

## **Intercontinental Wealth Advisors LLC**

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### **WRAP FEE PROGRAM BROCHURE**

**This wrap fee program brochure provides information about the qualifications and business practices of Intercontinental Wealth Advisors LLC. If you have any questions about the contents of this brochure, please contact us at 210-271-7947 or moyervides@intercontl.com.**

**The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Intercontinental Wealth Advisors LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Intercontinental Wealth Advisors LLC is 114787.**

**Intercontinental Wealth Advisors LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.**

## **ITEM 2 – MATERIAL CHANGES**

The information contained in this section relates only to material changes that have occurred since the last annual update to our Wrap Fee Program Brochure on March 30, 2015. We have not made any material changes to this brochure.

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## ITEM 4 – SERVICES, FEES, AND COMPENSATION

### SERVICES

Intercontinental Wealth Advisors LLC (IWA) is an investment advisor registered with the Securities and Exchange Commission (SEC) offering broker/dealer services through Intercontinental Asset Management Group, Ltd. (IAMG), member FINRA/SIPC, an affiliated entity. (Registration with a securities authority does not imply a certain level of skill or training.) IAMG clears through and client assets are held primarily by Pershing LLC, a wholly owned subsidiary of the Bank of New York Mellon and are insured by Securities Investors Protection Corporation (SIPC).

IWA's principal business consists of furnishing continuous and regular investment supervisory and management services. We provide investment supervisory and management services when we have discretionary authority over a client's assets and provide ongoing investment services with respect to the client's assets.

We strive to tailor our investment supervisory and management services to the individual needs of our clients. We generally permit clients to impose reasonable written restrictions on investments in certain securities or types of securities. We will consider the restriction reasonable if, in our judgment, the restriction does not impair, in any material or other significant manner, our ability to manage a client's assets in accordance with the investment strategy and guidelines for that client's account. We may further accept client requests to purchase securities, as long as the requests are reasonable as defined above.

Our investment supervisory and management process includes working with a client on an investment profile which involves a review and an assessment of each client's objectives, tax status, liquidity needs, time horizon, portfolio holdings, risk tolerance and restrictions. It may include assistance with the review, evaluation and/or formulation of investment objectives and the allocation of assets in accord with those objectives.

We offer our clients both wrap fee and non-wrap fee program options. However, in this Wrap Fee Program Brochure we will discuss only our Wrap Fee accounts. With a wrap fee portfolio, IWA collects an asset based fee and this fee includes charges for advisory services, custody, clearing, transaction execution, and account reporting fees.

### IMAP THIRD PARTY EQUITY ACCOUNT (Discretionary, Wrap-Fee)

The IMAP Third Party Equity Account is a wrap fee account utilizing separately managed accounts. It is offered through Pershing LLC's Lockwood Advisors, Inc. Managed Account Services Platform. This platform gives our clients access to professional portfolio management typically offered to large institutional clients. IWA subjects these third party managers to an evaluation that focuses on such factors as performance, volatility, reputation, consistency, and approach to investing.

IWA provides discretionary investment supervisory and management services by working with our clients through the investment profile process to determine objectives and asset allocation. We will recommend one or more Portfolio Managers and one or more Strategies. If the client accepts the recommendations, IWA will hire and fire the Portfolio Managers (s). The client will provide the Portfolio Manager(s) with complete and sole discretionary trading authority over the applicable

account(s) and will authorize the Portfolio Manager(s) to act on the client's behalf as to matters necessary or incidental to the handling of those account(s).

These Portfolio Managers may permit clients to impose reasonable restrictions on the investments in certain securities or types of securities. However, each manager will determine whether the restriction is reasonable.

Each client will receive each selected Portfolio Manager's Form ADV, Part 2 which is a disclosure document such as this. Clients should review these carefully for important information about the Portfolio Managers including but not limited to the risks associated with the selected strategy. Each Portfolio Manager is responsible for the accuracy, truthfulness and completeness of its Form ADV, Part 2.

Each Portfolio Manager is solely responsible for the management of that Portfolio Manager's designated account(s) in a manner consistent with the selected strategy. Should more than one Portfolio Manager be selected, it is possible that the Portfolio Managers may engage in contrary transactions with respect to the same security. IWA will not be responsible for the management of any account, including the conformity of the management of any account to any information provided by clients.

