



**Herrington Wealth Management
Corporation
IARD# 305202**

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**Form ADV Part 2A
Firm Brochure
Supplement
March 27, 2023**

This Brochure provides information about the qualifications and business practices of Herrington Wealth Management Corporation. If you have any questions about the contents of this Brochure, please contact us at 214-509-8724, or via email at info@herringtonwealth.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.

Herrington Wealth Management Corporation is a registered investment advisory firm. Registration of an investment advisory firm does not imply a particular level of skill or training.

Additional information about Herrington Wealth Management Corporation is also available on the SEC's website at

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 our Firm Brochure. This Item discusses only specific material changes that are made to this Brochure and provides our clients with a summary of such changes.

Material Changes since the Last Update

Since our last amendment March 10, 2022 Herrington Wealth Management Corporation made the following material changes to the brochures:

- No Material Changes

Full Brochure and Additional Information

Full Brochure and additional information about Herrington Wealth Management Corporation are available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with us who are registered or are required to be registered, as investment adviser representatives ("IAR").

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ITEM 4

Advisory Business

FIRM INFORMATION

Herrington Wealth Management Corporation (“Herrington Wealth,” “we,” “us,” “our”), a Corporation formed in June 26, 2019, is a registered investment advisory firm located in Frisco, TX. We have been a registered investment advisory firm since September 3, 2019.

PRINCIPAL OWNERS

Herrington Wealth is owned and controlled by Evangeline “Angie” Herrington, its Managing Director and Chief Compliance Officer.

INVESTMENT ADVISORY SERVICES

Asset Management Services:

We provide asset management services in which we manage your custodial accounts and provide you with continuous and ongoing supervision of your custodial accounts. Our services provide additional investment opportunities among stocks, bonds, mutual funds, exchange-traded funds (ETFs), Real Estate Investment Trusts (REITs), annuities, 529 plans, and additional securities. Our financial planning services are complementary if you engage our asset management services.

Financial Planning and Consulting Services:

We provide various financial planning and consulting services that find ways to help you understand your overall financial situation and help you set financial objectives. We accomplish this by helping you review your financial goals, tax planning strategies, asset allocation, risk management, retirement planning, and other areas and objectives. Generally, such financial planning and consulting services will involve preparing a financial plan or rendering a financial consultation based on your financial goals and objectives. We will summarize our services to you in a written plan which will typically include general recommendations for a course of action or specific actions to be taken by you. Implementation of the recommendations will be at your discretion. We provide our financial planning and consulting services on either a project basis or as an ongoing, comprehensive annual maintenance plan.

Employer Retirement Plan Consulting Services:

We provide advisory services to plan sponsors of employer-sponsored retirement plans for which it has been specifically engaged, in addition to supporting affiliated companies through other non-advisory services to retirement plans for corporations and other business entities as a 3(21) fiduciary. Such advisory services can include selection and/or de-selection and replacement of individual investment options pursuant to agreed investment criteria.

In choosing and monitoring investment options for employer-sponsored retirement plans, we look for reliable fund companies that have a consistent track record and steady performance. Once a fund company is identified for possible selection for a particular retirement plan product, we conduct an in-depth review of the company’s operations, funds, and personnel before determining if the company’s funds are investment options. Quantitative and qualitative factors such as regional exposure, fund management, and asset size/growth are also evaluated. The fund companies are monitored on a continuous basis at the firm level. We will assist in the construction of the portfolio

by ensuring all core asset classes are covered to offer full diversification opportunities. However, the final decision of which funds to select is up to the plan sponsor and/or consultant.

Third Party Money Management Services:

We may recommend third-party money managers ("TPMMs") to manage part or the client's entire portfolio. TPMMs may be recommended when the TPMMs' philosophy, investment strategy, and style meets the client's financial situation, investment objectives, and risk tolerance. The asset management services provided by the TPMMs, the compensation to be paid, and other terms of the relationship between the client and the TPMMs will be described in the TPMMs' disclosure documents and its managed account agreement. We will receive a portion of the investment advisory fee paid by the client to the TPMMs.

