
Item 1 – Cover Page

Brochure

Wimmer Consulting, LLC

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This Brochure provides information about the qualifications and business practices of Wimmer Consulting, LLC (“Wimmer,” “us,” “we,” or “our”). When we use the words “you,” “your,” and “client” we are referring to you as our client or our prospective client. We use the term “supervised person” when referring to our officers, employees, and all individuals providing investment advice on behalf of Wimmer. If you have any questions about the contents of this Brochure, please contact us at 214-219-7762 or jay@wimmerconsulting.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Wimmer is a registered investment adviser. The registration of an investment adviser does not imply any level of skill or training. The oral and written communications made to you by Wimmer, including the information contained in this Brochure, should provide you with information to decide whether to hire or retain Wimmer as your adviser.

More information about Wimmer also is available on the SEC’s website at www.adviserinfo.sec.gov. The SEC’s website also provides information about any persons affiliated or registered with, and or required to be registered, as investment adviser representatives of Wimmer.

Item 2 - Material Changes

Please note that there were no “material changes” made to this Brochure as the date of this Brochure, and since our last delivery or posting of the Brochure on the SEC’s public disclosure website (“IAPD”) www.adviserinfo.sec.gov, however changes reflected in this version of this Brochure include a number of editorial changes and updated assets under management.

Currently, our Brochure may be requested by contacting Jay S. Wimmer, Managing Member at 214-219-7762.

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Item 4 – Advisory Business

Wimmer Consulting, LLC (herein referred to as “Wimmer Consulting,” “Advisor,” “Firm,” “we,” “our,” or “us”) is an investment adviser registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser. Wimmer provides services specifically addressing the needs of individuals and families that have accumulated significant wealth. In providing these services to its clients, Advisor is sensitive to the individual and personal objectives of each client in evaluating the alternatives available.

The services provided are in the areas of asset management, gift and estate tax planning, and formation of specific insurance funding strategies. Additionally, the Advisor will assist in the selections of third-party asset managers and fiduciaries and analysis of various investment opportunities.

Ownership

Jay S. Wimmer is the sole member of Wimmer Consulting, LLC.

Services Offered

Wimmer offers the following advisory services:

- Financial planning services
- Portfolio management services for individuals and/or small businesses
- Pension consulting services
- Selection of other advisers
- Sub-Advisory services

Portfolio Management Services

This service is conducted on a discretionary or non-discretionary basis and is designed to provide you with appropriate asset allocation, diversification, and risk characteristics consistent with prudent portfolio management.

Estate Planning

This includes advice with respect to property ownership, distribution strategies, estate tax reductions, and tax payment techniques. It involves a discussion of gifts, trust, etc. and the disposition of business interests. Tax consequences and their implications are identified and evaluated.

Business Planning/Business Succession Planning – this includes alternatives and strategies with respect to the continuity or disposition of the business upon the business owner’s retirement, death, disability, or decision to sell. Tax consequences and their implications are identified and evaluated.

Third Party Money Managers

Clients may also be referred to a third party to manage a part of the client’s portfolio. This may be an individual account manager, a hedge fund, mutual fund, or any suitable type of management needed by the client. We are compensated by the third party as a solicitor. Advisor

offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. As a result of the referral, Advisor is paid a portion of the fee charged and collected by the third-party money managers in the form of solicitor fees. Each solicitation arrangement is performed pursuant to a written solicitation agreement pursuant to SEC Rule 206(4)-3 and applicable state securities rules and regulations.

Under this program, Advisor assists you with identifying your risk tolerance and investment objectives. We recommend third-party money managers in relation to your stated investment objectives and risk tolerance. You may then select a third-party money manager based upon your needs. You must enter into an agreement directly with the third-party money manager who provides your designated account with asset management services.

Advisor is available to answer questions that you may have regarding your account, and function as the communication conduit between you and the third-party money manager. The third-party money manager may take discretionary authority to determine the securities to be purchased and sold for your account. Advisor does not have trading authority with respect to your designated account managed by the third-party money manager.

