

**Item 1: Cover Sheet**

**FORM ADV PART 2A  
INFORMATIONAL BROCHURE**



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**This brochure provides information about the qualifications and business practices of Wick Capital Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 215-302-3535 or via email at [ctopolewski@wickcapitalpartners.com](mailto:ctopolewski@wickcapitalpartners.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. Our registration does not imply a certain level of skill or training.**

**Additional information about Wick Capital Partners, LLC (CRD# 299194) is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2:        Statement of Material Changes**

Wick Capital Partners, LLC is required to disclose any material changes to this ADV Part 2A here in Item 2.  
There are no material changes to report.

**Item 3: Table of Contents**

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## INFORMATIONAL BROCHURE

### Wick Capital Partners, LLC

#### **Item 4:        Advisory Business**

Wick Capital Partners, LLC (“WCP”) has been in business as an independently registered investment adviser since November, 2018. Wick Capital Partners, LLC is owned by Wick Management, LLC. Wick Management, LLC is principally owned by Gregory Montanaro, John Giordano, Christopher Topolewski, and Edward Topolewski.

WCP provides personalized asset management services to individuals, families, trusts, charitable organizations and foundations, retirement plans, and business entities. WCP’s mission is to improve our clients’ financial well-being and lives. WCP strives to know more about each client and their situation than anyone else, so that we can make a meaningful impact on their lives.

#### *Asset Management*

WCP’s focus is on providing comprehensive financial planning and asset management services to clients in accordance with each individual client’s needs. WCP does not offer financial planning as a standalone service.

WCP’s first step in working with WCP is to gather information about the client, their goals and their current circumstances. WCP will request clients to provide documents regarding their income, tax status, savings, investments, insurance policies, and estate documents among other requests. Clients will engage with WCP in a series of conversations and meetings to introduce the client to WCP’s thought process and methods, and also allow WCP to gather relevant information about the client. After this initial information gathering period, WCP will review the client’s personal information, organize appropriate investment and planning strategies, and prepare a financial plan for the client. The financial plan may include, among other things, an investment portfolio, estate planning, tax planning, retirement planning, cash flow analysis, and insurance review. Ultimately the financial plan will form the map from which WCP will perform asset management services.

When we perform asset management services, we will do so on a discretionary basis. This means that while we will continue an ongoing relationship with each client, being involved in various stages of their lives and decisions to be made, we will not seek specific approval of changes to the securities in client accounts. Clients can always make deposits or withdrawals in their accounts at any time. Because we take discretion when managing accounts, clients engaging us will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an agreement that outlines the responsibilities of both the client and WCP. This Limited Power of Attorney does not grant WCP the authority to make any withdrawals or transfers in or out of a client accounts. Such transfers will only be made at the specific direction of the client. Advisory services are tailored to the specific needs of an individual client. Clients may place reasonable restrictions on the management of assets, including specific securities or types of securities. However, clients should understand that significant restrictions cannot only decrease the ability of WCP to meet the client’s goals, but also increase the costs associated with managing the client’s portfolio.

In very limited cases, WCP provides investment management services on a non-discretionary basis, which means we will manage the clients’ accounts as we do for our discretionary clients, except we will consult with the client prior to implementing any investment recommendation. Clients should

be aware that some recommendations may be time-sensitive, and, as such, their performance may or may not be affected if WCP is unable to reach them on a timely basis.

Each client's portfolio will be invested according to that client's unique investment objectives. WCP determines these objectives with the client through reviewing client provided documents, client interviews, and review and re-drafting of the financial plans. In addition, WCP may recommend that clients who are "accredited investors" as defined under Rule 501 of the Securities Act of 1933, as amended, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles when consistent with the clients' investment objectives.

