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**March 10, 2011**  
**Brochure/ADV Part 2A**

This brochure provides information about the qualifications and business practices of Womack Investment Advisers, Inc. If you have any questions about the contents of this brochure, please contact us at 405-340-1717. 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. Womack Investment Advisers, Inc. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Womack Investment Advisers, Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for is Womack Investment Advisers, Inc. 118081.

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## MATERIAL CHANGES

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This is our initial filing of what we regard as the “New Part 2” of our Form ADV. As a result, this document, dated March 10, 2011, is completely new. We developed this document in response to new requirements adopted and imposed on investment advisers by the Securities and Exchange Commission and state securities departments. As a result, this document is substantially different from our previous Form ADV Part II dated June, 2010, and includes disclosures not specifically required by the previous Form ADV Part II.

This document should be considered materially new although you may recognize that some of the disclosures are similar to our previous Form ADV Part II dated June, 2010. New disclosures in this document include those items previously not requested, such as:

- A discussion of our investment philosophy and investment strategy
- Disclosure of any disciplinary information
- Disclosure of material conflicts that may exist
- Disclosure of our policy on voting securities
- Disclosure of financial information concerning Womack Investment Advisers, Inc.

In addition, this new Form ADV Part 2A eliminates the check-the-box questions from pages one through six of the previous Form ADV Part II.

In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Compliance Officer, Greg Womack at (405) 340-1717, [greg@womackadvisers.com](mailto:greg@womackadvisers.com)

We encourage you to read this document in its entirety.

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## **ADVISORY BUSINESS**

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This Disclosure document is being offered to you by Womack Investment Advisers, Inc. ("WIA") in connection with the investment advisory services we provide. It discloses information about the services we provide and the manner in which we provide them to you, the Client.

WIA is a fee-based investment management firm located in Edmond, Oklahoma specializing in designing, implementing and managing investments for individuals and small businesses. The firm was established in January, 2000 and is owned 100% by Greg Womack

### **Investment Management and Supervision Services**

WIA offers discretionary investment management and investment supervisory services for a fee based on a percentage of each client's assets under management. These services include investment analysis, allocation of investments, quarterly portfolio statements and ongoing monitoring services for the portfolio.

WIA determines your portfolio composition based on your needs, portfolio restrictions, if any, your financial goals and risk tolerances. We will work with you to obtain necessary information regarding your financial condition, investment objectives, liquidity requirements, risk tolerance, time horizons, and any restrictions on investing. This enables us to determine the portfolio best suited for your investment objective and needs.

In performing our services, we are not required to verify any information received from you or from other professionals. If you request, we may recommend and/or engage the services of other professionals for implementation purposes. You are under no obligation to engage the services of any recommended professional.

Once we have designed the types of investments to be included in your portfolio, and allocated them, we will provide ongoing portfolio review and management services. This approach requires us to review the portfolios on a frequent basis or as market conditions dictate. We will rebalance the portfolio, as we deem appropriate on a discretionary basis, to meet your financial objectives.

In all cases, you have a direct and beneficial interest in your securities, rather than an undivided interest in a pool of securities. You will have the ability to leave standing instructions with us to refrain from investing in particular industries or invest in limited amounts of securities.

## **Financial Planning and Wealth Management Services**

Our Financial Planning services establish Client's objectives by collecting data, reviewing Clients' financial information, and producing a financial report. We prepare a report which may include specific recommendations to purchase, hold or sell securities. We may prepare more extensive financial plans, which may include but are not limited to, recommendations with respect to cash flow, asset allocation, insurance analysis, education funding, retirement planning, estate planning, or business retirement planning. Financial Planning may also be of a more limited nature, focusing on a specific area of a client's finances.

Upon completion and delivery of the report, you are free to implement the plan through whomever you so choose. Should you wish to engage WIA to implement securities recommendations, certain IARs of the Firm are licensed to transact securities business, and as such, may receive commissions for those transactions. Any commissions earned are separate and distinct from the advisory fees paid to us for the financial planning services rendered. If IAR's who are also registered representatives receive commissions for commissionable products, we typically do not charge investment advisory fees.

## **Platinum Services**

For clients who desire ongoing help to keep track of their overall planning and wealth management, the following services are available as part of our **Platinum Services**:

- Analysis of estate plan and needs
- Consultation with legal counsel and/or tax professionals
- Regular reports and meetings to review estate holdings and status
- Personalized client web site to help keep track of various investments and progress
- Documents scanned to personal electronic vault and available upon demand
- Monitoring of assets including third-party managers

## **Institutional Consulting Services**

WIA provides consulting services primarily to other investment advisers. Services may include, but are not limited to, advice and recommendations on specific securities, such as ETFs, stocks and closed-end mutual funds, call and put options trading, instructions on how to place trades and reviews of open orders and/or suggestions on current positions on previously placed trades. Advisers are responsible for the implementation of advice and/or recommendations.