CLIENT INVESTMENT OBJECTIVES/RESTRICTIONS

Herrington Wealth offers the same suite of services to all our clients. However, specific client financial plans and their implementation are dependent upon the individual client's Investment Policy Statement which outlines a client's current financial situation such as income, net worth and risk tolerance levels. This information is essential in the development of a client-specific plan in the selection of investments that matches restrictions, needs, and targets. On a case by case basis, our clients may impose restrictions on investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent us from properly servicing the client's account, or if the restrictions would require us to deviate from our standard suite of services, we reserve the right to end the relationship. We may request additional information and documentation such as current investments, tax returns, insurance policies, and estate plan. We will discuss your investment objectives, needs, and goals, but you must inform us of any changes. Unless directed by you, we do not independently verify any information provided to us by you or your attorney, accountant or other professionals.

WRAP FEE PROGRAMS

Herrington Wealth does not participate in, recommend, or offer wrap fee programs.

ASSETS UNDER MANAGEMENT

As of December 31, 2022, Herrington Wealth managed \$ 19,844,692 in assets under management on discretionary basis only.

ITEM 5

Fees and Compensation

ANNUAL FEES FOR ADVISORY SERVICES

Herrington Wealth is compensated for providing asset management services by charging a negotiable fee based on the total assets under management. The fees and billing will be pre-determined in writing in the Investment Advisory Agreement executed by you and Herrington Wealth.

The fees charged for financial planning services are negotiable and vary depending on the complexity of the process undertaken, the types of issues addressed, the scope of services provided and the frequency with which the services are rendered. All fees are agreed upon before entering into the Financial Planning and Consulting Agreement you sign.

Fees for employer-sponsored retirement plan services are negotiated before the signing of the Employer Retirement Plan Advisory and Consulting Agreement. The agreement language includes

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the negotiated fee, which may be charged as a percentage of the total retirement plan assets and/or as a flat annual fee.

The below ranges are the standard fee ranges that are typically charged.

Asset Management Tiered Fee Schedule	
\$0 - \$1,000,000	1.00%
\$1,000,001 - \$3,000,000	0.90%
\$3,000,001 - \$5,000,000	0.80%
\$5,000,001 - \$10,000,000	0.70%
\$10,000,001+	0.60%

Asset Management Fee Schedule	
Assets Held Away	1.20%

Financial Planning and Consulting Fee Schedule	
Hourly	\$350 per hour
Fixed Fee	\$2,500 - \$50,000
Ongoing plan monitoring	\$200 - \$10,000 per month

Employer Retirement Plan Advisory and Consulting Fee Schedule	
All Plan Assets	0.50% - 1.0%
Fixed Fee	\$1,000 - \$50,000

FEE BILLING & PAYMENT

Our asset management fees are annual fees and may be negotiable. Asset management fees are paid monthly or quarterly in arrears. For payments that are due on the first day of the calendar month, the payments are calculated based on either the daily average balance the preceding month. Under the average daily balance method, each day's balance for the month is summed then divided by the number of days in the month, to compute the average daily balance. The average daily balance is then multiplied by the monthly portion of the annual fee to determine the monthly fee due. For payments that are due on the first day of the quarter, the payments are calculated based on the quarter end account's asset value multiplied by the applicable annual rate and divided by four (4). The fee for the is billed and payable within ten (10) days after the end of the prior month or quarter. We will deduct our asset management fee only when in receipt of your written authorization by executing an

investment advisory agreement permitting the fees to be paid directly from your account. We will send a copy of your invoice to the custodian at the same time that we send a copy to you. The qualified custodian will deliver an account statement to you at least quarterly which will show all disbursements from your account. We urge you to review all statements for accuracy. Your account at the custodian may also be charged for certain additional assets managed for you by us but not held by the custodian (i.e., variable annuities, mutual funds, 401(k)s).

Financial planning and consulting fees may be assessed on an hourly basis, as a one-time project fee, or as an annual fee payable either monthly or quarterly. An estimate for total hours will be determined at the start of the relationship in order to determine whether hourly planning or a project-based plan is in Client's best interest. Hourly fees will be invoiced upon completion of the financial plan or the rendering of consulting services with a thirty (30) day written notice. For one-time projects, Client agrees to pay the total fee upon signing the Financial Planning and Consulting Agreement and the plan will be delivered within 120 days. For ongoing annual planning, Client agrees to pay a one-time initial planning fee in addition to an annual fee paid out monthly, arrears. Financial planning and consulting fees are paid via check or by direct invoicing via electronic payment processor.

