



# **ADV PART 2A**

## **FIRM BROCHURE**



**WEALTHQUEST CORPORATION**  
**SEC File Number: 801 – 67079**  
**ADV Part 2A, Firm Brochure**

Dated:  
**March 15, 2017**

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This brochure provides information about the qualifications and business practices of Wealthquest Corporation ("WQC"). If you have any questions about the contents of this brochure, please contact us at (513) 530-9700 or [info@wqcorp.com](mailto:info@wqcorp.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 Wealthquest Corporation also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). References herein to Wealthquest Corporation as a "registered investment advisor" or any reference to being "registered" does not imply a certain level of skill or training.



## ITEM 2 MATERIAL CHANGES

Since the most recent Annual Amendment filing on March 15, 2016, there have been no material changes to this Firm Brochure.

## ITEM 3 TABLE OF CONTENTS

<b>Item 1</b>	Cover Page	2
<b>Item 2</b>	Material Changes	3
<b>Item 3</b>	Table of Contents	3
<b>Item 4</b>	Advisory Business	4
<b>Item 5</b>	Fees and Compensation	8
<b>Item 6</b>	Performance-Based Fees and Side-by-Side Management	10
<b>Item 7</b>	Types of Clients	10
<b>Item 8</b>	Methods of Analysis, Investment Strategies and Risk of Loss	10
<b>Item 9</b>	Disciplinary Information	12
<b>Item 10</b>	Other Financial Industry Activities and Affiliations	12
<b>Item 11</b>	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	12
<b>Item 12</b>	Brokerage Practices	13
<b>Item 13</b>	Review of Accounts	17
<b>Item 14</b>	Client Referrals and Other Compensation	17
<b>Item 15</b>	Custody	17
<b>Item 16</b>	Investment Discretion	18
<b>Item 17</b>	Voting Client Securities	18
<b>Item 18</b>	Financial Information	18



## ITEM 4 ADVISORY BUSINESS

A. Wealthquest Corporation ("WQC") is a corporation formed on July 13, 2006 in the State of Ohio. WQC became registered as an Investment Adviser Firm on August 17, 2006. WQC is 100% employee owned and is principally owned by Wade K. Daniel and James M. Lenhoff, WQC's CEO and President, respectively.

B. WQC offers to its clients (individuals, families, ERISA plans, charitable organizations, business entities, trusts and estates, etc.) a spectrum of investment advisory services as outlined generally below.



Also known as Ascend Advisory Services. Offers portfolio management services and online tools for investors in the accumulation phase of life. Portfolios are generally <\$350,000. Financial Planning is offered under a separate Financial Planning Agreement.



Also known as Expeditions Advisory Services. Offers portfolio management services, financial planning services, tax preparation services, estate planning services for investors with portfolios ranging from \$350,000 - \$2,500,000. Generally, wealth management services are offered as part of the asset advisory fee.



Also known as Summit Advisory Services. Offers portfolio management services, banking and lending services, charitable counseling, financial planning services, tax preparation services, and estate planning services for investors with portfolios above \$2,500,000. Generally, wealth management services are offered as part of the asset advisory fee.

## INVESTMENT ADVISORY SERVICES

WQC offers investment advisory services under Ascend, Expeditions, and Summit programs. Client and WQC agree, in writing, to manage the Client portfolio toward one or more objectives including any reasonable unique preferences and restrictions. WQC will allocate investment assets consistent with the designated investment objectives. WQC will monitor a client's portfolio and make trades when necessary to meet the investment objective.

WQC primarily allocates client investments among mutual funds, exchange traded funds ("ETFs") structured notes, stocks (common or preferred), bonds, option contracts, certificates of deposit, and other securities and/or contracts relating to the same. Once allocated, WQC provides ongoing monitoring and maintenance of account performance, asset allocation and client investment objectives.

The client can determine to engage WQC to provide discretionary investment advisory services on a fee basis. WQC's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under WQC's management. Before engaging WQC to provide investment advisory services, clients are required to enter into an Investment Advisory Agreement with WQC setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the fee that is due from the client.

See *Item 5A* for details.

## FINANCIAL PLANNING SERVICES

WQC does not hold itself out as providing financial planning services separately from its primary service of investment management. To the extent specifically requested by the client WQC offers financial planning services to Expeditions



and Summit clients on investment and non-investment related matters, such as retirement planning, tax planning, insurance needs analysis, education funding, 401(k) allocation, etc. WQC shall not receive any separate or additional fee for any such consultation services unless specified in the signed *Investment Advisory Agreement* or a separate Financial Planning Agreement. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of WQC), WQC may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written agreement with the client.

