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Coastal Wealth Management, LP

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Houston, TX 77056

(713) 621-9898

www.coastal-wealth.com

March 30, 2011

This Brochure provides information about the qualifications and business practices of Coastal Wealth Management, LP “ADVISED”. If you have any questions about the contents of this Brochure, please contact us at (713) 621-9898 and/or kirk@coastal-wealth.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.

Coastal Wealth Management, LP is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Coastal Wealth Management, LP also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 30, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Wm. Kirk Zickler, Chief Compliance Officer and manager of the general partner of Coastal Wealth Management, LP, at (713) 621-9898 or kirk@coastal-wealth.com. Our Brochure is also available on our web site www.coastal-wealth.com, also free of charge.

Additional information about Coastal Wealth Management is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with ADVISER who are registered, or are required to be registered, as investment adviser representatives of ADVISER.

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Item 4 – Advisory Business

Coastal Wealth Management, LP (“Coastal Wealth”), is a limited partnership formed under the laws of the State of Texas in 2004. The owners of Coastal Wealth are Kirk Zickler and Wilka Toppins. This narrative provides Clients with information regarding Coastal Wealth and the qualifications, business practices, and nature of advisory services that should be considered before becoming a Client of Coastal Wealth.

Please contact Kirk Zickler, Chief Compliance Officer and manager of the general partner of Coastal Wealth, if you have any questions about this narrative. Additional information about Coastal Wealth is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Coastal Wealth is 131939. The firm's services and fee arrangements are described below.

Coastal Wealth provides personalized investment supervisory services on a discretionary basis to managed accounts (the “Managed Account(s)”), along with two private pooled investment vehicles, Coastal Opportunities Fund, LP, a Texas limited partnership (the “Domestic Fund”), and Coastal Foreign Opportunities Fund, Ltd., a Cayman Islands exempted company (the “Offshore Fund”) (collectively, the Domestic Fund and the Offshore Fund are referred to as the “Funds”, and collectively, the Managed Accounts and the Funds are referred to as “a Client” or “Clients”).

The individual Managed Accounts may include high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, partnerships and corporations. The limited partners and shareholders in the Funds may include high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, partnerships and corporations.

Individuals associated with Coastal Wealth will provide the investment advisory services. These individuals are appropriately licensed, qualified, and authorized to provide advisory services on behalf of Coastal Wealth. Such individuals are known as Investment Advisory Representatives (IARs).

Coastal Wealth provides 100% discretionary portfolio management services where the investment advice provided is custom tailored to meet the needs and investment objectives of the Clients. Subject to any written guidelines, which each Client may provide, Coastal Wealth will be granted discretion and authority to manage the account. Accordingly, Coastal Wealth is authorized to perform various functions, at the Client's expense, without further approval from the Client. Such functions include the determination of securities to

be purchased/sold, the amount of securities to be purchased/sold, the broker or dealer to be used, and the commission rates to be paid. Once the portfolio is constructed, Coastal Wealth provides continuous supervision and re-optimization of the portfolio as changes in market conditions and Client circumstances may require. As of March 1, 2011 Coastal Wealth manages approximately \$5,800,000 in client assets.

Types of Investments

Coastal Wealth reserves the right to advise Clients on any other type of investment that it deems appropriate based on the Clients' stated goals and objectives. Coastal Wealth may also provide advice on any type of investment held in a Client's portfolio at the inception of the advisory relationship.

Education and Business Standards

Associated persons of Coastal Wealth that are involved in determining or giving investment advice to Clients must meet all examination or experience requirements of the state(s) and/or jurisdictions(s) in which the individual provides advisory services. Currently, Coastal Wealth is registered to provide services in the State of Texas.

Education and Business Background

William Kirk Zickler
Year of Birth: 1959

Formal Education After High School:

- Texas A&M University, BS Civil Engineering, 1983
- University of Houston, 1979

Business Background Previous Five Years:

- Coastal Wealth Management, LP, Manager, 6/2004 - Present
- Rocky Mountain Private Wealth Management LLC, Advisory Associate, 1/2004 - 12/2005.
- Zickler Interests, Inc., Real Estate Consultant, 12/2003 - 12/1995

Wilka Varela Toppins
Year of Birth: 1966

Formal Education After High School:

- University of Massachusetts, BA Political Science, 1987 *Cum Laude*
- Tulane Law School, Juris Doctor, 1990 *Cum Laude*