Employer Retirement plan consulting fees will be billed on a monthly or quarterly basis, in arrears, at the end of each calendar quarter, due within thirty (30) days after the date of invoice, unless otherwise agreed to by the parties. The fee will either be billed directly to the plan sponsor or paid directly from the plan assets if authorized by the plan fiduciary.

In TPMM accounts, the adviser deducts the advisory fee from the client's account and then will forward a portion of the fee to our firm. We urge our clients to refer to the selected TPMM's disclosure documents for exact fees and expenses charged by each such TPMM, as well as minimum account requirements, refund, and termination provisions. A complete description of each program can be found in disclosure materials prepared by the TPMM, which we will provide to the client at the time we recommend the program.

You are responsible for all third-party fees (i.e., custodian fees, mutual fund fees, transaction fees, etc.). These fees are separate and distinct from the fees and expenses charged by Herrington Wealth.

TERMINATION OF AGREEMENT

Either party may terminate the investment advisory agreement by providing 30-day advance written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable up to and including the effective date of termination.

Notwithstanding the above, if we do not deliver the appropriate disclosure statement to you at least 48 hours prior to you entering into any written or oral advisory contract with us, then you have the right to terminate the contract without penalty within five (5) business days after entering into the contract.

OTHER EXPENSES AND FEES

The fees discussed above include payment solely for the investment advisory services provided by us and are separate to certain fees or charges that are imposed by third parties in connection with investments made on your behalf for your account. Third-party fees may include markdowns, markups, brokerage commissions, other transaction costs and/or custodial fees.

Also, all fees paid to us for asset management services are separate from the expenses charged by exchange-traded funds and mutual funds to their shareholders. These fees and expenses will be used to pay management fees for the funds, other fund expenses, account administration, and a possible distribution fee. Exchanged traded funds and mutual funds can be invested in directly by you without our services. However, you would not receive our services to assist you in determining which products or services are most suitable for your financial situation and objectives. You should review both the fees we charge and the fees charged by the fund(s) to understand the total fees to be paid fully.

OTHER COMPENSATION

Certain of our associated persons are also registered representatives of a broker-dealer and licensed insurance agents. In this capacity, the IARs may recommend securities, insurance, or other products and receive normal commissions if products are purchased through the IAR(s) in this capacity. Thus, a conflict of interest exists between the interests of these individuals and those of the advisory clients, creating an incentive for the IAR(s) to recommend products based on the compensation received rather than on a client's needs. However, clients are under no obligation to act upon any of these recommendations. Although our recommendations may include products offered by third parties, these recommendations are not limited to such products as all financial planning advice provided is of a generic nature. Clients have the option to purchase securities and insurance products recommended by the IAR through other agents not affiliated with our firm. Please refer to Item 10 of this Brochure for a more detailed explanation of how our firm handles and mitigates these conflicts of interest.

ITEM 6

Performance-Based Fees and Side-By-Side Management

We do not charge performance-based fees.

ITEM 7

Types of Clients

We provide our investment advisory services to:

- Individuals
- High Net Worth Individuals
- Pension and profit-sharing plans
- Estates or charitable organizations
- Corporations
- Other business entities

Our minimum account size requirements for opening an account with us are as follows:
Minimum AUM fee is \$2,500. Minimum account size is \$250,000.

ITEM 8

Methods of Analysis, Investment Strategies, and Risk of Loss

METHODS OF ANALYSIS

We use various methods of analysis and investment strategies including the following:

Fundamental Analysis – We evaluate economic and financial factors to determine if a security may be underpriced, overpriced or fairly priced. This method entails assessing a security by attempting to determine its intrinsic value by examining related financial, economic, and other qualitative and quantitative factors. Fundamental analysis requires an in-depth look at all factors that can affect the security's value, from macroeconomic factors (like the overall economy and industry conditions) to individually specific factors (like the financial situation and management of companies). The overall objective of performing the fundamental analysis is to determine a value that an investor can use to determine what sort of position to take with that security. This method of security analysis is contrary to technical analysis. Fundamental analysis involves using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

Modern Portfolio Theory - Modern portfolio theory (MPT) is a risk-averse theory that involves the construction of portfolios to maximize and optimize expected return based on a given level of market risk, emphasizing that risk is an inherent part of higher reward. According to the theory, it's possible to construct an "efficient frontier" of optimal portfolios offering the maximum possible expected return for a given level of risk.

