

**WILLIAMSON LEGACY GROUP, LLC**

**FORM ADV PART 2A**

**BROCHURE**

**Item 1 – Cover Page**

484 East Carmel Drive, #388  
Carmel, Indiana 46032  
(317) 447-3212

This brochure provides information about the qualifications and business practices of Williamson Legacy Group, LLC. If you have any questions regarding the contents of this brochure, please do not hesitate to contact our Chief Compliance Officer, Andrew Warning, by telephone at (513) 832-5463 or by email at [andy.warning@dinsmorecomplianceservices.com](mailto:andy.warning@dinsmorecomplianceservices.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.

Williamson Legacy Group, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training. Additional information about Williamson Legacy Group, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

March 13, 2024

## **Item 2 – Material Changes**

Form ADV Part 2A requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes. Per this ADV annual amendment dated March 13, 2024, there were no material changes to report.

### Item 3 - Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 - Table of Contents .....	3
Item 4 - Advisory Business.....	5
A. Description of the Advisory Firm.....	5
B. Types of Advisory Services.....	5
C. Client-Tailored Advisory Services .....	6
D. Information Received From Clients .....	6
E. Assets Under Management.....	7
Item 5 - Fees and Compensation.....	7
A. Financial Planning and Investment Management Services .....	7
B. Payment of Fees.....	8
C. Clients Responsible for Fees Charged by Financial Institutions and External Money Managers ..	9
D. Prepayment of Fees .....	9
E. Outside Compensation for the Sale of Securities or Other Investment Products to Clients.....	9
Item 6 - Performance-Based Fees and Side-by-Side Management.....	9
Item 7 - Types of Clients .....	9
Item 8 - Methods of Analysis, Investment Strategies, and Risk of Loss .....	10
A. Methods of Analysis and Risk of Loss.....	10
B. Material Risks Involved.....	10
Item 9 – Disciplinary Information .....	14
Item 10 – Other Financial Industry Activities and Affiliations .....	14
Item 11 – Code of Ethics, Participation or Interest in Client Transactions.....	15
A. Description of Code of Ethics .....	15
Item 12 – Brokerage Practices .....	15
A. Factors Used to Select Custodians and/or Broker-Dealers.....	15
B. Trade Aggregation.....	18
Item 13 – Review of Accounts.....	18
A. Periodic Reviews .....	18
B. Other Reviews and Triggering Factors.....	19
C. Regular Reports .....	19
Item 14 – Client Referrals and Other Compensation.....	19

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients..... 19

B. Compensation to Non-Supervised Persons for Client Referrals..... 19

Item 15 – Custody ..... 20

Item 16 – Investment Discretion ..... 20

Item 17 – Voting Client Securities..... 20

Item 18 – Financial Information ..... 21

## Item 4 - Advisory Business

### A. Description of the Advisory Firm

Williamson Legacy Group, LLC (“WLG” Firm “we” u“s” o“ur” ) is a limited liability company organized in the State of Indiana. WLG is an investment advisory firm registered with the United States Securities and Exchange Commission (“SEC”). WLG is owned by Joe Williamson.

### B. Types of Advisory Services

WLG provides personalized financial planning and discretionary and non-discretionary investment advisory services to individuals, including high net worth individuals, and entities, including, but not limited to, family offices, trusts, estates, private foundations, and qualified retirement plans.

#### Financial Planning and Consulting Services

WLG offers personal comprehensive financial planning services to set forth goals, objectives and implementation strategies for the client over the long-term. Depending upon individual client requirements, the comprehensive financial plan will include recommendations for retirement planning, educational planning, estate planning, cash flow planning, tax planning and insurance needs and analysis. WLG prepares and provides the financial planning client with a written comprehensive financial plan and performs quarterly, semi-annual or annual reviews of the plan with the client, dependent on the client’s needs in accordance with the financial planning agreement. Clients should notify us promptly anytime there is a change in their financial situation, goals, objectives, or needs and/or if there is any change to the financial information initially provided to us. In addition, there are financial planning engagements where the services of WLG cease upon providing the client with the financial plan.

