



**Wealth Advisors Group  
WAG II Wrap Program  
Wrap Program Fee Brochure**

March 12, 2020

Sponsored by:

**Wealth Advisors Group**  
12726 Coldwater Rd., Ft. Wayne, IN 46845  
[www.wealthag.com](http://www.wealthag.com)  
(260) 619-3100

This wrap fee program brochure provides information about the qualifications and business practices of Wealth Advisors Group. If you have any questions about the contents of this brochure, please contact Mark VanderHagen at the above telephone number. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wealth Advisors Group is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 Summary of Material Changes**

This section provides a summary of the material amendments made to this wrap fee brochure since WAG's last annual updating amendment dated March 24, 2018. A copy of this brochure is available at no charge at any time by contacting WAG at (260) 619-3100 or at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Since the time of our last annual updating amendment dated March 25, 2019, we have no material changes to report.

### **Item 3 Table of Contents**

Item 1 Cover Page	Page 1
Item 2 Summary of Material Changes	Page 2
Item 3 Table of Contents	Page 3
Item 4 Services, Fees, and Compensation	Page 4
Item 5 Account Requirements and Types of Clients	Page 8
Item 6 Portfolio Manager Selection and Evaluation	Page 8
Item 7 Client Information Provided to Portfolio Managers	Page 10
Item 8 Client Contact with Portfolio Managers	Page 11
Item 9 Additional Information	Page 11

## Item 4 Services, Fees, and Compensation

### *Introduction*

**WAG ("Advisor" or "WAG") is an investment advisor registered with the Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940 (the "Advisers Act").** Advisor offers investment advice to clients through the WAG II Wrap program ("Program") in which it participates, based on the individual needs of the client. Mark D. VanderHagen (Mark), Joseph L. DeWald (Joe), Alex Budzon (Alex) and Patrick O'Connell (Patrick) are advisory representatives of the Advisor and responsible for management of the Program accounts. WAG is the sponsor of this Wrap Fee Program.

This disclosure brochure is limited to describing the Program and other information that client should consider prior to establishing an account in the Program. For a complete description of the services offered by Advisor, clients should refer to Advisor's Form ADV Part 2A, a copy of which will be provided by Advisor to client upon request.

### *Program Services*

The Program offers clients an asset management account in which the Advisor directs and manages Program assets for client. The Program permits a client to authorize Advisor to purchase and sell on a discretionary basis mutual funds, ETFs, equities, fixed income securities, or any other position suitable for their account.

In cases where the client's account is managed on a non-discretionary basis, the Advisor will not implement any recommendation without the client's prior approval. The Advisor will act as the client's agent to implement such recommendations in accordance with client's instructions. The client agrees to review trade confirmations received from the custodian and notify the Advisor immediately of any errors.

The Advisor obtains the necessary financial data from the client and assists the client in setting appropriate investment objectives for the Program account. The Advisor obtains updated information from the client as necessary in order to provide personalized investment advice to the client.

Client will be required to enter into a written agreement with Advisor in order to establish a Program account. Client will also be required to complete an application with the broker/dealer that will act as custodian for Program account assets.

A minimum account value of \$100,000 is required for Program. In certain circumstances, the minimum account size may be waived at in our sole discretion.

Advisor will review all Program accounts at least annually. More frequent reviews may be necessary due to the client's individual circumstances, economic conditions, and general factors affecting the markets.

Advisor is able to offer investment advice to individuals, pension and profit sharing plans, trusts, estates, state and municipal government entities, charitable organizations, corporations, and other business entities.

## ***Security Specific Information***

Certain mutual funds available in the Program invest primarily in alternative investments and/or alternative strategies. Investing in alternative investments and/or alternative strategies may not be suitable for all investors and involves special risks, such as risks associated with commodities, leverage, selling securities short, use of derivatives, potential adverse market forces, regulatory changes and potential liquidity. There are special risks associated with mutual funds that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates and price volatility because of the fund's concentration in the real estate industry.

