

Wealth Resources Group

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This wrap fee program brochure provides information about the qualifications and business practices of Wealth Resources Group (the “Adviser”). If you have any questions about the contents of this Brochure, please contact the Adviser at (818) 889-6700. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

The Adviser is registered as an investment adviser with the Securities and Exchange Commission. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov.

Please contact us if you would like a copy of our updated Part 2.

ITEM 2

MATERIAL CHANGES

The initial submission of this Wrap Fee Program Brochure occurred on April 5, 2011.

Amendment dated May 13, 2012: Added Ms. Frankle as a principal officer of the firm in Item 4: Services, Fees and Compensation.

Our annual updating amendment dated February 28, 2012, contained the following material changes:

Item 4: We added the “High Dividend Investment Strategy” investment strategy.

Our investment approach attempts to outperform the yearly gains of the S&P 500 while attempting to protect investors against catastrophic losses. We do this by taking advantage of (up to) 5 different investment strategies. We employ 5 different strategies in an effort to reduce overall portfolio risk.

This approach is engineered to capture profits from both capital growth and dividend income. We see evidence to support that dividend investing is a crucial element of investment success for many of the strategies we employ.

There are 6 different programs and most investors have a mix of 2 to 5 strategies depending on account size and risk comfort level. They are (from most conservative to most aggressive):

Utilities

High Dividend Stocks

ADRs

Graham

O’Neil

We also have an all bonds portfolio for those investors wishing to have a more balanced approach. For such investors, a portion of the portfolio is allocated to our bond approach and the remaining portion is allocated to one (or more) of the remaining 5 strategies.

The Bond program invests its funds equally in 3 different bond ETFs (SHY, IEI, IEF). The use of ETFs gives this strategy liquidity and price transparency. Each ETF has historically paid a monthly dividend, however, there is no guarantee they will continue to do so.

Item 4: The fee schedule for the High Dividend Investment Strategy was added. For this service, clients may choose one of the following fee schedules:

Option 1: Consists of both an asset-based fee and an incentive fee. The asset-based fee is 1.5% per year, billed in quarterly installments at the beginning of each quarter. This fee is based on the value of the assets under management as of the last day of the previous calendar quarter.

The incentive fee is calculated as of December 31 each year. When profits for the current period exceed the S&P 500 Index without dividends, we will receive an incentive fee of 20% of the profits generated. Solely for purposes of computing this fee, net profits and net losses include unrealized gains and losses. If you withdraw capital from your account, the incentive fee for the amount withdrawn will be calculated as of the withdrawal date.

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Option 2: Clients may elect to pay an asset-based fee of 2.5% per year, with no incentive fee. This fee is billed in quarterly installments at the beginning of each quarter based on the value of the assets under management as of the last day of the previous calendar quarter.

Item 4: Disclosure was added regarding the conflict of interest that exists when managing some accounts for an incentive fee and some for an asset-based fee.

Clients who choose to enroll in our High Dividend Investment Strategy may elect to pay an incentive fee in addition to the asset management fee. We could be considered to have an incentive to allocate more profitable investments to accounts which pay incentive fees than to accounts that pay only an asset based fee. Trades for all clients participating in the High Dividend Investment Strategy will be aggregated to avoid this conflict. Our other investment strategies invest in different products, so we don't believe that there is a material conflict of interests between strategies the different investment strategies.

Item 4: Disclosure was added regarding our participating in TD Ameritrade's Institutional Equity Management Program.

We may receive succession planning, practice valuation and Equity management services from third-party vendors through our participation in the TD Ameritrade Institutional Equity Management Program. In addition to meeting the minimum eligibility criteria for participation in the TD Ameritrade Institutional Equity Management Program, we may have been selected to participate in the TD Ameritrade Institutional Equity Management Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade has established the TD Ameritrade Institutional Equity Management program as a means of assisting independent unaffiliated investment advisors to grow and maintain their respective investment advisory business.

Please contact us if you would like a copy of our updated Part 2.

