



Wakefield Asset Management, LLLP

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This brochure provides information about the qualifications and business practices of Wakefield Asset Management, LLLP. If you have any questions about the contents of this brochure, please call us at (303) 771-0630 or email us at compliance@wakefieldinc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wakefield Asset Management is also available on the SEC's website at www.adviserinfo.sec.gov

Updated: June 27, 2011

Table of Contents

Item 2 - Material Changes.....	3
Item 4 - Advisory Business.....	3
Firm Description	3
Types of Advisory Services Offered.....	3
Managed Account and Wrap Fee Programs	4
Assets Under Management	4
Item 5 - Fees and Compensation.....	5
Wealth Management Services.....	5
Asset Management Services	5
Managed Account and Wrap Fee Programs	5
Consulting Arrangements	5
Prorated Management Fees for Partial Periods.....	5
Other Fees Incurred in Connection with Advisory Services	6
Compensation for Sale of Securities or Other Investment Products.....	6
Item 6 - Performance Based Fees	6
Item 7 - Types of Clients	6
Item 8 - Method of Analysis, Investment Strategies and Risk of Loss.....	6
Risks of Loss.....	8
Item 9 - Disciplinary Information.....	10
Item 10 - Other Financial Industry Activities and Affiliations.....	10
Item 11 - Code of Ethics, Participation in Client Transactions and Personal Trading	10
Item 12 - Brokerage Practices.....	11
The Custodians and Brokers We Use	11
Your Brokerage and Custody Costs at Schwab	12
Products and Services available to us from Schwab.....	13
Brokerage for Client Referrals.....	14
Directed Brokerage	14
Item 13 - Review of Accounts	15
Item 14 - Client Referrals and Other Compensation	15
Item 15 - Custody.....	15
Item 16 - Investment Discretion	16
Item 17 - Voting Client Securities	16
Item 18 – Financial Information	17

Item 2 - Material Changes

This brochure dated June 27, 2011, has been updated from our previous brochure dated March 31, 2011. We have updated our address to reflect our new office location and made other non-material changes.

Item 4 - Advisory Business

Firm Description

Wakefield Asset Management, LLLP (Wakefield) is a registered investment adviser with the U.S. Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940 (Advisers Act). Wakefield Asset Management LLLP was founded in 2003 and is 100% employee owned. Geoffrey Todd Gervasini is the principal owner, Managing Partner, and Chief Investment Officer of Wakefield.

Types of Advisory Services Offered

Wakefield furnishes discretionary and non-discretionary investment advisory services to individual and institutional investors. Wakefield makes investment decisions for its clients based on a highly disciplined and technologically advanced process for research, security selection, implementation, and monitoring. Investors are permitted to impose restrictions on investing in certain securities or types of securities.

Wakefield also furnishes non-discretionary financial consulting services to individual and institutional investors. We evaluate each investor's financial circumstances, investment objectives and investable assets and recommend investment strategies for implementation. The investor determines whether to implement such recommendations and, if implemented, which service providers will be used.

Wakefield provides portfolio specific separate account management for accounts referred by third party investment advisers, brokers, and/or broker-dealers. Under these programs, participating clients (generally with the assistance from the third party investment adviser) may select Wakefield to provide selected investment advisory services for their account. Often this is only a portion of the clients overall investment portfolio. These accounts are generally invested in our quantitative Large Cap Core or Large Cap Tax Efficient portfolios and are managed according to the investment approach described below in *Item 8 - Investment Strategies*.

Wakefield provides wealth management services to clients with \$1 million or more of investable assets. This service includes an analysis of each client's risk tolerance and specific needs and seeks to realize the client's particular investment objectives.

Managed Account and Wrap Fee Programs

Wakefield has agreements with various financial services firms (“Program Sponsors”) to provide investment advisory services to managed accounts in programs sponsored or administered by these firms. These programs are commonly referred to as Managed Account Programs or UMA or SMA programs. Under these programs, participating clients (generally with assistance from the Program Sponsor) may select Wakefield to provide selected investment advisory services for their account (or a portion thereof). The services Wakefield provides to Managed Accounts may differ among the Managed Account Programs and may differ from the services provided to clients who do not participate in Managed Account Programs. Wakefield generally receives a portion of the wrap fee charged on these accounts for the services we provide. Please see further discussion of management fees under *Item 5 – Fees and Compensation*.

