

Item 1 - Cover Page

Western Pacific Wealth Management, LP

Adviser Brochure

Form ADV Part 2A

Western Pacific Wealth Management, LP

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Lake Forest, IL 60045

847 987 8015

April 30, 2021

This Brochure provides information about the qualifications and business practices of Western Pacific Wealth Management, LP. If you have any questions about the contents of this Brochure, please contact us at (847) 987 8015 or bandersen@westernpacificwealthmanagement.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Western Pacific Wealth Management, LP registered with the United States Securities and Exchange Commission in September 2010 in accordance with the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training.

Additional information about Western Pacific Wealth Management, LP (CRD # 152714) also is available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about persons who are both affiliated with Western Pacific Wealth Management, LP and registered as investment advisers with the SEC, if any.

Item 2 - Material Changes

SEC rules require Western Pacific Wealth Management, LP (“Western Pacific” or the “Firm”), and other registered investment advisors, to provide its clients with a copy of its Form ADV 2A within 120 days of the close of its fiscal year, as well as on an ongoing basis when material changes make such disclosures necessary. The Firm’s Form ADV 2A is intended to provide its clients with a clearly written and meaningful disclosure, in plain English, about the Firm’s business practices, conflicts of interest and advisory personnel.

The Firm’s Form ADV 2 is divided into two parts, *Part 2A* and *Part 2B*. *Part 2A* of the Form ADV (the “Brochure”) provides information about a variety of topics relating to the Firm’s business practices and conflicts of interest. *Part 2B* of the Form ADV (the “Brochure Supplement”) provides information about certain Firm advisory personnel.

This section of the Brochure addresses “material changes” that have taken place since the last annual update and will be posted on the SEC’s public disclosure website (IAPD). Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’s fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

The effective date of this Brochure is March 22, 2021 and updates the Brochure dated March 31, 2020. A summary of the material revisions made to the previous version of the Firm’s Brochure is as follows:

1. **Item 4 – Advisory Business.** The descriptions and names of the Firm and its General Partner and their ownership were updated due to the mutual and cordial termination of the 10-year partnership between Andersen Capital International and Ranger Capital Group (formerly an equity owner of the General Partner). The investment management team remained unchanged. Added an investment strategy and removed references to products (mutual fund and private fund) that are no longer offered by the Firm.
2. **Item 5 – Fees and Compensation.** The Firm removed references to products that are no longer offered by the Firm. Added references to a new strategy offered by the Firm. Updated the standard fee schedule offered by the Firm.
3. **Item 6 – Performance-Based Fees and Side-By-Side Management.** Updated to reflect the Firm does not offer performance-based fees to Clients.
4. **Item 7 – Types of Clients.** Removed references to products no longer offered by the Firm and updated the minimum investment threshold.
5. **Item 8 – Method of Analysis, Investment Strategies and Risk of Loss.** Added method of analysis applicable to the new strategy offered by the Firm. Updated the risk disclosures,

including removing risk disclosures that were solely applicable to investment products that are no longer offered by the Firm.

6. **Item 10 – Other Financial Industry Activities and Affiliations.** Removed references to the financial industry affiliations that are no longer affiliates of the Firm following the above referenced partnership termination.
7. **Item 12 – Brokerage Practices.** Added brokerage procedures for managing separate accounts.
8. **Item 14 – Client Referrals and Other Compensation.** Updated to reflect the Firm does not enter into agreements with marketing groups regarding client referrals and other compensation.
9. **Item 15 – Custody.** Removed disclosures applicable solely to products no longer offered by the Firm.

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 | 4 |
| Item 7 - Types of Clients..... | 4 |
| Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss | 4 |
| Item 9 - Disciplinary Information | 12 |
| Item 10 - Other Financial Industry Activities and Affiliations | 12 |
| Item 11 – Code of Ethics, Participation/Interest in Client Transactions & Personal Trading | 12 |
| Item 12 - Brokerage Practices | 13 |
| Item 13 - Review of Accounts | 15 |
| Item 14 - Client Referrals and Other Compensation..... | 16 |
| Item 15 - Custody..... | 16 |
| Item 16 - Investment Discretion..... | 16 |
| Item 17 - Voting Client Securities | 16 |
| Item 18 - Financial Information | 16 |

Item 4 - Advisory Business

Western Pacific Wealth Management, LP (“Western Pacific” or the “Firm”) (formerly Ranger International Management, L.P.) is an investment adviser which commenced operations in June 2010 and is registered with the United States Securities and Exchange Commission (the “SEC”) in accordance with the Investment Advisers Act of 1940. The Firm was organized as a Delaware limited partnership by ACM Investments (GP), LLC (the “General Partner”) (formerly Ranger International Group, L.L.C.), a Delaware limited liability company which serves as its General Partner. The General Partner is controlled by Andersen Capital International, LLC, a Delaware limited liability company which serves as managing member.