Without limiting the generality of the foregoing, IWA shall not be responsible for any act or omission of any Portfolio Manager or any misstatement or omission contained in any document prepared by or with the approval of any Portfolio Manager, or any loss, liability, claim, damage, or expense, whatsoever, as incurred, arising out of or attributable to such misstatement or omission. Notwithstanding the foregoing, clients shall be entitled to any rights that they may have under the Investment Advisors Act of 1940, as amended, any other federal or state securities laws, or the Employee Retirement Income Security Act of 1974, as amended, and a client's participation in IMAP shall not limit its ability to file any claim in arbitration or limit the ability of arbitrators to any award.

*IMAP IWA EQUITY ACCOUNT*  
(Discretionary, Wrap Fee)

IWA provides discretionary investment supervisory and management services in a wrap fee separately managed account. IWA will utilize a model equity portfolio derived from a third party manager for these accounts. However, IWA maintains sole responsibility to implement the research and model portfolio investment recommendations provided by the third party manager.

Having worked through the investment profile process with a client to determine their objectives and asset allocation, it may be determined that one of the portfolio management styles and/or strategies available in this type of account will best meet their needs.

The client provides IWA with complete and sole discretionary trading authority over the applicable account(s) and will authorize IWA to act on the client's behalf as to matters necessary or incidental to the handling of those accounts. In managing these strategies, IWA may utilize some or all of the following securities: domestic equities, international equities, emerging market equities, mutual funds, ETFs, money market funds and/or cash.

Another type of account in this program is the Intercontinental International Account ("IIA") which is a fully discretionary, wrap fee separate account that invests its assets in non-U.S. domiciled securities

and may use non-U.S. denominated currencies. This account is fully managed by IWA. It is anticipated that the investments will include, but not be limited to: domestic equities, international equities, emerging market equities, ETFs, bonds (U.S. and non-U.S.), mutual funds, currencies, and other tradable financial instruments. This strategy has a \$1,000,000 minimum investment.

## **FEES AND COMPENSATION**

### **Our Advisory Fees:**

Client will pay IWA a fee for its investment management services. The fee will be a percentage of the market value of all assets in the account(s) (including cash, securities, pending trades, accrued interest and accrued dividends) at the end of the last market day of the previous quarter. The investment management fee is payable quarterly in advance.

In any partial calendar quarter, the investment management fee will be prorated based on the number of days that the account(s) was open during the quarter. When an account is first placed under IWA's management, billing begins on the first business day of the deposit of funds and/or securities. If this date is not the first day of a new quarter, the billing for the account is prorated by the number of trading days remaining in the quarter that began in that month divided by the quarter's total trading days, with the resulting prorated fee applied to the initial value of the account on the first day of IWA's management thereof. If an account is fully removed from IWA's management during a billing quarter, the already billed quarterly fee is prorated on the same basis as specified above and the difference between the assessed fee and the prorated fee is refunded promptly back to the client's account.

Clients understand that account(s) assets invested in shares of mutual funds, other investment companies or exchange traded funds ("funds") will be included in calculating the value of the account(s) for purposes of computing IWA's fees and the same assets will also be subject to additional advisory and other fees and expenses, as set forth in the prospectuses of those funds, paid by the funds but ultimately borne by the investor. Fees will generally include a management fee, other fund expenses, and a possible 12b1 distribution fee.

The investment management fees are also subject to certain breakpoints based on the amount of assets managed by IWA for the client. Once assets reach a certain amount and the breakpoint is reached, a lower fee will be charged. The lower fee will only be applied to the marginal amount of assets in excess of the breakpoint amount. The original fee for the amounts to the breakpoint remains the same. These breakpoints in effect lower the cost to the client on an average fee basis.

Our advisory fees are negotiable and vary among IWA clients and programs. Fees are based on a number of factors such as: anticipated level of trading activity, the size and number of the account(s), the types of investments, nature of related services to be provided, the length of the advisory relationship with a client, type of account, institutional, retail, foreign, or domestic. In addition IWA reserves the right to negotiate any and all minimum account balances and breakpoints. Thus, clients receiving the same services from IWA may be paying different fees.