To the extent requested by a client, WQC may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorney, accountant, insurance agent, etc.), including certain representatives of WQC in their individual capacities as licensed insurance agents as discussed in Item 10C. The client is under no obligation to engage the services of any such recommended professional.

**Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

**Please Also Note:** It remains the client's responsibility to promptly notify WQC if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising WQC's previous recommendations and/or services.

## ESTATE PLANNING SERVICES

To the extent requested by the client, WQC offers estate planning assistance as part of its Expeditions and Summit advisory services. WQC does not hold itself out as providing estate planning services separately from its primary service of investment management. Estate planning assistance generally includes estate plan review and estate document audit. Estate planning assistance should not be construed as legal advice.

For Expeditions and Summit clients with AUM over \$350,000, WQC offers an annual estate planning credit/reimbursement for legal work performed by outside attorneys. When clients update or amend their estate documents and present WQC with the attorney's invoice, WQC will make payment to the attorney subject to the following:

- 1) For clients with AUM over \$350,000, WQC offers to reimburse the client up to \$250\* annually for estate attorney fees incurred by the Client during the period of engagement with WQC.
- 2) For clients with AUM over \$2,000,000, WQC offers to reimburse the client up to \$500\* annually for estate attorney fees incurred by the Client during the period of engagement with WQC.
- 3) Any unused annual credit accumulates for up to 4 years to a maximum credit of \$1,000 or \$2,000 respectively.

\* Reimbursement is lessor of actual cost or available estate planning credit and contingent upon submission of the invoice and a copy of the revised documents.

**For new clients,** WQC offers a Year 1 estate planning document preparation reimbursement. The reimbursement is available for all new Expeditions and Summit clients and is designed to draft or amend estate planning documents (e.g. Revocable Living Trust, Will, Durable Power of Attorney, Healthcare Power of Attorney, Living Will). Reimbursement is subject to a maximum of \$2,500 and contingent upon submission of the invoice and a copy of the estate documents. Any refunded advisory fees due to termination in Year 1 will be reduced by any attorney reimbursements made.

**Please Note:** Neither WQC, nor any of its representatives, serves as an attorney, and no portion of WQC's services should be construed as the same. To the extent requested by a client, WQC may recommend one or more attorneys for Client legal work. The Client is under no obligation to engage the services of any such recommended attorney. If the Client engages any such recommended attorney, and a dispute arises thereafter relative to such engagement, the Client agrees to seek recourse exclusively from and against the engaged attorney.



## TAX RETURN PREPARATION

To the extent requested by the client, WQC offers tax return preparation at no charge as part of its Expeditions and Summit advisory services. WQC offers this same tax return preparation at no charge to the dependent children of Expeditions clients. For Summit clients, WQC offers tax preparation to **adult** and **dependent children** at no charge. WQC does not hold itself out as providing tax return preparation services separately from its primary service of investment management. Tax return preparation includes:

- 1.) 1040 Income Tax Preparation – Federal, State, Local\*
- 2.) Estimated income tax payment calculations
- 3.) Payment vouchers

Alternatively, in lieu of this tax return preparation, eligible clients may elect to have WQC make payment, of up to \$250, to a tax preparer chosen by the Client or the Client may choose to receive a free copy of Turbo Tax software. For the \$250 reimbursement, Clients are required to submit a copy of the tax preparer's invoice and copy of the tax return.

\*Tax services beyond 1040 tax prep such as Form 706, 1041, 1065, and Corporate returns are offered for an additional fee.

WQC shall not be required to verify the accuracy of any tax-related data received from the client. Advisor will prepare the tax filings based upon the data provided. WQC does not assume responsibility for the accuracy of such data, timely payments, or filings. Tax assistance will be conducted in accordance with the professional regulations set forth by Treasury Circular 230, AICPA Statements on Standards for Tax Services, and the Ohio Board of Accountancy. Unless authorized by law or with Client consent, WQC cannot use Client tax return information for purposes other than the preparation and filing of Client tax return. By signing the Investment Advisory Agreement, Client consents to the use by WQC of any and all tax return information contained in the Client federal income tax returns for the purpose of providing other non-tax services as agreed upon in the Investment Advisory Agreement. The tax information may not be disclosed or used by WQC for any purpose other than that permitted by this consent document. WQC may not make our investment advisory services conditional upon consent to use tax return information within WQC. If you believe your tax return information has been disclosed or used improperly in a manner unauthorized by law or without your permission, you may contact the Treasury Inspector General for Tax Administration (TIGTA) by telephone at 1-800- 366-4484 or by email at [complaints@tigta.treas.gov](mailto:complaints@tigta.treas.gov).