Exchange Traded Funds (ETFs) may be purchased in the Program. ETFs are typically investment companies that are legally classified as open end mutual funds or a unit investment trusts. However, they differ from traditional mutual funds in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the "spread." The spread varies over time based on the ETF's trading volume and market liquidity, and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered under the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities, are not registered as an investment company under the Investment Company Act of 1940.

Exchange Traded Notes (ETNs) also may be purchased in the Program. An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets, for example, commodity futures, foreign currency and equities. ETNs are similar to ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. However, an ETN is not a mutual fund and does not have a net asset value; the ETN trades at the prevailing market price. The risks associated with a particular ETN are set forth in the prospectus for the ETN. Some of the more common risks of an ETN are as follows. The repayment of the principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the issuer's ability to pay. In addition, the trading price of the ETN in the secondary market may be adversely impacted if the issuer's credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country and may therefore carry specific risks.

Leveraged ETFs, ETNs and mutual funds, sometimes labeled "ultra" or "2x" for example, are designed to provide a multiple of the underlying index's return, typically on a daily basis. Inverse products are designed to provide the opposite of the return of the underlying index, typically on a daily basis. These products are different from and can be riskier than traditional ETFs, ETNs and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they may not be able to exactly replicate the performance of the index because of fund expenses and other factors. This is referred to as tracking error. Continual re-setting of returns within the product may add to the underlying costs and increase the tracking error. As a result, this may prevent these products from achieving their investment objective. In addition, compounding of the returns can produce a divergence from the underlying index over time, in particular for leveraged products. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. Because of these distortions, these products should be actively monitored, as frequently as daily, and are generally not appropriate as an intermediate or long-term holding. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may not be diversified and can be based on commodities or currencies. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.

Structured products are available for purchase in the Program. Structured products are securities derived from another asset, such as a security or a basket of securities, an index, a commodity, a debt issuance, or a foreign currency. Structured products frequently limit the upside participation in the reference asset. Structured products are senior unsecured debt of the issuing bank and subject to the credit risk associated with that issuer. This credit risk exists whether or not the investment held in the account offers principal protection. The credit worthiness of the issuer does not affect or enhance the likely performance of the investment other than the ability of the issuer to meet its obligations. Any payments due at maturity are dependent on the issuer's ability to pay. In addition, the trading price of the security in the secondary market, if there is one, may be adversely impacted if the issuer's credit rating is downgraded. Investing in structured products involves risks. Some structured products offer full protection of the principal invested, others offer only partial or no protection. A client in a structured product never has a claim on the underlying investment, whether a security, zero coupon bond, or option. Any principal protection that is offered is subject to the credit worthiness of the issuer. Clients may be sacrificing a higher yield to obtain the principal guarantee. In addition, the principal guarantee relates to nominal principal and does not offer inflation protection. There may be little or no secondary market for the securities and information regarding independent market pricing for the securities may be limited. This is true even if the product has a ticker symbol or has been approved for listing on an exchange. Tax treatment of structured products may be different from other investments held in the account (e.g., income may be taxed as ordinary income even though payment is not received until maturity). Structured CDs that are insured by the FDIC will be subject to applicable FDIC limits.

Hedge funds are available for purchase in the Program by clients meeting certain qualification standards. Investing in hedge funds involves additional risks including, but not limited to, the risk of investment loss due to the use of leveraging and other speculative investment practices and the lack of liquidity. In addition, hedge funds are not required to provide periodic pricing or valuation information to investors and may involve complex tax structures and delays in distributing important tax information. Clients should be aware that hedge funds are not liquid as there is no secondary trading market available. At the absolute discretion of the issuer of the hedge fund, there may be certain repurchase offers made from time to time. However, there is no guarantee that client will be able to redeem the hedge fund during the repurchase offer.

Managed futures are available for purchase in the Program by clients meeting certain qualification standards. Investing in managed futures involves additional risks including, but not limited to, the risk of investment loss due to the use of leveraging and other speculative investment practices, the lack of liquidity and performance volatility. Clients should be aware that managed futures are not liquid as there is no secondary trading market available. At the absolute discretion of the issuer of the managed futures fund, there may be certain repurchase offers made from time to time. However, there is no guarantee that client will be able to redeem the managed futures during the repurchase offer.

