

# WOODBOURNE INVESTMENT MANAGEMENT LLC

1919 Fourteenth Street, Suite 300  
Boulder, Colorado 80302  
Telephone: (303) 413-1414

## Information Brochure

(Form ADV Part II)

This Brochure contains important information about Woodbourne Investment Management LLC (“WIM”) and its investment advisory activities. By law, this Brochure contains information about certain privately offered funds managed by WIM (the “Funds”). Such information, however, may not be considered an offer to sell or a solicitation of an offer to purchase interests in the Funds. Interests in the Funds may be purchased only by qualified investors and can be offered solely pursuant to each Fund’s offering memorandum. This Brochure is not, and does not purport to offer, a complete description of the Funds and their risks. The information about the Funds contained in this brochure is qualified in its entirety by the information appearing in each Fund’s offering memorandum and related documents. Potential Fund investors should request an offering memorandum and read it carefully before investing.

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser:					
Woodbourne Investment Management LLC					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
1919 Fourteenth Street	Suite 300	Boulder	CO	80302	(303) 413-1414

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any governmental authority.**

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**(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)**

**Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.**

**FORM ADV**  
**Part II - Page 2**

Applicant:  
Woodbourne Investment Management LLC

SEC File Number:  
801-65460

Date:  
03/31/2011

- 1. A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

**Applicant:**

- |                                     |  |     |   |
|-------------------------------------|--|-----|---|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services .....   | 100 | % |
| <input type="checkbox"/>            | (2) Manages investment advisory accounts not involving investment supervisory services .....   |     | % |
| <input type="checkbox"/>            | (3) Furnishes investment advice through consultations not included in either service described above .....   |     | % |
| <input type="checkbox"/>            | (4) Issues periodicals about securities by subscription .....  |     | % |
| <input type="checkbox"/>            | (5) Issues special reports about securities not included in any service described above .....  |     | % |
| <input type="checkbox"/>            | (6) Issues, not as part of any services described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... |     | % |
| <input type="checkbox"/>            | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities .....  |     | % |
| <input type="checkbox"/>            | (8) Provides a timing service .....  |     | % |
| <input type="checkbox"/>            | (9) Furnishes advice about securities in any manner not described above .....  |     | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

Yes No

- B. Does the applicant call any of the services it checked above financial planning or some similar term? ..... ☐ ☒

- C. Applicant offers investment advisory services for: (check all that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges                                     | <input type="checkbox"/> (5) Commissions       |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees)       | <input checked="" type="checkbox"/> (6) Other  |

- D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

- 2. Types of Clients** -- Applicant generally provides investment advice to: (check those that apply)

- |   |  |
|---|--|
| <input type="checkbox"/> A. Individuals                                 | <input type="checkbox"/> E. Trusts, estates, or charitable organizations       |
| <input type="checkbox"/> B. Banks or thrift institutions                | <input type="checkbox"/> F. Corporations or business entities other than those |
| <input type="checkbox"/> C. Investment companies                        | <input checked="" type="checkbox"/> G. Other (describe on Schedule F)          |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans |  |

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**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |   |   |
|---|---|
| <input type="checkbox"/> A. Equity Securities   | <input type="checkbox"/> H. United States government securities     |
| <input checked="" type="checkbox"/> (1) exchange-listed securities                                | <input type="checkbox"/> I. Options contracts on:                   |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter                        | <input checked="" type="checkbox"/> (1) securities                  |
| <input checked="" type="checkbox"/> (3) foreign issues  | <input checked="" type="checkbox"/> (2) commodities                 |
| <input checked="" type="checkbox"/> B. Warrants   | <input type="checkbox"/> J. Futures contracts on:                   |
| <input checked="" type="checkbox"/> C. Corporate debt securities<br>(other than commercial paper) | <input checked="" type="checkbox"/> (1) tangibles                   |
| <input type="checkbox"/> D. Commercial paper  | <input checked="" type="checkbox"/> (2) intangibles                 |
| <input type="checkbox"/> E. Certificates of deposit   | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities  | <input checked="" type="checkbox"/> (1) real estate                 |
| <input type="checkbox"/> G. Investment company securities   | <input type="checkbox"/> (2) oil and gas interests                  |
| <input type="checkbox"/> (1) variable life insurance  | <input type="checkbox"/> (3) other (explain on Schedule F)          |
| <input type="checkbox"/> (2) variable annuities   | <input type="checkbox"/> L. Other (explain on Schedule F)           |
| <input type="checkbox"/> (3) mutual fund shares   |   |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

A. Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input type="checkbox"/> Charting               | (4) <input type="checkbox"/> Cyclical                      |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical              |  |

B. The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities   | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |  |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input checked="" type="checkbox"/> Short sales  |  |

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**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? .....  
(If yes, describe these standards on Schedule F.)

Yes No

☒ ☐**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- |                 |  |
|-----------------|--|
| • name          | • formal education after high school               |
| • year of birth | • business background for the preceding five years |

**7. Other Business Activities.** (check those that apply) N/A

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice. (For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |   |  |
|---|--|
| <input type="checkbox"/> (1) broker-dealer  | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company   | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser   | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm  | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading<br>adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution  | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? . . . . . Yes No  
.....  
(If yes, describe on Schedule F the partnerships and what they invest in.)

☒ ☐

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**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No

☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Our Portfolio Manager, TJ Heyman, maintains oversight over our Fund portfolios, reviewing them daily. We also have investment professionals (portfolio managers and analysts) who review particular real estate sectors and securities periodically as opportunities are identified and market conditions dictate.

- B. Describe the nature and frequency of regular reports to clients on their accounts.

Our Funds furnish to their investors as soon as possible after the end of each taxable year such information as is necessary for such investors to complete federal and State income tax or information returns, along with any other tax information required by law. The Funds also furnish to their investors annual reports containing audited financial statements as soon as practical after the end of each Fund's fiscal year. Fund investors are provided access to a monthly statement of their account balance and investment returns.

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**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- |  |                                     |                          |
|--|-------------------------------------|--------------------------|
| (1) securities to be bought or sold? .....               | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? .....                         | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? ..... Yes No  
☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4), or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the product, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- |   |                                     |                                     |
|---|-------------------------------------|-------------------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes                                 | No                                  |
|   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes                                 | No                                  |
| (For each yes, describe the arrangements on Schedule F.)  | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? ..... Yes No  
☐ ☒

**Schedule F of  
FORM ADV  
Continuation Sheet for Form ADV Part II**

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Woodbourne Investment Management LLC		IRS Empl. Ident. No.: 84-1534298
Item of Form (identify)	Answer	
1.D, 1.C & 2.G	<p><b><u>Advisory Services</u></b></p> <p>Woodbourne Investment Management LLC (the “Firm,” “WIM” “we” or “us”) provides investment advisory services exclusively with respect to real estate related securities. WIM manages private investment funds (i.e., hedge funds) directly or through a wholly owned affiliate. As of the date of this Form, the Firm or its affiliates act as investment adviser to the Woodbourne Real Estate Securities Fund LP, the Woodbourne Securities Fund Ltd. and the Woodbourne Master Fund Ltd. (each a “Fund”, and collectively the “Funds”). The Firm may also act as adviser to other private investment funds or separately managed accounts for certain clients. In this document, any reference to “Client” means the Funds, their investors and any other advisory client of the Firm.</p> <p>We manage our Funds in accordance with their particular investment objectives and restrictions as specified in each Fund’s offering documents. WIM generally invests in a variety of strategies focusing on the securities of real estate companies and real estate related securities.</p> <p><b><u>Fees</u></b></p> <p>WIM may charge Clients, including the Funds, an annual management fee of one percent (1%) of the aggregate net asset value of assets under management, as measured at the end of each fiscal quarter and payable quarterly in arrears, plus a performance based fee of up to 20% of each Client’s net profits for each fiscal year. These fees may vary according to each Fund’s offering memorandum or other Client agreement. Performance-based compensation is calculated including unrealized appreciation and depreciation of investments that may not ultimately be realized.</p> <p>The Firm does not purport to offer investment advice that is suitable to the particular situation of each Fund investor. Rather, we provide suitable investment advice to the Funds in accordance with each Fund’s offering memorandum. Each investor must consult their own adviser regarding the suitability of an investment in our Funds. For these reasons, Fund interests are offered to a limited number of individual or institutional investors that qualify as “accredited investors” and meet certain other requirements.</p>	



