



Item 1 – Cover Page

WALLACE CAPITAL MANAGEMENT, INC.

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This Brochure provides information about the qualifications and business practices of Wallace Capital Management, Inc. ("WCM"). If you have any questions about the contents of this Brochure, please contact us by telephone at (214) 303-0200. 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.

Wallace Capital Management, Inc. 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 investment adviser provide you with information about which you determine to hire or retain an investment advisor.

Additional information about Wallace Capital Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.



Item 2 – Material Changes

This section of the Brochure addresses “material changes” that have taken place since the last annual update and will be posted to the SEC’s public disclosure website (IAPD). WCM’s last annual update took place on March 30, 2020. There have been no material changes since the last annual update was filed.

Currently, our brochure may be requested by contacting Blake Estess, our firm’s Chief Compliance Officer, by telephone at (214) 303-0200.

Additional information about Wallace Capital Management, Inc. is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with WCM who are registered, or are required to be registered, as investment adviser representatives of WCM.



Item 3 -Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes	ii
Item 3 - Table of Contents	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management	3
Item 7 – Types of Clients	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information	5
Item 10 – Other Financial Industry Activities and Affiliations	10
Item 11 – Code of Ethics	10
Item 12 – Brokerage Practices	12
Item 13 – Review of Accounts	15
Item 14 – Client Referrals and Other Compensation	15
Item 15 – Custody	15
Item 16 – Investment Discretion	16
Item 17 – Voting Client Securities	16
Item 18 – Financial Information	17



Item 4 – Advisory Business

WCM provides investment supervisory services to its Clients, which consist of individuals, high-net-worth individuals, individual retirement and profit-sharing plans, charitable institutions, foundations, and private investment funds (individually, a “Client,” collectively, “Clients”). These services include, but are not limited to: (1) a discussion of each Client’s investment objectives; (2) buying or selling securities on the Client’s behalf; and (3) periodically reviewing each Client’s portfolio.

WCM acts as an investment advisor to its Clients by managing the cash, equity securities, fixed income securities, and any other securities that may be held in each Client’s account. WCM is able to tailor its investment advisory services to the individual investment objectives and risk tolerances of its separately managed account Clients. Subject to the mutual written agreement of both parties, Clients may impose certain restrictions on the securities that are held in that Client’s account.

In addition, certain Clients of WCM are investors in the Wallace Capital Management Fund, L.P. (the “WCM Fund”), of which WCM is the general partner, and to which WCM acts as the investment advisor. Furthermore, certain Clients of WCM are investors in the Avalon Wallace Investment Fund, L.P. (the “Avalon Wallace Fund”), of which WCM is a member of the general partner, Avalon Wallace Investment Management, LLC, and to which WCM acts as the investment advisor. Because the WCM Fund and the Avalon Wallace Fund are each commingled investment limited partnerships, individual investors are not able to impose investment restrictions on WCM’s management of the WCM Fund or the Avalon Wallace Fund.

WCM is an independent investment advisory firm that was founded on May 1, 2002. The firm’s principal owner is Scott Wallace, and majority of the ownership interest of the firm is held by its employees.

As of December 31, 2020, WCM managed Client assets on a discretionary basis in the amount of \$916,422,687 and managed Clients on a non-discretionary basis in the amount of 21,747,739.



Item 5 – Fees and Compensation

For certain Clients, WCM manages a distinct, customized portfolio of cash and securities (in the remainder of this brochure, such accounts will be referred to as “Separate Accounts” and such Clients will be referred to as “Separate Account Clients”). WCM Fund or the Avalon Wallace Fund will hereafter be collectively referred to individually as a “Fund Client”, and collectively as the “Fund Clients”. Clients generally pay WCM a fee up to 1.00% per year (the “Management Fee”). The Management Fee is paid on a quarterly basis in arrears and is pro-rated for any period less than a full calendar quarter. Investment contracts for Separate Account Clients may be terminated by WCM or the Separate Account Client upon 30 days’ written notice to the other party.

In addition to the Management Fee, Clients may be assessed an incentive fee (the “Performance Fee”). The Performance Fee is generally equal to 20% of the investment gains in excess of a compounding annual hurdle rate applicable to a particular Separate Account or applicable to the capital account of each Fund Client. WCM structures any performance or incentive fee arrangement pursuant to Section 205(a)(1) of the Investment Advisers Act of 1940 (the “Advisers Act”) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring Clients’ assets for the calculation of performance-based fees, WCM includes realized and unrealized capital gains and losses.