Our clients elect to pay IWA for its services as follows:

Clients authorize the Custodian to deduct from client's account(s) and pay to IWA on the submission to the Custodian of a bill for the management fee for each calendar year quarter. The Custodian will send client a statement at least quarterly showing all amounts paid from the account(s), including all

investment management fees paid by Custodian to IWA. Client is responsible for verifying fee computations since custodians are not typically asked to perform this task. If you have questions about a specific fee calculation, please contact us.

The investment management fees will include charges for advisory services by IWA and Portfolio Manager, brokerage commissions, transaction, exchange, account fees, other fees on brokerage accounts and securities transactions, custodial charges, managed account platform services and may further include but are not limited to where appropriate dealer spreads on commission agency trades and mark-ups or markdowns on principal trades.

However, please be advised that accounts transferred to Adviser which contain securities which will not continue to be held in the wrap fee account will be sold prior to entry into the wrap fee account(s). These securities will be subject to the following liquidation charges: \$50.00 ticket charge for any bonds sold, \$25.00 ticket charge for any equities sold and mutual funds will subject to \$5.00 to \$20.00 ticket charge and applicable redemption charges.

#### Considerations:

Separation of Services: In considering the investment accounts described, a prospective client should be aware that the accounts in a wrap style may cost a client more or less than purchasing the actual services separately from other advisors or broker-dealers. The client should also consider that, depending upon the amount of the fee charged, the volume of portfolio activity in the account, the value of custodial and other services provided under the arrangement and other factors, the fee may or may not exceed the aggregate cost of such services if they were to be provided separately or if IWA were free to negotiate commissions and seek best price and execution of transactions for the account.

In addition, the amount of compensation received by IWA and its representatives as a result of the client's participation in these types of accounts may be more than what IWA and its representative would receive if the client paid separately for investment advice, brokerage transactions and other services. Therefore, IWA and its representative may have a financial incentive to recommend these accounts.

Mutual Funds: Generally, a client can invest in a mutual fund directly. Accordingly, the client should review both the fees charged by the funds and the fee charged by IWA to fully understand the total amount of fees to be paid by the client and to thereby evaluate advisory services being provided. Factors to be considered by prospective clients may include the size of the portfolio, the nature of the investments to be managed, commission costs, custodian expenses, the anticipated level of trading activity, and the amount of advisory fees for managing the portfolio.

Transactions in Wrap-Fee Programs: Transactions are effected 'net', i.e., without commissions, and a portion of the fee is generally considered as being in lieu of commissions. Trades are generally executed through Pershing LLC, our clearing firm. IWA may not be free to seek best price and execution which is usually the case when placing transactions with an array of other broker dealers. Accordingly, the client may wish to satisfy him/herself that the broker dealer offering the 'fee' arrangement can provide adequate execution of transactions

IMAP Third Party Equity Accounts: For clients in IMAP Third Party Equity Program the wrap fee includes the Lockwood Managed Account Services fee which ranges from 0.2% to 0.4% based upon

account size and the third party portfolio manager fees which may range from between 0.35% to 0.75% per year. Whereas the fees paid to the third party managers from whom the equity models are derived for the IMAP IWA Equity Accounts are generally less.

If a Client closes the account or withdrawals bring the account value below the Portfolio Manager's required minimum, prior to the completion of four full calendar quarters, clients agree to pay to Pershing an early closing fee. This closing fee is the lesser of one additional quarterly fee equal to the client's previous quarterly fee or \$100.00, in addition to any pre-paid quarterly fee. This fee is charged by Pershing in order to cover the administrative cost of establishing the account. After the completion of four full calendar quarters, no early closing fee will apply and client will be entitled to a pro rata refund of any pre-paid quarterly fee based upon the number of days remaining in the quarter of termination.

Account Termination: Clients may close accounts at any time, upon written notification to IWA.

#### **FEE SCHEDULE WRAP FEE ACCOUNTS**

| <b>IMAP Equity &amp; Third Party Equity Account Fee</b> |             | <b>Intercontinental International Account Fee</b> |             |
|---|-------------|---|-------------|
| Assets Under Management:                                | Annual Fee: | Assets Under Management:                          | Annual Fee: |
| First \$2,000,000                                       | 1.95 %      | First \$5,000,000                                 | 1.25 %      |
| Next \$3,000,000  | 1.65 %      | Over \$5,000,000                                  | Negotiable  |
| Next \$5,000,000  | 1.50 %      | \$1,000,000 Account Minimum                       |             |
| Over \$10,000,000                                       | Negotiable  |   |             |

Our accounts for non-U.S. citizens have a separate fee schedule. Please contact us for a copy of this fee schedule.