ITEM 3
TABLE OF CONTENTS

Item 1: Cover Sheet	
Item 2: Material Changes	
Item 3: Table of Contents	
Item 4: Services, Fees and Compensation	1
Advisory Services	1
Advisory Fees	4
Compensation	5
Item 5: Account Requirements and Types of Clients	7
Item 6: Portfolio Manager Selection and Evaluation.....	7
Item 7: Client Information Provided to Portfolio Managers.....	8
Item 8: Client Contact with Portfolio Managers.....	8
Item 9: Additional Information.....	8
Disciplinary Information.....	8
Code of Ethics.....	8
Review of Accounts.....	9
Use of Solicitors.....	9
Financial Information	9

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ITEM 4: SERVICES, FEES AND COMPENSATION

Advisory Services

Wealth Resources Group (“WRG”) was organized in 1999, and registered as an investment advisor in 2000. It is a California corporation controlled by Neal Frankle and Mimi Frankle.

We offer a variety of investment strategies to meet the unique needs of our clients. Assets we invest directly are managed based on one of six strategies:

Conservative: The Conservative portfolio seeks the highest return possible consistent with a risk-averse investor. It is best suited for highly conservative investors, including those nearing or in retirement or requiring withdrawals of some of their invested assets within a three-to-five-year time frame. Clients selecting this portfolio should not expect returns that keep up with the S&P 500. This portfolio will have up to 80% of the assets invested in fixed income and no more than 20% of the assets invested in equity.

Conservative Tilted: The Conservative Tilted portfolio also seeks the highest return possible consistent with a risk-averse investor – but one who is willing to take on more risk than a Conservative investor (outlined above). It is best suited for conservative investors, including those nearing or in retirement or requiring withdrawals of some of their invested assets within a three-to-five-year time frame. This portfolio will have up to 70% of the assets invested in fixed income and no more than 30% of the assets invested in equity. Conservative Titled portfolios will also not keep up with the S&P 500.

Conservative Balanced: The Conservative Balanced portfolio also seeks the highest return possible consistent with a risk-averse investor – but one who is willing to take on more risk than a Conservative Tilted investor (outlined above). It is best suited for conservative investors, including those nearing or in retirement or requiring withdrawals of some of their invested assets within a three-to-five-year time frame. This portfolio will have up to 60% of the assets invested in fixed income and no more than 40% of the assets invested in equity. Conservative Balanced portfolios will not keep up with the S&P 500 either.

Balanced: The Balanced portfolio seeks to maximize returns consistent with a moderate/conservative investor. It is well suited for investors uncomfortable with an aggressive all equity strategy who nevertheless require a greater return to reach their specific investment goals. This portfolio will have up to 60% of its assets invested in equity and up to 40% of its assets invested in fixed income. Because a good portion of the assets are invested in bonds, a Balanced portfolio will not keep up with the S&P 500.

Equity-Tilted: The Equity-Tilted portfolio seeks to maximize returns consistent with a moderate growth investor. The portfolio is appropriate for investors with longer time horizons who are willing to assume above-average short-term volatility in pursuit of long-term growth. The portfolio will have up to 75% of its assets invested in equity and up to 25% of its assets invested in fixed income. Because the Equity Tilted portfolio has a portion of the assets invested in bonds, it will not keep up with the S&P 500.

Equity and Aggressive Growth: The Equity portfolio and the Aggressive Growth portfolios seek to maximize returns consistent with a growth investor. It is suitable for long-term investors willing to accept greater (S&P 500-level) risk in pursuit of greater growth. This portfolio will have up to 100% of its assets invested in equity. It may have fixed income in the portfolio depending on market conditions. Because these portfolios are actively managed, returns may be greater or less than the S&P 500 in any given year.

High Dividend Investment Strategy

Our investment approach attempts to outperform the yearly gains of the S&P 500 while attempting to protect investors against catastrophic losses. We do this by taking advantage of (up to) 5 different investment strategies. We employ 5 different strategies in an effort to reduce overall portfolio risk. Each strategy runs sophisticated filters to identify:

- a. The best stocks that fit its parameters.
- b. The overall condition of the market.

This approach is engineered to capture profits from both capital growth and dividend income. We see evidence to support that dividend investing is a crucial element of investment success for many of the strategies we employ.