Clients are under no obligation to implement any of the recommendations provided in their written financial plan. However, should a client decide to proceed with the implementation of the investment recommendations then the client can either have WLG implement those recommendations or utilize the services of any investment adviser or broker-dealer of their choice.

WLG cannot provide any guarantees or promises that a client’s financial goals and objectives will be met.

#### Investment Management Services

WLG offers investment management services on a discretionary basis and non-discretionary basis. All investment advice provided is customized to each client’s investment objectives and financial needs. The information provided by the client, together with any other information relating to the clients’ overall financial circumstances, will be used by WLG to determine the appropriate portfolio asset allocation and investment strategy for the client. Financial planning services may also be provided, depending on the needs of the client.

The securities utilized by WLG for investment in client accounts mainly consist of equity securities, but we will also invest in registered mutual funds, exchange traded equity securities (ETFs) and REITS, among others, if we determine such investments fit within a clients’ objectives and are in the best interest of our clients.

WLG may further recommend to clients that all or a portion of their investment portfolio be managed on a discretionary basis by one or more unaffiliated money managers or investment platforms (“External Managers”). The client may be required to enter into a separate agreement with the External Manager(s), which will set forth the terms and conditions of the client’s engagement of the External Manager. WLG generally renders services to the client relative to the discretionary selection of External Managers. WLG also assists in establishing the clients’ investment objectives for the assets managed by External Managers, monitors and reviews the account performance and defines any restrictions on the account. The investment management fees charged by the designated External Managers, together with the fees charged by the corresponding designated broker-dealer/custodian of the client’s assets, are exclusive of, and in addition to, the annual advisory fee charged by WLG.

#### Investment Management Services to Retirement Plans

WLG offers discretionary and non-discretionary advisory services to qualified plans, including 401k plans. These services include, depending upon the needs of the plan client, recommending, or for discretionary clients selecting, investment options for plans to offer to participants, ongoing monitoring of a plan’s investment options, assisting plan fiduciaries in creating and/or updating the plan’s written investment policy statements, working with plan service providers, and providing general investment education to plan participants.

**Note for IRA and Retirement Plan Clients:** When WLG provides investment advice to you regarding your retirement plan account or individual retirement account, WLG is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way WLG makes money creates some conflicts with your interests, so WLG operates under a special rule that requires WLG to act in your best interest and not put WLG’s interest ahead of yours.

#### **C. Client-Tailored Advisory Services**

Client portfolios are managed on the basis of individual clients’ financial situation and investment objectives. Clients may impose reasonable restrictions on the management of their accounts if WLG determines, in its sole discretion, that the conditions would not materially impact the performance of a management strategy or prove overly burdensome for WLG’s management efforts.

#### **. Information Received From Clients**

WLG will not assume any responsibility for the accuracy of the information provided by clients. WLG is not obligated to verify any information received from a client or other professionals (e.g., attorney, accountant) designated by a client, and WLG is expressly authorized by the client to rely on such information provided. Under all circumstances, clients are responsible for promptly notifying WLG in writing of any material changes to the client’s financial situation, investment objectives, time horizon, or risk tolerance.

**E. Assets Under Management**

As of December 31, 2023, WLG maintains \$164,945,891 in total assets under management. The total represents \$124,079,637 in discretionary and \$40,866,254 in non-discretionary assets under management.

**Item 5 - Fees and Compensation**

WLG charges fees based on a percentage of assets under management as well as fixed fees, depending on the particular types of services to be provided. The specific fees charged by WLG for services provided will be set forth in each client’s agreement.

**A. Financial Planning and Investment Management Services**

Fees for Financial Planning and Consulting Services

Clients that receive financial planning services only are charged an annual fixed fee, or one time fee, ranging up to \$20,000, depending on the complexity of a client’s plan and services provided. Initially, 25% of the annual fee is due upon entering into the agreement with the Firm and the remainder of the annual fee is charged quarterly thereafter based on a calendar quarter. For those clients that are not receiving ongoing financial planning services, the fee is payable at delivery of the completed financial plan. Actual fees charged are clearly outlined in the financial planning agreement and clients receive invoices reflecting the amount of the fee due and payable. Please refer to A“dditional Information Regarding Fees” below for more detailed information regarding fees paid by WLG clients.