As of April 30, 2021, the Firm managed approximately \$114,375,000 of client assets.

Investment Advisory Services

The Firm provides continuous investment management services to separately managed accounts (“Separate Accounts” or “Clients”).

Investment supervisory services include: (1) establishing a client’s investment objectives within the Global Income and Growth Strategy, International Strategy or Asset Allocation/Manager Selection Strategy; (2) buying or selling portfolio securities on behalf of each client; and (3) periodically reporting to clients and investors with current investment holdings, valuations, transactions, capital gains or losses, investment performance, and/or outlook.

The Firm offers the option to invest in its offered investment strategies through Separate Accounts. Separate Accounts may provide greater flexibility for a Client with respect to the investment parameters used within the Firm’s investment strategies or other terms of investment. Please see **Item 8 – Methods of Analysis, Investment Strategies & Risk of Loss.**

Investment Strategies

The investment portfolios the Firm advises consist of two strategies (each, a “Strategy”):

- **Global Income and Growth Strategy.** The Firm’s Global Income and Growth Strategy seeks long term capital appreciation and income by investing globally in an array of high yielding securities, primarily but not exclusively equities, which provide meaningful current income combined with the potential for capital appreciation.
- **The International Strategy.** The Firm’s International Strategy seeks long term capital appreciation by investing primarily in common stocks of companies based outside of the United States. The strategy invests directly in common stocks traded on foreign exchanges and through American Depositary Receipts (“ADRs”). The strategy invests without restriction as to issuer country (including emerging markets), capitalization or currency.

- **Asset Allocation/Manager Selection.** The Firm offers guidance in overall asset allocation and manager selection. The Firm may also work with Clients to select individual securities which are consistent with the investment objectives of the Client. Such services are tailored to the needs of the individual Client.

Separately Managed Accounts

A separately managed account is a portfolio of securities managed by the Firm on behalf of a Client, in accordance with a pre-established investment strategy. Separately managed accounts are initiated through investment management agreements (“Investment Management Agreements”) with the Firm, which defines the terms of the Firm’s engagement, the investment strategy, and any third-party custodian chosen by the Client. The form of Investment Management Agreement is generally drafted by the Client, although at the request of a Client such agreement can be provided by the Firm. Investment Management Agreements are therefore highly negotiated agreements, the terms of which may and do differ significantly on a Client-to-Client basis, including without limitation, with respect to fees or investment guidelines. Likewise, Clients may request specific terms with respect to investment guidelines and/or objectives for inclusion within the Investment Management Agreement; and therefore, Clients may, subject to the consent of the Firm and inclusion in the Investment Management Agreement, may have portfolios within a specific Investment Strategy which differ in holdings.

Generally, the minimum investment threshold required by the Firm in order to open a separately managed account is five hundred thousand dollars (\$500,000).

Item 5 - Fees and Compensation

The Firm charges Clients advisory fees which are a fixed percentage of assets under management (“Management Fees”). Management Fees are generally charged in accordance with the schedule set forth in this Brochure.

The Firm reserves the right to negotiate Management Fees with Clients which differ from the standard schedule presented herein, based on specific circumstances and on a case-by-case basis. Examples of these circumstances include, without limitation: the relative size of a Client’s account, a Client’s affiliation to the Firm, and/or a Client’s status as a seed investor. Accordingly, Management Fees incurred by Clients may vary substantially. In addition, with respect to Separate Accounts, all other terms of such investment, including terms relating to expenses and redemption terms, may also be negotiable on a case-by-case basis.

Generally, Management Fees are referenced at an annual rate, but are calculated and charged in advance on a daily, monthly or quarterly basis.

Separate Accounts – The time and manner in which Management Fees are remitted by a Managed Account are negotiable on an account-by-account basis. Generally, the Firm sends Separate

Accounts an invoice on a quarterly basis in order to collect Management Fees. The Firm does not maintain authority to unilaterally deduct fees from a Separate Account.

