



WEALTH MANAGEMENT INTERNATIONAL, LTD.

Providing Financial Solutions

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December 31, 2012

Part 2A Brochure

This brochure provides information about the qualifications and business practices of Wealth Management International, Ltd. If you have any questions about the contents of this brochure, please contact us at 623-875-5204. 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. Wealth Management International, Ltd. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Wealth Management International, Ltd. is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Wealth Management International, Ltd. is 153146.

MATERIAL CHANGES

Summary of Material Changes

Set forth below is a summary of material changes in this brochure from our last annual update. Our last annual update was dated December 31, 2011.

Other Business Activities:

WMI has an affiliated company, Family Legacy Planning to provide insurance planning and insurance related products. As such, certain IAR's of WMI may be compensated by this entity for insurance products purchased by clients to whom our investment advisory are services offered.

Portfolios:

The **Income Opportunity** model was added to our list of asset allocation models. The investment objective of the Income Opportunity model is to hold a number of positions designed to generate current income. It also uses options to hedge risk and generate income. The downside risk characteristics and composition of the model are as follows:

Downside Risk Characteristics: Strives to generate high current income while preserving principal. Uses options strategies for income generation and to hedge principal risk.

Composition: Income generating securities; bonds, stocks (common and preferred). Individual securities, open end mutual funds, closed end funds, exchange traded funds and notes.

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Compliance Officer, Lynn Forman 623.875.5204, ex. 108 or lynn@wealthadv4u.com

We encourage you to read this document in its entirety.

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ADVISORY BUSINESS

This Disclosure document is being offered to you by Wealth Management International, Ltd. (“WMI”) in connection with the investment advisory services we provide. It discloses information about the services we provide and the manner in which those services are made available to you, the client.

We are an investment management firm located in Peoria, Arizona, specializing in proactive investment advisory services for investors with over \$500,000 investable assets. The firm was established by Richard M. Groff II, the firm’s principal owner, in 1997 and became a registered investment adviser in 2010.

We are committed to helping -clients build, manage, and preserve your wealth, and to provide assistance to clients to help achieve their stated financial goals. We may offer an initial complimentary meeting; however, investment advisory services are initiated only after you and WMI execute an engagement letter or client agreement.

Investment Management and Supervision Services

We offer discretionary investment management and investment supervisory services for a fee based on a percentage of your assets under management. These services include investment analysis, allocation of investments, quarterly portfolio statements and ongoing monitoring services for the portfolio.

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

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

Once we have determined the types of investments to be included in your portfolio, and allocated them, we will provide ongoing portfolio review and management services. This approach requires us to review your portfolio at least quarterly.

We will rebalance the portfolio, as we deem appropriate, to meet your financial objectives. We will trade these portfolios and rebalance them on a discretionary basis.

Our advisory services are tailored to meet your individual needs. You will have the ability to leave standing instructions with us to refrain from investing in particular industries or invest in limited amounts of securities.

In all cases, you have a direct and beneficial interest in your securities, rather than an undivided interest in a pool of securities. We do not and will not have custody of your funds or securities. We do have limited authority to direct the Custodian to deduct investment advisory fees, but only with the appropriate authorization from you.

You are advised and are expected to understand that our past performance is not a guarantee of future results. Certain market and economic risks exist that may adversely affect an account's performance. This could result in capital losses in your account.

Financial Planning Services

Financial advisory services provided by us may include the analysis of your situation and assistance in identifying and implementing appropriate financial planning and investment management techniques to help you meet your specific financial objectives. Such services may include a written financial analysis and specific or general investment and/or planning recommendations.

In preparing your financial plan, we may address any or all of the six areas of financial planning established by the National Endowment for Financial Education and endorsed by the Certified Financial Planner Board of Standards, depending on your specific needs. These include: financial position, protection planning, investment planning, income tax planning, retirement planning, and estate planning.

