

**Part 2A of Form ADV: Firm Brochure**

**Item 1 Cover Page**

**Winthrop Capital Management, LLC**

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- This brochure provides information about the qualifications and business practices of Winthrop Capital Management, LLC (WCM). If you have any questions about the contents of this brochure, please contact us at (317) 663-7500 or [ghahn@winthropcm.com](mailto:ghahn@winthropcm.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 Winthrop Capital Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).
- Being a "registered investment adviser" or describing ourselves as being "registered," does not imply a certain level of skill or training.

**Item 2 Material Changes**

The material changes since the last annual update of this brochure are as follows:

1. WCM is affiliated with RDNC, LLC through a services contract providing reporting, performance measurement and risk analysis for certain clients. Greg Hahn is the managing member of WCM and RDNC, LLC.
2. Fidelity Brokerage Services LLC was added as a primary custodian/broker used by WCM.

The date of the last annual update of this brochure was April 26, 2010.

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**Item 4 Advisory Business**

**Item 4A Description of our firm**

Winthrop Capital Management, LLC offers investment advisory and consulting services to pension and profit sharing plans, corporations, insurance companies, Taft-Hartley plans, charitable organizations, foundations, endowments, trusts and high net worth individuals. Clients retain us to manage and provide investment advice on their assets according to a specific investment strategy, or multiple strategies, based on their investment objectives and risk tolerance.

Our company was founded in December 2007. The principal shareholder is Greg Hahn. Effective March 2011, our company became affiliated with RDNC, LLC.

**Item 4B Types of services offered**

The services we provide include:

1. Investment advisory services - continuously review client investment portfolios and implement changes based on our client's needs and objectives.
2. Manage investment advisory accounts not involving investment advisory services - review client investment portfolios and recommend changes (if required) to meet our client's goals and objectives.
3. Investment consulting services - deliver independent investment advice, research and analysis to meet our client's goals and objectives.
4. Through a services contract with RDNC, LLC, we provide reporting, performance measurement and risk analysis for certain clients.

**Item 4C How services are tailored to fit your needs**

Client portfolios are tailored to meet the needs of our individual clients. Our goal is to provide long-term investment performance results consistent with the risk tolerance and investment objectives of each client. Some of our clients impose restrictions on investing in certain securities or types of securities as outlined in their Investment policy statement.

**Item 4D Wrap fee programs**

We do provide investment management services to wrap fee programs. Assets in the wrap fee program are managed consistent with all other accounts. Through our investment advisory contract, we receive a portion of the wrap fee charged to clients for our investment services.

**Item 4E Management of client assets**

As of December 31, 2010, we managed \$40.8 million of discretionary and \$59.5 million of non-discretionary assets.

**Item 5 Fees and Compensation****Item 5A Compensation for advisory services**

We charge investment advisory fees ranging from 0.35% to 1.50% per annum on the value of the assets on the last day of the previous quarter based on the size and nature of the account and type of management strategy employed. Advisory fees are negotiated with each client. We may from time to time provide account management services at discounted rates for special situations which might include related accounts of significant clients, household related accounts, friends and family accounts, and employees. Published fee schedules are based on individual investment strategies as follows:

**Non-Discretionary Accounts**

Maximum annual fee of 0.60% of assets

Minimum account size is \$200,000

**Discretionary Accounts – Individuals and High Net Worth Clients**

Maximum annual fee of 1.5% of assets

Minimum account size is \$200,000

**Value Income Equity**

First \$500,000	1.15%
Next \$2,000,000	1.00%
Next \$2,500,000	0.85%
Next \$10,000,000	0.75%
Over \$15,000,000	negotiable

**Tactical Income**

First \$500,000	0.75%
Next \$1,500,000	0.65%
Next \$3,000,000	0.55%
Next \$5,000,000	0.45%
Over \$10,000,000	negotiable

**Core Fixed Income**

First \$500,000	0.50%
Next \$2,000,000	0.45%
Next \$2,500,000	0.40%
Next \$5,000,000	0.35%
Over \$10,000,000	negotiable

**Intermediate Fixed Income**

First \$500,000	0.50%
Next \$2,000,000	0.45%
Next \$2,500,000	0.40%
Next \$5,000,000	0.35%
Over \$10,000,000	negotiable

