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This brochure provides information about the qualification and business practices of WCM Investment Management. If you have any questions about the contents of this brochure, please contact us at (949) 380-0200, or by email at [learnmore@wcminvest.com](mailto:learnmore@wcminvest.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.

WCM Investment Management is a registered investment adviser with the Securities and Exchange Commission ("SEC"). SEC registration does not imply any certain level of skill or training. Additional information about WCM Investment Management is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

February 29, 2012

# Material Changes

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## Annual Update

WCM Investment Management is providing this information as part of our annual updating amendment which contains material changes from our last annual update. This section discusses only material changes since the last annual update which most recently occurred on 03/02/2011.

## Material Changes since the Last Update

The Securities and Exchange Commission adopted amendments to Part 2 of Form ADV effective October 2010. The newly revised Part 2 consists of Part 2A (the "Brochure") and Part 2B (the "Brochure Supplement"). Each update of the Brochure must now include a summary of all material changes since the last annual update.

This Brochure, dated February, 29, 2012, is materially different in structure and contains certain new information that our previous brochure did not require. Following is a summary of additional material changes.

In May 2011, we established a mutual fund named *WCM Investment Management Focused International Growth Fund*. Two Classes of shares are available to institutional and retail investors. For more information and a copy of the prospectus, visit [www.wcminvestfunds.com](http://www.wcminvestfunds.com).

In December 2011, we updated our Proxy Policy to adopt voting guidelines provided by Glass Lewis. For more information, see the *Proxy Voting* section of this brochure.

## Full Brochure Availability

Copies of this Brochure are available by contacting David Brewer, WCM Investment Management's Chief Compliance Officer at (949) 380-0200 or at [davidbrewer@wcminvest.com](mailto:davidbrewer@wcminvest.com).

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# Advisory Business

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## Firm Description

WCM Investment Management (“WCM” or “Firm”) is an investment advisory firm, registered with the SEC that specializes in providing innovative, equity investment advisory services. WCM was founded in 1976.

## Principal Owners

The current management team joined the organization in the mid-to-late 1980s and acquired 100% ownership of the organization in 1994. The principal owners of the firm are Kurt Winrich and Paul Black. Other key owners include James Owens, Sloane Payne and David Brewer. Together they control 97% of the company. These individuals are all employees. The remainder of the firm ownership is spread among other employees. This provides employees with a stake in the firm’s success.

## Types of Advisory Services

WCM is an investment adviser that provides asset management services on a discretionary basis in accordance with the methods described in the *Methods of Analysis, Investment Strategies and Risk of Loss* section of this Brochure.

In addition, the firm is the General Partner to the WCM Investment Management Small-Cap Value Fund LP, investment adviser to the mutual fund, WCM Focused International Growth Fund, and sub-adviser to an exchange-traded fund WCM/BNY Mellon Focused Growth ADR ETF Fund (AADR). For more information, see the *Other Financial Industry Activities and Affiliations* section.

WCM also participates as a sub-adviser in various wrap fee programs as described in the *Wrap Fee Programs* sub-section below, and acts as a non-discretionary sub-adviser by providing our investment models to a few advisers.

## Tailored Relationships

WCM’s standard services are tailored to our Client’s investment objectives. Clients may impose reasonable restrictions on investing in certain securities or types of securities. Such restrictions must be submitted to WCM in writing. Client imposed restrictions may affect WCM’s ability to implement our stated investment strategy and, therefore, investment performance may differ from other accounts managed in accordance with the unrestricted strategy.

## Wrap Fee Programs

WCM provides investment advisory services with respect to accounts in so called “wrap fee” programs sponsored by various broker-dealers, investment advisers, consultants or other organizations (“Sponsors”). In these programs, Clients of the Sponsor generally receive a package of services, which may include any or all of the following: discretionary investment management, trade execution, account

custody, performance monitoring and manager evaluation. Sponsors typically: (1) assist Clients in defining their investment objectives based on information provided by the Clients; (2) determine whether the given wrap fee arrangement is suitable for each Client; (3) aid in the selection and monitoring of investment advisers (whether WCM or another adviser) to manage accounts (or a portion of account assets); and (4) periodically contact Clients to ascertain whether there have been any changes in Clients' financial circumstances or objectives that warrant changes in the arrangement or the manner in which Clients' assets are managed. Client information is generally channeled to WCM through the program Sponsor and WCM relies on the Sponsor to forward current and accurate Client information on a timely basis to assist in the day-to-day management of wrap accounts. Under certain programs, a Client may contact WCM directly concerning his or her account. WCM offers its discretionary investment advisory services under a number of these programs which are described in more detail below.

Wrap fee programs come in many different forms. In some, the Client has a contract only with the Sponsor and the discretionary manager enters into a sub-advisory contract with the Sponsor to provide discretionary investment advisory services to the Sponsor's Clients. In these programs, WCM is paid by the Sponsor and receives a portion of the wrap fee collected by the Sponsor. In other programs, the Client has a contract with both the Sponsor and with the discretionary adviser. In these programs, WCM generally uses its standard investment advisory agreement and Clients usually pay the standard WCM investment advisory fee schedule, although fees and account minimums may, under certain circumstances, be negotiable. In broker-dealer sponsored wrap programs, the Client's contract with the Sponsor may be charged either as an asset-based fee or transaction-based fees (i.e. commissions), but WCM currently participates only in asset-based wrap fee programs. A typical account minimum for these programs is \$100,000 and the wrap fee charged by the Sponsor ranges between 1.25% and 2.25%.

In evaluating wrap fee arrangements, a Client should consider a number of factors. Wrap fee arrangements may not be suitable for any given Client. Suitability depends on a number of factors, including the applicable wrap fee, account size, anticipated account trading activity, the Client's financial needs, circumstances and objectives, and the value of the various services provided. In some instances, these services may be obtained at a lower aggregate cost if purchased separately.

Although WCM is typically responsible for directing trades to brokers or dealers that it believes are capable of providing best execution, trades for asset-based wrap fee accounts which cover trades executed by a broker-dealer Sponsor are generally executed by the Sponsor so that the Client is not charged commissions on the trades, as would be the case if the trades were directed to other broker-dealers for execution. Even where another broker-dealer quotes a more favorable price than that quoted by the Sponsor in a given trade, that lower price, along with the added commission, may on balance be less favorable to the Client than the Sponsor's higher quoted price. Broker-dealer Sponsors providing execution services under a wrap fee are responsible for providing best price and execution for Client trades.

Also, for asset-based wrap fees which cover trades executed by a broker-dealer Sponsor, Clients may be charged both commissions on trades executed by other broker-dealers, and "mark-ups" and "mark-

downs” on trades effected by the Sponsor or another dealer as principal, as well as odd-lot differentials, transfer taxes, handling charges, exchange fees, offering concessions and related fees for purchases of unit investment trusts, mutual funds and other public offerings of securities, and other charges imposed by law with regard to transactions in Client accounts. Because Sponsors receive no commissions from trades affected on an agency basis, Sponsors may have an incentive to affect trades as principal in order to obtain “mark-ups” and “mark-downs.” Asset-based fees may be considered by the Internal Revenue Service as an investment expense, rather than a transaction charge, which may result in less favorable tax treatment for certain investors. (Clients should consult with their professional tax advisers concerning the effect of this tax treatment on their individual circumstances).

See the *Brokerage Practices: Wrap Fee Programs* section of this brochure for additional information.

## Client Assets

As of January 31, 2012, WCM managed \$1,357 million assets on a discretionary basis and \$33 million assets on a non-discretionary basis.

# Fees and Compensation

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WCM charges advisory fees based on the value of Client assets managed. Valuation of securities follows WCM’s *Valuation Policy* described in the below procedures:

1. A security listed on a national securities exchange or national market is valued at its last sale price on its principal exchange or market on each valuation date, or if no sales occurred on such day, at the mean between the “bid” and “asked” prices on such day. Such prices are obtained from WCM’s third party pricing sources, primarily FT Interactive (IDC), followed by Telemet and Bloomberg.
2. A security without an active trading market is assigned a fair value based on the Global Investment Performance Standards recommended valuation hierarchy:
  - i. Objective, observable quoted market prices for similar investments in active markets. If not available or appropriate, then investments are to be valued using;
  - ii. Quoted prices for identical or similar investments in markets that are not active (markets in which there are few transactions for the investment, the prices are not current, or price quotations vary substantially over time and/or between market makers). If not available or appropriate, then investments are valued based on;
  - iii. Market-based inputs, other than quoted prices that are observable for the investment. If not available or appropriate, then investments are valued based on; Subjective unobservable inputs for the investment where markets are not active at



the measurement date. Unobservable inputs are only used to measure the fair value to the extent that observable inputs and prices are not available or appropriate. Unobservable inputs reflect WCM's own assumptions about the assumptions that market participants would use in pricing the investment and are developed based on the best information available under the circumstances.