Our specific services in preparing your plan may include:

- Determination of appropriate income planning strategies for both pre- and post-retirement timeframes.
- Review of existing and proposed investment asset mixes to help you meet your overall financial objectives. This would include a review of risk/return issues and a suggested plan of action consistent with your risk tolerance and overall financial objectives.
- Calculation of your pre-retirement savings and investing needs.
- Assessment of your overall financial position including net worth, cash flow, and debt.
- Comprehensive analysis of IRA-related issues including rollover, distribution, and inheritance planning options.
- Evaluation of strategies designed to maximize the utilization and protection of your IRA assets.
- Estimates of your federal estate taxes and a suggested plan of action to help meet estate planning objectives.
- Review and determination of your life and disability insurance needs.
- Suggestions for minimizing your federal and state income tax obligations.

- Development of investment strategies consistent with your business ownership secession and transition planning, if applicable.

Consulting Services

We also provide clients investment advice on a more limited basis on one or more isolated areas of concern such as estate planning, real estate, retirement planning, or any other specific topic. Additionally, the Firm may provide advice on non-securities matters in connection with the rendering of estate planning, insurance, real estate, and/or annuity advice.

We do not participate in wrap fee programs.

Assets

As of December 31, 2012, we managed \$92,127,570 in client assets on a discretionary basis and \$19,485,970 on a non-discretionary basis.

FEES AND COMPENSATION

Investment Management Fees and Compensation

WMI charges a fee as compensation for providing Investment Management services on your account. These services include advisory and consulting services, trade entry, investment supervision, and other account maintenance activities. We do not charge fees for completing transactions within your account. However, the custodian may charge custodial fees, transaction costs, redemption fees, retirement plan and administrative fees or commissions. See Additional Fees and Expenses below.

In addition, some mutual fund assets deposited in the account may have been subject to deferred sales charges and 12 (b) (1) fees and other mutual fund annual expenses as described in the fund's prospectus. Furthermore, some existing variable annuities may be subject to trailing service fees, deferred sales charges, and mortality and expense fees. These fees are independent of our fees and should be disclosed by the custodian or contained in each fund's prospectus. You should also note that fees for comparable services vary and lower fees for comparable services may be available from other sources.

The fees for accounts are based on an annual percentage of assets under management. The fees are applied to the account asset value on a pro-rated basis, billed quarterly in advance. The initial fee will be based upon the date the account is accepted for management by execution of the investment advisory contract by the Firm and the assets are transferred through the last day of the current calendar quarter. The management fee is based on the size of the account at inception and is reviewed annually and reset at the time of the advisory client's annual review if the account(s) qualify for a lower fee.

The fee is charged quarterly and is calculated on the market value of the account on the last day of the previous calendar quarter and will cover the period from the first day of the calendar quarter through the last day of the calendar quarter. The market value will be determined as reported by the Custodian. Fees are assessed on all assets under management, including securities, cash and money market balances.

A \$495.00 termination fee will apply for accounts held less than 12 months.

Fees may vary based on the size of the account, complexity of the portfolio, extent of activity in the account or other reasons agreed upon by us and you as the client. Fees will generally follow the schedule of assets under management outlined below. In certain circumstances at our discretion, we may allow fees to be negotiated.

WMI Annualized Fee Schedule

Core / Dynamic / Tactical / Specialty		
Less than	\$500,000	1.50%
Greater than	\$500,000	1.25%
Greater than	\$ 1 million	1.00%
Greater than	\$ 5 million	0.85%
Greater than	\$10 million	0.50%
Greater than	\$15 million	negotiable

Variable Annuities managed in conjunction with the Strategic Risk Management account will receive a 50% discount from the standard fee schedule above and will be included in the total assets under management for fee calculation purposes. Strategic Risk Management accounts will be billed according to the standard fee schedule.

In our discretion, we may add (aggregate) asset amounts in accounts from your same household together to determine the advisory fee for all your accounts. We may do this, for example, where we also service accounts on behalf of your minor children, individual and joint accounts for a spouse, and/or other types of related accounts. This consolidation practice is designed to allow you the benefit of an increased asset total, which could potentially cause your account(s) to be assessed a reduced advisory fee based on the asset levels available in our fee schedule.

You authorize us to debit your account quarterly for our fee. The independent qualified custodian holding your funds and securities will debit your account directly for the advisory fee and pay that fee to us.

You will provide written authorization permitting the fees to be paid directly from your account held by the qualified custodian. Further, the qualified custodian agrees to deliver an account statement at least quarterly directly to you indicating all the amounts deducted from the account including our advisory fees. You are encouraged to review your account statements for accuracy. We will receive a duplicate copy of the custodian's statement that was delivered to you.