Standard Fee Schedule for the Firm's Separate Accounts

| Firm Strategy | Annual Management Fee |
|------------------------------------|---|
| Global Income and Growth Strategy | 1%, provided that the annual management fee for assets above \$5 million is negotiable. |
| The International Strategy | 1%, provided that the annual management fee for assets above \$5 million is negotiable. |
| Asset Allocation/Manager Selection | 1%, provided that the annual management fee for assets above \$5 million is negotiable. |

Management Fees Exclusive of Expenses

Management Fees are exclusive of expenses associated with investments in Separate Accounts. Although the Firm is generally responsible for its overhead expenses, Clients bear the cost attributable to their investment activities and operations, which may include, without limitation, expenses associated with a portfolio's investment program, trading, administration, custody and/or operations. Such expenses may include, without limitation: (i) expenses incurred in connection with the evaluation, acquisition or disposition of investments, including private placement fees, sales commissions, appraisal fees, due diligence expense, travel costs, expenses associated with tender offers, proxy or consent solicitations, brokerage fees, underwriting commissions and discounts, and legal, accounting, investment banking, consulting, information services and professional fees; (ii) any withholding or transfer taxes imposed on a Client; (iii) any legal fees and costs (including settlement costs) arising in connection with any litigation or regulatory investigation instituted against the Client, or in certain circumstances, the Firm; (iv) specific expenses incurred in obtaining systems, research and other information utilized for portfolio management purposes that facilitate valuations and accounting, including the costs of statistics and pricing services, service contracts for quotation equipment and related hardware and software; (v) the allocated costs of any liability insurance obtained on behalf of a Client or, in certain circumstances, the Firm; (vi) expenses incurred in connection with the carrying or management of investments, including custodial, trustee, record keeping and other administration fees; (vii) the fees and expenses of the accountants servicing the Client (including in certain circumstances, reasonable compensation for the Firm's in-house accountants) in connection with accounting advice relating to the Client's day-to-day affairs; (viii) the fees and expenses of the Client's counsel (including, in certain circumstances, reasonable compensation for the Firm's in-house attorneys) in connection with advice directly relating to the Client's legal affairs; (ix) the costs and expenses of holding any meetings of investors which are required to be held under the terms of any Client agreement or by law; and (xi) all costs and expenses associated with reporting and providing information to existing and prospective Clients.

Notwithstanding the above, the Firm may, in its sole discretion, choose to absorb any such expenses incurred on behalf of a Client.

Broker-Dealers

For additional information describing the factors that the Firm considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation, please see **Item 12 – Brokerage Practices**.

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

The Firm does not charge performance fees.

Item 7 - Types of Clients

The Firm generally provides direct investment advisory services to high-net-worth individuals and institutional investors. Generally, the minimum investment threshold required by the Firm in order to open a separately managed account is five hundred thousand dollars (\$500,000). However, the Firm may and does accept lesser amounts at its sole discretion.

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

For asset allocation/manager selection, the Firm seeks to design a portfolio tailored to the needs of the client. This includes a review of his or her financial situation, assets, income, and anticipated future expenses. The Firm then works with the client to determine an asset allocation mix which meet his or her needs. The Firm will also recommend outside investment managers who, based on the advisors' experience, will be valuable in implementing the strategy. The Firm never receives a fee for investing with an outside manager.

For investment management clients, the Firm employs a bottom up, fundamental research-based investment approach to security selection. The Firm's investment philosophy uses the principles of (i) attractive valuation, (ii) quality, and (iii) financial strength to seek investment candidates. The Firm places emphasis on risk control, believing that seeking to avoid large losses allows the inherent appreciation potential of securities to be realized.

With respect to the securities research process, the Firm uses a variety of sources of information. These sources include news feeds (e.g., Bloomberg), investment letters and websites, 13D and 13F filings made by investors with the US Securities and Exchange Commission ("SEC") and company audited financial statements, 10-Q and 10-K filings. Among other tools, the Firm also makes use of screens to initially identify prospective companies in which to invest.

Diversification is generally sought through investment in different industries and geographies. Portfolio turnover historically has been relatively low, with an average anticipated holding period for securities of twelve to twenty-four months.