## RETIREMENT PLAN SERVICES AND PENSION CONSULTING

WQC offers plan design consulting, investment consulting, and education services to plan sponsors of ERISA and non-ERISA qualified retirement plans. The extent of the services is detailed in a separate Qualified Plan Consulting Agreement but generally include assistance in the following: investment management services, plan design, service provider benchmarking, education meetings for participants, and participant enrollment. Investment management services are offered to both ERISA plans (i.e. 401(k), pension, profit-sharing) and non-ERISA plans (i.e. Simple IRA, SEP, solo-401(k)). Investment services offered include preparation of plan's Investment Policy Statement, evaluation of the plan investment choices, selection of investment line-up, and on-going monitoring. WQC will offer to serve plans in either a fiduciary, advisory capacity (ERISA 3(21)) or in a fiduciary, discretionary capacity (ERISA 3(38)). The details of which are specified in the Qualified Plan Consulting Agreement.

## ASCEND ADVISORY SERVICES

Ascend clients may choose to engage WQC to provide investment management services utilizing the Schwab Intelligent Portfolios™ platform relative to investment accounts with market values of at least \$5,000 under the "Ascend" program ("Ascend Advisory Services"). The Schwab platform is an automated, online investment management platform sponsored by Schwab, offered to independent investment advisors to manage their clients' investment assets (the "Schwab Online Program"). To commence Ascend Advisory Services, clients are required to enter into an Investment Advisory



Agreement with WQC setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the fee that is due from the client. WQC will allocate investment assets consistent with the client's designated investment objectives through the Schwab Online Program. WQC offers Ascend Advisory Services clients a range of investment strategies that WQC has constructed and manages, each consisting of a portfolio of ETFs and a cash allocation. The client's portfolio is held in a brokerage account opened by Charles Schwab & Co., Inc., in its capacity as an independent and unaffiliated SEC-registered and FINRA member broker-dealer ("Schwab"). A detailed description of the Schwab Online Program can be found in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios™ Disclosure Brochure (the "Program Disclosure Brochure"), which clients will receive during the online enrollment process. WQC, and not Schwab, remains the client's investment advisor and primary point of contact with respect to the management of investment assets through the Schwab Online Program. Schwab's role is limited to delivering the Program Disclosure Brochure and administering its online program so that it operates as described in the Program Disclosure Brochure. WQC has contracted with Schwab to provide the technology platform and related trading and account management services for the Schwab Online Program. This platform enables WQC to make the Schwab Online Program available to its clients online and includes a system that automates certain key parts of WQC's investment process (the "System"). The System includes an online questionnaire that helps WQC determine the client's investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that WQC will recommend a portfolio via the System in response to the client's answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but WQC then makes the final decision and selects a portfolio based on all the information it has about each client. The System also includes an automated investment engine through which WQC manages the client's portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (tax harvesting available to clients who maintain \$50,000 in their Program account). WQC will manage/rebalance the clients' respective accounts on a discretionary basis by virtue of rebalancing the respective similarly managed investment allocation model(s).

## MISCELLANEOUS

**Structured Products.** WQC may periodically recommend structured product investments to Expeditions and Summit clients. Structured investment products are generally underwritten by major investment banks and typically linked to either individual equity market indexes or baskets of indexes and may offer some of the following features: full or partial principal-protection, enhanced upside participation, caps on the maximum returns, knock-out barrier notes and/or absolute return characteristics. Most structured products will be unsecured debt of the issuing investment bank and will carry the credit risk of that company, although occasionally they may be principal-protected FDIC-insured notes. Of course, like all other investments, there can be no guarantee that the performance of such products will be profitable or achieve any specific performance level during up and/or down markets.

**Client Obligations.** In performing its services, WQC shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify WQC if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising WQC's previous recommendations and/or services.