## Private Accounts

Private account fees are generally payable quarterly in advance, and calculated based on the value of an account's assets on the last business day of each calendar quarter. If an account commences or terminates on a date other than the first or last business day of a billing period, the fee is prorated based upon the portion of the billing period in which WCM provided services. All unearned, pre-paid fees will be refunded upon account termination. Assets of related accounts such as family or business relationship may, at WCM's discretion, be aggregated for purposes of calculating the applicable advisory fee. Private account Client agreements may be terminated at any time by either party, for any reason upon written notice.

When fees are paid in advance and a significant Client deposit or withdrawal occurs, fees may be adjusted, as specified in a Client Investment Management Agreement. A significant deposit or withdrawal is typically defined as a capital flow in excess of 25%. An adjustment is calculated based on the amount of the deposit or withdrawal applied to the fee schedule and prorated for the portion of the calendar quarter in which WCM provided services. Such adjustments are generally applied in the subsequent billing period.

WCM's standard fee schedules for private accounts are as follows:

**Objective: Focused Growth International, Quality Global Growth**

\$3 million and over	1.00%
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**Objective: Small Cap Value**

\$3 million and over	1.50%
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**Objective: High Quality Intermediate**

\$3 to \$10 million	0.50%
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Next \$40 million	0.35%
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Remaining assets	0.25%
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Objective: **Other WCM Strategies**

\$3 to \$10 million	1.00%
Next \$15 million	0.75%
Next \$25 million	0.65%
Remaining assets	0.50%

Management fees are negotiable. To the extent that fees are negotiable, some Clients may pay more or less than other Clients for the same management services, depending, for example, on account inception date, number of related investment accounts or total assets under management. WCM may also, in its sole discretion, charge lower management fees or waive account minimums based on certain criteria (i.e. historical relationship, related accounts, account composition, anticipated future earning capacity, anticipated future additional assets, accounts referred to adviser by another professional, etc.). We may charge lower fees for accounts managed through wrap-fee programs or pursuant to other consulting or referral arrangements in which broker-dealers, investment advisers, trust companies and other providers of financial services typically provide Clients with services that complement or supplement our services. Fees for such accounts vary depending on the nature of the arrangement and other circumstances. Additionally, fee reductions or waivers are available to WCM personnel and their family members.

Clients may either choose to pay management fees themselves or, with Client authorization, management fees may be automatically deducted quarterly from Client accounts by billing their custodians. Either way, Clients receive an invoice detailing the management fee calculation.

Clients may be charged fees in addition to the advisory fee paid WCM. This can include brokerage commissions and other custodian fees. Please refer to the section entitled *Brokerage Practices* for more information.

To the extent that Client assets may be invested in shares of non-WCM-related investment companies (e.g., mutual funds, ETFs), these assets are included in calculating the value of an account for purposes of computing WCM's fees, and are also subject to additional advisory and other fees and expenses as set forth in the prospectuses or offering memoranda of those investment companies which are paid by the investment companies but ultimately borne by investors. For Client assets invested in WCM-related investment companies for reasons other than tax-loss selling, and for which WCM serves as the adviser or sub-adviser, these assets are excluded in calculating the value of an account for purposes of computing WCM's fees.

## **Mutual Fund**

WCM's Investment Adviser Representatives ("IARs") are licensed as agents with a mutual fund distributor. In such capacity, the IARs will discuss and offer WCM-managed mutual funds to institutional clients and investment consultants. This practice may present a conflict of interest and as it could give our IARs an incentive to recommend investment products based on the compensation received, rather than on a client's needs. Suitability reviews serve to confirm that a client's account is properly matched

with their investment objectives. Additionally Clients have the option to purchase investment products that are recommended through other brokers or agents that are not affiliated with us.

Fees for the mutual fund are described in its Prospectus. Fees are paid directly from the fund. Fees include Management Fees (paid to WCM) and “Other expenses (including shareholder service fee)”. The fund also pays brokerage commissions and other transaction or fund-related expenses out of the fund. The fund also charges a redemption fee if redeemed within 30 days of purchase. See *Prospectus* for all fee details. As discussed above, the value of the mutual fund is excluded from the value of the assets for the calculation of the management fees, when a client account holds the mutual fund for reasons other than tax-loss selling.

## Private Fund Fees

Fees for the private fund are described in its Private Placement Memorandum (“PPM”). Investors are generally charged an advisory fee, payable quarterly, based upon the average assets under management in the capital account of each investor on the first of each month or quarter. The private fund also pays brokerage commissions and other transaction or fund-related expenses out of their own assets under management.

The General Partner will not pay an advisory fee on its capital account and advisory fees may be altered, reduced or waived with respect to investors who are affiliates of the General Partner or those deemed to involve a significant or strategic relationship. Thus, different investors may pay different management fees. The private fund may also maintain multiple class structures with differing fees paid by each class.

As General Partner, WCM may directly access the capital accounts of the private fund. WCM will comply with the requirements of the Custody Rule with regard to its access to the private fund’s capital accounts.

Investors in the private fund generally have redemption rights, subject to the discretion of the General Partner and certain limitations. Redemptions may generally be made monthly with 15 business days’ advance written notice, but may be subject to “gates” on the amount or percentage of any such redemption based on the total amount of redemptions requested during any given redemption period, at the sole discretion of the General Partner.

Specific procedures and restrictions apply to withdrawals and terminations, as described in the private fund’s PPM. The General Partner, in its sole discretion, may impose minimum redemption amounts and require the maintenance of a minimum capital account size in the event of a partial withdrawal. The General Partner may also, in its sole discretion, require an investor to redeem all or part of its interest in the private fund upon provision of reasonable notice, or without such notice if necessary to ensure that the private fund remains in compliance with applicable law. In certain circumstances, such redemptions may be imposed retroactively.

WCM’s advisory agreement with the private fund is generally coterminous with the private fund. To the extent that an advisory agreement between WCM and the private fund terminates, the private fund will generally be liquidated.

# Performance-Based Fees

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Performance-based fees are based on a percentage of the capital appreciation of the assets in a fund or account. WCM does not charge any Client a performance-based fee.

## Types of Clients

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### Description

WCM generally provides discretionary “investment advisory services” to individuals, institutional Clients (such as pension and profit sharing plans, business entities, charitable organizations, foundations, endowments, trusts and public funds), mutual funds and a privately placed pooled investment vehicle (“private fund”) organized as limited partnership (collectively, “Clients”).

Private *accounts* are managed in accordance with the investment objectives set by the Client. However, the private *fund* and mutual funds are managed only in accordance with each fund’s objectives and is not tailored to any particular fund investor (each an “Fund Investor”). Since WCM does not provide individualized advice to Fund Investors, they should consider whether a particular fund meets their investment objectives and risk tolerance prior to investing. Information about each fund can be found in its Prospectus and offering documents, including its confidential private placement memorandum (“PPM”). This disclosure brochure is designed solely to provide information about WCM and should not be considered to be an offer of interest in the WCM private fund.

### Account Minimums

WCM’s minimum account size is \$3 million. Minimums are sometimes waived depending on the circumstances. It is not required that a minimum be maintained as a condition of continued management. Minimum investment requirements for the private and/or mutual funds are set forth in each fund’s respective Private Offering Memorandum or Prospectus.