Performance based fee arrangements may create an incentive for WCM to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor performance fee-paying accounts over other accounts in the allocation of investment opportunities. WCM has procedures designed and implemented to ensure that all Clients are treated fairly and equitably, and to prevent this conflict from influencing the allocation of investment opportunities among Clients.

All fees are subject to negotiation. Under certain circumstances, the fees a particular Client pays may be negotiated to a level either higher or lower than the fee schedules described above. The Management Fee and/or the Performance Fee may be waived for certain Clients at WCM’s sole discretion. In addition to the Management Fee that will be charged to Clients by WCM and the Performance Fees that certain Clients may incur, all Clients of WCM will also incur additional fees charged by non-affiliated firms to transact trades and provide custodial services, process wire transfers, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund’s prospectus. Such charges, fees and



commissions are exclusive of and in addition to WCM's fee, and WCM will not receive any portion of these commissions, fees, and costs.

The specific manner in which fees are charged by WCM is established in a Client's written agreement with WCM for Separate Account Clients, and in the Private Placement Memorandum of the Wallace Capital Management Fund, L.P. (the "WCM Fund Offering Memorandum") as well as the Private Placement Memorandum of the Avalon Wallace Investment Fund, L.P. (the "Avalon Wallace Fund Offering Memorandum") for those investors who invest in the Funds. For both Separate Account Clients and investors of the Funds, clients authorize WCM to directly debit fees from the Client's Separate Account or capital account, as applicable. Management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Generally, all of the normal recurring operating expenses including rent, utilities, telephone, equipment expenses and administrative salaries are borne by WCM. For the most part, the only expenses which may be assumed by the WCM Fund in addition to WCM's compensation are custody, legal and auditing fees, transaction costs and commissions incurred through trading, and any other expenses which WCM reasonably determines not to be normal and recurring operating expenses.

The Avalon Wallace Fund will pay (or reimburse its general partner or WCM) for legal, audit and tax preparation, third party expenses directly related to the formation and administration of the Avalon Wallace Fund, as well as costs and expenses related to the Avalon Wallace Fund's investment activities.

Item 12 below further describes the factors that WCM considers in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

As stated in Item 5 above, WCM may receive performance-based fees from its Clients. The specific structure and calculation of the performance-based fees are described in detail in each Fund offering document. These payments are subject to Section 205(a)(1) of the Advisers Act, in accordance with the available exemptions thereunder, including the



exemption set forth in Rule 205-3, which requires that performance-based fees only be charged to “qualified clients” (as such term is defined in Rule 205-3).

Performance-based fee arrangements may create an incentive for WCM to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor performance fee-paying accounts over other accounts in the allocation of investment opportunities. WCM has designed and implemented procedures to ensure that all Clients are treated fairly and equitably with respect to the allocation of investment opportunities.

Item 7 – Types of Clients

As mentioned in Item 4, WCM provides portfolio management services its Clients based on the investment objectives and strategies described in each Fund offering document.

In addition to managing accounts on behalf of its Separate Account Clients, WCM serves as the general partner and the investment advisor of the Funds. The Funds are exempt from registration as an investment company pursuant to Rule 506 of Regulation D Section 4(6) of the Investment Company Act of 1940, as amended. The investment objective of the Funds is to produce capital appreciation through investments in a diversified portfolio of U.S. (and in some cases, non-U.S.) stocks and bonds of various market capitalizations.

At times, the Funds and the Separate Accounts may own many of the same securities. However, the portfolio of securities held in one or more Separate Accounts, and the portfolio of securities held in the Funds may be materially different. These differences may include, but are not limited to: (1) the Funds may own different individual securities than those held in the other Fund, or those held in one or more Separate Accounts; (2) the market capitalization of one or more of the individual securities (the Funds may own more small capitalization companies than the Separate Accounts); (3) the overall number of holdings in an account; (4) the position size or concentration in one or more securities; and (5) the size of the cash position in the Funds vs. one or more Separate Accounts. As a result of these differences, the investment performance of either Fund and the investment performance of one or more Separate Accounts may be materially different. Due to the potential of having a higher position size concentration and the potential of holding more small capitalization companies, the investment performance of either or both Funds may be more volatile than the performance of one or more Separate Accounts.



