

Item 1 – Cover Page

Western Research and Management, LLC  
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This Brochure provides information about the qualifications and business practices of Western Research and Management, LLC [“Western”]. If you have any questions about the contents of this Brochure, please contact us at 817-877-9980. 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.

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

Additional information about Western Research and Management, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated 03/16/2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item 2 will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

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

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

Currently, our Brochure may be requested by contacting Jeff Crawford, Chief Compliance Officer at 817-877-9980 or [jeff@western-companies.com](mailto:jeff@western-companies.com).

Additional information about Western Research and Management, LLC is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Western who are registered, or are required to be registered, as investment adviser representatives of Western.

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#### **Item 4 – Advisory Business**

Western Research and Management, LLC was formed in 1998. Western is currently a wholly owned subsidiary of Western Commerce Group, LLC. Western Commerce Group, LLC is owned by Don Woodard, Jr, Chad Prestwood, Jeff Crawford and Doug Frazier.

Western offers investment advisory and management services. These services include asset allocation, specific security selection and regular portfolio evaluations. These services are communicated through frequent client reports, meetings, and telephone conversations.

Western tailors its investment accounts to the needs of the individual client. Clients may request special emphasis be placed on certain securities or types of securities or they may request special restrictions be placed on certain securities or types of securities. As an example, a client may request that their account be more heavily focused on energy stocks as opposed to an account that is more broadly diversified.

Western does not participate in wrap fee programs at this time.

As of December 31, 2011, Western managed, on a discretionary basis, client assets of \$117,900,000.00.

Western formed a private fund, Western Alternative Strategies. The fund is set up as a fund-of-funds structure. Western researches managers and conducts investment, operational and compliance due diligence in order to select equity and credit managers that collectively combine to create a diversified portfolio suitable for the investment objective of the fund. The fund is managed with its own investment objective, strategy and guidelines and is not tailored to the individualized needs of any particular investor in the fund. Therefore, investors must consider whether the fund meets their investment objective and risk tolerance prior to investing. Detailed information about the fund can be found in each respective fund's private placement memorandum.

#### **Item 5 – Fees and Compensation**

The firm bills for investment management services on a quarterly basis, in arrears. Fees are negotiable for relationships of \$10 million or more. In addition, Western Research and Management, LLC may be engaged by individuals or financial institutions to render investment advice on either a retained or hourly basis. The fee schedule for Western

Research and Management, LLC is 1.50% of assets under management, per annum, for equity and balanced accounts less than \$100,000, and 1.25% of assets under management, per annum, for equity and balanced accounts from \$100,000 through \$750,000. For equity and balanced accounts greater than \$750,000 under management, an annual fee of 1.00% will be charged. All mutual fund accounts are charged a fee of 1.50% of assets under management in addition to the internal management fees charged by any selected mutual funds. Fixed income accounts are charged 1.00% of assets under management. Lower fees for comparable services may be available from other sources.

The specific manner in which fees are charged by Western is established in a client's written agreement with Western. Western will generally bill its fees on a quarterly basis. Clients are billed in arrears each calendar quarter. Clients may also elect to be billed directly for fees or to authorize Western to directly debit fees from client accounts. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account any earned, unpaid fees will be due and payable.

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

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

Fees and expenses charged to or by the Western Alternative Strategies fund are set forth in the fund's private placement memorandum. While Western Alternative Strategies fund does not in and of itself utilize margin at the fund level, the managers selected by Western are permitted to utilize margin to the extent allowable under their particular fund's private placement memorandum.

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

Western does not charge any performance-based fees.

## **Item 7 – Types of Clients**

Western provides portfolio management services to individuals, high net worth individuals, banking institutions, charitable organizations, and corporations. Western also provides advisory services to private funds. The minimum account size for each of the advisory services offered follows. Western may choose to waive any minimum requirement at its discretion.

Separate Accounts	\$250,000
Private Funds	\$500,000

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

Western invests primarily in common stocks, corporate bonds, municipal bonds, mutual funds, options, private investments in hedge funds, private equity funds, and real estate opportunities.

The firm invests in securities of companies or other issuers whose value Western Research and Management, LLC believes is not fully recognized by the public, or invests through other managers that Western Research & Management, LLC believes can capture these values as well. We also invest in domestic and foreign issuers.