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Item of Form (identify)	Answer
<b>4.A (2)</b>	<p><b><u>Methods of Analysis, Sources of Information, and Investment Strategies</u></b></p> <p>WIM generally invests in a variety of strategies focusing on the securities of real estate companies and real estate related securities. Our objective is to attain positive returns by investing in real estate securities that are mispriced relative to their peers or versus other structures of related capital. The Firm believes that the securities markets offer a highly attractive investment environment for investment managers with proven real estate securities expertise.</p> <p>We typically invest our Clients' assets by buying and selling securities in publicly traded real estate companies and other real estate related securities trading at a perceived fundamental imbalance to underlying asset values and/or cash flows, as measured against private transactions, historical values and other market sectors. Clients' assets may be allocated among three primary strategies: (1) long/short equity, (2) event/credit driven opportunities and (3) directional opportunities. Long-short pairs are balanced within subsectors of the real estate sector. The proportion of these types of positions will vary over time to take advantage of market opportunities and to control volatility of returns. Sometimes the Funds may purchase swaps or other derivatives related to these securities but do not actually acquire the securities. In addition, new strategies may be employed from time to time to take advantage of emerging opportunities in the real estate securities markets. The Firm may also invest in IPO's, private placements, placements and pre-IPO's in accordance with the funds offering documents. The Firm believes that the securities markets offer a highly attractive investment environment for investment managers with proven real estate securities expertise.</p>
<b>5.</b>	<p><b><u>Education and Business Standards</u></b></p> <p>Persons involved in determining or giving investment advice to Clients must have at least an undergraduate degree in business or a related field, or several years of experience in the real estate or financial services industry.</p>
<b>6.</b>	<p><b><u>Education and Business Background</u></b></p> <p><b>Jeffrey "TJ" Heyman.</b> Born 1959, Mr. Heyman co-founded Woodbourne Investment Management LLC in 2000, Woodbourne Management International LP in 2005, and Woodbourne Capital Management International in 2007. He is Chief Investment Officer for the firm, overseeing both its North American and Global funds, and controls the General Partners of those funds. Mr. Heyman also cofounded WillMax Capital Inc. with Jack Wensinger in 1993 to make opportunistic investments in undervalued real estate assets. WillMax now owns approximately 3,900 apartment units and manufactured home pads and employs over 100 personnel in various aspects of its hard asset business. This business is run by Jack Wensinger, and Mr. Heyman has no current day-to-day involvement with this business. These employees, however, provide Mr. Heyman with a unique edge as they act as invaluable resources for providing first-hand accounting of the real estate fundamentals in the various geographic markets in which they operate. Mr. Heyman was also a co-founder of WillMax Homes of Colorado, L.L.C. WillMax Homes was established in 1994 as a retail outlet for manufactured housing. WillMax Homes was consolidated under the name HomesUSA in 1997, taken public on the NYSE, and subsequently sold to Fleetwood Enterprises (NYSE: FLE) in 1998. At the time of its initial public offering on the NYSE in 1997, HomesUSA was the largest independent retailer of manufactured homes in the U.S. Mr. Heyman conceived and helped initiate Franchise Management Acceptance Corporation ("FMAC"), which originated and securitized over US\$60 million of Taco Bell Franchisee business and mortgage loans. Subsequently to his selling, FMAC went on to be a NASDAQ listed firm with a US\$1 billion servicing portfolio. Mr. Heyman has also been active in debt securitizations, having placed and/or structured in excess of US\$400 million of financings for commercial properties. Mr. Heyman received a Bachelors of Arts in Economics with Distinction from Stanford University and an MBA from the Stanford Graduate School of Business.</p>



