

## **Item 1 – Cover Page: Firm Brochure (Part 2A of Form ADV)**



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This Brochure provides information about the qualifications and business practices of WBI Investments, Inc. (WBI). If you have any questions about the contents of this Brochure, please contact us at (732) 842-4920. 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. WBI is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information you can use to help you determine whether or not to hire or retain an Adviser. Additional information about WBI is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Clients and prospective clients can search this site by using the name WBI Investments, Inc., or by an identification number known as a CRD number. The CRD number for WBI is 106336. The SEC's website also provides information about any persons affiliated with WBI who are registered, or are required to be registered, as investment adviser representatives of WBI.



## Item 2 – Material Changes

This item contains a summary of material changes that have occurred since the last annual update of the WBI Form ADV (or Brochure) in 2013. This summary of material changes is designed to make clients aware of information that has changed since the Brochure's last annual update and that may be important to them. The material changes summarized below have been incorporated into the Brochure.

### October 2014 Update

This Brochure has been updated to reflect the effective registration and launch of WBI's Affiliated ETFs, the WBI Shares ETFs.

### June 2014 Update

This Brochure has been updated to explain that WBI is in the process of implementing the SMA<sup>ETF</sup> Strategy, which gives clients the option to access WBI's investment process through portfolios that invest primarily in actively managed exchange traded funds (Affiliated ETFs). The updates to the Brochure provide important information about the fees charged in connection with investments in Affiliated ETFs and certain other conflicts of interest associated with investing in the Affiliated ETFs through separately managed accounts. WBI will have an inherent conflict of interest in investing in or recommending the Affiliated ETFs to clients for the following reasons:

- WBI and its affiliates receive management fees from the Affiliated ETFs. To avoid receiving two layers of management fees in those situations where clients invest in the Affiliated ETFs through SMA and Platform accounts, WBI will either: (i) waive the management fee charged at the account level; or (ii) credit the portion of the management fees paid by the Affiliated ETFs to WBI and its affiliates with respect to an account's investments in Affiliated ETFs against the account-level advisory fees the particular SMA or Platform account owes WBI. Please refer to Item 5 (Fees and Compensation) of the Brochure for more information.
- Millington will receive brokerage commissions and other compensation (including payment for order flow) for transactions effected on behalf of the Affiliated ETFs. Any trades that WBI places through Millington will be subject to WBI's duty of best execution and applicable law. Please refer to Item 12 (Brokerage Practices) of the Brochure for more information.

A registration statement relating to the Affiliated ETFs has been filed with the Securities and Exchange Commission (SEC), but it is not yet effective. The Affiliated ETFs will not be sold until the registration statement becomes effective. WBI expects to update its Brochure to provide additional information about the Affiliated ETFs once the registration statement becomes effective.

### March 2014 Update

Since our most recent annual Form ADV update filed March 2013, we have amended this brochure to describe our relationship with Millington Securities, Inc. (Millington), which is an affiliate of WBI and a wholly-owned subsidiary of WBI Trading, Inc. Millington is dually registered as a broker-dealer and investment adviser firm. Information about Millington is provided in response to Item 10 (Other Financial Industry Activities and Affiliations) and Item 12 (Brokerage Practices).



Client should be aware that WBI will execute trades for their advisory accounts through Millington, to the extent consistent with WBI's obligation to seek best execution. In addition, Millington employs certain persons as registered representatives who are also related persons of the Adviser. Millington and these individuals may receive compensation based on commissions and rebates for orders WBI places on behalf of advisory clients with Millington. This compensation will include Payment For Order Flow ("PFOF"), which is compensation that Millington receives for providing liquidity to certain market centers (e.g. registered securities exchanges, electronic communications networks) from WBI customer orders that are routed to these market centers. While using Millington for order execution may present a potential conflict of interest, WBI's first consideration in order placement is always price improvement and "best execution" and any orders placed with Millington are done so consistent with WBI's duty to seek best execution.

Any PFOF or other transaction-based compensation earned by Millington in connection with transactions in WBI investment advisory accounts is in addition to the investment advisory fees that clients pay to WBI. WBI does not offset or reduce its investment advisory fees by the amount of compensation Millington receives from transactions in advisory accounts. Typically Millington does not charge commission for transactions in WBI investment advisory accounts, however, Millington will receive indirect compensation in the form of PFOF. Based on its affiliation with Millington, WBI has a financial incentive to direct trades to Millington as opposed to unaffiliated broker-dealers for trade execution. In order to mitigate this conflict of interest, WBI has adopted and implemented policies and procedures regarding selection of broker-dealers in accordance with its best execution obligations. In addition, WBI monitors client transactions to ensure the effectiveness of its best execution procedures.



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## **Item 4 – WBI Investments Advisory Business Information**

WBI Investments Inc. (referred to throughout this brochure as WBI), is a corporation formed under the laws of the State of New Jersey. This brochure provides clients and prospective clients with information regarding WBI and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of WBI.

### **Principal Owner**

Don Schreiber, Jr., is founder and principal owner of WBI Investments, Inc., and serves as the CEO of the firm.

### **Other Executive Officers**

Matthew Schreiber is President and has a minority equity interest in the firm.

Gary E. Stroik is Senior Compliance Officer, Vice President and Chief Investment Officer for WBI and has a minority equity interest in the firm.

Robert Confessore is Vice President and has a minority equity interest in the firm.

### **Firm History**

WBI was originally founded in 1984 as Wealth Builders, Inc. to be a leader in providing value-added financial advisory and business planning services to individuals and institutions. Its goal was to provide clients with the highest level of financial advice and service possible.

In 1992, WBI (then known as Wealth Builders) introduced its initial group of proprietary portfolio strategies designed to pursue consistent, reliable returns with substantially less risk than traditional approaches. In 1997, Wealth Builders began offering its investment management to unaffiliated advisors, and initiated the development of its wholesale institutional distribution program.

In February 2006 the company began offering the investment management services of its wholesale institutional distribution operations under the “Doing Business As” (DBA) name WBI Investments™. The company continued to offer retail financial planning and wealth management services as Wealth Builders, Inc. In June 2009 Wealth Builders, Inc. formally changed its name to WBI Investments, Inc., and in January 2010 WBI Investments spun off its retail financial planning and wealth management services into a separate affiliated entity: Hartshorne Group, Inc., with WBI Investments™ continuing its existing discretionary investment management operations.

Today, WBI Investments, Inc. (WBI) continues to operate as an independent, privately owned investment management firm that provides fee-only discretionary investment management to individuals, pension and profit sharing plans, charitable organizations, corporations, mutual funds, and other entities.

### **Client Assets Under Management**

As of October 31, 2014, WBI managed approximately \$3,171,651,000 on a discretionary basis, and no assets on a non-discretionary basis.

### **Advisory Services**

WBI offers fee-only investment management services. Clients access WBI’s investment management services in several ways:





### **Solicited or Sub-Advised Separately Managed Accounts (SMA)**

WBI provides investment management services to clients facilitated by unaffiliated independent investment advisers contractually engaged by WBI (collectively referred to as “Introducing Advisors”). WBI may also act as sub-adviser to an unaffiliated independent investment adviser. Under these arrangements, each account is held at an unaffiliated brokerage firm or custodian, and is registered to the person, persons, or other entity listed on that firm’s new account forms. All securities are owned directly by the account’s registered owner or owners. WBI directs the investment of the securities in the account under a limited power of attorney granted to WBI by the client in the Investment Management Agreement (IMA). WBI is compensated by the investment management fee as detailed in the IMA. Clients of Hartshorne Group, an affiliated company, are also typically managed in this way.

The primary contact for matters concerning WBI SMA accounts is the referring Introducing Advisor.

### **Sponsored Investment Management Platforms or Investment Wrap Programs (Platform)**

Clients may also gain access to WBI investment management services through programs or investment platforms sponsored by unaffiliated investment advisers and/or broker-dealers. These programs may be wrap-fee programs, lists of available investment managers, or general asset allocation programs. Through these programs or platforms, clients must establish an account directly with the program sponsor. WBI is then available to clients for selection as an independent money manager. Many of the terms and conditions of these programs are determined by the program sponsor.

### **Mutual Funds**

WBI currently serves as the investment manager for four mutual funds: the WBI Absolute Return Balanced Fund, the WBI Absolute Return Balanced Plus Fund, the WBI Absolute Return Dividend Income Fund and the WBI Absolute Return Dividend Growth Fund.

### **Exchange Traded Funds**

WBI serves as the investment sub-adviser for actively managed exchange traded funds (Affiliated ETFs). However clients choose to access our services, our investment philosophy remains the same. WBI builds portfolios with the goal of providing the investment outcome clients require at the level of risk they are willing to assume. While many investment managers attempt to perform well relative to a fluctuating market index or benchmark, WBI’s risk-managed investment approach attempts to provide consistent, attractive returns with substantially less volatility and risk to capital than traditional approaches, whatever market conditions may be. We call this an absolute return approach to investment management.

### **Types of Investments**

WBI’s focus on value, dividends, and risk management has become fundamental to our investment process; however, investments may come from any asset class and/or global investment market in an attempt to produce the desired outcome. It is our experience that opportunities, challenges, and investment conditions are continually evolving. Therefore, we believe a responsive method of investing is more important than any particular investment. Leverage and shorting are not typically part of the investment strategy other than through the occasional use of exchange traded funds (ETFs) that employ such strategies, and are generally not a significant part of portfolio allocations.

The allocation of investment management assets is done on a discretionary basis, in accordance with the investment objectives of the client. The various investment alternatives used may include: individual debt and equity securities (both corporate and government issued), mutual fund classes, mutual fund asset allocation



programs, certificates of deposit, affiliated and unaffiliated ETFs, exchange traded notes (ETNs), structured notes, options contracts on securities, or other investment assets not listed here.

Certain of these investment assets may have limited liquidity or marketability, or be subject to early surrender penalties, trading restrictions, redemption restrictions and/or fees, or mandatory holding period requirements. To the extent a client attempts to sell investments that have limited liquidity or marketability as a result of closing the client's account with WBI, or otherwise, the client may have difficulty selling the investments at a time most desirable to the client.

### **WBI Separately Managed Accounts (SMA)**

WBI provides investment management services to clients facilitated by unaffiliated independent investment advisers contractually engaged by WBI (collectively referred to as "Introducing Advisors") and to clients of Hartshorne Group, an affiliated company. Referred clients may engage WBI to design an investment portfolio and provide ongoing corresponding investment management services on a fee-only basis. Typically this service is structured so that WBI will serve as the sole investment adviser to the account. However, WBI may act as sub-adviser to an unaffiliated independent investment adviser.

### **Tailoring Advisory Services to Individual Needs of Clients**

The investment strategy and management program will be based on each client's unique and individual investment needs, as expressed in the Confidential Client Questionnaire and portfolio strategy selection or selections. Prior to introducing a prospective client to WBI, the Introducing Advisor collects financial and demographic information, and assists clients in identifying their financial objectives by filling out WBI's Confidential Client Questionnaire. The Introducing Advisor will describe the investment programs available from WBI that may be most beneficial and appropriate given the client's objectives in light of the client's responses. The Introducing Advisor will then forward the Confidential Client Questionnaire and all associated paperwork to WBI. WBI will conduct a final review of the client's selection to assess whether it is appropriate given the client's stated risk tolerance and objectives. WBI is expressly authorized to rely on the information provided in the Confidential Client Questionnaire without further verification. The client will notify WBI of material changes in financial circumstances or investment goals that warrant changes to the portfolio strategy selected for an account.

Although the investment portfolios offered via SMA are designed to meet the objectives of general investment strategies (i.e. aggressive versus conservative strategies), clients have the ability to impose reasonable restrictions on the accounts we manage.

Prior to WBI providing investment management services, the client will be required to enter into a formal Investment Management Agreement with WBI setting forth the terms and conditions under which WBI will manage the client's assets, and a separate custodial/clearing agreement with the broker-dealer/custodian. Both WBI's Investment Management Agreement and the broker-dealer/custodian's custodial/clearing agreement authorizes the broker-dealer/custodian to accept instructions from WBI to debit the account for the amount of WBI's investment management fee and to directly remit that management fee to WBI. The authority for WBI to calculate and have fees deducted directly from client accounts is a form of custody (as defined by the SEC under Rule 206(4)-2 of the Investment Advisers Act of 1940). Please read Item 15 of this Brochure for more information regarding Custody.