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

Financial Planning Fees

Your fee for the designated financial advisory services will be determined in one of the following ways:

Fixed Fee: Under a fixed fee arrangement, any fee will be agreed upon by you and your advisor in advance of services being performed. The fee will be determined based on factors including your net worth, the complexity of your financial situation, agreed upon deliverables, and whether or not you intend to implement any recommendations through your financial advisor. When WMI is chosen to implement your plan, we will waive or reduce a portion of our financial planning.

The type of fee and -- in the case of a fixed fee -- the amount must be agreed to by you and your advisor prior to the signing of the financial planning agreement. A portion of the fee is payable upon signing the agreement. We will complete work within six months of the date your fee is paid, in cases where you paying advance. If the work is not completed in such a time, we will refund your fee on a pro-rated basis. Fixed fees shall not exceed \$10,000.

Hourly Rate: Under an hourly rate agreement, your total cost for financial planning services will be based on the amount of time your advisor and our staff spend developing your financial plan. This includes time spent meeting with you, analyzing your financial objectives, and evaluating and documenting your strategies. Our hourly rates vary between \$125.00 and \$250.00. The hourly rate will be agreed upon by you and your advisor in advance of services being performed. The fee and the number of hours will be determined based on factors including your net worth, the complexity of your financial situation, agreed upon deliverables and the sophistication of the advisors assigned to your plan.

In no case are our fees based on, or related to, the performance of your funds or investments.

We will not require prepayment of more than \$1,200 in fees per client, six (6) or more months in advance of providing any services.

You may terminate the financial planning agreement by providing us with written notice. Upon termination, fees will be prorated to the date of termination and any unearned portion of the fee will be refunded to you.

When both investment management or plan implementation and financial planning services are offered, there is a potential conflict of interest since there is an incentive for the party offering financial planning services to recommend products or services for which WMI, or a related party, may receive compensation. However, as a financial planning client, you are under no obligation to act upon any of our recommendations or effect the transaction(s) through us if you decide to follow the recommendations.

Consulting

Your fee for general consulting services will be determined in one of the following ways:

Fixed Fee: Under a fixed fee arrangement, any fee will be agreed upon by you and your advisor in advance of services being performed. The fee will be determined based on factors of the consulting project and fully detailed in our agreement. A portion of the fee is payable upon signing the agreement. We will complete work within six months of the date your fee is paid, in cases where you paying advance. If the work is not completed in such a time, we will refund your fee on a pro-rated basis. The fixed fee shall not exceed \$10,000.

Hourly Rate: Under an hourly rate agreement, your total cost for consulting services will be based on the amount of time your advisor and our staff spend working with you on your specific project. Our hourly rates vary between \$125.00 and \$250.00. You will be billed as services are rendered.

Additional Fees and Expenses:

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

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

For all Income, Dynamic, Tactical, & Strategic Risk Management accounts; and some Core accounts, the custodian charges the following fees. The client is responsible for all trading charges per the following schedule:

- Stocks: \$9.99 per trade. *
- Mutual Funds: \$25.00 per trade.
- Fixed Income: \$25.00 per trade (Treasuries) or \$35 (UITs)
- Options: \$9.99 per trade, plus \$.75/contract.

* Accounts without electronic delivery of notices (statements, confirmations, etc.) are charged \$16.99 per trade for stocks.

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

PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance based fees). Our advisory fee compensation is charged only as disclosed above in Fees and Compensation.

TYPES OF CLIENTS

We provide investment advice to individuals, trusts, defined benefit plans and estates. Our initial account value is \$250,000; however, we may accept accounts for less than the minimum.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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

We determine how to allocate assets among the various management styles and models based on the investment strategy chosen, prevailing economic conditions, market trends, and our determination of where we are in the economic cycle. Potential risks and opportunities are weighed to determine how much exposure, if any, the model will have to each asset class. Any (or all) model(s) at any point in time might be invested totally in cash, net long¹, short² or neutral.

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

In addition to the annual rebalancing, overall market conditions and microeconomic factors affecting specific holdings may trigger changes in allocation. Such changes would remain within the bounds set by this statement for each asset type. Accounts may also receive informal reviews more frequently.

