

Wanger OmniWealth, LLC

Part 2A of Form ADV

The Brochure

401 North Michigan Avenue

Suite 1301

Chicago, IL 60611

312-245-8000

www.wangeromniwealth.com

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This brochure provides information about the qualifications and business practices of Wanger OmniWealth, LLC (“Wanger OmniWealth”, “WOW” or the “Company”). If you have any questions about the contents of this brochure, please contact us at 312-245-8000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. As a registered investment adviser, the term “registered” does not imply a certain level of skill or training.

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

Material Changes

Wanger OmniWealth’s most recent update to Part 2 of Form ADV was made in March 2012. Since the time of that update there has been a change in the ownership structure of Wanger Investment Management (“WIM”), a shareholder of WOW, which is described in the “Advisory Business” section below. In addition, the “Disciplinary Information” section has been updated to reflect a matter that impacts WIM.

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Advisory Business

Wanger OmniWealth (“WOW”) was founded in 2007. At December 31, 2011, WOW was owned approximately 40% by OmniWealth, Ltd. and approximately 60% by Wanger Investment Management (“WIM”). Effective July 2, 2012, the Eric D. Wanger 2012 Trust (the “Voting Trust”) is the sole voting shareholder of WIM, a holding company operating out of the same principal office location as WOW. Don E. Scott is the majority owner of OmniWealth, Ltd. As of June 30, 2012 WOW managed approximately \$305 million on a discretionary basis on behalf of approximately 34 clients.

WOW provides continuous and ongoing investment supervisory services to its Family Office Clients based on their individual needs. WOW develops an asset allocation mix for each Family Office Client based on the investment objectives, risk tolerance, and time horizon of the Family Office Client. WOW then selects a mix of mutual funds managed by third-party investment advisers, separately managed account products managed by third-party investment advisers, and/or other alternative investments to match the selected asset allocation mix. WOW also

reserves the right to select individual equity, fixed income, and options securities within Family Office Client accounts if deemed suitable based on the objectives and risk profile of the client.

WOW offers two main types of investment services to its Family Office Clients. The Lifestyle Portfolio provides exposure to mutual funds, exchange traded funds, separately managed account products, and various alternative investment products offered by third-party investment advisers. This type of portfolio provides exposure to traditional asset classes such as stocks and bonds. The Wealth Creation Strategy provides Family Office Clients with exposure to both mutual funds and certain private investments. This may consist of, among other things, interests in private equity funds and limited partnerships or limited liability companies organized to invest in oil and gas, real estate, and other assets.

Certain services provided to Family Office Clients may include advice generally referred to in the financial services industry as financial planning, whereby WOW provides information, assistance, and/or advice with respect to tax matters, estate planning, philanthropy, and other related financial matters.

Additionally, WOW serves as the sole member and managing member to the General Partner of the Wanger OmniWealth Alternative Fixed Income Access Fund, LP ("WAFI"). WAFI is a private fund designed to provide WOW Family Office Clients and other Investors with access to a pooled investment vehicle which approximates the cash-flow, capital preservation and risk reward profile of a bond portfolio without the same risk profile.

The General Partner of WAFI is WOW Alternative Fixed Income Access Fund GP, LLC, a Delaware limited liability company (the "General Partner"). The General Partner has complete, sole, and full discretionary authority over WAFI, its operations, and its investments. The General Partner, in its sole discretion, may delegate all or some of its responsibilities with regard to the Partnership to an investment manager or managers ("Investment Manager") pursuant to one or more agreements approved by the General Partner. The General Partner has delegated investment management activities to WOW to manage WAFI.

In addition to the services provided to its Family Office Clients, WOW also provides continuous and ongoing investment advice to private investment funds ("Private Funds" based on the investment objectives and restrictions outlined in their respective offering documents. In addition to WAFI, WOW serves as investment advisor to two private investment funds: the Wanger Income and Growth Fund, LP ("WIGF") and Wanger Helios Investment Partners, LP ("WHIP"). This responsibility has been delegated to WOW by the general partners of the Private Funds. This disclosure brochure may discuss information relevant to Investors of the Private Funds, as necessary or appropriate. However, this brochure should not be considered to be an offer of interests in any Private Funds. Any such offer may be made only by delivery to a prospective Investor of the Confidential Private Placement Memorandum ("PPM") for the

Private Fund under consideration. WOW will only provide PPMs to prospective investors which meet certain minimum eligibility criteria, for which WOW reasonably believes the Private Funds would be suitable, and with which WOW has established a substantive and pre-existing relationship.

WOW also provides continuous and ongoing investment advice to separately managed clients (“Managed Accounts”), which are generally managed *pari passu* with one or more of the Private Funds. At its sole discretion and on a case-by-case basis, WOW reserves the right to tailor its advisory services to the needs of Managed Accounts and to allow them to impose restrictions on investing in certain securities or types of securities.

Fees and Compensation

Family Office Clients are charged an annual Family Office Fee payable quarterly in advance on the first day of the quarter pursuant to the following table:

<u>Total Assets</u>	<u>Annual Fee Rate</u>
\$0 - \$5,000,000	1.20%
\$5,000,001 - \$10,000,000	0.80%
\$10,000,001 - \$25,000,000	0.60%
\$25,000,001 - \$50,000,000	0.50%
Over \$50,000,000	0.40%

Fees may be negotiated at the discretion of WOW. Fees are prorated for new Family Office Clients if the new account has been funded and WOW begins to manage Client assets mid-quarter.

In addition, Family Office Clients may make contributions to or take withdrawals from their accounts at any time. Fees are prorated for mid-quarter contributions and withdrawals greater than \$1 million. Finally, Family Office Clients terminating mid-quarter receive a refund based on the days remaining in the quarter. Family Office Clients must provide WOW with 30 days advance notice if they intend to terminate the relationship. If WOW receives notice of termination within five business days of execution of the Client Services Agreement, services are terminated without penalty (i.e., no fees are due and Family Office Clients receive a complete refund of any fees paid in advance).

Most Family Office Clients authorize WOW to deduct fees automatically from their brokerage accounts, but Family Office Clients may request that WOW send quarterly invoices to be paid by check.

In addition to the Family Office Fee, Family Office Clients are charged an Incentive Fee on assets managed in the Wealth Creation Strategy. Once the Family Office Client has received

cash equal to 120% of the Family Office Client's investment, the Family Office Client pays a fee equal to 10% of cash distributions from the investment payable quarterly in arrears. The fee is calculated on an investment-per-investment basis. Family Office Clients must satisfy the requirements specified under Rule 205-3 under the Investment Advisers Act of 1940 (“Advisers Act”) in connection with WOW’s receipt of performance-based compensation.