Fees for Investment Management Services

WLG charges an annual advisory fee that is agreed upon with each client and set forth in an agreement executed by WLG and the client. If fixed, the advisory fee will be specified on the fee schedule as set forth in the agreement executed by WLG and the client. If based on a percentage of the value of assets under management, the advisory fee for the initial month shall be paid, on a pro rata basis, in arrears, based on the value of the net billable assets under management at the end of such initial month. For subsequent months, the advisory fee shall be paid, in arrears, based on the asset value of the client’s accounts as of the last business day of the month as provided by third-party sources, such as pricing services, custodians, fund administrators, and client-provided sources. Following is WLG’s asset based fee schedule for Investment Management Services:

<b>FEE SCHEDULE</b>	
<u>Market Value of Assets</u>	<u>Rate</u>
Up to \$500,000	1.50%
\$500,001 up to \$2,000,000	1.00%
\$2,000,001 up to \$5,000,000	0.75%
\$5,000,001 up to 10,000,000	0.25%
\$10,000,001 and above	0.10%
The percentage fee shown for each range of the managed asset value will apply only to the assets within that range.	

Notwithstanding the foregoing, WLG and the client may choose to negotiate an annual advisory fee that varies from the schedule set forth above. Factors upon which a different annual advisory fee may be based include, but are not limited to, the size and nature of the relationship, the services rendered, the nature and complexity of the products and investments involved, time commitments, and travel requirements. In addition, there are clients of WLG with fee schedules that reflect the fee schedule for these clients while serviced at unaffiliated advisory firm through which WLG personnel previously provided investment advisory services. These historical fee schedules include fee schedules with an effective fee rate greater than the fee schedule listed above. The advisory fee charged by the Firm will apply to all of the client's assets under management, unless specifically excluded in the client agreement. The advisory fee may include the financial planning services described above. Although WLG believes that its fees are competitive, clients should understand that lower fees for comparable services may be available from other sources and firms.

The investment advisory agreement between WLG and the client may be terminated at will by either WLG or the client upon written notice. WLG does not impose termination fees when the client terminates the investment advisory relationship, except when agreed upon in advance.

#### **B. Payment of Fees**

WLG generally deducts its advisory fee from a client's investment account(s) held at his/her custodian. Upon engaging WLG to manage such account(s), a client grants WLG this limited authority through a written instruction to the custodian of his/her account(s). The client is responsible for verifying the accuracy of the calculation of the advisory fee; the custodian will not determine whether the fee is accurate or properly calculated. A client may utilize the same procedure for financial planning or consulting fees if the client has investment accounts held at a custodian.

Although clients generally are required to have their investment advisory fees deducted from their accounts, in some cases, WLG will directly bill a client for investment advisory fees if it determines that such billing arrangement is appropriate given the circumstances.

The custodian of the client's accounts provides each client with a statement, at least quarterly, indicating separate line items for all amounts disbursed from the client's account(s), including any fees paid directly to WLG.

Clients may make additions to and withdrawals from their account at any time, subject to WLG's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets at any time on notice to WLG, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a clients' investment objectives. WLG may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g. contingent deferred sales charges) and/or tax ramifications.



### **C. Clients Responsible for Fees Charged by Financial Institutions and External Money Managers**

In connection with WLG's management of an account, a client will incur fees and/or expenses separate from and in addition to WLG's advisory fee. These additional fees may include transaction charges and the fees/expenses charged by any custodian, subadvisor, mutual fund, ETF, separate account manager (and the manager's platform manager, if any) or other advisor, transfer taxes, odd lot differentials, exchange fees, interest charges, ADR processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law, retirement plan account fees (where applicable), margin interest, brokerage commissions, mark-ups or mark-downs and other transaction-related costs, electronic fund and wire fees, and any other fees that reasonably may be borne by a brokerage account. For External Managers, clients should review each managers' Form ADV 2A disclosure brochure and any contract they sign with the External Manager (in a dual contract relationship). The client is responsible for all such fees and expenses. Please see Item 12 of this brochure regarding brokerage practices.