INVESTMENT STRATEGIES

When formulating investment advice or managing client assets, we will use the following investment strategies. There are inherent risks associated with each of these strategies.

Long-Term Strategy - A long-term strategy may not take advantage of short-term gains or may experience more volatility over the life of the portfolio.

Your accounts are managed separately with your underlying investment strategies, restrictions, or investment limitations defined within the investment management agreement.

POTENTIAL RISKS

Investing involves different levels of risk that can result in loss of any profits and/or principal you have not realized. We manage your account in a manner consistent with your pre-determined risk tolerance and suitability profile. However, we cannot guarantee that our efforts will be successful. Investing in securities involves the risk of loss clients should be prepared to bear.

Investing involves the assumption of risk including:

Financial Risk: which is the risk that the companies we recommend to you perform poorly, which affect the price of your investment.

Market Risk: which is the risk that the stock market will decline, decreasing the value of the securities we recommend to you with it.

Inflation Risk: which is the risk that the rate of price increases in the economy deteriorates the returns associated with the stock.

Political and Governmental Risk: which is the risk that the value of your investment will be affected by the introduction of new laws or regulations.

Interest Rate Risk: which is the risk that the value of the investments we recommend to you will fall if interest rates rise.

Call Risk: which is the risk that your investment will be called or purchased back from you when conditions are favorable to the bond issuer and unfavorable to you.

Default Risk: which is the risk that issuer is unable to pay the contractual interest or principal on the investment promptly or at all.

Manager Risk: which is the risk that an actively managed mutual fund's investment adviser will fail to execute the fund's stated investment strategy.

Industry Risk: which is the risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry, decreasing the value of mutual funds that are significantly invested in that industry.

ITEM 9

Disciplinary Information

As of the date of this brochure, we have not been subject to any disciplinary, legal, or regulatory events related to past or present investment clients. There has been no disciplinary, legal, or regulatory events related to us or any of our management persons.

ITEM 10

Other Financial Activities and Affiliations

FINANCIAL INDUSTRY ACTIVITIES

Herrington Wealth is not registered as a securities broker-dealer, future commission merchant, commodity pool operator, or commodity trading advisor.

AFFILIATIONS

Certain associates of the firm are also registered representatives, licensed to sell securities. As a registered representative of an unaffiliated broker-dealer, he or she may earn additional compensation in the form of commissions for the sale of general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and a variable annuity to investment advisory clients. As such, your IAR may suggest that you implement investment advice by purchasing securities products through a commission-based account introduced through our unaffiliated broker-dealer in addition to an investment advisory account. In the event that you elect to purchase these products through our unaffiliated broker-dealer, your investment adviser, in the capacity as a registered representative, and our unaffiliated broker-dealer will receive the standard and customary commission compensation in connection with the particular product purchased.

Certain associates of the firm are also insurance agents licensed to sell insurance products. A conflict of interest exists in that these services pay a commission which conflicts with the IAR's fiduciary duties. Herrington Wealth does not require its IARs to encourage clients to implement investment advice through our insurance product recommendations. Clients have the right to implement

insurance product recommendations through the insurance agency and agent of their choice. We require that all IARs disclose this conflict of interest when such recommendations are made. We also require IARs to disclose that the client has the right to purchase recommended products from individuals not affiliated with us.

SELECTION OF OTHER INVESTMENT ADVISERS

We may recommend or select TPMMs for our clients and receive compensation from the third-party via a fee share; thus, a material conflict of interest exists between our interests, and those of our clients in that Herrington Wealth has an incentive to direct clients to TPMMs that provide us with a larger fee split. Herrington Wealth will always act in the best interest of our clients when making recommendations or selecting TPMMs. The client always has the right to decide whether to act on our recommendations and whether to utilize the services of the recommended TPMM. The client always has the right to utilize the professional of his or her choice. All TPMMs will be properly licensed and registered as investment advisers in the proper jurisdictions. The fees shared will not exceed any limit imposed by any regulatory agency.

ITEM 11

Code of Ethics, Participation in Client Transactions and Personal Trading

CODE OF ETHICS

Herrington Wealth has developed a code of ethics that will apply to all of our supervised persons. We and our IARs must act in a fiduciary capacity when providing investment advisory services to you. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Herrington Wealth has a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle of our code of ethics, which also covers our insider trading, and personal securities transactions policies and procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will acknowledge that they have read, understand and agree to comply with our Code of Ethics.