Business Background Previous Five Years:

- Law Office of Wilka Varela Toppins, Houston, TX, Principal Attorney 9/2009 – Present
- Coastal Wealth Management, LP, Member, 9/2007 - Present
- Macy's, Cincinnati, OH, Vice President, Diversity Strategies, 12/2007 – 9/2009
- Toppins Law Firm, Houston, TX, Principal Attorney 9/2004 -12/2007
- Wiley, Rein and Fielding, LLP, Washington D.C., Special Counsel 1/2003 – 2/2004

Item 5 – Fees and Compensation

Managed Accounts

The Management Fee and Performance Fee charge to the Managed Accounts, and the Management Fees and Performance Allocation charged to the Funds, are calculated as described below and are not charged on the basis of a share of capital gains or capital appreciation (SEC Rule 205(a)(1)).

With regard to Managed Accounts, advice offered by Coastal Wealth may involve investments in mutual funds. Clients are hereby advised that all fees paid to Coastal Wealth for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, there may be transaction charges involved with purchasing or selling of securities. Coastal Wealth does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the Client funds or securities. When possible, Coastal Wealth endeavors to use “no load” and low load mutual funds. The Client should review all fees charged by mutual funds, Coastal Wealth, and others to fully understand the total amount of fees to be paid by the Client.

Although Coastal Wealth believes its advisory fees are competitive, total fees exceeding 3% of assets under management could be considered excessive. Comparable services may be obtained from other sources at a lower price.

Managed Accounts

The annual fee for portfolio management services is billed quarterly in arrears based on the average market value of the assets on the last day of the month for each of the three months of the preceding quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter. Services or payment of fees will be made by the qualified, independent custodian holding the Clients' funds and securities. On an annualized basis, Coastal Wealth's fees for portfolio management services, subject to negotiation, are based on the following tiered fee schedule:

Assets Under Management as of March 2011	Annualized Fee
Up to \$100,000	2.25%
\$100,001-500,000	2.00%
\$500,001-1,000,000	1.75%
Over \$1,000,000	1.50%

The specific manner in which fees are charged by ADVISER is established in a client's written agreement with ADVISER. Clients may elect to be billed directly for fees or to authorize ADVISER to directly debit fees from client accounts. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

ADVISER's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to ADVISER's fee, and ADVISER shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that ADVISER considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Item 6 – Performance-Based Fees and Side-By-Side Management

In some cases, ADVISER has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. ADVISER will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, ADVISER shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for ADVISER to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. ADVISER has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Fees for advisory services for accredited investors may be based on the performance of the assets under management in compliance with the provisions of Rule 205-3 under the Investment Advisors Act of 1940. The base fee is generally 1% but may vary depending on the performance fee schedule selected. The performance-based fees for Coastal Wealth are generally billed quarterly in arrears. Coastal Wealth's performance-based fees for portfolio management services, subject to negotiation, are based on one of the following tiered fee schedules:

Performance Based Management Fees*	
Base Fee	Performance Fee
1.00%	10%
0.50%	15%
0.00%	25%

*Performance Fee is based on net profits with a “High Water Mark” applied to all applicable accounts.

Performance based fees are payable quarterly in arrears and will be debited directly from the capital account of the Client. This fee paying arrangement will in no way create a constructive custody situation, as the Client provides written authorization permitting Coastal Wealth to be paid directly from the its capital account held by a qualified and independent custodian. Additionally, the custodian will send a statement directly to the

Client, at least quarterly, that indicates all amounts disbursed from the account, including the amount of the advisory fees paid directly to the firm.

In Coastal Wealth's discretion, the firm may allow accounts of members of the same household to be aggregated for purposes of determining the advisory fee and meeting the account minimum. Coastal Wealth may allow such aggregation, for example, where the firm services accounts on behalf of minor children of current Clients, individual and joint accounts for a spouse, and other types of related accounts. This consolidation practice is designed to allow client(s) the benefit of an increased asset total which could potentially cause the account(s) to be assessed a reduced advisory fee based on the breakpoints available in Coastal Wealth's fee schedule as stated above.