WBI will allocate investment management assets of its client accounts, on a discretionary basis, among one or more of its proprietary investment management portfolio strategies: Balanced, Balanced Plus,



Dividend Growth & Income, Dividend Growth, and ETF Plus. Clients have the option to access these strategies through portfolios that invest directly in individual securities as part of our WBI SMA <sup>ORD</sup> Program or through portfolios that implement our proprietary portfolio strategies primarily in WBI's Affiliated ETFs as part of our WBI SMA <sup>ETF</sup> program. (For some existing HG accounts only, WBI may also direct the allocation of investment subdivisions which comprise a variable annuity/life product owned by the client). Additional details and disclosures regarding WBI's investment management portfolio strategies are provided to clients via separate documentation prior to or at the time a portfolio strategy is determined. WBI's proprietary portfolio strategies have been designed to comply with the provisions set forth under Rule 3a-4 of the Investment Company Act of 1940. Rule 3a-4 provides similarly managed investment programs, such as WBI's strategic allocation program, with a non-exclusive safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following disclosure is specifically applicable to WBI's management of client assets:

1. *Initial Interview* – at the opening of the account, WBI, through the client's Introducing Advisor, shall obtain from the client information sufficient to determine the client's financial situation and investment objectives;
2. *Individual Treatment* - the client's account is managed on the basis of the client's financial situation and investment objectives;
3. *Quarterly Notice* – at least quarterly WBI, through the client's Introducing Advisor, shall notify the client to advise WBI whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the client's account;
4. *Annual Contact* – at least annually, WBI, through the client's Introducing Advisor, shall contact the client to determine whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the client's account.
5. *Consultation Available* – WBI and the client's Introducing Advisor shall be reasonably available to consult with the client relative to the status of a client's account;
6. *Quarterly Statement* – the client shall be provided with a statement, at least quarterly, that is prepared by the account custodian and delivered to the client directly from the custodian. That statement will contain a description of all activity in the client's account during the preceding period. The client will also receive a quarterly performance report from WBI. All clients are responsible, and therefore urged by WBI, to compare performance reports received from WBI against the account statements prepared and delivered by the custodian;
7. *Ability to Impose Restrictions* – the client will have the ability to impose reasonable restrictions on the management of his/her/its account, including the ability to instruct WBI not to purchase certain specific securities, mutual funds or ETFs. Restrictions on the underlying securities held in mutual funds and ETFs will not be considered reasonable and will not be accepted. Imposing account restrictions may adversely affect account performance as compared with other unrestricted accounts managed in accordance with the same strategy;



*8. No Pooling* – the client's beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the client's account;

*9. Separate Account* - a separate account is maintained for the client with the custodian; and

*10. Ownership* – each client retains indicia of ownership of the account (e. g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

In order to access WBI's investment management services through an SMA, clients must generally establish accounts at a qualified custodian approved for that purpose by WBI. Factors WBI considers in recommending any particular broker-dealer/custodian to clients include that particular broker-dealer/custodian's respective financial strength, reputation, execution, pricing, reporting, research, and service. The ability to effectively integrate operations and trading processes with those used by WBI is also a consideration. A list of qualified custodians currently approved by WBI for a managed SMA is available on request. Certain broker-dealers/custodians may enable WBI to obtain many no-load mutual funds without transaction charges and other no-load and load waived funds at nominal transaction charges. The commission and/or transaction fees charged by any particular broker-dealer/custodian may be higher or lower than those charged by other broker-dealers. Please read Item 12 of this Brochure for more information regarding our brokerage arrangements.

In addition, for those clients that require an enhanced and/or specialized level of asset management services, WBI may also recommend that those clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment managers and/or investment programs (the "Independent Managers"), based upon the stated investment objectives of the client. The terms and conditions under which the client shall engage the Independent Managers will be set forth in separate written agreements between the client and WBI and the client and the designated Independent Managers. WBI will continue to render non-investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives, for which WBI will receive an annual advisory fee which is based upon a percentage of the market value of the assets being managed by the designated Independent Managers. Factors which WBI will consider in recommending Independent Managers include the client's stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fees charged by the designated Independent Managers, together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, are exclusive of, and in addition to, WBI's ongoing investment advisory fee.

In performing its services, WBI shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely on the information provided. The client is free to accept or reject any recommendation made by WBI. It remains the client's responsibility to promptly notify WBI if there is ever any change in the client's financial situation or investment objectives for the purpose of reviewing, evaluating, or revising WBI's previous recommendations and/or services. A copy of this Brochure will be provided to each client before, or at the same time, the Investment Management Agreement is executed. WBI's clients are advised to promptly notify WBI if there are ever any changes in their financial situation or investment objectives, or if they wish to impose any reasonable restrictions upon WBI's management services.



## **Sponsored Investment Management Platforms**

WBI provides its investment advisory services to clients through programs sponsored by unaffiliated investment advisers and/or broker-dealers. These programs may be wrap-fee programs or general asset allocation programs. Through these programs, WBI will be available to clients for selection as an independent money manager.

Clients must establish an account directly with the program sponsor. All applicable contracts and account paperwork will be completed by the client with the assistance of the program sponsor representative. The program sponsor representative will obtain the necessary financial data from the client, assist the client in determining suitability, and help the client to set the appropriate investment objectives. The program sponsor will then provide all necessary information to WBI. The program sponsor representative will meet periodically to review the client's financial situation, investment objectives, and current portfolios and then make any necessary changes to the WBI portfolio strategy selection, and notify WBI of any changes to be made. A representative of the program sponsor will be responsible for providing the WBI disclosure brochure. Depending on the money manager program, a WBI client agreement will also be provided to the client.

WBI will have the power and authority, as granted by the client through the program sponsor contract, to make investment decisions over the portion of the client's assets delegated to WBI. However, WBI may not be responsible for executing transactions in the client's account. In those cases, WBI will provide all trade instructions to the sponsor of the program who will be responsible for executing the recommendations of WBI.

Accounts established through a program sponsored by an unaffiliated investment adviser and/or broker-dealer will be held and cleared through a broker-dealer selected by the program sponsor, pursuant to a relationship between the sponsor and the clearing broker-dealer. The program sponsor reserves the right to designate alternative clearing and custody arrangements similar to those of its preferred clearing broker-dealer. Custody of funds and securities is maintained by the various clearing firms, not by WBI.

As is the case with SMA accounts, clients accessing WBI through a Platform have the ability to impose reasonable restrictions on their accounts.

## **Mutual Funds**

WBI provides investment advice and management services to the WBI Absolute Return Balanced Fund, the WBI Absolute Return Balanced Plus Fund, the WBI Absolute Return Dividend Income Fund and the WBI Absolute Return Dividend Growth Fund (the "Funds") which are mutual funds registered under the Investment Company Act of 1940. The Funds are a series of Professionally Managed Portfolios structured under Advisors Series Trust (the "Trust"). The Trust administrator, transfer agent and fund accountant is U.S. Bancorp Fund Services, LLC, which acts as the service provider to the Funds. The distributor of the Funds is Quasar Distributors, LLC, an affiliate of U.S. Bancorp Fund Services.

U.S. Bancorp Fund Services and Quasar are not related entities or affiliated with WBI or Hartshorne Group, Inc. However, some of WBI's employees have been hired to wholesale the Funds to financial professionals, such as registered representatives of broker-dealers and investment adviser representatives of unaffiliated investment advisory firms. In order to wholesale and help distribute the Funds, WBI's employees engaging in Fund distribution services are licensed as registered representatives of Quasar Distributors, LLC, a registered broker-dealer with the SEC and member FINRA/SIPC. These employees are not compensated by Quasar or US Bancorp.



Although WBI is not technically the Funds' administrator and WBI is not affiliated with the Trust, WBI has an incentive and inherent conflict of interest to recommend and favor the Funds for the following reasons:

- WBI's officers and owners are personally responsible for the formation (including covering a significant portion of the start-up costs) of the Funds.
- WBI is the investment adviser to the Funds and receives a management fee for its services. Please refer to Item 5 of this Brochure for a description of WBI's fees. Increases in Fund assets will result in increases in the management fee paid to WBI.

WBI furnishes the Funds with certain administrative services and provides most of the personnel needed to fulfill WBI's obligations as the investment adviser.

The Funds are mutual funds domiciled in the United States. WBI maintains limited power of attorney to act on a discretionary basis when managing the Funds. WBI is responsible for investment selection, asset allocation, and all asset management decisions regarding the Funds. Fund assets are deposited and held at U.S. Bank National Association, the qualified custodian of Fund assets and securities.

WBI manages the Funds in accordance with their stated investment objectives and investment policies which are outlined and detailed in the WBI Funds Prospectus. All investors in the Funds will receive or have available a copy of the prospectus.

- The *WBI Absolute Return Balance Fund's* investment objectives are to seek current income and long-term capital appreciation, while also seeking to protect principal during unfavorable market conditions.
- The *WBI Absolute Return Balance Plus Fund's* investment objectives are to seek current income and long-term capital appreciation, while also seeking to protect principal during unfavorable market conditions.
- The *WBI Absolute Return Dividend Income Fund's* investment objectives are to seek long-term capital appreciation and current income.
- The *WBI Absolute Return Dividend Growth Fund's* investment objectives are to seek long-term capital appreciation and current income.

Shareholders are advised to review the Funds' prospectus for a complete description of the Funds' investment objectives, policies and operational structure.

WBI does not purchase WBI Funds in SMA or Platform accounts.

## Exchange Traded Funds

Millington Securities, Inc. (Millington), which is an affiliate of WBI, serves as investment adviser to a series of ten actively managed ETFs registered under the Investment Company Act of 1940. The Affiliated ETFs are a series of Professionally Managed Portfolios structured under Advisors Series Trust (the "Trust"). The Trust administrator, transfer agent and fund accountant is U.S. Bancorp Fund Services, LLC, which acts as the service provider to the Affiliated ETFs. The distributor of the Affiliated ETFs is Foreside Fund Distributors, LLC.

Millington has selected WBI to act as sub-adviser to each Affiliated ETF and to be responsible for the day-to-day investment management of each Affiliated ETF. WBI therefore furnishes the ETFs with certain administrative services and provides most of the personnel needed to fulfill WBI's obligations as the investment sub-adviser.





The Affiliated ETFs are domiciled in the United States. WBI is responsible for investment selection, asset allocation, and all asset management decisions regarding the Affiliated ETFs. Affiliated ETF assets are deposited and held at U.S. Bank National Association, the qualified custodian of Affiliated ETF assets and securities

WBI will manage the Affiliated ETFs in accordance with their stated investment objectives and investment policies which are outlined and detailed in the prospectus for the Affiliated ETFs. Clients are advised to review the Affiliated ETF prospectus for a complete description of the Affiliated ETFs' investment objectives, policies and operational structures.

WBI has an inherent conflict of interest in investing in or recommending the Affiliated ETFs to clients for the following reasons:

- WBI and its affiliates receive management fees from the Affiliated ETFs. To avoid receiving two layers of management fees in those situations where clients invest in the Affiliated ETFs through SMA and Platform accounts, WBI will either: (i) waive the management fee charged at the account level; or (ii) credit the portion of the management fees paid by the Affiliated ETFs to WBI and its affiliates with respect to an account's investments in Affiliated ETFs against the account-level advisory fees the particular SMA or Platform account owes WBI. Please refer to Item 5 (Fees and Compensation) of the Brochure for more information.
- Millington receives brokerage commissions and other compensation (including payment for order flow) for transactions effected on behalf of the Affiliated ETFs. Any trades that WBI places through Millington will be subject to WBI's duty of best execution and applicable law. Please refer to Item 12 (Brokerage Practices) of the Brochure for more information.

## **ERISA Fiduciary Status**

WBI is a covered service provider under the U.S. Department of Labor ("DOL") Rule 408(b)(2) and is registered as an investment adviser under the Investment Advisers Act of 1940. WBI will disclose, to the extent required by the Employee Retirement Income Security Act of 1974 ("ERISA") Regulation Section 2550.408b-2(c), to Client any change to the information in the Agreement required to be disclosed by WBI under ERISA Regulation Section 2550.408b-2(c)(1)(iv) as soon as practicable, but no later than sixty (60) days from the date on which WBI is informed of the change (unless such disclosure is precluded due to extraordinary circumstances beyond WBI's control, in which case the information will be disclosed as soon as practicable).

In accordance with ERISA Regulation Section 2550.408b-2(c)(vi)(A), WBI will disclose within thirty (30) days following receipt of a written request from the responsible plan fiduciary or Plan Administrator (unless such disclosure is precluded due to extraordinary circumstances beyond WBI's control, in which case the information will be disclosed as soon as practicable) all information related to the Agreement and any compensation or fees received in connection with the Agreement that is required for the Plan to comply with the reporting and disclosure requirements of Title 1 of ERISA and the regulations, forms and schedules issued thereunder.

If WBI makes an unintentional error or omission in disclosing the information required under ERISA Regulation Section 2550.408b-2(c)(1)(iv) or (vi), WBI will disclose to Client the correct information as soon as practicable, but no later than thirty (30) days from the date on which Advisor learns of such error or omission.

WBI hereby acknowledges that it is a fiduciary, as defined by ERISA section 3(38), with respect to its selection of securities in Plan participant accounts.



## Item 5 – Fees and Compensation

### WBI Investment Management Fees

The amount, calculation, and method of deducting WBI's management fees varies depending on the method the client uses to access WBI's investment management services. Brokerage commissions and/or transaction ticket fees charged by the custodian will be billed directly to the client. WBI does not receive any portion of commissions or fees charged by the account custodian. In addition, clients may incur certain charges imposed by third parties other than WBI in connection with investments made through the account, including but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges, variable annuity fees and surrender charges, and IRA and qualified retirement plan fees. Management fees charged by WBI are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to clients. A description of these fees and expenses are available in each investment company security's prospectus.

In the event the management of an account is terminated, a pro-rated refund for any unexpired portion of a period for which the account has been billed is refunded to the client's account.