# Methods of Analysis, Investment Strategies and Risk of Loss

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## Types of Investments

At the highest level, our investment philosophy rests on four timeless principles in support of our overall goal of providing significant, long-term excess return (“alpha”) over appropriate benchmarks:

1. **Differentiation:** we believe that to outperform a benchmark, a portfolio has to be meaningfully different than the benchmark;
2. **Simplicity:** regardless of approach, we think that unnecessary complication ultimately detracts from returns;
3. **Culture:** we believe that successful investing includes an element of gifted ability, so we strive to foster a firm culture that attracts and keeps gifted investors, including a commitment to keep the firm simple, and thus relatively small; and
4. **Temperament:** we think that temperament—which includes discipline, patience, the ability to look through the short term to the long term—is a necessary ingredient in the recipe for long-term excess return.

Our firm’s overall vision embraces multiple and, on the surface, disparate strategies, each run by gifted, passionate investors because, unlike most mid-sized investment firms, we are not defined by a philosophical allegiance to a single investment style or asset class. Therefore, we manage various portfolios, including fundamental equity strategies, quantitative equity strategies, and fundamental fixed-income strategies. A significant benefit ensues since we encourage collaboration and debate between the teams responsible for those strategies. That is, by fostering an atmosphere of inquiry and intellectual rigor, we ensure that investment results are not constrained by the arbitrary orthodoxy that defines traditional methodologies (e.g., “growth” or “value”).

## Methods of Analysis

WCM employs two distinct approaches to equity security analysis.

For the group of strategies loosely referred to as “fundamental”, such as *Focused Growth International*, we utilize a bottom-up, pure fundamental method of analysis that emphasizes outstanding long-horizon growth prospects, strong competitive advantages that continue strengthening, and company cultures conducive to both attracting and keeping the best people. Valuation is an important factor in this analysis method, but predominantly in impacting portfolio position size. These strategies focus on different capitalization ranges (e.g., large-cap, all-cap) and different geographical scopes (e.g., international, global).

For the group of strategies loosely referred to as “quant”, such as *Small-Cap Value*, we employ a screen-based, quantitative approach that is refined with a basic qualitative overlay. These strategies also focus on different capitalization ranges (e.g., small-cap, mid-cap) and different geographical scopes (e.g., U.S. domestic, international), as well as having slight variations in emphasis (e.g., value, core).

WCM employs one method of analysis for fixed-income strategies, such as *High-Quality Intermediate*. This methodology focuses on relative value among fixed income types (e.g., government, corporate), and reward/risk ratios along the maturity spectrum (e.g., short, intermediate). The methodology is characterized by four key checkpoints: value along the yield curve, value in portfolio structure, value among sectors, and value in specific issues.

## Investment Strategies

As noted, equity investment strategies at WCM can be generally categorized as either fundamental or quant.

The philosophical underpinnings for our fundamental strategies, such as *Focused Growth International*, comprise three key elements, and three supportive elements:

### 1) Thematic Tailwind

Based on the clear historical evidence that great wealth creation is the result of identifying big-picture, long-term trends, we want to own companies that benefit from some kind of significant and sustainable “tailwind.” Examples include global trade, outsourcing, demographics, or growing middle classes worldwide. When analyzing a business for potential investment, it is critical that we identify one or more thematic tailwinds on which that company can capitalize. In the alternative, we avoid companies that face headwinds, such as regulated profitability (e.g., utilities) or low-returns plus high cap-ex (e.g., airlines).

### 2) Economic Moat

We require each prospective company to possess a durable and, importantly, improving competitive advantage, which we term an “economic moat.” Examples include economies of scale, a low-cost provider advantage, legal or regulatory advantages, or sticky relationships with customers. We spend most of our time analyzing and assessing a company’s competitive advantage and its directional change. If a business is found lacking here, all other analysis is irrelevant.

### 3) Company Culture

We are unusual in that we consider—and even emphasize—the qualitative elements of the business. In particular, we view as extremely important the corporate culture, including (but certainly not limited to) the strength, quality and trustworthiness of management. A primary goal of any company should be to attract and retain quality people. In our view, the culture is what foundationally enables the success or failure of a business. We think this is what separates the great businesses from the mere good ones.

#### **4) Focus on Best Ideas**

Since our objective is to significantly outperform the relevant benchmark over an extended period of time, we employ a focused approach. We believe exceptional returns can only be achieved by structuring a portfolio distinct from the benchmark, so we limit the portfolio to no more than 30 positions. Said positively, we would rather own a lot of a good company than a little bit of an average one. Said negatively, we refuse to dilute the portfolio with inferior ideas.

#### **5) Reasonable valuation**

Not all “growth” managers share our conviction that long-term outperformance is enhanced by serious consideration of valuation, whether at purchase or in management of portfolio position sizes. Our catchphrase is that *“we want to own great companies at fair prices.”* So that we can legitimately determine the “fair price”, or intrinsic value, of a company, we insist on simple-to-understand businesses, with low-or-no debt and with predictable free cash flow generation. Otherwise, we argue, your valuation work is not worth the paper upon which it is printed. Furthermore, since we agree with Mark Twain’s observation that *“it’s tough to make predictions, especially about the future,”* we employ scenario analysis (encompassing worst, nominal, and best case estimates of the future) so that we envision a range of intrinsic values rather than deceiving ourselves with unwarranted precision. All of this helps us to assess the “margin of safety” and supports our emphasis on downside protection.

#### **6) Temperament**

The longer we are in this investment business, the more convinced we become that temperament is what sets the great investors apart from the pack. Temperament is that attitude or approach to investing that includes discipline, patience, the ability to look through the short term to the long term, the ability to *“buy when others are despondently selling and sell when others are greedily buying,”* as Templeton used to say, and the ability to stay rational when all your emotions are screaming at you to be otherwise. We think temperament is an oft-overlooked yet important “edge” an investor can have.

The philosophical underpinnings for our quant strategies, such as *Small-Cap Value*, comprise four key elements:

##### **1) Predominantly Quantitative**

We believe a predominantly quantitative process that corrals unbridled subjectivity will increase the likelihood that past results can be replicated indefinitely. Each of the different segments of the investable equity universe (e.g., small, large, domestic, international) will contain several under-followed and, in many more cases, mispriced securities. We believe these pricing inefficiencies can be exploited through a systematic and disciplined process.

This is the approach we use to achieve our primary goal: to outperform the relevant market benchmark while substantially reducing portfolio volatility. Portfolio investment restrictions are intentionally broad but designed, in aggregate, to control the various risks (discussed in more detail below). Each of our quant processes begins with a series of quantitative screens to identify the most attractive stocks within each respective universe. The selection universe is defined for each different strategy based on factors like market capitalization (e.g., small, mid, large) and/or geographical distribution (e.g., domestic, international, global).

## **2) Elegantly Simple**

We believe, and can cite substantial evidential support, that simpler quantitative models, focused on the right factors, capture a comprehensive depiction of value and quality that is inherently robust and that provides excellent prospects for long-term outperformance. In our *Value* strategies, we use a six-factor model that is primarily valuation ratios, but also includes EPS revision trends, consistency of earnings and relative price strength as criteria that, we believe, help avoid “value traps.” In our *Core* strategies we employ a two-factor model focusing on above-average returns on invested capital (ROIC) and attractive price levels relative to profitability, both absolutely and in reference to the market and peer businesses.

## **3) Pragmatic, Not Dogmatic**

Our quantitative strategies borrow substantially from methods traditionally employed by “growth” investors, yet remain constrained by strict valuation disciplines. This provides a competitive advantage over most “growth” and “value” managers who are often hemmed in by the dogma of their growth/value orientation. This pragmatic bent also manifests in portfolio construction, where sector and industry analysis are important elements. Such analysis is largely determined by the industry and sector concentration revealed in the highest ranked groups of our quantitative screens. We emphasize that we do not make top-down “macro” calls for portfolio tilts.

## **4) Just Enough Qualitative Judgment**

A “blind”, backward-looking quantitative process, while advantageous in terms of corraling subjectivity, can also have drawbacks, such as potentially increased volatility, or missing an easily identifiable forward-looking red flag. It is in this sense that, even though our methodologies are grounded in bottom-up approaches, we believe qualitative considerations add additional value. Those companies surviving the quantitative screens are subjected to more intense traditional research analysis, with particular attention to the balance sheet. We look for companies with conservative, easily understood financial structure and a large cushion of tangible assets relative to the stock price. In addition to an attractive and financially sound company, we look intently for a catalyst which may cause the stock price to move quickly to its intrinsic value. Roughly 70% of our resources are devoted to the quantitative, bottom-up dimensions of the investment process and the



remaining 30% of resources applied could be appropriately labeled either qualitative and/or top-down.

