

**Item 1: Cover Page**

**Appendix 1 of Part 2A**  
**WAM, LLC Wrap Fee Program Brochure**

April 21, 2014

**WAM, LLC**

SEC File No. Pending

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This wrap fee program brochure provides information about the qualifications and business practices of WAM, LLC. If you have any questions about the contents of this brochure, please contact us at 815-782-1250. 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. Registration with the SEC or State Regulatory Authority does not imply a certain level of skill or expertise.

Additional information about WAM, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2: Material Changes**

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules. Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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## Item 4: Services, Fees, and Compensation

### A. WAM, LLC

WAM, LLC ("WAM, LLC" and/or "the firm"), is a Wisconsin limited liability company and a Wisconsin-registered investment adviser. Gery Sadzewicz is the firm's sole member. The firm is newly formed and has not previously provided investment advisory services.

#### A.1. Advisory Services Offered

The investment advisory services offered by WAM, LLC include portfolio management, investment advice, performance reporting, and related account services. The firm may also offer financial planning services to certain clients.

WAM, LLC offers two primary investment strategies to institutional clients: (1) a Large Cap Core Equity Institutional Portfolio; and (2) a Small Cap Core Equity Institutional Portfolio (the "Institutional Portfolios"). If a client selects an Institutional Portfolio, WAM, LLC typically only provides the client discretionary investment management over the portion of the client's assets that the client has designated for management by WAM, LLC.

WAM, LLC offers two primary investment strategies to individual clients: (1) a Large Cap Core Equity Counseled Portfolio; and (2) a Small Cap Core Equity Counseled Portfolio (the "Counseled Portfolios"). WAM, LLC may also offer certain Counseled Portfolio clients fixed income portfolios, international equity portfolios, or portfolio of mutual fund portfolios. International equity portfolios and portfolio of mutual fund portfolios are only available to Counseled Portfolio clients as part of a larger diversified portfolio. WAM, LLC typically provides Counseled Portfolio clients with advice and guidance on matters including, but not limited to, asset allocation and financial planning, along with discretionary investment management over the client's account.

The firm seeks to meet the client's particular investment needs by developing a customized investment strategy based upon guidelines that are jointly established by the client and WAM, LLC. At the commencement of services, the firm reviews the client's investment objectives and risk tolerance. Based upon that review and other information provided by the client, WAM, LLC makes a subsequent recommendation to the client as to which investment style the firm believes is best suited for the client. The client makes the final decision as to which investment style is chosen for the client's account.

For its discretionary asset management services, the firm receives a limited power of attorney to effect securities transactions on behalf of its clients that include securities and strategies described in Item 6.C.7 of this brochure.

In addition to providing WAM, LLC with information regarding their personal financial circumstances, investment objectives and tolerance for risk, clients are required to provide the firm with any reasonable investment restrictions that should be imposed on the management of their portfolio, and to promptly notify the firm of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals and tolerance for risk. On a quarterly basis, WAM, LLC's reports to clients will remind clients of their obligation to inform the firm of any such changes or any restrictions that should be imposed on the management of

the client's account. WAM, LLC will also contact clients at least annually to determine whether there have been any changes in a client's personal financial circumstances, investment objectives and tolerance for risk.

## **A.2. Fees and Compensation**

### *Institutional Portfolios*

The following fee schedule sets forth the maximum fee rates for the Institutional Portfolios.

<u>Value of Assets</u>	<u>Small Cap Annual Fee Rate</u>	<u>Large Cap Annual Fee Rate</u>
First \$5 million	1.00%	0.85%
Next \$15 million	0.85%	0.70%
Next \$30 million	0.75%	0.65%
Over \$50 million	0.60%	0.55%

The minimum asset value to open Institutional Portfolios is typically \$3 million for a Small Cap Institutional Portfolio and \$5 million for a Large Cap Institutional Portfolio.

### *Counseled Portfolios*

The following fee schedule sets forth the maximum fee rates for Counseled Portfolios.

<u>Value of Assets</u>	<u>Annual Fee Rate</u>
First \$2 million	1.35%
Next \$3 million	1.10%
Next \$5 million	0.90%
Over \$10 million	0.70%

The minimum asset value to open a Counseled Portfolio is typically \$2 million. The minimum annual advisory fee is generally \$25,000. For Counseled clients seeking fixed-income management only, fees are negotiable. International equity securities management and portfolio of mutual fund portfolios is only available to Counseled Portfolios as part of a larger diversified portfolio.

The firm will calculate a client's advisory fee by applying the applicable fee rate to the value of all of the assets in the client's account, including cash and its equivalent and including all assets held by any third party custodian. If requested by a client and approved by WAM, LLC a client's advisory fee may be determined by also including the aggregate value of assets in certain other accounts held by a client and the client's immediate family members residing in the same household, which may include managed account assets held in a client's name at WAM, LLC and may include at the firm's discretion, assets held away from WAM, LLC non-managed assets, and assets held in a name other than that of the client. A client should note that retirement accounts may not be included in to the extent a prohibited transaction under ERISA or the IRC may result. The terms of any such household fee arrangement will be set forth in the client's investment management agreement.