Under unusual or extreme market conditions, we may move your account to a more defensive posture than the normal strategy allocation, including the possibility of moving to all cash or cash equivalents. We may also use inverse market funds and/or protective options (covered call options and put options) to protect long positions in the account or another unmanaged account. Inverse market funds are designed to move in a direction opposite to the market, asset class or index they seek to target and thus produce gains that help to offset losses in funds that are long the market. Inverse funds may decline in value when the market, asset class or index they target is rising.

¹ To be “long” means to be invested in the traditional sense. When one buys a stock, they are said to be “long” that stock. To be positioned net long means to be invested in such a way that the overall portfolio seeks to benefit from increases in asset values.

² To be “short” means to borrow a stock, fund or other asset and immediately sell it. The intention is to buy it back later at a lower price, then return the asset to the source from which it was borrowed, keeping the profit. Shorting is a way to benefit from expected falling asset prices. To be positioned net short means to be invested in such a way that the overall portfolio seeks to benefit from declines in asset values. Normally, short selling involves the potential for unlimited loss. However, because our short positions are only established through mutual funds or ETF’s that hold short positions and not through direct short sales, there is not the risk of unlimited loss. Normally, our short positions represent only a small percentage of the overall portfolios.

One use of inverse funds is the creation of so-called “paired trades” where a long position is established with a corresponding short position. This strategy creates a market neutral position which is less affected by movements in the overall market. Instead, this strategy seeks to benefit from the difference between the asset class or stock-picking skills of the fund manager represented by the long position versus the short position.

While such a strategy may reduce overall market risk, it cannot guarantee a profit and may still result in loss. Inverse funds may also be used to hedge long mutual fund positions and thus avoid short-term trading fees that would otherwise be incurred on the sale of mutual funds subject to a short-term trading fee.

Investment Philosophy

Prior to making recommendations, we determine your financial status, needs, time-horizon, investment objective, risk tolerance and tax status. This information is used to create an investor profile and from this an asset allocation model is developed.

Management Styles	Investment Objective Characteristics	Models
Income	Will hold a number of positions designed to generate current income. Will hold individual stocks, both common and preferred. May hold individual bonds. Will hold open and closed end mutual funds, exchange traded funds and notes. Will use options to hedge risk and for income.	Income Opportunity
Dynamic	Shorter Holding Period. Often hedged with options positions. Individual Stocks, both common and preferred. Covered call and cash protected puts for income generation. Paired Trades.	Equity Income Capital Appreciation Capital Preservation
Core	Assets allocated using Modern Portfolio Theory, managed tactically based on current events; technical analysis and macro economic fundamentals. May use open ended mutual funds, exchange traded funds, closed end funds, individual stocks.	Conservative Moderate Growth
Tactical	Assets tactically and strategically allocated using exchange traded funds, closed end funds, and options. Options used to mitigate risk. Long/Short Positions. Trend analysis and following.	Active Allocation Trend/Momentum
Strategic Risk Management (SRM)	Specialty account used to mitigate risk in passively allocated accounts.	

The following are brief descriptions of WMI's Management Styles and the Models used in each style:

Income

Income Opportunity:

Downside Risk Characteristics: Strives to generate high current income while preserving principal. Will employ options strategies for income generation and to hedge principal risk.

Composition: Income generating securities; bonds, stocks (common and preferred). Individual securities, open end mutual funds, closed end funds, exchange traded funds and notes.

Dynamic

Capital Preservation:

Downside Risk Characteristics: Expect occasional negative days or perhaps a negative month.

Composition: Mostly fixed income (short-term or variable rate) and blue chip stocks; with deep in the money calls sold against them. Portfolios may also include some dividend paying preferred and common stock.

Equity Income:

Downside Risk Characteristics: May experience negative months or quarters and occasionally a negative year.

Composition: Growth stocks, dividend paying preferred and common stock and small amount of fixed income. Covered calls written at-the-money or slightly out-of-the-money on stocks in uptrends. Out-of-the-money, at-the-money and slightly in-the-money cash protected puts may be sold against high quality stocks in established uptrends. Call options used to simulate long stock positions, puts used to hedge downside.

Capital Appreciation:

Downside Risk Characteristics: May experience negative months or quarters and occasionally a negative year.