### **ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

IWA provides investment supervisory and management services to: individuals, high net worth individuals, banking & thrift institutions, pension and profit sharing plans and, at times, their participants, charitable organizations, trusts, estates, corporations, other financial services firms and other commercial entities.

Generally, there is a \$100,000.00 account minimum. However, the Portfolio Managers with the IMAP Third Party Equity accounts may have higher or lower account minimums. The Intercontinental International Account has an account minimum of \$1,000,000. The minimum account size and all fees are negotiable.

### **ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION**

IWA provides our investment supervisory and management services consistent with the information learned from the client during the investment profile process. This process involves a review and an assessment of each client's objectives, tax status, liquidity needs, time horizon, portfolio holdings, risk tolerance and restrictions. It may include assistance with the review, evaluation and/or formulation of investment objectives and the allocation of assets in accord with those objectives. We will also be guided by our knowledge of restrictions imposed under applicable law on the management of client's assets.



It is with the above information that we will assist our clients in selecting the IMAP Third Party Equity Program and/or the IMAP IWA Equity Program for the equity component of their portfolio. Some portfolio managers, styles and strategies are available in the IMAP Third Party Equity Program and some are available in the IMAP IWA Equity Program. We may even use both to fill in a client's asset allocation.

As noted in Item 4 – Services, Fees and Compensation, in the IMAP IWA Equity Accounts IWA will utilize a model equity portfolio derived from a third party manager, however, IWA maintains sole responsibility to implement the research and model portfolio investment recommendations.

In selecting the portfolio managers who participate in both of these programs, IWA subjects the portfolio managers to an evaluation and due diligence process that focuses on such factors as performance, volatility, reputation, consistency, and approach to investing. Additional factors we will consider may include: the portfolio manager's marketing materials, Form ADV, investment objective; investment process, assets under management, personnel experience and overall quality; performance track record relative to an appropriate benchmark; performance consistency; performance relative to peers; risk-adjusted return; total return; and/or up/down market performance among others.

Throughout our investment process, we review numerous sources of information including but not limited to: financial newspapers and magazines; inspections of corporate activities; research materials prepared by others; corporate issuer's rating services; annual reports; prospectuses; filings with the SEC; company press releases; and/or financial data subscriptions such as Bloomberg, PSN and Morningstar.

This process may additionally involve conference calls, interviews, and onsite inspections of the third party managers.

We regularly review the performance of our client's accounts as managed in the IMAP Third Party Equity Program and as managed following the models in the IMAP IWA Equity Program. Our accounts are monitored on a portfolio management system (ADVENT Portfolio Exchange) that provides current and comprehensive information concerning account performance, asset allocation, and the progress of individual positions in the portfolio.

In administering our wrap fee and non-wrap fee programs, IWA does not use performance based or side by side fee structures. Our goal is to select the program best suited to the needs and circumstances of our clients.

The type of securities that may be utilized in these programs may include, among other securities or other investments permitted under a client's investment guidelines: domestic equities, international equities, emerging market equities, ETFs, bonds (U.S. and non-U.S.), mutual funds, currencies, other tradable financial instruments, money market funds, and cash.

## MATERIAL RISKS

Investing in securities involves risk of loss that clients should be prepared to bear. IWA does not guarantee the future performance of an account or any specific level of performance, the success of any investment decision or strategy that IWA may use, or the success of IWA's overall management. Clients understand that investment decisions made for the client's account by IAW are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable.

## RISKS BY SECURITY TYPE AND/OR PRODUCT

Equity Securities represent a share of an issuer's earnings and assets, after the issuer pays its liabilities. The income an account will receive from equity securities cannot be predicted because issuers generally have discretion as to the payment of any dividends or distributions. However, equity securities offer greater potential for appreciation than many other types of securities, because their value increases directly with the value of the issuer's business. Types of equity securities include for example, common stocks, preferred stocks, interests in limited liability companies, real estate investment trusts, and warrants. Equity securities may be subject to, for example, stock market risks, sector risks, liquidity risks, risks related to company size, currency risks, risks specific to investing in a particular country or region, risks of foreign investing, risks of investing in emerging market countries, leverage risks, credit risks, exchange traded fund risk, risks related to custodial services and related investment costs and share ownership concentration risk.