For Managed Accounts, Wakefield is appointed to act as an investment adviser through a process administered by the Program Sponsor. Wakefield will generally make its representatives available for communications as reasonably requested by clients and or Program Sponsors. In the course of providing services to Managed Account Programs, Wakefield may reasonably rely on information or directions communicated by the Program Sponsor acting with apparent authority on behalf of its client. Wakefield reserves the right to decline to manage any account.

Clients should review all materials related to their Managed Account Program (including the wrap fee program brochure of the Program Sponsor) including materials related to the terms, conditions and fees. Each client should evaluate the potential advantages, disadvantages and overall appropriateness of the program in light of the client’s particular circumstances. Clients are encouraged to consult their own financial advisers and legal and tax professionals in connection with selecting and engaging the services of an investment adviser in a particular strategy and participating in a Managed Account Program.

Assets Under Management

As of December 31, 2010

	Market Value (U.S. Dollars)	Number of Accounts
Discretionary Assets	105,450,000	501
Non Discretionary Assets	5,533,000	71
Consulting Assets	5,509,000	2
Total	116,492,000	574

“Discretionary Assets” are those accounts where the client has granted Wakefield authority, without any further approval except as otherwise required by law, (a) to make all investment decisions for the account; (b) to buy, sell and otherwise deal with the assets of the account; and (c) in furtherance of the foregoing, to do anything which WAM deems requisite, appropriate or advisable, including, without limitation, the submission of instructions to the custodian, if any, of the account.

“Non Discretionary Assets” are those accounts where the client retains authority for approving the final investment decisions. Wakefield provides advice to clients regarding these accounts but does not make independent investment decisions.

“Consulting Assets” include Managed Account assets for which Wakefield provides investment models but does not have direct management authority. Wakefield also provides advice to the trustees of

qualified plans (retirement plans) regarding the selection of their vendors. Wakefield does not directly manage the underlying plan assets. Wakefield also may contract with individuals and institutions to provide other investment advice that does not constitute assets under management.

Item 5 - Fees and Compensation

Wealth Management Services

Wakefield's standard advisory fee for providing wealth management services is calculated at the annual rate of 1.50% of the value of the assets under contract with the client. Management fees are billed and payable at the beginning of each quarter for the following three month period. We will generally deduct these fees directly from your account. There is a minimum fee of \$15,000 per year per client (i.e., across aggregate accounts). Fees are negotiable.

Asset Management Services

Wakefield's standard advisory fee for its services managing certain separate accounts referred by another investment adviser, broker-dealer, or consultant is calculated as follows based on the total amount of assets under contract with Wakefield:

More Than	But Not More Than	Annual Rate
\$100,000	\$2,000,000	1.00%
\$2,000,000	\$10,000,000	0.75%
\$10,000,000		0.50%

These fees are generally deducted directly from the client's account. There is a minimum fee of \$1,000 per year per account. Fees are negotiable.

Managed Account and Wrap Fee Programs

Managed Account Programs generally offer brokerage, custody, and investment advisory services or some combination thereof for a fully bundled fee (commonly referred to as a wrap fee). The annual fee paid by the client to the Managed Account Program will typically range from 1.5% to 3% of the client's assets under management (although it can vary by program). Under such program, Wakefield's services are typically provided pursuant to an agreement with the Program Sponsor. The Program Sponsor generally pays Wakefield 0.50% of the assets Wakefield manages under the Managed Account Program (although fees vary by program). Fees paid to Wakefield for fully bundled wrap fee Managed Account Programs are typically less than the fees in partially bundled or unbundled arrangements such as separate accounts.

Consulting Arrangements

The fee for Wakefield's consulting services varies based on the type of service provided, the duration of the project, the expertise required and other factors and is negotiated on a client-by-client basis.

Prorated Management Fees for Partial Periods

The amount of any fee paid by any client is pro-rated for periods less than a full quarter at the beginning or end of Wakefield's management. If a client has prepaid fees for a quarter and withdraws assets before the end of the quarter, a pro-rata portion of the prepaid fee will be refunded. Under certain

circumstances, the terms of an investment advisory contract, including fee schedules, terms of payment (including performance-based fees), and termination provisions, may be negotiated.