The basis of our investment decisions involves fundamental analysis of factors such as each issuer's financial condition and industry position, as well as market and economic conditions. When using outside managers, Western Research and Management, LLC exercises due diligence to ensure that the investing style of any outside manager is compatible with the risk tolerance and diversification needs of the client.

Investing in securities involves risk of loss that clients should be prepared to bear.

Western Research and Management, LLC does not recommend one particular type of security, but instead focuses on diversifying its clients' portfolios among several asset classes and security types to mitigate risk.

Western Alternative Strategies is managed with its own investment objective and is not tailored to the individualized needs of any particular investor in the fund. Information about the fund, its strategy and the risks associated with the fund are explained in detail in the fund's private placement memorandum.

## **Item 9 – Disciplinary Information**

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

## **Item 10 – Other Financial Industry Activities and Affiliations**

Don Woodard, Jr. is the President of Western Underwriters, Inc., a life insurance brokerage company, and Western Strategic Advisors, a FINRA registered Broker/Dealer. He spends approximately 5% of his time on insurance-related matters, 55% of his time on mergers and acquisitions related matters, and 40% of his time in an investment advisory capacity.

Western's client's that are in need of mutual funds and variable annuities are referred to Western Strategic Advisors, LLC, a FINRA registered Broker/Dealer. Western Strategic Advisors, LLC also provides a service to Clients regarding the purchase and/or sale of private businesses. The company negotiates the transaction and manages due diligence and closing procedures. Don Woodard, Jr. is President and Jeff Crawford is Executive Vice President and Chief Compliance Officer of Western Strategic Advisors, LLC.

Western Operations, LLC provides consulting services to small businesses and their owners. Western's clients that are in need of life insurance or estate planning are referred to Western Underwriters.

## **Item 11 – Code of Ethics**

Rule 204A-1 under the Investment Advisers Act of 1940 requires registered investment advisers to adopt a code of ethics. The rule requires an adviser's code of ethics to set forth standards of conduct and requires compliance with federal securities laws.

The code of ethics is based upon Western Research and Management, LLC and its employees' fiduciary obligation to the firm's clients and the firm's obligation to comply with federal securities laws.

Our firm is based on the ideals of openness, integrity, honesty, and trust. It is important that each employee act in a manner consistent with these ideals and according to the laws that govern our business.

Western's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting our office.

Employees of Western Research and Management, LLC may trade in securities that it recommends to its clients only under the following conditions: employees must take positions of the same type (i.e. long, short) as the client, client trades must always take priority over any employee trades, and any personal transactions by the advisor or advisor representatives that are inconsistent with advice given to the client are strictly forbidden. The firm's President documents and monitors all employee trades.

## **Item 12 – Brokerage Practices**

Western Research and Management, LLC may pay for research-related material through soft-dollar arrangements with brokers who meet the best execution policy. Cuttone & Co., Inc. is used as the soft-dollar broker. Through soft dollar arrangements registrant may receive research, market-data, and other related services in exchange for allocating trades. Specifically, Western utilizes soft-dollars to purchase research and data from Capital IQ. Western has entered into arrangements to receive such products covered under the Safe Harbor of Section 28(e). The firm may utilize products for mixed use. However, portions of products will be paid for with hard dollars. The commissions charged by Cuttone & Co. may be higher than those of other brokers. The research and service generated by soft-dollars are applicable for all accounts.

In placing portfolio transactions, Western Research and Management, LLC seeks the best qualitative execution, taking into account such factors as price (including the brokerage commission), execution capability, responsiveness of the broker, and the brokerage and research services provided by the broker. The firm seeks favorable prices and commission rates that are reasonable in relation to the benefits received.

Western Research and Management, LLC has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides Western with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist Western in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate



payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help Western manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom Western may contract directly.

Western Research and Management, LLC is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

The company is committed to obtaining the best value for accounts at the lowest possible costs and seeks those brokers who can best execute on the Client's behalf.

Some Clients may direct the firm to use specific firms as Custodians and/or brokers to execute trades for their portfolios. When directed by an individual Client to use a specific broker-dealer, no attempt is generally made to negotiate commissions, and as a result, in some transactions these Clients may pay materially different commissions than paid by other Clients of the firm for the same trade. The firm often places blocked trades, in which individual trades are grouped to place a block order in the interest of receiving a better price. When different prices are given for pieces of the block, the executing broker gives an average price to all participating Clients. Clients directing the firm to use specific broker-dealers may not participate in such blocked trades, and therefore may receive a different price, and may be limiting the firm's ability to negotiate better commissions of blocked trades.