Exchange Traded Funds (ETFs) may be used as an efficient means of carrying out an investment strategy. As with traditional mutual funds, ETFs charge asset-based fees, although these fees tend to be relatively low. ETFs are traded on stock exchanges or on the over-the-counter market. ETFs generally do not charge initial sales charges or redemption fees and investors typically pay only customary brokerage fees to buy and sell ETF shares. An investment in an ETF generally presents the same primary risks as an investment in a conventional fund (i.e. one that is not exchange traded) that has the same investment objectives, strategies, and policies. The price of an ETF can fluctuate up or down, and a client account could lose money investing in an ETF if the prices of the securities owned by the ETF go down. In addition, ETFs may be subject to the following risks that do not apply to conventional funds:

- The market price of an ETF's shares may trade above or below their net asset value;
- An active trading market for an ETF's shares may not develop or be maintained; or
- Trading of ETFs shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally.

Fixed Income securities are obligations of the issuer to make payments of principal and/or interest on future dates and include among other securities: bonds, notes and debentures issued by corporations, debt securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities or by a foreign government; and municipalities. These securities may pay fixed, variable or floating rates of interest, and may include zero coupon obligations. Fixed income securities are subject to the risk of the issuer's or guarantor's inability to meet principal and interest payments on its obligations (i.e. credit risk) and are subject to price volatility due to factors such as interest rate sensitivity, market perception of creditworthiness of the issuer, and general market liquidity (i.e. market risk).

Foreign Securities are securities of issuers based outside of the United States. We generally consider an issuer to be based outside of the United States if:

- It is organized under the laws of, or has a principal office located in, another country;
- The principal trading market for its securities is in another country; or
- It (directly or through its consolidated subsidiaries) derived in its most current fiscal year at least 50% of its total assets, capitalization, gross revenue or profit from goods produced, services performed, or sales made in another country.

Foreign securities are primarily denominated in foreign currencies. Types of foreign securities include, for example, depository receipts, American depository receipts, domestically traded securities of foreign issuers, foreign exchange contracts, and foreign government securities. Along with the risks normally associated with domestic securities of the same type, foreign securities are subject to currency risks and risks of foreign investing. Trading in certain foreign markets is also subject to liquidity risks.

Mutual Funds may be used as an efficient means of implementing investment strategies and/or investing uninvested cash. Mutual Funds are managed independently of a client's account and incur additional fees and/or expenses which would, therefore, be borne indirectly by the client's account in connection with any such investment. These investments are subject to the same risks as the underlying investments.

Third-Party Managers who have been successful in the past may not be able to reproduce that success in the future. IWA does not control the underlying investments in a money manager's portfolio; there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio making it less suitable. Moreover, as we do not control the manager's daily business and compliance operations, it is possible for us to miss the absence of internal controls necessary to prevent business, regulatory or reputational deficiencies.

## GENERAL SYSTEM RISKS

Credit risk: When money is borrowed one must make payments plus interest to pay off the debt. The same holds true for companies/governmental entities that issue bonds (or IOUs) to the public. There is a chance companies/governmental entities that issue bonds won't be able to make interest payments or return all of your principal. This is credit risk.

Inflation risk: The possibility that the value of assets or of income will be eroded as inflation shrinks the value of a country's currency. This means your dollar may be worth less in future years.

Interest-rate risk: There is a risk that the price of a stock or bond will fluctuate because of changes in interest rates. If interest rates go up, bond prices typically go down. If rates go down, bond prices typically go up.

Liquidity risk: If you need to sell or redeem an investment quickly at a fair price to get the cash, but you are not able to do so, it's an indication that your investment has low liquidity. A lack of liquidity can affect the price of stocks and bonds.

Market risk: Both stocks and bonds are vulnerable to changes in the economy and to general changes in the markets they trade in. Although stocks and bonds issued by companies are tied to

profits and losses of those companies, there are factors and cycles outside of the companies' control that may cause a rise or fall in prices.