RISK FACTORS

AN INVESTMENT IN ONE OF THE FIRM'S SEPARATELY MANAGED ACCOUNTS (A "FIRM PORTFOLIO") ENTAILS A HIGH DEGREE OF RISK, INCLUDING THE POTENTIAL FOR LOSS OF ALL OR PART OF AN INVESTMENT. THEREFORE, AN INVESTMENT SHOULD BE UNDERTAKEN ONLY BY INVESTORS CAPABLE OF EVALUATING AND BEARING THE RISKS OF SUCH AN INVESTMENT. THERE CAN BE NO ASSURANCE THAT THE FIRM WILL BE ABLE TO AVOID LOSS, ACHIEVE ITS INVESTMENT OBJECTIVE OR RECEIVE A POSITIVE RETURN ON INVESTMENT CAPITAL. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE FOLLOWING FACTORS IN CONNECTION WITH AN INVESTMENT. PLEASE NOTE THAT THE FOLLOWING LIST IS NOT A COMPLETE LIST OF ALL RISKS INVOLVED IN CONNECTION WITH AN INVESTMENT IN A FIRM PORTFOLIO.

Security Selection and Market Risk

Security Selection risk is defined as the risk that the Firm may not select and size positions appropriately within the portfolio. An associated market risk arises from the influence of the movements of the overall market or the value of the individual securities in the portfolio. The profitability of a significant portion of the Firm's investment program depends to a great extent upon correctly assessing the future course of the price movements and/or general value of securities and other investments.

There can be no assurance that the Firm will be able to accurately predict these price movements or future valuation, nor can assurance be given that the Firm's investment portfolios will generate income or appreciate in value. With respect to the Firm's investment strategies, there is also a degree of market risk. For these reasons, the portfolio may also incur losses.

Equity Securities

The Firm generally invests in long positions in equity securities. Equity securities fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic and market conditions, such as a broad decline in stock market prices or in the prices of issuers in a particular market, geographic or industry sector, or by conditions affecting specific issuers, such as changes in earnings forecasts.

Concentration Risk

Generally, the Firm's investment strategies invest in significantly fewer holdings than that represented by the index benchmarks the Firm uses for comparison purposes. Accordingly, the Firm's investment strategies may therefore be subject to more rapid changes in value than would be the case if these strategies maintained wide diversification among companies, securities, and types of securities.

Potential Loss of Investment

There is a risk that an investment in a Firm Portfolio will be lost entirely or in part. An investment in a Firm Portfolio is not a complete investment program and should represent only a small portion of an investor's portfolio management strategy. Each prospective investor must have enough knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of an investment in a potentially risky investment like a Firm Portfolio, whose performance may be highly volatile. No guarantee or representation is made that the investment strategy of a Firm Portfolio will be successful, that the targeted return or risk will be achieved or maintained, or that the various investment strategies utilized or investments made through a Firm Portfolio will have low correlation with each other or with the markets generally.

Overall Investment Risk

All securities investments risk the loss of capital. The nature of the securities purchased and traded by the Firm and the investment techniques and strategies employed in order to increase returns may increase this risk. While the Firm will devote its best efforts to the management of investment portfolios, many unforeseeable events, including but not limited to actions by various government agencies, the Federal Reserve Board, and/or domestic and international political events, may cause sharp market fluctuations which may negatively impact the investment strategies managed by the Firm.

The prior investment performance of a Separate Account or composite may not be indicative of the future results.

Portfolio Turnover

Separate Accounts that the Firm advises will not be restricted in effecting transactions by any specific limitations with regard to the Portfolio turnover rate. Market conditions or other unforeseen events may result in substantial Portfolio turnover, which may result in an increase in expense for the investors and/or enhanced volatility.

Trading on Non-U.S. Exchanges

The Firm will engage in trading on exchanges outside the United States. Trading on such exchanges is not regulated by any United States governmental agency and may involve certain risks not applicable to trading on United States exchanges. For example, some foreign exchanges are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has entered into a trade and not of an exchange or clearing organization. Moreover, such trading may be subject to whatever regulatory provisions are applicable to transactions effected outside the United States, whether on foreign exchanges or otherwise. Trading on foreign exchanges involves the additional risks of expropriation, burdensome or confiscatory taxation, moratoriums and investment controls, or political or diplomatic events that might adversely affect the Firm's trading activities. The risks of investing in non-U.S. securities may also include reduced and less reliable information about issuers and markets, less stringent accounting standards, illiquidity of securities and markets and higher brokerage commissions and custody fees. Furthermore, foreign trading is also subject to the risk of changes in the exchange

rate between United States dollars and the currencies in which securities traded on such exchanges are settled.