**Disclosure Statement.** A copy of WQC's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement. Any client who has not received a copy of WQC's written Brochure at least 48 hours prior to executing the *Investment Advisory Agreement* shall have five business days subsequent to executing the agreement to terminate WQC's services without penalty.

**Retirement Plan Rollovers-No Obligation/Conflict of Interest.** A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If WQC recommends that a client roll over their retirement plan assets into an account to be managed by WQC, such a recommendation





creates a conflict of interest if WQC will earn an advisory fee on the rolled over assets. No client is under any obligation to roll over retirement plan assets to an account managed by WQC. WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.

C. WQC shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, WQC shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on WQC's services.

D. WQC does not participate in or sponsor a wrap fee program.

E. As of March 10, 2017, WQC had \$753,610,375 in assets under management on a discretionary basis.

## ITEM 5 FEES AND COMPENSATION

### A. INVESTMENT ADVISORY SERVICES

If an Expeditions or Summit client determines to engage WQC to provide discretionary investment advisory services on a fee basis, WQC's tiered annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under WQC's management as follows. Upon client request, family member accounts can be aggregated to achieve lower fee rates. Family aggregation applies to Investment Advisory fees only and does not extend to Financial Planning, Estate Planning, or Tax Preparation services:

#### EXPEDITIONS AND SUMMIT FEE SCHEDULE

ASSETS UNDER MANAGEMENT	ANNUAL RATE(S)
Assets between \$0 and \$250,000	1.40%
Next \$250,000	1.10%
Next \$500,000	1.00%
Next \$2,000,000	0.75%
Next \$2,000,000	0.60%
Next \$5,000,000	0.45%
Additional Assets above \$10,000,000*	negotiable

\* Annual Rate is subject to a 0.60% combined minimum fee

### BOND / ANNUITY ADVISORY FEES

If Expeditions or Summit clients engage WQC to invest in Vanguard Variable Annuities and/or Portfolios in the All Bond model, assets in those accounts will be charged a non-negotiable annual advisory fee of 0.75% in lieu of the fee schedule above. However, in the event that a client's AUM, when combined with bond and annuity assets, would achieve a lower rate than 0.75%, that client's fee will be reduced to comport with the fee schedule above.

If Expeditions or Summit clients engage WQC to invest in Municipal Bond Portfolios and Conservative Bond Model Portfolios, assets in those accounts will be charged a non-negotiable annual advisory fee of 0.50% in lieu of the fee schedule above. However, in the event that a client's AUM, when combined with municipal and conservative bond assets, would achieve a lower rate than 0.50%, that client's fee will be reduced to comport with the fee schedule above.





## ASCEND ADVISORY FEES

If Ascend clients engage WQC through Schwab Intelligent Portfolios to provide discretionary investment advisory services on a fee basis, the annual fee rate shall be 0.80% billed as a % of the assets in the Ascend portfolio. Fees are billed quarterly and deducted from the Schwab Intelligent Portfolios account.

## FINANCIAL PLANNING FEES

For Ascend clients and Expeditions clients who do not yet meet the \$350,000 managed portfolio threshold, Financial Planning, Estate Planning, and Tax Return Preparation services will be offered for an additional fee. In addition to the fee schedule above, WQC may charge a financial planning fee based upon the market value of the assets placed under WQC's management as follows:

Market Value of Portfolio Under Management Financial Planning Fee	Financial Planning Fee
Assets \$200,000 or less	\$2,000
Between \$200,000 and \$350,000	\$1,000
Assets of \$350,000 and above	Waived

Ascend and Expeditions clients with AUM less than \$350,000 are offered the following Services for 3 years in exchange for their one-time financial planning fee. The first year estate planning credit is \$500 for Clients who pay a Financial Planning Fee. Clients with AUM over \$350,000 are offered the Services on an on-going basis and the financial planning fee is waived.

Financial Planning Service: see details in Item 4B.

Estate Planning Service: see details in Item 4B.

Tax Return Preparation Service: see details in Item 4B.

B. Clients may elect to have WQC's advisory fees deducted from their custodial account. Both WQC's *Investment Advisory Agreement* and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of WQC's investment advisory fee and to directly remit that management fee to WQC in compliance with regulatory procedures. In the limited event that WQC bills the client directly, payment is due upon receipt of WQC's invoice. WQC shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.