**Enhanced Cash**

First \$500,000	0.35%
Next \$2,000,000	0.25%
Next \$2,500,000	0.15%
Next \$5,000,000	0.10%
Over \$10,000,000	negotiable

**Investment Consulting**

Investment consulting services can be charged in one of two ways:

1. As a fixed fee, typically ranging from \$500 to \$5,000, depending on the nature and complexity of the client's circumstances.
2. On an hourly basis, ranging from \$150 to \$500 per hour, depending on the nature and complexity of the client's circumstances. If appropriate, an estimate for total hours may be determined at the start of the investment consulting

relationship.

Consulting services fees are negotiated with each client. WCM may from time to time provide account management services at discounted rates for special situations which might include related accounts of significant clients, household related accounts, friends and family accounts, and employees.

**Financial Plan**

Upon request, WCM may provide a client with an analysis and financial plan. The client is responsible for providing us with all relevant information necessary to produce the plan. We charge 50 basis points for developing a financial plan for the client.

***Item 5B How advisory fees are collected***

The fees for investment advisory services are billed and payable quarterly in advance based on the value of the assets on the last day of the previous quarter.

The fees for investment consulting services are billed and payable monthly in arrears.

You may elect to have your investment advisory fees deducted from your account.

***Item 5C Other fees you would pay***

Clients may incur brokerage, mutual fund fees, exchange traded fund fees and other transaction costs in addition to investment advisory and consulting fees. See Item 12 for further discussion of brokerage costs. Upon request, we will provide clients with investment management services and a fee schedule which includes all custody fees.

***Item 5D Refund of payment of fees in advance***

Investment Advisory Agreements may be cancelled by either party, 30 days from receipt of written notice. Any excess fees paid will be refunded on a pro-rata basis to the client.

***Item 5E Compensation not accepted for the sale of securities***

Our firm does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

***Item 6 Performance-Based Fees and Side-By-Side Management***

Our firm does not accept performance-based fees; defined as fees based on a share of capital gains or capital appreciation of the clients assets.

***Item 7 Types of Clients***

We implement value-oriented investment strategies in both equity and fixed income portfolios and serve both institutional and individual investors. Our clients may include pension and profit sharing plans, corporations, insurance companies, Taft-Hartley plans, charitable organizations, foundations, endowments, trusts and high net worth individuals.

The minimum initial account size is \$200,000 for discretionary management and is flexible in some circumstances. Examples of these circumstances would include a previous client relationship, friends, family and employees all of whom may have access to discretionary management services with an account of less than \$200,000.

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

**Item 8A Analysis and investment strategies**

The core of our investment process is idea generation. We screen databases, analyze publications and reports, and talk with suppliers, vendors, competitors and managements to identify companies that fit our investment criteria. We conduct fundamental analysis on companies in which we invest to understand both the inherent risks and the opportunities. We implement a disciplined relative value assessment on securities considered for investment. Portfolio construction is bottom-up approach over laid with a top-down asset allocation strategy, which helps to manage portfolio risk and meet performance objectives. The investment process is ongoing and each portfolio is continually monitored and evaluated.

The specific investment strategies which we offer include:

Value Income Equity

The value income equity strategy seeks to achieve long-term capital appreciation by identifying securities with significant total return potential over a twelve month and longer horizon. Security selection is based on fundamental analysis including the analysis of (i) free cash flow growth; (ii) improvement in operating margins; (iii) attractive valuation based on discounted cash flow or enterprise value; (iv) a strong competitive position; and (v) one or more catalysts for improvement in profitability. Portfolios generally include 30-40 securities and are measured against the S&P 500 Index as a benchmark. The minimum account size is \$200,000 which we can waive at our discretion.

Tactical Income

The tactical income strategy seeks to achieve a higher level of income combined with long-term capital appreciation by investing the portfolio in asset classes which might include preferred stocks, convertible stocks, high dividend yielding stocks, convertible bonds, municipal bonds, investment grade bonds as well as high yield bonds. The asset mix is based on our relative value assessment of the asset class and the individual security. Security selection is based on fundamental analysis including the analysis of (i) revenue growth; (ii) improvement in operating margins; (iii) attractive valuation based on enterprise or asset value; (iv) a strong competitive position; and (v) a strong catalyst for a change in earnings expectations. Additional emphasis is given to the dividend yield of the security as well as the potential for the dividend to grow. Portfolios generally include 50-60 securities and are measured against Barclays Capital U.S. Aggregate Bond Index as the benchmark. The minimum account size is \$200,000 which we can waive at our discretion.