Investments in International Markets, including Emerging Markets

The Firm will invest a substantial portion, or the entirety, of its portfolio in investments which are non-U.S. based. The Firm's portfolios will therefore be subject to certain additional risks that are not usually associated with similar investments in the U.S. and other industrialized democracies including: fluctuation in currency exchange rates, the imposition of exchange control regulations, the possibility of expropriation decrees, more limited information about issuers and their operations, different accounting standards, sub-standard regulatory environment and smaller, less liquid markets. Furthermore, political and economic risk may be substantial, especially in Emerging Markets. Emerging Markets in particular have a history of imposing unfriendly controls on foreign investors during times of economic stress. Investment in international markets, and especially emerging market countries, therefore, carry a higher degree of risk than investment in securities based in the U.S.

Currency and Exchange Rate Risks

The Firm may invest in securities denominated in currencies other than the U.S. Dollar or in securities which are determined with references to currencies other than the U.S. Dollar. The Firm, however, will value its assets in U.S. Dollars. The Firm will not be hedging currencies applicable to its portfolio and therefore the value of the Firm's assets will fluctuate with U.S. Dollar exchange rates as well as with price changes of their investments in the various local markets and currencies. Thus, an increase in the value of the U.S. Dollar compared to the other currencies in which the Firm may make investments will reduce the effect of increases and magnify the U.S. Dollar equivalent of the effect of decreases in the prices of Firm's securities in their local markets. Conversely, a decrease in the value of the U.S. Dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Firm's non-U.S. Dollar securities.

Securities Lending

The Firm Portfolios may lend securities but only with the express written permission from a Client. Parties that borrow securities from the Firm Portfolios may not be able to return these securities on demand and may also default on the payment obligations owed to the Firm Portfolios in connection with such securities loans. In addition, assets pledged by the borrower as collateral for the borrowed securities may decline in value. The Firm Portfolios may be subject to lose with respect to the value of the securities they lend to defaulting borrowers.

Dependence Upon Personnel.

The success of an investment strategy is significantly dependent upon the expertise of certain investment or support personnel and any future unavailability of their services could have an adverse impact on a Firm Portfolio's performance. The success of a Firm Portfolio is also significantly dependent upon the ability of the Firm to hire or utilize talented investment and

support personnel. No assurances can be given that the Firm will be able to attract or retain necessary personnel.

Cybersecurity Risks

Due to rapid advancement in technology, cybersecurity has become a significant factor in the investment industry. The Firm, its service providers, its counterparties and other market participants on whom the Firm relies increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect Clients, Funds and/or their investors, despite the efforts of the firm, its service providers, its counterparties and other market participants on whom the Firm relies to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Firm and/or its Clients investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of or prevent access to these systems of the Firm, its service providers, its counterparties and other market participants on whom the Firm relies or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of systems to disclose sensitive information in order to gain access to the Firm's data or that of its investors. A successful penetration or circumvention of the security of the Firm's systems or the systems of the Firm's service providers, counterparties or other market participants on whom the Firm relies could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Clients, the Firm, their service providers, their counterparties and other market participants on whom the Firm relies to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. Similar types of operational and technology risks are also present for many portfolio companies, which could have material adverse consequences for such investments, and may cause the Clients' investments to lose value.

Legal, Regulatory and Political Uncertainties

The Firm and its affiliates are subject to a variety of governmental regulations in the United States and other jurisdictions that may result in additional compliance costs and other burdens and otherwise impact the performance of a Firm Portfolio. It is difficult to predict what changes in regulations may be instituted in the future, in addition to those changes already proposed or adopted in the United States or other jurisdictions.

The legal, tax and regulatory environment for alternative investment funds, investment advisers, the instruments they utilize and the markets in which they trade are continuously evolving. In addition to legal, regulatory and tax changes, there may be other unanticipated changes, including political developments. Such uncertainty may be detrimental to the efficient functioning of the financial markets and the success of certain products and strategies. Any changes to current regulations or any new regulations could have a material adverse effect on a Firm Portfolio (including by reducing the attractiveness of an applicable investment strategy, imposing material

costs on a Firm Portfolio, reducing investment opportunities, or requiring a significant restructuring of the manner in which a Firm Portfolio, the Firm or its affiliates are organized or operated).

RISKS SPECIFIC TO THE FIRM'S GLOBAL INCOME AND GROWTH STRATEGY

Real Estate Investment Trust, Master Limited Partnership, Business Development Company, and Closed End Fund Risks

The Global Income & Growth Strategy may invest in Real Estate Investment Trusts (a “REIT”), Publicly Traded Partnerships (a “PTP”) which includes Master Limited Partnerships (an “MLP”), Business Development Companies (a “BDC”), and Closed End Funds (a “CEF”), each of which involves some risks which differ from an investment in the common stock of a corporation. Holders of REIT, PTP, MLP, BDC, and CEF securities generally have limited control and voting rights on matters affecting the entity. In addition, there are: (i) certain tax risks associated with an investment in such entities, and (ii) conflicts of interest may exist between common equity holders and the general partner of PTPs and MLPs in which the Global Income and Growth Strategy may hold investments, including those arising from incentive distribution payments.