The advisory fee and minimum account value are negotiable in certain instances and may vary based upon a number of factors, including but not limited to the size and nature of the assets in

the client's account, the client's particular investment style or objective, and any particular services requested by the client. In some instances, clients may pay a higher fee than indicated in the fee schedules above.

Asset-based fees are always subject to the investment advisory agreement between the client and WAM, LLC. Such fees are payable quarterly in advance. The fees will be prorated if the investment advisory relationship commences otherwise than at the beginning of a calendar month.

These fees include charges for all transaction costs such as commissions on purchase and sales of stocks, bonds, exchange-traded funds and options, trade-away fees on bonds and mutual fund transactions fees. Except as otherwise provided below, client will incur no charges other than the adviser's fee pursuant to the above fee schedule in connection with the maintenance of and activity in client's account. The WAM, LLC wrap fee does not include mutual fund administrative and marketing fees and expenses. To the extent that securities transactions are executed away from Schwab then there may be commission mark-up and mark-downs that the client will pay in addition to the WAM, LLC wrap fee.

The trading cost component of the WAM, LLC's advisory fee is estimated to range from \$200 to \$2000 per account per year.

The client authorizes the qualified custodian to automatically deduct the fee and all other charges payable hereunder from the assets in the account when due with such payments to be reflected on the next account statement sent to the client. If insufficient cash is available to pay such fees, securities in an amount equal to the balance of unpaid fees will be liquidated to pay for the unpaid balance. WAM, LLC may modify the fee at any time upon 30 days' written notice to the client. In the event the client has an ERISA-governed plan, fee modifications must be approved in writing by the client.

A client investment advisory agreement may be canceled at any time by the client, or by WAM, LLC with 30 days' prior written notice to the client. Upon termination, any unearned, prepaid fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

## **B. Disclosure of Cost Difference if Services Purchased Separately**

Depending on a number of factors, such as the number, size, and nature of the securities transactions in an advisory account, the overall fees and charges borne by the client over time could be more or less than what these fees and charges would be if the same services were provided on a separate basis, either as asset-based fees or transaction-based fees. Bundled fees (where the adviser assumes the cost of processing the trade) generally provide an economic incentive for the advisory firm to select investments and strategies that minimize trading costs. Frequent trading in an account where transactions fees are included as part of the overall advisory fee to the client drive trading costs higher and reduce the overall fee revenue to the advisor. As a result, higher trading costs in a bundled fee account have a negative impact on the advisory firm's profitability.

## **C. Additional Client Fees and Terms of Payment**

### **C.1. Client Payment of Fees**

WAM, LLC requires clients to authorize the direct debit of fees from their accounts. Exceptions may be granted subject to the firm's consent for clients to be billed directly for our fees. For directly debited fees, the custodian's periodic statements will show each fee deduction from the account. Clients may withdraw this authorization for direct billing of these fees at any time by notifying us or their custodian in writing.

WAM, LLC will deduct its advisory fees directly from the client's account provided that (i) the client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account. The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

### **C.2. Prepayment of Client Fees**

WAM, LLC generally requires fees to be prepaid on a quarterly basis. WAM, LLC's fees will either be paid directly by the client or disbursed to WAM, LLC by the qualified custodian of the client's investment accounts, subject to prior written consent of the client. The custodian will deliver directly to the client an account statement, at least quarterly, showing all investment and transaction activity for the period, including fee disbursements from the account.

A client investment advisory agreement may be canceled at any time by the client, or by WAM, LLC with 30 days' prior written notice to the client. Upon termination, any unearned, prepaid fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

### **C.3. Additional Fees**

All fees paid for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and exchange-traded funds. Such fees and expenses are described in each fund's prospectus. Clients are advised to read these materials carefully before investing. Please refer to the Brokerage Practices section (Items 9.B. and 9.B.) for additional information regarding the firm's brokerage practices.

## **D. Compensation for Recommending the WAM, LLC Wrap Fee Program**

The WAM, LLC Wrap Fee Program is a proprietary product offered exclusively through WAM, LLC. As such, there are no conflicts of interest in that there are no commissions paid for selling the WAM, LLC Wrap Fee Program.

## **E. External Compensation for the Sale of Securities to Clients**

WAM, LLC's advisory professionals are compensated solely through a salary and bonus structure. WAM, LLC is not paid any sales, service or administrative fees for the sale of mutual funds or any other investment products with respect to managed advisory assets.

## **F. Client Assets Under Management**

WAM, LLC is a newly formed investment adviser and as the firm's registration is pending there are currently no assets under management.



## **Item 5: Account Requirements and Types of Clients**

WAM, LLC offers its investment services to various individuals; banks or thrift institutions; pension and profit sharing plans; trusts; estates; charitable organizations; and corporations or other business entities.

The minimum asset value to open Institutional Portfolios is typically \$3 million for a Small Cap Institutional Portfolio and \$5 million for a Large Cap Institutional Portfolio. The minimum asset value to open a Counseled Portfolio is typically \$2 million; the minimum annual advisory fee is generally \$25,000. Mutual fund portfolios have a minimum \$25,000 account size.