Domestic Fund

For its services to the Domestic Fund, Coastal Wealth is entitled to management fees ("Management Fees") at an annual rate of 2% of each limited partner's capital account balance, payable monthly in advance. The General Partner of the Domestic Fund is Coastal Opportunities GP, LP, a Texas limited partnership. For the General Partner's services to the Domestic Fund, it is entitled to an annual performance-based profit allocation ("Performance Allocation") at the end of each year of 10% of the Domestic Fund's annual net profits attributable to a limited partner, but only to the extent that such profits exceed any losses carried forward from prior years, based on a "high water mark" formula. Generally, net profit includes unrealized appreciation or depreciation of the Domestic Fund's assets.

A limited partner is permitted to make withdrawals on 45 days' prior notice at the close of each calendar month occurring at least 6 months after the date that such limited partner contributed the capital to be withdrawn.

Offshore Fund

For its services to the Offshore Fund, Coastal Wealth is entitled to Management Fees at an annual rate of 2% of the Offshore Fund's net asset value, calculated and payable monthly in advance. Coastal Wealth, as the Investment Manager for the Offshore Fund, is entitled to a Performance Allocation at the end of each year of 10% of the Offshore Fund's annual net profits attributable to a shareholder, but only to the extent that such profits exceed any losses carried forward from prior years, based on a "high water mark" formula. Generally, net profit includes unrealized appreciation or depreciation of the Offshore Fund's assets.

Shares held by an investor for a minimum of 6 months are generally redeemable at net asset value as of the close of business as of the last business day of each calendar month upon 45 days' prior written notice.

Generally fees for the Funds are not negotiable, however, Coastal Wealth may enter into different fee arrangements with certain shareholders based upon the actual or anticipated size of the relationship.

Item 7 – Types of Clients

ADVISER provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, registered mutual funds, private investment funds, trust programs, and other U.S. and international institutions.

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

ALL INVESTING INVOLVES RISK. CLIENTS SHOULD BE PREPARED TO BEAR SUCH RISK WHICH MAY RESULT IN THE LOSS OF YOUR INVESTMENT CAPITAL. COASTAL WEALTH SEEKS TO PRESERVE CAPITAL IN CLIENT ACCOUNTS WHICH MAY RESULT IN FREQUENT TRADING ACTIVITY.

Each account is designed and managed to match the particular investment needs of each client. Some may emphasize equity growth in taxable or tax-deferred accounts, while others may be constructed to generate taxable or tax-free income. Factors such as years to retirement, taxable exposure, income, risk tolerance, probable rate of return, and total asset allocation are considered. Particular attention is given to the probabilities and uncertainties of predicting future risks and returns from historical data in order to assure that expectations and allocations are reasonable and prudent.

Coastal Wealth is familiar with estate, tax, real estate, and insurance matters, and incorporates them into its investment strategy but strongly recommends that these specialties be handled in conjunction with appropriate, personally chosen professionals.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of ADVISER or the integrity of ADVISER's management. ADVISER has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Coastal Wealth is affiliated with Coastal Opportunities Fund, LP and Coastal Wealth Trading, LP, both Texas limited partnerships, and Coastal Foreign Opportunities Fund, Ltd., a Cayman Islands exempted company.

Members of Coastal Wealth are also affiliated with The Law Office of Wilka Varela Toppins which is a single member company registered in the State of Texas. The Law Office does not specialize in securities related matters.

Item 11 – Code of Ethics

ADVISER has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at ADVISER must acknowledge the terms of the Code of Ethics annually, or as amended.

ADVISER anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which ADVISER has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which ADVISER, its affiliates and/or clients, directly or indirectly, have a position of interest. ADVISER's employees and persons associated with ADVISER are required to follow ADVISER's Code of Ethics. Subject to satisfying this policy and applicable

laws, officers, directors and employees of ADVISER and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for ADVISER's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of ADVISER will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of ADVISER's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between ADVISER and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with ADVISER's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. ADVISER will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Coastal Wealth, or individuals associated with Coastal Wealth, may buy or sell, for their personal account(s), investment products identical to those recommended to Clients. It is the expressed policy of Coastal Wealth that no person employed by the firm may purchase or sell any security prior to a transaction being implemented for an advisory account, and, therefore, preventing such employees from benefiting from any transaction(s) placed on behalf of advisory accounts.

As these situations may represent a conflict of interest, Coastal Wealth has established the following restrictions in order to ensure its fiduciary responsibilities:

- Associated persons, or their immediate family members, shall not buy or sell securities for their personal portfolio(s) where their decision is derived, in whole or in part, by reason of the associated person's employment, unless the information is also available to the investing public on reasonable inquiry. No associated person of the firm shall prefer his or her own interest to that of the advisory client.