C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, WQC shall generally recommend that TD Ameritrade ("TD Ameritrade"), Scottrade, Inc. ("Scottrade, Inc."), or Charles Schwab and Co., Inc. ("Schwab"), or similar national brokerage institution to serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as TD Ameritrade, Scottrade, Inc., and Schwab charge brokerage commissions and/or transaction fees for affecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to WQC's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

D. WQC's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter.

The *Investment Advisory Agreement* between WQC and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, WQC shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.



E. Neither WQC, nor its representatives accept compensation from the sale of securities or other investment products.

## ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Neither WQC nor any supervised person of WQC accepts performance-based fees.

## ITEM 7 TYPES OF CLIENTS

WQC's clients shall generally include families, individuals, pension and profit sharing plans, charitable organizations, business entities, trusts and estates. WQC recommends a \$50,000 minimum asset level for investment advisory services though no specific minimum asset level is required. WQC, in its sole discretion, may reduce its minimum asset requirement and/or charge a lesser investment management fee based upon certain criteria (i.e. related accounts, anticipated future additional assets, future earnings, negotiations, etc).

## ITEM 8

### METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. WQC may utilize the following methods of security analysis:

- **Fundamental** – (analysis performed on historical and present data, with the goal of making financial forecasts)
- **Technical** – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- **Cyclical** – (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

WQC may utilize the following investment strategies when implementing investment advice given to clients:

- **Long Term Purchases** (securities held at least a year)
- **Short Term Purchases** (securities sold within a year)
- **Margin Transactions** (use of borrowed assets to purchase financial instruments)
- **Options** (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

WQC's Investment Committee researches securities and economic data. The Investment Committee combines their research into an investment strategy. This strategy is deployed into various Allocation Models. The Allocation Models range from aggressive to conservative and carry varying types of risk (i.e. market risk, interest rate risk, default risk, inflation risk, etc). The Asset Allocation Models are monitored and maintained across multiple custodians, platforms, and investment services (TD Ameritrade, Schwab, Vanguard, Education 529 plan accounts, and ERISA plan custodians). Asset allocation does not guarantee against losses, but it attempts to minimize risk.

WQC's Asset Allocation Models are applied to Expeditions and Summit Client portfolios with the following guidelines.

- **Fact Gathering** – at the onset of a client relationship, WQC, through its representatives, shall obtain from the Client information sufficient to determine the Client's financial situation and investment objectives.
- **Investment Policy Statement** – Client, with input from WQC representatives, agrees, in writing, to investment objective and parameters for the Client portfolio. Client may impose reasonable restrictions as part of this document at any time.
- **Quarterly Notice** – at least quarterly WQC shall notify the client to advise WQC whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account.
- **Annual Invitation** – at least annually, WQC shall invite the client to determine whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account.
- **Consultation Available** – WQC shall be reasonably available to consult with the client relative to the status of the portfolio.



- **Quarterly Report** – the Client shall be provided with a quarterly report for the account for the preceding period.
- **Separate Account** – a separate account is maintained for the client with the Custodian;

**Please Note: Investment Risk.** Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by WQC) will be profitable or equal any specific performance level(s).

B. WQC's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis WQC must have access to current/new market information. WQC has no control over the dissemination rate of market information; therefore, unbeknownst to WQC, certain analyses may be compiled with outdated market information, severely limiting the value of WQC's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

WQC's primary investment strategies – Long Term Purchases and Short Term Purchases – are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

In addition to the fundamental investment strategies discussed above, WQC may also implement and/or recommend – the use of margin, and/or options transactions. Each of these strategies has a high level of inherent risk. (See discussion below).

Margin is an investment strategy with a high level of inherent risk. A margin transaction occurs when an investor uses borrowed assets to purchase financial instruments. The investor generally obtains the borrowed assets by using other securities as collateral for the borrowed sum. The effect of purchasing a security using margin is to magnify any gains or losses sustained by the purchase of the financial instruments on margin. **Please Note:** To the extent that a client authorizes the use of margin, and margin is thereafter employed by WQC in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to WQC may be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential **conflict of interest** whereby the client's decision to employ margin may correspondingly increase the management fee payable to WQC. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client. The use of options transactions as an investment strategy involves a high level of inherent risk.

Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, the purchase or the recommendation to purchase an option contract by WQC shall be with the intent of offsetting/"hedging" a potential market risk in a client's portfolio.

**Please Note:** Although the intent of the options-related transactions that may be implemented by WQC is to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct WQC, in writing, not to employ any or all such strategies for their accounts.