Our Code of Ethics is available to clients and prospective clients upon request.

RECOMMENDATIONS INVOLVING A MATERIAL FINANCIAL INTEREST

Neither we nor any related person recommend to clients, or buys or sells for clients' accounts, securities in which we or a related person has a material financial interest.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

There may be instances where an IAR will recommend to investment advisory clients or prospective clients the purchase or sale of securities in which an IAR, its affiliates or other clients may also have a position or interest. Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis. Generally, in such circumstances, the affiliated and client accounts will share execution costs equally. Completed trade orders will be allocated according to the instructions from the initial trade order. Partially filled trade orders will be allocated on a pro-rata basis. Any exceptions will be explained in the trade order.

PERSONAL TRADING

Employees are permitted to have personal securities accounts as long as personal investing practices are in line with fiduciary standards and regulatory requirements, and do not conflict with their duty to Herrington Wealth and our clients. Herrington Wealth monitors and controls personal trading through pre-approval of all personal securities transactions or blackout periods imposed upon employees trading in the same securities as Herrington Wealth. We forbid any officer or employee, either personally or on behalf of others, to trade on material, nonpublic information or to communicate such information to others in violation of the law.

ITEM 12 Brokerage Practices

Herrington Wealth currently has arrangements with Charles Schwab & Co. ("Schwab"), American Funds/Capital Group ("American Funds"), Lincoln Financial Group ("Lincoln") and SEI Private Trust Company ("SEI"). Schwab, American Funds, Lincoln and SEI are the unaffiliated qualified custodians whereby Herrington Wealth would suggest your custody your accounts. Schwab, American Funds, Lincoln and SEI are independent SEC-registered broker-dealers and members of FINRA and SIPC.

As a fiduciary, we are obligated to seek out the best execution of client transactions for that accounts that we manage. In general, the execution of securities transactions is at a total cost or proceeds in each transaction and are the most favorable under the circumstances. However, we do not limit the best execution to the lowest available price. Additional factors are taken into consideration when determining the arrangement and services in the selection of a broker-dealer or qualified custodian. Our review consists of reviewing the commission and fee structures of various broker-dealers, research platform, and execution services. Accordingly, while we do consider competitive rates, we do not necessarily obtain the lowest possible commission rates for account transactions. Therefore, the overall services provided by unaffiliated broker-dealers and qualified custodians are evaluated to determine the best execution. You may pay trade execution charges and higher commissions through the trading platforms approved by us than through platforms that have not been approved by us.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

We do not receive soft dollar benefits from broker-dealers.

BROKERAGE FOR CLIENT REFERRALS

We do not receive client referrals from broker-dealers.

DIRECTED BROKERAGE

Clients will be permitted to select any broker-dealer of their choosing. In these situations, we may be unable to achieve most favorable execution for client transactions. Directing brokerage may cost clients more money in that the client may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

TRADE AGGREGATION

We attempt to allocate trade executions in the most equitable manner possible, taking into consideration current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation. We may aggregate orders in order to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among our clients' differences in prices and commission or other transaction costs. In aggregated orders, transactions will be price-averaged and allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day.

ITEM 15 Review of Accounts

PERIODIC REVIEWS

We review asset management and retirement plan accounts no less than annually. These accounts will be reviewed by Angie Herrington. Accounts are reviewed to evaluate asset allocation, investment strategy and objectives, cash balance, and performance as well as the general economic outlook and current investment trends.

Financial plans created utilizing our ongoing financial planning services will be reviewed monthly or quarterly by Angie Herrington, Managing Director. Project-based financial planning clients are provided a one-time plan or consulting session and receive no additional reviews unless a new financial planning and consulting agreement is executed.

REVIEW TRIGGERS

We conduct periodic reviews to evaluate current market, economic and political events and how these may affect client accounts. Additional reviews may be triggered by these events or by events in the client's financial or personal status.

REGULAR REPORTS

Clients are urged to review the monthly statements provided by their custodian and notify us of any differences. Clients are encouraged to phone or email us as often as they deem necessary to receive information regarding the investment tactics and strategies being followed.

Financial plans created utilizing our ongoing financial planning services will receive status updates and/or reports during their plan reviews. Project-based financial planning and consulting clients are provided a one-time written financial plan concerning their financial situation. After the presentation of the plan, there are no further reports.