When the same security is purchased or sold for several Client accounts at or about the same time, the transaction may be executed on a combined ("blocked") basis, because the aggregate volume of the transaction may provide better purchase or sale prices, lower commission expense, or beneficial timing of transactions. Customarily, such factors as

whether a group of accounts is discretionary or non-discretionary, and when the required approvals will be obtained, will determine the aggregation of particular orders. However, if an entire blocked order cannot be filled at one time, the following factors will be considered in order to equitably allocate shares between the respective accounts: the size of each account (a small account's allocation may be increased to give it a meaningful position, or eliminated if the allocation is too small); or each account's relative cash position (a relatively large cash position may require more rapid investment of those funds than accounts with relatively smaller cash positions); or transaction fees that will be incurred if multiple trades are executed within a single account (for this reason, random account allocation is preferred over pro-rata allocation based on account size). All blocked trades are allocated to the client accounts on the day of trade execution.

Accounts that Western Research and Management, LLC has discretionary authority over will be eligible to participate in Initial Public Offerings (IPOs). IPOs will be allocated by the client's investment objectives. Western Research and Management, LLC may modify the trade allocation; shares will be distributed on a pro rata basis in the equity accounts. There is a minimum allocation of twenty-five (25) shares per account to minimize transaction costs. The following are acceptable reasons for modification: small accounts do not receive an allocation because the position size results in excess settlement costs; position of accounts (i.e., accounts with a relatively large cash position or that are over-weight or under-weight the industry sector).

### **Item 13 – Review of Accounts**

Accounts are monitored by the investment committee bi-monthly at a minimum for such things as asset allocation, security holdings, and cash positions, and appropriate changes/adjustments are noted. Client meetings are held at least annually to ascertain any changes that have occurred in the client's financial situation that would necessitate a change in the investment plan. Meetings can be in person or by telephone. Occasionally, client review meetings may be deferred due to client's schedule.

Unless another frequency is requested, client reports are generated monthly by the custodian and include an account holding summary and descriptions of purchases and sales. Confirmations are also sent to clients from the custodian when transactions are made for their accounts, describing the transaction. Western Research and Management sends quarterly economic and market commentary as well as annual performance reports.

#### **Item 14 – *Client Referrals and Other Compensation***

Western Research and Management, LLC does not receive any compensation from outside sources as a result of providing investment advice or advisory service to our clients.

Western does not compensate any person for client referrals of investment advice or advisory services.

#### **Item 15 – Custody**

Western is deemed to have custody of client funds because investment advisory fees are directly debited from client accounts. Debiting of fees is done pursuant to authorization provided by each client. Usually monthly, but no less than quarterly, clients receive account statements directly from the custodian of their account. Custodial statements include account holdings, market values and any activity that occurred during the period, including the deduction of investment advisory fees. Western urges clients to compare information contained in reports provided by Western with the account statements received directly from the account custodian. Differences in portfolio value may occur due to various factors, including but not limited to: (1) unsettled trades; (2) accrued income; (3) pricing of securities; and (4) dividends earned but not received.

Western and its officers/directors have direct access to the assets held in the Western Alternative Strategies fund. Western complies with the requirements of the Custody Rule under the Investment Advisers Act of 1940 with regard to the custody of private funds, including engaging the services of an independent accountant to conduct a financial audit of the fund each year. A copy of the audit is provided to participants in the fund within 180 days of the fund's fiscal year-end.

#### **Item 16 – Investment Discretion**

Western Research and Management, LLC usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Western observes the investment

policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Western in writing.

#### **Item 17 – Voting *Client* Securities**

Our policy and practice regarding proxy voting includes the responsibility to monitor corporate actions, receive and vote client proxies, and disclose any potential conflicts of interest to clients.

In regards to voting procedure, all employees will forward any proxy materials received on behalf of clients to the asset management department. Western will then determine which client accounts hold the security to which the proxy relates. Absent material conflicts, Western will determine how best to vote the proxy in accordance with the applicable voting guidelines, complete the proxy, and vote the proxy in a timely and appropriate manner.

Western Research and Management, LLC will provide, upon request, our detailed policies and procedures as well as our historical records regarding proxy voting. Please contact our office at (817) 877-9980.

#### **Item 18 – Financial Information**

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