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**6. Cont.**

**Jack Wensinger.** Born in 1959, Mr. Wensinger is a co-founder and member of the investment committee of Woodbourne Investment Management LLC and founded WillMax with Mr. Heyman in 1993. Previously, Mr. Wensinger was head of the capital markets group of Trammel Crow Ventures, an affiliate of the Trammell Crow Company providing investment banking, acquisition and asset management services. During his tenure, he was responsible for over \$1 billion of debt and equity financings for TCV. Mr. Wensinger was a founder of Marinas International, which was established in 1997. Mr. Wensinger is a graduate of Texas A&M University and the University of Pennsylvania's Wharton School of Business.

**Nicholas Rotello, CFA.** Born 1972, Mr. Rotello joined Woodbourne in 2010. Prior to joining the firm, Mr. Rotello served as the Director of Investment Consulting for Crestone Capital Advisors, a full service wealth management boutique. Before joining Crestone in 2004, Mr. Rotello was a Research Analyst for Monticello Associates, an asset management consulting firm. Prior to Monticello Associates, Mr. Rotello held various positions at TIAA-CREF, Magellan Behavior Health, James Sprout & Associates / Equity Research, Inc, and the United States Army. Mr. Rotello earned a Bachelor of Arts degree in Business Administration from Colorado State University and a MS Finance from the University of Denver.

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Item of Form (identify)	Answer
<b>8.D</b>	<p><b><u>Other Financial Industry Activities or Affiliations</u></b></p> <p>The Firm or an affiliate will act as general partner or managing member in each Fund. Each Fund is an unregistered private investment vehicle organized as a limited partnership, limited liability company or a similar offshore structure, and relies on exemptions from registration as an investment company provided by Sections 3(c)1 or 3(c)7 of the Investment Company Act of 1940.</p>
<b>9.</b>	<p><b><u>Code of Ethics</u></b></p> <p>The Firm has adopted a Code of Ethics imposing on each associated person a duty to place the interests of clients first, to report to the Firm any actual or potential conflict of interest. The Code of Ethics requires each officer and employee of the Firm with access to the investments or portfolio information of the Firm's clients (each an "Access Person") to report quarterly and annually theirs and their immediate family member's securities holdings and transaction to the Firm's Chief Compliance Officer. In addition, each Access Person must pre-clear any trades in initial public offerings or private placements with the Firm's Chief Compliance Officer. The Code of Ethics also imposes restrictions and safeguards on the use of material nonpublic information. All clients and prospective clients may obtain a copy of the Firm's Code of Ethics by writing to the Firm or calling (303) 413-1414.</p>
<b>9. E.</b>	<p><b><u>Conflicts of Interest</u></b></p> <p>For its Hedge Fund Clients, the Firm may provide services similar to those provided to the Funds to other hedge funds with similar objectives. The Firm has a policy whereby the Chief Compliance Officer periodically reviews purchases and sales in the market by its employees of securities of the same kind as are held in the Funds.</p> <p>WIM may purchase or sell securities for the accounts of clients in which its employees or affiliates have a position. In addition, WIM's employees may invest in the pooled investment vehicles with respect to which WIM or its affiliates serve as general partner or investment manager.</p>
<b>10.</b>	<p><b><u>Conditions for Managing Accounts</u></b></p> <p>The Funds have a minimum subscription amount of US\$1,000,000, subject to the discretion of the Firm to accept lesser amounts. Interests in the Funds may be purchased only by investors who qualify as "accredited investors" as defined in Regulation 501(a) of Regulation D under the Securities Act of 1933 and "qualified purchasers" as defined under Section 2(a)(51) of the Investment Company Act of 1940. Except as otherwise consented to by the Firm, investors must meet all of the eligibility criteria set forth in the offering and subscription documents. The Firm reserves the right to reject any subscriptions.</p>