Employer Retirement plan clients may create and/or review the plan's Investment Policy Statement ("IPS"). The plan client may also receive quarterly written reports evaluating the performance of the plan's investments as well as comparing the performance thereof to benchmarks set forth in the IPS or as otherwise determined in our judgment. The information used to generate the reports will be derived from statements provided by the plan fiduciary or third party. This review will include a quantitative and qualitative analysis of investment selections included within the plan and provide third-party commentary on investment options whenever available.

ITEM 16 Client Referrals and Other Compensation

We may occasionally pay a referral fee to third party solicitors. However, no fee is paid unless we have a signed and executed solicitor agreement. You must sign a disclosure form that contains the details of the referral agreement. Our fiduciary duties still apply to referral relationships, and we must put the interest of our clients first and see the best execution of securities transactions on behalf of our clients.

We have an arrangement with a Third Party Money Manager ("TPMM"), SEI Investments Management Corporation ("SIMC"), and we receive advisory fees on the accounts using the service they provide to our clients (see advisory fee schedule in Item 5). This compensation arrangement has been formalized in an agreement and is disclosed to our clients.

Please see Item 12 Brokerage Practices for information regarding benefits we receive from our custodian.

ITEM 17

Custody

We are deemed to have custody of client funds and securities due to our ability to deduct management fees from clients' accounts. We will not take physical custody of clients' funds and will not assign or transfer trading authorization to another advisor. Clients will receive account statements from the qualified custodian(s) holding their funds and securities at least quarterly. The custodian's account statements will indicate the amount of our advisory fees deducted from the clients' account(s) each billing period. These statements should be carefully reviewed by the client for accuracy. Item 5 – Fees and Compensation has additional information regarding our ability to deduct management fees from clients' accounts.

ITEM 18

Investment Discretion

DISCRETIONARY AUTHORITY FOR TRADING

If you are participating in our asset management services, upon receiving your written authorization via our executed investment advisory agreement, we will maintain trading authorization over your designated account and may also implement trades on a discretionary basis.

When discretionary authority is granted, we will have the limited authority to determine the type of securities to be purchased, sold or exchanged and a number of securities that can be bought, sold or exchanged for your portfolio without obtaining your consent for each transaction.

If you do not grant this limited investment discretion, your IAR will be required to contact you and get affirmation regarding our investment recommendations such as the security being recommended, the number of shares, whether the security should be bought or sold before implementing changes in your account.

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, it is critical that you respond promptly. If we do not receive a response to our request immediately, the timing of trade implementation may lead to an adverse impact where we may not achieve the optimal trading price.

On a case by case basis, you may place reasonable restrictions on the types of investments that may be purchased or sold in your account so long as the restrictions are explicitly set forth or included as an attachment to the investment advisory agreement.

ITEM 19 Voting Client Securities

We do not have the authority to vote proxies as it pertains to the issuers of securities held in your account. The responsibility for voting your securities places increased liability to us and does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting your securities.

Therefore, you are responsible for voting all proxies for securities held in accounts managed by us. Typically, our qualified custodian will forward you your proxy information. Although we do not vote your proxies, you can contact us if you have a question about a particular proxy.

ITEM 20 Financial Information

We are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

We are currently not in, nor have been historically in a financially precarious situation or the subject of a bankruptcy petition.

ITEM 21 Requirements for State-Registered Advisers

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE OF PRINCIPAL OFFICERS

Please see the brochure supplement supplied as Part 2B.

OTHER BUSINESS ACTIVITIES OF PRINCIPAL OFFICER

Please see the brochure supplement supplied as Part 2B.

PERFORMANCE-BASED FEES

Herrington Wealth's IARs do not currently charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

DISCIPLINARY INFORMATION

Herrington Wealth's IARs are not subject to any arbitration claim or found liable in a civil, self-regulatory, or administrative proceeding.

MATERIAL RELATIONSHIPS WITH ISSUERS OF SECURITIES

Neither Herrington Wealth nor its IARs has any relationship or arrangement with issuers of securities.

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By signing below I acknowledge that I received Herrington Wealth Management's ADV Part 2A.

Client's Signature

Date

Client's Name (Print)

Co-client's Signature

Date

Co-client's Name (Print)