- Records will be maintained of all securities bought or sold by the firm, associated persons of the firm, and related entities. Kirk Zickler, or a qualified representative of Coastal Wealth, will review these records on a regular basis.
- The firm requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
- Any individual not in observance of the above may be subject to termination.

It is further noted that Coastal Wealth is in, and shall continue to be in, compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, Coastal Wealth has adopted a firm-wide policy statement setting out insider trading compliance by the firm, its associated persons, and other employees. This statement has been distributed to all associated persons and other employees of Coastal Wealth, and has been signed and dated by each such person. A copy of such firm-wide policy is left with each associated person, and the original is maintained in a master file. Further, Coastal Wealth has adopted a written supervisory procedures statement highlighting the steps that shall be taken to implement the firm-wide policy.

ADVISER's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Wm. Kirk Zickler, Chief Compliance Officer.

Item 12 – Brokerage Practices

Coastal Wealth does not accept “soft dollar” benefits

Investment or Brokerage Discretion

Generally, Clients grant Coastal Wealth discretion over the selection and amount of securities to be bought or sold, the broker or dealer to be used, and the commission rates to be paid for their account without obtaining their prior consent or approval. However, Coastal Wealth's investment authority may be subject to specified investment objectives, guidelines, and/or conditions imposed by the Client. For example, a Client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry. Clients may amend these limitations as required. Such amendments must be submitted in writing.

Suggestion of Brokers

Coastal Wealth may suggest that a Client in need of brokerage and custodial services utilize Ceros Financial Services. Ceros Financial Services is an unaffiliated SEC-registered broker-

dealer and NASD member. Ceros Financial Services offers to independent investment advisors like Coastal Wealth's services which include custody of securities, trade execution, clearance and settlement of transactions.

Coastal Wealth believes that Ceros Financial Services provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, the broker's reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.

With regard to Managed Accounts, Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as Coastal Wealth recommends. With regard to the Funds, Coastal Wealth will use Ceros Financial Services or determine the broker with best execution.

In selecting a broker dealer based on discretionary authority, Coastal Wealth will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, and other services.

Item 13 - Review of Accounts

Client accounts are monitored on a continuous basis with a formal review conducted at least quarterly. Kirk Zickler, Portfolio Manager, or another qualified representative of the Coastal Wealth Management, LP (the "Adviser"), conducts the review. Triggering factors that stimulate the review of an account included, but are not limited to, changes in economic conditions, known changes in the client's financial situation, deposits or withdrawals from the account, and the client's request for an additional review.

The Adviser will provide clients with account statements as part of its quarterly billing statement. Additionally, clients will receive statements directly from their account custodian(s) at least quarterly.

Item 14 – Client Referrals and Other Compensation

Non-employee (outside) consultants, who are directly responsible for bringing a Client to Coastal Wealth, may receive compensation from the firm. Such agreements will comply with the requirements set out in Rule 206(4)-3 of the Investment Advisers Act of 1940, including the requirement that the relationship between the solicitor and the investment adviser be disclosed to the client at the time of the solicitation or referral. Under these arrangements, the Client does not pay higher fees than Coastal Wealth's normal/typical advisory fees.

Item 15 – Custody

Coastal Wealth shall never have custody of any Client funds or securities, as the services of a qualified and independent custodian such as Ceros Financial Services will be suggested.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. ADVISER urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Generally, Clients grant Coastal Wealth discretion over the selection and amount of securities to be bought or sold, the broker or dealer to be used, and the commission rates to be paid for their account without obtaining their prior consent or approval. However, Coastal Wealth's investment authority may be subject to specified investment objectives, guidelines, and/or conditions imposed by the Client. For example, a Client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry. Clients may amend these limitations as required. Such amendments must be submitted in writing.

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, ADVISER does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. ADVISER may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about ADVISER's financial condition. ADVISER has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Associated persons of Coastal Wealth that are involved in determining or giving investment advice to Clients must meet all examination or experience requirements of the state(s) and/or jurisdictions(s) in which the individual provides advisory services. Currently, Coastal Wealth is registered to provide services in the State of Texas.

Members of Coastal Wealth include Wm. Kirk Zickler, Manager and Wilka Varela Toppins, Member.

Members of Coastal Wealth are also affiliated with The Law Office of Wilka Varela Toppins which is a single member company registered in the State of Texas. The Law Office does not specialize in securities related matters.