There are 6 different programs (explained below) and most investors have a mix of 2 to 5 strategies depending on account size and risk comfort level. They are (from most conservative to most aggressive):

Utilities

High Dividend Stocks

ADRs

Graham

O'Neil

We also have an all bonds portfolio for those investors wishing to have a more balanced approach. For such investors, a portion of the portfolio is allocated to our bond approach (explained below) and the remaining portion is allocated to one (or more) of the remaining 5 strategies.

The Bond program invests its funds equally in 3 different bond ETFs (SHY, IEI, IEF). The use of ETFs gives this strategy liquidity and price transparency. Each ETF has historically paid a monthly dividend, however, there is no guarantee they will continue to do so.

The iShares Barclays 1-3 Year Treasury Bond Fund (SHY) seeks to approximate the total rate of return that correspond generally to the price and yield performance, before fees and expenses, of the short-term sector of the United States Treasury market as defined by the Barclays Capital U.S. 1-3 Year Treasury Bond Index. The fund generally invests at least 90% of its assets in the bonds of the index and at least 95% of its assets in U.S. government bonds. The underlying index includes all publicly-issued U.S. Treasury securities that have a remaining maturity of greater than or equal to one year and less than three years, are rated investment grade, and have \$250 million or more of outstanding face value.

http://us.ishares.com/product_info/fund/overview/SHY.htm?fundSearch=true&qt=SHY

The iShares Barclays 3-7 Year Treasury Bond Fund (IEI) seeks results that correspond generally to the price and yield performance, before fees and expense of the intermediate sector of the United States Treasury market as defined by the Barclays Capital U.S. 3-7 Year Treasury Bond Index. The fund generally invests at least 90% of its assets in the bonds of the index and at least 95% of its assets in U.S. government bonds. The underlying index includes all publicly-issued U.S. Treasury securities that have a remaining maturity of greater than or equal to three years and less than seven years and have \$250 million or more of outstanding face value. The fund is non-diversified.

http://us.ishares.com/product_info/fund/overview/IEI.htm?fundSearch=true&qt=IEI

The iShares Barclays 7-10 Year Treasury Bond Fund (IEF) seeks to approximate the total rate of return of the intermediate-term sector of the United States Treasury market as defined by the Barclays Capital U.S. 7-10 Year Treasury Bond Index. The fund generally invests at least 90% of its assets in the bonds of the index and at least 95% of its assets in U.S. government bonds. The index includes all publicly-issued U.S. Treasury securities that have a remaining maturity of greater than or equal to 7 years and less than 10 years and have \$250 million or more of outstanding face value. In addition, the securities must be dominated in U.S. dollars and must be fixed-rate and non-convertible.

http://us.ishares.com/product_info/fund/overview/IEF.htm

How Investments are Selected

Each investment vehicle is carefully researched before being used in a portfolio. While market conditions are constantly changing, we do our best to make sure that the investments are sound. Exchange traded funds are selected based upon fund quality and performance. Mutual funds are selected based on criteria including peer performance, management tenure and low fees. Individual bonds and closed end income funds are selected based upon acceptable credit quality and bond duration. In some cases, a portion of the model may be invested in high yield bonds.

Not all accounts managed within an investment strategy will contain identical holdings. Securities are sold or purchased based on market changes. We may have significant cash balances depending on the market condition. The benefit to you is that you can potentially remain invested in the (relatively) strongest areas of the market as much as possible. This can also benefit you by reduced trading.

First we look at the market and try to determine the risks associated with the short and long term outlook. Generally, we are invested in the market but we may raise large amount of cash. On the fixed income side, there are times it makes sense to own a variety of securities including high yield bond funds.

Market and credit risks are always present. Finally, because we rise or reduce cash, there are timing risks.

All investments involve different degrees of risk. You should be aware of your risk tolerance level and financial situation at all times. We cannot guarantee the successful performance of an investment and we are expressly prohibited from guaranteeing accounts against losses arising from market conditions.

