

## Item 1 - Cover Page

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## April 17, 2014 Brochure

This brochure provides information about the qualifications and business practices of Wealth Management Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (704) 906-5025 or **[dj.herman@hotmail.com](mailto:dj.herman@hotmail.com)**. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Wealth Management Advisors, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Wealth Management Advisors, LLC also is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

## Item 2 - Material Changes

This Brochure is prepared in the revised format required beginning in 2011. This is the initial Brochure of Wealth Management Advisors, LLC, and is prepared according to the SEC's requirements and rules. In the future, this Item will discuss only specific material changes that are made to the Brochure and will provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure. We will further provide you with a new Brochure as necessary based on changes, new information, or at your request, at any time, without charge.

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## ***Item 4 - Advisory Business***

### General Information

Wealth Management Advisors, LLC ("WMA") also does business as Wagner Wealth Management, LLC and Capital Options, Inc. WMA was formed in 2014, and provides financial planning, portfolio management, and general consulting services to its clients.

Jill C. Wagner is the sole principal owner of WMA. Please see ***Brochure Supplements***, Exhibit A, for more information on other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

WMA is a newly formed Registered Investment Advisory firm and does not currently have any assets under management.

### SERVICES PROVIDED

At the outset of each client relationship, WMA spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain WMA to prepare a full financial plan. This written report is presented to the client for consideration. In most cases, clients subsequently retain WMA to manage the investment portfolio on an ongoing basis.

For those financial planning clients making this election, and for other clients who do not need financial planning but retain WMA for portfolio management services, based on all the information initially gathered, WMA generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments WMA will make on behalf of the client to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Finally, where WMA provides only limited financial planning or general consulting services, WMA will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

### Financial Planning

One of the services offered by WMA is Financial Planning, described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning;
- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Once Financial Planning advice is given, the client may choose to have WMA implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by WMA under a Financial Planning engagement and/or to engage the services of any recommended professional.

#### Portfolio Management

As described above, at the beginning of a client relationship, WMA meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by WMA based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, WMA will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, WMA will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on WMA in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of WMA.

#### Separate Account Managers

When appropriate and in accordance with the Investment Plan for a client, WMA may recommend the use of one or more Separate Account Managers, each a "Manager". Having access to various Managers offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client. WMA will select or recommend the Manager(s) it deems most appropriate for the client. Factors that WMA considers in recommending/selecting Managers generally includes the client's stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The Manager(s) will generally be granted discretionary trading authority to provide investment supervisory services for the portfolio. Under certain circumstances, WMA retains the authority to terminate the Manager's relationship or to add new Managers without specific client consent. In other cases, the client will ultimately select one or more Managers recommended by WMA. Fees paid to such Manager(s) are separate from and in addition to the fee assessed by WMA.

In any case, with respect to assets managed by a Manager, WMA's role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the Manager(s), and to assist the client in understanding the investments of the portfolio.

#### Third-Party Wrap Programs

From time to time and in accordance with the Investment Plan for a client, WMA may utilize the Manager(s) available in a Third Party Wrap Program. A Wrap Program is one that charges one fee (the "wrap fee") for both the Manager's fee and the transaction expenses incurred by the account. WMA's fee is charged separately from and in addition to the wrap fee.

Wrap programs generally offer a wide variety of Manager styles and offer clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client.

#### General Consulting

In addition to the foregoing services, WMA may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by WMA. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

### ***Item 5 - Fees and Compensation***

#### General Fee Information

Fees paid to WMA are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 – Brokerage Practices*** for additional information. Fees paid to WMA are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, WMA and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

#### Financial Planning Fees

When WMA provides stand-alone financial planning services to clients, these fees estimated at the time of the engagement for such services and are based on the hourly rate of \$500.

#### Portfolio Management Fees

Fees are individually negotiated with each client and range up to an annual rate of no more than 2.25% of assets under management.