#### *Retirement Plan Investment Management Services*

WCP offers retirement plan investment advisory consulting services to assist plan fiduciaries to meet ERISA fiduciary responsibilities under section 404(c). WCP consulting services include assistance in documenting a plan's Investment Policy Statement, providing an investment manager research and selection process, non-discretionary recommendations to maintain, remove or replace investment options, preparing periodic reports measuring investment performance, periodically meeting with plan fiduciaries, and providing periodic educational services to plan participants to both increase participant enrollment and promote general investment knowledge. Educational sessions will not consider the individual circumstances of plan participants and will be general in nature. WCP shall provide consulting services within the meaning of ERISA section 3(21) and as such WCP will act as the advisor making investment recommendations, but it is ultimately up to the plan sponsor to decide whether and how to implement recommendations. The details of the consulting service will be agreed upon in writing between WCP and the plan fiduciary. Also, under ERISA section 3(21), the plan participants are responsible for any individual investment selections made under the plan. Plan participants will not receive specific individual advice unless the participant has engaged WCP separately for such individual service.

WCP offers retirement plan investment management services to assist plan fiduciaries to meet their ERISA fiduciary responsibilities. WCP investment management services offers to include preparation of a plan's Investment Policy Statement, providing an investment manager research and selection process, discretionary authority to maintain, remove or replace investment options, preparing periodic reports measuring investment performance, periodically meeting with plan fiduciaries, and providing periodic educational services to plan participants to both increase participant enrollment and promote general investment knowledge. Educational sessions will not consider the individual circumstances of plan participants and will be general in nature. WCP shall provide investment management services within the meaning of ERISA section 3(38) and as such WCP will exercise discretionary authority with regard to the investments managed for the plan. The details of the investment management service will be agreed upon in writing between WCP and the plan fiduciary. Also, under ERISA section 3(38), the plan participants are responsible for any individual investment selections made under the plan. Plan participants will not receive specific individual advice unless the participant has engaged WCP separately for such individual service.

#### Assets Under Management

As of March 15, 2019, WCP had \$111,127,000 across 309 accounts all managed on a discretionary basis.

## Item 5: Fees and Compensation

### A. Fees Charged

All clients will be required to execute an Investment Management Agreement that will describe the type of management services to be provided and the fees, among other items. Clients are advised that they may pay fees that are higher or lower than fees they may pay another advisor for the same services, and may in fact pay lower fees for comparable services from other sources. Clients are under no obligation at any time to engage, or to continue to engage, WCP for investment services. If you do not receive a copy of this brochure at least 48 hours prior to the execution of an Agreement, you may terminate the agreement within the first five (5) business days without penalty.

WCP provides investment advisory services for an annual fee based upon a percentage of the assets being managed by WCP. This asset based fee typically varies between 1.00% and 0.20% depending on the amount of assets under management. WCP's tiered fee schedule is as follows

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
Up to \$1,000,000	1.0%
Next \$2,000,000	0.90%
Next \$2,000,000	0.80%
Next \$5,000,000	0.70%
Next \$10,000,000	0.50%
Next \$10,000,000	0.40%
Next \$20,000,000	0.30%
Assets over \$50,000,000	0.20%

For example, a client with \$10 million under WCP's management would pay 1.00% per year on the first \$1,000,000 under management (\$10,000), 0.9% per year for the amounts between \$1,000,000 and \$3,000,000 (\$18,000), 0.8% per year for the amounts between \$3,000,000 and \$5,000,000 (\$16,000), and 0.7% per year for the amounts between \$5,000,000 and \$10,000,000 (\$35,000) for a total of \$79,000 (or a blended rate of 0.79%) per year.

Fees are negotiable, and may be higher or lower than this range, based on the nature of the account. Factors affecting fee percentages include the size of the account, complexity of asset structures, and other factors. All clients, but especially those with smaller accounts, should be advised they may receive similar services from other professionals for higher or lower overall costs.

### B. Fee Payment

Investment advisory fees will be debited directly from each client's account. The advisory fee is paid quarterly, in advance, based upon the market value of the assets being managed by WCP on the last day of the previous billing period as valued by the custodian of your assets. For example, if your annual fee is 1.00%, each quarter we will multiply the value of your account on the last day of the previous billing period by 1.00%, then divide by four to calculate our fee. To the extent there is cash in your account, it will be included in the value for the purpose of calculating fees. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to WCP. While almost all of our clients choose to have their fee debited from their account, we will invoice clients upon request.

For the initial quarter, the fee is calculated on a *pro rata* basis, meaning clients will pay a fee based on the number of days left in the quarter in which they engage the Firm. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian. Each month, clients will receive a statement from their account custodian showing all transactions in their account, including the fee. Fees are calculated by WCP and not independently calculated by the custodian. Clients should carefully review their statements, including the fee amounts, and let the Firm know of any questions.