The minimum account size of a Separate Account is \$2,000,000, and the minimum capital account size of an investment in the WCM Fund and the Avalon Wallace Fund is \$1,000,000 and \$200,000, respectively. WCM reserves the right to waive its minimum account size requirements in its sole discretion. In addition, WCM reserves the right to raise or lower these minimum account size requirements at its sole discretion and without prior notice.

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

Although their individual holdings may be materially different, WCM utilizes a single investment strategy for both the Separate Accounts and both Funds. Please refer to Item 7 above for a list of these differences. The foundation of WCM's investment strategy is to invest in a security only when we believe that there is a significant dislocation between the value of a company and the value indicated by its stock price. All investment decisions are made within the context of our perspective of the macroeconomic environment and the industry-specific environment at the time of the investment.

Investing in securities carries with it the inherent risk of a significant loss of capital, which a Client should be prepared to bear. The risk factors below are not intended to be exhaustive.

Investing and Trading Risks

Substantial risks are involved in the trading of securities. Short-term market movements can be volatile and are difficult, if not impossible, to predict. Politics, recession, inflation, employment levels, trade policies, international events, war and other unforeseen events can have significant impact upon the prices of securities and, accordingly, the occurrence of such events which are not within the control of WCM may adversely affect the values of securities held by Clients.

At various times, the markets for certain securities may be "thin" or illiquid, making purchase or sale of such securities at desired prices or in desired quantities difficult or impossible. The liquidity of markets may also be affected by a halt in trading on a particular securities exchange or exchanges.

Over-the-Counter Securities

Clients may invest in securities traded in the over-the-counter market or on regional securities exchanges and may not be traded every day or in the volume typical of securities trading on a national securities exchange. As a result, disposition by Clients of such securities to meet redemptions by investors or otherwise may require Clients to sell these securities at



a discount from market prices, to sell during periods when such disposition is not desirable, or to make several small sales over a lengthy period of time.

Foreign Securities

Clients may invest in foreign securities, American Depositary Receipts, or American Depositary Shares (collectively, "ADRs") and securities of foreign issuers that are traded on a recognized U.S. exchange or the NASDAQ National Market System. ADRs are typically issued by an American bank or trust company and evidence of ownership of underlying securities issued by a foreign corporation. An investment in foreign securities involves certain risks in addition to the credit and market risks normally associated with U.S. securities, including adverse political and economic developments or social instability; the imposition of foreign withholding taxes or exchange controls; expropriation or nationalization; currency blockage; the impact of exchange rate and foreign currency fluctuations; limited availability of public information regarding issuers; and different governmental regulation and supervision.

Convertible Securities

Clients may invest in securities which may be exchanged for, converted into, or exercised to acquire a predetermined number of shares of the issuers common stock during a specified time period (such as convertible preferred stock and debentures). Convertible securities generally pay interest or dividends and provide a potential for participation in any appreciation of the underlying common stock. The market value of a convertible security will tend to fluctuate primarily based on the value of the security into which it may be exercised and, to a lesser extent, on fluctuations in prevailing market interest rates.

Convertible securities may also include warrants which give the holder the right to purchase at any time during a specified period a predetermined number of shares of common stock at a fixed price, but which do not pay any dividend or interest. Investments in warrants involve certain risks, including the possible lack of a liquid market for resale, potential price fluctuations as a result of speculation and other factors, and the failure of the price of the underlying security to reach or have reasonable prospects of reaching a level at which the warrant can be profitably exercised, in which event the warrant may expire without being exercised, resulting in a loss of a Client's entire investment therein.

Short-Term Instruments



Clients may invest in short-term instruments, such as U.S. Treasury securities, certificates of deposit, commercial paper and money market funds, to maintain liquidity for redemptions, or when attractive investments are temporarily unavailable or being considered or for any other reason. Clients may also “sweep” available cash on a daily basis into one or more money market funds. Among the short-term instruments which Clients may invest in include shares of money market mutual funds, which impose fees of their own resulting in a lower investment return for Clients on such investments.

Lack of Diversification; Increased Volatility

Clients may from time to time be invested in a limited number of securities. The concentration in these securities may result in less diversification of investment than would be achieved under alternative investing strategies, which in turn may result in increased volatility in a Client’s performance compared with that of other clients managed by different advisors.