Principal risk: The money you invest is called your "principal." The chance that you may lose this money is principal risk. This risk is commonly found with investments in stocks but can affect other types of investments, as well.

Systemic risk: World events and/or the activities of one or more large participants in the financial markets and/or other events or activities of others could result in a temporary systemic breakdown in the normal operation of financial markets. Such events could result in a client losing substantial value.

Volatility risk: This risk encompasses all the other types of risk. The size and frequency of fluctuations in an investment's price determines its volatility.

Margin Transactions: Trading securities on margin results in interest charges and, depending on the amount of trading, these charges could be substantial. The level of interest rates at which we borrow can affect results. Further, fluctuations in the value of the collateral may cause a margin call requiring the addition of money or securities to meet the maintenance requirements.

## **VOTING CLIENT SECURITIES**

Clients retain the right and responsibility for receiving and voting proxies for any and all securities maintained in client accounts. As a matter of firm policy and practice, IWA does not have any authority to and does not vote proxies on behalf of advisory clients.

However, with the Third Party Equity Accounts, clients generally delegate discretion to vote such proxies to the Portfolio Manager. Clients may obtain a copy of the Portfolio Manager's complete proxy voting policies and procedures upon request. These policies and procedures should outline how the Portfolio Manager addresses conflicts related to proxy voting. Clients may also obtain information from the Portfolio Managers about how they voted any proxies on behalf of the client's account(s).

## **ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

When a client chooses the IMAP Third Party Equity Program, IWA and Pershing will provide to Lockwood Managed Account Services the following information about the client which includes but is not limited to: name, address, phone, tax ID, date of birth, employment status, annual income, tax bracket, time horizon, and assets being assigned to this manager. This information is then processed and a portion of it may be forwarded to the independent Third Party Equity portfolio manager.

IWA will promptly provide updated information to Lockwood Managed Account Services and the portfolio manager as it is received from the client.

## **ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS**

Clients participating in IMAP Third Party Equity Program should refer to the disclosure documents provided by the independent portfolio managers (Form ADV, Part 2A), for their policies and procedures regarding client contact with portfolio managers.

Clients participating in the IMAP IWA Equity Program where IWA acts as the portfolio manager are under no restrictions regarding contact with IWA. Clients wishing to speak with the third party portfolio managers who provide the models that are the basis for the account, should contact IWA.

## **ITEM 9 – ADDITIONAL INFORMATION**

### **DISCIPLINARY INFORMATION**

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

### **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

John L. Kauth, III, Member of IWA, is a limited partner and 89.2% owner of Grump Holdings, Ltd. ("Grump"); and Isidoro Korngold, Member of IWA, is a limited partner and 79.4% owner of Renaissance Partnership, Ltd. ("Renaissance"), family partnerships. Grump and Renaissance own the following companies as described below:

Broker-Dealer - Intercontinental Asset Management Group, Ltd. (hereinafter "IAMG"): This Company is a FINRA-registered broker-dealer, 5% of which is owned by Intercontinental Asset Management Corporation. 66.5% is owned by Renaissance and 28.5% is owned by Grump. IWA members and other associated persons are separately licensed as registered representatives of IAMG. As such, these individuals, in their separate capacities as registered representatives, will be able to recommend and effect securities transactions and may receive separate, yet customary compensation for effecting any securities transactions through IAMG. This may present a conflict of interest which is addressed by our Code of Ethics. Some individuals may spend as much as 75% of their time with all of these related activities.

Intercontinental Asset Management Corporation ("IAMC"): This Company is the general partner of IAMG, the broker dealer. This company's only assets are cash and its investment in IAMG. 70% of IAMC is owned by Renaissance and 30% is owned by Grump.

Intercontinental Consulting Group, Ltd. ("ICG"): This Company provides consulting services to its non-U.S. clients for the maintenance of corporations and trusts. 66.5% of ICG is owned by Renaissance and 28.5% is owned by Grump. 5% is owned by Intercontinental Consulting, L.L.C.

Intercontinental Consulting, L.L.C. ("ICLLC"): This Company is the general partner to ICG. This company's only assets are cash and its investment in ICG. 70% of ICLLC is owned by Renaissance and 30% is owned by Grump.