#### C. Other Fees

There are a number of other fees that can be associated with holding and investing in securities. You will be responsible for fees including transaction fees for the purchase or sale of a mutual fund or Exchange Traded Fund, or commissions for the purchase or sale of a stock. Expenses of a fund, ETF, or separately managed account will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. When selecting mutual funds that have multiple share classes for recommendation to clients, WCP will take into account the internal fees and expenses associated with each share class, and it is WCP policy to choose the lowest-cost share class, absent circumstances that dictate otherwise. For complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. WCP can provide or direct you to a copy of the prospectus for any fund that we recommend to you.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

#### D. *Pro-rata* Fees

If you become a client during a quarter, you will pay a management fee for the number of days left in that quarter. If you terminate our relationship during a quarter, you will be entitled to a refund of any management fees for the remainder of the quarter. Once your notice of termination is received, we will assess pro-rated fees for the number of days between the end of the prior billing period and the date of termination to be paid in whatever way you direct (check, wire). WCP will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be “de-linked”, meaning they will no longer be visible to WCP and will become a retail account with the custodian.

If you terminate our relationship before the completion of the financial plan, any unearned fees will be returned to you on a pro rata basis.

#### E. Compensation for the Sale of Securities.

This is not applicable.

### **Item 6: Performance-Based Fees**

WCP will not charge performance based fees.

## **Item 7: Types of Clients**

Clients advised may include individuals, families, trusts, charitable organizations and foundations, retirement plans, and business entities. WCP does not impose a stated minimum fee or minimum portfolio value for starting or maintaining an investment advisory.

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

It is important for you to know and remember that all investments carry risks. **Investing in securities involves risk of loss that clients should be prepared to bear.**

- Each client's portfolio will be invested according to that client's investment objectives, which are typically ascertained through the financial planning process for those clients who were introduced to the firm and began with such services. For other clients, information regarding investment objectives will be obtained through client interviews and documents provided by the client. Once we ascertain your objectives for each account, we will work with you to ascertain your associated risk tolerance level. We then develop a set of asset allocation guidelines, and client assets will be invested in one or a combination of our proprietary investment models. We use predominately fundamental analysis. We subscribe to and utilize several 3<sup>rd</sup> party research platforms and investment commentary services. Our conclusions are based on findings from these services along with predominantly publicly available research, such as regulatory filings, press releases, competitor analyses, and in some cases research we receive from our custodian or other market analyses.

We may periodically recommend changes to the investment strategies and client portfolios to meet the guidelines of the asset allocation for the program or an individual client's objectives. It is important to remember that because market conditions can vary greatly, your asset allocation guidelines are not necessarily strict rules. Rather, we review accounts individually, and may deviate from the guidelines as we believe necessary. We may utilize both active and passive portfolios depending on the client's objectives.

There are no limits to the types of securities that may be placed in a strategy, or that WCP may evaluate for a client or for inclusion in a strategy. However, investments most typically include individual securities including individual equities, exchange traded funds, mutual funds, and fixed income.

When WCP makes changes to an investment strategy, these changes may not be made simultaneously. Rather, some accounts may be modified before others. This may result in accounts being traded earlier inadvertently having an advantage over accounts traded later.

Additionally, as assets are transitioned from a client's prior advisors to WCP, clients may hold legacy securities and may place restrictions on individual security types. Legacy securities are those that a client owned prior to or separate from its WCP portfolio. If a client transitions mutual fund shares to WCP that are not the lowest-cost share class, and WCP is not recommending disposing of the security altogether, WCP will attempt to convert such mutual fund share classes into the lowest-cost share classes the client is eligible for, taking into account any adverse tax consequences associated with such conversion.

Depending on a client's given circumstances, WCP may recommend that a client rollover retirement plan assets to an Individual Retirement Account (IRA) managed by us. As a result, WCP may earn



fees on those accounts. This presents a conflict of interest, as WCP has a financial incentive to recommend that a client roll over retirement assets into an IRA we will manage. This conflict is disclosed to clients verbally and in this brochure. Clients are also advised that they are under no obligation to implement the recommendation to roll over retirement plan assets. WCP attempts to mitigate this conflict by requiring that all investment recommendations have a sound basis for the recommendation, and by requiring employees to acknowledge their fiduciary responsibility toward each client.