WOW’s Family Office Clients will pay no additional management fees (i.e. no WOW level and WAFI level dual layering of fees) for access to WAFI. Outside investors in WAFI will pay a “Management Fee” to the General Partner at the beginning of each calendar quarter. This fee equals one-fourth of 1.25% of the NAV (i.e., 0.3125%, of the Net Asset Value of each Investor’s capital account balance) per quarter.

WAFI assumes expenses reasonably incurred by the General Partner, investment manager or affiliates as part of such parties providing services to, and meeting their obligations to WAFI and as otherwise provided in the Confidential Private Placement Memorandum. In addition to expenses incurred with external vendors (e.g., legal fees, accounting fees, etc.), partnership expenses will include a reimbursement to the General Partner at the beginning of each calendar quarter related to expenses incurred by WIM in managing WAFI, including expenses involved in performing due diligence reviews of investment opportunities for WAFI. Please see the Confidential Private Placement Memorandum for more information regarding the fees and expenses associated with WAFI.

The General Partner is authorized to waive all or part of the Management Fee for any Investor once or on an ongoing basis in its sole discretion and may do so for employees and owners of WOW and WIM.

The General Partner, in its sole and absolute discretion, has the right, without the consent or other approval of any other Investors to allow other Investors into WAFI with different terms and conditions. Such other Investors may or may not be required to invest different minimum amounts, pay different fees to the General Partner and have certain other terms (e.g., liquidity and responsibility for certain expenses) applicable to them that are different than those discussed in this brochure and described in greater detail in the Confidential Private Placement Memorandum all as determined by the General Partner in its sole and absolute discretion.

As mentioned previously, WOW recommends mutual funds, separately managed accounts, and various alternative investments managed by third-party investment advisers, which assess their own separate management fee. The management fees associated with mutual fund investments are in addition to the fees charged by WOW on such assets. In addition, Family Office Clients may directly or indirectly incur other fees associated with mutual fund investments, as disclosed in the prospectus of such mutual funds.

WOW may also recommend the use of sub-advisers, which assess their own separate management fees. The management fees associated with such sub-advisers are in addition to the fees charged by WOW on such assets.

WOW charges most of its Private Fund and Managed Account Clients an annual investment management fee based on a percentage of their assets under management. However, WOW may charge either a fixed fee or a fee based on a percentage of assets under management, as agreed upon with Managed Accounts. WOW charges fees quarterly in advance based on the account value at the end of the prior quarter. The impact of mid-quarter contributions and withdrawals will be reflected in the following quarter's management fee calculations. There is currently no set fee schedule in place for Managed Accounts. Rather WOW will determine fee terms based on the individual needs of Managed Accounts, the exact services provided, and the complexity of the relationship. WOW has waived or negotiated lower fees for its Family Office Clients as described above.

For the Private Funds and Managed Accounts, the Management Fee will be prorated and charged on new and additional capital contributions from the date of each contribution.

If a Managed Account terminates the investment management agreement with WOW in the middle of a billing period, WOW will invoice the client for an amount that is pro-rated based on the number of days that the account was managed. Likewise, a Private Fund Investor electing to withdraw on a date other than the end of a calendar quarter, which complies with all requirements for such withdrawal, will be reimbursed for the portion of such fee, if any, attributable to the period after withdrawal.

The Private Funds authorize WOW to deduct fees automatically from their brokerage accounts. WOW invoices Managed Accounts for fees on a quarterly basis. Once the invoices have been approved, the respective custodian for each Managed Account will release fees to pay the invoices by check.

All Clients bear trading costs and expenses. Please refer to the “Brokerage Practices” section for more information.

In addition to WOW's investment management fees, the Private Funds bear trading costs and custodial fees, as well as all legal, audit, fund accounting, tax, interest expenses related to investment activity, extraordinary fees and expenses (e.g., related to any litigation involving the Private Funds), and bookkeeping fees and expenses. Please see the PPMs for additional detail about the various fees and expenses incurred by the Private Funds.

Finally, Private Fund and Managed Account Clients invested in mutual funds may pay a separate layer of management fees, trading expenses, and other expenses, as disclosed in greater detail in the prospectus of the third-party mutual fund.

WIGF

A "Management Fee" shall be paid to the General Partner at the beginning of each calendar quarter, calculated by taking one-fourth of 1% of the NAV (i.e., 0.25% of the Net Asset Value of each Investor's Capital Account per quarter).

WHIP

A "Management Fee" will be paid at the beginning of each calendar quarter, calculated by taking one-fourth of 1.5% of the Net Asset Value, (i.e. 0.375% of the Net Asset Value) of each Investor's Capital Account, per quarter.

Performance Based Fees and Side-by-Side Management

In addition to the Family Office Fee, Clients are charged an Incentive Fee on assets managed in the Wealth Creation Strategy as describe above.

Performance based fees may create an incentive for the Company to make investments that are riskier or more speculative than would be the case in the absence of a performance fee. Depending on Family Office Client objectives, investment time horizon, and tolerance for risk, these types of investments may or may not be deemed appropriate for certain Family Office Client accounts. This creates the potential to cause WOW to favor those Family Office Clients that are invested in investments that are subjected to performance based fees. WOW has developed procedures to mitigate this potential conflict via multiple layers of internal reviews with respect to investment decisions.

WHIP

Each Investor will be charged a performance based fee of 20% of any net appreciation allocated to such Investor's capital account in the Fund. The performance-based fee is calculated and payable at the end of each calendar year and as of the date of redemptions by Investors.

WIGF

This Private Fund does not charge a performance based fee.

Managed Accounts

Managed Accounts are not charged a performance based fee.

Please note that WOW manages the Managed Accounts *pari passu* to the WIGF, which does not incur performance based fees. WOW expects the portfolio holdings, trading activity, and investment universe of WIGF to have little-to-no overlap with other accounts that incur performance based fees. Therefore, WOW does not experience the conflicts of interest

traditionally associated with managing accounts that incur performance based fees and accounts that incur other types of fees, such as an asset-based management fee.