Proxy Voting

You are permitted to place reasonable restrictions on our voting authority. However, in the absence of specific voting guidelines, we vote proxies for the securities held in your account in your best interest. Our policy is to vote all proxies from a specific issuer the same way for each client absent specific instructions and/or restrictions. In so doing, we generally cast proxy votes in favor of routine corporate housekeeping proposals such as the election of directors and selection of auditors. We generally vote against all proposals that cause board members to become entrenched or cause unequal voting rights.

Neal Frankle is responsible for our decisions on proxy voting. He verifies that proxies are voted in a prudent and diligent fashion and only after a careful evaluation of the issues presented on the ballot. If a potential conflict of interest exists between our interests and yours, or if any of our employees has any financial, business or personal relationship with the issuer, Neal Frankle will determine whether it is appropriate to disclose the conflict so as to give you an opportunity the vote the proxy yourself.

You may obtain information from us concerning how we voted any proxies on your behalf. You also may obtain a copy of our complete proxy voting policies and procedures upon request.

Advisory Fees

Our advisory fees are as follows:

<u>Account Asset Value</u>	<u>Annualized Management Fee Rate</u>
\$150,000 to \$249,999	1.65%
\$250,000 to \$499,999	1.45%
\$500,000 to \$999,999	1.25%
\$1,000,000 to \$1,999,999	1.00%
\$2,000,000 to \$4,999,999	0.75%
\$5,000,000 +	0.60%

If we elect to waive the minimum and accept an account less than \$150,000, the management fee will be 1.75%. Once the account reaches \$150,000, the standard fee schedule applies.

If you require a greater degree of customization to your account (including specific investment restrictions), we may charge a fixed asset-based fee ranging from 0.25% to 2% of the assets under management. This fee is negotiated based on the composition and size of the account and the investment management requirements.

High Dividend Investment Strategy

For this service, clients may choose one of the following fee schedules:

Option 1: Consists of both an asset-based fee and an incentive fee. The asset-based fee is 1.5% per year, billed in quarterly installments at the beginning of each quarter. This fee is based on the value of the assets under management as of the last day of the previous calendar quarter.

The incentive fee is calculated as of December 31 each year. When profits for the current period exceed the S&P 500 Index without dividends, we will receive an incentive fee of 20% of the profits generated. Solely for purposes of computing this fee, net profits and net losses include unrealized gains and losses. If you withdraw capital from your account, the incentive fee for the amount withdrawn will be calculated as of the withdrawal date.

Generally, in order to pay an incentive fee you must meet one of the following requirements:

- You have a net worth (or together with your spouse have a net worth) of at least \$2 million, excluding your primary residence.
- You have at least \$1,000,000 invested with us.

Additional qualifications are also provided in our Investment Management Agreement. All incentive fees will be charged in a manner that complies with applicable rules and regulations, including Section 260.234 of the California Code of Regulations.

Incentive fee arrangements could create an incentive for us to make investments that are riskier or more speculative than would be the case in the absence of the arrangement. In some circumstances, we may receive increased compensation as a result of unrealized appreciation as well as realized gains.

Option 2: Clients may elect to pay an asset-based fee of 2.5% per year, with no incentive fee. This fee is billed in quarterly installments at the beginning of each quarter based on the value of the assets under management as of the last day of the previous calendar quarter.

Clients who choose to enroll in our High Dividend Investment Strategy may elect to pay an incentive fee in addition to the asset management fee. We could be considered to have an incentive to allocate more profitable investments to accounts which pay incentive fees than to accounts that pay only an asset based fee. Trades for all clients participating in the High Dividend Investment Strategy will be aggregated to avoid this conflict. Our other investment strategies invest in different products, so we don't believe that there is a material conflict of interests between strategies the different investment strategies.

In you withdraw funds or terminate your account, any fees, commissions or other expenses associated with rebalancing or liquidating the account's holdings may be assessed to you.

Compensation

"Soft Dollars"

All of WRG's client accounts utilize the services of one or more qualified custodians with whom WRG has various master account relationships, generally an independent and unaffiliated FINRA-registered broker-dealer. These custodians offer services to independent investment advisors which include custody of securities, trade execution, clearance and settlement of transactions. WRG receives some benefits from these relationships. These benefits may include some or all of the following:

- receipt of duplicate client confirmations
- 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
- discounts on compliance, marketing, technology, and practice management products or services provided to WRG by third party vendors.

