held by you or another client. Buying the same investments as our clients presents a conflict of interest with clients. To address this risk, we prohibit the Company and its related or associated persons from buying or selling any security that we are currently recommending for client accounts, unless we place our orders after client orders have been executed or as part of a block trade with client accounts. If potential insider information is inadvertently provided or learned by a principal or employee, it is our policy to strictly prohibit its use.

It is the policy of Barker Wealth Management to permit the firm, its employees, and investment advisor representatives to buy, sell, and hold the same securities that the investment advisor representatives also recommend to clients. It is acknowledged and understood that we perform investment services for different types of clients with varying investment goals, risk profiles, and time horizons. As such, the investment advice offered to you may differ from other clients and investments made by our investment advisor representatives. While we always will act in your best interest, we have no obligation to recommend for purchase or sale a security that Barker Wealth Management, its principals, affiliates, employees, or investment advisor representatives may purchase, sell, or hold. When a decision is made to liquidate a security from all applicable accounts, priority will always be given to client orders before those of a related or associated person to Barker Wealth Management. In some cases, the trades of the clients and advisory personnel will be combined in a single block trade, and all trades will receive the average price. We have procedures for dealing with insider trading, employee-related accounts, “front running” and other issues that may present a potential conflict when buy/sell recommendations are made. These procedures include reviewing employee security transactions and holdings to eliminate, to the extent possible, the adverse effects of potential conflicts of interest on clients.

Brokerage Practices (Item 12)

This section of the brochure describes how we recommend broker-dealers for client transactions.

Factors Considered When Recommending Charles Schwab & Co., Inc. as Your Qualified Custodian

Barker Wealth Management does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (please see Item 15, "Custody," below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer and Member FINRA/SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may help you do so.

<u>How We Select Brokers/Custodians</u>

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

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.)
- Availability of investment research and tools that help us make investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us

<u>Your Brokerage and Custody Costs</u>

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab's commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a minimum amount of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How We Select Brokers/Custodians").

<u>Products and Services available to us from Schwab</u>
Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us 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 our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a minimum amount of their assets in accounts at Schwab. If our clients collectively have less than that amount of assets at Schwab, Schwab may charge us quarterly service fees of $1,200. Following is a more detailed description of Schwab's support services.

<u>Services That Benefit You</u>
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 to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

<u>Services That May Not Directly Benefit You</u>
Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a 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:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data

- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us
Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- 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.

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 our clients collectively keep a minimum amount of total 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 minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your 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. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us.

Brokerage for Client Referrals
Barker Wealth Management does not have any agreements in place where securities transactions are directed to particular broker-dealers in exchange for client referrals.

Aggregated Orders
When we decide to purchase or sell a specific security for multiple clients at the same time, we will consider aggregating, or combining the orders. When we decide that combining purchase or sale orders is in the best interest of our clients we will do so. Aggregating orders will result in a single average price for all client transactions in the aggregated order. The account custodian charges for each transaction as if it were placed individually so there is not a transaction cost difference.

Allocation of Thinly Traded Securities
Barker Wealth Management may allocate securities among accounts when enough of a particular security or securities cannot be purchased or sold on a given day at a desired price. In this event, we will allocate the shares actually purchased or sold on pro rata basis. We may remove small allocations from the process if we believe it would not be in the best interest of our client(s).

Trade Errors Policy
From time to time we may make an error in submitting a trade order on your behalf. When this occurs, we may place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If the gain does not remain in your account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain $100 and over to charity. If a loss occurs greater than $100, Barker Wealth Management will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under $100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Review of Accounts (Item 13)

This section of the brochure describes how often client accounts are reviewed and by whom.

Reviews

Barker Wealth Management reviews the securities held in its clients' investment supervisory accounts on an ongoing basis. The reviews are conducted by Scott Barker. Your accounts are reviewed at least quarterly for proper asset allocation to assure they comply with your investment objectives and mandates.

Financial plans are reviewed only upon request unless you retain us to update the plan on a continous basis.

Reports

Barker Wealth Management does not prepare or send written reports to all clients. We have arranged for your independent qualified account custodian (usually Schwab) to prepare and distribute account statements directly to you on no less than a quarterly basis. These account statements describe all activity in the clients' accounts including account holdings, transactions, and investment advisory fees deducted from the account.