Core Fixed Income

The core fixed income strategy seeks to consistently outperform the Barclays Capital U.S. Aggregate Bond Index while diversifying the portfolio, managing portfolio risk level and maintaining a controlled duration discipline. We employ core fixed income strategies which are focused on individual security selection based on fundamental research. The strategy invests in all major investment grade sectors of the bond market including corporate bonds, municipal bonds, mortgage backed securities and other structured securities, as well as U.S. government securities. Portfolio risk is managed through individual security selection, the sector allocation and overall portfolio duration strategy relative to the benchmark. Portfolios are measured against the Barclays Capital U.S. Aggregate Bond Index as a benchmark. The minimum account size is \$250,000 which we can waive at our discretion.

Intermediate Fixed Income

The intermediate fixed income strategy seeks to consistently outperform the Barclays Capital U.S. Intermediate Government/Credit 1-5 Year Bond Index while diversifying the portfolio, managing portfolio risk level and maintaining a controlled duration discipline. We employ intermediate fixed income strategies which are focused on individual security selection based on fundamental research. The strategy invests in all major investment grade sectors of the bond market including U.S. government securities, corporate bonds, municipal bonds, mortgage backed securities and other structured securities. Portfolio risk is managed through individual security selection, the sector allocation and overall portfolio duration strategy relative to the benchmark. Portfolios are measured against the Barclays Capital U.S. Intermediate Government/Credit 1-5 Year Bond Index as a benchmark. The minimum account size is \$250,000 which we can waive at our discretion.

Enhanced Cash

The enhanced cash strategies offers higher yielding alternatives to short-term investments such as traditional money market funds while seeking a comparable level of price stability. The strategy is designed to provide liquidity and principal preservation, but with more of an emphasis on seeking returns that are superior to those of traditional money market offerings. We invest the enhanced cash portfolio in the same high-quality, short-term securities seen in

traditional money market vehicles, such as CDs, Treasury bills and commercial paper. However, the balance of the enhanced cash portfolio is invested in a variety of higher-yielding, investment grade longer-term securities and slightly lower-rated credits, including short duration corporate, mortgage and municipal securities. Because these investments can fluctuate in value, enhanced cash strategies can also fluctuate above and below 100 cents on the dollar. They are therefore regarded as slightly less liquid than money market instruments. Enhanced cash strategies are not intended to replace money market strategies.

#### Wealth Management

The wealth management strategy seeks to achieve asset protection, capital appreciation, portfolio diversification and reduced portfolio volatility over the long term. Each portfolio is constructed to meet the risk tolerances and investment objectives of the client. Portfolios are measured against a selected index which matches the investment objective and risk tolerances. The minimum account size is \$200,000 which we can waive at our discretion.

We may recommend for investment for certain qualified buyers partnership interests in certain hedge funds, real estate investment partnerships and certain private equity partnerships.

#### ***Item 8B & 8C Risks involved with investment strategies***

It is possible to lose money in your portfolio. Some of risks which could adversely affect your value, depending on your investment strategy are:

Below investment grade securities risk: below investment grade securities involve greater risk of default or downgrade and are more volatile than investment grade securities. Below investment grade securities may also be less liquid than higher quality securities.

Common stock risk: investment in common stocks and other equity securities are subject to the risk of changing economic, stock market, industry and company conditions and the risks in inherent our ability to anticipate changes that can adversely affect the value of the holdings.

Convertible securities risk: convertible securities tend to be subordinate to other debt or equity securities. In part, the total return for a convertible security depends upon the performance of the underlying stock into which it can be converted. Issuers of convertible securities are often not as strong financially as those issuing securities with higher credit ratings, are more likely to encounter financial difficulties and typically are more vulnerable to changes in the economy, such as a recession or a sustained period of rising interest rates, which could affect their ability to make interest and principal payments. If the issuer stops making interest and/or principal payments the entire investment could be lost.