C. WQC primarily allocates client investment assets among mutual funds, ETFs, stocks (common, preferred or otherwise), bonds, structured notes, option contracts, certificates of deposit, and other securities and/or contracts relating to the same.



## ITEM 9 DISCIPLINARY INFORMATION

Neither WQC, nor its representatives, have been the subject of any disciplinary actions.

## ITEM 10

### OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Neither WQC, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Neither WQC, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

C. **Licensed Insurance Agency/Agents:** WQC's affiliated company, Wealthquest Insurance Advisors, LLC, is a licensed insurance agency. In addition, certain of WQC's representatives, in their individual capacities, are licensed insurance agents, and may recommend the purchase of certain insurance-related products on a commission basis. As referenced in Item 4.B above, clients can engage certain of WQC's representatives to purchase insurance products on a commission basis.

**Conflict of Interest:** The recommendation by WQC's representatives that a client purchase an insurance commission product presents a **conflict of interest**, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from WQC's representatives. Clients are reminded that they may purchase insurance products recommended by WQC through other, non-affiliated insurance agencies/agents. **WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

D. WQC does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

## ITEM 11

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

A. WQC maintains an investment policy relative to personal securities transactions. This investment policy is part of WQC's overall Code of Ethics, which serves to establish a standard of business conduct for all of WQC's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisors Act of 1940, WQC also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by WQC or any person associated with WQC.

B. Neither WQC nor any related person of WQC recommends, buys, or sells for client accounts, securities in which WQC or any related person of WQC has a material financial interest.

C. WQC and/or representatives of WQC may buy or sell securities that are also recommended to clients. This practice may create a situation where WQC and/or representatives of WQC are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if WQC did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of WQC's clients) and other potentially abusive practices.



WQC has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of WQC's "Access Persons". WQC's securities transaction policy requires that an Access Person of WQC must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date WQC selects; provided, however, that at any time that WQC has only one Access Person, he or she shall not be required to submit any securities report described above.

D. WQC and/or representatives of WQC may buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where WQC and/or representatives of WQC are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11 C, WQC has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of WQC's Access Persons.

## ITEM 12 BROKERAGE PRACTICES

A. In the event that the client requests that WQC recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct WQC to use a specific broker-dealer/custodian), WQC generally recommends that investment management accounts be maintained at *TD Ameritrade, Scottrade, Inc. and/or Schwab* or similar national brokerage company. Prior to engaging WQC to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with WQC setting forth the terms and conditions under which WQC shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that WQC considers in recommending *TD Ameritrade, Scottrade, Inc. and/or Schwab* (or any other broker-dealer/custodian to clients) include historical relationship with WQC, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by WQC's clients shall comply with WQC's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where WQC determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although WQC will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions.

The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, WQC's investment management fee.

WQC's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

### 1. TD Ameritrade Institutional Customer Program

WQC participates in *TD Ameritrade's* Institutional Customer Program (the "Program") and WQC may recommend *TD Ameritrade* to clients for custody and brokerage services. There is no direct link between WQC's participation in the Program and the investment advice it gives to its clients, although WQC receives economic benefits through its participation in the Program that are not typically available to *TD Ameritrade* retail investors. These benefits include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving advisor 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; and discounts on compliance, marketing research, technology, and practice management products or services provided to WQC by third party vendors. *TD Ameritrade* may





also have paid for business consulting and professional services received by WQC. Some of the products and services made available by *TD Ameritrade* through the Program may benefit WQC but may not benefit its client accounts. These products or services may assist WQC in managing and administering client accounts, including accounts not maintained at *TD Ameritrade*. Other services made available by *TD Ameritrade* are intended to help WQC manage and further develop its business enterprise. *TD Ameritrade* may also pay or reimburse expenses (including travel, lodging, meals and entertainment expenses) for WQC's representatives to attend conferences or meetings relating to the Program or to *TD Ameritrade's* advisor custody and brokerage services generally. The benefits received by WQC or its representatives through participation in the Program do not depend on the amount of brokerage transactions directed to *TD Ameritrade*. Clients should be aware, however, that the receipt of economic benefits by WQC or its representatives in and of itself creates a potential conflict of interest and may indirectly influence WQC's recommendation of *TD Ameritrade* for custody and brokerage services.