Clients are advised that there may be other third-party managed programs not recommended by us, which are suitable for the Client, and that may be more or less costly than arrangements recommended by us. No guarantees can be made that a client's financial goals or objectives will be achieved by a third-party investment adviser recommended by the Firm. Further, no guarantees of performance can ever be offered by us (Please refer to *Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss* for more details).

Sub-Advisory Services

Wimmer provides non-discretionary sub-advisor services to other unaffiliated registered investment advisors for the purpose of providing investment research and making investment recommendations.

Investment Analysis

Advisor will review various investment opportunities presented to its clients. These opportunities may include investments in closely held corporations, Regulation D offerings as well as publicly traded investments.

Assets Under Management

The total amount of client assets managed by us totaled \$147,053,300 as of December 31, 2022. The assets that we managed on a discretionary basis are assets owned by non-U.S. based reinsurance entities. The assets are held by a domestic bank/brokerage under a tri-party custodial agreement between the bank, a domestic servicing insurance company and our client. Total discretionary assets under management of this type as of December 31, 2022, was \$50,310,900. Clients' assets managed on a non-discretionary basis totaled \$96,742,400 as of December 31, 2022.

Wrap Programs

Wimmer does not sponsor or participate in any wrap fee programs. We may refer suitable clients to a third-party money manager that may offer a wrap fee program.

Retirement Accounts – DOL Disclosure

We are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974 (“ERISA”) and/or the Internal Revenue Code (“Code”), as applicable, when we provide investment advice regarding portfolio assets held in an IRA, Roth IRA, Archer Medical Savings Account, a Plan covered by ERISA, or a plan described in Section 4975(e)(1)(A) of the Code (collectively referred to collectively sometimes herein as (“Retirement Accounts”).

To ensure that Wimmer will adhere to fiduciary norms and basic standards of fair dealing, we are required to give advice that is in the "best interest" of the retirement client. The best interest standard has two chief components, prudence, and loyalty. Under the prudence standard, the advice must meet a professional standard of care and under the loyalty standard, our advice must be based on the interests of our retirement clients, rather than the potential competing financial interest of Wimmer.

To address the conflicts of interest with respect to our compensation earned from Retirement Accounts, we must act in your best interest and not put our interest ahead of yours. To this end, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice).
- Never put our financial interests ahead of yours when making recommendations (give loyal advice).
- Avoid misleading statements about conflicts of interest, fees, and investments.
- Follow policies and procedures designed to ensure that we give advice that is in your best interest.
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Item 5 – Fees and Compensation

Type of Compensation

Based on the investment services provided Wimmer is compensated by the following means:

- A percentage of assets under management.
- Hourly charges.
- Fixed fees (other than subscription fees).

Advisor generally charges an hourly rate of \$150-500 per professional. Clients may be asked to pay a retainer that is based on an estimated number of anticipated hours to be incurred during the engagement. Other forms of compensation may include referral fees from third party investment

advisors, investment management fees as a percent of funds managed and fixed planning fees. Investment management fees and sub-advisory fees can range from 0.2% to 2.65% of funds managed depending on the estimate of time required. Fixed fees have no floor or ceiling and are quoted in advance. All fees are negotiable based upon size of accounts, length of time with Advisor and at the Advisor's sole discretion.

The exact management fee arrangement for each client will be specified in that client's advisory services agreement with Wimmer.

The investment advisory fees will be deducted from your account and paid directly to our firm by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to our firm.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

Wimmer believes that its annual fees are reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the mutual fund or account custodian levels (e.g., transaction fees, advisory fees, and other fund expenses).

Transaction Costs

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to you by the qualified custodian. Wimmer does not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you may incur certain charges imposed by third parties other than Wimmer in connection with investments made through your account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by Wimmer are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

Termination

Initial fees are due and payable at the time the client retains Advisor. Fees may be paid annually, quarterly, or monthly as the situation may dictate. For subsequent years, Clients may retain Advisor by paying fees in advance, or as agreed.