Additionally, part of the WCP process includes, where appropriate, involving multiple generations in order to facilitate family financial planning. This can increase the financial education of the later generations and manage expectations. However, potential for conflicts of interest exist with the exchange of intergenerational information. WCP attempts to minimize these conflicts by treating each household as its own fiduciary relationship. Information can only be shared across generations with each household's consent.

### Third Party Managers

For some accounts, WCP can utilize other managers to assist in the management of client assets. These managers are selected by WCP after a process whereby WCP evaluates each manager's investment performance, operations, and offerings to determine if the manager would be a fit for WCP clients. This process continues on an ongoing basis, throughout the time the client works with the third party manager. It is important to note that these managers may charge a separate and additional fee, for their services. WCP will consider these fees in its decision to recommend the use of a third party manager.

### Risk of Loss

There are always risks to investing. **Clients should be aware that all investments carry various types of risk including the potential loss of principal that clients should be prepared to bear.** It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risks Related to Short Term Trading:** Clients should note that WCP may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. WCP endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.
- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons,

including a growing economy and a rising money supply.

- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.

- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.

- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.

- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.

- **Margin Risk.** “Margin” is a tool used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities. In a positive result, the additional securities provide additional return on the same initial investment. In a negative result, the additional securities provide additional losses. Margin therefore carries a higher degree of risk than investing without margin. Any client account that will use margin will do so in accordance with Regulation T. WCP may utilize margin on a limited basis for clients with higher risk tolerances.

- **Short Sales.** “Short sales” are a way to implement a trade in a security WCP feels is overvalued. In a “long” trade, the investor is hoping the security increases in price. Thus in a long trade, the amount of the investor’s loss (without margin) is the amount paid for the security. In a short sale, the investor is hoping the security decreases in price. However, unlike a long trade where the price of the security can only go from the purchase price to zero, in a short sale, the price of the security can go infinitely upwards. Thus in a short sale, the potential for loss is unlimited and unknown, where the potential for loss in a long trade is limited and knowable. WCP utilizes short sales only when the client’s risk tolerances permit.

- **Risks specific to private placements, sub-advisors and other managers.** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your portfolio, or that their risk management guidelines are more liberal than we would normally employ.

- **Small Companies.** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company’s future. For example, a company’s management may lack experience, or the company’s capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.

- **Concentration Risk.** While WCP selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client’s equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other

types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.

- **Transition risk.** As assets are transitioned from a client's prior advisers to WCP there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by WCP. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of WCP may adversely affect the client's account values, as WCP's recommendations may not be able to be fully implemented.

- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.

- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.

- **REITs:** WCP may recommend that portions of client portfolios be allocated to real estate investment trusts, otherwise known as "REITs". A REIT is an entity, typically a trust or corporation, that accepts investments from a number of investors, pools the money, and then uses that money to invest in real estate through either actual property purchases or mortgage loans. While there are some benefits to owning REITs, which include potential tax benefits, income and the relatively low barrier to invest in real estate as compared to directly investing in real estate, REITs also have some increased risks as compared to more traditional investments such as stocks, bonds, and mutual funds. First, REITs, even those traded on an exchange, can be hard to sell and receive full value (**what is known as being "illiquid"**). Second, real estate investing can be highly volatile. Third, the specific REIT chosen may have a focus such as commercial real estate or real estate in a given location. Such investment focus can be beneficial if the properties are successful, but lose significant principal if the properties are not successful. REITs may also employ significant leverage for the purpose of purchasing more investments with fewer investment dollars, which can enhance returns but also enhances the risk of loss. The success of a REIT is highly dependent upon the manager of the REIT. REITs are used by WCP as a way to generate income for a portfolio. Even if a REIT drops in trading price significantly, its value in terms of income generation can still be present. If a significant drop in price for an individual REIT security in your portfolio is beyond your risk tolerance, please advise WCP of this preference, and your portfolio will not include REITs without your consent. Clients should ensure they understand the role of the REIT in their portfolio.