The minimum portfolio value is generally set at \$250,000. There is no minimum annual fee for any account. WMA may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where WMA deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance as agreed upon with each client. Fees are prorated for cash flows exceeding \$2,500. If management begins after the start of a quarter, fees will be prorated accordingly. With client authorization, unless other arrangements are made fees are normally debited directly from client account(s).

Either WMA or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to WMA from the client will be invoiced or deducted from the client's account prior to termination.

#### Separate Account Manager Fees

In instances where the services of a Separate Account Manager are utilized, the Separate Account Manager fees will be charged in addition to WMA's fee and may be debited on a fee schedule that is different from WMA's billing schedule. Fees will be detailed in the Management Agreements signed by the client.

#### Wrap Program Fees

WMA's fees are charged separately from and in addition to Wrap Program fees.

#### General Consulting Fees

When WMA provides general consulting services to clients, these services are generally separate from WMA's financial planning and portfolio management services. Fees for general consulting are estimated at the time of the engagement for such services, and are normally based on an hourly rate of \$500.

#### Other Compensation

Certain of WMA's employees are also licensed to sell insurance. In providing financial planning and other related advisory services, they may recommend the purchase of products under circumstances where they would be entitled to receive a commission or other compensation in the transaction. In all such circumstances, however, the client will be notified of this payment in advance of the transaction, and under no circumstances will the client pay both a commission to them and a management fee to WMA on the same pool of assets.

Certain of WMA's employees are also Registered Representatives of Triad Advisors, Inc. ("Triad"), a FINRA and SIPC member, and registered broker/dealer. As such, they are entitled to receive commissions or other remuneration on the sale of insurance as well as other products. To protect client interests, WMA's policy is to fully disclose all forms of compensation before any such transaction is executed. Clients will not pay both a commission to these individuals and also pay an advisory fee to WMA on assets held in the same account. These fees are exclusive of each other.

As a result of this relationship, Triad may have access to certain confidential information (e.g., financial information, investment objectives, transactions, and holdings) about WMA clients, even if the client does not establish any account through Triad. If you would like a copy of Triad's privacy notice, please contact Jeff Herman.

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

WMA does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because WMA has no performance-based fee accounts, it has no side-by-side management.

### ***Item 7 - Types of Clients***

WMA serves individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$250,000, and there is no minimum annual fee charged. Under certain circumstances and in its sole discretion, WMA may negotiate such minimums.

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

#### **Methods of Analysis**

In accordance with the Investment Plan, WMA utilizes separate account managers, mutual funds, exchange traded fund ("ETFs"), individual stocks, bonds and closed-end funds to construct a portfolio in accordance with the Investment Plan.

ETFs and mutual funds are primarily used to invest in specifically targeted areas of the U.S. Equity market or for access to foreign investments. Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, as applicable and without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

In selecting individual stocks for an account, WMA generally applies traditional fundamental analysis including, without limitation, the following factors;

- Financial strength ratios
- Price-to-earnings ratios
- Dividend yields, and
- Growth rate-to-price earnings ratios

WMA will also incorporate other method of analysis, such as:

**Charting Analysis** – involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.

**Technical Analysis** – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

**Cyclical Analysis** – a type of technical analysis that involves evaluating recurring price patterns and trends.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. WMA may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

### Investment Strategies

WMA's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Margin Transactions – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

### Risk of Loss

While WMA seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

*Management Risks.* While WMA manages client investment portfolios, or recommends one or more Managers, based on WMA's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that WMA or a Manager allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that WMA's specific investment choices could underperform their relevant indexes.

*Risks of Investments in Mutual Funds, ETFs and Other Investment Pools.* As described above, WMA or a Manager(s) may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

*Equity Market Risks.* WMA and any Manager(s) will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make



them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

*Fixed Income Risks.* WMA and any Manager(s) may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

*Foreign Securities Risks.* WMA and any Manager(s) may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

#### ***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 a client's evaluation of WMA or the integrity of WMA's management. WMA has no disciplinary events to report.