### **D. Prepayment of Fees**

As noted above, WLG's advisory fees generally are paid in advance. Upon the termination of a client's advisory relationship, WLG will issue a refund equal to any unearned management fee for the remainder of the month. The client may specify how he/she would like such refund issued (i.e., a check sent directly to the client or a check sent to the client's custodian for deposit into his/her account).

### **E. Outside Compensation for the Sale of Securities or Other Investment Products to Clients**

WLG does not buy or sell securities and does not receive any compensation for securities transactions in any client account, other than the investment advisory fees noted above. Various advisory persons of WLG are licensed as insurance professionals. See Item 10 for additional information regarding these activities.

## **Item 6 - Performance-Based Fees and Side-by-Side Management**

WLG does not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. WLG's fees are calculated as described in Item 5 above.

## **Item 7 - Types of Clients**

WLG offers investment advisory services to individuals, including high net worth individuals, families, family offices, trusts, businesses, charitable foundations, and retirement/profit-sharing plans. WLG does not impose a minimum portfolio size or a minimum initial investment to open an account. However, WLG does reserve the right to accept or decline a potential client for any reason in its sole discretion.

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

### **A. Methods of Analysis and Risk of Loss**

A primary step in WLG's investment strategy is getting to know the clients – to understand their financial condition, risk profile, investment goals, tax situation, liquidity constraints – and assemble a picture of their financial situation. To aid in this understanding, WLG offers clients financial planning that is customized and tailored. Once WLG has an understanding of its clients' needs and goals, the investment process can begin, and the Firm can recommend strategies and investments that it believes are aligned with the client's goals and risk profile.

WLG primarily employs fundamental and technical analysis methods in developing investment strategies for its clients. Research and analysis from WLG is based on numerous sources, including third-party research materials and publicly-available materials, such as company annual reports, prospectuses, and press releases.

WLG generally employs a long-term investment strategy for its clients, as consistent with their financial goals. At times, the Firm may also buy and sell positions that are more short-term in nature, depending on the goals of the client and/or the fundamentals of the security, sector or asset class.

Client portfolios with similar investment objectives and asset allocation goals may own different securities and investments. The client's portfolio size, tax sensitivity, desire for simplicity, income needs, long-term wealth transfer objectives, time horizon and choice of custodian are all factors that influence WLG's investment recommendations.

Investing in securities involves a risk of loss. A client can lose all or a substantial portion of his/her investment. A client should be willing to bear such a loss. Some investments are intended only for sophisticated investors and can involve a high degree of risk.

### **B. Material Risks Involved**

Investing in securities involves a significant risk of loss which clients should be prepared to bear. WLG's investment recommendations are subject to various market, currency, economic, political and business risks, and such investment decisions will not always be profitable. Clients should be aware that there may be a loss or depreciation to the value of the client's account. There can be no assurance that the client's investment objectives will be obtained and no inference to the contrary should be made.

Generally, the market value of equity stocks will fluctuate with market conditions, and small- stock prices generally will fluctuate more than large-stock prices. The market value of fixed income securities will generally fluctuate inversely with interest rates and other market conditions prior to maturity. Fixed income securities are obligations of the issuer to make payments of principal and/or interest on future dates, and include, among other securities: bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities, or by a non-U.S. government or one of its agencies or instrumentalities; municipal securities; and mortgage-backed and asset-backed securities. These securities may pay fixed, variable, or floating rates of interest, and may include zero coupon obligations and inflation-linked fixed income securities. The value of longer duration fixed income securities will generally fluctuate more than shorter duration fixed income

securities. Investments in overseas markets also pose special risks, including currency fluctuation and political risks, and it may be more volatile than that of a U.S. only investment. Such risks are generally intensified for investments in emerging markets. In addition, there is no assurance that a mutual fund or ETF will achieve its investment objective. Past performance of investments is no guarantee of future results.