Dependence on Key Personnel

The investment performance of Clients depends largely on the skill of key personnel and investment professionals of WCM, including its principal owner. If key personnel were to leave WCM equally desirable replacements may not be found in a timely fashion and the performance of a Client’s account could, as a result, be adversely affected.

Risk of Swap Agreements

Clients may enter into swap agreements. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the exposure of Clients to securities, long-term or short-term interest rates, foreign currency values, corporate borrowing rates, or other factors. Swap agreements can take many different forms and are known by a variety of names. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the portfolio of a Client. The most significant factor in the performance of swap agreements is the change in the individual equity values, specific interest rates, currency values, or other factors which determine the amounts of payments due to and from the counterparties. If a swap agreement calls for payments by a Client, the Client must be prepared to make such payments when due. In addition, if a counterparty’s creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses to the relevant Client.



Credit Risk

Clients are also subject to credit risk (i.e., the risk that an issuer of securities will be unable to pay principal and interest when due, or that the value of the security will suffer because investors believe the issuer is less able to pay). This is broadly gauged by the credit ratings of the securities in which Clients invest. However, ratings are only the opinions of the agencies issuing them, may change less quickly than relevant circumstances and are not absolute guarantees of the quality of the securities. Furthermore, a Client's assets may not be rated by any rating agency or may be below investment grade. Clients will be more dependent upon the judgment of WCM as to the credit quality of such unrated securities.

Leverage

Where deemed appropriate, the Avalon Wallace Fund may use leverage in an attempt to enhance its overall return. The use of leverage involves borrowing money from banks or brokerage firms to purchase securities or to sell securities short. This practice can increase the adverse impact to which Avalon Wallace Fund's investment portfolio may be subject.

Short Sales Risk

The Avalon Wallace Fund may engage in short sales. A short sale involves the sale of a security that the Avalon Wallace Fund does not own in the expectation of purchasing the same security (or a security exchangeable therefor) at a later date at a lower price. A short sale involves a theoretically unlimited risk of an increase in the market price of the security sold short and thus unlimited loss to the Avalon Wallace Fund. Securities borrowed to be sold short are generally required to be returned to the lender on short notice. Thus, the Avalon Wallace Fund is required to purchase the security at the market price. If the market price increases, the Avalon Wallace Fund could be required to purchase the securities at a higher price in order to close out the short positions. This may result in losses to the Avalon Wallace Fund.

Derivatives Risk Generally

Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. The Avalon Wallace Fund may use derivatives for any purpose including, among other things, as a substitute for taking a position in the underlying asset (if, for example, a uniform market does not exist, credit quality is below investment grade or WCM believes that, through the use of derivatives, overall portfolio efficiency might be increased) or as part of a hedging strategy designed to reduce or increase



exposure to other risks, such as interest rate, credit or currency risk. The Avalon Wallace Fund's use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks, such as interest rate risk, market risk and credit risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index. If the Avalon Wallace Fund invests in a derivative instrument it could lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that the Avalon Wallace Fund will engage in these transactions to reduce exposure to other risks when that would be beneficial.

Use of derivative instruments in general presents additional risks. When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent the Avalon Wallace Fund from achieving the intended hedge effect or expose the Avalon Wallace Fund to the risk of loss. In addition, derivative instruments may not be liquid in all circumstances, so that in volatile markets the Avalon Wallace Fund may not be able to close out a position without incurring a loss. Finally, there is a risk that the counterparty on any derivative may default in its obligations.

The prices of all derivative instruments can be highly volatile. Price movements of derivative contracts in which the Avalon Wallace Fund's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instrument futures and options. This type of government intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Avalon Wallace Fund also is subject to the risk of the failure of any exchanges on which its positions trade or of their clearinghouses.

Options Risk

The Avalon Wallace Fund may purchase and sell options on securities on national and international securities exchanges and in the domestic and international over-the-counter market. The seller ("writer") of a put or call option which is uncovered (i.e., the writer has effectively a long or a short position in the underlying security, index, currency or instrument) assumes the risk (which theoretically may be unlimited in the case of a written



call option) of a decrease or increase in the market price of the underlying security, index, currency or instrument below or above the sale or purchase price. Trading in options is a highly specialized activity and although it may increase total return it may also entail significantly greater than ordinary investment risk.

THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE EXPLANATION OF ALL OF THE RISKS INVOLVED WHEN INVESTING AS A SEPARATE ACCOUNT CLIENT OR A FUND CLIENT.