Types of Clients

WOW primarily provides customized investment management services to high-net-worth individuals, families and associated trusts, estates, retirement plans, and other legal entities. As a standard practice, WOW only accepts Clients with \$10 million of assets to be managed. WOW may waive this minimum account size at its own discretion. WAFI is a private fund offered to Family Office Clients and outside Investors that is used to invest in hedge funds and/or separately managed account products offered by third party money managers. WAFI's minimum investment amount is \$250,000. The General Partner may waive this minimum in its sole discretion.

Although WOW has the authority, subject to the approval of the applicable General Partner, to accept subscriptions for the lesser amount, the minimum investment in the Private Funds ranges from \$250,000 for WIGF to \$1,000,000 for WHIP.

Managed Accounts generally consist of high net worth individuals and trusts. WIM also provides investment supervisory services to private investment funds that rely on exemptions from registration of their interests and as investment companies under the Securities Act of 1933 and Investment Company Act of 1940, respectively. Accordingly, interests in the Private Funds are offered exclusively to prospective Investors satisfying the applicable eligibility and suitability requirements. Details concerning applicable investor suitability criteria are set forth in each Private Fund's offering documents and subscription application materials. All WIM Investors must complete subscription agreements which inquire as to whether the Investor qualifies as an "accredited investor" or "qualified purchaser. Private Fund Investors generally include high net worth individuals, trusts, estates, charitable institutions, and private investment vehicles.

Methods of Analysis, Investment Strategies and Risk of Loss

Wanger OmniWealth's strategy involves recommending an asset allocation mix for its Family Office Clients and selecting an appropriate mix of mutual funds and sub-advisers to manage its Family Office Clients' assets. WOW may also recommend private or "alternative" investments, including private equity funds, hedge funds, and LLCs and LPs formed for the purpose of investing in various types of securities and/or assets. Such "alternative" investments are subject to among other risks, investment risk, including among other things, the possible loss of the entire amount invested, and market volatility. Alternative investments may make use of leverage which can enhance the risk of capital loss in the event of adverse changes in the prices of securities financed with borrowed funds. Other risk factors can be found in the Private Placement Memorandum of each third-party private fund. Finally, WOW reserves the right to

recommend investments in individual equity, fixed income, and options securities on behalf of its Family Office Clients. WOW monitors the asset allocation mix and performance of selected mutual funds and sub-advisers (and other investments) and makes periodic adjustments to the mix, as necessary to meet Family Office Client objectives. The investment strategies include those that WOW may use as well as those used by third-party investment advisers selected by WOW.

WOW generally employs an investment strategy that emphasizes a longer-term investment horizon of a year or more. However, market developments could cause WOW to sell securities more quickly. Please note that all investing involves a risk of loss that clients should be prepared to bear.

Family Office Client portfolios are generally a blend of two separate strategies: the Lifestyle Portfolio and the Wealth Creation Strategy.

The “Lifestyle Portfolio” is typically the primary portfolio for each Family Office Client. The Lifestyle Portfolio provides exposure to mutual funds, separately managed accounts, and various alternative investment products offered by third-party investment advisers. This type of portfolio provides exposure to traditional asset classes such as stocks and bonds, but may also include a limited number of private investments. The Lifestyle Portfolio is broadly diversified and engineered to manage downside risk. It typically targets a long-term return of over time approaching the S&P 500, with the goal of assuming substantially less risk. The Lifestyle Portfolio is tailored to reflect a Family Office Client’s personal situation, outside investments, time horizon, life objectives, philanthropic goals, and family pursuits. An allocation is built around a robust analysis of the Family Office Client’s financial situation.

Investing in securities involves risk of loss that the Family Office Clients should be prepared to bear.

The “Wealth Creation Strategy” (WCS) provides Family Office Clients with exposure to certain private investments. This may consist of, among other things, interests in private equity funds and limited partnerships or limited liability companies organized to invest in oil and gas, real estate, and other assets. WOW sources these investments and makes them available to Family Office Clients on a one-off basis. These are illiquid investments with a higher expected return and a higher commensurate risk profile. These investments make up a small portion of a Family Office Client’s overall portfolio.

Risks associated with these types of investments made on behalf of WCS Clients may include market volatility and the manager’s ability to correctly assess the future price movements of underlying securities. The managers of these investments may employ the use of leverage which can enhance the risk of capital loss in the event of adverse changes in the market price of securities financed with borrowed funds. In addition, borrowing results in interest expense which will be required to be paid regardless of the performance of the securities acquired with the

proceeds of the borrowing. Such investments may engage in short sales, requiring that it borrow the securities being sold short and may trade and invest in derivative instruments such as options. It is anticipated that some of the WCS investments will include private funds and other private investments managed by third-party investment managers. The prospects for appreciation of these investments made on behalf of WCS Clients will be highly dependent on the ability of the General Partner to select third-party managers and principals capable of achieving successful returns for the private funds and other private investments they manage and there can be no assurance that any such manager so selected will achieve success, including with respect to identifying and closing on suitable investment opportunities. In the event that the third-party manager is unable to identify or close on suitable investments, the value of the third-party private fund or other private investment will be negatively impacted.

WOW has retained an unaffiliated investment consultant to provide independent analysis and reporting on mutual funds, hedge funds, and third-party investment advisers. WOW pays a monthly flat fee for this research. Family Office Clients do not incur any portion of this fee.

WOW conducts due diligence on third-party investment advisers. This includes an assessment of the mutual funds and hedge funds they advise as well as the services available to separately managed account Clients. The research conducted encompasses a variety of information including, but not limited to, the strategy and investment philosophy of the adviser, the types of securities used by the adviser, the history of the adviser and experience of its employees, the performance history of the adviser, the transparency and reporting quality of the adviser, and other factors as deemed relevant by WOW.

WOW reserves the right to select individual equity and fixed income securities on behalf of its Family Office Clients as appropriate based in their risk tolerance and investment objectives.

WOW's Investment Committee generally meets weekly to discuss existing and prospective investments. Investments are evaluated independently, as well as in the context of Family Office Clients' existing holdings and sector exposures.