Additional risks involved in the securities recommended by WLG include, among others:

- *Stock market risk*, which is the chance that stock prices overall will decline. The market value of equity securities will generally fluctuate with market conditions. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. Prices of equity securities tend to fluctuate over the short term as a result of factors affecting the individual companies, industries or the securities market as a whole. Equity securities generally have greater price volatility than fixed income securities.
- *Sector risk*, which is the chance that significant problems will affect a particular sector, or that returns from that sector will trail returns from the overall stock market. Daily fluctuations in specific market sectors are often more extreme than fluctuations in the overall market.
- *Issuer risk*, which is the risk that the value of a security will decline for reasons directly related to the issuer, such as management performance, financial leverage, and reduced demand for the issuer's goods or services.
- *Non-diversification risk*, which is the risk of focusing investments in a small number of issuers, industries or foreign currencies, including being more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be.
- *Value investing risk*, which is the risk that value stocks not increase in price, not issue the anticipated stock dividends, or decline in price, either because the market fails to recognize the stock's intrinsic value, or because the expected value was misgauged. If the market does not recognize that the securities are undervalued, the prices of those securities might not appreciate as anticipated. They also may decline in price even though in theory they are already undervalued. Value stocks are typically less volatile than growth stocks, but may lag behind growth stocks in an up market.
- *Smaller company risk*, which is the risk that the value of securities issued by a smaller company will go up or down, sometimes rapidly and unpredictably as compared to more widely held securities. Investments in smaller companies are subject to greater levels of credit, market and issuer risk.
- *Foreign (non-U.S.) investment risk*, which is the risk that investing in foreign securities result in the portfolio experiencing more rapid and extreme changes in value than a portfolio that invests exclusively in securities of U.S. companies. Risks associated with investing in foreign securities include fluctuations in the exchange rates of foreign currencies that may affect the U.S. dollar value of a security, the possibility of substantial price volatility as a result of political and economic instability in the foreign country, less public information about issuers of securities, different securities regulation, different accounting, auditing and financial reporting standards and less liquidity than in the U.S. markets.
- *Interest rate risk*, which is the chance that prices of fixed income securities decline because of rising interest rates. Similarly, the income from fixed income securities may decline because of falling interest rates.

- *Credit risk*, which is the chance that an issuer of a fixed income security will fail to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that fixed income security to decline.
- *Exchange Traded Fund (ETF) risk*, which is the risk of an investment in an ETF, including the possible loss of principal. ETFs typically trade on a securities exchange and the prices of their shares fluctuate throughout the day based on supply and demand, which may not correlate to their net asset values. Although ETF shares will be listed on an exchange, there can be no guarantee that an active trading market will develop or continue. Owning an ETF generally reflects the risks of owning the underlying securities it is designed to track. ETFs are also subject to secondary market trading risks. In addition, an ETF may not replicate exactly the performance of the index it seeks to track for a number of reasons, including transaction costs incurred by the ETF, the temporary unavailability of certain securities in the secondary market, or discrepancies between the ETF and the index with respect to weighting of securities or number of securities held.
- *Management risk*, which is the risk that the investment techniques and risk analyses applied by WLG may not produce the desired results and that legislative, regulatory, or tax developments, affect the investment techniques available to WLG. There is no guarantee that a client's investment objectives will be achieved.
- *Real Estate risk*, which is the risk that an investor's investments in Real Estate Investment Trusts ("REITs") or real estate-linked derivative instruments will subject the investor to risks similar to those associated with direct ownership of real estate, including losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, zoning laws, regulatory limitations on rents, property taxes and operating expenses. An investment in REITs or real estate-linked derivative instruments subject the investor to management and tax risks.
- *Investment Companies ("Mutual Funds") risk*, when an investor invests in mutual funds, the investor will bear additional expenses based on his/her pro rata share of the mutual fund's operating expenses, including the management fees. The risk of owning a mutual fund generally reflects the risks of owning the underlying investments the mutual fund holds.
- *Commodity risk*, generally commodity prices fluctuate for many reasons, including changes in market and economic conditions or political circumstances (especially of key energy-producing and consuming countries), the impact of weather on demand, levels of domestic production and imported commodities, energy conservation, domestic and foreign governmental regulation (agricultural, trade, fiscal, monetary and exchange control), international politics, policies of OPEC, taxation and the availability of local, intrastate and interstate transportation systems and the emotions of the marketplace. The risk of loss in trading commodities can be substantial.
- *Cybersecurity risk*, which is the risk related to unauthorized access to the systems and networks of WLG and its service providers. The computer systems, networks and devices used by WLG and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches cause disruptions and impact business operations,

potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or other compliance costs; as well as the inadvertent release of confidential information. Similar adverse consequences could result from cybersecurity breaches affecting issues of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers and other financial institutions; and other parties. In addition, substantial costs may be incurred by those entities in order to prevent any cybersecurity breaches in the future.