Insurance Agency - Intercontinental Agency, L.L.C. ("IIA") is engaged in selling insurance products to its clients on an agency basis. The products include: fixed and variable annuities, life insurance and health insurance. IIA is 70% owned by Renaissance and 30% by Grump. Some individuals may spend as much as 15% of their time with these related activities.

Intercontinental Financial Services Corporation ("IFSC"): This company is engaged in various services including arranging loans on behalf of its clients and providing real estate advisory services.

It also pays some of the expenses for related companies for which it is reimbursed. IFSC is 90% owned by Renaissance and 10% owned by Grump.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING**

IWA has adopted a Code of Ethics applicable to each employee of the firm. It emphasizes the high standards of conduct that IWA has always sought to observe. The Code of Ethics consists of general principles that are understood to govern the activities of IWA's personnel including IWA's fiduciary duty to clients and it contains provisions including but not limited to the following: personal securities trading reporting; prohibition on insider trading; restrictions on the use of confidential information; restrictions and reporting of gifts; restrictions and reporting of outside business activities; restrictions and reporting of political contributions; compliance by all personnel with applicable Federal securities laws; and reporting violations of the Code of Ethics.

All officers and employees must acknowledge the terms of the Code of Ethics annually, and as amended. The IWA will provide copies of its Code of Ethics to clients and prospective clients upon request.

Employees of IWA are required to have securities accounts in which they have a beneficial interest and which contain reportable securities as defined in Rule 204A-1 under the Advisors Act of 1940, held with Pershing LLC so that they can be directly monitored by IWA. However, we recognize this is not always possible. With the permission of the Chief Compliance Officer, an employee may have a securities account (over which they have a beneficial interest) held elsewhere. However, the employee must have duplicate statements and confirmations for the account provided to IWA. At least, annually employees will affirm that the account statements provide an accurate record of their holdings.

As IWA is a multi-strategy investment adviser it is likely that in the course of conducting its investment supervisory and management services, personnel may buy or sell securities in which our clients directly or indirectly have an interest. We require that all personal securities transactions be conducted in a manner consistent with the Code of Ethics to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility.

Thus, IWA personnel shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the public. No employee of IWA shall prefer his or her own interest to that of the advisory client.

Subject to satisfying this policy and applicable laws, employees may trade for their own accounts in securities which are recommended to and/or purchased or sold for clients. Thus, there is the possibility that an employee may benefit from market activity by a client. Employee trading is monitored under the Code of Ethics, to reasonably prevent conflicts of interest between IWA's employees and its clients.

As to the conflicts of interest posed by the use of our affiliated Broker, Intercontinental Asset Management Group, Ltd. ("IAMG"), please see the discussions above.

## **REVIEW OF ACCOUNTS**

Assets over which IWA is providing investment supervisory and management services are subject to ongoing review and monitoring. These reviews may be conducted by various vice presidents in our portfolio management, trading and operations departments. This process is facilitated in part by the fact that IWA generally runs model portfolios, not unique accounts for each household. Because we permit clients to impose reasonable restrictions and make purchase requests, we evaluate any resulting differences between a specific account and the firm's model portfolios very closely. All accounts are monitored on a portfolio management system (ADVENT Portfolio Exchange) that provides current and comprehensive information concerning account performance, asset allocation, and the progress of individual positions in the portfolio.

Account reviews with clients are conducted at time intervals established by each client and generally cover all significant investment aspects of a client's portfolio. At a minimum, we seek to have the relationship manager perform annual account reviews to ensure that the investment advice is consistent with the client's stated investment objectives. IWA will contact clients at least annually to determine whether there have been any changes in the client's financial situation or investment objectives.

In addition, an account review can be triggered or intensified by unexpected performance, shifting market conditions, or changing client preferences or circumstances. In both routine and unusual circumstances, the purpose of the review is to ensure the suitability of IWA's investment program for that client and to ensure that the client understands both what and how their accounts are doing.

The nature and frequency of reports to clients are determined primarily by the particular needs of each client. Clients receive, at a minimum, quarterly statements for each of their investment advisory accounts from our custodian and clearing firm Pershing LLC. Upon request, clients may receive reports more frequently, and may, in all cases, access comprehensive account information using our custodian's Internet resources.

IWA communicates with clients frequently by e-mail, postal mail, telephone, and in person concerning their accounts and personal and financial circumstances. If needed and as requested, IWA will provide quarterly performance reports for clients.