Composition: Mostly growth stocks, dividend paying preferred and common stock and calls used to simulate long stock positions. Small amount of fixed income. Covered calls may be written at-the-money or out-of-the-money on stocks in uptrends. Out-of-the-money, at-the-money and in-the-money cash protected puts sold against high quality stocks in established uptrends. Will use puts to hedge downside when conditions warrant.

Core

Conservative:

Downside Risk Characteristics: May experience negative months or quarters and occasionally a negative year.

Composition: Primarily open ended mutual funds. Allocation is determined using Modern Portfolio Theory principles, modified tactically by business cycle trends, macro economic trends, equity market conditions, interest rate trends,

yield curve slope and bond market conditions. May use specialty funds and inverse funds to mitigate risk and optimize returns. Intent is to provide returns that can protect purchasing power. Focus is on preserving capital.

Moderate:

Downside Risk Characteristics: May experience negative months or quarters and occasionally a negative year.

Composition: Primarily open ended mutual funds. Allocation is determined using Modern Portfolio Theory principles; modified tactically by business cycle trends, macro economic trends, equity market conditions, interest rate trends, yield curve slope and bond market conditions. May use specialty funds and inverse funds to mitigate risk and optimize returns. Intent is to provide returns that can increase purchasing power. Focus is on growth of capital with risk management.

Growth:

Downside Risk Characteristics: May experience negative months or quarters and occasionally a negative year.

Composition: Primarily open ended mutual funds. Allocation is determined using Modern Portfolio Theory principles; modified tactically by business cycle trends, macro economic trends, equity market conditions, interest rate trends, yield curve slope and bond market conditions. May use specialty funds and inverse funds to mitigate risk and optimize returns. Intent is to provide returns that can increase purchasing power. Focus is on growth of purchasing power and growth of capital. Will use a variety of techniques to manage risk but will accept more volatility than the other Core portfolios.

Tactical

Active Allocation:

Downside Risk Characteristics: May experience negative months or quarters and occasionally a negative year.

Composition: Primarily exchange traded funds, individual stocks, closed end funds and options. A variety of options trading techniques are used to mitigate risk and optimize gain. Will employ both long and short Positions. Will be diversified globally.

Trend/Momentum:

Downside Risk Characteristics: May experience negative months or quarters and occasionally a negative year.

Composition: Exclusively exchange traded funds. Analyzes and follows global trends in broadly diversified asset classes. Can be 100% cash if global trends warrant such a level of defensive investment.

Specialty

These portfolios are designed to accomplish specific, focused investment objectives.

You are advised and are expected to understand that our past performance is not a guarantee of future results and that certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account.

Risks

There is principal and material risks involved which may adversely affect the account value and total return. There are other circumstances (including additional risks that are not described here) which could prevent your portfolios from achieving its investment objective. It is important to read all the disclosure information provided and to understand that you may lose money by investing in the any of our strategies.

Your account is subject to the following risks:

- **Stock Market Risk** – The value of securities in the portfolio will fluctuate and, as a result, the value may decline suddenly or over a sustained period of time.
- **Managed Portfolio Risk** – The manager's investment strategies or choice of specific securities may be unsuccessful and may cause the portfolio to incur losses.
- **Industry Risk** – The portfolio's investments could be concentrated within one industry or group of industries. Any factors detrimental to the performance of such industries will disproportionately impact on your portfolio. Investments focused in a particular industry are subject to greater risk and are more greatly impacted by market volatility than less concentrated investments.
- **Non-U.S. Securities Risk** – Non-U.S. securities are subject to the risks of foreign currency fluctuations, generally higher volatility and lower liquidity than U.S. securities, less developed securities markets and economic systems and political and economic instability.
- **Emerging Markets Risk** – To the extent that your portfolio invests in issuers located in emerging markets, the risk may be heightened by political changes and changes in taxation or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- **Currency Risk** – The value of your portfolio's investments may fall as a result of changes in exchange rates.
- **Interest Rate Risk**. The value of fixed income securities rises or falls based on the underlying interest rate environment. If rates rise, the value of most fixed income securities could go down.
- **Credit Risk**. Most fixed income instruments are dependent on the underlying credit of the issuer. If we are wrong about the underlying financial strength of an issuer, we may purchase securities where the issuer is unable to meet its obligations. If this happens, your portfolio could sustain an unrealized or realized loss.
- **Inflation Risk**. Most fixed income instruments will sustain losses if inflation increases or the market anticipates increases in inflation. If we enter a period of moderate or heavy inflation, the value of your fixed income securities could go down.

DISCIPLINARY INFORMATION

WMI does not have any legal, financial or other “disciplinary” item to report.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Other Business Activities

We offer financial and retirement planning services. These services are offered to clients with or without investment advice. We spend a portion of our time providing financial and retirement planning services without investment advice. In addition, our investment adviser representatives (“IAR”) may also be licensed insurance agents. As a result, WMI or our IARs may receive compensation for these activities as insurance agents. A portion of the time we and our IARs is spent in connection with these activities.

Certain associated persons with WMI are also part of Strategic Tax Planning, LLC (“STP”). STP provides tax consulting and preparation services primarily for WMI clients, as well as estate and death distribution planning services for WMI clients and others. STP also provides risk management through Identity Theft resolution.

An affiliated entity, Family Legacy Planning, LLC provides insurance planning and insurance related products. As such, certain IAR’s of WMI may be compensated by this entity for insurance products purchased by clients to whom our investment advisory services are offered. A portion of our IAR’s time is spent in connection with these activities.

When investment management, plan implementation, financial planning services or tax planning are offered, there is a potential conflict of interest since there is an incentive for the party offering investment management and financial planning services to recommend the services for which associated persons of our firm, or a related party, may receive compensation through Strategic Tax Planning, LLC and Family Legacy Planning, LLC. However, investment management/financial planning clients are under no obligation to act upon any of our recommendations or to utilize the services of the tax planning division.

Associated persons of WMI are also associated with Business Owners Edge, LLC. This entity provides turn-key Advisor Advantage workshops & practice management consulting for financial planners to assist them on how to provide improved services for their clientele whereby providing the advantage over their competitors regardless of the stock market environment. These workshops are presented on DVDs and provide information from the initial invitation to the Power Point Presentations. As a result, persons associated with Business Owners Edge, LLC may receive compensation for these activities. A portion of our associated person’s time is spent in connection with these activities.

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

WMI and persons associated with us are allowed to invest for their own accounts or have a financial interest in the same securities or other investments that we recommend or acquire for your account, and may engage in transactions that are the same as or different than transactions recommended to or made for your account. This creates a conflict of interest. We recognize the fiduciary responsibility to place your interests first and have established policies in this regard to avoid any potential conflicts of interest.

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, the prohibition against the use of inside information and other situations where there is a possibility for conflicts of interest.

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

We have established the following restrictions in order to ensure our firm's fiduciary responsibilities:

1. A director, officer or employee of WMI shall not buy or sell any securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No director, officer or employee of WMI shall prefer his or her own interest to that of the advisory client.
2. We maintain a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of WMI.
3. We emphasize the unrestricted right of the client to decline to implement any advice rendered, except in situations where we are granted discretionary authority of the client's account.
4. We emphasize the unrestricted right of the client to select and choose any broker-dealer (except in situations where we are granted discretionary authority) he or she wishes.
5. We require that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. Any individual not in observance of the above may be subject to termination.

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

BROKERAGE PRACTICES

We have relationships with various custodians, all members FINRA/SIPC, to act as custodians your account. Some of the products, services and other benefits provided by these custodians benefit us and may not benefit you or your account. Our recommendation/requirement that you place assets with these custodians' custody may be based in part on benefits the custodians provide us, and not solely on the nature, cost or quality of custody and execution services provided by the custodian.

We may recommend that you establish accounts with one of these custodians to maintain custody of your assets and to effect trades for your accounts. We are independently owned and operated and not affiliated with any of the independent qualified custodians. The custodians provide us with access to its institutional trading and custody services. These services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors.

We place trades for your account subject to our duty to seek best execution and other fiduciary duties. We may use broker-dealers other than these custodians to execute trades for your account maintained at the custodian, but this practice may result in additional costs to you so that we are more likely to place trades through the selected custodian rather than other broker-dealers. The custodian's execution quality may be different than other broker-dealers. Additionally, we have outsourced our back-office tasks to Orion Advisors. Orion will handle the task of daily database reconciliation, statement generation and deliver, and advisory fee filling. Orion's system will provide us with customized reporting, GIPS-compliant composites, trade upload creation and pending trade follow-up.

For our client accounts maintained in custody with one of these custodians, the custodians generally do not charge separately for custody but are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the custodian or that settle into the custodian's accounts.

We will aggregate trades for ourselves or our associated persons with your trades, providing that the following conditions are met:

1. Our policy for the aggregation of transactions shall be fully disclosed separately to our existing clients (if any) and the broker-dealer(s) through which such transactions will be placed;
2. We will not aggregate transactions unless it believes that aggregation is consistent with its duty to seek the best execution (which includes the duty to seek best price) for you and is consistent with the terms of our investment advisory agreement with you for which trades are being aggregated.
3. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for

- all our transactions in a given security on a given business day, with transaction costs based on each client's participation in the transaction;
4. We will prepare a written statement ("Allocation Statement") specifying the participating client accounts and how to allocate the order among those clients;
 5. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the allocation statement; if the order is partially filled, the accounts that did not receive the previous trade's positions should be "first in line" to receive the next allocation.
 6. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment and the reason for difference of allocation is explained in writing and is reviewed by our compliance officer. Our books and records will separately reflect, for each client account, the orders of which aggregated, the securities held by, and bought for that account.
 7. We will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation; and
 8. Individual advice and treatment will be accorded to each advisory client.

As a matter of policy and practice, we do not utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis.

REVIEW OF ACCOUNTS

The underlying securities within the investment supervisory services are regularly monitored. These reviews will be made by the Investment team of Richard M. Groff II, Lynn Forman, Douglas Cole, and Sargon Zia. An annual review is usually conducted in person or by telephone.

The purpose of all these reviews is to ensure that the investment plan continues to be implemented in a manner which matches your objectives and risk tolerances. More frequent reviews may be triggered by material changes in variables such as your individual circumstances, or the market, political or economic environment. You are urged to notify us firm of any changes in your personal circumstances.

In addition to the quarterly statements and confirmation of transactions that you receive from the custodian, WMI, through the outside vendor, Orion Adviser Services will be provided detailed quarterly account statements. Financial planning/Consulting clients will receive no regular reports from the Firm.

CLIENT REFERRALS AND OTHER COMPENSATION

The custodians we utilize make available to us other products and services that benefit us but may not benefit your accounts. Some of these other products and services assist us in managing and administering your accounts. These include software and technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of our fees from your account, and assist with back-office functions, recordkeeping and reporting.

Many of these services generally may be used to service all or a substantial number of our accounts. The custodians also make available to us other services intended to help us manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing.

In addition, the custodians may make available, arrange and/or pay for these services rendered to us by third parties. The custodians may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to us.

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

We may enter into written referral agreements with third parties by which the third party may, from time to time, refer clients that may establish accounts and enter into advisory relationships with us. In such circumstances, we agree to pay the third party a referral fee equal to a percentage of fees received by us from the referred client.

The referral fee may be split between third parties who have jointly participated in referring a client to WMI. The fee to be paid by WMI will be borne entirely by us and there will be no additional fee, cost or expense to the referred client resulting from the referral agreement. All referral agreements will be governed by and comply with Rule 206(4)-3 under the Investment Advisers Act of 1940.

CUSTODY

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

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

INVESTMENT DISCRETION

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

The limitations on investment and brokerage discretion held by WMI for you are:

1. For discretionary clients, we require that it be provided with authority to determine which securities and the amounts of securities to be bought or sold, as well as the broker-dealer to be used and the commission rates to be paid.
2. Any limitations on this discretionary authority shall be included in this written authority statement. You may change/amend these limitations as required. Such amendments shall be submitted in writing.

Research products and services received by us from broker-dealers will be used to provide services to all our clients.

VOTING YOUR SECURITIES

We will not vote proxies under its limited discretionary authority. You are welcome to vote proxies or designate an independent third-party at your own discretion. You designate proxy voting authority in the custodial account documents. You must ensure that proxy materials are sent directly to you or your assigned third party. We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies.

FINANCIAL INFORMATION

This item does not apply to our business.