WQC participates in the institutional advisor program (the "Program") offered by *TD Ameritrade Institutional*. *TD Ameritrade Institutional* is a division of *TD Ameritrade Inc.*, member FINRA/SIPC/NFA ("*TD Ameritrade*"), an unaffiliated SEC-registered broker-dealer and FINRA member. *TD Ameritrade* offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. WQC receives some benefits from *TD Ameritrade* through its participation in the Program.

**WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.**

#### **Scottrade Investment Management Advisor Access Program**

WQC may receive client referrals from Scottrade Investment Management through its participation in the Scottrade Investment Management Advisor Access Program. In addition to meeting the minimum eligibility criteria for participation in Advisor Access WQC may have been selected to participate in Advisor Access based on the amount and profitability to Scottrade Investment Management of the assets in, and trades placed for, client accounts maintained with Scottrade, Inc.. Scottrade, Inc. is a discount broker-dealer independent of and unaffiliated with WQC and there is no employee or agency relationship between them. Scottrade Investment Management has established the Advisor Access Program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. Scottrade Investment Management does not supervise WQC and has no responsibility for WQC's management of client portfolios or WQC's other advice or services. WQC pays *Scottrade Investment Management* an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to WQC ("Solicitation Fee"). WQC will also pay Scottrade Investment Management the Solicitation Fee on any advisory fees received by WQC from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired WQC on the recommendation of such referred client. WQC will not charge clients referred through Advisor Access any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to *Scottrade Investment Management* to its clients. For information regarding additional or other fees paid directly or indirectly to *Scottrade Investment Management*, please refer to the Scottrade Investment Advisor Access Disclosure and Acknowledgement Form.

WQC's participation in Advisor Access raises potential conflicts of interest. *Scottrade Investment Management* will most likely refer clients through Advisor Access to investment advisors that encourage their clients to custody their assets at Scottrade, Inc. and whose client accounts are profitable to *Scottrade Investment Management*. Consequently, in order to obtain client referrals from *Scottrade Investment Management*, WQC may have an incentive to recommend to clients that the assets under management by WQC be held in custody with Scottrade, Inc. and to place transactions for client accounts with Scottrade, Inc.. In addition, WQC has agreed not to solicit clients referred to it through Advisor Access to transfer their accounts from *Scottrade Investment Management* or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. WQC's participation in Advisor Access does not diminish its duty to seek best execution of trades for client accounts.

In addition, WQC may receive additional benefits from participation in Advisor Access. There is no direct link between



WQC's participation in the program and the investment advice it gives to its clients, although WQC receives economic benefits through its participation in the program that are typically not available to *Scottrade, Inc.* retail investors. These benefits include the receipt of duplicate client statements; access to a trading desk serving advisor participants; access to blocktrading (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; and discounts on compliance, marketing, research, technology, and practice management products or services provided to WQC by third party vendors. The benefits received by WQC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to *Scottrade, Inc.*. As part of its fiduciary duties to clients, WQC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by WQC or its representatives creates a conflict of interest.

**WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement may create.**

#### **Research and Additional Benefits**

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, WQC may receive from *TD Ameritrade, Scottrade Inc, and/or Schwab* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, or unaffiliated product/fund-sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist WQC to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by WQC may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by WQC in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that may be received may assist WQC in managing and administering client accounts. Others do not directly provide such assistance, but rather assist WQC to manage and further develop its business enterprise. WQC's clients do not pay more for investment transactions effected and/or assets maintained at *TD Ameritrade, Scottrade Inc, and/or Schwab* as a result of this arrangement. There is no corresponding commitment made by WQC to *TD Ameritrade, Scottrade Inc, and/or Schwab* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

**WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.**

2. WQC may receive client referrals from *TD Ameritrade* through its participation in *TD Ameritrade AdvisorDirect* ("AdvisorDirect"). In addition to meeting the minimum eligibility criteria for participation in *AdvisorDirect*, WQC may have been selected to participate in *AdvisorDirect* based on the amount and profitability to *TD Ameritrade* of the assets in, and trades placed for, client accounts maintained with *TD Ameritrade*. *TD Ameritrade* is a discount broker-dealer independent of and unaffiliated with WQC and there is no employee or agency relationship between them. *TD Ameritrade* has established the referral program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. *TD Ameritrade* does not supervise WQC and has no responsibility for WQC's management of client portfolios or WQC's other advice or services. WQC pays *TD Ameritrade* an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to WQC ("Solicitation Fee"). WQC will also pay *TD Ameritrade* the Solicitation Fee on any advisory fees received by WQC from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and





hired WQC on the recommendation of such referred client. WQC will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

WQC's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, WQC may have an incentive to recommend to clients that the assets under management by WQC be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, WQC has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. WQC's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

In addition, WQC may receive additional benefits from participation in AdvisorDirect. There is no direct link between WQC's participation in the program and the investment advice it gives to its clients, although WQC receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the receipt of duplicate client statements; access to a trading desk serving advisor 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; and discounts on compliance, marketing, research, technology, and practice management products or services provided to WQC by third party vendors. The benefits received by WQC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, WQC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by WQC or its representatives creates a conflict of interest.

**WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement may create.**

3. WQC does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and WQC will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by WQC. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

**Please Note:** In the event that the client directs WQC to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through WQC. Higher transaction costs adversely affect account performance. Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

**WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above arrangement.**

B. To the extent that WQC provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless WQC decides to purchase or sell the same securities for several clients at approximately the same time. WQC may (but is not obligated to) combine or "bunch" such orders to obtain



best execution, to negotiate more favorable commission rates or to allocate equitably among WQC's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. WQC shall not receive any additional compensation or remuneration as a result of such aggregation.

## ITEM 13 REVIEW OF ACCOUNTS

A. For those clients to whom WQC provides investment supervisory services, account reviews are conducted on an ongoing basis by WQC's Principals and representatives. All investment supervisory clients are advised that it remains their responsibility to advise WQC of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with WQC on an annual basis.

B. WQC **may** conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.

C. Expeditions and Summit Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. WQC may also provide a written periodic report summarizing account activity and performance.

## ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

A. As referenced in Item 12.A.1 above, WQC may receive an economic benefit from *TD Ameritrade*, *Scottrade*, and/or *Schwab* or similar national brokerage company. WQC, without cost (and/or at a discount), may receive support services and/or products from *TD Ameritrade*, *Scottrade Inc*, and/or *Schwab* or similar national brokerage company.

WQC's clients do not pay more for investment transactions effected and/or assets maintained at *TD Ameritrade*, *Scottrade Inc*, and/or *Schwab* as a result of this arrangement. There is no corresponding commitment made by WQC to *TD Ameritrade*, *Scottrade Inc*, and/or *Schwab* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

**WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.**

B. If a client is introduced to WQC by either an unaffiliated or an affiliated solicitor, WQC may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisors Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from WQC's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to WQC by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of their solicitor relationship, and shall provide each prospective client with a copy of WQC's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between WQC and the solicitor, including the compensation to be received by the solicitor from WQC.

## ITEM 15 CUSTODY

WQC shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. WQC may also provide a written periodic report summarizing account activity and performance.

**Please Note:** To the extent that WQC provides clients with periodic account statements or reports, the client is urged



to compare any statement or report provided by WQC with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of WQC's advisory fee calculation.

## ITEM 16 INVESTMENT DISCRETION

The client can determine to engage WQC to provide investment advisory services on a discretionary basis. Prior to WQC assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming WQC as the client's attorney and agent in fact, granting WQC full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage WQC on a discretionary basis may, at any time, impose restrictions, **in writing**, on WQC's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe WQC's use of margin, etc.).

## ITEM 17 VOTING CLIENT SECURITIES

Unless the client directs otherwise in writing, WQC is responsible for voting client proxies (**However**, the client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the account assets, including, but not limited to, class action lawsuits.). WQC shall vote proxies in accordance with its Proxy Voting Policy, a copy of which is available upon request. WQC shall monitor corporate actions of individual issuers and investment companies consistent with WQC's fiduciary duty to vote proxies in the best interests of its clients. Although the factors which WQC will consider when determining how it will vote differ on a case by case basis, they may, but are not limited to, include the following: a review of recommendations from issuer management, shareholder proposals, cost effects of such proposals, effect on employees and executive and director compensation. With respect to individual issuers, WQC may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), WQC may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. WQC shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Investment Advisors Act of 1940. Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how WQC voted on any specific proxy issue is also available upon written request. Requests should be made by contacting WQC's Chief Compliance Officer, Stephen P. King.

## ITEM 18 FINANCIAL INFORMATION

A. WQC does not solicit client fees six months or more in advance.

B. WQC is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.

C. WQC has not been the subject of a bankruptcy petition.

**ANY QUESTIONS:** WQC's Chief Compliance Officer, Stephen P. King, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.