- *Closed-End Funds risk*, Closed-end funds typically use a high degree of leverage. They may be diversified or non-diversified. Risks associated with closed-end fund investments include liquidity risk, credit risk, volatility and the risk of magnified losses resulting from the use of leverage. Additionally, closed-end funds may trade below their net asset value.
- *Structured Notes risk* -
  - *Complexity*. Structured notes are complex financial instruments. Clients should understand the reference asset(s) or index(es) and determine how the note's payoff structure incorporates such reference asset(s) or index(es) in calculating the notes' performance. This payoff calculation may include leverage multiplied on the performance of the reference asset or index, protection from losses should the reference asset or index produce negative returns, and fees. Structured notes may have complicated payoff structures that can make it difficult for clients to accurately assess their value, risk and potential for growth through the term of the structured note. Determining the performance of each note can be complex and this calculation can vary significantly from note to note depending on the structure. Notes can be structured in a wide variety of ways. Payoff structures can be leveraged, inverse, or inverse-leveraged, which may result in larger returns or losses. Clients should carefully read the prospectus for a structured note to fully understand how the payoff on a note will be calculated and discuss these issues with WLG.
  - *Market risk*. Some structured notes provide for the repayment of principal at maturity, which is often referred to as "principal protection." This principal protection is subject to the credit risk of the issuing financial institution. Many structured notes do not offer this feature. For structured notes that do not offer principal protection, the performance of the linked asset or index may cause clients to lose some, or all, of their principal. Depending on the nature of the linked asset or index, the market risk of the structured note may include changes in equity or commodity prices, changes in interest rates or foreign exchange rates, and/or market volatility.
  - *Issuance price and note value*. The price of a structured note at issuance will likely be higher than the fair value of the structured note on the date of issuance. Issuers now generally disclose an estimated value of the structured note on the cover page of the offering prospectus, allowing investors to gauge the difference between the issuer's estimated value of the note and the issuance price. The estimated value of the notes is likely lower than the issuance price of the note to investors because issuers include the costs for selling, structuring and/or hedging the exposure on the note in the initial price of their notes. After issuance, structured notes may not be re-sold on a daily basis and thus may be difficult to value given their complexity.

- *Liquidity.* The ability to trade or sell structured notes in a secondary market is often very limited, as structured notes (other than exchange-traded notes known as ETNs) are not listed for trading on securities exchanges. As a result, the only potential buyer for a structured note may be the issuing financial institution's broker-dealer affiliate or the broker-dealer distributor of the structured note. In addition, issuers often specifically disclaim their intention to repurchase or make markets in the notes they issue. Clients should, therefore, be prepared to hold a structured note to its maturity date, or risk selling the note at a discount to its value at the time of sale.
- *Credit risk.* Structured notes are unsecured debt obligations of the issuer, meaning that the issuer is obligated to make payments on the notes as promised. These promises, including any principal protection, are only as good as the financial health of the structured note issuer. If the structured note issuer defaults on these obligations, investors may lose some, or all, of the principal amount they invested in the structured notes as well as any other payments that may be due on the structured notes.

There also are risks surrounding various insurance products that are recommended to WLG clients from time to time. Such risks include, but are not limited to loss of premiums. Prior to purchasing any insurance product, clients should carefully read the policy and applicable disclosure documents.

Clients are advised that they should only commit assets for management that can be invested for the long term, that volatility from investing can occur, and that all investing is subject to risk. WLG does not guarantee the future performance of a client's portfolio, as investing in securities involves the risk of loss that clients should be prepared to bear.

Past performance of a security or a fund is not necessarily indicative of future performance or risk of loss.

#### Use of External Managers

WLG may select certain External Managers to manage a portion of its clients' assets. In these situations, the success of such recommendations relies to a great extent on the External Managers' ability to successfully implement their investment strategies. In addition, WLG generally may not have the ability to supervise the External Managers on a day-to-day basis.