## **Item 6: Portfolio Manager Selection and Evaluation**

### **A. Portfolio Manager Selection and Review**

WAM, LLC is the sole sponsor and sole portfolio manager for the WAM, LLC Wrap Fee Program.

### **B. Participation in Wrap Fee Programs**

Other than offering its WAM, LLC Wrap Fee Program, the firm does not participate in wrap fee programs.

### **C. WAM, LLC Acts as Both a Wrap Fee Sponsor and Portfolio Manager**

The WAM, LLC Wrap Fee Program is a proprietary product offered exclusively through WAM, LLC. Other than offering its WAM, LLC Wrap Fee Program, the firm does not participate in wrap fee programs.

#### **C.1. WAM, LLC Wrap Fee Program**

WAM, LLC offers two primary investment strategies to institutional clients: (1) a Large Cap Core Equity Institutional Portfolio; and (2) a Small Cap Core Equity Institutional Portfolio (the "Institutional Portfolios"). If a client selects an Institutional Portfolio, WAM, LLC typically only provides the client discretionary investment management over the portion of the client's assets that the client has designated for management by WAM, LLC.

WAM, LLC offers two primary investment strategies to individual clients: (1) a Large Cap Core Equity Counseled Portfolio; and (2) a Small Cap Core Equity Counseled Portfolio (the "Counseled Portfolios"). WAM, LLC may also offer certain Counseled Portfolio clients fixed income portfolios, international equity portfolios, or portfolio of mutual fund portfolios. International equity portfolios and portfolio of mutual fund portfolios are only available to Counseled Portfolio clients as part of a larger diversified portfolio. WAM, LLC typically provides Counseled Portfolio clients with advice and guidance on matters including, but not limited to, asset allocation and financial planning, along with discretionary investment management over the client's account.

The firm seeks to meet the client's particular investment needs by developing a customized investment strategy based upon guidelines that are jointly established by the client and WAM, LLC. At the commencement of services, the firm reviews the client's investment objectives and risk tolerance. Based upon that review and other information provided by the client, WAM, LLC makes a subsequent recommendation to the client as to which investment style the firm believes is best suited for the client. The client makes the final decision as to which investment style is chosen for the client's account.

For its discretionary asset management services, the firm receives a limited power of attorney to effect securities transactions on behalf of its clients that include securities and strategies described in 6.C.7 of this brochure.

In addition to providing WAM, LLC with information regarding their personal financial circumstances, investment objectives and tolerance for risk, clients are required to provide the

firm with any reasonable investment restrictions that should be imposed on the management of their portfolio, and to promptly notify the firm of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals and tolerance for risk. On a quarterly basis, WAM, LLC's reports to clients will remind clients of their obligation to inform the firm of any such changes or any restrictions that should be imposed on the management of the client's account. WAM, LLC will also contact clients at least annually to determine whether there have been any changes in a client's personal financial circumstances, investment objectives and tolerance for risk.

## **C.2. Client-Tailored Services and Client-Imposed Restrictions**

Each client's account will be managed on the basis of the client's financial situation and investment objectives and in accordance with any reasonable restrictions imposed by the client on the management of the account—for example, restricting the type or amount of security to be purchased in the portfolio.

## **C.3. Management of Wrap Fee Program**

WAM, LLC's portfolio management services are offered exclusively through this wrap fee program.

## **C.4. Performance-Based Fees and Side-by-Side Management**

WAM, LLC does not charge performance-based fees and therefore has no economic incentive to manage clients' portfolios in any way other than what is in clients' best interests.

## **C.5. Methods of Analysis, Investment Strategies and Risk of Loss**

WAM, LLC uses the following investment process:

- **Security Selection:** The firm approaches the selection process similar to that of a business owner by evaluating the cash generating potential of a new asset, which ultimately gives the firm a guide as to what a company is worth.
- **Backtesting:** The firm's backtesting exercise is an exhaustive process designed to generate industry specific quality screens that provide a quantitative advantage. That is, the tests evaluate which financial metrics (or combination of financial metrics) are good predictors of future excess returns. The backtesting process is conducted at least every two years, with changes to the quality screens made accordingly.
- **Quality Screen:** The firm's search for investment opportunities involves finding companies that (1) have consistently created economic value for shareholders, or (2) are showing a trend of improvement in creating economic value. In an effort to focus its efforts on the best opportunities, the firm screens its investable universe (companies above \$2 billion in market capitalization for large cap core equity portfolios and between \$100 million and \$2 billion in market capitalization for small cap core equity portfolios) on this measure of quality. More specifically, the firm defines quality as the difference between the return on invested capital (ROIC) and the weighted average cost of capital (WACC), otherwise known as "spread". The firm focuses on those companies that have

the most attractive historical spreads and/or those companies where the spread is improving, overlaying this assessment with early identification of a catalyst.