Client Referrals and Other Compensation (Item 14)

This section of the brochure discloses our arrangements with people who are compensated for referring us business.

Barker Wealth Management has not entered into any agreements with third parties to give or receive referrals for compensation.

Custody (Item 15)

This section of the brochure encourages you to check the statements sent to you by your account custodian to ensure the accuracy of the fee calculation.

When you become a client of ours and choose us to manage your accounts, you will typically be required to authorize us to directly deduct our fees periodically from your account held at the qualified custodian. The custodian will send an account statement to you at least quarterly, identifying the amount of funds and each security in your account at the end of the period and setting forth all transactions in the account during the period, including the amount of any advisory fees paid directly to us. *We encourage you to review our invoices and the Custodian's account statements carefully and promptly upon receipt*. If you believe we have miscalculated the advisory fees or if there is any other issue with your account, you should contact us immediately at (503) 616-8680 or Scott.Barker@BarkerWealthManagement.com

Investment Discretion (Item 16)

This section of the brochure discloses the power we have to make trades in your account.

When you choose us to manage your accounts you will be required to grant us ongoing and continuous discretionary authority to execute our investment recommendations within your account held at the custodian. Specifically, you will authorize us to purchase and sell securities and instruments in your account(s), arrange for delivery and payment in connection with the foregoing, and act on your behalf in all matters necessary or incidental to the handling of the account, including monitoring of your assets, all without requiring your prior approval of each specific transaction. Except for direct deductions of its advisory fees or where you explicitly authorize otherwise, Barker Wealth Management will not be permitted to initiate transfers of funds in or out of client accounts. Our discretionary management of your account will be conducted in strict accordance with your investment objectives and suitability. There are no restrictions upon the securities that may be purchased, sold, or held in your account unless you provide these restrictions to us in writing.

Financial planning and consulting services are non-discretionary in nature. The client retains the sole discretion to accept or reject any of our recommendations, in whole or in part, and is responsible for the implementation of any recommended investments (including the selection of service providers in connection therewith) and for their ongoing monitoring.

Voting Client Securities (Item 17)

This section of the brochure explains our proxy voting policy and your ability to get proxy voting information from us.

Barker Wealth Management will not vote proxies (or advise you on how to vote proxies) for securities held in your investment account. Your account custodian or transfer agent will send proxy statements directly to you unless otherwise directed by the client and agreed to by the Advisor in writing. If the investment account is for a pension or other employee benefit plan governed by ERISA, you direct us not to vote proxies for securities held in the account, because the right to vote such proxies is expressly reserved for you or your plan fiduciary, not Barker Wealth Management.

Financial Information (Item 18)

This section of the brochure is where investment advisors must make certain additional financial disclosures depending on the nature of their advisory practices, services, and fees.

Barker Wealth Management does not require or solicit prepayment of more than $1,200 in fees per client, six months or more in advance.

Advisors who have discretionary authority over client accounts, like Barker Wealth Management, are required to disclose any financial condition that is reasonably likely to impair their ability to meet contractual commitments to clients. We have no such financial condition to disclose.

Neither Barker Wealth Management, nor any of its principals, have been the subject of a bankruptcy petition at any time in the past.

Barker Wealth Management, LLC

Privacy Statement

We, like other professionals who advise on personal financial matters, are required by federal law to inform our clients of our policies regarding the privacy of client information.

In the course of providing our clients with certain advice, we may receive nonpublic personal financial information such as financial statements, account statements, and tax returns from our clients, their accountants and other representatives. All nonpublic personal information that we receive regarding our clients or former clients is held in strict confidence in accordance with our professional obligations, and is not released to people outside Barker Wealth Management, except with your consent, as required by law, or to explain our actions to professional organizations that we are members of. We may share certain information with third parties who assist us in providing our services to you (such as administrative and client service functions) or marketing services, as permitted by law, subject to the obligation of these third parties not to use or disclose such information for any other purpose.

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and, in some cases, to comply with professional guidelines. In order to guard your nonpublic personal information from unauthorized disclosure, we maintain physical, electronic, and procedural safeguards.