### **Third Party Money Managers “TPM”**

Selected Third Party Managers (TPM) ("Managers") are evaluated by WIA for Client use. TPM services may include assisting Clients in identifying their investment objectives and matching personal and financial data with a select list of Managers that meet the TPM minimum quantitative and qualitative criteria. The intent of this service is to have a selected list of high quality and recognizable third party investment management firms from which you select one or more Managers to handle the day-to-day management of your account(s). Following recommendations by WIA, you will have final authority to select a Manager. We may assist you in completing appropriate Managers documents. Following selection of a Manager, WIA will approve the appropriateness of the selected Manager.

Managers selected for use by Clients under our TPM program need to meet several quantitative and qualitative criteria established by WIA. Among the criteria that may be considered are the manager's experience, assets under management, performance record, Client retention, the level of Client services provided, investment style, buy and sell disciplines, capitalization level, and the general investment process. Prior to selection, all Managers are interviewed by a member of our Firm. To qualify for the TPM, you must have a profile that matches the Manager's stated objectives.

A Manager relationship may be terminated at your request or at our discretion. We may at any time terminate the relationship with a Manager that manages your assets. We will provide notifications to Clients that have invested with any Manager that we terminated the relationship. We will not conduct on-going supervisory reviews following such termination.

Factors involved in the termination of a Manager may include a failure to adhere to management style or your objectives, a material change in the professional staff of the Manager, unexplained poor performance, and dispersions of Client account performance or our decision to no longer include the Manager on its list of approved Managers.

You are advised and should understand that:

- A Manager's past performance is no guarantee of future results;
- There is a certain market and/or interest rate risk which may adversely affect any Manager's objectives and strategies, and could cause a loss in a Client's account(s); and
- Client risk parameters or comparative index selections provided to GBIM are guidelines only and there is no guarantee that they will be met or not be exceeded.

All accounts are managed by the selected Manager and WIA does not have any discretionary trading authority with respect to such accounts. Information collected by us regarding TPM Managers is believed to be reliable and accurate but we do not necessarily independently review or verify it on all occasions. All performance reporting will be the responsibility of the respective Manager. Such performance reports will be provided directly to you and WIA. We do not audit or verify that these results are

calculated on a uniform or consistent basis as provided by a Manager directly to us or through the consulting service utilized by the Manager.

### **Consulting**

Clients can also receive investment advice on a more limited basis. This may include advice on one or more isolated area or areas of concern such as limited partnerships in cable television, oil/gas, leasing, venture capital, real estate investment trusts, and debt related real estate offerings. You may also arrange for advice of a financial nature, not specifically related to securities. Additionally, we may provide advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, real estate, and/or annuity advice.

WIA may provide insurance analysis for Clients. This review includes a review of your existing insurance policies, and recommendations on what type of policy is needed to achieve your insurance objectives.

### **Other Services**

Certain of our Investment Adviser Representatives (“IARs”) are permitted to perform percentage based evaluation services. Such evaluations are generally as of a specific point in time and may not provide for constant monitoring. However, individuals may arrange for ongoing investment advisory or financial planning services including ongoing evaluations, consultations and/or record maintenance.

### **Assets Under Management**

As of December 31, 2010, WIA manages \$57,851,698 million in Client assets on a discretionary basis, with a total of 425 accounts and 169 households

## FEES AND COMPENSATION

### Investment Management and Supervision Services

Our fee includes compensation for the advisory and consulting services provided by WIA, trade entry and other account-related services. The fees for accounts are based on an annual percentage of assets under management. The fees are applied to the account asset value on a pro-rated basis, billed quarterly in advance. The initial fee will be based upon the date the account is accepted for management by execution of the investment advisory contract and the transfer of assets through the last day of the current calendar quarter. A potential mid-quarter fee for additions and withdrawals is reviewed at the end of each month. A determination will be made whether to withdrawal prorated management fees or to wait for the next quarterly billing. Thereafter, the fee is based on the market value of the account on the last day of the previous calendar quarter and will cover the period from the first day of the calendar quarter through the last day of the calendar quarter. The market value is determined by the Custodian. Fees are assessed on all assets under management, including securities, cash and money market balances. Margin and/or debit balances do not reduce the value of assets under management. Cash withdrawals from accounts greater than \$10,000 may receive a credit to the next month's billing, or applied as a fee offset for next billing cycle.

Fees may vary based on the size of the account, complexity of the portfolio, extent of activity in the account or other reasons agreed upon by WIA and the Client. Fees will generally follow the schedule of assets under management outlined below. In certain circumstances, fees may be negotiated.

All WIA CORE Model and WIA Specialty Model Portfolios advisory fees are paid quarterly in advance, and are as follows:

First \$250,000	1.5% annually
Next \$750,000	1.25% annually
Over \$1,000,000	0.65% annually

You authorize us to debit your account quarterly for our fee. Either party, upon written notice from the terminating party to the other party, may terminate the agreement. If the Client agreement is terminated prior to the last day of the calendar quarter, a prorated portion of the fee paid for that quarter based on the number of days remaining would be refunded to you.

At our discretion, we may allow accounts of members of the same household to be aggregated for purposes of determining the advisory fee. We may allow such aggregation, for example, where we service 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 you 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 our fee schedule.