### ***Program Fees***

The annual investment advisory fee ("Annual Fee") schedule for the Program is described below:

<u>From</u>	<u>To</u>	<u>Per Year</u>
\$100,000	\$299,999	Up to 1.75%
\$300,000	\$499,999	Up to 1.65%
\$500,000	\$749,999	Up to 1.55%
\$750,000	\$1,249,999	Up to 1.50%
\$1,250,000	\$1,999,999	Up to 1.40%
\$2,000,000	\$3,999,999	Up to 1.25%

\$4,000,000	\$6,999,999	Up to 1.10%
\$7,000,000	\$9,999,999	Up to 0.85%
\$10,000,000	\$14,999,999	Up to 0.75%
\$15,000,000 and over		Negotiable

The Annual Fee is negotiable, is based on the value of the assets in the account, including cash holdings, and is payable quarterly in advance. For purposes of calculating Annual Fees, the account quarter begins on the first day of the month in which the account is opened. The initial Annual Fee is due at the beginning of the quarter following account opening and includes a prorated fee for the initial quarter in addition to the standard quarterly fee for the upcoming quarter. Subsequent Annual Fee payments are due and assessed at the beginning of each quarter based on the value of the assets under management as of the close of business on the last business day of the preceding quarter as valued by the custodian. Additional deposits and withdrawals will be added or subtracted from account assets, as the case may be, which may lead to an adjustment of the Annual Fee. All Annual Fees are deducted from the account by the custodian unless other arrangements have been made in writing. The Annual Fee is paid to and retained by the Advisor and the advisory representatives.

In addition to the Annual Fee, client may also incur certain charges imposed by third parties in connection with investments made through Program accounts, including those imposed by the custodian. These may include, but are not limited to, the following: reporting fees, mutual fund or money market 12b-1 fees, subtransfer agent fees, omnibus processing fees and networking fees, mutual fund or money market management fees and administrative expenses, mutual fund transaction fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, variable annuity expenses, other transaction charges and service fees, IRA and qualified retirement plan fees, alternative investment administrative fees, administrative servicing fees for trust accounts, creation and development fees or similar fees imposed by unit investment trust sponsors, hedge fund investment management fees, managed futures investor servicing fees, participation fees from auction rate preferred securities, and other charges required by law. Advisor does not receive any portion of these fees. Further information regarding charges and fees assessed by a mutual fund or variable annuity are available in the appropriate prospectus.

You may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e. fund management fees and other expenses), mark-ups and mark-downs, spreads paid to market makers, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. In addition, Schwab may impose a custodial fee for holding select alternative investments and you may be charged fees for trades executed away from the custodian. These fees are not included within the wrap fee you are charged by our firm. Mutual funds may also charge a redemption fee if a redemption is made within a specific time period following the investment. The terms of any redemption fee are disclosed in the fund's prospectus. Transactions in mutual fund shares (e.g., for rebalancing, liquidations, deposits or tax harvesting) may be subject to a fund's frequent trading policy.

As the Advisor absorbs certain transaction costs in wrap fee accounts, the Advisor may have a financial incentive not to place transaction orders in those accounts since doing so increases its transaction costs. Thus, an incentive exists to place trades less frequently in a wrap fee arrangement.

We do not charge our clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades.

If an account is approved for trading on margin, the client will be charged margin interest on any credit extended by custodian or maintained by the client. For performance illustration purposes, the margin interest will be treated as a withdrawal and will, therefore, not negatively impact the performance figures reflected on the quarterly performance reports. The interest charge is in addition to the Annual Fee charged on the account. The Annual Fee will not be charged on any margin debit balance, rather only on the net equity in the Program account.

Client should be aware that margin borrowing involves additional risks. Margin borrowing will result in increased gain if the value of the securities in the account go up, but will result in increased losses if the account value decreases.

## **Item 5 Account Requirements and Types of Clients**

Advisor is able to offer investment advice to individuals, high net worth individuals, and businesses that typically include physicians, small business owners, family owned businesses, retirees, and retirement-focused individuals.

The minimum account value is usually \$100,000, with certain exceptions that may apply.

## **Item 6 Portfolio Manager Selection and Evaluation**

### ***Portfolio Manager Selection and Evaluation***

Based on a client's Risk Profile, suitability, financial net worth, need for income, time constraints, and many other factors, a portfolio is established. Usually this will coincide with other clients' portfolios of similar size, risk expectations, and other material facts. The Adviser adheres to the portfolio as long as it makes sense to do so. The Adviser can use strategic or tactical asset allocation approach to portfolio management. WAG may use a proportional combination of assets using long term rates of return for each asset class. Client portfolios may be periodically rebalanced to regain balance. Mutual funds, ETFs and individual equities usually form the core portfolio holdings.

WAG's first step in portfolio management is to determine risk and return objectives. Step two is determining appropriate managers to meet risk and return objectives. This is done by evaluating long-term performance, performance attribution, and portfolio allocation to find managers that meet the clients' needs. WAG uses industry standards in evaluation and does not use third parties in the portfolio manager review process.

WAG performs reviews of all investment advisory accounts no less than quarterly. Accounts are reviewed for consistency with the investment strategy and performance among other things. Reviews may be triggered by changes in an account holder's personal, tax, or financial status. Macroeconomic and company specific events may also trigger reviews. Adjustments will be made by WAG when necessary to meet clients' risk and return objectives.

WAG will act as the portfolio manager for the Program, and clients should be aware of the following potential conflicts of interest.

### ***Conflicts of Interest***

In establishing a Program account, client elects to appoint Schwab as the sole and exclusive broker/dealer and custodian with respect to processing securities transactions for the Program account. For a description of what constitutes custody, refer to the Advisers Act. The Advisor does not maintain custody of client assets.



Securities transactions for Program account are effected without commissions being charged to client. While Advisor makes every attempt to obtain the best execution possible, there is no assurance that it will be obtained. Clients should consider whether or not the appointment of Schwab as the sole broker/dealer and custodian may or may not result in certain costs or disadvantages to the client as a result of possibly less favorable executions. In considering whether or not to restrict the execution of transactions through Schwab, Advisor considered the capabilities of Schwab.

Although client will not be charged a transaction charge for transactions through Schwab, client should be aware that Advisor will be required to pay transaction charges to Schwab. The transaction charges borne by Advisor vary based on the type of transactions (e.g., mutual fund, equity or fixed income security) and for mutual funds based on whether or not the mutual fund pays 12b-1 fees and/or subtransfer agent fees that are retained by the custodian in amounts sufficient to cover the majority of trading costs. Client should understand that the cost to Advisor of transaction charges may be a factor the Advisor considers when deciding which securities to select and whether or not to place transactions in a Program account.

No agency cross transactions or principal transactions are effected by Advisor in Program accounts.

Advisor may aggregate transactions for a client with other clients to improve the quality of execution. When transactions are so aggregated, clients will share commission costs equally and receive securities at a total average price. Advisor will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Advisor may receive support services and/or products from Schwab, which assist the Advisor to better monitor and service Program accounts maintained at Schwab. These support services and/or products may be received without cost, at a discount, and/or at another negotiated rate, and may include investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, consulting services, attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Advisor in furtherance of its investment advisory business operations. Clients do not pay more for services as a result of this arrangement. There is no corresponding commitment made by the Advisor to Schwab or any other entity to invest any specific amount or percentage of client assets in any specific securities as a result of the arrangement.

Advisor and advisory representatives may receive additional non-cash compensation from product sponsors. Compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings or marketing or advertising initiatives.

The Program may cost the client more or less than purchasing Program services separately. Factors that bear upon the cost of the Program account in relation to the cost of the same services purchased separately include: the type and size of the account, the historical and/or expected size or number of trades for the account, and the number and range of supplementary advisory and client related services provided to the account.

The Annual Fee is an ongoing fee for investment advisory services and may cost the client more than if the assets were held in a traditional brokerage account. In a brokerage account, a client is charged a commission for each transaction and the representative has no duty to provide ongoing advice with

respect to the account. If the client plans to follow a buy and hold strategy for the account or does not wish to purchase ongoing investment advice or management services, the client should consider opening a brokerage account rather than a Program account.