The philosophical underpinnings for our fixed-income strategies, such as *High-Quality Intermediate*, comprise four key elements:

**1) Principal Preservation**

Primarily addressed by limiting exposure to risk, we believe that we must select a duration, or average maturity, which is appropriate for the individual client's need for liquidity and tolerance for risk, as well as one which is appropriate for current market conditions.

**2) Liquidity**

We believe the way a portfolio is structured around its target duration not only determines liquidity and cash flow, but also contributes to overall portfolio return. We calculate total return on different possible portfolio structures over time, under many different interest rate assumptions.

**3) Attractive, Stable Returns**

In order to stay consistent with the first two key elements, we work to optimize sector selection, analyzing historical differences among sectors in the context of current market conditions.

**4) Enhanced Income**

Within market sectors, individual securities have different risk-return characteristics. We believe we can enhance income through analysis of many different securities within each sector in order to identify those that have the greatest relative value.

## **Risk of Loss**

Although WCM makes every effort to preserve each Client's capital and achieve real growth of wealth, investing in the stock markets involves risk of loss that each Client should be prepared to bear. Investing in financial markets involves exposure to political, economic and currency risks. Some specific risks are as follows:

**Risks of equity investing in general, such as in any of WCM's equity strategies:**

**Equity Risk:** Investment in equity securities involves risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. The market value of a stock may fluctuate for any number of reasons that directly relate to the company, such as management performance, financial leverage, and reduced demand for the company's goods or services.

**Market Risk:** This is the risk that portfolio value may be affected by a sudden overall price decline in the financial markets. The prices of equities may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a stock's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

**Interest-rate Risk:** Fluctuations in interest rates may cause stock prices to fluctuate. For example, companies with higher rates of earnings growth, selling at higher price/earnings ratios, may be more susceptible to price declines if interest rates rise.

**Risks of equity investing outside the U.S., such as *Focused Growth International*:**

**Foreign Equity Risk:** This is the risk that prices of non-U.S. securities may be more volatile than those of U.S. securities because of reduced liquidity, economic conditions abroad, political developments, and changes in the regulatory environment of foreign countries. Non-U.S. companies are generally subject to different legal and accounting standards than U.S. companies, and foreign financial intermediaries may be subject to less supervision and regulation than U.S. financial firms.

**Currency Risk:** Non-U.S. securities that trade in, and receive revenues in, foreign currencies are subject to the risk that those currencies will fluctuate in value relative to the U.S. dollar.

**Emerging Markets Risk:** Investments in emerging market countries involve exposure to changes in economic and political factors. The economies of most emerging market countries are in the infancy stage of capital market development. As a result, their economic systems are still evolving and their political systems are typically less stable than those in developed economies. For example, emerging market countries can suffer from currency devaluation and higher rates of inflation.

**Risks of investing in concentrated portfolios, such as *Focused Growth International*:**

Concentrated portfolios by definition hold larger position sizes. In principle, a large loss in any one holding has a greater impact on portfolio return for a concentrated portfolio than it would for a broadly diversified portfolio.

**Risks of investing in smaller companies, such as *Small-Cap Value*:**

Investments in small-sized companies often pose greater risks than those typically associated with larger, more established companies. Examples include increased volatility of earnings and prospects, higher failure rates, and limited markets, product lines or financial resources.

**Risks of fixed-income investing, such as *High-Quality Intermediate*:**

**Interest rate risk:** This arises from the fact that a rise in interest rates will cause the price of a fixed-income security to fall. Securities with longer maturities typically suffer greater declines than

those with shorter maturities. Mortgage-backed securities can react somewhat differently as a result of prepayments.

**Credit risk:** This is the risk that an issuer of a fixed-income security will default (fail to make scheduled interest or principal payments), potentially reducing income distributions and market values. This risk is increased when a security is downgraded or the perceived creditworthiness of the issuer deteriorates.

**In a different category, but still worth noting, is Systems Risk:** the risk that WCM's investment infrastructure (software, hardware, databases, and communications links) is damaged or inaccessible for a protracted period. WCM mitigates this risk using several industry standard approaches to disaster recovery. Please refer to the section in this document titled *Additional Disclosures, Summary of Business Continuity and Disaster Recovery Plan*, below.

## Disciplinary Information

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Neither WCM nor any of its management personnel have been involved in a disciplinary proceeding. In addition, they have not been involved in any legal proceeding that might reasonably be considered material to a Client's evaluation of WCM's advisory business or the integrity of its management.

## Other Financial Industry Activities and Affiliations

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WCM is a 100% employee owned investment advisory firm.

### Industry Activities

WCM and certain of its employees may be involved in describing the private fund and offering units of the fund to eligible Investors in accordance with the issuer exemption from registration as a broker-dealer under the Securities Exchange Act of 1934, as amended ("1934 Act"). For further information on possible conflicts of interest, see the *Fees and Compensation* and *Code of Ethics* sections.

In addition, WCM's Investment Adviser Representatives ("IARs") are licensed as agents with a mutual fund distributor. In such capacity, the IARs will discuss and offer WCM-managed mutual funds to institutional clients and investment consultants. WCM and its IARs currently devote a fraction of their time to the offering the mutual funds and compensation is based on overall job performance, which may or may not include success of the funds. For further information on possible conflicts of interest, see the *Fees and Compensation* and *Code of Ethics* sections.

## Industry Affiliations

### **Mutual Fund**

WCM serves as the adviser to the WCM-managed mutual funds and WCM may invest Clients in such mutual funds. The mutual funds are advised by WCM following WCM's general investment philosophy and management strategies. Fees paid to WCM with respect to the WCM-managed mutual funds are described in the *Fees and Compensation* section.

### **Private Fund**

WCM serves as General Partner of the WCM-managed private fund and WCM may solicit Clients to invest in such private fund. The private fund is advised by WCM following WCM's investment philosophy and management strategy. Fees paid to WCM with respect to the WCM-managed private fund are described in the *Fees and Compensation* section.

# Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

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## Code of Ethics

WCM has adopted a Code of Ethics ("Code") pursuant to Rule 204A-1 that sets forth the standards of business conduct required of WCM's personnel, and it requires an affirmative commitment that we will comply with federal securities laws. As a matter of firm policy, WCM's Code of Ethics states:

***"WCM is committed to maintaining the highest legal and ethical standards in the conduct of our business. We have built our reputation on Client trust and confidence in our professional abilities and our integrity. As fiduciaries, we place our Clients' interests above our own. Meeting this commitment is the responsibility of WCM and each and every one of our employees."***

All WCM personnel are subject to the Code's restrictions and procedures on personal securities transactions. Among other things, the Code addresses:

- WCM's fiduciary obligations to Clients.
- WCM's obligation to provide all personnel with a copy of the current Code and any subsequent amendments, and obtain a written acknowledgement of their receipt of the Code and any amendments.

- WCM’s restrictions on purchases and sales for personal accounts of securities purchased or sold for Clients and reporting requirements.

The Code is based upon the following principle: “The personal investing activities of all WCM personnel and family members must be conducted in a manner to avoid actual or potential conflicts of interest with WCM’s Clients and WCM itself. No employee of WCM may use his or her position with WCM or any investment opportunities they learn of because of his or her position with WCM to the detriment of WCM’s Clients or WCM.”

The Code generally requires pre-clearance by the Chief Compliance Officer of all personal securities transactions in any Covered Security as defined in the rule and the Code. The Chief Compliance Officer will decide to approve or disapprove a pre-clearance request on the basis of: the general policies set forth in this Code; the requirements of applicable law; the timing of the proposed transaction in relation to transactions made or contemplated for Clients of WCM; the nature of the security and transaction involved; and the potential for conflicts with the interests of Clients or WCM, or the appearance of such conflicts. Generally, approval will be granted when the shares traded in a security are less than 0.1% of its average daily volume (as measured over the most recent three months). For proposed trades in excess of this threshold, clearance will generally be denied until after all Client trades have taken place or Client interest has been withdrawn. All WCM personnel must provide to the Chief Compliance Officer personal securities’ holdings reports and quarterly transaction reports within 30 days of the end of each calendar quarter which may consist of monthly brokerage statements for all accounts in which they have a beneficial interest. WCM personnel must direct their brokers to send WCM’s Chief Compliance Officer copies of all brokerage confirmations and periodic account statements relating to all personal securities transactions in which they have a beneficial ownership interest. The Chief Compliance Officer reviews the personal securities transactions of WCM personnel quarterly or more frequently if required. All WCM personnel are also required to comply with ethical restraints relating to Clients and their accounts, including restrictions on giving gifts or political contributions to, and receiving gifts from, Clients in violation of WCM’s general standards of conduct.