An unaffiliated broker-dealer employs certain WBI supervised persons as registered representatives, and these individuals may receive compensation based on commissions and rebates for orders placed by WBI with that broker-dealer. This includes payment for order flow or compensation that the broker-dealer receives for providing liquidity to certain market centers (e.g. registered securities exchanges, electronic communications networks) in the form of WBI orders that are routed to these market centers. While using this broker-dealer for order execution may present a potential conflict of interest, WBI's first consideration in order placement is always price improvement and "best execution." As such, its primary purpose for placing any orders with this broker-dealer is to secure a better execution than it may otherwise receive. Part of the compensation received by these individuals may be directed to WBI to enhance the efficiency of its trading systems and to provide other improvements that will benefit WBI clients. See Item 12 (Brokerage Services) for additional information.

Payment for order flow is any monetary payment, service, property, or other benefit that results in remuneration, compensation, or consideration to a broker or dealer from any broker or dealer, national securities exchange, registered securities association, or exchange member in return for the routing of customer orders by such broker or dealer to any broker dealer, national securities exchange, registered securities association, or exchange member for execution, including but not limited to: research, clearance, custody, products or services; reciprocal agreements for the provision of order flow; adjustment of a broker or dealer's unfavorable trading errors; offers to participate as underwriter in public offerings; stock loans or shared interest accrued on stock loans; discounts, rebates or any other reductions of or credits against any fee to, or expense or other financial obligation of, the broker or dealer routing a customer order that exceeds that fee, expense or financial obligation.

### WBI Separately Managed Accounts (SMA)

WBI's annual fee for investment management services in an SMA is determined by the fee table shown in each client's Investment Management Agreement (IMA). WBI Investment Management Fees are negotiable. The total management fee includes the fee paid to WBI from the table, plus an Asset Based Service Fee determined by and paid to the Introducing Adviser to compensate it for introducing clients to WBI, for performing ongoing administrative services and for providing continuing contact and service to the client. The total management fee, therefore, covers both WBI's Management Fee and the Asset-Based Service Fee. The Asset Based Service Fee is that portion of the total management fee paid to Introducing Adviser. Certain clients that engage WBI's services as result of referrals from a soliciting Introducing Advisor may pay more or less to obtain WBI's investment management services than do other





clients, or clients referred by other solicitors. In such situations, where the client pays more, the engagement results in an additional charge to the client in excess of what the client would have paid if the client were to engage the services of WBI independent of the Introducing Adviser's introduction. However, WBI does not receive additional compensation as a result of the introduction. Any such additional compensation is paid to the Introducing Adviser or an Introducing Adviser representative in the role as an unaffiliated investment adviser or investment adviser representative. This compensation is for the consulting and monitoring services provided to the client on an ongoing basis relative to the client's engagement of WBI. Such arrangements, and their terms and conditions, are exclusively determined between the client and the Introducing Adviser or the Introducing Adviser representative. WBI is not a party to such arrangements.

The annual management fee rate charged varies (generally between 1.0% and 2.25%) depending upon the market value of assets under management, the SMA program type (SMA ORD versus SMA ETF) and the specific type of investment management services to be rendered. Fees are typically deducted directly from the account on a quarterly basis. The total management fee will include a portion paid to the Introducing Advisor in the form of an asset based service fee. The service fee rate will be negotiated and agreed upon by the client and the Introducing Advisor. The maximum asset based service fee that may be charged by Introducing Advisors is currently 1.5%. While the specific fee sharing arrangement between WBI and Introducing Advisors varies, generally WBI will retain no more than 1.0% of the management fee charged to the client, so the total management fee charged to a client never exceeds 2.5%. A broker-dealer or investment adviser may also receive a small percentage (generally 0.10% to 0.25%) paid out of WBI's portion of the management fee for accounts referred by the broker-dealer or investment adviser's representatives that serve as unaffiliated Introducing Advisors to WBI.

Accounts are billed using either a tiered fee schedule or a single fee rate. For accounts billed on a tiered fee schedule, multiple accounts from a single client household may be combined for the purpose of meeting breakpoints of a fee schedule. For the purposes of fee calculations, accounts from a single client household are defined as accounts of the client, spouse, and minor children living at the same address for which one set of combined reports will be produced. Trust and similar accounts of the client or spouse may also be included in the household providing their reports are included in the combined household report package. Since the value of every account contributing to the household fee calculation must appear on the same fee statement, any account, including any account that otherwise qualifies for household treatment, that is to be reported on separately will not be eligible for household treatment in the calculation of fees. Amounts invested at each fee schedule for a household of accounts may also be aggregated to meet the breakpoints of other fee schedules for accounts of that household.

The annual fee for investment management services is a percentage of the market value of the assets under management. This annual fee is prorated and paid quarterly, in advance, based upon the market value of the assets at 4:00 PM EST on the last business day of the previous quarter. No increase in the annual fee rate shall be effective without prior written notification to the client. To the extent breakpoints apply for the fee schedule of a given IMA, current policy allows all accounts billed at the same fee level to be combined to meet breakpoints. Amounts invested at each fee schedule may be aggregated to meet the breakpoints of other fee schedules. Pro-rated management fees for new accounts and amounts added during a quarter are billed quarterly in arrears. Withdrawals from all accounts may be netted against any additions. Net additions are pro-rated, and billed at the breakpoints achieved on the prior quarter's Fee Summary page of the quarterly report. New accounts are billed using the breakpoints achieved by the pro-rated value of the accounts.



### **Sponsored Investment Management Platforms**

Participants in a platform program will pay an annualized investment management fee to WBI generally not to exceed 1.0% of the assets under WBI's management. Depending on the program, WBI's fee will either be charged in addition to the overall program fee charged to a client or included in the program fee charged to the client. When WBI's annual fee for investment management services is separate from and in addition to the program fee, the fee rate is determined by the fee table shown in each client's Investment Management Agreement (IMA) with WBI. WBI Investment Management Fees are negotiable.

In accordance with the program sponsor's billing arrangements, WBI may provide the program sponsor, broker-dealer, or account custodian a quarterly invoice. WBI's fees are then billed and collected by the program sponsor, broker-dealer, or account custodian and remitted directly to WBI. Clients should refer to the program sponsor's disclosure brochure and contract for a full description of all fees and billing arrangements related to the program.

Fees for accounts managed by WBI on a broker-dealer's or custodian's platform may be calculated and deducted by the platform sponsor and remitted to WBI. In those cases, any other fees or costs, such as a platform fee or trading costs, is deducted and retained by the sponsor. WBI is not a party to, and does not participate in, such fees.

WBI does not receive any portion of the brokerage commissions or transaction fees charged by the platform sponsor to the client in connection with a money manager program. Clients may incur certain charges imposed by the program sponsor and other third parties, other than WBI, in connection with investments made through a money manager program account, including but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges and IRA and qualified retirement plan fees.

### **Bundled Fee Arrangements**

To the extent WBI portfolios are offered by a custodian or on a platform where some portion of the custodian's fees are bundled, including transaction fees, and WBI cannot determine the portion of the bundled fee that represents transaction fees, the entire bundled fee reduces both net of fee and gross of fee performance. WBI does not estimate trading fees in such cases. WBI does not currently sponsor or participate in any bundled fee arrangements in which WBI's management fee cannot be identified as a charge separate from the bundled fee.

### **Mutual Funds**

WBI is paid an annual fee of 1.00% based on the amount of assets under WBI's management held in the WBI Absolute Return Balanced Fund and the WBI Absolute Return Dividend Growth Fund (the "Funds"). The annual fee is divided and paid to WBI monthly based on the average daily net assets of the Funds. WBI believes that its fees are competitive with those fees charged by other investment advisers for comparable services; however, WBI's fees may be higher or lower than fees charged by other investment advisers.

In addition to WBI's management fee, shareholders will pay other annual fund operating expenses such as distribution and service (12b-1) fees, shareholder servicing plan fees, acquired fund fees and expenses, and certain other fees. The total net Annual Fund Operating Expenses should not exceed 2.11% for no-load shares and should not exceed 1.86% for institutional shares. However, WBI has contractually agreed to waive a portion or all of its management fees and/or pay Fund expenses to ensure that Net Annual Fund Operating Expenses (excluding acquired fund fees and expenses, interest, taxes and extraordinary expenses) do not exceed 2.00% of average daily net assets for No Load shares.



and 1.75% of average daily net assets for Institutional shares. The expense limitation will remain in effect through at least March 31, 2012, and may be terminated only by the Trust's Board of Trustees (the "Board").

### **Affiliated Exchange Traded Funds**

WBI is paid an annual management fee of 0.85% based on the amount of assets under WBI's management held in the Affiliated ETFs. The annual fee is divided and paid to WBI monthly based on the average daily net assets of the Affiliated ETFs. WBI believes that its fees are competitive with those fees charged by other investment advisers for comparable services; however, WBI's fees may be higher or lower than fees charged by other investment advisers.

Clients may invest in the Affiliated ETFs through SMA and Platform accounts as part of our WBI SMA<sup>ETF</sup> Program. To avoid receiving two layers of management fees in those situations where clients invest in the Affiliated ETFs through SMA and Platform accounts, WBI will either: (i) waive the management fee charged at the account level; or (ii) credit the portion of the management fees paid by the Affiliated ETFs to WBI and its affiliates with respect to an account's investments in Affiliated ETFs against the account-level advisory fee the particular SMA or Platform account owed WBI. If the SMA were invested 100% in Affiliated ETFs, then the fee credit would offset the entire amount of the SMA account management fee. Amounts not invested in the Affiliated ETFs will not be eligible for the fee credit offset and will be billed at the SMA account management fee rate indicated on the Client's Investment Management Agreement.

In addition to WBI's management fee, shareholders will pay other customary fees charged by the Affiliated ETFs for administration, distribution, transfer agent, custodial, legal, audit and other expenses related to investments in ETFs. These fees and expenses, which are generally described in the prospectus for each Affiliated ETF, are borne by SMA and Platform clients as shareholders in the Affiliated ETFs. These fees and expenses are not included in any waiver or credit described above. The total net annual fund operating expenses for the Affiliated ETFs are expected to range from 1.00% to 1.08%.

Clients may invest directly in Affiliated ETFs outside of an SMA or Platform account without incurring the SMA Account Fee, however, they will not benefit from the advisory services provided by WBI to manage the Affiliated ETFs to achieve the objective of each account.

### **Cross Payment of Fees**

Clients of Hartshorne Group, Inc. (HG) may elect to have management fees assessed to one account paid by one or more of their other managed accounts. HG clients frequently have more than one account under management at WBI.

Because of the complexity this process creates in the fee calculation, billing, and reporting processes, cross payment of fees is not extended to clients not originating with HG, WBI's affiliated firm.

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

WBI does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).



## Item 7 – Types of Clients

WBI provides investment management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, exchange traded funds, private investment funds, trust programs, sovereign funds, foreign funds such as UCITs and SICAVs, and other U.S. and international institutions.

### Account Minimums

#### WBI Separately Managed Accounts (SMA)

WBI generally imposes an account minimum of \$100,000 for Separately Managed Accounts. WBI, in its sole discretion, may charge a lesser management fee and/or reduce or waive the client account minimum based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, aggregate dollar amount of client assets to be managed, related accounts, type of services required, account composition, negotiations with client). In addition, certain Independent Manager(s) may impose varying account minimums in order to commence an advisory engagement.

#### Sponsored Investment Management Platforms

Account minimums may vary among Sponsored Investment Management Platforms, depending on the requirements of the unaffiliated investment adviser and/or broker-dealer sponsor. WBI generally requires program accounts meet a \$100,000 minimum initial investment amount, but alternative minimum account sizes may be accepted at the request of the sponsor.

#### Mutual Funds

The WBI Absolute Return Balanced Fund, WBI Absolute Return Balanced Plus Fund, WBI Absolute Return Dividend Income Fund and WBI Absolute Return Dividend Growth Fund are offered as No Load and Institutional share classes. The minimum initial and subsequent investment amounts are shown below.

#### No Load Shares

<i>Type of Account</i>	<i>To Open Your Account</i>	<i>To Add to Your Account</i>
Regular Accounts	\$2,500	\$250
Individual Retirement Accounts (“IRAs”) (Traditional, Roth, SEP, and SIMPLE IRAs), 403(b) Accounts, Qualified Plan Accounts	\$1,000	Any amount
Automatic Investment Plan	\$2,500	\$100 per month

#### Institutional Shares

<i>Type of Account</i>	<i>To Open Your Account</i>	<i>To Add to Your Account</i>
Regular Accounts	\$250,000	\$250
IRAs (Traditional, Roth, SEP, and SIMPLE IRAs), 403(b) Accounts, Qualified Plan Accounts	\$250,000	Any amount
Automatic Investment Plan	\$250,000	\$100



### **Affiliated Exchange Traded Funds**

There is no initial or subsequent minimum dollar amount an investor must invest and no minimum number of shares an investor must purchase in order to hold shares of the Affiliated ETFs.