The Advisor receives compensation as a result of the client's participation in the Program. The amount of this compensation may be more or less than what the Advisor would receive if the client participated in other programs or paid separately for investment advice, brokerage and other client services. Therefore, the Advisor may have a financial incentive to recommend the Program account over other programs and services.

Advisory representatives have a relationship with various insurance companies. Mark, Joe, Patrick, Alex, and Chris are licensed insurance agents/brokers. In such capacity, they may receive normal and customary commissions as a result of insurance sales outside of Program account.

## **Item 7 Client Information Provided to Portfolio Managers**

Clients will be required to disclose information necessary for inclusion in the WAG II Wrap Program. This includes information Schwab requires to open an account, and all material facts required for WAG to have a thorough understanding of clients' suitability.

WAG requires that you provide current and accurate financial and personal information. WAG will protect the information you have provided in a manner that is safe, secure, and professional. WAG and its employees are committed to protecting your privacy and to safeguarding that information.

### ***Safeguarding Customer Documents***

We collect non-public client data in checklists, forms, in written notations, and in documentation provided to us by our clients for investment and consulting services.

During regular business hours access to client records is monitored so that only those with approval may access the files. During hours in which the company is not in operation, the client records will be locked.

No individual who is not so authorized shall obtain or seek to obtain personal and financial client information. No individual with authorization to access personal and financial customer information shall share that information in any manner without the specific consent of a firm principal. Failure to observe the Advisor's procedures regarding client and consumer privacy will result in discipline and may lead to termination.

### ***Sharing Nonpublic Personal and Financial Information***

WAG is committed to the protection and privacy of its clients' and consumers' personal and financial information. WAG will not share such information with any affiliated or nonaffiliated third party except:

- When necessary to complete a transaction in a client account, such as with the clearing firm or account custodians;
- When required to maintain or service a client account;
- To resolve client disputes or inquiries;
- With persons acting in a fiduciary or representative capacity on behalf of the client;
- With rating agencies, persons assessing compliance with industry standards, or to the attorneys, accountants and auditors of the firm;
- In connection with a sale or merger of Wealth Advisors Group's business;

- To protect against or prevent actual or potential fraud, identity theft, unauthorized transactions, claims or other liability;
- To comply with federal, state or local laws, rules and other applicable legal requirements;
- In connection with a written agreement to provide investment management or advisory services when the information is released for the sole purpose of providing the products or services covered by the agreement;
- In any circumstances with the client's instruction or consent; or
- Pursuant to any other exceptions enumerated in the California Information Privacy Act.

### ***Opt-Out Provisions***

WAG does not share nonpublic personal and financial information with affiliated or unaffiliated third parties except under the circumstances noted above. Since sharing under the circumstances noted above is necessary to service client accounts or is mandated by law, there are no allowances made for clients to opt out.

## **Item 8 Client Contact with Portfolio Managers**

WAG imposes no restrictions on client contact with their portfolio managers, which will include their financial advisor.

## **Item 9 Additional Information**

### ***Disciplinary Information***

Neither WAG nor any of its supervised persons have been the subject of any legal or disciplinary events that would be material to your evaluation of WAG or the integrity of WAG's management.

### ***Other Financial Industry Activities and Affiliations***

Mark VanderHagen owns WAG Tax Services, which prepares taxes and performs bookkeeping services. This presents a conflict insofar as Mr. VanderHagen has a financial incentive for clients of WAG to work with WAG Tax Services. We address this conflict by notifying clients that they are not obligated to utilize the services of WAG Tax Services.

Associates of WAG are also engaged in the insurance brokerage business and, in that capacity, may occasionally sell insurance products to advisory clients from which they may receive a commission. The receipt of commissions by WAG and/or its associated persons from the sale of insurance products to advisory clients may present a conflict of interest in that it creates an incentive for WAG to recommend insurance products based on the receipt of commissions rather than the needs of the client. We address this potential conflict of interest by providing disclosure regarding the conflict and not charging any advisory fees on those insurance products.

Platform clients establish accounts with Schwab, which maintains custody of client assets and effects trades in client accounts. Schwab provides WAG and its clients with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help WAG manage or administer its clients' accounts, while others help WAG manage and grow its business. These support services are available at no charge to WAG. Following is a more detailed description of Schwab's support services:

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

**Services that may not directly benefit clients.** Schwab also makes available to WAG other products and services that benefit WAG but may not directly benefit individual clients or their accounts. These products and services assist in managing and administering clients' accounts. They include investment research, both Schwab's own and that of third parties. WAG may use this research to service all or a substantial number of clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that provides access to client account data (such as duplicate trade confirmations and account statements)

- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of WAG's fees from its clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

**Services that generally benefit only WAG.** Schwab also offers other services intended to help WAG manage and further develop its business. These services include:

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

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

### **WAG's interest in Schwab's services**

The availability of these services from Schwab benefits WAG because WAG does not have to produce or purchase them. WAG does not have to pay for Schwab's services. These services are not contingent upon the commitment of any specific amount of business to Schwab in trading commissions or assets in custody. WAG has an incentive for clients to maintain their accounts with Schwab based on WAG's interest in receiving Schwab's services that benefit WAG's business rather than based on the clients' interest in receiving the best value in custody services and the most favorable execution of their transactions. This is a potential conflict of interest. However, WAG believes that its selection of Schwab as a custodian and broker is in the best interests of the clients, and is supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit WAG exclusively.

### **Code of Ethics**

The Adviser has adopted a Code of Ethics ("Code") for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Adviser and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

The Code covers a range of topics that include provisions relating to general ethical principles, reporting personal securities trading, exceptions to personal securities reporting requirements, the definition of reportable securities, reporting ethical violations, the distribution of the Code, and review and enforcement processes. The Adviser will provide a copy of the Code to any client or prospective client upon request.

WAG may, in appropriate circumstances, consistent with clients' investment objectives, cause accounts over which WAG has management authority to effect, and may recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which WAG and/or its affiliates, directly or indirectly, may have a position of interest. Conversely, WAG and/or its affiliates may invest in the same securities that are held in client accounts and may purchase or sell those securities at or about the same time such securities are recommended to or bought or sold for client accounts. In both situations, WAG's employees and persons associated with WAG are required to follow WAG's Code. The Code requires each of WAG's employees to always place the interests of clients ahead of WAG's interest or the interest of any employee. WAG's Code is designed to assure that the personal securities transactions, activities and interests of the employees of WAG will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Under the Code certain classes of securities have been designated as exempt transactions that are not subject to the reporting requirements set forth in the Code, based upon a determination that these would not materially interfere with the best interest of WAG's clients. In addition, the Code requires pre-clearance of certain personal transactions. Nonetheless, because employees are permitted to invest in the same securities as clients, a potential conflict of interest might arise because (1) WAG or its supervised persons may have an incentive to recommend, or not recommend, the sale of those securities to clients in order to protect the value of their personal investment, and (2) WAG or its supervised persons may have an incentive to place their orders before those of clients in order to obtain a better price. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between WAG and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with WAG's obligation to seek best execution for its clients' securities transactions. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. WAG will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

### ***Review of Accounts***

WAG performs reviews of all its advisory client accounts no less frequently than quarterly. Accounts are reviewed for consistency with the client's investment strategy and to review overall account performance, among other things. Ad hoc reviews may be triggered by changes in the client's personal, tax, or financial status or because of macroeconomic and company specific events.

### ***Client Referrals and Other Compensation***

Neither WAG nor any related person of WAG compensates any other person, directly or indirectly, for referring clients to WAG regardless of whether the referring party is a client or non-client. WAG also does not receive any form of compensation or economic benefit from someone who is not an advisory client of WAG for providing investment advice to WAG's advisory clients. WAG accepts compensation for providing investment advice only from clients where there exists a written agreement.

***Financial Information***

WAG is not currently subject to any financial condition that is reasonably likely to impair its ability to meet its contractual and fiduciary commitments to clients, and WAG has not been the subject of a bankruptcy proceeding.