WAFI is designed to provide WOW's Family Office Clients and other investors a pooled vehicle which approximates the cash-flow, capital preservation and risk/reward profile of a bond portfolio without the same risk profile. WAFI seeks to provide capital appreciation over a multi-year time horizon with cash-flows, total return and capital preservation approximating bond yields with a relatively low beta (a relatively low correlation) to bond indexes. The underlying investments made via WAFI employ a number of strategies, including absolute return strategies, active bond strategies, direct investment strategies, alternative income strategies to achieve WAFI's objectives. In addition to the investment, market volatility and third-party manager risks described above, the risks associated with WAFI's investment may include the limited transferability of interests in WAFI and the underlying investments that WAFI makes. This illiquidity may reduce the ability of the General Partner to dispose of certain investments made

by the partnership in a timely manner. In addition, uncertainties as to the valuation of positions not traded or thinly traded on an exchange could have an adverse impact on WAFI's net asset value if judgments regarding valuations should prove incorrect. Finally, while it is not anticipated that WAFI would invest in real estate directly, it may invest in public or private funds or partnerships that invest directly in real estate or in securities issued by real estate companies, including REITs. WAFI may therefore be subject to risks associated with direct investments in real estate, including declines in the value of real estate and risks related to general and local economic conditions.

WIGF

The WIGF will seek to generate income and capital appreciation by investing primarily in yield generating instruments. The WIGF aims to achieve this objective by investing primarily in a variety of yield-generating instruments including REITS, preferred shares, master limited partnerships, bonds, closed-end funds and high yielding equities. However, the WIGF is not limited to any particular securities, instruments, or investment strategies. The WIGF may employ short selling, options (and other forms of) hedging and leverage in an attempt to improve absolute returns.

WOW has hired an unaffiliated sub-adviser to co-manage the WIGF. In return for co-managing the WIGF, the sub-adviser receives a percentage of the revenues generated by the WIGF.

The purchase of interests in WIGF involves certain risk and it is suitable only for Investors of adequate financial means who have no need for liquidity in this investment. Due to the uncertainty inherent in all investments, there can be no assurance that WIGF will achieve its investment objectives. In addition to risk factors including competition, limited operating and trading history, market volatility, investment risk, counterparty creditworthiness, the use of leverage and borrowing, the use short sales, and the use of derivatives, an investment in WIGF involves risks associated with the investment in real estate instruments.

An investment in a REIT, LMLP, BDC and CEFs involves some risks which differ from an investment in the common stock of a corporation. Holders of REIT, MLP, BDC, and CEF securities generally have limited control and voting rights on matters affecting the entity. In addition, there are certain tax risks associated with an investment in such entities and conflicts of interest exist between common equity holders and the general partner of Master Limited Partnerships in which the Partnership may hold investments, including those arising from incentive distribution payments.

The foregoing list of certain risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in WIGF. Please see WIGF's PPM for further details and a more expansive description of potential risks.

WHIP

WHIP is a Delaware Private Fund formed in January 2011 for the sole purpose of providing an opportunity for Investors to have access to an investment in Helios Energy Fund LLC (the "Helios Fund"). Helios Fund is not affiliated with WOW or any of its affiliates. The Helios Fund intends to invest in a diversified portfolio of long and short positions in publicly listed equity securities of small and mid-cap energy companies to benefit from industry trends or commodity price movements, while protecting the downside of the portfolio through various hedging strategies.

The purchase of interests in WHIP involves certain risks and is suitable only for Investors of adequate financial means who have no need for liquidity in this investment. The objective of WHIP is to serve as an access fund for an investment in the Helios Fund and therefore each prospective Investor is urged to review and consider the risk factors identified by the investment manager of the Helios Fund in its PPM relating to an investment in the Helios Fund.

In addition to risk factors including dependence upon the performance of the Helios Fund and its investment manager, an investment in WHIP also bears risks related to a concentration of investments in the energy sector and specifically in companies with small to mid-cap market capitalizations, as well as risks related to trading in options and futures, short sales and private placements, and investment in foreign markets and non-U.S. parties. An investment in WHIP includes the risk of limited liquidity of interests because WHIP is subject to substantial restrictions on its ability to redeem its investment in the Helios Fund. The foregoing list of certain risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in WHIP. Please see WHIP's PPM for further details and a more expansive description of potential risks.

Overall, investing in securities involves risk of loss that Managed Accounts and Private Fund Investors should be willing to bear. The purchase of interest in a Private Fund involves certain risk and it is suitable only for Investors of adequate financial means who have no need for liquidity in this investment. Among other risk factors and in addition to the risk of investing and trading generally is the risk of the limited liquidity and lock-up provisions associated with certain Private Fund interests.

Disciplinary Information

Wanger OmniWealth and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Wanger Investment Management, Inc. is a controlling shareholder in Wanger OmniWealth. As mentioned above, WIM's sole voting shareholder is the Eric D. Wanger 2012 trust. Eric D. Wanger's sole role is as beneficiary of that trust. On December 23, 2011, the Securities and

Exchange Commission issued an Order naming Eric David Wanger and Wanger Investment Management, Inc. as defendants in an administrative proceeding relating exclusively to Wanger Investment Management Inc.'s management of a private fund (the "Fund") during a limited time period several years ago. The allegations made in the Order include allegations of certain trading violations with respect to shares in Altigen and three other small cap stocks ("marking the close"), engaging in transactions with the fund that did not comply with Section 206(3) of the Advisers Act, and failure to timely file certain Forms 4 during a time period when Mr. Wanger served as a director of Altigen related to the Fund's investment in Altigen.

Wanger Investment Management, Inc. and Mr. Wanger have agreed to settle this matter with the SEC, with the provision that they neither admit nor deny the findings of the SEC outlined in the Order. In addition, Mr. Wanger has agreed to pay a civil penalty to the United States Treasury and to accept a bar from affiliation with any investment advisor, broker dealer, and other types of organizations as outlined in the Order, with a right to reapply for entry after one year. Wanger Investment Management has agreed to pay disgorgement of \$2,269.81 and prejudgment interest of \$121.94 to the United States Treasury.

Other Financial Industry Activities and Affiliations

WIM is a holding company which shares its principal office space with WOW, but does not provide investor advisory services.

WOW has developed compliance policies and procedures that require employees to retain proper supporting documentation with respect to investment decisions and that otherwise attempt to mitigate this potential conflict (for example, through disclosure to Clients and multiple layers of internal review with respect to investment decisions).