- **Valuation Screen:** The firm then uses valuation techniques to further refine the list. The firm primarily uses discounted cash flow analysis to calculate an enterprise value of a company. Through the initial quality and valuation screening processes, the firm efficiently refines its large cap core equity portfolios universe to 70-80 names and its small cap core equity portfolios universe to approximately 100-125 names.
- **Fundamental Analysis:** After conducting its quality and valuation screens, the firm applies fundamental analysis to find eligible portfolio companies. By examining trends in the balance sheet, income and cash flow statements along with other qualitative factors specific to each company, the firm refines its valuation models to arrive at an intrinsic value of the company. The firm's analysis becomes complete when it identifies, and the firm investment committee agrees on, the catalysts that will move a mispriced security towards the firm's estimate of intrinsic value. The firm buys companies that trade at greater than a 20% discount to intrinsic value. Large cap core equity portfolios typically consist of at least 35-45 companies. Small cap core equity portfolios generally range between at least 55-65 securities. Positions may be phased in over a 1-3 month period so as to mitigate timing errors.
- **Valuation Is Dynamic.** The firm continually updates its valuation models to reflect the most recent financial and other information available.

WAM, LLC uses a variety of sources of data to conduct its economic, investment and market analysis, such as financial newspapers and magazines, economic and market research materials prepared by others, conference calls hosted by mutual funds, corporate rating services, annual reports, prospectuses, and company press releases. It is important to keep in mind that there is no specific approach to investing that guarantees success or positive returns; investing in securities involves risk of loss that clients should be prepared to bear.

In addition, WAM, LLC reviews research material prepared by others, as well as corporate filings, corporate rating services, and a variety of financial publications. WAM, LLC may employ outside vendors or utilize third-party software to assist in formulating investment recommendations to clients.

## **C.6. Investment Strategy, Method of Analysis, and Material Risks**

Our investment strategy is custom-tailored to the client's goals, investment objectives, risk tolerance, and personal and financial circumstances.

### **C.6.a. Margin Leverage**

Although WAM, LLC as a general business practice, does not utilize leverage, there may be instances in which exchange-traded funds, other separate account managers and, in very limited circumstances, WAM, LLC will utilize leverage. In this regard please review the following:

The use of margin leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So if the

price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment.

The use of margin leverage entails borrowing, which results in additional interest costs to the investor.

Broker-dealers who carry customer accounts require a minimum equity requirement when clients utilize margin leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized and the client needs to withdraw cash, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above.

Regulations concerning the use of margin leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

#### **C.6.b. Short-Term Trading**

Although WAM, LLC as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard, please read the following:

There is an inherent risk for clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

#### **C.6.c. Short Selling**

WAM, LLC generally does not engage in short selling but reserves the right to do so in the exercise of its sole judgment. Short selling involves the sale of a security that is borrowed rather than owned. When a short sale is effected, the investor is expecting the price of the security to decline in value so that a purchase or closeout of the short sale can be effected at a significantly lower price. The primary risks of effecting short sales is the availability to borrow the stock, the unlimited potential for loss, and the requirement to fund any difference between the short credit balance and the market value of the security.

#### **C.6.d. Option Strategies**

Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Each contract is worth 100 shares of the underlying security. Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or groups of securities. In addition, options allow investors to hedge

security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

WAM, LLC as part of its investment strategy may employ the following option strategies:

- Covered call writing
- Long call options purchases
- Long put options purchases

#### ***C.6.e.1. Covered Call Writing***

Covered call writing is the sale of in-, at-, or out-of-the money call option against a long security position held in the client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

#### ***C.6.e.2. Long Call Option Purchases***

Long call option purchases allow the option holder to be exposed to the general market characteristics of a security without the outlay of capital necessary to own the security. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

#### ***C.6.e.3. Long Put Option Purchases***

Long put option purchases allow the option holder to sell or “put” the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

#### ***C.6.c. Concentration Risk***

There is an inherent risk for clients whose investment portfolios lack diversification—that is, they have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

### **C.7. Material Risks of Investment Instruments**

WAM, LLC may effect transactions in the following types of securities:

- Equity securities
- Mutual fund securities
- Exchange-traded funds
- Fixed income securities
- Municipal securities
- Private placements
- Pooled investment vehicles
- Structured products
- Corporate debt obligations
- Variable annuities
- Real Estate Investment Trusts ("REITs")

#### **C.7.a. Equity Securities**

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

#### **C.7.b. Mutual Fund Securities**

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds can be tax inefficient in certain circumstances, which may result in clients paying capital gains taxes on fund investments while not having yet sold the fund.

#### **C.7.c. Exchange-Traded Funds ("ETFs")**

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs<sup>®</sup>, streetTRACKS<sup>®</sup>, DIAMONDS<sup>SM</sup>, NASDAQ 100 Index Tracking Stock<sup>SM</sup> ("QQQs<sup>SM</sup>"), iShares<sup>®</sup> and VIPERS<sup>®</sup>. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro-rata portion of the other investment company's advisory fee and other expenses, in addition to their own expenses.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more

frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral, and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

#### **C.7.d. Fixed Income Securities**

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of ten years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds have liquidity and currency risk.

#### **C.7.e. Municipal Securities**

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

#### **C.7.f. Private Placements**

Private placements carry significant risk in that companies using the private placement market conduct securities offerings that are exempt from registration under the federal securities laws, which means that investors do not have access to public information and such investors are not provided with the same amount of information that they would receive if the securities offering was a public offering. Moreover, many companies using private placements do so to raise equity capital in the start-up phase of their business, or require additional capital to complete another phase in their growth objective. In addition, the securities issued in connection with private placements are restricted securities, which means that they are not traded on a secondary market, such as a stock exchange, and they are thus illiquid and cannot be readily converted to cash.

#### **C.7.g. Pooled Investment Vehicles**

A pooled investment vehicle, such as a commodity pool or investment company, is generally offered only to investors who meet specified suitability, net worth and annual income criteria. Pooled investment vehicles sell securities through private placements and thus are illiquid and



subject to a variety of risks that are disclosed in each pooled investment vehicle's confidential private placement memorandum or disclosure document. Investors should read these documents carefully and consult with their professional advisors prior to committing investment dollars. Because many of the securities involved in pooled investment vehicles do not have transparent trading markets from which accurate and current pricing information can be derived, or in the case of private equity investments where portfolio security companies are privately held with no publicly traded market, the firm will be unable to monitor or verify the accuracy of such performance information.

#### **C.7.h. Structured Products**

Structured products are designed to facilitate highly customized risk-return objectives. While structured products come in many different forms, they typically consist of a debt security that is structured to make interest and principal payments based upon various assets, rates or formulas. Many structured products include an embedded derivative component. Structured products may be structured in the form of a security, in which case these products may receive benefits provided under federal securities law, or they may be cast as derivatives, in which case they are offered in the over-the-counter market and are subject to no regulation.

Investment in structured products includes significant risks, including valuation, liquidity, price, credit and market risks. One common risk associated with structured products is a relative lack of liquidity due to the highly customized nature of the investment. Moreover, the full extent of returns from the complex performance features is often not realized until maturity. As such, structured products tend to be more of a buy-and-hold investment decision rather than a means of getting in and out of a position with speed and efficiency.

Another risk with structured products is the credit quality of the issuer. Although the cash flows are derived from other sources, the products themselves are legally considered to be the issuing financial institution's liabilities. The vast majority of structured products are from high investment grade issuers only. Also, there is a lack of pricing transparency. There is no uniform standard for pricing, making it harder to compare the net-of-pricing attractiveness of alternative structured product offerings than it is, for instance, to compare the net expense ratios of different mutual funds or commissions among broker-dealers.

#### **C.7.i. Corporate Debt Obligations**

Corporate debt obligations include corporate bonds, debentures, notes, commercial paper and other similar corporate debt instruments. Companies use these instruments to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and must repay the amount borrowed at maturity. Commercial paper (short-term unsecured promissory notes) is issued by companies to finance their current obligations and normally has a maturity of less than nine months. In addition, the firm may also invest in corporate debt securities registered and sold in the United States by foreign issuers (Yankee bonds) and those sold outside the U.S. by foreign or U.S. issuers (Eurobonds).

**C.7.j. Variable Annuities**

Variable Annuities are long-term financial products designed for retirement purposes. In essence, annuities are contractual agreements in which payment(s) are made to an insurance company, which agrees to pay out an income or a lump sum amount at a later date. There are contract limitations and fees and charges associated with annuities, administrative fees, and charges for optional benefits. They also may carry early withdrawal penalties and surrender charges, and carry additional risks such as the insurance carrier's ability to pay claims. Moreover, variable annuities carry investment risk similar to mutual funds. Investors should carefully review the terms of the variable annuity contract before investing.

**C.7.k. Non-Traded Real Estate Investment Trusts ("REITs")**

A REIT is a tax designation for a corporate entity which pools capital of many investors to purchase and manage real estate. Many REITs invest in income-producing properties in the office, industrial, retail, and residential real estate sectors. REITs are granted special tax considerations which can significantly reduce or eliminate corporate income taxes. In order to qualify as a REIT and for these special tax considerations, REITs are required by law to distribute 90% of their taxable income to investors. REITs can be traded on a public exchange like a stock, or be offered as a non-traded REIT. REITs, both public exchange-traded and non-traded, are subject to risks including volatile fluctuations in real estate prices, as well as fluctuations in the costs of operating or managing investment properties, which can be substantial. Many REITs obtain management and operational services from companies and service providers which are directly or indirectly related to the sponsor of the REIT, which presents a potential conflict of interest that can impact returns on investments.

Non-traded REITs include: (i) A REIT that is registered with the Securities and Exchange Commission (SEC) but is not listed on an exchange or over-the-counter market (non-exchange traded REIT); or, (i) a REIT that is sold pursuant to an exemption to registration (Private REIT). Non-traded REITs are generally blind pool investment vehicles. Blind pools are limited partnerships which do not explicitly state their future investments prior to beginning their capital-raising phase. During this period of capital-raising, non-traded REITs often pay distributions to their investors.

The risks of non-traded REITs are varied and significant. Because they are not exchange-traded investments, they are often lack a developed secondary market, thus making them illiquid investments. As blind pool investment vehicles, non-traded REITs' initial share prices are not related to the underlying value of the properties. This is because non-traded REITs begin and continue to purchase new properties as new capital is raised. Thus, one risk for non-traded REITs is the possibility that the blind pool will be unable to raise enough capital to carry out its investment plan. After the capital raising phase is complete, non-traded REIT shares are infrequently re-valued and thus may not reflect the true net asset value of the underlying real estate investments. Non-traded REITs often offer investors a redemption program where the shares can be sold back to the sponsor, however, those redemption programs are often subject to restrictions and may be suspended at the sponsor's discretion. While non-traded REITs may pay distributions to investors at a stated target rate during the capital-raising

phases, the funds used to pay such distributions may be obtained from sources other than cash flow from operations, and such financing can increase operating costs.

### **C.8. Voting Client Securities**

WAM, LLC as an SEC-registered investment advisor, often has voting power with respect to securities in client accounts. The firm owes certain fiduciary duties with respect to the voting of proxies. These fiduciary duties include (i) the duty of care which is required to monitor corporate events and to vote the proxies, and (ii) the duty of loyalty which is required to vote proxies in a manner consistent with the best interests of the client and to put the client's interests before its own interests. In keeping with its fiduciary duties, the firm has adopted a Proxy Voting Policy, which sets forth policies and procedures designed to ensure that the firm votes each client's securities in the best interests of the client.

The firm will be authorized to take action and render any advice with respect to the voting of proxies for securities held in the client's account. The firm will make an independent valuation for each applicable company held in the client's account in accordance with its fiduciary obligations as detailed in this policy. Clients may contact WAM, LLC's Managing Member for information about how the firm voted with respect to any of the securities held in their account.

Except as required by applicable law, the firm will not be obligated to render advice or take any action on behalf of the client with respect to assets presently or formerly held in the client's account which become the subject of any legal proceedings, including bankruptcies.

As a general rule, WAM, LLC will vote all proxies relating to a particular proposal the same way for all client accounts holding the security in accordance with the firm's Proxy Voting Policy, unless a client specifically instructs in writing to vote such client's securities otherwise. When making proxy voting decisions, the firm may seek advice or assistance from third-party consultants, such as proxy voting services or legal counsel. A copy of the firm's Proxy Voting Policy will be provided upon receipt of a written request to the firm's Chief Compliance Officer at the address on the cover of this Brochure.

## **Item 7: Client Information Provided to Portfolio Managers**

WAM, LLC collects the following information in order to formulate its investment recommendations to clients and may provide such information to managers selected to manage assets on behalf of the client:

- Income
- Employment and residential information
- Social security number
- Cash balance
- Security balances
- Transaction detail history
- Investment objectives, goals, and risk tolerance
- Sources of wealth and/or deposits
- Risk assessment
- Investment time horizon
- Income and liquidity needs
- Asset allocation
- Restrictions on management of accounts
- Client questionnaire(s) and interview(s)
- Review of client's current portfolio
- Analysis of historical risk/return characteristics of various asset classes
- Analysis of the long-term outlook for global financial markets
- Analysis of the long-term global economic and political environments

## **Item 8: Client Contact with Portfolio Managers**

WAM, LLC encourages communication with its clients and does not limit or condition the amount of time clients can spend with WAM, LLC advisory professionals.

## **Item 9: Additional Information**

### **A. Disciplinary and Other Financial Activities and Affiliations**

#### **A.1. Disciplinary**

There are no current or pending disclosure items to report on behalf of WAM, LLC advisors.

##### **A.1.a. Criminal or Civil Actions**

There is nothing to report on this item.

##### **A.1.b. Administrative Enforcement Proceedings**

There is nothing to report on this item.

##### **A.1.c. Self-Regulatory Organization Enforcement Proceedings**

There is nothing to report on this item.

#### **A.2. Other Financial Activities and Affiliations**

##### **A.2.a. Broker-Dealer or Representative Registration**

Neither WAM, LLC nor its affiliates are registered broker-dealers and do not have an application to register pending.

##### **A.2.b. Futures or Commodity Registration**

Neither WAM, LLC nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator or commodity trading advisor and do not have an application to register pending.

##### **A.2.c. Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

There is nothing to report on this item.

### **B. Code of Ethics, Brokerage Trading Practices, Account Reviews, and Financial and Related Matters**

#### **B.1. Code of Ethics Description**

In accordance with the Advisers Act, WAM, LLC has adopted policies and procedures designed to detect and prevent insider trading. In addition, WAM, LLC has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of WAM, LLC's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the chief compliance officer of WAM, LLC. WAM, LLC will send clients a copy of its Code of Ethics upon written request.

WAM, LLC has policies and procedures in place to ensure that the interests of its clients are given preference over those of WAM, LLC, its affiliates and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

**B.1.a. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest**

WAM, LLC does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, WAM, LLC does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

**B.1.b. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest**

WAM, LLC, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which WAM, LLC specifically prohibits. WAM, LLC has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest,
- prohibit front-running, and
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow WAM, LLC's procedures when purchasing or selling the same securities purchased or sold for the client.

**B.1.c. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest**

WAM, LLC, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other WAM, LLC clients. WAM, LLC will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation. It is the policy of WAM, LLC to place the clients' interests above those of WAM, LLC and its employees.

## **B.2. Factors Used to Select Broker-Dealers for Client Transactions**

### **B.2.a. Custodian Recommendations**

WAM, LLC considers the financial strength, reputation, operational efficiency, cost, execution capability, level of customer service, and related factors in recommending broker-dealers or custodians to advisory clients.

WAM, LLC may recommend that clients establish brokerage accounts with Charles Schwab & Co. ("custodian"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although WAM, LLC may recommend that clients establish accounts at the custodian, it is the client's decision to custody assets with the custodian. WAM, LLC is independently owned and operated and not affiliated with custodian. For WAM, LLC client accounts maintained in its custody, the custodian 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 the custodian or that settle into custodian accounts.

In certain instances and subject to approval by the firm, WAM, LLC will recommend to clients certain other broker-dealers and/or custodians based on the needs of the individual client, and taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The final determination to engage a broker-dealer or custodian recommended by WAM, LLC will be made by and in the sole discretion of the client. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

#### ***B.2.a.1 How We Select Brokers/Custodians to Recommend***

WAM, LLC seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, the following:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions



- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength, and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below

#### ***B.2.a.2. Soft Dollar Arrangements***

WAM, LLC does not utilize soft dollar arrangements. WAM, LLC does not direct brokerage transactions to executing brokers for research and brokerage services.

#### ***B.2.a.3. Institutional Trading and Custody Services***

The custodian provides WAM, LLC with access to its institutional trading and custody services, which are typically not available to the custodian's retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor's clients' assets are maintained in accounts at a particular custodian. These services are not contingent upon WAM, LLC committing to a custodian any specific amount of business (assets in custody or trading commissions). The custodian'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.

#### ***B.2.a.4. Other Products and Services***

The custodian also makes available to WAM, LLC other products and services that benefit the firm 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 WAM, LLC's accounts, including accounts not maintained at custodian. The custodian may also make available to the firm software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing and other market data
- facilitate payment of the firm's fees from its clients' accounts
- assist with back-office functions, recordkeeping and client reporting

The custodian may also offer other services intended to help the firm manage and further develop its business enterprise. These services may include

- compliance, legal and business consulting
- publications and conferences on practice management and business succession

- access to employee benefits providers, human capital consultants and insurance providers

The custodian may also provide other benefits such as educational events or occasional business entertainment of WAM, LLC personnel. In evaluating whether to recommend that clients custody their assets at the custodian, the firm 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 the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

#### ***B.2.a.5. Independent Third Parties***

The custodian may make available, arrange, and/or pay third-party vendors for the types of services rendered to WAM, LLC. The custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to WAM, LLC.

#### ***B.2.a.6. Additional Compensation Received from Custodians***

WAM, LLC may participate in institutional customer programs sponsored by broker-dealers or custodians. WAM, LLC may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between WAM, LLC's participation in such programs and the investment advice it gives to its clients, although WAM, LLC receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools
- Consulting services
- Access to a trading desk serving WAM, LLC participants
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to WAM, LLC by third-party vendors

The custodian may also pay for business consulting and professional services received by WAM, LLC's related persons, and may pay or reimburse expenses (including travel, lodging, meals and entertainment expenses for WAM, LLC's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit WAM, LLC but may not benefit its client accounts. These products or

services may assist WAM, LLC in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help WAM, LLC manage and further develop its business enterprise. The benefits received by WAM, LLC or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

WAM, LLC also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require WAM, LLC to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, WAM, LLC will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by WAM, LLC's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for WAM, LLC's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, WAM, LLC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by WAM, LLC or its related persons in and of itself creates a potential conflict of interest and may indirectly influence WAM, LLC's recommendation of broker-dealers such as Fidelity for custody and brokerage services.

As part of its fiduciary duties to clients, WAM, LLC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by WAM, LLC or its related persons in and of itself creates a potential conflict of interest and may indirectly influence WAM, LLC's recommendation of broker-dealers such as Schwab for custody and brokerage services.

#### **B.2.b. Brokerage for Client Referrals**

WAM, LLC does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

#### **B.2.c. Directed Brokerage**

##### ***B.2.c.1. WAM, LLC Recommendations***

WAM, LLC typically recommends Schwab as custodian for clients' funds and securities and to execute securities transactions on its clients' behalf.

##### ***B.2.c.2. Client-Directed Brokerage***

Occasionally, clients may direct WAM, LLC to use a particular broker-dealer to execute portfolio transactions for their account or request that certain types of securities not be purchased for their account. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage WAM, LLC derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. WAM, LLC loses the ability to

aggregate trades with other WAM, LLC advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

### **B.3. Aggregating Securities Transactions for Client Accounts**

#### **B.3.a. Best Execution**

WAM, LLC may recommend that clients establish brokerage accounts with Schwab, a FINRA-registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Such accounts will be prime broker eligible so that if and when the need arises to effect securities transactions at broker-dealers ("executing brokers") other than with the client's current custodian, such custodian will accept delivery or deliver the applicable security from/to the executing broker. Schwab charges a "trade away" fee which is charged against the client account for each trade away occurrence. Other custodians have their own policies concerning prime broker accounts and trade away fees. Clients are directed to consult their current custodian for their policies and fees.

WAM, LLC pursuant to the terms of its investment advisory agreement with clients, has discretionary authority to determine which securities are to be bought and sold, the amount of such securities, the executing broker, and the commission rates to be paid to effect such transactions. The firm recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. The firm will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include but are not limited to the following:

- The financial strength, reputation and stability of the broker
- The efficiency with which the transaction is effected
- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- The efficiency of error resolution, clearance and settlement
- Block trading and positioning capabilities
- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services
- Commission rates
- The economic benefit to the client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, the firm seeks to ensure that clients receive best execution with respect to clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of WAM, LLC's knowledge, these custodians provide high-quality execution, and the firm's clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, the firm believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

#### **B.3.b. Security Allocation**

Since WAM, LLC may be managing accounts with similar investment objectives, WAM, LLC may aggregate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by WAM, LLC in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

WAM, LLC's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account the clients' best interests. WAM, LLC will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

WAM, LLC's advice to certain clients and entities and the action of WAM, LLC for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his or her applicable investment objective, guidelines and circumstances. Thus, any action of WAM, LLC with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice, or actions of WAM, LLC to or on behalf of other clients.

#### **B.3.c. Order Aggregation**

Other than for options transactions, orders for the same security entered on behalf of more than one client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All clients participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro rata portion of commissions.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best interests of other accounts, then the trade will only be performed for that account. This is true even if WAM, LLC believes that a larger size block trade would lead to best overall price for the security being transacted.

**B.3.d. Allocation of Trades**

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in the order, taking into account all relevant factors including, but not limited to, the size of each client's allocation, clients' liquidity needs and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

WAM, LLC acts in accordance with its duty to seek best price and execution and will not continue any arrangements if WAM, LLC determines that such arrangements are no longer in the best interest of its clients.

**B.4. Review of Accounts****B.4.a. Schedule for Periodic Review of Client Accounts and Advisory Persons Involved**

Client accounts are monitored on an ongoing basis by the client's Portfolio Manager and are subject to review by the firm's Manager. The client's Portfolio Manager generally reviews the performance of the client's account at least quarterly. The Manager is required to review accounts' daily trading activity and also required to perform a quarterly review of the Portfolio Manager's accounts, focusing on verifying that the Portfolio Manager's composites of client accounts are generally being managed in accordance with the Portfolio Manager's investment philosophy statement and attempting to ascertain whether client accounts within each composite are being treated equitably. Additional reviews performed by Portfolio Managers include drift reports, review of over- and under-weighted holdings, and for Counseled Portfolios, holdings not included in the firm's model and an asset allocation review that compares a client's investment policy statement to each account's cash and investment allocation.

**B.4.b. Review of Client Accounts on Non-Periodic Basis**

WAM, LLC may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how the firm formulates investment advice. More frequent reviews may also be triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in corporate management, or changes in macro-economic climate.

**B.4.c. Content of Client-Provided Reports and Frequency**

The client's independent custodian provides account statements directly to the client no less frequently than quarterly. The custodian's statement is the official record of the client's securities account and supersedes any statements or reports created on behalf of the client by WAM, LLC.

## **B.5. Client Referrals and Other Compensation**

### **B.5.a. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

The firm does not receive economic benefits for referring clients to third-party service providers.

### **B.5.b. Advisory Firm Payments for Client Referrals**

The firm does not pay for client referrals.

## **B.6. Financial Information**

### **B.6.a. Balance Sheet**

WAM, LLC does not require the prepayment of fees of \$1200 or more, six months or more in advance, and as such is not required to file a balance sheet.

### **B.6.b. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients**

WAM, LLC does not have any financial issues that would impair its ability to provide services to clients.

### **B.6.c. Bankruptcy Petitions during the Past Ten Years**

There is nothing to report for this item.

## **B.7. Custody**

Clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances and portfolio holdings in the client's account. Clients are urged to compare billing statements provided by WAM, LLC to the custodian statement for accuracy. Any discrepancies should be brought to the firm's attention. The custodian's statement is the official record of the account.

The firm offers bill paying services for family office clients as mutually agreed upon between the client and the firm. As such, the firm is deemed to have custody of client assets and therefore subject to a surprise annual audit by an independent certified public accounting firm.

## **B.8. Investment Discretion**

Clients may grant a limited power of attorney to WAM, LLC with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In those cases, WAM, LLC will exercise full discretion as to the nature and type of securities to be purchased and sold, the amount of securities for such transactions, the amount of commissions to be paid, and the executing broker to be used. Investment limitations may be designated by the client as outlined in the investment advisory agreement.