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

### **Methods of Analysis in Formulating Investment Advice**

WBI builds portfolios with the goal of providing the investment outcome clients require at the level of risk they are willing to assume, not trying to match a particular market index. This goal of providing consistent, attractive returns with substantially less volatility and risk to capital than traditional approaches is what we call an absolute return approach. We believe protecting capital is essential to providing long term portfolio growth or a consistent stream of income. It is our experience that opportunities, challenges, and investment conditions are continually evolving. Therefore, we believe a responsive method of investing is more important than any particular investment. We feel the ability to adapt and evolve as risks and opportunities appear is the key to pursuing a stable outcome in an uncertain world.

Responding to changing investment conditions, risks, and opportunities is likely to result in a more active trading experience than would be produced by a buy-and-hold investment philosophy. Frequent trading may increase brokerage or transaction costs and result in increased short term versus long term capital gain/loss treatment. Preservation of capital will take precedence over tax considerations. The tax effect of a transaction will be considered, but will not prevent the execution of a trade intended to prevent the loss of investment capital.

Our focus on value, dividends, and risk management has become fundamental to our investment process; however, investments may come from any asset class and/or global investment market in an attempt to produce the desired investment outcome of each strategy.

Although a company may pay a dividend, prices of equity securities – including those that pay dividends – fluctuate. The payment of a dividend by a company is not sufficient to cause the purchase of a security, since investing on the basis of dividends alone may cause the purchase (or sale) of securities when circumstances may or may not be favorable.

Leverage and shorting are not typically part of the investment strategy other than through the use of ETFs that employ such strategies, and are generally not a significant part of the portfolio allocation.

WBI portfolio strategies are designed to meet a variety of investor needs and risk profiles. In order to give all clients the benefit of our current best thinking, these strategies are implemented through portfolio models, each designed and managed to meet the needs of a specific profile and desired outcome. Clients select one or more model portfolios based on their circumstances and goals, and their account(s) are managed on a discretionary basis to conform, as closely as is practicable, to the current allocation of the model(s) selected. WBI managed mutual funds generally follow the allocation of the portfolio model reflected in its name, although certain differences may result from regulatory or other considerations that exist for a registered investment company that do not apply to SMA and/or Platform accounts. SMA and Platform accounts may, at the client's election, access WBI's investment strategies by investing directly in a portfolio of individual securities or by investing primarily in a portfolio of Affiliated ETFs.



Every model portfolio is actively managed, and uses risk management strategies in an attempt to meet its intended investment outcome. Because the strategies used in the portfolios involve active management of a potentially wide range of assets, no widely recognized benchmark is likely to be representative of the performance of any managed account. Therefore, WBI managed accounts may own assets and follow investment strategies which cause them to differ materially from the composition and performance of the benchmarks shown on performance or other reports. WBI strategies that generally include a material exposure to both U.S. equities and fixed income (or fixed income ETF) investments typically appear with a custom benchmark consisting of a 50%/50% allocation to the S&P 500 Total Return Index and Dow Jones Corporate Bond Index because that benchmark combines a familiar U.S. equity market index with a U.S. Bond Index. The S&P 500 Total Return Index is typically shown as a benchmark for other WBI strategies because it is a familiar U.S. equity market index, and those WBI strategies generally include a material exposure to U.S. equities, but only limited or intermittent exposure to fixed income (or fixed income ETF) investments. However, no benchmark shown is, or is likely to become, representative of past or expected managed account holdings or performance. The historical performance results of a benchmark do not include the deduction of transaction and custodial charges, or the deduction of an investment management fee, which would likely alter indicated historical performance results. The S&P 500 Total Return Index includes a representative sample of large-cap U.S. companies in leading industries. The Dow Jones Corporate Bond Index includes 96 bonds issued by leading U.S. companies designed to represent the market performance, on a total-return basis, of investment-grade bonds. Both indices are unmanaged and may not be invested in directly.

For the purposes of determining equity allocations, WBI uses quantitative computer screening of fundamental stock information to evaluate domestic and foreign securities in an attempt to find the best value and dividend opportunities worldwide for the selected universe of securities. Fundamental stock information includes such data as earnings, revenue, assets, debt levels, growth rates, etc. Dividend payments may also be considered as part of the evaluation process. Once securities are identified, an overlay of technical analysis confirms the timeliness of security purchases using a combination of price regression and momentum factors. Regression refers to the process of looking at price history for each security that passes the fundamental screens to identify where the security is trading relative to its normalized price channel. This information is used to set the goals and stops for the position, which in turn define the acceptable level of price volatility for the security within the risk profile set for the portfolio. Momentum refers to a technical analysis of current price trend using moving average convergence-divergence ("MACD"). A security becomes a candidate for purchase only if its price trend is positive (for example, when there has been recent confirmation that a stock's price is moving in the right direction). If a security's price is falling, it would not be a candidate for current purchase. WBI's buy discipline systematically adds qualifying securities within a portfolio's target allocations using available cash.

Once securities are purchased, WBI maintains a strict sell discipline with a dynamic stop loss and goal setting process that attempts to control the effects of the volatility of each invested position on the portfolio's value. As long as a security stays within its acceptable price channel, it will continue to be held in the portfolio. If the security moves outside the acceptable price channel, a stop is triggered and a sale of the security is initiated. The WBI stop loss and goal setting process is not a stop loss order or stop limit order placed with a brokerage firm, but an internal process for monitoring price movements. While the triggering of a stop may be used to initiate WBI's process for selling a security, it does not assure that a particular execution price will be received. The initial stop price for a security is determined at the time of purchase, and trails the stock's price higher if the price rises. A goal price is also determined at the time of purchase, and if the stock's price reaches or exceeds that goal price, the trailing stop tolerance for that stock is tightened to reduce the percentage decline that would trigger the new, tighter stop. Existing goals and stops are reevaluated periodically.





This results in a responsive process that actively adjusts the account's allocation by causing it to become more fully invested or by raising cash to protect capital.

Depending on the portfolio strategy, managed accounts include varying allocations to fixed income securities and/or tactical investments in other asset classes (commodities, currencies, etc.), generally through the use of ETFs or ETNs. WBI uses proprietary bond duration models and both internal and external research in determining the securities we will use in implementing investments for allocations to these assets.

The use of cash and cash equivalents is an important part of the risk management process used by WBI managed portfolios. Cash/cash equivalents include money market accounts, brokerage sweep cash balances, and similar liquid investments. Cash balances in an account are not "idle", but rather a deliberate allocation to the cash/cash equivalent asset class. During periods of high market volatility a significant amount of holdings may be sold, resulting in a large allocation to cash. The selection process will be run daily and cash will remain in the account until a cash equivalent or a new security is purchased. Withdrawals of cash from a managed account may result in the sale of securities to bring the allocation to cash/cash equivalents back up to the portfolio's cash allocation target. If the stock market advances during periods when an account is holding a large cash position, the account may not participate to the extent it would have if the account had been more fully invested in stocks or other assets.

## Risk of Loss

Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, ETFs and bonds) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, WBI is **unable** to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated when investing in securities through our investment management strategies. The risks that apply to all of our strategies are listed below. Additional risks specific to a specific strategy are listed in the following section describing each strategy.

## Principal Investment Risks

Losing all or a portion of your investment is a risk of investing in WBI investment strategies. The following additional risks could affect the value of your investment:

- *Market Risk* – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of the investment.
- *Management Risk* – the value of your investment varies with the success and failure of WBI's investment strategies and its research, analysis, and determination of portfolio securities. If WBI's investment strategies, including its stop loss and goal setting process, do not produce the expected results, the value of the investment would decrease.
- *ETF and Mutual Fund Risk* – When an account invests in an ETF or mutual fund, it will bear additional expenses based on its pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. The account also will incur



brokerage costs when it purchases ETFs. Additionally, the account will be indirectly exposed to the risks of the portfolio assets held by an ETF or mutual fund, including but not limited to those of ETNs and equity options, derivatives, currencies, indexes, leverage and replication management.

- *Equity Market Risk* – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- *Foreign and Emerging Market Securities Risk* – Foreign investments may carry risks associated with investing outside the United States, such as currency fluctuation, economic or financial instability, lack of timely or reliable financial information or unfavorable political or legal developments. Those risks are increased for investments in emerging markets. Foreign securities can be more volatile than domestic (U.S.) securities. Securities markets of other countries are generally smaller than U.S. securities markets. Many foreign securities may also be less liquid than U.S. securities, which could affect the investments.
- *Investment Style Risk* – Investments in dividend-paying common stocks may cause the value of an account to underperform accounts that do not limit their investments to dividend-paying common stocks during periods when dividend-paying stocks underperform other types of stocks. In addition, if stocks held in an account reduce or stop paying dividends, the account's ability to generate income may be affected.
- *Small and Medium Companies Risk* – Investing in securities of small and medium capitalization companies may involve greater volatility than investing in larger and more established companies because small and medium capitalization companies can be subject to more abrupt or erratic share price changes than larger, more established companies.
- *Master Limited Partnership Risk* – Investing in Master Limited Partnerships ("MLPs") entails risk including fluctuations in energy prices, decreases in supply of or demand for energy commodities and various other risks.
- *Options Risk* – Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- *Fixed Income Securities Risk* – Interest rates may go up resulting in a decrease in the value of the fixed income securities held by an account. Credit risk is the risk that an issuer will not make timely payments of principal and interest. There is also the risk that an issuer may "call," or repay, its high yielding bonds before their maturity dates. Fixed income securities subject to prepayment can offer less potential for gains during a declining interest rate environment and similar or greater potential for loss in a rising interest rate environment. Limited trading opportunities for certain fixed income securities may make it more difficult to sell or buy a security at a favorable price or time.
- *High-Yield Securities Risk* – Fixed income securities receiving below investment grade ratings (*i.e.*, "junk bonds") may have speculative characteristics, and, compared to higher-grade securities, may have a weakened capacity to make principal and interest payments in economic conditions or other circumstances. High-yield, high risk, and lower-rated securities are subject to additional risk factors, such as increased possibility of default, decreased liquidity, and fluctuations in value due to public perception of the issuer of such securities. These bonds are almost always uncollateralized and subordinate to other debt that an issuer may have outstanding. In addition, both individual high-yield securities and the entire high-yield bond market can experience sharp price swings due to a variety of factors, including changes in economic forecasts, stock market activity, large sustained sales by major investors, or a high profile default.
- *Exchange-Traded Note Risk* – ETNs are subject to the credit risk of the issuer. The value of an ETN will vary and will be influenced by its time to maturity, level of supply and demand for the ETN, volatility and





lack of liquidity in underlying securities, currency and commodities markets as well as changes in the applicable interest rates, changes in the issuer's credit rating, and economic, legal, political, or geographic events that affect the referenced index. There may be restrictions on an account's right to redeem its investment in an ETN, which is meant to be held until maturity. The decision to sell ETN holdings may be limited by the availability of a secondary market.

- *New Fund Risk*– The WBI Absolute Return Balanced Fund and the WBI Absolute Return Dividend Growth Fund have inception dates of December 2010 and the WBI Absolute Return Balanced Plus Fund and WBI Absolute Return Fund have inception dates of June 2013. The WBI Shares ETFs have inception dates of August 2014. . There can be no assurance that any Fund will grow to or maintain an economically viable size, in which case the Board may determine to liquidate one or both of the Funds. WBI has not previously managed a mutual fund or ETF.

In the process of building an investment strategy, a lot of time and attention is typically spent identifying, assessing, and addressing various Investment Risks. Just as dangerous to the ultimate success of an investment program, however, is the effect emotions can have on investor behavior. We refer to this as **Investor Risk**. In our opinion, investment policies that do not address this risk are deficient.

### Investor Risk

We believe a discussion of investment risks that omits the potential effects of investor behavior would be incomplete. In addition to the important investment risks listed above, the effects of an investor's emotional responses to financial issues can introduce a risk we refer to as Investor Risk. Much investment theory is based on the premise of the rational investor. Our experience suggests, however, that investor risk can lead to errors in investment decisions, including:

- *Inappropriate responses to perceived risk* - Greed and fear are opposite sides of this same coin. The notion "Buy low and sell high" is simple to understand. Still, falling prices often cause investors to abandon their investment plans, and soaring prices can create manias as investors ignore real risks - and their own risk profile - to chase today's hottest idea.
- *Attaching too much importance to initial experience* - First impressions make lasting impressions. An investor's early experience with a new investment or portfolio strategy can color his or her feelings about everything that follows. Good initial experience can lead to unrealistic expectations and disappointment with what are actually suitable long term performance results. Bad initial experience can lead to a premature judgment that a strategy is a failure even if it is supported by sound investment principles with a long history of results compatible with the investor's goals. In fact, initial results are often influenced more by current market conditions than by the long term merits of the investment.
- *Adopting too narrow a perspective on the investment universe* - References to "the market", the S&P 500 or the Dow Jones Industrial Average are common in conversations about investments. Daily news accounts of their movements can keep them in the forefront of investors' attention. There's much more to the universe of investable assets than the slice represented by the large company U.S. domestic stocks these indices represent, and the composition and performance of a well-designed portfolio could vary greatly from that of any popular index.
- *Focusing too much attention on the wrong things* - The emotional noise swirling around financial news can cause investors to lose sight of the real purpose of their investment efforts. Relative performance compared to artificial market "benchmarks" may have little to do with the absolute success of consistently achieving individual financial goals. The tug of war between fear and greed fed by measuring progress against unrealistic or irrelevant index movements can lead investors away from the path to their goals, or leave them frozen in their tracks no closer to where they need to go. We believe that the measurement



that matters most is whether a portfolio can deliver the return required to meet the investor's goals at the level of risk that investor is prepared to assume.