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

WOW has adopted a written Code of Ethics (the "Code") to help mitigate potential and actual conflicts of interest that may arise between WOW (and its owners and employees) and its Clients. The Code is applicable to all employees. Among other things, the Code requires WOW and its employees to act in Clients' and Investors' best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. WOW's restrictions on personal trading apply to employees, as well as employees' family members living in the same household. A copy of the Code will be provided to any Client, Investors, prospective Clients, and prospective Investors upon request. The Code requires, among other things, that WOW's employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, Clients, Investors, prospective Clients and Investors, employers, employees,

colleagues in the investment profession, and other participants in the global capital markets

- Place the integrity of the investment profession, the interests of Clients and Investors, and the interest of WOW above one's own personal interests;
- Exercise authority and responsibility for the benefit of Clients;
- Adhere to the fundamental standard that one should not take advantage of one's position
- Avoid any actual or potential conflict of interest;
- Engage in honest and ethical conduct, including the handling of actual or apparent conflicts of interest between personal and professional relationships;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Promptly report violations of the Code;
- Conduct all personal securities transactions in a manner consistent with the Code;
- Protect the privacy of nonpublic personal information of WOW's Clients.
- Maintain and improve one's professional competence and strive to maintain and improve the competence of other investment professionals; and
- Comply with applicable provisions of the federal securities laws.

WOW's Code also requires access persons to: 1) report personal securities transactions on at least a quarterly basis, 2) provide a detailed summary of certain holdings (initially upon commencement of employment and annually thereafter) over which such access persons have a direct or indirect beneficial interest, and 3) pre-clear certain types of transactions in order to mitigate potential conflicts. WOW has also adopted a separate Insider Trading policy, which defines terms specific to insider trading, prohibits trading while in possession of material non-public information ("MNPI"), and educates employees as to how to handle the potential receipt of MNPI.

WOW's employees and owners may purchase, sell, or hold the same securities that WOW recommends to its Clients, as long as they receive the average price that is applicable to Clients and pay their share of any transaction costs. However, no employees are allowed to participate in partially filled orders until all Clients' orders have been filled. In addition, WOW's employees may use the same sub-advisers recommended to Clients.

Trades by employees should be executed in a manner consistent with our fiduciary obligations to our Clients: trades should avoid actual improprieties, as well as the appearance of impropriety. Employee trades must not be timed to precede orders placed for any Client, nor should trading activity be so excessive as to conflict with the employee's ability to fulfill daily job responsibilities. All employees are required to sign a statement acknowledging their understanding of the rules, which are designed to prevent potential compliance-related concerns and mitigate potential conflicts, on an annual basis. The Chief Compliance Officer monitors employee trading, relative to client trading, to ensure that employees do not engage in improper transactions. WOW maintains a watch list of securities that are held in Client accounts. Any proposed employee transaction involving securities on the watch list requires preclearance from the Chief Compliance Officer. The Chief Compliance Officer does not grant preclearance where it would appear that an employee's trading could disadvantage any WOW Client.

Conflicts of interest within the Family Office business are unlikely since most Family Office Client portfolio transactions and holdings are in open-ended registered investment companies (mutual funds) in which the purchase price is determined at the end of the trading day and therefore an employee would have no ability to make any impact on the price of the funds.

Finally, employees and owners may purchase interests in WAFI and/or WIGF. The General Partner is authorized to waive all or part of the Management Fee for any Investor once or on an ongoing basis in its sole discretion and may do so for employees and owners of WOW and WIM.

Brokerage Practices

Wanger OmniWealth may recommend broker-dealers to its Family Office Clients and assist Family Office Clients in establishing investment accounts through such brokers. However, WOW does not maintain authority to select the broker-dealer used to effect securities transactions or directly negotiate or otherwise control or influence the commission rates to be paid. Rather, the Family Office Client ultimately selects the broker-dealer and consents to the use of such broker-dealer by fully executing the Client Services Agreement and the paperwork required by the selected broker-dealer(s).

In recommending broker-dealers to Family Office Clients, WOW considers any research, statistical, or other information or services provided by such brokers that may enhance WOW's research and portfolio management capability generally. WOW also considers the following factors, among others: quality of customer service of the broker, quality of account statements and reporting services available, reasonableness of known commission schedule and transaction-based costs, and financial stability of the broker-dealer. Although WOW is not directly involved with the selection of brokers, WOW monitors transaction costs to ensure that Family Office Clients pay a reasonable cost in relation to the value of the research and execution attained and would contact Family Office Clients if any potential concerns are noted in this respect.

Securities transactions for the Private Funds are effected through broker-dealers selected by WOW. WOW currently uses a third-party buy side trading desk ("Trading Desk") to execute transactions for Private Fund accounts. WOW may also execute transactions through the trading desk of the prime broker of the Private Funds. As discussed below under "Directed Brokerage" Managed Accounts may designate the prime broker they wish WOW to use, but do not generally use the Trading Desk; otherwise, WOW shall select the prime broker. In choosing brokers to effect transactions, WOW considers any research, statistical, or other information or services provided by such other brokers which enhance WOW's investment research and portfolio management capability generally. WOW also considers the following factors, among others; security price attained, speed of execution, willingness of broker-dealer to commit its own capital, quality of customer service of the broker, and financial stability of the broker-dealer. WOW has the authority to negotiate a commission schedule with the broker-dealers or other trading arrangements chosen for Private Fund Clients.

The Trading Desk:

The Trading Desk is an outsourcing company that handles trading mainly for hedge funds. Outsourcing operations such as the Trading Desk function as the trading desks of hedge funds. The Trade Desk helps portfolio managers decide the most effective way to execute trades and then completes transactions by routing them to the appropriate brokerage. When a Private Fund wants to make a trade, the Trading Desk will route the transaction to its own sector specialist, who will find the brokerage offering the best price. The Private Fund then pays the brokerage commission, which is typically five or six cents a share, as well as the Trading Desk's fee of one to three cents a share, based on the Private Fund's annual trading volume.

WOW has negotiated a commission schedule with the Trading Desk, which includes a separate higher commission rate assessed when WOW wishes to generate soft dollar credits to pay for research. WOW monitors transaction costs to ensure that the Private Funds pay a reasonable cost in relation to the overall value of the research and execution attained. Despite its efforts to monitor execution and soft dollar costs to ensure that such costs remain reasonable versus the value attained, the current arrangement exposes WOW to a conflict of interest in that Private Funds will pay for research credits that reduce WOW's expenses. This could influence WOW in its decision as to whether to use the Trading Desk versus other available broker-dealer options that do not include a soft dollar arrangement. WOW is mindful of fiduciary duty owed to its Private Funds (and other Clients), which includes the duty to seek to achieve best execution on transactions, and is committed to upholding this duty. Private Fund Investors should note that using the Trading Desk results in total trading costs (i.e., the Trading Desk component, soft dollar component, and executing broker component) that may be materially higher than the industry average. In addition, by using the Trading Desk, WOW causes Private Funds to pay for costs WOW would otherwise have to pay (i.e., WOW would have to hire its own trader to determine where to route orders). However, WOW believes that both WOW and the Private

Funds benefit from the Trading Desk's robust expertise in identifying the best execution available for trades for a small boutique firm such as WOW.