General Real Estate Risks

The Global Income and Growth Strategy will not invest in real estate directly but may invest in securities issued by real estate companies, including REITs. Real property investments, and therefore indirect investment in real property, are subject to varying degrees of risk. The yields available from investments in real estate depend on the amount of income and capital appreciation generated by the related properties. Income and real estate values may also be adversely affected by such factors as: applicable laws (e.g., Americans with Disabilities Act and tax laws), interest rate levels, and the availability of financing. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of the real estate company to make payments of any interest and principal on its debt securities will be adversely affected. In addition, real property may be subject to the quality of credit extended and defaults by borrowers and tenants.

The performance of the economy in each of the regions in which the real estate owned by the portfolio company is located, affects occupancy, market rental rates and expenses, and, consequently, has an impact on the income from such properties and their underlying values. The financial results of major local employers also may have an impact on the cash flow and value of certain properties. In addition, real estate investments are relatively illiquid and, therefore, the ability of real estate companies to vary their portfolios promptly in response to changes in economic or other conditions is limited.

A real estate company may also have joint venture investments in certain of its properties, and consequently, its ability to control decisions relating to such properties may be limited. Real

property investments are also subject to risks which are specific to the investment sector or type of property in which the real estate companies are investing.

Acquisition Risk

The abilities of a REIT, PTP, MLP or BDC to appreciate and to increase distributions to security holders may be highly dependent on its ability to make acquisitions that result in an increase in adjusted operating surplus. A REIT, PTP, MLP or BDC's future growth and ability to provide distributions will be limited in the event it cannot make such acquisitions because it is unable to: identify attractive acquisition candidates, negotiate acceptable purchase contracts, raise financing for such acquisitions on economically acceptable terms, and/or outbid competitors.

Furthermore, even if a REIT, PTP, MLP or BDC does consummate acquisitions that they believe will be advantageous, the acquisitions may instead result in a decrease in adjusted operating surplus. Any acquisition involves risks, including, among other things: mistaken assumptions about revenues and costs, including the assumption of unknown liabilities; limitations on rights to indemnity from the seller; the diversion of management's attention from other business concerns; unforeseen difficulties operating in new product or geographic areas; and customer or key employee losses at the acquired businesses.

Interest Rate Risk

Rising interest rates could adversely impact the financial performance of a REIT, PTP, MLP, BDC, or CEF by increasing its costs of capital. This may reduce its ability to execute acquisitions or expansion projects in a cost-effective manner.

Increasing Interest Rates May Negatively Affect the Value of an Investment

REIT, PTP, MLP, BDC, and CEF valuations are based on numerous factors, including sector and business fundamentals, management expertise, and expectations of future operating results. However, REIT, PTP, MLP, BDC, and CEF yields are also susceptible in the short-term to fluctuations in interest rates and, like treasury bonds, the prices of REIT, PTP, MLP, BDC, and CEF securities typically increase when interest rates fall and decline when interest rates rise. The Global Income and Growth Strategy anticipates investments in REIT, PTP, MLP, BDC, and CEF opportunities, and therefore the value of the Global Income and Growth Strategy may decline if interest rates rise.

In addition to the risks of equity securities and securities linked to the real estate market, preferred stocks and high yield equities also are more sensitive to changes in interest rates than common stocks. When interest rates rise, the value of preferred stocks and high yield equities may fall.

POTENTIAL CONFLICTS OF INTEREST

The non-exhaustive information contained below describes certain potential material conflicts of interest relating to the Firm's advisory services. No list of potential conflicts of interest can be expected to be full and complete. Each prospective investor should review the relevant disclosure

documents and operating agreements carefully, and consult their individual financial, legal or tax advisor prior to making an investment. Information about what offering documents and operating agreements are available for review by a prospective investor, along with applicable copies of such documents, is available by contacting the Firm at (847) 987 8015.

Trade Allocation

The Firm manages and expects to continue to manage other client accounts. Generally, the Firm has discretionary authority over the investment Portfolios for which it manages on behalf of Clients. As a general matter, the Firm believes that aggregation of orders for the same security for multiple Clients is consistent with its duty to seek best execution for its Clients. However, in any case in which the Firm believes that aggregation is not consistent with its duty to seek best execution for its Clients, it will not affect the transaction on an aggregated basis.

Typically, the Firm allocates orders for the same securities for multiple client accounts on a *pro rata* basis in accordance with each account's investment guidelines as determined exclusively by the Firm's Portfolio Manager or his designee. The Firm also allocates orders for initial public offerings on a *pro rata* basis to the accounts of non-restricted investors or in accordance with *de minimis* exceptions. Differences in allocation proportions may occur due to tax considerations, avoidance of odd lots or *de minimis* numbers of shares, and investment strategies of the accounts. In order to verify compliance with these policies and procedures, the Firm conducts periodic reviews of the order allocation process. Additional information regarding the Firm's trade allocation procedures may be found in **Item 12 – Brokerage Practices**.

Personal Trading

Personal trading by employees of the Firm may create potential conflicts of interest with respect to the portfolios the Firm manages on behalf of its investors. Primarily, personal trading by employees of the Firm, without the implementation of proper policies and procedures, may create the risk that such personal trading "front runs" Client trading and thereby either reduces available liquidity and/or alters the trading price of a security to a Client's detriment. In addition, personal trading by employees may increase the risk of abuse of material, nonpublic information,

The Firm's policies and procedures seek to ensure that personal securities trading by employees of the Firm are conducted in such a manner as to avoid any abuse of an individual's position of trust and responsibility and to ensure adherence to the Firm's fiduciary duty. The Firm requires that employees not make a transaction in any securities within three days before or after a security is traded for a client.

In addition, the Firm has procedures to prevent the abuse of material, non-public information, which includes procedures for, among other things, the use and maintenance of restricted trading lists. For additional information with respect to the policies and procedures the firm has implemented to mitigate conflicts associated with personal trading, please see **Item 11 – Code of Ethics** or by contacting the Firm at (847) 987 8015.

Investing in the Separate Accounts involves risk of loss that investors should be prepared to bear.

Item 9 - Disciplinary Information

Registered investment advisers and management personnel are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the Firm or the integrity of its management team. The Firm and management personnel have no legal or disciplinary events to disclose.

Item 10 - Other Financial Industry Activities and Affiliations

The Firm does not have any other financial industry activities or affiliations.

Item 11 – Code of Ethics, Participation/Interest in Client Transactions & Personal Trading

As a fiduciary, the Firm has an affirmative duty to act in the best interests of its clients and to make full and fair disclosure of all material facts, particularly where the Firm's interests may conflict with those of its clients. The Firm's Code of Conduct and Code of Ethics (the "Code") serves as behavioral benchmarks from which the Firm establishes its compliance program. The Code requires each Firm employee to act with integrity, competence, diligence, respect, and in an ethical manner when dealing with current and prospective clients, the Firm, other employees and colleagues in the investment profession, and other participants in the global capital markets. The Firm expects employees to place the interests of clients and the Firm above their own personal interest and to avoid any actual or potential conflicts of interest. *Among other things, the Firm's Code of Ethics requires that all employees comply with applicable provisions of the federal securities laws and promptly report any violations or potential violations of the Firm's compliance policies and procedures to the Chief Compliance Officer.*

Personal Trading Policy

The Code is designed to mitigate the possibility that the personal securities transactions, activities and interests of employees of the Firm will conflict with the best interest of the Firm's Clients. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Clients.

Nonetheless, because the Code permits employees to sell the same securities as may be held in client portfolios the Firm advises, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. In addition to preclearance procedures, employee trading is continually monitored to reasonably prevent conflicts of interest between the Firm and its clients.

In addition to personal trading activities, other policies and procedures found in the Code provide guidelines the Firm and/or employees follow with respect to:

- Insider Trading
- Political Contributions
- Outside Business Activities
- Gifts and Entertainment

A copy of the Firm's Code is available to current and prospective clients upon written request to bandersen@westernpacificwealthmanagement.com.

Item 12 - Brokerage Practices

Generally, the Firm has complete investment and brokerage discretion over client accounts.

Best Execution and Benefits of Brokerage Selection:

When given discretion to select the brokerage firm that will execute orders in client accounts, Western Pacific seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Western Pacific may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third-party research (or any combination) and may be used in servicing any or all of Western Pacific's clients. Therefore, research services received may not be used for the account for which the particular transaction was affected.