## **Item 9:       Disciplinary Information**

There are no disciplinary items to report.

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

### **A. Broker-dealer**

Neither the principals of WCP, nor any related persons are registered, or have an application pending to register, as a broker dealer or as an associated person of the foregoing entities.

### **B. Futures Commission Merchant/Commodity Trading Advisor**

Neither the principals of WCP, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### **C. Relationship with Related Persons**

Managing Members Christopher and Edward Topolewski are actively involved in real estate investment and development. Accordingly, some clients may participate from time to time in real estate investments alongside the Topolewskis. This practice represents a conflict of interest in that the Topolewskis have an incentive to direct client funds to their own real estate development projects against the best interest of a client. WCP attempts to mitigate this conflict of interest through prior disclosure of the conflict before a real estate investment is made, the refusal to direct any funds managed on a discretionary basis to the real estate investments, and the waiver of fees levied on any client assets allocated to the real estate investments. The Topolewskis do not receive any additional compensation for such investment.

### **D. Recommendations of Other Advisers**

Certain members of WCP are advisory board members of Main Line Capital Solutions, an alternative investment manager which may manage assets in client portfolios. This relationship creates a conflict of interest in that WCP may favor investment managers over which members have advisory board roles over other alternative investment managers. Additionally, through their advisory board relationships, members may receive investment opportunity incentives. WCP attempts to mitigate this conflict of interest through prior disclosure of the relationship before alternative investments are made, and investing alongside clients through special purpose vehicles to which share investment opportunities. Neither WCP, nor its Members receive any direct compensation from the alternative investment managers.

WCP, in certain instances may recommend that a client purchase an interest in private investment funds managed by BIP Capital, LLC. A partner of BIP Capital, LLC is also a client of WCP. WCP does not receive any additional compensation if a client invests in the funds, however, investors which may include members of WCP receive a pecuniary benefit from BIP Capital, LLC through the first right to enter co-investment entities. WCP members therefore have a financial interest in maintaining or increasing the value of the assets in the funds. All relevant information, terms and conditions relative to the funds are set forth in the fund offering documents. Clients are under no obligation to invest in the funds.

As discussed in Item 8, WCP may recommend the use of one or more third party managers. In some instances, these managers may collect their fee, and remit a portion to WCP, rather than WCP deducting its fee separately. This arrangement makes WCP a “solicitor” within the meaning of Rule 206(4)-3 of the Advisers Act. Accordingly, clients whose assets are placed with a third party manager may be required to execute a disclosure statement acknowledging that

WCP will be paid a portion of the fees collected by the third party manager.

In addition, clients should be aware that this arrangement may present a conflict of interest for WCP, in that WCP will have an economic incentive to recommend managers who will have fee rates favorable to WCP's share of fees, as opposed to fee rates most beneficial to the client. WCP attempts to mitigate this risk through a thorough review of each manager, including the value for the fees to be paid, as well as requiring every WCP associated person to acknowledge their fiduciary responsibility to clients.

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

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Not applicable. WCP does not recommend to clients that they invest in any security in which WCP or any principal thereof has any financial interest.

C. On occasion, an employee of WCP may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of WCP may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

**Item 12: Brokerage Practices**

WCP generally uses the brokerage and clearing services of Fidelity, Schwab or TD Ameritrade. Factors which WCP considers in recommending Fidelity, Schwab, TD Ameritrade or any other broker-dealer to clients include their financial strength, reputation, execution, pricing, research and service. Use of Fidelity, Schwab, and TD Ameritrade enables WCP to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Fidelity, Schwab, and TD Ameritrade may be higher or lower than those charged by other Financial Institutions. The commissions paid by WCP's clients comply with WCP's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where WCP determines that the commissions are reasonable in relation to the value of the brokerage and research

services received. 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 Financial Institution's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. WCP seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other Financial Institutions with whom WCP and the Financial Institutions have entered into agreements for prime brokerage clearing services. WCP periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

The client may direct WCP in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and WCP will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by WCP (as described below). As a result, the 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. Subject to its duty of best execution, WCP may decline a client's request to direct brokerage if, in WCP's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless WCP decides to purchase or sell the same securities for several clients at approximately the same time. WCP may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among WCP'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 generally be averaged as to price and allocated among WCP's clients pro rata to the purchase and sale orders placed for each client on any given day.

To the extent that WCP determines to aggregate client orders for the purchase or sale of securities, including securities in which WCP's Supervised Persons may invest, WCP does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. WCP does not receive any additional compensation or remuneration as a result of the aggregation. If WCP determines that a pro rata allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, WCP may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker dealers in return for investment research products and/or services which assist WCP in its investment decision-making process. Research generally will be used to service all of WCP's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because it may influence WCP's choice of broker-dealer over another broker-dealer that does not provide the same research and/or services.

#### Software and Support Provided by Financial Institutions

WCP may receive from Fidelity, Schwab, or TD Ameritrade, without cost to WCP, computer software and related systems support, including: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information. These services allow WCP to monitor client accounts maintained at Fidelity, Schwab or TD Ameritrade. WCP may receive the software and related support without cost because WCP renders investment management services to clients that maintain assets at Fidelity, Schwab, or TD Ameritrade. The software and support is not provided in connection with securities transactions of clients and is not paid for with client funds (i.e. not "soft dollars"). In addition, Fidelity may provide us with certain technology platforms and related trading and account management services at reduced costs. These products and services provide clients with an online Client Portal that enables them to view their investment objectives, risk tolerance parameters, investment strategies, and portfolios.

The software and related systems support provided by the Financial Institutions may benefit WCP, but not its clients directly. The Financial Institutions may offers us other services intended to assist us in the management and further development of our business, including educational conferences and events, consulting on technology, compliance, legal and business needs, and access to providers of services we may need. In fulfilling its duties to its clients, WCP endeavors at all times to put the interests of its clients first. Clients should be aware, however, that WCP's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence WCP's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

WCP participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC. TD Ameritrade is an independent [and unaffiliated] SEC-registered broker-dealer. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. WCP receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14 below.)

### **Item 13:      Review of Accounts**

All accounts and corresponding financial plans will be managed and reviewed on an ongoing basis. All clients are advised that it remains their responsibility to advise WCP 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 WCP on an annual basis. WCP 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, or client request. Clients are provided on a monthly basis with written transaction confirmation notices and regular written summary account statements directly from the custodian. WCP may also provide a written periodic report summarizing account activity and performance. Please refer to Item 15 regarding Custody.

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

##### **A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.**

Please refer to Item 12, where we discuss recommendation of Broker-Dealers.

As disclosed under Item 12, above, WCP participates in TD Ameritrade's institutional customer program and WCP may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between WCP's participation in the program and the investment advice it gives to its Clients, although WCP receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving WCP 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 WCP by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by WCP's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit WCP but may not benefit its Client accounts. These products or services may assist WCP in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help WCP manage and further develop its business enterprise. The benefits received by WCP 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, WCP endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by WCP or its related persons in and of itself creates a potential conflict of interest and may indirectly influence WCP's choice of TD Ameritrade for custody and brokerage services.

##### **B. Compensation to Non-Advisory Personnel for Client Referrals.**

If a client is introduced to WCP by either an unaffiliated or an affiliated solicitor, WCP may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Unaffiliated or affiliated solicitors will be licensed in accordance with applicable state laws. Any such referral fee shall be paid solely from WCP's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to WCP by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of the solicitor relationship, and shall provide each prospective client with a copy of WCP's ADV, and a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the



solicitation arrangement between WCP and the solicitor, including the compensation to be received by the solicitor from WCP.

**Item 15: Custody**

WCP deducts fees from client accounts, but would not have custody of client funds otherwise. Clients will receive statements directly from their custodians, and copies of all trade confirmations directly from their custodians. Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. Each month, the client will receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on reports prepared by WCP against the information in the statements provided directly from the custodian. Please alert us of any discrepancies.

**Item 16: Investment Discretion**

When WCP is engaged to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive monthly statements from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and WCP.

**Item 17: Voting Client Securities**

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. WCP will not accept authority to vote client securities. Clients will receive their proxies directly from the custodian for the client account. WCP will not give clients advice on how to vote proxies.

**Item 18: Financial Information**

WCP does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.