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of WCM or the integrity of WCM's employees and/or management personnel. WCM has no information to disclose that is applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Registered investment advisors are required to disclose certain information about an investment advisor's other financial industry activities and industry affiliations. WCM is the general partner of and the investment advisor to the Wallace Capital Management Fund, L.P. WCM is a member of the general partner, Avalon Wallace Investment Management, LLC, and investment advisor to the Avalon Wallace Investment Fund, L.P. Each fund is exempt from registration as an investment company pursuant to Section 3(c)(1), in the case of the Wallace Capital Management Fund, L.P., and Section 3(c)(7), in the case of the Avalon Wallace Investment Fund, L.P., of the Investment Company Act of 1940, as amended (the "1940 Act").

Item 11 – Code of Ethics

WCM has adopted a Code of Ethics ("Code") for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its Clients. The Code includes provisions relating to the confidentiality of Client information (including underlying investors of Fund Clients), a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All WCM employees must acknowledge the terms of the Code annually, or as amended.

WCM anticipates that, in appropriate circumstances, consistent with Clients' investment objectives, it will cause accounts over which WCM has management authority to effect, and



will recommend to Clients or prospective Clients, the purchase or sale of securities in which WCM, its affiliates and/or Clients, directly or indirectly, have a position of interest. WCM's employees are required to follow WCM's Code. Subject to satisfying this policy and applicable laws, employees of WCM and its affiliates may trade for their own accounts in securities that are recommended to and/or purchased for WCM's clients. The Code is designed to assure that the personal securities transactions, activities and interests of the employees of WCM will not interfere with (i) making decisions in the best interest of its Clients; and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

The Code requires pre-clearance of many transactions. Because the Code in some circumstances would permit employees to invest in the same securities as WCM's Clients, there is a possibility that employees might benefit from market activity by a Client in a security held by an employee. Employee trading is continually monitored under the Code, and designed to reasonably prevent conflicts of interest between WCM and its Clients.

Certain employee-affiliated accounts may trade in the same securities with Client accounts on an aggregated basis when consistent with WCM's obligation of best execution. In such circumstances, the affiliated and Client accounts will share commission costs equally and receive securities at a total average price. WCM will retain records of the trade order and its allocation. WCM's Clients or prospective Clients may request a copy of the firm's Code of Ethics by contacting the firm's Chief Compliance Officer, Blake Estess, by telephone at (214) 303-0200.

It is WCM's policy that the firm will not affect any principal or agency cross securities transactions for Client accounts. WCM will also not cross trades between Client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another Client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. WCM has no such dual registration, nor does it have an affiliated broker-dealer.



Item 12 – Brokerage Practices

WCM executes transactions for Separate Accounts and the Funds via the electronic trading platforms of the various custodian banks that act as custodian for the Separate Accounts and the Fund, as well as through third-party firms that execute trades on behalf of WCM's Clients. WCM may recommend that Separate Account Clients establish brokerage accounts with Fidelity Investments ("Fidelity"), a registered broker-dealer, member SIPC, and/or Charles Schwab & Co. ("Schwab"), a registered broker-dealer, member SIPC, to maintain custody of a client's assets and to affect trades for the client's Separate Account. WCM is independently owned and is not affiliated with Fidelity or Schwab. WCM does not utilize any of Fidelity's or Schwab's research services, and does not compensate Fidelity or Schwab for any services other than commissions incurred by the Funds and by WCM affiliated Separate Accounts for which Fidelity or Schwab acts as custodian. WCM Clients will be charged a commission by the applicable custodian and/or by the applicable third party execution broker, if any, for trades that WCM affects for those accounts. WCM does not receive or participate in any fees or commissions charged by Fidelity, Schwab or any other custodian its clients may utilize.

If a Separate Account Client selects a custodian other than Fidelity or Schwab, (1) WCM may not have the ability to negotiate trading commission rates with that custodian, which may result in the Separate Account Client paying a higher commission rate than other WCM Clients; (2) trades for the Client's Separate Account may not be executed as part of WCM's "block trade" for such security; and (3) the Client may not receive the most favorable execution for its account. Clients who direct WCM to use specific custodians or broker/dealers should evaluate whether the Client will be receiving quality trade execution, clearance and settlement capabilities, as well as custodial fees and trading commissions that are comparable to those otherwise available within the industry.