All WCM personnel must comply fully with the Code and related procedures. Failure to do so may result in disciplinary action, up to and including termination of employment.

An existing or prospective Client may obtain a copy of the Code upon request.

### **Recommend Securities with Material Financial Interest**

WCM receives a fee for its role as adviser of the mutual fund—WCM Investment Management Focused International Growth Fund. In certain situations, WCM may place this fund in a Client’s account when the Client’s investment objectives seek such an investment opportunity. Yet direct ownership of the individual securities may not be cost effective due to the size of the Client’s account. If the fund is held in a Client’s account for reasons other than tax-loss selling, its value is not included in the account value when computing WCM’s management fee.

WCM and certain of its personnel may, under special circumstances solicit Clients to invest in the private fund in which WCM has a financial interest. As General Partner of the private fund, WCM participates in

the private fund's investments, pro rata, in accordance with its capital accounts, as described in the *Brokerage Practices* section of this Brochure. Principal executive officers and other personnel of WCM may receive annual compensation and bonuses based, in part, on the performance of the private fund and may also be permitted to invest in the private fund as "knowledgeable employees."

WCM receives a fee for its role as sub-adviser of an actively-managed ETF—the WCM/BNY Mellon Focused Growth ADR ETF. In certain situations, WCM may place this ETF in a Client's account when the Client's investment objectives seek such an investment opportunity. Yet direct ownership of the individual securities of the ETF is not cost effective due to the size of the Client's account. If the ETF is held in a Client's account for reasons other than tax-loss selling, its value is not included in the account value when computing WCM's management fee.

### **Invest in Same Securities Recommended to Clients**

WCM acts as investment adviser to numerous accounts. WCM may give advice and take action with respect to any Client account or for its own account, or the account of its officers, directors, employee, or agents, that may differ from actions taken by WCM on behalf of other accounts. WCM is not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that WCM or its officers, directors, employees or agents, may buy or sell, directly or indirectly, for its or their own accounts or for any other account WCM manages. WCM is not obligated to refrain from investing in securities held in the accounts it manages except to the extent that such investments violate the Code adopted by WCM.

From time to time, access persons of WCM may have interests in securities owned by or recommended to Clients. WCM may purchase or sell for its advisory accounts securities of an issuer in which WCM or its access persons also have a position or interest. To mitigate this conflict of interest, WCM aggregates transactions for its proprietary accounts and accounts of its personnel and averages prices across all accounts participating in the transaction to the extent that such aggregated transactions do not violate the securities laws or regulations or the Code. Additionally, "knowledgeable employees" of WCM may invest in private funds which, in turn, may invest in securities WCM invests in on behalf of other managed accounts. As these situations may represent a potential conflict of interest, WCM has implemented procedures, relating to personal securities transactions and insider trading, that are designed to prevent actual conflicts of interest.

### **Insider Trading Policy**

Access persons may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, access persons may be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether such other person is an advisory Client. Accordingly, should access persons come into possession of material nonpublic or other confidential information with respect to any company, they may be prohibited from communicating such information to, or using such information for the benefit of, WCM Clients, and have no obligation or responsibility to disclose such information to, nor responsibility to use

such information for the benefit of, Clients when following policies and procedures designed to comply with law.

The Code contains a policy on “Protection of Material, Nonpublic and Other Confidential Information and Prevention of Insider Trading and Tipping”, adopted in accordance with Advisers Act Section 204A, which establishes procedures to prevent the misuse of material nonpublic information by access persons. Any WCM officer, director, employee or other access person who fails to observe the above-described policies risks serious sanctions, including dismissal and personal liability.

## Brokerage Practices

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### Selecting Brokerage Firms

In determining the ability of a broker-dealer to obtain best execution of securities transactions, WCM considers a number of factors, including size; access to various markets; history in effectively completing transactions in certain types of securities (e.g. bonds, over-the-counter securities, listed stocks); ability, based on our own experience with them, to execute transactions quickly and effectively; execution capabilities required by the transactions; the importance to the account of speed, efficiency and confidentiality; the broker-dealer’s apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived soundness of the broker-dealer; research services received from the broker-dealer; as well as other matters relevant to the selection of a broker-dealer for portfolio transactions.

In evaluating the reasonableness of brokerage commissions, we consider the size of the transactions, the difficulty of the transaction (e.g., liquidity), and the degree of effort put forth by the broker to achieve the best possible price. Wherever possible, we negotiate commissions at the lowest commission level based on the previously mentioned factors. We do require that the commission discounts be competitive with those offered by other firms for like transactions.

Occasionally, we may perform a trade with a broker and pay a higher commission than another might charge. However, if this is done, it will be because of our need for specific expertise a firm may have in a particular type of transaction (due to factors such as size or difficulty), or for speed/efficiency in execution, or for research services provided (see “*Research and Soft Dollars*” below). In all cases though, the transaction costs will still remain competitive.

When a Client does not have a brokerage arrangement or is not using a bank or trust company as custodian for the Client’s assets, WCM will sometimes suggest the services of a broker-dealer or bank trust department. Our suggestion is generally based on our past experience with a custodian with other Client accounts and a confidence in their abilities to service our Clients.

## Commission Rates or Equivalent Policy

WCM has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction or to select any broker-dealer on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to minimize the expenses incurred for effecting portfolio transactions to the extent consistent with the interests and policies of the accounts. Although WCM generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker-dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

## Research and Soft Dollars

Under Section 28(e) of the Securities Exchange Act of 1934, WCM may pay commissions to broker-dealers for Client portfolio transactions that exceed the amount of commissions that would be charged by another broker-dealer for the same transaction, provided that WCM determines in good faith that the amount of commissions paid are reasonable in relation to the value of the brokerage and research services provided by such broker-dealer, either in terms of a particular transaction or WCM's overall responsibilities with respect to accounts for which it exercises investment discretion. Pursuant to Section 28(e), WCM has entered into soft dollar arrangements with third parties and broker-dealers for eligible "brokerage" and "research" products and services (as defined under Section 28(e)) used by WCM in connection with its investment process, including, without limitation, general economic and security market analyses and reports, industry and company analyses and reports, third party and proprietary analyses and reports concerning securities, and market data. WCM may use these eligible research and brokerage products and services in providing investment advisory services to all of its Clients, rather than just those portfolios for which soft dollar transactions are executed. WCM believes that its soft dollar arrangements comply with the requirements of Section 28(e). A potential conflict of interest exists because WCM receives these products and services from broker-dealers in exchange for directing commissions from Client portfolio transactions, rather than paying for these products and services with its own assets. WCM may therefore have an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our Clients' interest in receiving most favorable execution. To mitigate this conflict, WCM conducts periodic reviews of our best execution efforts, as described in the *Brokerage Review* sub-section below.

Pursuant to Section 28(e), WCM has also entered into soft dollar arrangements with third parties and broker-dealers for "mixed-use" products and services. Mixed-use products and services are products and services that constitute eligible brokerage or research under Section 28(e), but which are being used for both eligible and ineligible purposes. WCM makes a good faith allocation of the mixed-use of any such products or services, and it pays soft dollars for the eligible portion and its own assets for the ineligible portion. As described above, however, a potential conflict of interest exists because WCM has an incentive to select broker-dealers for Client portfolio transactions with whom WCM has soft dollar arrangements. WCM addresses this potential conflict through its brokerage reviews as described below. In addition, although WCM believes its allocations of mixed-use products and services are reasonable



and made in good faith, a potential conflict of interest may exist because WCM has an incentive to make mixed-use allocations that enhance its soft dollar arrangements.

## Brokerage Reviews

All the topics discussed in this *Brokerage Reviews* section are reviewed quarterly by WCM's Best-Execution Committee. The committee reviews the approved broker list, all trade activity, commissions paid, commission allocation, execution quality, qualitative performance of brokers, directed broker relationships, and soft dollar commissions, research and execution services. This committee is comprised of representatives from the Investment Strategy Group (ISG) and Portfolio Management Team, the Head Trader, and the Chief Compliance Officer.

## Directed Brokerage and Consultant Accounts

A portion of WCM's Clients use various broker-dealers as custodians of their securities and direct WCM to effect transactions through their respective broker-dealers. Such Clients authorize WCM to effect all portfolio transactions through that broker-dealer with commissions charged at a rate agreed upon between the Client and the broker-dealer. If a Client directs WCM to use a particular broker-dealer, including a Client who directs use of a broker-dealer as a custodian of the Client's assets, he/she should consider whether or not such a decision may or may not result in certain costs or disadvantages to the Client, either because the Client may pay higher commissions or receive less favorable executions, or both. Consequently, the Client should satisfy him/herself that the broker-dealer can provide adequate price and execution of most or all transactions. Clients who direct the use of a broker-dealer may also be subject to the disadvantages discussed below. Clients should compare the costs of establishing a custodial account with a broker-dealer or directing WCM to use a particular broker-dealer for trade executions.

Transactions for directed accounts are not generally aggregated with orders for the same securities for other accounts managed by WCM where WCM is empowered to freely negotiate commission rates or spreads, or to select broker-dealers on the basis of best execution. By directing brokerage trades to a specific and exclusive brokerage firm, the account may not participate in potential savings on execution costs resulting from volume discounts that WCM might otherwise be able to obtain for Clients which have not directed WCM to send their trades to certain broker-dealers ("non-directed accounts"). Under these circumstances, a disparity may exist between the brokerage commission rate for trades executed for a directed account as compared to the rate charged to non-directed accounts. Clients, who direct that WCM use a particular broker-dealer to execute transactions for the Client's account, are responsible for ensuring that the broker-dealer complies with the terms of their arrangement with the broker-dealer.

WCM generally attempts to aggregate trades for all Client accounts participating in a particular transaction. By directing WCM to use a designated broker, an account will likely be unable to participate in block trades. However, WCM may, at its discretion, execute a trade for a directed account as part of a "block" trade under either of the following circumstances:

- a) The designated broker is the executing broker-dealer for an otherwise blocked trade.

b) The executing broker-dealer for the block trade is willing to “step out” the directed account’s portion of the trade in a way that does not disadvantage other participating accounts and the designated broker is willing to accept a trade handled in such manner.

Except in the circumstances described above, WCM may execute trades for directed accounts after trades have been executed for non-directed accounts. Under these circumstances, trades for a directed account may be subject to price movements, particularly if they are trading after large block trades, involve illiquid securities or occur in volatile markets that may cause the directed account to receive a price/execution that is less favorable than that obtained for non-directed accounts.

WCM may execute trades in over-the-counter securities with market makers on a net basis in those securities. Unless, and even if, the designated broker is a market maker in such securities which WCM may purchase or sell on behalf of these accounts, WCM may be unable to obtain best execution on such transactions.

Directed brokerage arrangements also arise in connection with accounts that are introduced to WCM by other investment advisers (“consultants”) that have separately negotiated with certain designated brokers to provide brokerage and custody services to Clients of the consultant. The brokerage arrangements negotiated by these consultants often subject their Clients to additional charges such as trade away service fees if trades are not executed through the selected brokers. In order to attempt to minimize the total execution cost of trades for these accounts, WCM anticipates that it will direct most, if not all, transactions for Client accounts that are subject to these brokerage arrangements to the selected brokers. Because they will be treated by WCM as directed accounts, Clients of consultants who have negotiated these brokerage arrangements should understand that their accounts will be subject to all the constraints that generally affect directed accounts (e.g., relating to block trades and trade sequencing) discussed above.

In addition to trade away fees, Clients introduced to WCM through these consultants may incur higher commission rates and minimum ticket charges to which other Clients are not subject. Because these brokerage arrangements are established by the consultants, WCM is not in a position to negotiate brokerage commissions or fees, or even to rely on compensation arrangements that WCM itself previously may have negotiated with the broker that may be more favorable. As a result, Clients subject to these brokerage arrangements may receive higher commissions, greater spreads or less favorable net prices than might be the case if WCM were able to negotiate commission rates or spreads freely.

## **Wrap Fee Programs**

WCM participates in several wrap fee programs offered by broker-dealers and other Sponsors, many of which include brokerage. In evaluating such an arrangement, a Client should recognize that brokerage commissions for the execution of transactions in the Client’s account are not negotiated by WCM. Securities transactions for accounts that are under an asset-based wrap fee arrangement are effected without commission, and a portion of the wrap fee is generally considered as being in lieu of commissions. Trades are generally executed only with the broker-dealer Sponsor with which the Client has entered into the “wrap fee” arrangement, so that WCM may not be free to seek best price and

execution by placing transactions with other broker-dealers. While it has been WCM's experience that broker-dealers with which it currently acts under Clients' "wrap fee" arrangements generally can offer best price for transactions, no assurance can be given that this will continue to be the case. Clients should also consider that, depending on the level of the wrap fee charged by the broker-dealer, the services provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were provided separately and if WCM were free to negotiate commissions and seek best price and execution of transactions for the Client's account. Given that most, if not all, wrap fee accounts are primarily considered to be directed brokerage accounts, WCM may, in its discretion, require transactions for wrap accounts to wait behind other, fully discretionary accounts where execution through the wrap Sponsor would disadvantage the fully discretionary accounts due to constraints imposed by the use of the Sponsor's execution services.

See the *Advisory Business: Wrap Fee Programs* section of this brochure for additional information.

## Order Aggregation

WCM generally aggregates or "blocks" orders being placed for execution at the same time for the accounts of two or more Clients where it believes such aggregation is appropriate and in the best interest of Clients. This practice may enable WCM to seek more favorable executions and net prices for the combined order. Trades for WCM personnel may be aggregated with Client trades as permitted by the Code of Ethics discussed above.

All block orders are subject to WCM's order aggregation and allocation policy and procedures ("Procedures"). The Procedures are designed to meet applicable legal standards. They have been designed to ensure that no Client or account will be favored over another. WCM makes decisions to recommend, purchase, sell or hold securities for all of its Client accounts, including affiliated Client accounts, based on the specific investment objectives, guidelines, restrictions and circumstances of each account.

WCM believes that aggregating orders will, in general, benefit its Clients as a whole over time by lowering the commissions for the aggregate transaction. Aggregation typically benefits the accounts because of the much larger volume discount obtainable with the aggregate transaction than that possible with the single account. However, in any particular instance, aggregation may result in a less favorable price or execution for any particular Client than might have been obtained if a particular transaction had been effected separately. In addition, Clients that have individually negotiated commission rates with their desired broker-dealer may pay a higher commission than others in a block order when their broker-dealer executes a transaction.

WCM may aggregate transactions for wrap fee accounts executed through Sponsors with transactions for fully discretionary accounts either on a straight rotation basis, meaning that wrap accounts may be executed in any order alongside fully discretionary accounts. In other cases, WCM may cause transactions for wrap fee accounts to wait behind fully discretionary, non-directed accounts because of the inherent delays and related issues caused by the wrap accounts' directed brokerage to particular Sponsors.

## Trade Allocation

To the extent operationally and otherwise practical, WCM will allocate investment opportunities to each Client over a period of time in a fair and equitable way relative to the firm's other Clients. Each account that participates in an aggregated order will participate at the average share price of all trades that comprise the aggregated order. Block trades are generally pre-allocated.

If an aggregated order is only partially filled, the trades will generally be allocated on a pro-rata basis at the market's close, when the average price of the trades can be calculated. In the case of an aggregated order that has not been completely filled, WCM's traders may increase or decrease the number of securities allocated to one or more accounts to avoid allocating odd-lots or an insignificant number of shares to a Client account.

Where advisory accounts have competing interests in a limited investment opportunity, WCM may allocate investment opportunities based on a number of considerations, including cash availability and/or liquidity requirements, the time competing accounts have had funds available for investment or have had securities available for sale, investment objectives and restrictions, an account's participation in other opportunities, tax considerations and relative size of portfolio holdings of the same or comparable securities.

## Trade Errors

A "trade error" is defined as (a) an error with the trading process (e.g., a buy order may be executed as a sell, or vice versa, or a security other than that which the Portfolio Manager ordered may be purchased or sold); or (b) a violation of a Client's investment restrictions (e.g., a decision may be to purchase a security or an amount of a security that is inconsistent with a Client's investment restrictions). As a fiduciary, WCM has the responsibility to effect orders correctly, promptly and in the best interests of its clients. In the event any error occurs in the handling of any client transactions, due to WCM's actions, or inaction, or actions of others, WCM's policy is to notify the client of such error, ensure that its Clients are treated fairly when correcting such errors, and correct the error as soon as practicable; in such a manner that Clients will be in the same position they would have been if the error had not occurred. WCM's investment personnel are responsible for reviewing all accounts for which they authorize trades to determine that the transactions entered are correct and are correctly entered. Upon detection of a trade error, the investment person will research the trade error and immediately report the trade error to the Chief Compliance Officer. The Chief Compliance Officer, along with the Portfolio Manager for the account, will determine the appropriate method for correcting the error.

If the error is the responsibility of WCM, any client transaction will be corrected and WCM will be responsible for any Client loss resulting from an inaccurate or erroneous order. Any Client gain resulting from an inaccurate or erroneous order will be credited to the client account, unless directed otherwise by the client. WCM will not use "soft dollars" to correct trade errors.

# Review of Accounts

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## Periodic Reviews

The Portfolio Management Team reviews accounts for compliance with Client stated investment guidelines and restrictions. Frequencies vary with the level of review, from daily reviews of cash positions to annual reviews of performance and objectives. WCM makes extensive use of technology (e.g., portfolio management system, customer relationship management system, and document management system) to monitor and review accounts.

## Review Triggers

Other factors that trigger an account review may include: 1) a change in a Client's investment objectives or guidelines; 2) change in diversification; 3) change in asset allocation; 4) tax considerations (although WCM does not provide tax advice); 5) cash added or withdrawn from management; 6) strategy trade program; 7) exception reports which monitor cash available for investment and security holdings whose size must meet certain guidelines; 8) developments in domestic or international economies; 9) developments in a particular business in which Clients hold a position.

## Regular Reports

WCM provides reports to Clients as requested by the Client in writing.

Clients receive quarterly or monthly statements from the account custodian showing all activity during the reporting period, including transactions and account holdings as well as the deduction of any fees, expenses or other charges from the account.

Wrap accounts will receive reports regarding their investments from the Wrap Sponsor, as described in the Sponsor's own disclosure documents.

Mutual fund investors receive reports as described in the Prospectus.

Private fund Investors receive reports as described in the applicable Private Placement Memorandum. WCM generally supplies quarterly reports to Investors which may include investment summaries as well as the performance of the private fund against an agreed upon benchmark. Each Investor also receives relevant tax reporting information. Annual audit reports are provided in accordance with the Custody Rule. Reports may be sent by a third party service provider on behalf of WCM.

# Client Referrals and Other Compensation

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## Economic Benefits

Prior to April 2004, WCM participated in a program operated by Charles Schwab & Co., Inc. ("Schwab") called Schwab Advisor Network ("Service"). The Service was designed to help investors find an independent investment adviser. Through the Service, Schwab referred Clients to WCM. Schwab prescreened WCM and checked its experience and credentials against criteria set by Schwab. Schwab is a broker-dealer independent of and unaffiliated with WCM and its employees. WCM and its employees are not employees or agents of Schwab. Schwab does not supervise WCM and has no responsibility for WCM's management of Clients' portfolios or WCM's other advice or services. Schwab does not prepare, verify or endorse information distributed by WCM. Investors must decide whether to hire WCM and what authority to give WCM. Investors, not Schwab, are responsible for monitoring and evaluating WCM's service, performance and account transactions. As of April 2004 WCM no longer participates in the Service and therefore WCM no longer receives, nor pays Schwab fees for, Client referrals through the Service. WCM still pays a Participation Fee for existing Client relationships that were established through the Service. WCM's participation in the Service may raise potential conflicts of interest described below.

WCM pays Schwab a Participation Fee on all referred Clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by WCM is a percentage of the fees the Client owes to WCM or a percentage of the value of the assets in the Client's account, subject to a minimum Participation Fee. WCM pays Schwab the Participation Fee for so long as the referred Client's account remains in custody at Schwab. The Participation Fee is billed to WCM quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by WCM and not by the Client. WCM has agreed not to charge Clients referred through the Service fees or costs greater than the fees or costs WCM charges Clients with similar portfolios who were not referred through the Service. WCM generally pays Schwab a Non-Schwab Custody Fee if custody of a referred Client's account is not maintained by, or assets in the account are transferred from, Schwab. This Fee does not apply if the Client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Adviser generally would pay in a single year. Thus, WCM will have an incentive to recommend that Client accounts be held in custody at Schwab. The Participation and Non-Schwab Custody Fees will be based on assets in accounts of WCM's Clients who were referred by Schwab and those referred Clients' family members living in the same household. Thus, WCM will have incentives to encourage household members of Clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit WCM's fees directly from the accounts.

For accounts of WCM's Clients maintained in custody at Schwab, Schwab will not charge the Client separately for custody but will receive compensation from WCM's Clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, WCM Investment Management may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. WCM Investment Management nevertheless, acknowledges its duty to seek best execution of trades for Client accounts. Trades for Client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for WCM's other Clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

### Third Party Solicitors

WCM from time to time compensates, either directly or indirectly, third persons for Client referrals. Such referral arrangements are generally governed by a written agreement between WCM and the particular third party that (i) complies with the SEC's "cash solicitation" rule (Rule 206(4)-3); (ii) requires that Clients be provided with copies of WCM's ADV Brochure, separate disclosure of the nature of the referral arrangement (including compensation features) applicable to the Client being referred and containing the information required by the Rule, and any other document required to be provided under applicable state law; and (iii) provides that the third party will not be paid compensation for any Client referral unless it is registered as an investment adviser or investment adviser agent to the extent required under federal law and the law of the state in which the referred Client resides. Solicitors are paid a portion of the fee paid by each Client they refer to WCM. WCM does not charge solicited Clients fees greater than those charged to new WCM Clients with similar portfolios managed by WCM who were not introduced by a third party solicitor, subject to the conditions for case-by-case fee negotiation described in the *Fees and Compensation* section of this brochure.

### Former Employees

From time to time, WCM will share a portion of the management fee received on Client accounts with former employees as part of a severance or retirement agreement. Such an arrangement will not change the management fee paid by the Client (i.e., the Client will not pay a higher fee).

## Custody

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### Account Statements

WCM is not a broker-dealer and does not take physical possession of Client assets. Our Client assets are maintained in nationally recognized banks or brokerage firms, otherwise known as custodians, selected

by the Client. WCM may have the authority to directly debit Client accounts for quarterly fees, if authorized in writing by the Client, and therefore is deemed to have custody.

WCM requires that the custodian, selected by the Client, send quarterly, or more frequent, account statements directly to our Clients. We urge Clients to compare the account statements they receive from the qualified custodian with those reports they receive from WCM (if requested).

The fund for which WCM acts as the General Partner receives an annual audit from an independent accounting firm registered with and subject to regular inspection by the Public Company Accounting Oversight Board. Audited financial statements are provided to the limited partners of the fund within 120 days after its fiscal year ends.

## Investment Discretion

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### Discretionary Authority for Trading

WCM renders advice primarily on a discretionary basis. By signing the investment management agreement the Client generally gives WCM full discretion on all investment decisions regarding their account. Depending on the terms of the agreement that WCM has entered into with each Client for whom it provides discretionary management, WCM may be given authority to make the following determinations without obtaining the consent of the Client before a transaction is effected:

- Which securities to buy or sell.
- The total amount of securities to buy or sell.
- The broker or dealer through whom securities are bought or sold.
- The commission rates at which securities transactions for Client accounts are effected.
- The prices at which securities are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs.

WCM's authority may, however, be subject to conditions imposed pursuant to its agreement with the Client. Examples might include (a) restrictions on ownership of securities in a specific industry, or (b) directions that transactions be accomplished using particular brokers.