Client's Contract is open ended with no termination date. Client or Advisor may terminate the investment advisory contract at any time by written notice of cancellation via U.S. Mail or other certifiable delivery carrier. If the appropriate disclosure statements were not delivered to the Client at least 48 hours prior to the Client entering into any written advisory contract with the Advisor,

then the Client has the right to terminate the contract without penalty within five days of entering into the contract. After five business days have passed since entering into the contract, fees will be refunded for the prorated amount for which fees have not been earned. Any adjustment in fees must have a thirty (30) day written notice. For the purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract and any other provisions of the contract notwithstanding.

Third-Party Money Managers

Third-party managers generally have account minimum requirements that will vary among third-party money managers. Account minimums are generally higher on fixed income accounts than for equity-based accounts. A complete description of the third-party money manager's services, fee schedules and account minimums will be disclosed in the third-party money manager's disclosure brochure which will be provided to you prior to or at the time an agreement for services is executed and the account is established.

The actual fee charged to you will vary depending on the third-party money manager. All fees are calculated and collected by the third-party money manager. We are paid a portion of the fee charged and collected by the third-party money manager in the form of solicitor fees. Our portion of the fee is negotiated with each third-party money manager. The exact fee and when it is withdrawn will vary with each third-party money manager. These details will be disclosed in the third-party money manager's ADV Part 2A and the third-party money manager's Solicitor Disclosure Document; both documents will be given to the client upon solicitation. Clients can terminate the third-party money manager Agreement according to the terms disclosed in the third-party money manager Agreement executed between the Client and third-party money manager.

Other Products

As a result of the plan designed around the objectives of the client there may arise a need for products to achieve such objectives. These products may be insurance and/or investment related products. We are licensed to provide products in both of these areas. Clients are under no obligation to acquire products from us. We provide products to help the clients achieve their objectives in the most efficient manner.

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

Wimmer does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client), or engage in side-by-side management.

Item 7 – Types of Clients

Client Profile

The types of clients are primarily individuals of high net worth, including their private trusts, profit sharing and retirement plans, estates, corporations and/or business entities including those of family members.

Account Minimum Requirements

We have not imposed a minimum account size of assets to be managed by us.

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

Overview

Wimmer provides investment management services on either a discretionary or non-discretionary basis. Our investment management service consists of asset allocation and portfolio management tailored to meet your investment goals. We will evaluate your financial situation through a review of financial information and personal interviews that include understanding your investment goals and risk tolerances. We will advise you regarding portfolio diversification utilizing common or preferred stocks, mutual funds, corporate, municipal or government bonds, notes, bills, alternative investments, and cash or cash equivalents.

Investment Strategies

Wimmer typically employs actively managed portfolios utilizing the investment strategies listed below:

- Long term Purchases (securities held at least a year).
- Short term purchases (securities sold within a year).
- Trading (securities sold within 30 days).
- Utilization of Alternative Investments (partnerships, hedge funds, commodity pools, etc.).

Analysis Methods

Our security analysis information is based on a number of sources and can include financial newspapers, periodicals, commercially available investment services, issuer prepared information, security rating services, general market and financial information, due diligence reviews and specific investment analysis that our clients request. As the decision process proceeds, we work to implement the client's plan and then review and adjust its various components, as necessary.

Advisor will also provide advice and guidance to its clients in the areas of business and investment opportunities in closely held corporations, Regulation D offerings, private equity offering, hedge funds, etc. As part of its due diligence on investments for its clients, Advisor may meet with company management and advisors and visit the physical facilities of the company.

Advisor may suggest equity collars and other hedging techniques as part of its' overall investment strategies. Advisor may also review or recommend investments in privately held corporations and private equity.

Investing in securities involves risk of loss that clients should be prepared to bear. Clients should carefully read the risk factors section of any mutual fund prospectus and offering documents of any private investment fund.

General Risks

Liquidity Risks

Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e., not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

Lack of Diversification

Portfolio investments may be concentrated, and diversification may be limited. There are no limits with respect to position sizes. Any assets or combination of assets that can be held in a securities account can be purchased or sold.

Cash and Cash Equivalents

Accounts may maintain significant cash positions from time to time and the client will pay the Investment Management Fee based on the net asset value of the Account, including cash and cash equivalents. Furthermore, the Account may forego investment opportunities to hold cash positions if we consider it in the best interests of the Accounts.

Interest Rate Fluctuation

The prices of securities in which the Advisor may invest are sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs of borrowed securities and leveraged investments.

Long term Purchases (securities held at least a year)

Liquidity: The portfolio may be invested in liquid and illiquid securities. You should be aware that liquid securities may become less liquid during the holding period.

Short term purchases (securities sold within a year)

Market Risks: The success of a significant portion of the program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may decline, including due to other market participants developing similar programs or techniques.

Trading (securities sold within 30 days)

Market Risks: The success of a significant portion of a trading program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may

decline for many reasons, including other market participants developing similar programs or techniques.

Investment Risks

Our investment approach seeks to keep the risk of loss in mind. Investors face the following investment risks:

Utilization of Alternative Investments

Alternative investment products, including hedge funds, commodity hedged accounts and managed futures, involve a high degree of risk, often engage in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds, often charge high fees which may offset any trading profits, and in many cases the underlying investments are not transparent and are known only to the investment manager.

Exchange Traded Fund (“ETF”) Risks

Most ETFs are passively managed investment companies whose shares are purchased and sold on a securities exchange. An ETF is a portfolio of securities designed to track a particular market segment or index. ETFs are subject to the following risks that do not apply to conventional funds: The market price of the ETF’s shares may trade at a premium or a discount to their net asset value; An active trading market for an ETF’s shares may not develop or be maintained; and There is no assurance that the requirements of the exchange necessary to maintain the listing of an ETF will continue to be met or remain unchanged.

Mutual Funds Risks

Mutual Funds are managed independently of a client’s account and incur additional fees and/or expenses which are borne indirectly by the client’s account in connection with any such investment. There is also a risk that a fund manager may deviate from the stated investment strategy of the fund making it less suitable. Additionally, these investments are subject to the same risks as the underlying investments.

Business Development Companies (BDCs)

BDCs are typically closed-end investment companies. Some BDCs primarily invest in the corporate debt and equity of private companies and may offer attractive yields generated through high credit risk exposures amplified through leverage. As with other high-yield investments, such as floating rate/leveraged loan funds, private REITs and limited partnerships, investors are exposed to significant market, credit, and liquidity risks. In addition, fueled by the availability of low-cost financing, BDCs run the risk of over-leveraging their relatively illiquid portfolios. Due to the illiquid nature of non-traded BDCs, investors’ exit opportunities may be limited only to periodic share repurchases by the BDC at high discounts.

Illiquid Investments

Investments in certain underlying funds, including private equity and real assets, will be illiquid, entailing a high degree of risk. An investor in an illiquid underlying fund may be expected to hold its investment in the underlying fund for the entire life of the underlying fund, which is typically seven to ten years or more. The underlying investments of an underlying fund, at any given time, may consist of significant amounts of securities and other financial instruments that are very thinly traded, or for which no market exists, or which are restricted as to their transferability under U.S. or state or non-U.S. securities laws. In some cases, underlying funds may also be prohibited by contract from selling such securities for a period of time. In other cases, the types of investments made by underlying funds may require a substantial length of time to liquidate. Consequently, there is a significant risk that the underlying funds will be unable to realize their investment objectives by sale or other disposition of portfolio company securities at attractive prices, or will otherwise be unable to complete any exit strategy with respect to their portfolio companies. These risks can be further increased by changes in the financial condition or business prospects of the portfolio companies, changes in economic conditions and changes in law. An underlying fund may distribute its investments “in-kind,” which may be composed of illiquid securities. There can be no assurance that clients or investors would be able to dispose of these investments or that the value of these investments, as determined generally by an underlying fund, will ultimately be realized.

Insurance and Reinsurance Investments Risks

The principal risk of an investment in insurance and reinsurance instruments is that a triggering event(s) (e.g., natural events, such as a hurricane, tornado or earthquake of a particular size/magnitude in a designated geographic area) will occur and a Fund will lose all or a significant portion of the principal it has invested in the security and the right to additional interest payments with respect to the security and an investor will lose money. If multiple triggering events occur that affect a significant portion of the portfolio of the Fund, the Fund could suffer substantial losses. There is no way to accurately predict whether a triggering event will occur and, because of this significant uncertainty, insurance and reinsurance investments carry a high degree of risk.

Another risk is oversubscribed repurchase offers. If a repurchase offer by the Fund is oversubscribed, the Fund may periodically repurchase, but is not required to repurchase, additional Shares up to a maximum amount of the outstanding Shares of the Fund. It is possible that a repurchase offer may be oversubscribed with the result that shareholders may only be able to have a portion of their Shares repurchased. There is no assurance that you will be able to tender your Shares when or in the amount that you desire.

Risks Relating to Differing Classes of Securities

Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders’ rights generally are more favorable than shareholders’ rights in a bankruptcy or reorganization.

Small Capitalization Issuers

Such companies may lack the financial resources, product diversification and competitive strengths of larger companies. The securities of small capitalization companies may not trade as readily as, and be subject to higher volatility than, those of larger, more established companies.

Overall Risks

Clients need to remember that past performance is no guarantee of future results. All funds carry some level of risk. You may lose some or all the money you invest, including your principal, because the securities held by a fund goes up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change. Before you invest, be sure to read a fund's prospectus, private placement memorandum, operating agreement, and shareholder reports to learn about its investment strategy and the potential risks. Funds with higher rates of return may take risks that are beyond your comfort level and are inconsistent with your financial goals. While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) a fund has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you will need your money to meet a financial goal in the near-term, you probably cannot afford the risk of investing in a fund with a volatile history because you will not have enough time to ride out any declines in the stock market.

Item 9 – Disciplinary

Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would-be material to your evaluation of Wimmer or the integrity of Wimmer's management.

In 2012, Jay Wimmer and Wimmer Consulting, LLC were involved in a legal action related to a personal loan. The matter was settled in July 2014. For additional information on that event, the professional background, business practices, and conduct of our Firm and its Investment Advisory Representatives is available through the Financial Industry Regulatory Authority's (FINRA) BrokerCheck system link at www.finra.org/brokercheck or you may request disclosable information under BrokerCheck by calling (800) 289-999, a toll-free hotline operated by FINRA. We have provided you with the above information so that you can determine whether they are material to your evaluation of the integrity of our firm or its advisory agents. We value and endeavor to protect the confidence and trust you place in our Firm and its advisory agents.

You may also access a full report of our advisory agents through IARD link at www.adviserinfo.sec.gov. Should you have any technical difficulties with this link you can call (240) 386-4848 for further assistance.

The information that appears on these websites is collected from individual Investment Adviser Representatives, Investment Adviser Firms, and/or security regulators as part of the security industry's registration and licensing process.

Item 10 – Other Financial Industry Activities and Affiliations

Advisor is not and does not have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, a lawyer or law firm, an insurance company or agency, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

Advisor is an independent registered investment registered adviser and only provide investment advisory services. We do not engage in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with us.

Third-Party Money Managers

Advisor has developed several programs, previously described in *Item 5* of this disclosure brochure, designed to allow our Firm to recommend and select un-affiliated third-party money managers for you. Once you select the third-party money manager to manage all or a portion of your assets, the third-party money manager will pay me a portion of the fees you are charged. Please refer to *Items 4 and 5* for full details regarding the programs, fees, conflicts of interest and materials arrangements when Advisor selects other investment advisers.

Other Activities

Wimmer and certain of its principal executive officers may engage in the following activities:

Insurance Agent

You may collaborate with your advisory representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment advisory representative may sell, for commissions, general disability insurance, life insurance, annuities, and other insurance products to you. As such, your investment advisory representative, in his or her separate capacity as an insurance agent, may suggest that you implement recommendations by purchasing disability insurance, life insurance, annuities, or other insurance products. This receipt of commissions creates an incentive for the advisory representative to recommend those products for which your investment advisory representative will receive a commission in his or her separate capacity as an insurance agent. While insurance services are separate and distinct from the from the portfolio management and other services provided by Wimmer, the sale of insurance products through our advisory representatives to our advisory clients does create a conflict of interest, due to the compensation paid as a result of those transactions. Clients are under no obligation to act upon any recommendations or purchase any insurance products through our advisory representatives, and you are encouraged to ask them about any conflict presented. Notwithstanding the above, insurance products that generate a commission are not included in the assets under management by us or our advisory representatives.

Accounting Services

Jay S. Wimmer is a licensed Certified Public Accountant; however, he does not provide accounting or audit services through the Firm. In the event Jay provides accounting services to our advisory clients, this relationship creates a conflict of interest as to your representation as an accounting client and advisory client. Notwithstanding such conflict of interest, we address such relationships pursuant to our fiduciary duty as your adviser, and in accordance with the professional code of conduct governing the accounting activities of Jay Wimmer. To this end, any conflict of interest will be disclosed in advance to you, and the related compensation. At no time will there be *tying* between business practices and/or services; a condition where a client or prospective client would be required to accept one product or service which is conditional upon the selection of a second, distinctive tied product or service.

Consulting Services

Jay S. Wimmer provides business consulting services through an affiliated firm. Those business consulting services may be provided to advisory clients. In the event Jay provides business consulting services to our advisory clients, this relationship creates a conflict of interest as to your representation as a consulting client and advisory client. Notwithstanding such conflict of interest, we address such relationships in accordance with our fiduciary duty as your adviser. To this end, any conflict of interest will be disclosed in advance to you, and the related compensation. At no time will there be *tying* between business practices and/or services.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Employees of the Advisor are allowed to purchase and sell securities that are recommended by Advisor to its clients. Employees may purchase the securities simultaneously with the client. Advisor will not trade in conflict with clients, nor will any employee be allowed to trade in or engage in a security transaction to his advantage over that of a client. All securities transaction of employees will be required to be reviewed by the Advisor's compliance officer or principal of Advisor on a quarterly basis to ensure compliance. Advisor has also implemented a policy with respect to the prevention and detection of insider trading by its' personnel. Advisor or its employees may, from time to time, and typically as its planning circumstances indicate, buy and/or sell for itself securities that it recommends to clients.

Advisor receives copies of its employee's personal account statements, and they are reviewed for compliance on a quarterly basis. Advisor discloses, in advance in writing and subject to the restrictions and internal procedures described immediately above, the fact that it or its employees may from time to time, and typically as investment and tax planning circumstances indicate, buy and/or sell securities that it recommends to clients.

The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, 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 supervised persons at Wimmer must

acknowledge the terms of the Code of Ethics annually, or as amended. A copy of the Advisor's Code of Ethics is available to any client or prospective client upon request.

Item 12 – Brokerage Practices

Best Execution

Clients are under no obligation to act on the financial planning recommendations of Wimmer. If the firm aids in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with my existing systems, ease of monitoring investments).
- Products and services offered (e.g., investment programs, back-office services, technology, regulatory compliance assistance, research, and analytic services).
- Financial strength, stability, and responsibility.
- Reputation and integrity.
- Ability to maintain confidentiality.