Through negotiations with the various custodial trading platforms that WCM utilizes and other third-party execution brokers, WCM endeavors to obtain best execution of securities transactions at prices that are advantageous to the Client, and that incur reasonable, competitive commission charges. As part of the arrangement whereby WCM uses the electronic trading platforms of Fidelity and Schwab, WCM attempts to negotiate the lowest possible commission rates on behalf of its Clients. Currently, Clients who use Fidelity or Schwab as their custodian are charged commissions to execute trades on a "per trade" basis, as opposed to a "per share" basis. For those trades that WCM elects to execute through a third-party execution broker, clients are charged a commission based on a "per share" basis.

WCM does not negotiate with the third-party execution brokers or the custodial trading platform providers we utilize to charge our Clients a higher overall commission rate, and



then use these Client-funded excess commission dollars to pay for a portion of WCM's business operating expenses. Such excess commissions are commonly referred to as "soft-dollars". WCM does execute trades on behalf of its Clients through the electronic trading platforms established by its Clients' custodians. WCM does not pay the custodians to utilize these electronic trading platform services, and its Clients are charged commissions when executing such trades. Although the commission rates charged by the custodial platforms are typically lower (not higher) than the rates its Clients would potentially be charged to trade elsewhere, WCM's use of the custodial platforms' trading capabilities in this manner may be considered a type of "soft-dollar" expense under Section 28(e) of the Securities and Exchange Act of 1934.

Trade Rotation Policy

WCM implements a trade rotation policy. The trade rotation policy sequences each Separate Account Client that was not aggregated into our discretionary trading block order onto a rotating list defining the timing of trade order entry. In those situations in which WCM is trading the same security on the same day in both the Funds and the Separate Accounts, the Funds typically trade as one of the constituents of our discretionary trading block, and each Fund receives the same pricing and execution as the Separate Accounts.

The trade rotation list consists of each custodian bank/trading platform that serves as custodian for WCM's Separate Accounts. All Clients who share a particular custodian are treated as part of the same block on the trade rotation schedule. The execution of trades is rotated among the various custodian banks for the Separate Accounts. If a trade for a particular rotation is not completed during the trading day, any remaining portion of the trade will be completed on the following day(s) before any trade in the same security may be initiated for the next constituent in the trade rotation. After a trade involving more than one constituent in the trading rotation has been completed, the rotation is re-ordered and the next constituent in the rotation is put first on the list for the next implementation of trades.

Investment Opportunity Allocation

WCM attempts to ensure that all investment opportunities offer adequate market liquidity such that all Clients for whom a particular investment is deemed by WCM to be suitable may fully participate. As investment opportunities are undertaken, whenever possible, the opportunity is allocated pro-rata across all client accounts with the same investment objectives and risk tolerance, subject to client-specific guidelines and restrictions.



Due to the wide dispersion among the investment objectives, risk tolerance, time horizon, and financial situation of its Clients, WCM does not utilize a “model portfolio” approach to its management of the Separate Accounts. This means that not all securities WCM purchases are appropriate for every Separate Account. As a result, the holdings of one or more Separate Accounts (even those with similar inception dates) may be materially different from one another.

As discussed in Item 7 above, at various points in time, the holdings of either or both of the Funds and those of one or more Separate Accounts may include many of the same securities, or they may be materially different. To the extent they are different, these differences arise from the fact that WCM does not manage our Clients’ accounts using a “model portfolio” approach. Each Separate Account (including each of the Funds) is constructed and managed according to what WCM deems to be an appropriate investment for each Client (and the Fund Clients) at the time each investment decision is made. Similarly, to the extent the Funds and one or more Separate Accounts hold the same security, WCM may purchase such securities for the Funds and for one or more Separate Accounts on different dates.

In some instances, typically involving securities with very low trading volume, WCM is only able to purchase or sell a portion of a trade order. The vast majority of the trades we execute on behalf of Clients are charged a commission on “per trade” basis rather than a “per share” basis. As a result, in such instances where only part of a trade order can be filled, WCM allocates the order using its discretion so as to minimize the impact of commissions on each Client’s account until the entire trade order is fulfilled. In these instances, shares are allocated to WCM-affiliated accounts on a pro-rata basis with non-affiliated accounts.