Clients participating in IMAP Third Party Equity Program should refer to the disclosure documents provided by the Portfolio Managers (Form ADV, Part 2), for their policies and procedures regarding client account reviews and reports.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

IWA does not compensate directly or indirectly any person who is not under its direct supervision for client referrals.

**Mutual Fund Charges:** IAMG, our affiliated broker, will receive Rule 12b-1 or shareholder servicing fees from the issuers of mutual funds used in IWA client portfolios.

**Cash and Money Market Funds:** IAMG, our affiliated broker will receive additional compensation based on IWA client account balances being held in cash. Cash balances may arise from the sale of

securities, redemption of debt securities, dividend and interest payments, and funds received from clients.

Margin: IAMG receives compensation based upon the margin (debt) balances maintained in client accounts. Margin (debt) balances may arise when a client, third party equity manager, or IWA elects to purchase securities in excess of the cash balances available in the account to do so. Margin (debt) balances may also arise if a client elects to withdraw (borrow) money from their account, using the securities therein as collateral.

### **FINANCIAL INFORMATION**

Registered investment advisors are required in this Item to provide you with certain financial information or disclosures about IWA's financial condition. IWA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

IWA does not require payment of more than \$1,200 in fees per client, six months or more in advance. IWA's fees are billed in advance on a quarterly basis.



REV. 10/2014

| FACTS:   | WHAT DOES INTERCONTINENTAL DO WITH YOUR PERSONAL INFORMATION?   |                              |                             |
|--|---|------------------------------|-----------------------------|
| Why?   | Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.  |                              |                             |
| What?  | <p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"><li>• Social security number and income</li><li>• Assets, account balances and transaction history</li><li>• Investment experience and risk tolerance</li></ul> <p>When you are no longer our customer, we continue to share your information as described in this notice.</p> |                              |                             |
| How?   | All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons Intercontinental chooses to share; and whether you can limit this sharing.   |                              |                             |
| Reasons we can share your personal information   |   | Does Intercontinental share? | Can you limit this sharing? |
| For our everyday business purposes— such as to process your transactions, maintain your account(s), respond to court orders and legal investigations or report to credit bureaus |   | YES                          | NO                          |
| For our marketing purposes— to offer our products and services to you  |   | YES                          | NO                          |
| For joint marketing with other financial companies   |   | NO                           | WE DON’T SHARE              |
| For our affiliates’ everyday business purposes— information about your transactions and experiences  |   | YES                          | NO                          |
| For our affiliates’ everyday business purposes— information about your creditworthiness  |   | NO                           | WE DON’T SHARE              |
| For nonaffiliates to market to you   |   | NO                           | WE DON’T SHARE              |

|            |                                   |
|------------|-----------------------------------|
| Questions? | Call 800-292-0898 or 210-271-7947 |
| Who we are |                                   |

|  |  |
|--|--|
| Who is providing this notice?                              | Intercontinental Wealth Advisors, LLC, Intercontinental Asset Management Group, Ltd. and Intercontinental Agency, LLC (Intercontinental)   |
| <b>What we do</b>  |  |
| How does Intercontinental protect my information?          | To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.  |
| How does Intercontinental collect my personal information? | <p>We collect your personal information, for example, when you:</p> <ul style="list-style-type: none"> <li>• Open an account; enter into an investment advisory contract;</li> <li>• Seek advice about your investments; or</li> <li>• Give us your income, account, employment or contact information.</li> </ul>   |
| Why can't I limit all sharing?                             | <p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>• sharing for affiliates' everyday business purposes—information about your creditworthiness</li> <li>• affiliates from using your information to market to you</li> <li>• sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p> |

|                        |  |
|------------------------|--|
| <b>Definitions</b>     |  |
| <b>Affiliates</b>      | <p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>• Intercontinental Wealth Advisors, LLC, Intercontinental Asset Management Group, Ltd., Intercontinental Consulting Group, Ltd., and Intercontinental Agency, LLC are affiliates.</li> </ul> |
| <b>Nonaffiliates</b>   | <p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>• Intercontinental does not share with nonaffiliates so they can market to you.</li> </ul>   |
| <b>Joint Marketing</b> | <p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>• Intercontinental doesn't jointly market.</li> </ul>   |