The independent qualified custodian holding your funds and securities will debit your account directly for our advisory fees. In our Client agreement, you will provide written authorization permitting the fees to be paid directly from your account held by the qualified custodian. We will not have access to your funds for payment of fees without your written consent. Further, the qualified custodian agrees to deliver an account statement at least quarterly directly to you indicating all the amounts disbursed from the account including the amount of advisory fees. You are encouraged to review your account statements for accuracy. WIA will have on-line access to the statement that is delivered to you.

If you close your account within the first calendar year after it is opened, you agree to pay an administrative fee (the "Administrative Fee") to defray initial account setup and administrative costs. The Administration Fee is \$250. If your account is closed after the first calendar year has elapsed, no Administration Fee will apply, and you will be entitled to a pro-rata refund of the prepaid Portfolio Management Fee for the applicable quarter based on the number of days remaining in the quarter after termination. The Administration Fee may be waived for Clients transferring to certain other managed asset programs approved by WIA.

#### SEPARATELY MANAGED ACCOUNT PROGRAM

For Clients who desire to have individual securities, including stocks, options, and other securities managed by us, a Separately Managed Account Program (SMAP) is available. The advisory fees for the Separately Managed Account Program (SMAP) are paid quarterly in advance as follows:

First million	2.25% annually
Next two million	1.75% annually
Over three million	1.00% annually

The fees for SMAP's are based on an annual percentage of assets under management. The fees are applied to the account asset value on a pro-rated basis, billed quarterly in advance. The initial fee will be based upon the date the account is accepted for management by execution of the investment advisory contract and the transfer of assets through the last day of the current calendar quarter. Thereafter, the fee will be based on the market value of the account on the last day of the previous calendar quarter and will cover the period from the first day of the calendar quarter through the last day of the calendar quarter. The market value is determined by the Custodian.

Any transaction fees charged by the custodian to the Client are separate and distinct from the advisory fees charged by WIA. WIA does not receive compensation from these "transaction" or trading fees charged by the custodian.

WIA may invest a portion of your assets in mutual funds, exchange traded funds (ETFs) or variable annuities. All these products may charge an investment management fee on your assets invested in these securities. Therefore, you may pay two levels of fees for the management of your assets, one directly to WIA and one indirectly to the managers of the mutual funds, ETFs or variable annuities held in your portfolios.

### **Financial Planning and Wealth Management Services**

The fees for the Wealth Management Services may be as low as .25% and up to 1.00% of assets under management with a minimum payment amount of \$750 for specified services. All fees are agreed upon prior to entering into a contract with you.

The fees for Wealth Management Services may be reduced or waived if you place assets for WIA to manage within one of our stated investment advisory models or other approved third party management plan.

Financial Planning fees are negotiable and may be paid prior to the initiation and completion of the report or fees may be paid as services are performed. Typically, fees for financial planning are established as an hourly rate from \$100 to \$500 depending upon the experience of the individual investment adviser representative (“IAR”), sophistication and complexity of the plan and services rendered. Under such arrangement, an initial estimated fee of time necessary to complete the analysis and/or services will be agreed upon between you and WIA. Should any additional hours be warranted, you will be notified and an invoice will be sent to you for the additional hours billed.

Financial Planning and Wealth Management Services agreements terminate at the time the services are delivered and provided. If the agreement is terminated prior to the completion of the project, any pre-paid fees received by us will be returned to you on a pro rata basis.

### **Platinum Services**

Fees for the **Platinum Services** will vary depending upon the size and complexity of the estate and the services performed. Fees generally range from 0.25% of the estate value up to 1% annually, and are calculated and charged quarterly in advance. A flat fee may also be negotiated. Clients who hire WIA to manage their investments and meet minimum investment levels, may receive a reduced fee or not be charged a fee for the **Platinum Services**.

Either WIA or you may terminate the management agreement, upon 30 day written notice to the other party. The Platinum Service fee will be pro-rated to the date of termination, for the quarter in which the cancellation notice was given, and any unearned fees will be refunded to you. Upon termination, you are responsible for monitoring the securities in your account, and we will have no further obligation to act or advise with respect to those assets.

### **Institutional Consulting Services**

Fees for Institutional Consulting Services are typically charged as a percentage of the amount of assets under advisement or may be negotiated as a fixed fee. The fees, the payment structure and the termination clause are disclosed in a customized negotiated agreement.

### **Third Party Money Managers**

**TPM Fees:** Fees are outlined in each respective Manager's Brochure and Advisory Contract. WIA will be paid an on-going fee based upon a percentage of your assets under management with respect to each Manager. In some cases, the TPM's fees may be reduced, and WIA will charge an advisory fee to monitor your account with the Managers. In this scenario, WIA will not receive a portion of the Manager fees. You will receive a copy of the Manager's Form ADV, which discloses their fees. We may negotiate each fee with the Manager. WIA has a potential **conflict of interest** to recommend selections of management style and Managers that would result in higher advisory fees paid to us. We will make all recommendations independent of such fee consideration and based solely on its obligations to consider your objectives and needs. The minimum account size will vary from Manager to Manager. All such minimums will be disclosed in the respective Manager's Brochure. WIA may have the ability to negotiate such minimums. You may terminate your relationship in accordance with the respective Managers' disclosure documents. Pre-paid fees will be refunded in accordance with the respective Manager's agreement and disclosure documents.

When representatives of WIA refer Clients to other registered investment advisers, WIA will receive a portion of the fee the Client pays to the other registered investment adviser or may charge its own management fee depending on the arrangement with the TPM. WIA generally receives between 0.25 and 1% of the assets under management, depending on the type of account. If the other registered investment adviser refunds all or any part of an advisory fee to your, we refund our portion of those fees. The fees charged by other registered investment advisers and the nature of their programs will be described in the respective investment adviser's disclosure documents.

### **Consulting**

Fees charged for general consulting are either on a negotiated flat rate or an hourly rate varying between \$200 and \$750 an hour. The fee is negotiated with the Client depending on the scope of the project. The fees may be paid prior to the initiation and completion of the report or fees may be paid as services are performed. If the fees are paid prior to the initiation of the project and the project is not completed, a pro-rated refund based on the hours already devoted to the project, will be reimbursed to you. Under an hourly arrangement, an initial estimated fee of time necessary to complete the analysis and/or services will be agreed upon between you and WIA. Should any additional hours be

warranted, you will be notified and an invoice will be sent to you for the additional hours billed.

If an insurance analysis is provided, additional advisory fees may or may not be charged, depending on whether we receive compensation in the form of life insurance commissions. If we receive life insurance commissions, advisory services will not be charged. Fees will be charged only if we provide recommendations for insurance analysis and we are not the writing agent or assist the Client in obtaining life insurance products on a no-load basis. WIA will not receive any other separate fees or compensation of any kind on account of any life insurance analysis and /or recommendation provided to you.

### **Other Services**

Clients interested in portfolio evaluation services may wish to arrange a fee based on the percentage of the specified assets. Such fee is payable at the time the services are provided or in advance and, although negotiable, generally range from 0.50% - 1.95%. If the agreement is terminated prior to the conclusion of the evaluation, a pro-rated refund may be provided to you.

### **Additional Fees and Expenses:**

Fees paid to us for investment advisory services are separate from any fees and expenses charged to shareholders of mutual fund shares or mutual fund companies. A complete explanation of the expenses charged by the mutual fund is contained in each fund's prospectus.

Advisory fees payable to us do not include all the fees you will pay when we purchase or sell securities for your Account(s). The following list of fees or expenses are what you pay directly to third parties, whether a security is being purchased, sold or held in your Account(s) under our management. Brokerage commissions;

- Transaction fees;
- Exchange fees;
- SEC fees;
- Advisory fees and administrative fees charged by Mutual Funds (MF) and Exchange Traded Funds (ETFs)
- Advisory fees charged by sub-advisers (if any are used for your account);
- Custodial Fees;
- Deferred sales charges (on MF or annuities);
- Odd-Lot differentials;
- Transfer taxes;
- Wire transfer and electronic fund processing fees;
- Commissions or mark-ups / mark-downs on security transactions ;

Please refer to the “Brokerage Practices” below for discussion of WIA’s brokerage practices.

<b>PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT</b>
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This item does not apply to our business.

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## **TYPES OF CLIENTS**

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WIA provides investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

We generally impose a minimum of \$100,000 to open and maintain an advisory account. The Separately Management Account Program (SMAP) has a minimum account balance of \$250,000. However, these account minimums may be waived at our discretion if, for example, you appear to have significant potential for increasing assets under management. In addition, we may household your accounts to meet the stated minimum.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS**

The method of analysis we utilize is fundamental and technical. We gather our information for investment purposes from financial newspapers, magazines, websites, research prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC and company press releases.

We utilize the research tools and risk assessment provided through Morningstar, as well as other independent research, charting services, and mutual fund and stock research to provide support in designing the models and specific assets for each. The main goal of each portfolio is to provide efficient returns with reduced risk compared to a stated index. A risk analysis is performed to determine a portfolio's risk and return compared to a benchmark, such as the Standard & Poor's ("S&P") 500 Index.

We will rebalance our portfolios, as it is appropriate, to meet the Client's financial objectives and rebalanced back to the original allocation periodically at advisor's discretion, depending upon market conditions and other factors, within the minimum limitations set, but may occur more frequently during or after periods of unusual or extreme market volatility. Each position is evaluated on a periodic basis for its risk/return rating, changes in management or other significant events that may warrant replacement with an alternative holding.

### WIA CORE Model Portfolios

Depending on the needs and goals of our Clients, we may construct a portfolio specific to the Client based on one of the following objectives:

Conservative – emphasis on income and preservation of principal with growth potential for inflation offset.

Moderate – emphasis on modest income with growth potential.

Growth – emphasis on growth potential with limited income for diversification

Our Clients complete an Investment Risk Questionnaire to assist in determining the appropriate portfolio model. Each model is constructed in conjunction with the modern portfolio theory of asset allocation and may include the following asset classes: cash, bonds, stocks (foreign and domestic), real estate, natural resources and precious metals, commodity based funds, and other alternative strategies. Mutual funds, exchange-traded funds ("ETFs") and closed-end funds are mainly used to provide diversification for the specific asset classes used. Different asset classes and sectors are used that historically



have provided a low -correlation between the various asset classes. CORE Model Portfolios are structured for a “buy-and-hold” strategy to take advantage of time in the markets based upon the Client’s objectives, time horizon and risk tolerance.

The WIA CORE Models attempt to provide some exposure to certain assets that have possessed low correlated characteristics compared to the general stock markets, there is no guarantee that the selected investments for each Model will out-perform the general stock market, nor will it guarantee against any losses. Certain economic factors, including a prolonged downturn (“bear market”) in the U.S. and international stock markets could have a negative effect on the portfolios.

#### WIA Specialty Model Portfolios:

In addition to the WIA CORE Models, specialty portfolio models are available to Clients who meet certain risk and philosophical objectives. These specialty models include:

High Income: For investors seeking an above average income with growth potential.

Sector Growth Portfolio: For investors wanting to gain exposure to sectors within the market that have focused higher growth potential and possess high investments risk tolerance.

Socially Responsible Models: For investors seeking a portfolio in funds that screens to select or avoid investing in certain companies or industries to reflect religious, economic, political, social or personal priorities. A portfolio for “growth” investors and a “balanced” portfolio are offered in for this investment objective.

Contrarian Portfolio Models: A Growth and a Conservative model are constructed in an effort to provide consistent, total return. The use of non-correlated assets, long-short strategies and other alternative and traditional approaches are used to construct the investment mix. This buy-and-hold approach will be re-balanced periodically to take advantage of any major market swings.

Black Swan Strategy: This approach may provide opportunities to benefit during volatile market conditions that include periods of market down-trends. In addition to taking advantage of a market decline, the portfolios are constructed to take advantage of two themes: one for conditions that could cause a Strong U.S. dollar and the other for a Weak or declining U.S. dollar.

The Leader’s Portfolios: Multiple models are designed to mimic the sectors and styles of some of the premier investors and entrepreneurs of our time including; Warren Buffett, T. Boone Pickens, and Bill Gates. Holdings for each strategy are developed by reviewing the public companies of the leader’s investment fund. The strategy is updated frequently, which may be after quarterly filings, to take advantage of various “themes: and sectors held by each of the leader’s.

Other specialty models may be developed based upon the needs of the client and special circumstances or objectives.

### **Sub-Adviser Relationships**

We have entered into an agreement with CLS Investments LLC, a registered investment adviser ("CLS"). CLS will furnish WIA with investment advisory services with respect to certain designated client assets enrolling in a WIA investment service sub-advised by CLS. The assets are group, but represent a series of accounts maintained in one or more model portfolios at one or more custodians, these assets are referred to as the "CLS Allocation".

CLS shall assist WIA in managing the day-to-day investment operations of the CLS Allocation, shall determine the composition of the investments comprising the CLS Allocation, shall determine what securities and other assets of the CLS Allocation will be acquired, held, disposed of or loaned in conformity with the written investment objectives, policies and restrictions and other statements of each client comprising the CLS Allocation, or as instructed by WIA. The CLS Allocation is comprised of approximately 75% of funds that are advised or otherwise managed by CLS ("Affiliated Funds").

CLS uses an investment methodology that is a unique combination of "asset allocation" and "risk budgeting" the call "Adaptive Risk Allocation." Adaptive Risk Allocation consists of four elements: diversification, risk budgeting, relative strength, and asset class risk analysis.

Each of the four elements plays a unique role in your portfolio.

- Diversification allows CLS to take advantage of several areas of the market rather than "putting all your eggs in one basket."
- Risk Budgeting enables CLS to manage your portfolio based on your individual risk tolerance.
- Relative strength analysis helps CLS identify trends within the market whether they be up, down or flat.
- Asset Class Risk Analysis shows CLS when a trend is stretched too far and the potential for risk is increased.

By combining these elements, CLS allocates and reallocates your portfolio in an effort to help you reach your financial goals.

From time-to-time, market conditions may cause your account to vary from the established allocation. To remain consistent with the asset allocation guidelines established, your account is monitored on an ongoing basis and rebalanced at least annually to the original allocation, or if deemed beneficial, to a new allocation based on the then prevailing economic conditions and within the guidelines of the chosen investment strategy.

## **Risks**

Investing in securities involves risk of loss which Clients should be prepared to bear. Our past performance is not a guarantee of future results. Certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account.

The following is a description of the principal risks of the portfolios, which may adversely affect its total return. There are other circumstances (including additional risks that are not described here) which could prevent your portfolio from achieving its investment objective.

**Stock Market Risk** – The value of equity securities and bonds in the portfolios will fluctuate and, as a result, the value of the portfolios may decline suddenly or over a period of time.

**Managed Portfolio Risk** – The manager's investment strategies or choice of specific securities may be unsuccessful and may cause the portfolio to incur losses.

**Industry Risk** – The portfolio's investments could be concentrated within one industry or group of industries. Any factors detrimental to the performance of such industries will disproportionately impact your portfolio. Investments focused in a particular industry are subject to greater risk and are more greatly impacted by market volatility than less concentrated investments.

Legislative authorities may change tax laws in the future. Some changes may cause the Client to pay more investment related taxes.

**Non-U.S. Securities Risk** – Non-U.S. securities are subject to the risks of foreign currency fluctuations, generally higher volatility and lower liquidity than U.S. securities, less developed securities markets and economic systems and political and economic instability.

**Emerging Markets Risk** – To the extent that your portfolio invests in issuers located in emerging markets, the risk may be heightened by political changes and changes in taxation or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.

**Currency Risk** – The value of your portfolio's investments may fall as a result of changes in exchange rates.

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**DISCIPLINARY INFORMATION**

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WIA does not have any legal or other “disciplinary” events to report to you.

## OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Certain IARs of WIA are registered representatives, licensed to sell securities through First Independent Financial Services, Inc. ("FIFS"), member FINRA/SIPC. In this capacity, certain IARs of WIA are involved in the sale of securities of various types, including, but not limited to, stocks, bonds, ETFs and mutual funds. The IARs will receive normal and customary compensation because of securities transactions placed through FIFS on behalf of their Clients, including 12-1 fees. Additionally, IARs of our Firm will receive commissions on the sale of various insurance products. IARs of our Firm, in their capacity as registered representatives or insurance agents, may receive commissions as a result of insurance products sold to you. Receipt of this additional compensation in and of itself creates a conflict of interest as IARs of our Firm may have an incentive to offer products offered by FIFS or various insurance companies. We address this conflict with full disclosure of all fees to the prospective Client.

Gregory Womack is also a founder and General Partner Trinity Gold Fund, L.P., Trinity Global Growth & Income Fund, L.P. and a Managing Member of Trinity Capital Asset Advisors, LLC a registered investment adviser. Mr. Womack may receive compensation in his role as Managing Member and limited partner. WIA will not charge fees on assets that are invested in any of the Trinity Funds, since compensation to advisor comes directly from the Trinity Funds. Clients of WIA could be recommended to invest in Trinity Funds. This creates a conflict of interest. To manage the potential conflict, WIA does not charge advisory management on assets placed with Trinity.

## **CODE OF ETHICS PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

WIA employees and principal owner Gregory Womack are allowed to invest for their own accounts. In addition, they may have a financial interest in the same securities or other investments that the firm recommends or acquires for your account. They may also engage in transactions that are the same as, or different than, transactions recommended to or made for your account.

These circumstances create a potential conflict of interest. Such transactions are permitted if effected, pre-cleared and reported in compliance with our policy on personal securities transactions. We recognize the fiduciary responsibility to place your interests first and have established policies to avoid any potential conflicts of interest.

Reports of personal transactions in securities by our personnel are reviewed by the firm's Designated Principal quarterly, or more frequently if required. WIA does not, as principal, buy securities for itself from Clients, nor do we sell securities we own to any Client. Additionally, we do not act as broker or agent to effect securities transactions for compensation for any Client.

WIA has adopted a Code of Ethics that governs the firm, and its employees' behavior regarding a number of potential conflicts of interest when providing you service. This Code of Ethics is designed to ensure we meet our fiduciary obligation to you, our Client (or Prospective Client), and maintain a Culture of Compliance within our firm.

The primary purpose of our Code is to detect and prevent violations of securities laws, including our obligations we owe to you.

We distribute our Code to each employee at the time of hire, and annually thereafter (if there are changes). We provide annual training to employees to supplement the Code, and monitor employee activities on an on-going basis.

Our Code includes the following:

- Requirements for maintaining our Clients' confidentiality
- Prohibitions on:
  - Insider trading (if we are in possession of material, non-public information);
  - Rumor mongering;
  - The acceptance of gifts and entertainment that exceed our policy standards;
- Reporting of gifts and business entertainment;
- Pre-clearance of employee and firm transactions;

- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call “reportable securities” as mandated by regulation); and,
- We require all employees to re-certify their acceptance of our Code on an annual basis. This includes identifying members of their household and any account to which they have a beneficial ownership (they “own” the account or have “authority” over the account), and disclosing all securities they hold at that time, including those held in certificate form.
- Our Code does not prohibit personal trading by employees. As you may imagine, as a professional investment adviser, we follow our own advice. As a result, we may purchase or sell the same or similar securities (or securities that are suitable for an employee or related account but not suitable for any Client, including you) at the same time that we place transactions for your account and the accounts of our other Clients.

We designed the Code of Ethics to:

- protect our Clients by deterring misconduct,
- educate personnel regarding the firm’s expectations and laws governing their conduct,
- remind personnel that they are in a position of trust and must act with complete propriety at all times,
- protect the reputation of WIA,
- guard against violation of the securities laws, and
- establish procedures for personnel to follow so that WIA may determine whether their personnel are complying with the firm’s ethical principles.

You may request a complete copy of our Code of Ethics by contacting us at the address, telephone or email on the cover page of this Part 2; Attn.: Chief Compliance Officer.

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## BROKERAGE PRACTICES

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Our IARs who are registered representatives of First Independent Financial Services, Inc. (“FIFS”), may recommend FIFS for plan implementation and brokerage services. These individuals are subject to FINRA Conduct Rule 3040 that may restrict them from conducting securities transactions away from FIFS unless FIFS provides the representative with written authorization. Therefore, you are advised that such IARs may be limited to conducting securities transactions through FIFS. Implementation of the financial plan through such individuals would present a conflict of interest to the extent that associated persons of WIA receive normal and customary commissions as a registered representative of FIFS and/or licensed insurance agents resulting from any securities or insurance transactions. It may be the case that FIFS charges a higher fee for a particular type of service, such as commission rates, than can be obtained from another broker.

WIA maintains a relationship with various custodians, which acts as an independent qualified custodian for your account.

We may recommend that you establish accounts with one of these custodians, all are registered broker/dealers and member of SIPC, to maintain custody of your assets and to affect trades for your accounts. WIA is independently owned and operated and not affiliated with any of the custodians. These custodians provide us with access to its institutional trading and custody services. These services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors.

We place trades for your account subject to our duty to seek best execution and other fiduciary duties. Whenever possible we seek to aggregate (combine) trades, to achieve best execution consistently across all accounts.

You may request that we use broker-dealers other than your custodian to execute trades for accounts maintained at your custodian. However, this practice may result in additional costs to you, so we are more likely to place trades through your custodian rather than other broker-dealers. The execution quality of your custodian may be different than other broker-dealers.

For WIA Client accounts maintained in its custody, the custodians generally do not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through these custodians or that settle into the custodian’s accounts. (See Fees and Compensation for additional information regarding fees.)



### *Aggregation of Orders*

We will aggregate orders with respect to a security if such aggregation is consistent with achieving best execution for your account. When orders are aggregated, each participating account will receive the weighted average share price for all transactions in a particular security effected to fill such orders on a given business day. Transaction costs will be shared pro rata based upon each account's participation in the transaction.

Allocations of orders among Client accounts must be made in a fair and equitable manner. As a general rule, allocations among accounts with the same or similar investment objective are made pro rata based upon the size of the accounts. There is no allocation to an account or set of accounts based on account performance or the amount or structure of management fees. However, the following factors may justify an allocation that deviates from the general rule:

1. Specific allocations may be chosen based upon an account's existing positions in securities.
2. Specific allocations may be chosen because of the cash availability of one or more particular accounts.
3. Specific allocations may be chosen based on a partial fill of the block trade.
4. Specific allocations may be chosen for tax reasons.
5. Specific allocations may be chosen based on required minimum trade lot sizes for foreign securities.

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## **REVIEW OF ACCOUNTS**

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Gregory Womack, President/Chief Compliance Officer, Kenneth Culver and Ryan Butts review accounts on a quarterly basis or more frequently as necessary for their Clients. Final reviews are performed by Gregory Womack. Accounts are review for accuracy, completeness and suitability. Triggering factors that may stimulate an additional account review include, but are not limited to, a change in a family situation; (i.e. birth of a child, death of a spouse, divorce, or marriage), job loss or change, need for principal and/or income, changes in economic conditions, tax considerations, changes in your financial situation and your request for an additional review of your account. You are urged to notify us of any changes in your personal circumstances that may affect your risk tolerance or decisions we make regarding your investments.

Client statements confirmations and performance reports are furnished to you by various financial institutions with which you transact business, such as broker/dealers, investment companies, trust companies, banks, credit unions and other investment advisers. The frequency of the reports is determined by the financial institutions, however, reports are typically sent to you on a monthly, quarterly or annual basis. You will receive trade confirmations as well as monthly statements that reflect all transactions in your account directly from the account custodian.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

WIA has established a Solicitor arrangement with Kirkpatrick Bank, with branches located in Oklahoma and Colorado. This relationship creates compliance issues relative to consumer protection. The joint guidelines of regulators of the depository institution call for at a minimum both written and verbal disclosure at and prior to the time securities products are purchased or sold that such securities products:

1. Are not insured by the Federal Deposit Insurance Corporation (FDIC) or any other federal or state deposit guarantee fund or other government agency;
2. Not endorsed or guaranteed by the bank or their affiliates;
3. Are not deposits or obligations of the depository institutions and are not guaranteed by the depository institutions

WIA and its IARs shall be empowered to initiate Solicitors Agreements, subject to approval by WIA, for the purpose of paying cash finder's fees to solicitors on behalf of WIA subject to the following undertaking and disclosures:

The solicitors shall be required to execute an affirmative that he/she is not subject to any order, or SEC proceeding/order as described in Section 203(3) of the Act. Cash fees shall be paid pursuant to a written agreement to which WIA is a party (copy to be maintained WIA), which will include disclosure of any relationship between the solicitor and WIA, either directly or indirectly.