Clients retaining WCM for discretionary and non-discretionary services are free to select their own custodians and brokers.

When WCM is retained as a sub-adviser, it may be either a discretionary or non-discretionary sub-adviser. In some cases, WCM provides its advice on a nondiscretionary basis in the form of model portfolios which are implemented by wrap fee sponsors.



## Limited Power of Attorney

By signing the investment management agreement the Client gives WCM Power of Attorney on all investment decisions regarding their account. Unless WCM otherwise agrees in writing, WCM does not advise or take any action on behalf of Clients in any legal proceedings, including bankruptcies or class actions, involving securities held or formerly held in Client accounts or the issuers of those securities.

# Voting Client Securities

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## Proxy Voting

WCM has written proxy voting policies and procedures as required by Advisers Act Rule 206(4)-6. Under these policies and procedures, WCM votes proxies relating to equity portfolio securities in the best economic interests of Clients, unless the Client contract specifies that WCM will not vote. WCM believes that its Clients' best economic interest with regards to proxy voting is best served by engaging an independent firm that specializes in researching companies and their management for the purpose of increasing Investors potential financial gain through voting proxies. WCM has therefore engaged and adopted the U.S. Policy, International Policy and Investment Manager Policy of Glass Lewis. In the event of a special Client request, WCM will also accommodate the following styles: Taft Hartley, Public Pension, ESG (environmental, social and government practice) and Management Supportive.

In the event WCM does not have the authority to vote proxies on a Client's behalf, Clients should instruct their custodian to send proxies directly to them. Any proxies erroneously received by WCM for the Client will be forwarded to the Client. Clients are welcome to contact WCM with questions regarding proxy ballots or other solicitations.

WCM acknowledges its responsibility for identifying material conflicts of interest relating to voting proxies. When a material conflict of interest between WCM's interests and its Clients' interests appears to exist, such conflict will be mitigated by the fact that WCM always votes with Glass Lewis' recommendation in this situation. In the event that a conflict of interest arises between Glass Lewis and a Client of WCM, WCM will evaluate the circumstances and either (1) elevate the decision to the management team responsible for holding that particular security who will make a determination as to what would be in the Client's best interest; (2) if practical, notify affected Clients of the conflict of interest and seek a waiver of the conflict; or (3) if agreed upon in writing with the Clients, forward the proxies to affected Clients allowing them to vote their own proxies.

For each proxy, WCM maintains all related records as required by applicable law. Clients may obtain copies of WCM's written proxy voting policies and procedures as well as information on how proxies were voted for their accounts by requesting such information from WCM at the address and phone listed on the cover of this Brochure. WCM will not disclose proxy votes for a Client to other Clients or third parties unless specifically requested, in writing, by the Client. However, to the extent that WCM

may serve as a sub-adviser to another adviser to a Client, WCM will be deemed to be authorized to provide proxy voting records on such Client accounts to such other adviser.

## Financial Information

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WCM has never been the subject of a bankruptcy petition, and it is not aware of any financial condition that is reasonably likely to impair its ability to meet any contractual commitments to Clients.

## Additional Disclosures

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### Privacy Notice

#### ***Our Privacy Policy***

In managing your account, WCM Investment Management obtains certain nonpublic personal information about you. We recognize the sensitive nature of this information and take appropriate precautions to protect your privacy. Our policy is to keep this information strictly safeguarded and confidential, and to use or disclose it only as necessary to provide services to you or as otherwise permitted or required by law. We do not sell, rent or trade any Client information to other companies. Our privacy policy applies equally to former Clients of our firm and individuals who inquire about our services. We are required to provide our Clients with a document illustrating the types of information we collect and the circumstances under which we may share it. This policy statement takes the place of any previous privacy policy issued by WCM

#### ***Information We Collect***

“Nonpublic personal information” is personally identifiable financial information about you as an individual or your family. The kinds of nonpublic personal information we have about you includes the information you give us when you open your account with us or when we discuss your account with you, such as your name, address, telephone number, Social Security number, your employment, income, assets, family, and personal financial situation and your investment objectives. In most cases, you give us this information yourself, in person or by mail. We also have information about your account assets and transactions and the brokerage and custodial arrangements for your account.

#### ***Information We Disclose***

We disclose nonpublic personal information about you only to those persons that provide necessary services to your account or as permitted or required by law or specifically authorized by you. The following discussion identifies categories of persons who may have access to this information.

### Within WCM

WCM employees are permitted access to the information they need to perform their jobs on your behalf. We maintain strict internal policies against unauthorized disclosure or use of Client information by employees.

### Companies That You Ask Us to Share With

From time to time, you may request that we provide information to third parties such as financial planners, portfolio consultants, tax advisers or legal counsel. In these cases, WCM will obtain your permission prior to sharing your information with the outside firm. WCM may get your written, online, or verbal permission to share your information. Your consent will apply only to the specific parties you request. If you have previously requested that we block the sharing of your information, that request will remain in place for all other situations.

### Outside Service Providers

We have arrangements with companies whose experience is essential for our advisory services to operate properly. For example, we work with firms that execute securities transactions for us or our Clients, custody Client assets, provide systems or write software for accounting, compliance and other critical operational functions. These companies work at WCM's direction and only the Client information necessary for them to perform these functions is shared. They are required to safeguard your information and only use it for authorized purposes, and within the guidelines established by WCM for the protection of Client information.

### Courts and Government Bodies

Certain federal and state laws may require us to share information about you. For example, if you are involved in a legal matter with a third party, we may be ordered to provide information to a court or other party. In these circumstances, only the specific information required by law, subpoena, or court order will be shared. The Fair Credit Reporting Act and other laws allow us to share specific details about your transactions and experience with us. The use of this information is limited by federal law to specific permissible purposes, such as applications for credit, insurance or employment.

### Former Clients

We may share information about former Clients with third parties as described above. However, former Clients can also elect not to have their information shared, even after their relationship with us ends.

### ***How We Safeguard Your Information***

We restrict access to nonpublic personal information as described above. We maintain physical, electronic and procedural safeguards to protect the confidentiality of all nonpublic personal information we have about you.

#### **How WCM Uses Email**

WCM also uses email to communicate with you. However, WCM will never send emails asking for personal or account information, such as passwords, Social Security numbers, or PINs. WCM will always protect your privacy in a manner that is consistent with the principles outlined in this policy.

If you have any questions regarding our Privacy Policy, please contact us at (949) 380-0200.

### **Summary of Business Continuity and Disaster Recovery Plan**

WCM maintains a document that outlines its immediate and long-term business continuity and disaster recovery plan (the “Plan”). The purpose of the Plan is to provide specific guidelines WCM and its employees will follow in the event of a disruption or failure of any critical business capability whether due to an emergency, disaster or otherwise.

#### ***Goals and Objectives***

The goal of this Plan is to provide uninterrupted service to WCM’s Clients or to minimize service interruptions should a disaster result in any of the risks noted above. The Plan has been developed to meet the following objectives:

- Provide for immediate, accurate and measured response to emergency situations;
- Ensure the safety and wellbeing of the firm’s personnel;
- Protect against the loss or damage to organizational assets;
- Ensure all data processing systems, communication facilities, Client information and business functions can be restored in 24 hours or less;
- Provide our Clients with continuous portfolio management services.

#### ***Key Concept***

Distributed Workspace Environment (“DWE”): WCM built an infrastructure of computer systems and processes that allows the firm to function from anywhere and at any time. With access to the Internet—which is available from home, public access sites, company-issued wireless “aircards”, or tethered cell phones—personnel can perform all portfolio management functions (e.g., portfolio monitoring, trade allocation, trading, trade settlement, reconciling, reporting); access Client files; maintain electronic communications; retrieve company research; process Client billing; conduct HR functions; and process

company payables. A secured connection provides personnel access to the company network, which is maintained at a world-class data center. DWE is a key concept of WCM's Business Continuity Plan.

***Areas Addressed By The Plan***

- The safety and mobility of employees
- Lack of access to office facilities
- Disruption to office communications
- The disaster recovery plans of key third-party vendors
- The stability and security of WCM's computer network
- The protection, preservation, and recovery of critical data
- Key personnel
- Maintenance and testing of the Plan