We participate 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"). TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the Program. Please see Item 14: Client Referrals and Other Compensation" for additional information.

We also participate in TD Ameritrade's institutional customer program and, consequently, we may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail clients. These benefits include various brokerage services and research products. For example, they include the receipt of duplicate client statements and confirmations; research; access to a trading desk serving our clients; the ability to have advisory fees deducted directly from Client accounts and discounts on compliance, marketing, research, technology, and practice management products or services provided to WRG by third party vendors. Some of the products and services made available by TD Ameritrade through the program may benefit us while not benefitting all of our client accounts equally. These products or services generally assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our own business enterprise. The benefits we receive through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to clients, we endeavor at all times to put your interests ahead of our own.

We also receive from TD Ameritrade certain additional economic benefits that may or may not be offered to other independent investment advisers participating in the institutional customer program. For example, TD Ameritrade provides us with certain software solutions that are critical to our business. These include B-Ready Outsourcing Solution (\$6,000 annually) and PortfolioCenter (\$2,500 annually). In TD Ameritrade's view, neither of these payments constitute "soft dollars."

TD Ameritrade provides the Additional Services to Advisor in its sole discretion and at its own expense, and Advisor does not pay any fees to TD Ameritrade for the Additional Services. Advisor and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

Our receipt of the foregoing economic benefits from TD Ameritrade raises potential conflicts of interest. TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, our client accounts. TD Ameritrade has the right to terminate the Additional Services Addendum with Advisor in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain these services from TD Ameritrade, we may have an incentive to recommend to our clients that the assets under management by WRG be held in custody with TD Ameritrade and to place transactions for your account with TD Ameritrade.

We may receive succession planning, practice valuation and Equity management services from third-party vendors through our participation in the TD Ameritrade Institutional Equity Management Program. In addition to meeting the minimum eligibility criteria for participation in the TD Ameritrade Institutional Equity Management Program, we may have been selected to participate in the TD Ameritrade Institutional Equity Management Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade has established the TD Ameritrade Institutional Equity Management program as a means of assisting independent unaffiliated investment advisers to grow and maintain their respective investment advisory business. TD Ameritrade does not supervise WRG and has no responsibility for WRG's management of client portfolios or our other advice or services to clients.

Our participation in the TD Ameritrade Institutional Equity Management Program raises potential conflicts of interest. We may encourage our clients to custody their assets at TD Ameritrade and whose

client accounts are profitable to TD Ameritrade. Consequently, in order to participate in the TD Ameritrade Institutional Equity Management Program, WRG may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade.

WRG's participation in the above TD Ameritrade programs does not diminish our duty to act in the best interests of our clients, including to seek best execution of trades for client accounts.

The advice we offer you may involve investment in mutual funds and/or exchange traded funds ("ETFs"). All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders (described in each fund's prospectus) or ETFs. Mutual fund fees and ETFs will generally include management fees and other fund expenses. We advise you to review all fees charged by mutual funds, ETFs, WRG and others to fully understand the total advisory fees you may be paying.

Wrap fee programs may not be suitable for all your investment needs, and your decision to participate in a wrap fee program should be based on your individual financial circumstances and investment goals.

The benefits under a wrap fee program depend, in part, upon the size of the client's account and the number of transactions likely to be generated in the account. For example, wrap accounts may not be suitable for accounts with little activity or accounts comprised principally of fixed income securities.

Participating in a wrap fee program may cost more or less than the cost of purchasing the same services separately from a broker or dealer.

ITEM 5: ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

We provide investment advice to individuals, institutions, pension and profit-sharing plans, trusts, estates and charitable organizations.

We require clients who wish to participate in our wrap fee program(s) to deposit a minimum of \$150,000 with WRG. Although we may waive this minimum on a case-by-case basis, we believe this minimum capital is required to properly and prudently diversify your portfolio.