The terms of compensation paid to the solicitor by WIA, the duties performed by the solicitor are consistent with instructions from us and the provision of the Act and rules thereunder. The solicitor will provide a copy of the Form ADV Part 2A (Brochure) and a copy of the Solicitor Disclosure Document to you at the time of solicitation. The solicitor is not permitted to offer Clients any investment advice on behalf of WIA. The advisory fee charged to you will not increase as a result of compensation being shared with the solicitor.

Also, a copy of such disclosure document and Client receipt acknowledgement shall be retained as a part of our records.

If you elect to purchase insurance products through our IARs holding insurance licenses, WIA's IARs will receive normal commissions as discussed above. If you elect to utilize associated persons of WIA, in their capacity as registered representatives, for securities transactions, WIA's IARs may receive 12b-1 distribution fees from investment companies (mutual funds) in connection with the placing your funds with such companies. These commissions and fees are in addition to the investment advisory fees described in Fees and Compensation.

WIA tries at all times to put your interest first as part of our fiduciary duty. However, you should be aware that the receipt of additional compensation creates a potential conflict of interest. We will make full disclosure to you to address the conflict of interest.

As disclosed under Brokerage Practices, the custodians Utilized by WIA make available to us other products and services that benefit us but may not benefit your account. Some of these other products and services assist WIA in managing and administering your account. These include software and technology that provide access to your account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple Client accounts), provide research, pricing information and other market data, facilitate payment so our fees from your account, and assist with back-office functions, recordkeeping and Clients reporting.

Many of these services generally may be used to service all or a substantial number of our accounts. The Custodians also make available to WIA other services intended to help us manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, the custodians may make available, arrange and/or pay for these services rendered to us by third parties. The custodians may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to WIA.

While as a fiduciary, we endeavor to act in your best interest, our recommendation that you maintain your assets in accounts at these custodians may be based in part on the benefit to us or the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the custodians, which may create a potential conflict of interest.

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## **CUSTODY**

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All Client account assets are held by a qualified custodian. WIA periodically reviews Clients' custody relationships to ascertain their effectiveness, responsiveness and costs. WIA, however, is not responsible for the actions of a Client's custodian.

Clients should carefully review account statements received directly from the qualified custodian. We also urge you to compare the account statement you receive from your qualified custodian with the statements provided by us.

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## **INVESTMENT DISCRETION**

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WIA has authority to supervise and direct on an ongoing basis your investments in accordance with your investment objectives and guidelines or your written Investment Policy Statement. WIA is authorized, in its discretion and without prior consultation with you to: (1) buy, sell, exchange and otherwise trade any stocks, bonds or other securities or assets and (2) determine the amount of securities to be bought or sold and (3) place orders with the custodian.

Any limitations to such authority will be communicated by you to WIA in writing.

You may specify in writing the markets or broker dealers to execute the securities transactions directed by us. In the absence of such specification, we shall employ such broker dealers and such markets as it, in its sole discretion, shall decide.

We will not, however, employ a broker dealer affiliated with us without first disclosing the affiliation to you and obtaining your written consent. WIA shall not be liable for any act or omission of any broker dealer (other than an affiliated broker dealer employed with your written consent).

You may instruct us in writing not to effect transactions through any particular broker/dealer. Executing securities transactions through such designated broker or dealer, you may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case

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## **VOTING YOUR SECURITIES**

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WIA may accept authority to vote proxies with respect to securities owned by Clients.

We have adopted proxy voting policies and procedures with respect to securities owned by our Clients for which we have been specifically delegated voting authority and discretion, in accordance with its fiduciary duties and Securities and Exchange Commission Rule 206(4)-6 under the Investment Advisers Act of 1940, which are reasonably designed to ensure that proxies are voted in the best interest of Clients.

The guiding principle by which we vote on all matters submitted to security holders is the maximization of the ultimate economic value of your holdings. We do not permit voting decisions to be influenced in any matter that is contrary to, or dilutive of, this guiding principle. It is the policy to avoid situations where there is any material conflict of interest or perceived conflict of interest affecting the voting decisions. The Chief Investment Officer reviews and votes proxies.

It is the general policy that we vote on all matters presented to security holders in any Proxy, and these policies and procedures have been designed with that in mind. However, we reserve the right to abstain on any particular vote or otherwise withhold its vote on any matter if in the judgment of WIA, the costs associated with voting such Proxy outweigh the benefits you, or if the circumstances make such an abstention or withholding otherwise advisable and in the best interests of you, in our judgment.

Clients delegate to WIA the discretionary power to vote the securities held in their account pursuant to written agreement. WIA does not generally accept any subsequent directions on matters presented to shareholders for a vote, regardless of whether such subsequent directions are from the Client itself or a third party.

Upon request, we will provide separately to each Client (i) a copy of WIA's proxy voting policies and procedures and (ii) details as to how the firm has voted securities in your account.

<b>FINANCIAL INFORMATION</b>
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This item does not apply to our business.