## Managing Risk

### *Volatility*

Volatility is a short term event. It typically diminishes when measured over longer time periods as short term gyrations average out to long term results. Volatility does not necessarily mean loss. In fact, investors cheer volatility on the upside. In our experience, the most prevalent dangers of volatility are:

- Assets may need to be liquidated at a time when the account value happens to be low,
- Swings in account values cause assets to be liquidated as investor anxiety results in abandoning the investment or portfolio strategy.

Among the strategies WBI uses in an attempt to manage portfolio volatility are diversification and active management.

### *Diversification*

Diversification can reduce volatility by combining assets with different risk and return characteristics. As one thing is going down, something else in the portfolio may be going up. To work effectively, the assets selected must respond differently to the various investment risks described earlier. All managed portfolios will employ some form of diversification among its risk reduction strategies, even if the portfolio includes aggressive and volatile components.

### *Active Management*

Despite the uncertainty of future events, we have found that there are objectively measurable conditions that have had historical relationships to the performance of various types of investments. Rising interest rates have caused bond prices to fall. Recessions have hurt corporate profits and increased the likelihood of business failures. Therefore, all portfolio strategies are actively managed in an attempt to respond to changing conditions.

### *Risk Management Disciplines*

In addition to diversification and active management, WBI managed portfolios use a number of proprietary tools and disciplines as described earlier that are intended to manage risk, including:

- *Security Screening and Selection* – WBI's custom computer screening programs evaluate thousands of stocks every business day to identify and rank those dividend paying stocks that meet our strict investment criteria.
- *Stop Loss Process* – WBI's security specific analysis process sets price goal targets and enforces a sell discipline. It is designed to capture gains if they are achieved – and limit losses if they are not.
- *Bond Duration and Equity Risk Models* – Proprietary models assess a host of fundamental and technical factors to provide a current outlook on the prevailing risks facing bond and equity markets.

There can be no assurance that the risk management strategies described will be effective in preventing the loss of invested capital, will be profitable, will equal any historical performance level(s), or be suitable for your portfolio. Any investment strategy involves risk, including the possible loss of principal invested. Moreover, you should not



assume that any discussion or information provided here serves as the receipt of, or as a substitute for, personalized investment advice from WBI Investments or from any other investment professional. To the extent that you have any questions regarding the applicability of any specific issue discussed to your individual situation, you are encouraged to consult with WBI Investments or the professional advisor of your choosing.

## Investment Strategies when Managing Client Assets and/or Providing Investment Advice

WBI portfolio strategies are designed to meet a variety of investor needs and risk profiles. In order to give all clients the benefit of our current best thinking, these strategies are implemented through portfolio models, each designed and managed to meet the needs of a specific profile and desired outcome. Clients select one or more model portfolios based on their circumstances and goals, and their account(s) are managed on a discretionary basis to conform, as closely as is practicable, to the current allocation of the model(s) selected. The model portfolios will be rebalanced periodically by buying or selling securities to bring the asset allocation in the client's account in line with the target asset allocation for the model. Rebalancing trades are subject to certain minimum dollar amounts as determined by WBI and they generally do not occur on a single date, or on the same date. As a result, rebalancing transactions for different clients will be effected at different prices. Clients will not be notified before a rebalance occurs. Asset allocation and rebalancing strategies do not guarantee a profit or protect against loss. Rebalancing trades in a taxable account may result in a taxable event for the client, as well as transaction costs.

The following is a description of the primary objective of each model portfolio, as well as some of their key investment characteristics. SMA and Platform accounts may, at the client's election, access WBI's model portfolios by investing in a portfolio of individual securities or by investing primarily in a portfolio of Affiliated ETFs. SMA and Platform accounts that are invested in a portfolio of Affiliated ETFs may also, at WBI's discretion, hold individual securities directly in the account in order to provide exposure to instruments or market sectors that are not represented in the Affiliated ETFs.

### Balanced

The **Balanced** portfolio strategy is designed to provide a conservative investor with a steady stream of current income with the opportunity for growth of income over time. It will typically be allocated to a blend of stocks and American Depositary Receipts (ADRs) that pay dividends, and Exchange Traded Funds (ETFs) that invest in bonds. It may also use ETFs to gain exposure to other types of investments or asset classes. It is actively managed in an attempt to respond to changing conditions, and depending on market conditions, it may hold a significant allocation to cash equivalents. The Balanced Strategy can be accessed through the WBI Fund program, through an SMA holding individual securities in WBI SMA <sup>ORD</sup> Program, or through an SMA using a blended allocation of Affiliated ETFs in the WBI SMA <sup>ETF</sup> program,

### Balanced Plus

The Balanced Plus portfolio strategy is designed to provide an elevated stream of current income with some opportunity for growth of income over time by including high yield investments for a portion of an account's allocation. The Balanced Plus portfolio will typically be allocated to a blend of dividend paying stocks, American Depositary Receipts (ADRs), and Exchange Traded Funds (ETFs) that invest in bonds. It may also include allocations to other types of investment exposures or asset classes, generally through the use of ETFs. It is actively managed in an attempt to respond to changing conditions, and depending on market conditions, it may hold a significant allocation to cash equivalents. The Balanced Plus Strategy can be accessed through the WBI



Fund program, through an SMA holding individual securities in WBI SMA <sup>ORD</sup> Program, or through an SMA using of a blended allocation of Affiliated ETFs in the WBI SMA <sup>ETF</sup> program

### **Dividend Income**

The Dividend Income portfolio strategy focuses on dividend paying stocks that offer dividend yields higher than those of a broad market index such as the S&P 500. Dividend paying American Depositary Receipts (ADRs) may also be used in the portfolio's allocation. A relatively small, but material, exposure to non-dividend paying investments or other asset classes may be represented, generally through the use of Exchange Traded Funds (ETFs). The Dividend Income is actively managed in an attempt to respond to changing conditions, and depending on market conditions, it may hold a significant allocation to cash equivalents. The Dividend Income Strategy can be accessed through the WBI Fund program, through an SMA holding individual securities in WBI SMA <sup>ORD</sup> Program, or through an SMA using a blended allocation of Affiliated ETFs in the WBI SMA <sup>ETF</sup> program

### **Dividend Growth**

The Dividend Growth strategy pursues long term growth of capital by focusing on equities that offer dividends as part of their total return. Dividend paying American Depositary Receipts (ADRs) may also be used in the portfolio's allocation. A relatively small, but material, exposure to non-dividend paying investments or other asset classes may be represented, generally through the use of Exchange Traded Funds (ETFs). The Dividend Growth is actively managed in an attempt to respond to changing conditions, and depending on market conditions, it may hold a significant allocation to cash equivalents. The Dividend Growth Strategy can be accessed through the WBI Fund program, through an SMA holding individual securities in WBI SMA <sup>ORD</sup> Program, or through an SMA using a blended allocation of Affiliated ETFs in the WBI SMA <sup>ETF</sup> program

### **ETF Plus**

The ETF Plus portfolio strategy is designed for investors with no need for current income who are seeking a responsive, risk-managed, value oriented approach to investing across multiple asset classes. Its goal is to provide long term growth of capital, but with somewhat less volatility than a broad market index such as the S&P 500. The ETF Plus portfolio will typically be allocated among Exchange Traded Funds (ETFs) and individual dividend paying equities, including American Depositary Receipts (ADRs). It is actively managed in an attempt to respond to changing conditions, and depending on market conditions, it may hold a significant allocation to cash equivalents. Currently, the ETF Plus strategy is only available in the WBI SMA <sup>ORD</sup> Program.

### **Discontinued Portfolio Strategies**

In addition to the strategies listed above, there are existing client accounts being managed using portfolio strategies that are no longer being offered to new clients. A list of discontinued strategies is available on request.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of WBI or the integrity of WBI's management. WBI has no information applicable to this Item.



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

### **Affiliation with Millington Securities, Inc.**

WBI is affiliated with Millington, a dually registered investment adviser and broker-dealer, through which some of WBI client orders will be directed for execution. Consistent with WBI's requirement to obtain "best execution" for client brokerage orders, WBI will consider a variety of factors when determining broker-dealer selection for its client transactions and will only direct client orders to Millington where such a direction is consistent with its obligation to seek best execution. Some of the officers and personnel of WBI also serve as officers and perform functions for Millington. Millington also will serve as the investment adviser for the Affiliated ETFs.

In addition, Millington may execute brokerage transactions for the Affiliated ETFs in its capacity as a broker-dealer. Any trades that WBI places through Millington will be subject to WBI's duty of best execution and applicable law. Please refer to Item 12 of this Brochure (Brokerage Practices) for more information.

### **Affiliation with Hartshorne Group, Inc.**

WBI is under common ownership and control with Hartshorne Group, Inc. (HG), an investment adviser registered with the SEC. HG and WBI are controlled and owned by the same individuals listed above in Item 4. Further, HG adviser representatives may also be adviser representatives of WBI. HG provides financial planning, consulting and family office services to its retail clients. Services provided by HG are not available to clients of unaffiliated investment advisers.

HG clients that are in need of on-going investment management services are generally referred to WBI. In these situations, HG serves as an affiliated solicitor to WBI and will receive a portion of the overall advisory fee paid by the client to WBI. Because HG receives a portion of the fee charged by WBI and is a related person to WBI, HG has an economic incentive to refer clients to WBI. However, HG may also refer its clients to unaffiliated third-party money managers. HG clients will receive a copy of the HG Form ADV Part 2. HG financial planning and consulting clients must execute a written agreement with HG. HG clients that are referred to WBI for its investment management services must execute the WBI Investment Management Agreement which will list HG as the Introducing Advisor.

### **Related Entity WBI Trading, Inc.**

WBI is under common ownership and control with WBI Trading, Inc. WBI Trading, Inc is a holding company that wholly owns Millington.

### **Other Industry Activities**

The principal executive officers of WBI are engaged in activities other than the services provided by WBI. The principal executive officers are also principal executive officers of Hartshorne Group, Inc. (HG). Don Schreiber, Jr. and Robert Confessore are also principal executive officers of Millington. The principal executive officers of WBI also serve as officers and directors of the Affiliated ETFs.

Robert Confessore spends the majority of his time providing financial planning and consulting services through HG in his capacity as Vice President and Senior Financial Planner and serving as President of Millington. Don Schreiber, Jr. spends the majority of his time devoted to the activities provided by WBI. Gary E. Stroik spends the majority of his time focused on his responsibilities as Chief Investment Officer of WBI. Matthew Schreiber spends the majority of his time focused on his responsibilities as President of WBI.



WBI provides strategic business planning services and client acquisition techniques (referred to as non-advisory services) to financial professionals through workshops, seminars and training events. Such services are provided solely to financial professionals and not to the underlying investment clients of WBI. Non-advisory services may be provided complimentary or free-of-charge to financial services professionals. In addition, WBI's President, Don Schreiber, Jr., is the owner and founder of Advisor Toolbox, Inc., a software and intellectual property entity. Advisor Toolbox distributes a valuation software program created to help financial professionals value and evaluate the strength of their businesses. The software program can be purchased by financial professionals but may also be offered by WBI free-of-charge to financial professionals as an incentive to consider WBI's investment management services.

Certain supervised persons of WBI are also engaged in offering the non-advisory services provided by WBI and promoting the products offered by Advisor Toolbox, Inc. While the non-advisory services offered by WBI and Advisor Toolbox are available to any financial professional, a primary objective of offering these services is to support and attract Introducing Advisors to WBI Investments' investment management services. Don Schreiber, Jr. is also the author of *Building a World-Class Financial Services Business: How to Transform Your Sales Practice into a Business Worth Millions* which Mr. Schreiber actively markets in connection with the strategic business planning services provided by WBI. Topics discussed as part of the WBI strategic business planning program include, but are not limited to: building a business, marketing, institutionalizing a business, technology considerations, staffing and employee retention, succession and exit planning, valuing a practice, and developing a written sales process. Typically, these services are provided to investment advisers and broker-dealers that refer clients to the WBI Investments' investment management services previously described in this document. A fixed fee may be charged for these non-advisory services; however, WBI retains the discretion to waive or reduce its fee for strategic business planning.

Don Schreiber, Jr. and Gary E. Stroik are co-authors of *All About Dividend Investing: The Easy Way to Get Started*. In connection with actively marketing the sale of this book, the authors make public and private appearances. Such appearances are also focused on the advisory services provided by WBI. WBI may charge a fee for a public or private appearance by Mr. Schreiber and/or Mr. Stroik.

## **Insurance Services**

HG is licensed as an insurance agency. As such HG may recommend, on a fully-disclosed basis, the purchase of insurance products and receive commissions on such products to HG retail clients. WBI is also currently licensed as an insurance agency, however all new insurance business is directed to HG in its separate capacity as an insurance agency. WBI associated persons may conduct insurance business through HG. As such, WBI's investment adviser representatives, in their individual capacities as insurance agents of HG, may recommend, on a fully-disclosed basis, the purchase of insurance products and receive commissions on such products. WBI's investment adviser representatives devote less than ten percent (10%) of their time to life insurance commission business, and less than ten (10%) of their time to non-investment related consulting matters. WBI intends to withdraw its insurance licenses as soon as certain administrative considerations permit, or allow them to lapse at the end of their current terms.

HG and its associated insurance agents, including WBI associated persons, receive commissions and other incentive awards for the recommendation/sale of annuities and other insurance products to HG retail clients. The receipt of this compensation may affect the judgment of associated persons when recommending products to retail clients. While associated persons endeavor at all time to put the interest of the clients first as a part of HG's fiduciary duty, clients should be aware that the receipt of commission and additional compensation itself creates a conflict of interest, and could affect the judgment of these individuals when making recommendations.





## **WBI Mutual Funds – Registered Representatives**

As explained in Item 4 of this Brochure, some employees of WBI (including WBI's owner Don Schreiber, Jr.) wholesale and distribute the WBI Absolute Return Balanced Fund, the WBI Absolute Return Balanced Plus Fund, the WBI Absolute Return Dividend Income Fund and the WBI Absolute Return Dividend Growth Fund (the "Funds"). In order to wholesale and help distribute the Funds, some WBI employees engaging in Fund distribution services are licensed as registered representatives of Quasar Distributors, LLC, a registered broker-dealer with the SEC and member FINRA/SIPC. Matthew Schreiber is a registered representative of Quasar Distributors, LLC.

WBI and Quasar Distributors, LLC are not related or affiliated companies. However, all "brokerage" activities related to Fund distribution are performed through Quasar Distributors, LLC. It should be noted that WBI employees who are also licensed with Quasar Distributors do not provide retail brokerage services to WBI clients. Clients of WBI seeking a traditional, commission-based brokerage arrangement will need to seek such services from other broker-dealers.

## **Affiliated Exchange Traded Funds**

As explained in Item 4 of this Brochure, WBI serves as the investment sub-adviser for the Affiliated ETFs. In order to wholesale and help distribute the Affiliated ETFs, some WBI employees engaging in ETF distribution services are licensed as registered representatives of Quasar Distributors, LLC, a registered broker-dealer with the SEC and member FINRA/SIPC.

Distribution services related to the Affiliated ETFs are performed by Foreside Fund Services, LLC, a registered broker-dealer with the SEC and FINRA member. WBI and Foreside Fund Services, LLC are not related or affiliated companies. WBI and Quasar Distributors, LLC, are also not related or affiliated companies.

## **Item 11 – Code of Ethics**

Section 204A-1 of the Investment Advisers Act of 1940 requires all investment advisers to establish, maintain and enforce a Code of Ethics. WBI has established a Code of Ethics that will apply to all of its associated persons. An investment adviser is considered a fiduciary according to the Investment Advisers Act of 1940. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of its clients at all times. WBI has a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for WBI's Code of Ethics, which also covers its Insider Trading and Personal Securities Transactions Policies and Procedures (as detailed below under "Investment Policy").

WBI requires all of its supervised persons to conduct business according to the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand and agree to comply with WBI's Code of Ethics. WBI has the responsibility to make sure that the interests of all clients are placed ahead of WBI's or its supervised person's own investment interests. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being conducted. WBI and its supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect WBI's duty of complete loyalty to all clients. This



disclosure is provided to give all clients a summary of WBI's Code of Ethics. However, if a client or a potential client wishes to review WBI's Code of Ethics in its entirety, a copy will be provided promptly upon request.

## **Investment Policy**

No employee of WBI may effect for himself or herself or for his or her immediate family (i.e. spouse, minor children - collectively "Covered Persons") any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of WBI's clients, unless in accordance with the following Firm Procedures.

### **Firm Procedures**

In order to implement WBI's Investment Policy, the following procedures have been put into place with respect to WBI and its Covered Persons:

- (1) If WBI is purchasing or considering for purchase any security on behalf of WBI's client, no Covered Persons may transact in that security prior to the client purchase having been completed by WBI or until a decision has been made not to purchase the security on behalf of the client; and
- (2) If WBI is selling or considering the sale of any security on behalf of WBI's client, no Covered Persons may transact in that security prior to the sale on behalf of the client having been completed by WBI, or until a decision has been made not to sell the security on behalf of the client.
- (3) All approved transactions by a Covered Person are then subject to a 30-day holding period. Additionally transactions are subject to an 8-day blackout period (the day of the transaction and 7 days after) with respect to securities purchased or sold on behalf of the WBI Funds or WBI ETFs

### **Exceptions**

- (1) This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of WBI's clients' trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of the securities. Under certain circumstances exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with WBI's records.
- (2) Open-end mutual funds and/or the investment subdivisions which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds and/or variable insurance products by Covered Persons are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by WBI's Investment Policy and Procedures.
- (3) As a benefit of employment, employees may have personal accounts managed by WBI as an SMA without a management fee. For those that choose to do so, their accounts are managed according to the same target allocation as would apply to a client account pursuing the same investment objective, and they are therefore purchasing and selling the same securities – including equities. Upon bringing the account under management, securities already owned by clients will be purchased in the employee account. Should the employee account be removed from management, securities owned by clients will be sold in the employee account. At all other times, the employee account will be traded concurrently with the client accounts. Exchange traded securities are generally purchased and/or sold in a block trade and then allocated to individual accounts with the target investment objective. Managed employee





accounts are included in the block trade and allocation process in the same manner as client accounts with the same investment objective.

## Participation or Interest in Client Transactions

When appropriate and in accordance with applicable law, WBI may invest client assets in Affiliated ETFs. WBI will have an inherent conflict of interest in investing in or recommending the Affiliated ETFs to clients for the following reasons:

- WBI and its affiliates receive management fees from the Affiliated ETFs. To avoid receiving two layers of management fees in those situations where clients invest in the Affiliated ETFs through SMA and Platform accounts, WBI will either: (i) waive the management fee charged at the account level; or (ii) credit the portion of the management fees paid by the Affiliated ETFs to WBI and its affiliates with respect to an account's investments in Affiliated ETFs against the account-level advisory fee the particular SMA or Platform account owes WBI. Please refer to Item 5 (Fees and Compensation) for more information.
- Millington will receive brokerage compensation (including payment for order flow) for transactions effected on behalf of the Affiliated ETFs. Any trades that WBI places through Millington will be subject to WBI's duty of best execution and applicable law. Please refer to Item 12 of this Brochure (Brokerage Practices) for more information.

## Item 12 – Brokerage Practices

### Account Custodian

WBI will generally require clients accessing WBI's investment services through a SMA, including clients of HG and clients of unaffiliated Introducing Advisors, to establish brokerage accounts with an approved registered broker-dealer to maintain custody of client assets and to effect trades for their accounts. In the case of clients of Introducing Advisors, the decision to establish an account with a particular broker-dealer is made by the Introducing Advisor, not by WBI. WBI is not affiliated with any of the approved broker-dealers serving as qualified custodians. WBI is independently owned and operated and not affiliated with any of the approved broker-dealers serving as qualified custodians.

The primary factor in approving a broker-dealer to serve as custodian is that the services of the broker-dealer are provided in a cost-effective manner. To the extent that WBI may be trading through the particular broker-dealer, WBI will also consider the various factors that go into its evaluation of whether the broker-dealer is capable of providing best execution. Best execution of client transactions is an obligation WBI takes seriously and is an important decision in suggesting a broker-dealer to serve as custodian. The trading process of any broker-dealer approved by WBI must be efficient, seamless, and straight-forward. Overall custodial support services, trade correction services, and statement preparation are some of the other factors considered when approving a broker-dealer to serve as custodian.

The broker-dealer will generally provide WBI with access to its institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets is maintained in accounts at the broker-dealer and is not otherwise contingent upon WBI committing to the broker-dealer any specific amount of business (assets in custody or trading). The broker-dealer'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.

Approved broker-dealers generally make available to WBI other products and services that benefit WBI but may not directly benefit its clients' accounts. Some of these other products and services assist WBI in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of WBI's fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting. While clients may not appear to receive a direct benefit from these services, many of these services are used to service all or a substantial number of WBI's accounts.

Approved broker-dealers generally also make available to WBI other services intended to help WBI manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, broker-dealers may make available, arrange and/or pay for these types of services rendered to WBI by an independent third party providing these services to WBI. As a fiduciary, WBI endeavors to act in its clients' best interests. However, WBI's general requirement that clients maintain their assets in accounts at an approved broker-dealer may be based in part on the benefit to WBI 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 the broker-dealer, which may create a potential conflict of interest between WBI and the client.

While clients are generally required to use the services of an approved broker-dealer, a client may direct WBI to use a qualified custodian selected by the client upon express approval and authorization of WBI. If WBI is also directed to trade through the custodian selected by the client, WBI may not be able to obtain the best prices and execution for the client's transactions and such transactions may not be "bunched" (or aggregated) for purposes of execution with other orders for the same securities for other accounts managed by WBI. Clients who direct WBI to trade through a particular qualified custodian may receive less favorable prices than would otherwise be the case if the clients had not designated a particular qualified custodian.

## **Brokerage Execution**

WBI will arrange for the execution of securities brokerage transactions for Client accounts through broker-dealers, including one affiliated broker-dealer, Millington Securities, Inc. , that WBI reasonably believes will provide "best execution". Best price, giving effect to commission and other costs is normally an important factor, but WBI's broker-dealer selection also takes into account the quality of brokerage services, including execution capability, responsiveness, willingness to commit capital, creditworthiness, financial stability, clearance and settlement capability, and the provision of research and other services. Accordingly, although WBI will seek competitive rates, it may not necessarily obtain the lowest available price or transaction cost. However, by directing business to approved broker-dealers, WBI may be able to negotiate lower commission rates for its clients than are typically available to clients opening accounts at these custodians on their own.

Where WBI is providing investment advisory services to clients through wrap-fee or other advisory programs sponsored by unaffiliated investment advisers and/or broker-dealers, WBI will not be in a position to negotiate brokerage commissions for transactions that are executed by or through the sponsor of the program. In addition, although WBI may have the discretion to select broker-dealers to execute trades for program accounts, WBI will generally place such trades through the sponsor of the program because the program fee paid by each client typically covers only execution costs on trades executed through the sponsor of the program or its affiliates.



Millington employs certain persons as registered representatives who are also related persons of the WBI and Millington and these individuals may receive compensation based on commissions and rebates for orders WBI places on behalf of advisory clients with Millington. This compensation will include Payment For Order Flow (“PFOF”), which is compensation that Millington receives for providing liquidity to certain market centers (e.g. registered securities exchanges, electronic communications networks) from WBI customer orders that are routed to these market centers. While using Millington for order execution may present a potential conflict of interest, the WBI’s first consideration in order placement is always price improvement and “best execution” and any orders placed with Millington are done so consistent with WBI’s duty to seek best execution.

Any PFOF or other transaction-based compensation earned by Millington in connection with transactions in WBI investment advisory accounts is in addition to the investment advisory fees that clients pay to WBI. WBI does not offset or reduce its investment advisory fees by the amount of compensation Millington receives from transactions in advisory accounts. In addition, it is anticipated that WBI will execute transactions for the portfolio securities of the Affiliated ETFs primarily through Millington. Typically Millington does not charge commissions for transactions in WBI investment advisory accounts or Affiliated ETFs, however, it will receive indirect compensation in the form of PFOF.<sup>1</sup> The fact that a transaction may be executed, or be capable of being executed through another broker-dealer that is not affiliated with WBI at prices, commissions, other execution costs and transaction charges more favorable than those available through Millington will not obligate WBI to match those terms or account to clients for the difference. Clients should understand that WBI will trade through Millington even if the use of a different broker-dealer that is not affiliated with WBI may result in more favorable prices or transaction costs. Millington may retain any commissions or other compensation received in connection with securities brokerage transactions executed on behalf of advisory accounts and the Affiliated ETFs. Client should consider the fact that Millington receives this additional brokerage compensation when evaluating the amount and appropriateness of the total value of services that WBI provides.

Based on its affiliation with Millington, WBI has a financial incentive to direct trades to Millington as opposed to unaffiliated broker-dealers for trade execution. In order to mitigate this conflict of interest, WBI has adopted and implemented policies and procedures regarding selection of broker-dealers in accordance with its best execution obligations. In addition, WBI monitors client transactions to ensure the effectiveness of its best execution procedures.

## Soft Dollar Policy

WBI Investments (“WBI”) may enter into Soft Dollar Arrangements with certain executing broker-dealers. These executing broker-dealers will designate a portion of brokerage commissions, if any, and/or payment for order flow, (“PFOF”), towards a credit that can be used to provide WBI with certain research and brokerage services-related products and services. These credits are known as “Soft Dollars”. Soft Dollars can be used for research products such as software that provides WBI with analyses of securities portfolios, market research, data services and market data, and written information and analysis concerning market and economic conditions. Soft Dollar brokerage services relate to the execution of a trade from the point at which WBI transmits an order to a broker-dealer for execution through the point at which the funds or securities are delivered or credited to the advised account. Examples could be trade analytical software, trade confirmation software, and other services that relate to the communication of the trading information.

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<sup>1</sup> “Payment For Order Flow” refers to the compensation received by an executing broker-dealer to route client orders to certain market makers or dealers who are willing to pay the executing broker-dealer for the right to transact with the executing broker-dealer and receive its orders.



Recognizing the benefits such services may provide to Clients, the U.S. Congress created a “safe harbor” under Section 28(e) of the Securities and Exchange Act of 1934. This “safe harbor” protects an Investment Manager from claims they breached their fiduciary duty solely on the basis that the Investment Manager caused its clients’ accounts to pay more than the lowest commission rate available in order to receive brokerage and research services from a broker-dealer in a Soft Dollar Arrangement. This “safe harbor” is contingent on the Investment Manager making a good faith determination that the amount of the commission was reasonable in relation to the value of the brokerage and research services received.

WBI has secured execution services through an affiliated broker-dealer where there is no commission paid by the client for the execution of their securities transactions. However, this executing broker-dealer receives PFOF from other dealers and market centers for certain types of orders submitted in part by clients of WBI. This PFOF is similarly used to provide Soft Dollars which are used to pay for research and other permitted expenses. In selecting executing broker-dealers, whether or not they obtain PFOF, WBI conducts ongoing reviews and analysis of the execution quality to ensure that our clients are receiving best execution. For purposes of WBI’s Soft Dollar policy, PFOF is treated as client brokerage commissions.

The use of brokerage commissions and/or PFOF to obtain investment research services and to pay for certain of WBI’s administrative costs and expenses may create a conflict of interest between WBI and clients because the PFOF serves to offset certain of WBI’s expenses. To the extent that WBI is able to acquire these products and services without expending its own resources (including management fees paid by clients), WBI’s use of soft-dollars would tend to increase WBI’s profitability.

## Aggregation of Client Orders

Transactions for each client account generally will be effected independently, unless WBI decides to purchase or sell the same securities for several clients at approximately the same time. WBI does frequently combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among WBI’s clients differences in prices and transaction fees or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among WBI’s clients in proportion to the purchase and sale orders placed for each client account on any given day. When WBI determines to aggregate client orders for the purchase or sale of securities, including securities in which WBI’s Associated Person(s) may invest, WBI shall do so in accordance with the parameters set forth in SEC No-Action Letter, *SMC Capital, Inc.* WBI shall not receive any additional compensation or remuneration as a result of the aggregation.

Because managed accounts are held at a number of different custodian/broker dealers, WBI may conduct trading activity through an unaffiliated broker-dealer which then allocates completed trades among the various custodian/broker dealers at which the accounts being traded are held. This unaffiliated broker-dealer employs certain WBI supervised persons as registered representatives, and these individuals may receive compensation based on commissions and rebates for orders placed by WBI with that broker-dealer. See Item 5 for further details concerning compensation resulting from this arrangement.

On those occasions when WBI places trades directly with an unaffiliated broker-dealer, neither WBI, nor its Associated Persons, will receive any portion of the commissions and/or transaction fees charged by the designated broker-dealer to the client. However, in return for effecting securities transactions through the designated broker-dealer, WBI may receive certain investment research products and/or services which assist WBI in its investment decision-making process for the client. (See the discussion of soft dollars above.) The



brokerage commissions and/or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, WBI's investment management fee.

## **Legal Actions**

Clients retain the right under the applicable securities laws to initiate individually a lawsuit or join a class-action lawsuit against the issuer of a security that was held, purchased or sold by or for a client. WBI will not initiate such a legal proceeding on behalf of any of its clients and does not provide legal advice to clients regarding potential causes of action against such a security issuer and whether its clients should join a class-action lawsuit. WBI recommends clients seek legal counsel prior to making a decision regarding whether to participate in such a class-action lawsuit. WBI's services do not include monitoring or informing its clients of any potential or actual class-action lawsuits against the issuers of the securities that were held, purchased or sold by or for any of its clients. However, upon a client's specific instruction, WBI may provide factual information related to the individual client's investment history in the security underlying the individual or class-action lawsuit. At no time should such assistance by WBI be deemed as a substitute for consulting with legal counsel.

## **Trading Error Policy**

WBI has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of WBI to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and any loss resulting from the trade error will be absorbed by WBI if the error was caused by WBI. The remedy for an error caused by WBI may be in the form of a credit against future WBI investment management fees. If the error is caused by the broker-dealer, the broker-dealer will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will remain in the client's account unless the same error involved other client account(s) that should also receive the gains and it is not permissible for all clients to retain the gain. WBI may also confer with clients to determine if the client should forego the gain (e.g., due to tax reasons).

WBI will never retain any portion of any gains made as a result of trade error corrections or profit in any way from trade errors.

If the gain does not remain in the account and Charles Schwab is the custodian, Charles Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100 due to an error made by WBI, WBI will pay for the loss. Charles Schwab will maintain the loss or gain (if such gain is not retained in the client's account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in an account, they may be netted.

If the gain does not remain in the account and Pershing is the custodian, Pershing or the client's introducing broker-dealer will maintain gains that may result from correcting a trade error and in some instances may use such gains to offset overall losses Pershing or the introducing broker-dealer incurs from trading errors.

## **Item 13 – Review of Accounts**

Accounts managed by WBI are reviewed at least quarterly by WBI. The client's Introducing Advisor generally reviews managed SMA and Platform Accounts with the client on a mutually agreed upon schedule.



All clients are encouraged to discuss with WBI, or the client's Introducing Advisor, the client's investment objectives, needs and goals, and to keep WBI informed of any changes regarding the client's situation. All clients are encouraged to meet, at least annually, with WBI or the client's Introducing Advisor to comprehensively review investment objectives and performance.

Clients will receive account statements and transaction confirmation notices at least quarterly from the qualified custodian at which their accounts are maintained. In addition, WBI may provide quarterly performance reports for clients with SMA and Platform Accounts (where included as a platform feature) summarizing account performance.

It is important for clients to review all account statements received directly from the custodian. Further, clients are urged to compare position and performance reports provided by WBI against the account statements received directly from the custodian. If at any time a client does not receive the most recent account statement(s) or does not have access to account statements, the client should contact his or her Introducing Advisor immediately.

The underlying portfolios held in client accounts and recommended by WBI are reviewed on an on-going basis by the WBI Investment Committee: Don Schreiber, Jr., Matthew Schreiber, Gary E. Stroik and Robert Confessore. Accounts are managed by WBI in accordance with parameters set forth and determined by the WBI Investment Committee. Gary E. Stroik, Chief Investment Officer, is in charge of overseeing the day-to-day management of WBI's investment services.

## **Investment Committee**

The primary responsibilities of the Investment Committee (IC) are:

- Develop WBI's investment philosophy
- Collaborate on the principles of portfolio design and investment management
- Identify the investment objectives WBI's investment portfolios will pursue
- Establish the risk/return profiles for WBI's investment portfolios
- Monitor the execution of WBI's portfolios for tracking of expected outcomes
- Collaborate to arrive at a consensus view on WBI's investment outlook and forecasts, and to identify promising opportunities
- Prioritize investment research, process development, and staff utilization initiatives
- Monitor and confirm the continuing alignment of the investment products and company activities with WBI's business objectives
- Address and resolve operational and administrative issues as needed

The IC consists of four voting members, representatives of the portfolio management, trading, and research teams, and periodic representation from members of the marketing team. The voting members are:

- Don Schreiber, Jr., CEO. Mr. Schreiber is the founder and majority owner of WBI.
- Matthew Schreiber, President. Mr. Schreiber has a minority equity interest in WBI.
- Gary E. Stroik, VP/Chief Investment Officer. Mr. Stroik serves as the Chair of the IC, and has a minority equity interest in WBI.
- Robert Confessore, Vice President. Mr. Confessore also has a minority equity interest in WBI.





Several of the voting members have significant personal assets invested in one or more of WBI's investment portfolio strategies. In addition to these IC members, other employees have elected to have personal WBI investment accounts and/or WBI Fund accounts.

It is the responsibility of the Chief Investment Officer to oversee the implementation of WBI portfolios' investment design and processes, set the agenda for IC meetings, including the preparation and distribution of relevant research and background materials, and to supervise and conduct ongoing research and portfolio design initiatives with the assistance of the research staff and other team members as needed to meet the goals established by the IC.

## **Item 14 – Client Referrals and Other Compensation**

Certain clients that engage WBI's services as result of referrals from Introducing Advisors may pay more or less to obtain WBI's investment management services than do other clients, since a portion of the overall fee may be determined by the Introducing Advisor. In such situations, where the client pays more, the engagement shall result in an additional charge to the client in excess of what the client would have paid if the client were to engage the services of WBI independent of the Introducing Advisor's introduction. Variations in the Introducing Advisor's compensation may be due to the Introducing Advisor's role as an unaffiliated investment adviser or investment adviser representative for the consulting and monitoring services the Introducing Advisor may provide to the client on an ongoing basis relative to the client's engagement of WBI. Such arrangements, and their terms and conditions, are exclusively determined between the client and the Introducing Advisor, and WBI will not be a party to these arrangements. Retail clients may pay more or less to obtain WBI's investment management services than clients referred to WBI by an Introducing Advisor.

WBI pays to some broker-dealers and investment adviser firms a fixed annual participant provider fee to be listed on the broker-dealer or investment adviser's platform of approved third party managers. The platform listing permits the broker-dealer or investment adviser's representatives to recommend WBI's investment management services to their clients. The fixed annual participant fee is payable regardless of the number, if any, of a broker-dealer or investment adviser's clients that engage WBI's services. In addition, the broker-dealer or investment adviser may also receive a small percentage (generally 0.10% to 0.25%) of WBI's investment management fee for those platform assets referred by the broker-dealer or investment adviser's representatives to WBI. WBI may enter into similar arrangements with additional broker-dealers or investment advisers, pursuant to which WBI will be added to the respective firm's third party manager platforms. WBI may also agree to serve as sub-advisor to an unaffiliated investment adviser.

In addition to the fee arrangements described above, WBI provides Introducing Advisors with certain non-cash economic benefits or incentives. These services and benefits are generally available to all unaffiliated Introducing Advisors, but not all Introducing Advisors will necessarily utilize the benefits and services. Benefits include strategic business planning services provided by WBI. Services are provided through complimentary workshops, seminars and other consultations. In addition, Introducing Advisors may receive certain software and other services from Advisor Toolbox, Inc., an affiliate of WBI. Advisor Toolbox software may be purchased by Introducing Advisors or provided to the Introducing Advisor on a complimentary basis. Additional details regarding WBI's strategic business planning services and Advisor Toolbox, Inc. are provided in Item 10 above. An Introducing Advisor's decision to recommend WBI may be based on the receipt of the additional services and benefits and not completely based on the Introducing Advisor's objective analysis of WBI's portfolio management performance and factors relating solely to the Introducing Advisor's client's investment mandates. Therefore, an



Introducing Advisor's receipt of benefits and services provided by WBI and Advisor Toolbox creates a conflict of interest between Introducing Advisors and their clients.

WBI receives client referrals from its related investment adviser firm, Hartshorne Group, Inc. (HG). In these situations, HG serves as an affiliated solicitor to WBI and will receive a portion of the overall advisory fee paid by the client to WBI. Because HG receives a portion of the fee charged by WBI and is a related person to WBI, HG has an economic incentive to refer clients to WBI. However, HG may also refer its clients to unaffiliated third-party money managers. HG clients will receive a copy of the HG Form ADV Part 2. HG clients that are referred to WBI for its investment management services must execute the WBI Investment Management Agreement which will list HG as the Introducing Advisor. It should be noted that services provided by HG are not available to clients of unaffiliated investment advisers.

## Item 15 – Custody

Custody, as it applies to investment advisers, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

WBI is deemed to have custody of client funds and securities whenever WBI is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody WBI will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which WBI is deemed to have custody, WBI has established procedures to ensure all client funds and securities are held at a qualified custodian (i.e. Charles Schwab, Pershing, TD Ameritrade, etc.) in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are **urged** to compare the statements against reports received from WBI. When clients have questions about their account statements, they should contact WBI or the qualified custodian preparing the statement.

## Item 16 – Investment Discretion

WBI retains discretionary authority of investment decisions over client accounts. WBI defines discretion as the ability to implement its intended model portfolio strategy. A discretionary account is void of material restrictions. In a discretionary account, WBI is authorized, without prior consultation with the client, to buy, sell, and trade in stocks, bonds, mutual funds, affiliated and unaffiliated ETFs, ETNs, contracts relating to the same, on margin (only if written authorization has been granted) or otherwise, and to give instructions in furtherance of such authority to the registered broker-dealer and/or the custodian of the account.

The client has the ability to impose reasonable restrictions on the management of a discretionary account, including the ability to instruct WBI not to purchase certain securities. Restrictions on the underlying securities held in mutual funds and ETFs will not be considered reasonable and will not be accepted. Imposing account restrictions may adversely affect account performance as compared with other unrestricted accounts managed in accordance with the same strategy,





If in the opinion of WBI, instructions imposed by the client materially interfere with the ability to manage the account in accordance with WBI's investment process, or causes the management of the account to deviate significantly from the allocations or selections being made for other clients with similar objectives, the account will no longer be considered discretionary for the purposes of composite performance reporting only. This is irrespective of any discretionary authority WBI may maintain with the account custodian and/or brokerage firm, therefore the account is still considered discretionary for all other purposes except for inclusion in performance composites of accounts. Examples of client-imposed restrictions that may cause an account to be classified as non-discretionary for performance reporting purposes include, but are not limited to:

- Restricting trading activities due to conditional client approval,
- Restricting asset allocation (i.e., firm cannot alter asset allocation established by client),
- Tax considerations (e.g., low-cost basis stocks, etc.)
- Limiting the sale of certain securities (e.g., sentimental holdings),
- Restricting the purchase of certain securities or types of securities (e.g., firm cannot buy tobacco stocks, firm cannot buy futures, firm cannot buy securities below a specific quality, etc.),
- Requiring a stipulated dollar amount or percentage of an account to be held as an excess cash reserve that may not be invested, if such restriction materially restricts the implementation of the model portfolio allocation.
- Cash flow requirements (e.g., the client requires large cash distributions on a regular basis), or
- Legal restrictions

Accounts are managed under the terms of a written Investment Management Agreement which grants WBI discretion. Until the agreement signed by the client and accepted by WBI, accounts will not be considered to be under management.

## **Item 17 – Voting Client Securities**

### **WBI Investments Proxy Voting Policy**

WBI has adopted Proxy Voting Policies and Procedures (“Proxy Voting Policies”) which provide that proxies on securities will be voted for the exclusive benefit and in the best economic interest of clients, including the mutual funds, as determined by WBI in good faith. Such voting responsibilities will be exercised in a manner that is consistent with the general anti-fraud provisions of the Investment Advisers Act of 1940, as amended, as well as WBI's fiduciary duties under federal and state law to act in the best interest of clients and the mutual funds.

On certain routine proposals (for example, those which do not change the structures, bylaws or operations of a company), WBI will generally vote in the manner recommended by management. Non-routine proposals, (such as those affecting corporate governance, compensation and other corporate events) and shareholder proposals, will generally be reviewed on a case-by-case basis. WBI has engaged an unbiased third party proxy voting service to make proxy voting recommendations to WBI. WBI will generally vote proxies in accordance with these recommendations, but reserves the right to exercise its own judgment on a case-by-case basis. If WBI determines that voting a particular proxy would create a material conflict of interest between its interests or the interests of any of its affiliated parties (e.g., where the proxy affects the ultimate compensation received by WBI or its affiliates), WBI will vote such proxy based upon the recommendations of the independent third party proxy voting service.



Clients may obtain a copy of WBI's complete proxy voting policies and procedures upon request. Clients may also obtain information from WBI about how WBI voted any proxies on their behalf.

Clients may elect to retain proxy voting responsibilities by notifying WBI in writing of that election. *Independent Manager[s]* may maintain voting responsibility for *Independent Manager[s]* accounts.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about WBI's financial condition. WBI has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.



## **Item 1 – Cover Page: Brochure Supplement (Part 2B of Form ADV)**

### **WBI Investments**

#### **Supervised Persons**

**Don Schreiber, Jr., Matthew Schreiber, Gary E. Stroik, and Robert Confessore**

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Suite 122  
Red Bank, NJ 07701  
[www.wbiinvestments.com](http://www.wbiinvestments.com)  
October 2014**


This Brochure Supplement provides information about Don Schreiber, Jr., Matthew Schreiber, Gary E. Stroik, and Robert Confessore that supplements the WBI Investments, Inc. (WBI) Brochure. You should have received a copy of that Brochure. Please call us at (732) 842-4920 or email [operations@wbiinvestments.com](mailto:operations@wbiinvestments.com) if you did not receive WBI's Brochure or if you have any questions about the contents of this supplement.

Additional information about Don Schreiber, Jr., Matthew Schreiber, Gary E. Stroik, and Robert Confessore is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### **Item 2- Educational Background and Business Experience**

Employees have earned certifications and credentials that are required to be explained in further detail.

#### **CERTIFIED FINANCIAL PLANNER™**

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered  marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").



The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

### **Don Schreiber, Jr., CFP®**

Don Schreiber, Jr. was born on May 24, 1955. He attained a Bachelor of Science from Susquehanna University upon his graduation in 1977. In 1984 he received his CFP® designation from the College of Financial Planning. Don holds the Series 65 (Investment Adviser Representative) license and, Series 7 (General Securities Representative) license and has previously passed the Series 24 (General Securities Principal), Series 27 (Financial and Operations Principal), Series 53 (Municipal Securities Principal), and Series 63 (Uniform Securities Agent State Law) examinations.

Don founded WBI Investments, Inc. (formerly Wealth Builders, Inc.) in 1984 and has served as the firm's CEO, Secretary, and Treasurer ever since. Don has been President, CEO, and Senior Planner of the affiliated entity Hartshorne Group, Inc. since its separation from WBI in 2010.



In 2005 Don founded Advisor Toolbox, Inc., a software and intellectual property entity. Advisor Toolbox, Inc. provides strategic business planning services and client acquisition techniques (referred to as non-advisory services) to financial professionals through workshops, seminars, and training events. Don was a registered representative of Multi-Financial Securities Corporation from 2004-2005. Don was a registered representative of Quasar Distributors, LLC for the purpose of engaging in distribution services for the WBI Absolute Return Balanced Fund and the WBI Absolute Return Dividend Growth Fund in 2010-2011. From April 2011 through July June, 2014 Don served as a registered representative of Raymond C. Forbes & Co., Inc. In January 2014 Don became a registered representative of Millington Securities, Inc., ally registered broker/dealer affiliated with WBI. Don has been Chief Executive Officer of Millington Securities, Inc. since November 2013.

#### **Matthew Schreiber**

Matthew Schreiber was born on July 25, 1980. Matthew received a Bachelor of Arts in History and a Master of Education from the University of South Carolina. He was a letterman of the Gamecock track and field team and recipient of the Southeastern Conference All-Academic Award. Matthew holds his Series 65 (Investment adviser Representative) license and his Series 6 (Investment Company/Variable Contracts) license. Matthew currently serves as President of WBI. Mathew joined the firm in 2005 and served as Vice President of Business Development from 2007 to 2012.

#### **Gary E. Stroik, CFP®**

Gary E. Stroik was born on February 16, 1954. He received a B.A. in Honors English and Fine Arts from Georgetown University in 1976. In 1987, Gary received the CFP® designation from the College of Financial Planning. Gary holds the Series 65 (Investment Adviser Representative) license, and has previously passed the Series 7 (General Securities Representative) and Series 63 (Uniform Securities Agent State Law) examinations.

Gary joined WBI in 1990, and currently serves as Vice President and Chief Investment Officer. Gary also serves as Vice President of WBI's affiliated entity, Hartshorne Group, a position he has held since its separation from WBI in 2010.

Gary was a registered representative of Multi-Financial Securities Corporation from 2004-2005.

#### **Robert Confessore, CFP®**

Robert Confessore was born September 14, 1955. Robert attended the Stevens Institute of Technology where he attained a Bachelor of Science in High Honors Mechanical Engineering upon graduation in 1977. He received his CFP® designation from the College of Financial Planning in 1990. Robert holds the Series 65 (Investment Adviser Representative) license, Series 24 (General Securities Principal) license, and Series 7 (General Securities Representative) license and has previously passed the Series 63 (Uniform Securities Agent State Law) examinations.

Robert joined WBI in 1989, and serves as Vice President. He is also President of Hartshorne Group, an affiliated company.

Robert was a registered representative of Multi-Financial Securities Corporation from 2004-2005. He was a registered representative of Quasar Distributors, LLC for the purpose of engaging in distribution services for the WBI Absolute Return Balanced Fund and the WBI Absolute Return Dividend Growth Fund in 2010-2011. From April 2011 until July 2013 Robert served as a registered representative of Raymond C. Forbes & Co., Inc. In July 2013, Robert renewed his registration with Quasar Distributors, LLC which he maintained until November 2013. In November 2013 Robert became a registered representative of Millington Securities, a dually registered broker dealer that is affiliated with WBI. Robert has been President of Millington Securities, Inc. since November 2013.



### Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

**Don Schreiber, Jr., CFP®**

There are no material facts regarding legal or disciplinary events pertaining to Don Schreiber, Jr. to report under this item.

**Matthew Schreiber**

There are no material facts regarding legal or disciplinary events pertaining to Matthew Schreiber to report under this item.

**Gary E. Stroik, CFP®**

There are no material facts regarding legal or disciplinary events pertaining to Gary E. Stroik to report under this item.

**Robert Confessore, CFP®**

There are no material facts regarding legal or disciplinary events pertaining to Robert Confessore to report under this item.

### Item 4- Other Business Activities

**Don Schreiber, Jr., CFP®**

Don spends the majority of his time devoted to the responsibilities of his positions at WBI, Hartshorne Group, and Millington Securities, Inc. Don also serves as an Interested Trustee on the Board of the Absolute Shares Trust.

In addition to these activities, Don is the owner and founder of Advisor Toolbox, Inc., a software and intellectual property entity. Advisor Toolbox distributes a valuation software program created to help financial professionals value and evaluate the strength of their businesses. The software program can be purchased by financial professionals but may also be offered by WBI free-of-charge to financial professionals as an incentive to consider WBI's investment management services. Don is also the author of *Building a World-Class Financial Services Business: How to Transform Your Sales Practice into a Business Worth Millions* which he actively markets in connection with the strategic business planning services provided by WBI. Topics discussed as part of the WBI strategic business planning program include, but are not limited to: building a business, marketing, institutionalizing a business, technology considerations, staffing and employee retention, succession and exit planning, valuing a practice, and developing a written sales process. Typically, these services are provided to investment advisers and broker-dealers that refer clients to WBI's investment management services. A fixed fee may be charged for these non-advisory services; however, WBI retains the discretion to waive or reduce its fee for strategic business planning.

Don is also co-author of *All about Dividend Investing: the Easy Way to Get Started*. In connection with actively marketing the sale of this book, Don makes public and private appearances. Such appearances are also focused on the advisory services provided by WBI. WBI may charge a fee for Don's public or private appearances.





Don, through an affiliated entity, is the principal owner of Millington Securities, Inc, an affiliated broker-dealer through which WBI may execute customer brokerage transactions and be compensated with payment for order flow. (See Items 10 and 12 of WBI's Form ADV Part 2A Brochure for additional information).

**Matthew Schreiber**

Matthew Schreiber spends the majority of his time focused on his responsibilities at WBI. Matthew also serves as an Interested Trustee on the Board of the Absolute Shares Trust.

**Gary E. Stroik, CFP®**

Gary spends the majority of his time focused on his responsibilities at WBI and Hartshorne Group. Gary is co-author of *All About Dividend Investing: the Easy Way to Get Started*. In connection with actively marketing the sale of this book, Gary may make public and private appearances. Such appearances are also focused on the advisory services provided by WBI. WBI may charge a fee for Gary's public or private appearances.

**Robert Confessore, CFP®**

Robert spends the majority of his time providing financial planning and consulting services through Hartshorne in his capacity as President, and also attending to his responsibilities as Vice President of WBI and President of Millington Securities, Inc.

Robert currently serves as the President of Millington Securities, Inc., an affiliated broker-dealer through which WBI may execute customer brokerage transactions and be compensated with payment for order flow. (See Items 10 and 12 of WBI's Form ADV Part 2A Brochure for additional information).

## **Item 5- Additional Compensation**

**Don Schreiber, Jr., CFP®**

As majority owner of WBI, Don may share in the profits of the firm in proportion to his ownership interest. As majority owner of Millington Securities, Don may share in Millington's profits, which will be derived in part from the payment for order flow remuneration which Millington receives for WBI customer orders.

**Matthew Schreiber**

As a minority owner of WBI, Matthew may share in the profits of the firm in proportion to his ownership interest.

**Gary E. Stroik, CFP®**

As a minority owner of WBI, Gary may share in the profits of the firm in proportion to his ownership interest.

**Robert Confessore, CFP®**

As a minority owner of WBI, Robert may share in the profits of the firm in proportion to his ownership interest.

## **Item 6 - Supervision**

**Don Schreiber, Jr., CFP®**

Don's compliance related activities are supervised by Cynthia R. Bonna in her capacity as Chief Compliance Officer. Cynthia can be contacted via email at: 732-842-4920 or [cbonna@wbiinvestments.com](mailto:cbonna@wbiinvestments.com).



**Matthew Schreiber**

Matt Schreiber is supervised by Don Schreiber, Jr. President and CEO of WBI. Don can be contacted via email at: 732-842-4920 or [dschreiber@wbiinvestments.com](mailto:dschreiber@wbiinvestments.com)

**Gary E. Stroik, CFP®**

Gary is supervised by Don Schreiber, Jr., President and CEO of WBI. Don can be contacted via email at: 732-842-4920 or [dschreiber@wbiinvestments.com](mailto:dschreiber@wbiinvestments.com).

**Robert Confessore, CFP®**

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