ITEM 6: PORTFOLIO MANAGER SELECTION AND EVALUATION

Neal Frankle is the sole person providing investment advice to our clients. Neal, born in 1957, is WRG's president. He held various positions as a registered representative and as an investment adviser prior to forming Wealth Resources Group. Neal received a B.S. degree in business administration with an emphasis on accounting from California State University San Diego in 1979. He is the author of *Why Smart People Lose a Fortune: 5 Steps To Restoring Your Wealth and Sanity*.

In contrast to many investment advisers, we do not evaluate our performance based solely on particular benchmarks or indices. Rather, we use our own standards which differ from client-to-client depending on the investment strategy you select, restrictions you may impose on us and the degree to which you wish to have your portfolio customized. Neal Frankle constantly reviews each client's investment performance to verify its accuracy and compliance with our presentation standards. Performance information is not reviewed by any third party.

Our wrap fee programs present potential conflicts of interests as between you and us. For example, we may have a financial incentive to recommend wrap programs over other programs and services or to trade securities more or less frequently than otherwise may be optimal. We have adopted policies and procedures that, for example, establish certain criterion we use in selecting brokers and dealers for our brokerage business to insure that you are receiving “best execution” overall. We have also adopted a Code of Ethics which requires us to always put your interests ahead of our own. We recognize that this is our duty as a fiduciary, and we take that very seriously in all our business dealings.

ITEM 7: CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

When you establish an investment advisory account with us, Neal Frankle will meet with you to discuss your current financial situation, return objectives, risk tolerance, investment restrictions and other relevant information. It is your responsibility to provide accurate and complete information. The failure to do so could affect the services we provide. We enter into an investment management agreement with each client which discloses the investment style we will use to manage your account. We do not use third-party portfolio managers so there is no one except Neal Frankle needs access to your personal financial information.

ITEM 8: CLIENT CONTACT WITH PORTFOLIO MANAGERS

Clients may contact and consult directly with Neal Frankle during regular business hours, which are Monday through Friday, 8:00 a.m. to 4:00 p.m., Pacific Time. There are no restrictions on your access to Neal. You may contact him as often as is necessary to discuss your account and other financial needs. Neal will contact you at least annually for the purpose of reviewing your investor profile to ensure accuracy. Ongoing, it will be your obligation to notify us promptly of any material changes in your financial circumstances, investment objectives or restrictions that might affect account management.

ITEM 9: ADDITIONAL INFORMATION

Disciplinary Information

We have no legal or disciplinary events to report involving WRG or our management.

Code of Ethics

We have adopted a code of ethics (“Code of Ethics”) for all of our employees describing our high standard of business conduct and fiduciary duties to our clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All of our employees must acknowledge the terms of the Code of Ethics annually, or as it is amended.

Our employees and persons associated with us are required to follow the Code of Ethics. Subject to satisfying the Code of Ethics and applicable laws, officers and employees of WRG may trade for their own accounts in securities which are recommended to and/or purchased for our clients. Among other things, our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in your best interest and (ii)

implementing the decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with our clients' best interests. Where our personal trading could potentially interfere with our clients', the Code requires pre-clearance of transactions and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics and to reasonably prevent conflicts of interest between WRG and our clients.

Affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with our obligation of best execution. In such circumstances, the affiliated and client accounts will receive securities at a total average price. WRG will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

You may request a copy of the firm's Code of Ethics by contacting Neal Frankle.

Review of Accounts

We review client positions on a daily basis and adjust underlying accounts on a global basis when necessary. The positions in any particular account are based upon the risk/reward tolerance, financial situation and investment objectives of the client.

Use of Solicitors

We have an arrangement with a solicitor that provides client referrals and may engage additional solicitors in the future. If you were referred to us by a solicitor, this would have been disclosed to you in writing by the solicitor. We pay the solicitor out of our own fees—specifically, we would generally pay the solicitor a portion of the fees we earn for managing the capital of the client that was referred.

The use of solicitors is strictly regulated under applicable federal and state law. Our policy is to fully comply with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, and similar state rules.

Financial Information

We have no financial commitments that impair our ability to meet contractual and fiduciary commitments to our clients, and we have not been the subject of a bankruptcy proceeding.