Credit risk: debt securities are subject to the risk that an issuer will fail to make timely payments of interest or principal, or go bankrupt, or that the value of the securities will decline because of a market perception that the owner may not make payment on time. The lower the rating of a debt security, the higher its credit risk.

Derivatives risk: investment in derivatives causes more exposure to volatility and potential loss. Losses on investments in certain types of derivatives may exceed the initial investment.

Floating rate loan risk: the risks associated with a floating rate loan involve the value of the collateral securing the loan may decline, causing a loan to be substantially unsecured. The sale and purchase of a bank loan are subject to the requirements of the underlying credit agreement governing such bank loan. These requirements may place conditions or restrictions on sales and purchases of bank loans.

Bank loans are not traded on an exchange and purchases and sellers of bank loans rely on market makers, usually the administrative agent for a particular bank loan, to trade bank loans. These factors, in addition to overall market volatility, may negatively impact the liquidity of loans. Difficulty selling a floating rate loan may result in a loss.

Borrowers may pay back principal before the scheduled due date when interest rates decline, which may require the replacement of the loan with a lower-yielding security. There may be less extensive public information available with respect to loans than for rated, registered or exchange listed securities.

Foreign securities risk: foreign securities involve special risks such as currency fluctuations, economic or financial stability, lack of timely or reliable financial information and unfavorable political or legal developments and delays in enforcement of rights. These risks are increased in emerging markets.

Interest Rate Risk: Debt securities will generally lose value if interest rates increase. U.S. Government securities can exhibit price movements resulting from changes in interest rates. Interest rate risk is generally higher for investments with longer maturities or durations. Treasury inflation protected securities ("TIPS") can also exhibit price movement as a result of changing inflation expectations and seasonal inflation patterns.

Liquidity risk: a particular investment may be difficult to purchase or sell. The inability to sell an illiquid security at an advantageous time or price.

Loss of money risk: an investment may lose money.

Market changes risk: investments may change because of broad changes in markets.

Management risk: investment management applies investment techniques and risk analyses in making investment decisions for your portfolios, but there can be no guarantee that these decisions will produce desired results.

Prepayment and call risk: when mortgages and other obligations are prepaid and when securities are called, it may require reinvestment in securities at a lower yield or fail to recover additional amounts paid for securities with higher interest rates, resulting in unexpected capital loss.

Regulatory risk: changes in government regulation may adversely affect the value of an investment.



**Item 9 Disciplinary Information**

**Item 9A Criminal and civil actions**

There are no criminal or civil actions in domestic, foreign or military court of competent jurisdiction in which our firm or a management person

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. is named subject of a pending criminal proceeding that involves investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
3. was found to have been involved in a violation of an investment-related statute or regulation; or
4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

**Item 9B Administrative proceedings before the SEC**

There are no administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which our firm or a management person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
  - (a) denying, suspending, or revoking the authorization of our firm or a management person to act in an investment-related business;
  - (b) barring or suspending our firm's or a management person's association with an investment-related business;
  - (c) otherwise significantly limiting our firm's or a management person's investment-related activities; or
  - (d) imposing a civil money penalty of more than \$2,500 on our firm or management person.

**Item 9C Self regulatory proceedings**

There are no self-regulatory organizations (SRO) proceeding in which our firm or management person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of the SRO's rules and was (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

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

**Item 10A Broker dealer registration**

No management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

**Item 10B Commodities affiliation**

No management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

**Item 10C Other material relationships**

Our firm has no relationships or arrangements that are material to our advisory business or to our clients with any related person below:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker
- Investment company or other pooled investment vehicle (including a mutual fund, closed –end investment company, unit investment trust, private investment company or “hedge fund” and offshore fund)
- Other investment adviser or financial planner
- Futures commission merchant, commodity pool operator, or commodity trading advisor
- Banking or thrift institution
- Accountant or accounting firm
- Lawyer or law firm
- Insurance company or agency
- Pension consultant
- Real estate broker or dealer
- Sponsor or syndicator of limited partnerships

**Item 10D Referrals**

Our firm does not recommend or select other investment advisors for our clients.

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

**Item 11A Code of ethics**

We have adopted the CFA Institutes Code of Ethics and Standards of Professional Conduct for all employees.

1. Responsibility: it is the responsibility of all supervisory personnel to ensure that we conduct our business with the highest level of ethical standards and in keeping with its fiduciary duties to its clients, prospective clients and employees.
2. Duty to clients: we have a duty to exercise our authority and responsibility for the benefit of our clients, to place the interests of our clients first, and to refrain from having outside interests that conflict with the interests of our clients. We must avoid any circumstances that might adversely affect or appear to affect our duty of complete loyalty to our clients.
3. Privacy of client information: we will not disclose any nonpublic personal information about our clients to any nonaffiliated third party unless the client expressly gives permission to us to do so.
4. Personal transactions: employees must receive prior written approval for personal securities transactions.
5. Prohibited Acts.
  - a) Employing any device, scheme, artifice to defraud;
  - b) Making any untrue statement of a material fact;
  - c) Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading;
  - d) Engaging in any fraudulent or deceitful act, practice or course of business; or,
  - e) Engaging in any manipulative practices.
6. Conflicts of Interest: we have a duty to disclose potential and actual conflicts of interest to our clients. All vendors and solicitors have a duty to report potential and actual conflicts of interest to the company. Gifts (other than de minimus gifts) should not be accepted from persons or entities doing business with us.
7. Use of Disclaimers: we shall not attempt to limit liability for willful misconduct or gross negligence through the use of disclaimers.

All employees must annually acknowledge their understanding of the Code of Ethics. We will provide you or any prospective client a complete copy of the company's code of ethics upon request.

**Item 11B Client transactions**

Our firm does not buy or sell for client accounts, securities in which our firm or a related person has a material financial interest.

**Item 11C & 11D Personal trading**

We do permit personal ownership by our officers and employees of the same securities owned by and recommended to our clients. This may occur when investment objectives are similar, and when clients complete transactions in securities already owned by officers/employees, or officers/employees complete transactions in securities already owned by clients. Officers/employees may not benefit, either directly or indirectly, from transactions placed on behalf of advisory accounts. Officers and employees are required to disclose to the Compliance Officer the names of all broker/dealer firms with whom personal accounts are maintained, and to arrange for each broker/dealer firm to send duplicate statements to the Compliance Officer. The client's interest will supersede the interest of any officer or employee, and every reasonable attempt will be made to avoid conflicts of interest.

All transactions are allocated to advisory accounts on a pro rata basis with consideration given to the specific portfolio's investment objective, existing portfolio structure and risk tolerance. With regard to the allocation of partially filled orders among client accounts, orders are filled on a pro rata basis.

## Item 12 Brokerage Practices

### Item 12A Recommending broker-dealers

WCM is retained to manage clients' accounts on a discretionary basis, and in such capacity, we are authorized to direct execution of portfolio transactions without specific consultation with client on each trade. Clients may direct that we use particular broker-dealers to execute portfolio transactions. Clients who designate use of a particular broker-dealer should understand that (a) we will generally not attempt to negotiate commissions with designated broker-dealers; and (b) clients may pay higher commissions than they might have paid if they had not made such a designation. If a client does not designate a broker-dealer, we will select a broker/dealer to execute portfolio transactions. Our primary broker-dealers are Charles Schwab & Co. (Schwab) and Fidelity Brokerage Services LLC (Fidelity).

#### The Primary Custodian and Brokers We Use

We do not maintain custody of your assets. However, under SEC rules, we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We interface with a number of different custodians including Schwab and Fidelity, registered broker-dealers, member SPIC, as qualified custodians. We are independently owned and operated and are not affiliated with custodians. Schwab and Fidelity will hold your assets in a brokerage account and buy and sell securities when we instruct them to. You will open your account by entering into an account agreement directly with the custodian/broker. We do not open the account for you, although we may assist you in doing so. Even though your account will be maintained at a custodian/broker, we can still use other brokers to execute trades for your account as described below (see Your Brokerage and Custody Costs).

#### How We Select Brokers/Custodians

We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services generally without a separate fee for custody
- Capability to execute, clear and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (etfs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of service
- Competitiveness of price of those securities (commission rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us (see “Products and Services Available to Us From Our Primary Custodians/Brokers”)

#### Your Brokerage and Custody Costs

For our clients' accounts that Schwab or Fidelity maintains, they generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your account. In addition to commissions, the custodian may charge 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 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 or Fidelity execute most trades for your account. We have determined that having Schwab or Fidelity execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

#### Products and Services Available to Us From Our Primary Custodians/Brokers

Our primary custody/broker relationships are through Schwab and Fidelity. They provide us and our clients with access to its institutional brokerage, trading, custody, reporting and related services, many of which are not typically

available to retail customers. Schwab and Fidelity also makes available various support services. Some of those services help us manage or administer our client's accounts; while others help us manage and grow our business. The support services generally are available on an unsolicited basis and may be at no charge to us. The following is a more detailed description of support services:

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

*Services that May Not Directly Benefit You.* Schwab and Fidelity 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, from Schwab and Fidelity as well as 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 or Fidelity. In addition to investment research, Schwab and Fidelity 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 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 and Fidelity 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 other needs
- Publications and conferences on practice management and business succession
- Access to employee benefit providers, human capital consultants and insurance providers

Schwab or Fidelity may provide some of these services. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab and Fidelity may also discount or waive its fees for some of these services or pay all or a part of a third party's fees.

#### Our Interest in Schwab and Fidelity Services

The availability of these services from Schwab and Fidelity benefits us because we do not have to produce or purchase them. Our interest in receiving Schwab and Fidelity services that benefit our business rather than based upon your interest in receiving the best value in custody services and the most favorable execution of your transactions may give us an incentive to maintain your account at Schwab or Fidelity. This is a potential conflict of interest of our clients. We believe, however, that our selection of Schwab or Fidelity as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality and price of services (see How We Select Broker/Custodians) and not the services that benefit only us.

Our firm has no soft dollar arrangements.

Our firm has no incentive to select or recommend a broker-dealer based on our interest in receiving client referrals.

Our firm has no directed brokerage.

#### **Item 12B Aggregate purchase of securities**

WCM aggregates multiple contemporaneous client orders into blocks by the executing broker whenever possible in order to negotiate volume commission discounts on batched orders; accounts participating receive the average price of any particular execution.

**Item 13      Review of Accounts**

Client holdings are reviewed on a continuous and best efforts basis. All portfolio reviews are based on the investment objectives and constraints set forth in each client's investment policy statement. Portfolio reviews may also be triggered by the request of the client, a change in the client's investment objectives, or a rebalancing due to a change in the asset allocation. Portfolio reviews are scheduled at least annually with each client. The assigned portfolio manager performs all client portfolio reviews.

You will receive account statements directly from us at least quarterly. The reports will include a listing of all securities held in the account, including the face amount or number of shares held, the current market value of each security and the total market value of the account at the end of each quarter. In addition you will receive a report from us describing the performance of the portfolio on a quarterly basis.

**Item 14   Client Referrals and Other Compensation**

***Item 14A   Economic benefits***

For Schwab and Fidelity custody accounts, we receive an economic benefit in the form of support products and services it makes available to us and other independent investment advisors. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of these products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

***Item 14B   Compensation for client referrals***

Our firm does not have any active solicitation agreements. Our firm has not compensated any person for client referrals.

**Item 15   Custody**

Under government regulation, we are deemed to have custody of your assets if, for example, you authorize us to instruct the custodian (i.e. Schwab or Fidelity) to deduct our advisory fees directly from your account or if you give us authority to move your money to another person's account. However, the custodian maintains actual custody of your assets. You will receive account statements directly from the custodian at least quarterly. They will be sent to email or postal mailing address provided. You should carefully review those statements promptly when received. We also urge you to compare the custodian account statements to the quarterly reports you will receive from us.

**Item 16 Investment Discretion**

WCM is retained to manage clients' accounts on a discretionary basis, and in such capacity, we are authorized to direct execution of portfolio transactions without specific consultation with the client on each trade. This discretion allows us the authority over the selection and amount of securities to be bought and sold into the clients account without obtaining prior consent. However, these purchases and sales may be subject to specific investment objectives, guidelines, or limitations previously set forth by the client. The granting of such authority will be evidenced by the client's execution of an investment advisory agreement containing all applicable limitations to such authority.

Discretionary authority will be authorized upon full disclosure in the investment management agreement. Additionally, clients authorize WCM with discretionary authority by execution of a limited power of attorney or in the custodian account application.

**Item 17 Voting Client Securities**

**Item 17A Voting policy and procedures**

**Proxy Voting**

In certain circumstances, and in accordance with the client's specific advisory agreement, WCM shall vote proxies related to securities held by any client in a manner that is in the best interest of the client. We shall consider only those factors that relate to the client's investment(s) or that are established by the client's written instructions. Such factors will include how its vote will economically impact and affect the value of the client's investment (keeping in mind that, after conducting an appropriate cost-benefit analysis, not voting at all on a presented proposal may be in the best interest of the client).

Proxy votes generally will be cast in favor of proposals that:

1. maintain or strengthen the shared interests of shareholders and management
2. increase shareholder value
3. maintain or increase shareholder influence over the issuer's board of directors and management
4. maintain or increase the rights of shareholders

Proxy votes generally will be cast against proposals having the opposite effect. In voting on each and every issue, WCM and our employees shall vote in a prudent and timely fashion and only after a careful evaluation of the issue(s) presented on the ballot. In exercising its voting discretion, WCM and its employees shall avoid any direct or indirect conflict of interest raised by such voting decision. We will provide adequate disclosure to the client if any substantive aspect or foreseeable result of the subject matter to be vote upon raises an actual or potential conflict of interest to WCM. Consistent with SEC Rule 206(4)-6, we will keep certain records required by applicable law in connection with its proxy voting activities for clients and shall provide proxy-voting information to clients upon their written or oral request. A copy of WCM's proxy-voting policies and procedures are available to clients upon request.

**Item 17B Proxy delivery**

If we do not have authority to vote client securities, the client will receive their proxies or other solicitations directly from their custodian or a transfer agent. Clients may contact us with any questions regarding a particular solicitation.

**Item 18 Financial Information**

***Item 18A Prepayment of fees***

WCM does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

***Item 18B Impaired ability***

Our firm does not foresee any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

***Item 18C Bankruptcy***

WCM has not been the subject of a bankruptcy petition at any time.



**Item 19 Requirements for State-Registered Advisers**

**Item 19A Identification of principal executive officers and management persons**

Gregory J. Hahn, CFA, President & Chief Investment Officer

Born: 1961

Education: B.B.A., University of Wisconsin, M.B.A., Indiana University.

Business Background:

09/07-present. President, Chief Investment Officer, Winthrop Investment Group, LLC.

07/05-06/07, Managing Director, Chief Investment Officer, Oppenheimer Investment Management, Inc.

05/89-7/05, Senior Vice President, Chief Investment Officer, 40|86 Advisors, Inc. (Conseco Capital Management).

Audrey L. Kurzawa, CPA, Chief Compliance Officer

Born: 1967

Education: B.S. Indiana University.

Business Background:

01/09-present. Vice President, Finance & Operations, Chief Compliance Officer (03/10)

10/98-11/08. Vice President, Financial Reporting, 40|86 Advisors, Inc. (Conseco Capital Management)

01/92-10/98. Manager, Corporate Finance, Conseco, Inc.

09/89-01/92. Senior, KPMG.

**Item 19B Other business**

There are no other businesses in which we are actively involved.

**Item 19C Performance fees**

We are not compensated for advisory services with performance based fees.

**Item 19D Listed events**

No management person has been involved in any one of the events listed below.

- a) In an award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 involving any of the following:
  - 1) An investment or an investment-related business activity;
  - 2) Fraud, false statement(s), or omissions;
  - 3) Theft, embezzlement, or other wrongful taking of property;
  - 4) Bribery, forgery, counterfeiting, or extortion; or
  - 5) Dishonest, unfair, or unethical practices.
- b) An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - 1) An investment or an investment-related business activity;
  - 2) Fraud, false statement(s), or omissions;
  - 3) Theft, embezzlement, or other wrongful taking of property;
  - 4) Bribery, forgery, counterfeiting, or extortion; or
  - 5) Dishonest, unfair, or unethical practices.

**Item 19E Relationship with issuer of securities**

There are no relationships or arrangements with any issuer of securities.