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Item of Form (identify)	Answer
<p><b>12. A (1)(2)(3)(4)</b> <b>13. A.</b></p>	<p><b><u>Investment or Brokerage Discretion</u></b></p> <p>Subject to each Client's established guidelines, limitations or restrictions, the Firm generally has the authority to determine for each Client:</p> <ul style="list-style-type: none"> <li>(a) Which securities are to be bought or sold;</li> <li>(b) The total amount of securities to be bought or sold;</li> <li>(c) Through which broker(s) or dealer(s) those securities are to be bought or sold; and</li> <li>(d) The commission rates or spreads to be paid for each transaction.</li> </ul> <p><b><u>Best Execution</u></b></p> <p>In placing orders for purchase and sale of securities and selecting broker-dealers to effect these transactions, WIM's primary objective is to obtain prompt execution of orders at the most favorable prices reasonably obtainable. In doing so, WIM considers a number of factors, including, without limitation, the overall direct net economic result to the client (including commissions, which may not be the lowest available but which ordinarily will not be higher than the generally prevailing competitive range), the financial strength, reputation and stability of the broker, the efficiency with which the transaction is effected, the ability to effect the transaction at all, the availability of the broker to stand ready to execute possibly difficult transactions in the future and other matters involved in the receipt of brokerage and research services. WIM has no obligation to deal with any particular broker-dealer in the execution of transactions in portfolio securities.</p> <p><b><u>Aggregation of Trades</u></b></p> <p>The Firm may aggregate orders for two or more Clients (an "Aggregated Trade"). The Firm will aggregate trades only when it believes that doing so will result in a more favorable overall execution for all participating accounts. Aggregated Trades filled at different intervals or prices during the day will be allocated at the average price obtained. Partially filled orders will be allocated pro rata based on the size of the order placed by each Client account. Where necessary, trades will be allocated according to a rotation system that results in a fair and equitable distribution of opportunities throughout the year. This method will be used for example when the quantity of securities obtained would have an insignificant impact if distributed amongst more than one Client account.</p>

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Item of Form (identify)	Answer
<p><b>12. A (1)(2)(3)(4)</b></p> <p><b>13. A</b></p> <p><b>Continued</b></p>	<p><b><u>Selection of Broker-dealers</u></b></p> <p>In selecting broker-dealers for client transactions, WIM considers a number of factors, including, for example, reputation, financial strength, stability, efficiency of execution and error resolution, access to research and qualified personnel, and the ability to execute difficult transactions. From time to time, WIM may also obtain certain research services in exchange for commission payments which may be in excess of what other broker-dealers might charge for effecting the same transaction. This is known as a "soft dollar" arrangement. The research products or services could be, for example, fundamental investment research reports, technical and portfolio analyses, or any other product or service that assists WIM with its investment decision making.</p> <p><b><u>Soft Dollar Arrangements</u></b></p> <p>Before using "soft dollar" arrangements, WIM will determine in good faith whether the excess commission payments are reasonable in relation to the value of the products or services received. Certain of the brokerage and research services received may benefit some or all of the accounts under WIM's management, but not necessarily the account generating the soft dollar credits. WIM believes that its receipt of brokerage and research services will, over time, benefit all of its clients. All commissions paid, regardless of whether the executing broker-dealer provides research services, are generally within a competitive range for full service brokers.</p> <p><b><u>Proxy Voting</u></b></p> <p>The firm will generally not vote proxies unless they believe that voting proxies would be in the best interests of its clients. Our designated "Proxy Officer," currently Nicholas Rotello, is responsible for monitoring and reviewing all proxies received by WIM. When voting, the Proxy Officer will vote all proxies according to our Proxy Voting Policies and Procedures. Clients may obtain a copy of our Proxy Voting Policies or a record of our proxy votes free of charge by calling (303) 413-1414 or by writing to WIM at 1919 Fourteenth Street, Suite 300, Boulder, CO 80302.</p>
<p><b>13 B.</b></p>	<p><b><u>Additional Compensation</u></b></p> <p>The firm may at times enter into third party solicitation agreements where third party solicitors will be directly or indirectly compensated for client referrals. To the extent that the firm engages a third party solicitor, the firm will require that the solicitor disclose to the solicited investor, any compensation agreement that they may have with the firm.</p>