Research and Soft Dollar Benefits:

Western Pacific participates in an institutional adviser program (the "Program") offered by Schwab Advisor Services, a division of Charles Schwab & Co, Inc., member SIPC ("Schwab"). Schwab offers its Program to independent investment advisers. The Program includes services such as custody of securities, trade execution, clearance and settlement of transactions. Western Pacific receives some benefits from Schwab through its participation in the Program. Western Pacific is independently owned and operated and is not affiliated with Schwab.

Western Pacific may recommend Schwab to clients for custody and brokerage services. While there is no direct link between Western Pacific's participation in the Program and investment advice it gives to its clients, through its participation in the Program Western Pacific receives economic benefits typically not available to Schwab retail investors. These benefits generally include, without limitation, the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; consulting services; access to a trading desk serving Program participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology and practice management products or services provided to Western Pacific by 3rd party vendors. Schwab may pay for business consulting and

services received by Western Pacific's related persons. These services are considered soft dollar arrangements.

Some products and services made available by Schwab through the Program may benefit Western Pacific but may not directly benefit its client accounts. These products or services may assist Western Pacific in managing and administering client accounts, including accounts not maintained at Schwab. Other services made available by Schwab are intended to help Western Pacific manage and further develop its business enterprise. The benefits received by Western Pacific or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to Schwab. As part of its fiduciary duties to clients, Western Pacific endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Western Pacific or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Western Pacific's choice of Schwab for custody and brokerage services.

Directed Brokerage:

Clients may direct Western Pacific to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement Western Pacific has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing Western Pacific to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with Western Pacific that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Order Aggregation:

Western Pacific may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client

accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Western Pacific to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

Western Pacific will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients and is consistent with the terms of Western Pacific's Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all Western Pacific's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

Western Pacific will prepare, before entering an aggregated order, a pre-allocation worksheet specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the worksheet. If the order is partially filled, it will generally be allocated on a random basis among the participating accounts. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the worksheet if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Western Pacific. Western Pacific's books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. Western Pacific will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Item 13 - Review of Accounts

Each account will be reviewed and valued on a daily basis or more frequently if triggered by market or economic conditions. At this time, there are less than fifteen (15) accounts requiring review. Members of the investment staff will review each account in a manner consistent with the investment goals of each account. The Firm's designee will review the accounts' valuation, including net asset value calculations, securities positions and pricing information, interest accrual calculations, and cash balance reports generated by the Firm's accounting system, custodian, prime broker and brokerage firms on a monthly basis.

The Firm typically remits quarterly and annual written reports to its clients, which set forth various financial data and information. The Firm's reviews the accounts' valuation, including net asset value calculations, securities positions and pricing information, interest accrual calculations, and cash balance reports generated by the Firm's accounting system, custodian, prime broker and/or brokerage firms.

Item 14 - Client Referrals and Other Compensation

The Firm does not engage or enter into any arrangements with an affiliated or unaffiliated marketing group or individual.

Item 15 - Custody

The Firm does not take possession of investor funds or securities for Separate Accounts.

The Firm strongly encourages investors and their advisors to closely monitor the account statements, audited financial statements and other important investment related materials they may receive from the Firm. Any potential discrepancies should be promptly brought to the Firm's attention by contacting (847) 987 8015.

Item 16 - Investment Discretion

With respect to a majority of Client accounts, the Firm has complete discretion over the selection and amount of securities to be bought or sold without obtaining consent or approval from investors (within the parameters established by the investment management agreements applicable to each Separate Account).

Discretionary authority only occurs upon full disclosure to the Client and authorization by such Client pursuant to an investment management agreement for a Separate Account. Trades made by the Firm on behalf of Client accounts for which it has discretion will be in accordance with that portfolio's investment objectives and goals.

Item 17 - Voting Client Securities

The Firm does not vote proxies on behalf of the clients. Clients receive their proxies or other solicitations directly from their custodian or a transfer agent. Clients are free to contact Western Pacific via telephone, e-mail or in writing with any questions about a particular solicitation.

Class Action Lawsuits

From time to time, the Firm may receive notices regarding class action lawsuits involving securities that are or were held by the portfolios of certain Separate Accounts it advises. As a matter of policy, the Firm refrains from serving as the lead plaintiff in class action matters and also refrains from submitting proofs of claim where the Firm believes, in its sole discretion, which either the recovery amounts are likely to be negligible or such participation is not in the interest of the applicable account. As a result, the Firm, may on behalf of Clients forgo participation in class action lawsuits.

Item 18 - Financial Information

The Firm has no known financial commitment that impairs its ability to meet contractual and fiduciary commitments to its client and has not been the subject of a bankruptcy proceeding.