Other Fees Incurred in Connection with Advisory Services

In addition to the advisory fee paid to Wakefield, clients will also incur charges related to the brokerage and custody of assets, commissions on buy and sell transactions, and fund fees (if applicable), including fees on exchange-traded funds, open-end mutual funds, closed-end funds, and unit investment trusts. Wakefield does not determine these fees and does not earn any additional revenue from these fees. Please refer to *Item 12 - Brokerage Practices* for discussion of brokerage arrangements.

Compensation for Sale of Securities or Other Investment Products

Wakefield and its employees are not compensated for the sale of securities or other investment products. However, Wakefield may receive research and brokerage services from certain broker-dealers. Please refer to *Item 12 - Brokerage Practices* for information on the services we may receive from broker-dealers.

Item 6 - Performance Based Fees

Wakefield does not currently participate in any performance-based fee arrangements.

Item 7 - Types of Clients

Wakefield provides advisory services to individuals, high net-worth individuals, trusts, estates, charitable organizations, corporations, pensions and profit sharing plans and to other financial services and investment companies.

Wealth management services are generally offered to clients with \$1 million or more of investable assets.

The account minimum for separately managed accounts referred to Wakefield through third party financial advisers and Managed Account Programs is generally \$100,000 to \$250,000, depending on the program. Wakefield, at its sole discretion, may raise or lower such minimums in certain circumstances.

Item 8 - Method of Analysis, Investment Strategies and Risk of Loss

Wakefield's investment approach utilizes quantitative portfolio building techniques augmented by academic research. The focus of such an approach is measuring and monitoring known critical variables without reliance on the accumulation of traditional information or forecasting accuracy.

Wakefield offers various portfolios designed to meet client objectives. In general, each portfolio utilizes the same models; however, specific security selections are limited to an investment universe that matches the client's objectives. Currently, Wakefield offers investment portfolios in the following categories:

Large Cap Core: Selections are made from stocks contained in the S&P 500 Index or the Russell 1000 Value Index, and/or stocks of issuers with over \$10 billion in market capitalization.

Large Cap Tax Efficient: Selections are made from stocks contained in the S&P 500 Index or the Russell 1000 Value Index, and/or stocks of issuers with over \$10 billion in market capitalization, with attention to certain tax considerations.

Small Cap Equity: Selections are made from stocks contained in the S&P 600 Index or the Russell 2000 Index, and/or stocks of issuers with less than \$3 billion in market capitalization.

International Equity: Selections are made from exchange traded funds ("ETFs"), open-end mutual funds and closed-end funds. Wakefield does not select individual stocks of operating companies listed on exchanges outside of the United States. In general, international equity portfolios are diversified across numerous countries in accordance with broad international market weightings. An international equity portfolio may be weighted more aggressively or conservatively in its country allocation based on the objectives of the respective client.

Fixed Income: Selections are made from ETFs, open-end mutual funds, closed-end funds, corporate debt securities, commercial paper, certificates of deposit, municipal securities, and U.S. Government securities (including U.S. Treasury obligations, U.S. Government Agency securities, and U.S. Government guaranteed securities). In general, the fixed income portfolios are invested across individual bonds, ETFs, closed-end funds, and open-end mutual funds to meet the investment objectives of the portfolio. In the case of individual corporate bonds, the portfolios are invested across different issuers in numerous sectors. Position sizes are equal weighted at cost when possible. There are no limits on the position size of U.S. Government securities. Wakefield utilizes a yield spread analysis between high yield bonds, investment grade bonds, and U.S. Treasury obligations as one of its criteria of investment. In the case of taxable portfolios, the portfolios are predominately invested across different issuers of municipal bonds, utilizing a yield spread analysis between the various credit qualities of available municipal obligations. All fixed income portfolios tend to be duration neutral, although there are no set limits to the duration of the portfolios at any given point in time.

Alternative: Selections are generally made from ETFs, open-end mutual funds, and closed-end funds. It is permissible for the portfolios to contain individual securities, including stocks, warrants, options, corporate debt securities, commercial paper, certificates of deposit, municipal securities, and U.S. Government securities. The portfolio objective is to seek long-term capital appreciation with an emphasis on lower correlation to traditional financial market indices such as the S&P 500 Index. Wakefield seeks investments which can potentially provide enhanced returns on a risk-adjusted basis when incorporated into the overall portfolio. Those strategies include long based equity, long/short equity, market neutral, convertible arbitrage, hedged equity, floating rate bank loans, fixed income, long/short credit, convertible bonds, and distressed debt securities, global macro and emerging market

strategies, real estate, and commodities. There are no restrictions or limitations on the amount the portfolio can allocate to any investment strategy.

Diversified Asset Allocation: The objectives of the portfolios range from conservative to aggressive appreciation. The underlying assets invest across a broad range of asset classes to provide a balanced return within each risk category from conservative to aggressive. The portfolios are rebalanced as needed. Diversified accounts may include security selections from some or all of our model portfolios detailed above. In accounts that are too small to effectively be invested in our stated models, we may invest across ETFs, open-end mutual funds, closed-end funds, or other investments to meet the objectives of the client and the goals of the portfolio.

Within each universe, the relative importance of Wakefield's quantitative strategies may vary depending upon the nature of the universe and the availability of fundamental information.

Domestic equity portfolios (Large Cap Core, Large Cap Tax Efficient, and Small Cap Equity) are diversified across numerous sectors in general accordance with broad market weightings. The portfolios tend to be equal weighted at cost when possible. Wakefield evaluates each stock within a defined universe through a series of quantitative strategies placing certain values on the following:

- Earnings Estimates for the upcoming quarter, fiscal year, and following fiscal year if available
- Price to Book Valuations
- Price to Cash Flow Valuations
- Price to Earnings Valuations
- Price to EBITDA Valuations
- Price to Sales Valuations
- Return Attribution
- Risk Measurement
- Security Analyst Behavior
- Surprise Earnings

Wakefield works with its wealth management clients to design an investment strategy tailored to their individual needs and risk tolerance. The investment strategy is generally a combination of the investment portfolios discussed in this section.

Risks of Loss

Investing in securities inherently involves risk of loss which clients should be prepared to bear. Each portfolio involves different levels and types of risks. The following identifies the material risks associated with the portfolios described above:

Market Risk: Conditions in a broad or specialized market, a sector thereof or an individual industry may adversely affect security prices, thereby reducing the value of the portfolio's investments.

Equity Risk: Equity securities are subject to market risk. Stocks and other equity securities fluctuate in price, often based on factors unrelated to the issuers' value, and such fluctuations can be pronounced.

Equity securities may also be subject to investment style risk, which is the risk that the particular market segment on which a portfolio focuses will underperform other kinds of investments.

Fixed Income Risk: Fixed income securities are subject to interest rate risk, credit risk, reinvestment risk, prepayment risk and call risk. Interest rate risk is the potential for a decline in bond prices due to rising interest rates. Credit risk is the possibility that the issuer of a fixed-income security will fail to make timely payments of interest or principal, or that the security will have its credit rating downgraded. Reinvestment risk is the risk that future proceeds will have to be reinvested at a lower potential interest rate. Prepayment risk is the chance that a large number of the mortgages underlying a mortgage-backed security will be refinanced sooner than the investor had expected. Call risk is the possibility that an issuer will “call”—or repay—a high-yielding bond before the bond’s maturity date. In the case of both prepayments and calls, the portfolio is usually forced to reinvest the proceeds in a security with a lower yield.

Small-and Medium-Sized Capitalization Company Risk: Investing in securities of small-and medium-sized capitalization companies may involve greater risks than investing in larger, more established issuers. Smaller capitalization companies typically have relatively lower revenues, limited product lines and lack of management depth, and may have a smaller share of the market for their products or services, than larger capitalization companies. The stocks of smaller capitalization companies tend to have less trading volume than stocks of larger capitalization companies. Less trading volume may make it more difficult for Wakefield to sell securities of smaller capitalization companies at quoted market prices. Finally, there are periods when investing in smaller capitalization stocks falls out of favor with investors and the stocks of smaller capitalization companies underperform.

Non-U. S. Securities Risk: Non-U.S. markets can be significantly more volatile than domestic markets, causing the prices of a portfolio’s investments to fluctuate significantly, rapidly and unpredictably. Non-U.S. securities may be less liquid than domestic securities; consequently, the portfolio may at times be unable to sell non-U.S. securities at desirable times or prices. Brokerage commissions, custodial fees and other fees and expenses associated with securities transactions generally are higher for non-U.S. securities. In the event of a default in connection with certain debt securities issued by foreign governments, the portfolio may have very limited recourse, if any. Additionally, foreign governments may impose taxes which would reduce the amount of income and capital gain available to distribute to investors. Other risks related to non-U.S. securities include delays in the settlement of transactions; less publicly available information about issuers; different reporting, accounting and auditing standards; the effect of political, social, diplomatic or economic events; seizure, expropriation or nationalization of the issuer or its assets; and the possible imposition of currency exchange controls. Emerging market securities are likely to have greater exposure to the risks discussed above. Additionally, emerging market countries generally have less mature economies and less developed securities markets with more limited trading activity, are more heavily dependent on international trade and support, have a higher risk of currency devaluation, and may have more volatile inflation rates or longer periods of high inflation than more developed countries. Emerging market countries also are more prone to rapid social, political and economic changes than more developed countries. To the extent the portfolio invests substantially in securities of non-U.S. issuers tied economically to a particular country or geographic region, it will be subject to the risks associated with such country or geographic region to a greater extent than a portfolio that is more diversified across countries or geographic regions.

Exchange-Traded Funds Risk: ETFs charge their own fees and expenses; thus, investors will bear extra costs, such as duplicative management fees, brokerage commissions and related charges, when a portfolio invests in ETFs. In addition, there may from time to time be a significant discrepancy between the net asset value of an ETF and the price at which the ETF trades on an exchange.

Registered Investment Companies Risk: A portfolio that invests in registered investment companies is indirectly exposed to all of the risks of an investment in the registered investment companies, including the risk that the registered investment companies in which it invests will not perform as expected or that the portfolio will invest in registered investment companies with higher fees or expenses.

Commodities Risk: Commodity prices can be extremely volatile and are affected by many factors, including changes in overall market movements, real or perceived inflationary trends, commodity index volatility, changes in interest rates or currency exchange rates, population growth and changing demographics, nationalization, expropriation, or other confiscation, international regulatory, political, and economic developments (e.g., regime changes and changes in economic activity levels), and developments affecting a particular industry or commodity, such as drought, floods, or other weather conditions, livestock disease, trade embargoes, competition from substitute products, transportation bottlenecks or shortages, fluctuations in supply and demand, and tariffs.

Item 9 - Disciplinary Information

Not applicable.

Item 10 - Other Financial Industry Activities and Affiliations

Wakefield is not affiliated with any broker-dealer, investment company, external investment adviser or other financial industry participant.

Wakefield does not receive any compensation directly or indirectly from the recommendation of particular securities, advisers or broker-dealers. Please see *Item 12 - Brokerage Practices* for a discussion of research and brokerage services provided to Wakefield by certain broker-dealers.

Item 11 - Code of Ethics, Participation in Client Transactions and Personal Trading

Wakefield has adopted a Code of Ethics (the “Code”), designed to comply with Rule 204A-1 under the Advisers Act, as amended, that sets forth rules of conduct for employees of Wakefield. In summary, the

Code prohibits insider trading, regulates personal securities trading activities in the accounts of employees and prescribes standards for dealing with clients ethically. A copy of the Code is available upon written request by a client.

Wakefield does not purchase or sell securities for its own account. Wakefield's employees may acquire, hold, or dispose of the same investments for their own accounts as are held or are to be purchased or sold for a client's account. However, no "supervised person" may, directly or indirectly, acquire or dispose of beneficial ownership of a reportable security without preclearance (post-approval is impermissible) unless

- i. such person has no direct or indirect influence or control over any account holding such reportable security
- ii. such transaction involves a limited number of shares of securities included in the S&P 500 Index
- iii. the transaction is effected under an automatic investment plan
- iv. the transaction is effected through an account managed by Wakefield pursuant to a signed advisory agreement
- v. the transaction involves only direct obligations of the U.S. Government
- vi. the transaction involves only high quality short term instruments such as certificates of deposit
- vii. the transaction involves only shares of open-end mutual funds
- viii. the transaction involves only a preapproved list of exchange-traded fund shares

Furthermore, no "supervised person" of Wakefield may without preclearance purchase or sell, directly or indirectly, any security in which he or she has, or by reason of such transaction acquires, any direct or indirect beneficial interest within seven (7) calendar days after any client trades in that security unless excluded above. A "supervised person" of Wakefield is any director, officer or partner of Wakefield (or other persons occupying a similar status or performing similar functions), any employee of Wakefield, and any other person providing advice on behalf of Wakefield and subject to Wakefield's supervision and control.

Item 12 - Brokerage Practices

The Custodians and Brokers We Use

Wakefield does not maintain custody of your assets on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account to pay our management fees (*see Item 15 – Custody*). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or a bank.

Wakefield may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Wakefield is independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. If you decide to open a brokerage account with Schwab, you will enter into an account agreement directly with them. We do not open the account for

you, although we will assist you in doing so. Even if you choose to maintain a brokerage account at Schwab, we can still use other brokers to execute trades for your accounts as described below.

In effecting portfolio transactions for accounts for which Wakefield exercises discretionary authority in the selection of executing brokers and dealers, Wakefield seeks the best execution available. A broker-dealer effecting a transaction may be paid a commission higher than that charged by another broker-dealer. The determination of what may constitute best execution involves a number of considerations, including:

- the overall net economic result to an account (involving, in the case of certain accounts, both (i) price paid or received and any commissions and other costs paid and (ii) reductions of commissions paid and certain operating charges otherwise payable by the account for non-brokerage services provided to the account by the executing broker-dealer)
- the efficiency with which the transaction is effected
- the ability of the executing broker-dealer to effect the transaction when a large block is involved
- the availability of the broker-dealer to stand ready to execute possibly difficult transactions in the future
- the financial strength and stability of the broker-dealer

If Schwab does not provide custodial services for your accounts, please refer to the directed brokerage section below.

Your Brokerage and Custody Costs at Schwab

For Wakefield client accounts that Schwab maintains, Schwab generally does not charge separately for custody but is compensated by charging you commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into your Schwab accounts. For some accounts, Schwab may charge you a percentage of the dollar amount of assets in the account in lieu of commissions (commonly referred to as asset-based fees).

Schwab's commission rates and asset-based fees applicable to your accounts were negotiated based on the condition that our clients collectively maintain a total at least \$10 million of their assets in accounts at Schwab. These rates are not otherwise contingent on Wakefield committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services provided to you include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or that would require a significantly higher minimum initial investment.

In addition to commissions and asset-based fees, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek the most favorable terms for your transactions.

Products and Services available to us from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

Services That Benefit You

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us. We currently have over \$100 million in client assets under management, and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Brokerage for Client Referrals

Wakefield does not recommend broker-dealers in exchange for client referrals received from that brokerage.

Directed Brokerage

Brokers may refer their clients to Wakefield. If a broker refers a client to Wakefield and the client wants to retain that broker, Wakefield typically will direct all or portions of that client's brokerage to the referring broker or broker-dealer in keeping with the client's directions. The client determines the portion of brokerage commissions to be directed to the referring broker and also determines the brokerage commission rate. The commission rate may be transaction based, or it may be a single, flat annual fee. When brokers refer clients to Wakefield, Wakefield may review the commission structure and may attempt to negotiate the commission rate. However, Wakefield has a conflict of interest in negotiating commission rates with a referring broker because of Wakefield's interest in receiving additional client referrals from the referring broker and the client's express direction to use that particular broker. Wakefield would be in a better position to negotiate commission rates if clients did not direct brokerage commissions to a particular broker.