Security Pricing

WCM utilizes the security pricing services provided by Fidelity, Schwab, and any other custodian its Clients elect to serve as their custodian. WCM invests exclusively in publicly traded securities and utilizes the “New York” closing price when available for pricing purposes.

The vast majority of the securities purchased by WCM in either or both of the Funds are classified by the Financial Accounting Standards Board’s Statement of Financial Accounting Standards No. 157 (“FAS 157”) as “Level 1” securities. In those instances in which WCM purchases securities that are classified by the Funds’ independent auditor as “Level 2” or “Level 3” securities under FAS 157 (e.g. securities with low trading volume), such classification will be disclosed in the applicable Fund’s annual audit that is distributed to Fund investors.



Item 13 – Review of Accounts

All of WCM's accounts are reviewed, at a minimum, on a monthly basis. Each review is a comprehensive review to make sure the securities held in the account are consistent with the Client's investment objectives.

There are two reviewers on all accounts: WCM's Principal, Scott Wallace and a Portfolio Manager, Chris Thomason. Both reviewers perform reviews on all accounts.

On a quarterly basis, WCM sends its Clients a written report that reflects the amount of the Client's Separate Account balance (or capital account balance in the case of Fund investors) as of the most recent quarter-end, as well as a written commentary containing WCM's perspective on the stock market, the economy, etc. Moreover, Fund clients also receive annual audited financial statements.

Item 14 – Client Referrals and Other Compensation

From time to time, WCM may engage third parties to assist WCM in obtaining new clients. Such arrangements are structured to comply with the applicable rules of the Investment Advisor's Act of 1940. The compensation arrangements between WCM and any such third party will not result in the client incurring any additional cost.

Item 15 – Custody

Separate Account Clients should receive (on a monthly basis) statements from the broker dealer, bank or other qualified custodian that holds and maintains Client's investment assets. WCM urges its Separate Account Clients to carefully review such statements and compare such official custodial records to the account statements that WCM provides its Separate Account Clients on a quarterly basis. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

With respect to Fund Clients, assets and securities are held by qualified custodians. As noted in Item 13 above, Fund investors receive annual financial statements audited by an independent public accounting firm. Fund investors are urged to carefully review such statements.



Item 16 – Investment Discretion

WCM receives discretionary authority from a Client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client account.

When selecting which securities to buy and determining the appropriate share amount to purchase, WCM observes the written investment policies, limitations and restrictions (if any) of the Clients for whom it advises.

Investment guidelines and restrictions must be provided to WCM in writing.

Item 17 – Voting Client Securities

WCM serves as the investment advisor to its Separate Account Clients and serves as the general partner and investment advisor to the Funds. In the investment advisory agreement between WCM and its Separate Account Clients and in the limited partnership agreement of the Funds, WCM is granted the authority to vote proxies received from the publicly traded companies owned in the Separate Accounts and the Funds. In order for WCM to be able to receive the information necessary to vote proxies on behalf of Separate Account Clients, those Clients must direct their custodian in writing to send all proxy voting related materials (proxy statements, ballots, etc.) to WCM. In the event that a Separate Account Client fails to direct the custodian to send proxy-voting information to WCM, WCM will be unable to vote proxies on such Client's behalf.

WCM determines how to vote a particular proxy after reviewing the proxy materials and any other materials that may be necessary or beneficial to voting. WCM votes in a manner that it believes reasonably furthers the best interests of the Client, and is which WCM believes is consistent with the investment objectives as set forth in the relevant investment management documents.

As a general rule, WCM votes in favor with the recommendations of the company's board of directors. The major proxy-related issues generally fall within five categories: (1) corporate governance; (2) takeover defenses; (3) compensation plans; (4) capital structure; and (5) social responsibility. WCM will cast votes for these matters on a case-by-case basis. WCM will generally vote in favor of matters that follow a reasonable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting



management's accountability to shareholders, and/or presents compensation plans that are commensurate with enhanced manager performance and market practices.

If a proxy vote creates a material conflict between the interest of WCM and a Client (e.g. if WCM were to own the stock of a publicly traded company and such company was also a Client of WCM), WCM will address the conflict before voting the proxy. WCM will either disclose the conflict to the Client in question and obtain consent to vote the proxy, or take other steps designed to ensure that a decision to vote the proxy was based on WCM's determination of the Client's best interest and was not the product of the conflict.

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

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about WCM's financial condition. WCM does not believe it has any financial condition that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding.