

### Introduction

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Winter & Associates, Inc. is registered as an investment adviser with the U.S. Securities and Exchange Commission. Investment Advisory Services and Brokerage 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 [www.investor.gov/CRS](http://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

### What investment services and advice can you provide me?

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We offer investment advisory services to retail and institutional clients. **Accounts:** We service retail non-qualified and qualified accounts as well as all manner of institutional accounts. **Investments:** We use mutual funds, exchange traded funds, stocks, and bonds to construct portfolios. **Monitoring:** We monitor portfolios and securities in accounts on an ongoing basis. We also meet with you at least annually depending on your needs. **Investment Authority:** We provide our services on a perpetual discretionary and nondiscretionary basis as requested. We execute investment recommendations and specific transactions, in accordance with your investment objectives, with or without your prior approval, based upon discretionary or nondiscretionary account management status. Our engagement will continue until you notify us otherwise in writing. **Limited Investment Offerings:** We do not make available or offer advice with respect to proprietary products nor to a strictly limited menu of products or types of investments. **Account Minimums and Other Requirements:** We require an account or relationship size minimum of \$500,000 in order for you to open an account or establish a relationship. Exceptions are made at our discretion.

For more detailed information on our relationships and services, please see Item 4 – Advisory Services and Item 7 – Types of Clients of our Form ADV Part 2A.

### 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?

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You will pay an ongoing asset-based fee. This fee will be collected at the beginning of each quarter and is calculated as a percentage of the value of the cash and investments in your account[s] that we manage. **Conflicts of Interest:** The more assets in your advisory account, the more you will pay in advisory fees, and we, therefore, have an incentive to encourage you to increase the assets in your account. **Other Fees and Costs:** In addition to our advisory fee, you will also be responsible for custodian fees, account maintenance fees, fees related to mutual funds, and other transactional fees. Clients may also pay additional fees for services such as financial planning; these services are billed separately and are charged at an hourly rate. Asset-based fees associated with the wrap fee program will include most transaction costs and fees to a broker-dealer or bank that has custody of these assets and, therefore, are higher than a typical asset-based advisory fee. Certain of our Investment Adviser Representatives also serve as insurance agents. Through their role as such they may sell, for commissions, various insurance products. Participants in our Wrap Fee Program are not subject to transaction charges for certain investment options or for financial planning.

**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.**

For more detailed information on our fees, please see Item 5 – Fees and Compensation of our Form ADV Part 2A.

**Form ADV Part 3 / Customer Relationship Summary**  
**Summary of Material Changes**  
**Winter & Associates, Inc.**  
**Effective Date: March 2025**

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**Conversation Starters**

- *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 interests ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here is an example to help you understand what this means: We will recommend that you open your account with a specific custodian, where we have an institutional relationship and receive economic benefits. However, you ultimately decide where to open your accounts. Choosing a different custodian may result in the loss of quality of service and/or ability to obtain favorable prices. We have a financial incentive to recommend that you rollover retirement plan assets into an IRA we manage; however, we seek to educate you on your options and the fees and benefits associated with each choice and then allow you to choose which you feel is in your best interest.

**Conversation Starters**

- *How might your conflicts of interest affect me, and how will you address them?*

For more detailed information on conflicts of interest, please see Item 12 – Brokerage Practices and Item 14 – Client Referrals and Other Compensation of our Form ADV Part 2A.

**How Do Your Financial Professionals Make Money?**

Our financial professionals are compensated based on an agreed upon annual salary and a percentage of revenue generated from the accounts they directly service. Employees who are also licensed insurance agents may also receive a commission on the sale of insurance products. This means financial professionals have an incentive to increase the asset size in the relationship or solicit new business.

**Do you or your financial professionals have legal or disciplinary history?**

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No. You can visit [www.investor.gov/CRS](http://www.investor.gov/CRS) for a free and simple search tool to research our firm and our financial professionals.

**Conversation Starters**

- *As a financial professional, do you have any disciplinary history? For what type of conduct?*

**Additional Information**

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You can find additional information about our investment advisory services by visiting [www.sec.gov/check-your-investment-professional](http://www.sec.gov/check-your-investment-professional) and searching with our CRD #310349 or by visiting [www.winterassoc.com/](http://www.winterassoc.com/). You can request up to date information and a copy of our client relationship summary by contacting us at [nicole@winterassoc.com](mailto:nicole@winterassoc.com) or (651) 414-5000.

**Conversation Starters**

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

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**Introduction**

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There have been no changes to this section.

**What investment services and advice can you provide me?**

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We have added that we have established an account minimum of \$500,000 in order for clients to open an account or establish a relationship. Exceptions are made at our discretion.

**What fees will I pay?**

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This section has been amended to reflect that certain of our Investment Adviser Representatives also serve as insurance agents. Through their role as such they may sell, for commissions, various insurance products.

**Do you or your financial professionals have legal or disciplinary history?**

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There have been no changes to this section.

**Additional Information**

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There have been no changes to this section.