The Prime Broker:

WOW settles all of its transactions through each Client's designated prime broker or its affiliates. WOW will enter trades through the prime broker to the extent that WIM reasonably believes it will receive best execution on behalf of its advisory Investors.

Soft Dollars:

WOW does not receive any soft dollar benefits from the Family Office Clients' broker-dealers.

WOW will arrange for the execution of securities transactions for Private Fund Client accounts through broker-dealers or other counterparties that WOW reasonably believes will provide best execution. In selecting a broker or dealer, WOW may consider, among other things, the factors described immediately under the "Brokerage Practices" heading. Such factors include the receipt of soft dollar items, including both proprietary and third-party research. As such, consistent with obtaining best execution, transactions for Private Fund accounts are directed to the Trading Desk in return for soft dollar items furnished by them to WOW. Please note that WOW generally will seek competitive commission rates, but will not necessarily attempt to obtain the lowest possible commission for transactions for Private Fund (and other Client) accounts and may cause the Private Funds to pay commissions higher than those charged by other broker-dealers in return for research and brokerage products and services ("soft dollar items")(commonly known in the industry as "paying up").

With regard to the payment of brokerage commissions in accordance with Section 28(e) of the Securities Exchange Act of 1934, WOW may cause an account to pay commission rates in excess of those another broker or dealer would have charged for effecting the same transaction, if WOW determines in good faith that the commission paid is reasonable in relation to the value of the brokerage and research services provided. The determination may be viewed in terms of either the particular transaction involved or the overall responsibilities of WOW with respect to the accounts over which it exercises investment discretion.

Research services received from brokers and dealers are supplemental to WOW's own research effort and, when utilized, are subject to internal analysis before being incorporated by WOW into its investment process. WOW pays cash for certain soft dollar items received from external sources. WOW also allocates brokerage for soft dollar items, which WOW could otherwise pay for itself. The expenses of WOW could be materially increased if it attempted to generate or attain soft dollar items through its own staff or by paying hard dollars for such items. To the extent that soft dollar items of value are provided by brokers or dealers, WOW is relieved of expenses which it might otherwise bear. Thus, WOW may have an incentive to select/recommend a broker-dealer or other trading arrangement based on its interest in receiving

the research or other products or services, rather than on its Private Funds' interest in receiving most favorable execution.

Soft dollar items generally will be used to service all of WOW's Clients, but in certain instances WOW may use brokerage commissions to acquire soft dollar items that do not directly benefit the Client account that generated the brokerage commissions (currently, the Private Funds that use the Trading Desk). In addition, certain Clients do not generate soft dollar credits, but benefit from soft dollar items used by WOW (currently, the Managed Accounts and some Family Office Clients that are not invested in the Private Funds). As a result, those Clients who provide WOW with complete discretion in the selection of brokers (currently, the Private Funds that use the Trading Desk) may effectively subsidize those Clients who retain discretion with respect to the purchase of soft dollar items with soft dollars. Fees paid to WOW are not reduced because it receives such items.

WOW receives a wide range of soft dollar items from brokers and dealers. These services include information on the economy, industries, groups of securities, individual companies, statistical information, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and analysis of corporate responsibility issues. Research services are received primarily in the form of written reports, computer generated services, telephone contacts and personal meetings with security analysts. In addition such services may be provided in the form of meetings arranged with corporate and industry spokespersons, economists, academicians and government representatives.

OTC Transactions:

WOW may place over-the-counter equity transactions on an agency basis. If an over-the-counter equity transaction is effected on an agency basis, Clients are charged commissions in addition to the broker's spread, which is included in the offer or bid price of the security.

Trade Allocation:

In allocating investment opportunities among Clients, it is WOW's policy that all Clients should be treated fairly over time. To the extent that WOW makes investment recommendations on the same securities to multiple Family Office Clients, WOW ensures the fair and equitable allocation of investment opportunities. Accordingly, where demand exceeds supply, WOW allocates trades pro rata based on the initial number of shares requested for each Client. WOW monitors the performance of similarly managed accounts to ensure that no particular Family Office Clients are favored over other particular Family Office Clients over time. However, due to differing investment objectives among Client accounts and differing investment strategies implemented across Client accounts, investment advice (and thus performance achieved) made may differ from Client to Client.

Currently, the Private Funds are managed by two separate portfolio managers. Managed Accounts are generally managed *pari passu* to one or more of the Private Funds.

Trade Aggregation:

WOW may aggregate orders for its Family Office Clients when appropriate and possible based on the broker/custodial arrangements selected by Family Office Clients (WOW recommends, but does not select the broker/custodian to be used by its Family Office Clients). Participating Family Office Clients receive average price for the transaction. Commission costs are assessed based on contractually agreed upon terms with the applicable broker. To the extent that a partial fill occurs, participants receive their pro rata share of the partially filled order based on their initial demand as indicated on the trade ticket. Commission costs are assessed based on contractually agreed upon terms with the applicable broker.

WOW may aggregate orders for its Private Funds and Managed Accounts when possible and when this would appear to serve the best interest of the participants. Participants receive the average price for the transaction. Commission costs are assessed based on contractually agreed upon terms with the Trading Desk or other applicable broker-dealer, and participants share such costs pro rata, subject to any minimum ticket charges that may apply, based on the number of shares/principal amount bought/sold by each participant. When partial fills occur, the trade is allocated pro rata based on the initial order instructions and participants receive the average execution price and incur their pro rata share of commission costs.

Managed Accounts have the option of directing WOW as to use a particular custodial broker. Directing brokerage could impact WOW's ability to achieve the most favorable execution on transactions, which may result in higher costs. Managed Accounts which, in whole or in part, direct WOW to use a particular broker to execute transactions for their accounts should be aware that, in so doing, they may adversely affect WOW's ability to, among other things, obtain volume discounts on bunched orders or to obtain best price and execution, and the cost of the transaction may be greater. Further, clients who direct WOW to use particular brokers may not participate in certain opportunities available to other Clients to the extent the selected broker does not offer these opportunities.

WOW generally aggregates the trades of Managed Accounts that use the same custodian broker. In cases where Managed Accounts trade *pari passu* to a Private Fund, and such accounts do not share the same custodial broker, WOW will not aggregate trades. In such instances, WOW submits the trades for execution as close as possible to simultaneously. Thus, instances will occur where similarly managed accounts achieve slightly different execution costs when trading the same security on the same day.

Directed Brokerage:

Brokerage commission rates in the US are not fixed by any authority, but are subject to negotiation. Family Office Clients that direct WOW to use a particular broker or dealer to execute all transactions are responsible for negotiating commission rates with the broker. Clients should further understand that by instructing WOW to execute all transactions through the directed broker, the Client may not necessarily obtain commission rates and execution as favorable as those that would be obtained if WOW was able to place transactions with other broker-dealers. The Client also may forego benefits that WOW may be able to obtain for its other Clients through, for example, negotiating volume discounts or block trades. Clients also may not be able to participate in initial public offerings (IPOs), private placements and other investment opportunities available to Clients who do not direct WOW to use a particular broker.

WOW does not require that Managed Accounts direct WOW to execute transactions through a specified broker dealer. WOW currently has Managed Accounts that direct it to execute their transactions through particular brokers. Because Clients may direct brokerage of their Managed Accounts, WOW may be unable to aggregate orders which in some instances would benefit Clients, as described under the “Trade Aggregation” section, above.

Cross Trades and Principal Trades:

WOW does not currently engage in principal transactions with its Clients. In addition, WOW does not currently recommend agency cross transactions or otherwise recommend cross trades between advisory Client accounts.

WOW may recommend that Family Office 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 Client assets and to effect trades for Client accounts. WOW is independently owned and operated and not affiliated with Schwab. However, Schwab may provide WOW with access to its institutional trading and custody services, which are typically not available to Schwab retail customers. These services generally are available to independent investment advisers on an unsolicited basis, at no charge so long as a total of at least \$10 million of WOW’s Family Office Clients’ assets are maintained in accounts at Schwab Institutional. There is no other contingency upon WOW to commit to Schwab any specific amount of business (for example, trading volume). Schwab’s services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For WOW’s Client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab may make available to WOW other products and services that benefit WOW but may not directly benefit its Family Office Clients. Some of these other products and services assist WOW in managing and administering Client accounts. This includes software and other technology that provide access to Client account data (such as trade confirmations and account statements) and facilitate trade execution; access to research materials, pricing information and other market data; facilitation of the payment of advisory fees directly from Client accounts; and assistance with back-office, recordkeeping, and Client reporting functions. Many of these services generally may be used to service all or a substantial number of WOW's accounts, including accounts not maintained at Schwab Institutional.

Schwab Institutional may also make available to WOW other services intended to help WOW manage and further develop its business enterprise. These services may include consulting, publications, and conferences covering practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to WOW by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to WOW.

While as a fiduciary, WOW endeavors to act in its Family Office Clients' best interests, WOW's recommendation that Family Office Clients maintain their assets in accounts at Schwab may be based in part on the benefit to WOW of the availability of some of the foregoing products and services and not solely on the nature, cost, or quality of custody and brokerage services provided by Schwab. This may create a potential conflict of interest.

WOW or its affiliates may compensate unaffiliated third parties for referring advisory clients and/or private fund Investors. WOW or its affiliates may pay the unaffiliated third parties a fee equal to a percentage of the funded subscription amount or opening account balance that would be paid out of upfront fees paid to WOW or its affiliates by the Family Office Clients or Investors. These are marketing fees that would all be paid on to the unaffiliated third parties. WOW or its affiliates may also pay unaffiliated third parties a fee equal to a percentage of the referred Investor's capital account balance or Client's account balance per annum that would be paid out of servicing fees paid to WOW or its affiliates on a quarterly basis by the Investors or Family Office Clients. These fees are compensation to the unaffiliated third parties for ongoing client service and also represent trailing referral fees. Where upfront fees and service fees apply, the Investors and Family Office Clients will directly bear these costs. Referral arrangements involving separately managed account advisory Clients, in whole or in part, are to conform to Rule 206(4)-3 under the Investment Advisers Act of 1940.

Review of Accounts

Approximately three senior professionals are assigned to each group of approximately 30 Family Office Clients (each Family Office Client averages approximately 5 accounts). Detailed reviews take place at least quarterly and include, among other things, a review of the asset allocation of the Family Office Client and the performance of the underlying investment managers (and securities, as applicable) selected for each Family Office Client. Reviews may occur more frequently as a result of additions, withdrawals, individual manager issues, or other factors impacting Family Office Client accounts. Reviewers are instructed to frequently evaluate the appropriateness of the asset allocation and investment manager complement (and the selected securities, as applicable) based on, among other things, the investment objectives, risk tolerance, and time horizon of the Family Office Client. Account reviewers include Mr. Don Scott, CEO; and Ms. Suzanne Carrier Campion, Senior Relationship Manager.

All Family Office Clients are provided with written account reports on a periodic basis. Most Family Office Clients elect to receive reports on a monthly basis. Reports are mailed or emailed as well as posted on their personal WOW website. Family Office Clients should compare the information that appears on any reports or account statements generated by WOW with the information appearing on account statements received directly from custodians.

Private Fund and Managed Account Client portfolios are reviewed on a continuous and ongoing basis with respect to positions held, risk exposure, and other relevant factors as determined by the President/CEO/CCO and other designated investment personnel. These personnel monitor Private Fund and Managed Account Client portfolios to, among other things, detect and prevent strategy drift, to ensure that the risk assumed in the portfolio is in line with risk factors described in the Private Fund offering documents or otherwise agreed upon with Managed Accounts, to monitor and control position sizes, to monitor and control portfolio liquidity, to monitor and adjust long/short positions, to monitor and control the level of portfolio correlation to major indexes, to monitor and control the amount of leverage used in Private Fund and Managed Account Client portfolios, and to monitor and control the investment quality of positions (as judged by the portfolio manager.)

Investors in the Private Funds receive annual audited financial statements and quarterly newsletters that include general market information and information specific to the Private Funds. Investors also receive capital account statements quarterly and an annual K1.

Managed Accounts receive reports including, among other things, monthly custodian statements and WOW's quarterly newsletter.

Client Referrals and Other Compensation

WOW or its affiliates may compensate unaffiliated third parties for referring advisory clients and/or private fund or managed account Investors. WOW or its affiliates may pay the unaffiliated third parties a fee equal to a percentage of the funded subscription amount or opening account balance that would be paid out of upfront fees paid to WOW or its affiliates by the clients or investors. These are marketing fees that would all be paid on to the unaffiliated third parties. WOW or its affiliates may also pay unaffiliated third parties a fee equal to a percentage of the referred investor's capital account balance or client's account balance per annum that would be paid out of servicing fees paid to WOW or its affiliates on a quarterly basis by the investors or clients. These fees are compensation to the unaffiliated third parties for ongoing client service and also represent trailing referral fees. Where upfront fees and service fees apply, the investors and clients will directly bear these costs. For Private Funds that pay a performance based fee (WOW will only charge performance based fees to "qualified clients", as defined in the Advisers Act"), WOW and its affiliates may pay unaffiliated third parties a percentage of the performance fees collected from the Investor or Managed Account. The performance based fee paid to the unaffiliated third parties will not increase the performance based fee paid by the Private Fund Investor or Managed Account. Referral arrangements involving separately managed account advisory clients, in whole or in part, are to conform to Rule 206(4)-3 under the Investment Advisers Act of 1940.

Custody

All clients' accounts are held in custody by unaffiliated broker/dealers, but WOW can access many clients' accounts through its ability to debit advisory fees.

Clients have online access to account data on an ongoing basis and receive comprehensive performance reports from WOW on a monthly basis. In addition, Clients receive monthly or quarterly account statements directly from their custodian(s). Clients also receive quarterly investment manager reports generated from a third-party investment consultant retained by WOW. Clients will generally receive separate financial statements of their investments related to hedge funds, private equity funds and other unaffiliated partnerships from third party managers with respect to those specific investments. Finally, Clients may receive proprietary account statements or other reports directly from the investment managers selected by WOW. Clients should review these statements and should compare these statements to any account information provided by WOW and the statements provided by custodians.

Each WOW Alternative Fixed Income Fund, LP (the "Partnership") Investor will receive: (i) annual audited financial statements, (ii) a quarterly internally prepared statement of the Investor's Capital Account, and copies of such Investor's Schedule K-1 to the Partnership tax returns. WOW controls the General Partner of "the partnership"; therefore, WOW has control over the funds and assets invested in WAFI.

A Voting Trust, of which Irene Moy is trustee, controls the General Partner to each of WIGF, WHIP and WAFI, through WIM's majority ownership stake in WOW, and thus maintains control over the Private Funds, including the ability to access the assets of the Private Funds. Since WIM or the Voting Trust owns or controls the General Partners of the Private Funds, they have full access to the Private Funds' holdings, including cash and securities. Neither the Voting Trust nor WIM nor WOW have the authority to direct debit fees from Managed Accounts and in this sense does not have custody with respect to the Managed Accounts. WOW obtains approval of invoices for fees to Managed Accounts, which are then typically paid by check directly by the Managed Accounts. All Private Fund and Managed Account assets are held in custody by unaffiliated broker-dealers

WOW sends capital account balance statements directly to the Private Fund Investors on a periodic basis. In addition, each of WIGF and WAFI are audited by an independent auditor and financial statements for WIGF and WAFI are distributed directly to the Private Funds' Investors. Managed Accounts receive account statements directly from their custodians on a quarterly basis. Managed Accounts and Private Fund Investors should carefully review all statements they receive including, as applicable, audited financial statements, capital account balance statements, and/or custodial statements.

Investment Discretion

WOW shall have the authority to determine the securities to be bought or sold and the amount of securities bought and sold by its Clients. Currently, WOW recommends mutual funds and may recommend alternative investments as described previously in greater detail. In addition, WOW recommends sub-advisers to manage portions of Client accounts. WOW has the contractual authority, as stated in the Client Services Agreement and Full Discretionary Trading Authorization, to recommend other types of securities, including individual stocks and bonds, but recommendation of individual securities is not expected to represent a significant aspect of WOW's business.

Clients can place reasonable restrictions on WOW's investment discretion. For example, some clients may ask WOW not to buy securities issued by companies in certain industries, or not to sell certain securities where the client has a particularly low tax basis.

WOW shall also have the authority to determine the securities to be bought or sold and the amounts of securities bought and sold by its Private Fund and Managed Account Clients. For the Private Funds, securities transactions are effected through broker-dealers selected by WOW, which has the authority to negotiate a commission schedule with the brokers chosen for Clients. For Managed Accounts, WOW may have full power and authority to direct the broker(s) or dealer(s) used to execute transactions; however, Managed Account Clients may direct WIM to utilize a particular broker or dealer to execute some or all transactions for their accounts.

Voting Client Securities

Wanger OmniWealth recommends mutual funds and sub-advisers and may recommend to certain Family Office Clients investments in private investment funds, including private equity funds and hedge funds, and investments in LLCs and LPs organized to invest in various types of assets. While WOW reserves the right to recommend individuals equity and fixed income securities, WOW does not vote proxies on behalf of its Family Office Clients. Any domestic proxies received by WOW are forwarded immediately to the beneficial owner of the securities. Otherwise, Family Office Clients will receive proxies directly from their custodian or transfer agent.

With respect to the Private Funds, WOW has adopted proxy voting and class action policies and procedures designed to ensure that it votes proxies or takes action with respect to class action lawsuits in the best interest of the Private Funds and that it makes available to Investors of the Private Funds information about how proxies have been voted. The policies and procedures include the requirement to detect and mitigate any potential conflicts of interest relating to proxy voting and class actions.

The Portfolio Manager has primary responsibility for monitoring, overseeing and voting the proxies associated with positions held by the Private Funds. As a general rule, the Portfolio Manager will vote each proxy with firm management unless upon review he strongly disagrees with management's position or WOW has identified a conflict of interest that must be mitigated.

WOW does not retain responsibility to vote proxies for positions held by Managed Accounts. Arrangements will be made upon opening these Managed Accounts to ensure that proxies will be mailed directly to the account holder. In the event that proxies associated with Managed Accounts are sent to WOW, they will be forwarded on to the actual account holder and WOW will contact the custodian to reiterate the fact that the custodian should forward proxy materials

Clients may contact WOW directly with any questions relating to their proxies. Clients may obtain a copy of WOW's Proxy Voting Policies and Procedures by contacting WOW by telephone at 312-245-8000.

Financial Information

Wanger OmniWealth has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.