Wakefield may not be able to obtain volume discounts or best execution when a referring broker is used to execute transactions for a client. When possible, Wakefield will aggregate the trades of referred clients who have requested that their brokerage be directed to the same brokerage firm. However, Wakefield will not be able to negotiate volume commission discounts in such situations. Clients who participate in such block trades are charged different commission rates depending upon who their registered representative at the brokerage firm is. When commissions are charged on a transaction basis, portions of the commission on a blocked trade will ordinarily be allocated by the brokerage firm to various referring registered representatives. As a result, a client with a referring broker may pay higher brokerage commissions on securities transactions than Wakefield might be able to negotiate with another brokerage firm and higher brokerage commissions than Wakefield's other clients pay. Moreover, the price a client account which has directed brokerage to a particular broker pays or receives

for a security may be higher or lower than the price paid or received by Wakefield's other clients who utilize other brokers.

Item 13 - Review of Accounts

Wakefield's Chief Investment Officer generally reviews investments on a daily basis to determine continued compliance with Wakefield's quantitative models. Wakefield's Chief Investment Officer reviews the discretionary separate accounts on at least a weekly basis. Each discretionary and non-discretionary separate account is generally reviewed on a monthly basis by a group headed by Geoffrey "Todd" Gervasini (Chief Investment Officer). Recommendations are made to non-discretionary consulting accounts generally on a quarterly basis and at least on an annual basis.

Generally, Wakefield will provide discretionary and non-discretionary advisory clients with quarterly reports. Quarterly reports will contain current market value, diversification of account, and quarterly, year-to-date and since inception aggregate investment returns. Wakefield will not provide reports to non-discretionary consulting clients unless requested, but will review the recommendations made for such clients on at least an annual basis.

If your account is referred to us by a third-party investment adviser, your primary investment management agreement is with that adviser, and you receive statements directly from that adviser or broker-dealer, you may opt-out of receiving quarterly reports directly from Wakefield. We also may not provide quarterly reports to certain discretionary clients where it is not contractually required.

Item 14 - Client Referrals and Other Compensation

We receive an economic benefit from Schwab and other broker-dealers in the form of the support products and services they make available to us and other independent investment advisers whose clients maintain their accounts at those broker-dealers. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practice*). The availability to us of these broker's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Wakefield does not directly or indirectly compensate any person or company for providing client referrals.

Item 15 - Custody

Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct your custodian to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person's account. Your chosen custodian has actual custody of your assets. Wakefield does not take actual custody of any client funds or securities.

Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or a bank. Your custodians will send you account statements at least quarterly. You may also receive periodic reports directly from Wakefield as discussed in *Item 13 - Review of Accounts*. You should carefully review the statements provided by your custodian and compare them to the reports you receive directly from Wakefield.

Item 16 - Investment Discretion

Wakefield furnishes discretionary and non-discretionary investment advisory services to individual and institutional investors. Clients must sign an investment advisory agreement with Wakefield which indicates whether they are giving discretion and authority to manage their accounts. Clients may have some accounts with discretionary authority and others without discretionary authority. Clients maintain the right to place certain restrictions on our discretionary authority such as prohibiting the securities or a certain issuer or a certain type. These restrictions must be provided to Wakefield in writing.

Clients participating in managed account programs through other financial institutions may not sign an investment management agreement directly with Wakefield. In these cases, their financial adviser is responsible to communicating to Wakefield if the client has placed restrictions to our discretionary authority on the account.

Item 17 - Voting Client Securities

Wakefield maintains proxy voting policies and procedures regarding the voting of proxies for portfolio securities of discretionary advisory clients. Clients may request a copy of the proxy voting policies and procedures, without charge, by writing to Wakefield. A client also may, at reasonable intervals, request information regarding how Wakefield voted proxies for such client’s portfolio securities, without charge, by writing to Wakefield.

In the absence of specific voting guidelines from you, Wakefield will vote proxies in the manner we deem to be in your best interest. Wakefield's policy is to vote all proxies from a specific issuer the same way for each client unless a client has placed qualifying restrictions on our voting authority. You may place reasonable restrictions on Wakefield's voting authority in the same manner that you may place such restrictions on the actual selection of account securities.

Wakefield will generally vote in favor of routine corporate housekeeping proposals and against proposals that cause board members to become entrenched or cause unequal voting rights. Wakefield will further consider the opinion of management, the effect on management and the effect on shareholder value and the issuer’s business practices.

Item 18 – Financial Information

Not Applicable.