Advisor exercises reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back-office services, technology and pricing of services offered.

Brokerage Recommendations

Wimmer recommends that you establish brokerage accounts with TD Ameritrade through their Institutional Platform. TD Ameritrade, Inc. ("TD Ameritrade") is a member of FINRA/SIPC/NFA. TD Ameritrade is an independent (and unaffiliated) SEC-registered broker-dealer, and is recommended by Wimmer to maintain custody of clients' assets and to effect trades for their accounts.

At least annually, Advisor will review alternative custodians in the marketplace for comparison to the currently used custodian, evaluating criteria such as overall expertise, cost competitiveness, and financial condition. Quality of execution for custodians will be reviewed through trade journal evaluations.

Wimmer is independently owned and operated, and not affiliated with TD Ameritrade.

The primary factor in suggesting a broker/dealer or custodian is that the services of the recommended firm are provided in a cost-effective manner. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. The trading process of any broker/dealer and money manager suggested

by Wimmer must be efficient, seamless, and straight-forward. Overall custodial support services, trade correction services, and statement preparation are some of the other factors determined when suggesting a broker/dealer.

Soft Dollar Arrangements

Soft dollar arrangements are a common practice in the Investment Advisory industry. The U.S. Congress created a “safe harbor” under Section 28(e) of the Securities and Exchange Act of 1934, which establishes strict standards by which soft dollar arrangements are allowed. Under this safe harbor, an advisor can consider the provision of research, as well as execution services, in evaluating the cost of brokerage services without violating its fiduciary responsibilities. Wimmer follows the safe harbor available under Section 28(e) in arranging and executing its soft dollar arrangements.

To this end, TD Ameritrade, Inc. provides Wimmer with access to their institutional trading and custody services, which are typically not available to retail investors. These services are available to independent investment advisors at no charge to them so long as the independent investment advisors maintain a minimum amount of assets with the custodian. TD Ameritrade does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed by recommended money managers through the custodian or that settle into a custodian account.

Directed Brokerage

Clients are allowed to select the broker-dealer that will be used for their accounts. Clients directing the use of a particular broker/dealer or other custodian must understand that Advisor may not be able to obtain the best prices and execution for the transaction. Under a client-directed brokerage arrangement, clients may receive less favorable prices than would otherwise be the case if the client had not chosen a particular broker/dealer or custodian. Directed brokerage account trades are generally placed by Wimmer after effecting trades for other clients of Wimmer. If a client directs Wimmer to use a particular broker or dealer, Wimmer may not be authorized to negotiate commissions and may be unable to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct Wimmer to use a particular broker or dealer versus clients who do not direct the use of a particular broker or dealer.

Handling Trade Errors

Wimmer has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of Wimmer to correct trade errors in a manner that is in the best interest of the Client. In cases where the Client causes the trade error, the Client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the Client does not cause the trade error, the Client is made whole and any loss resulting from the trade error is absorbed by Wimmer if we cause the error. If the error is caused by the broker-dealer, the broker-

dealer is responsible for handling the trade error. If an investment gain results from the correcting trade, the gain remains in the Client's account, unless the same error involved other Client account(s) that should also receive the gains. It is not permissible for all Clients to retain the gain. Wimmer may also confer with a client to determine if the client should forego the gain (e.g., due to tax reasons). Wimmer will never benefit or profit from trade errors.

Block Trades

Investment advisors may choose to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to as aggregating orders, batch trading or block trading. Wimmer typically does not engage in block trading.

It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is Wimmer's trading policy to implement all client orders on an individual basis. Therefore, we do not aggregate or "block" client transactions. Considering the type of investments we hold in advisory client accounts; we do not believe clients are hindered in any way because we typically trade accounts individually. This is because Advisor develops individualized investment strategies for clients and holdings will vary. Wimmer's strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

Item 13 – Review of Accounts

Account Review

Reviews will be performed annually, or in some instances quarterly or more often. The level of review will be determined by the clients need, and/or in our discretion. The review will be triggered upon the receipt of interested third party copies of Client statement/performance reports from third party managers or other financial institutions. Jay S. Wimmer and/or Graham K. Douglass perform all reviews. The reviews will be conducted to determine the accuracy, completeness, and continuing suitability to meet the client's stated objectives.

Accounts established and maintained with other third-party money managers are reviewed at least quarterly, usually when statements and/or reports are received from the money manager. Please see third-party money manager's ADV 2A Brochure for more information on their review process.

Reports

For Wimmer's asset management services, you are provided with transaction confirmation notices and regular quarterly account statements directly from the qualified custodian. Whether reports by an outside money manager are provided to you will depend upon the outside money manager. Please see third-party money manager's ADV 2A Brochure for more information on reports they may provide to clients.

You are encouraged to always review your account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact Wimmer and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

Client Referrals

We have solicitor arrangements with third-party money managers to introduce or refer prospective clients to a third-party money manager. We will receive compensation for such referrals as agreed upon in writing and disclosed to the respective clients. The compensation paid to us is contingent upon a prospective client engaging the third-party money manager for investment advisory services. Therefore, we have a financial incentive to recommend third-party money managers. This creates a conflict of interest; however, we address this conflict of interest by disclosing the solicitor relationship, and the acknowledgement that that a prospective client is not obligated to engage the third-party money manager for advisory services. *Also see Items 4 and 5 of this Disclosure Brochure for more information.*

Wimmer does not directly or indirectly compensate any person for client referrals.

Other Compensation

When providing financial planning or consulting services, your advisory representative may recommend that you purchase certain securities or insurance products. If this occurs, your advisory representative is doing so as a licensed insurance agent. The advisory representative will receive compensation in the form of commissions if you act on these recommendations. You are never under any obligation to purchase products or services recommended by us. You always have the choice of purchasing them through other agents who are not affiliated with us.

Item 15 – Custody

We are deemed to have custody of your assets since you authorize us to instruct your custodian to deduct our advisory fees directly from your account. We do not maintain physical custody of your accounts, nor are we authorized to hold or receive any stock, bond or other security or investment certificate or cash that is part of your account. Your funds and securities will be physically maintained with a “qualified custodian” as required under Rule 206(4)-2 under the Advisers Act. Custody of client accounts for both securities and funds will be maintained at TD Ameritrade, or at another custodian as directed by you.

Any account statement or communication that you might receive from us should be compared to the statement received from the qualified account custodian. Clients referred to third-party money managers will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly.

Item 16 – Investment Discretion

Discretionary Authority

Our current discretionary authority is limited to accounts where we are authorized to purchase government securities, U. S. government agency backed securities and FDIC insured Certificate of Deposit and other specifically described securities as approved by the custodial trust agreement governing each account. These investments are long-term by their nature are typically bought and held to maturity. The aggregate number of purchases authorized is determined by an agreement with the servicing insurance company our client and the custodian bank. Any investment outside of these specified investments by nature or amount would require specific customer approval.

Non-discretionary Management

With respect to our non-discretionary services, the client makes the ultimate decision regarding the clients' portfolio investment holdings, including the purchase and or sale of those investments.

Item 17 – Voting Client Securities

We do not have any authority to and do not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. To this end, we will instruct the Custodian to forward all proxy material directly to you. We shall forward any proxy materials we receive that pertain to assets in client accounts to the respective clients. Clients referred to third-party money managers should review the third-party money managers proxy voting policies as disclosed in their Form ADV 2A (Item 17). You can contact our office at 214-219-7762 for any questions about this or any other matter.

Item 18 – Financial Information

Advisor does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. We are not subject to a financial condition that is likely to impair my ability to meet contractual commitments to clients. Finally, Advisor has not been the subject of a bankruptcy petition at any time.

Item 19 – Requirements for State-Registered Advisers

This Item 19 is not applicable to Federally registered investment advisers.