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

Neither WMA nor its Management Persons have any other financial industry activities or affiliations to report.

#### ***Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading***

##### **Code of Ethics and Personal Trading**

WMA has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. WMA's Code has several goals. First, the Code is designed to assist WMA in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, WMA owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with WMA (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for WMA's associated persons. Under the Code's Professional Standards, WMA expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, WMA associated persons are not to take inappropriate advantage of their positions in relation to WMA clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time WMA's associated persons may invest in the same securities recommended to clients. Under its Code, WMA has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

#### Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those held in client accounts, WMA has established a policy requiring its associated persons to pre-clear transactions in certain of these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Some types of securities, such as CDs, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, WMA's goal is to place client interests first.

Consistent with the foregoing, WMA maintains policies regarding participation in initial public offerings (IPOs) and private placements to comply with applicable laws and avoid conflicts with client transactions. If a WMA associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (i.e., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with WMA's written policy.

### ***Item 12 - Brokerage Practices***

#### Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, WMA seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, WMA may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of WMA's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

WMA may recommend that clients establish brokerage accounts with Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, as the qualified custodian to maintain custody of clients' assets. WMA may also effect trades for client accounts at Schwab, or may in some instances, consistent with WMA's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although WMA may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. WMA is independently owned and operated and is not affiliated with Schwab.

Schwab Advisor Services provides WMA with access to its institutional trading, custody, reporting and related services, which are typically not available to Schwab retail investors. Schwab also makes available various support services. Some of those services help WMA manage or administer our clients' accounts while others help WMA manage and grow our business. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them. These services are not soft dollar arrangements, but are part of the institutional platform offered by Schwab. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For WMA client accounts maintained in its custody, Schwab generally does not charge 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 Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to WMA other products and services that benefit WMA but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of WMA accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist WMA 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 pricing and other market data; (iv) facilitate payment of WMA's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help WMA manage and further develop its business enterprise. These services may include: (i) technology compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to WMA. Schwab Advisor Services 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 WMA. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of WMA personnel. In evaluating whether to recommend that clients custody their assets at Schwab, WMA may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Certain mutual fund companies and other vendors, with which WMA associates may place client funds, may underwrite the expenses of various marketing, educational, and professional development activities. These reimbursements are not made directly to WMA, but are paid to third parties to cover specific expenses. Vendor participation in such events does not in any way guarantee any specified level of investment in any security or product.

#### Directed Brokerage

WMA does not generally allow directed brokerage accounts.

### ***Item 13 - Review of Accounts***

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by WMA. These factors may include, but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Management persons of WMA all review accounts.

For those clients to whom WMA provides separate financial planning and/or consulting services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of WMA's investment adviser representatives or principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, WMA provides a quarterly report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

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

As noted above, WMA may receive an economic benefit from Schwab in the form of support products and services it makes available to WMA and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of Schwab's products and services to WMA is based solely on our participation in the programs and not in the provision of any particular investment advice. Neither Schwab nor any other party is paid to refer clients to WMA.

### ***Item 15 - Custody***

Schwab is the custodian of nearly all client accounts at WMA. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify WMA of any questions or concerns. Clients are also asked to promptly notify WMA if the custodian fails to provide statements on each account held.

From time to time and in accordance with WMA's agreement with clients, WMA will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

### ***Item 16 - Investment Discretion***

As described above under ***Item 4 - Advisory Business***, WMA manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, WMA will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving WMA the authority to carry out various activities in the account, generally including the following: trade

execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. WMA then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with WMA and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between WMA and the client.

***Item 17 - Voting Client Securities***

As a policy and in accordance with WMA's client agreement, WMA does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact WMA with questions relating to proxy procedures and proposals; however, WMA generally does not research particular proxy proposals.

***Item 18 - Financial Information***

WMA does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.