### **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 a client's evaluation of the adviser and the integrity of the adviser's management. WLG has no information applicable to this Item.

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

#### Recommendation of External Managers

WLG may recommend that clients use External Managers based on clients' needs and suitability. WLG does not receive separate compensation, directly or indirectly, from such External Managers for recommending that clients use their services. WLG does not have any other business relationships with the recommended External Managers.

### Licensed Insurance Professionals

Advisory persons of WLG are licensed as insurance professionals. Such persons earn commission-based compensation for selling insurance products to clients. Insurance commissions earned by advisory persons who are insurance professionals are separate from and in addition to WLG's advisory fee. This practice presents a conflict of interest as an advisory person who is an insurance professional has an incentive to recommend insurance products for the purpose of generating commissions rather than solely based on client needs. WLG addresses this conflict through disclosure and strives to make recommendations which are in the best interests of its clients. Clients are under no obligation to purchase insurance products through any person affiliated with WLG.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions**

### **A. Description of Code of Ethics**

WLG has a Code of Ethics (the "Code") which requires WLGs' employees (supervised persons) to comply with their legal obligations and fulfill the fiduciary duties owed to the Firm's clients. Among other things, the Code of Ethics sets forth policies and procedures related to conflicts of interest, outside business activities, gifts and entertainment, compliance with insider trading laws and policies and procedures governing personal securities trading by supervised persons.

Personal securities transactions of supervised persons present potential conflicts of interest with the price obtained in client securities transactions or the investment opportunity available to clients. The Code addresses these potential conflicts by prohibiting securities trades that would breach a fiduciary duty to a client and requiring, with certain exceptions, supervised persons to report their personal securities holdings and transactions to WLG for review by the Firm's Chief Compliance Officer. The Code also requires supervised persons to obtain pre-approval of certain investments, including initial public offerings and limited offerings.

WLG will provide a copy of the Code of Ethics to any client or prospective client upon request.

## **Item 12 – Brokerage Practices**

### **A. Factors Used to Select Custodians and/or Broker-Dealers**

WLG generally recommends that its investment management clients utilize the custody and brokerage services of an unaffiliated broker/dealer custodians (a BD/Custodian) with which WLG has an institutional relationship. Currently, this includes Trade-PMR, Inc. ("Trade-PMR"). Trade-PMR clears trades and custodies assets with First Clearing. First Clearing is a trade name used by Wells Fargo Clearing Services, LLC, a non-bank affiliate of Wells Fargo & Company. Trade-PMR and First Clearing are members of SIPC and are unaffiliated registered broker-dealers, FINRA members and qualified custodians as that term is described in Rule 206(4)-2 of the Advisers Act. Each BD/Custodian provides custody of securities, trade execution, and clearance and settlement of transactions placed on behalf of clients by WLG. If your accounts are custodied at Trade-PMR, Trade-PMR will hold your assets in a brokerage account and buy and sell securities when we instruct them to. Clients will pay fees to Trade-PMR for custody and the execution of securities transactions in their accounts.

In making BD/Custodian recommendations, WLG will consider a number of judgmental factors, including, without limitation: 1) clearance and settlement capabilities; 2) quality of confirmations and account statements; 3) the ability of the BD/Custodian to settle the trade promptly and accurately; 4) the financial standing, reputation and integrity of the BD/Custodian; 5) the BD/Custodian's access to markets, research capabilities, market knowledge, and any "value added" characteristics; 6) WLG's past experience with the BD/Custodian; and 7) WLGs' past experience with similar trades. Recognizing the value of these factors, clients may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction.

In utilizing the services of Trade-PMR, WLG is provided with access to Trade-PMR's institutional trading and custody services, which are typically not available to retail investors. These brokerage services include the execution of securities transactions, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Additionally, WLG may receive the following benefits from Trade-PMR: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its participants; access to block trading which provides the ability to aggregate securities transactions and then allocates the appropriate shares to client accounts; access to an electronic communication network for client order entry and account information; access to research; the ability to directly debit client fees; software and other technology that provide access to client account data; pricing information and other market data; and assistance with back-office functions, recordkeeping and client reporting,

The benefits received by WLG through its participation in the Trade-PMR custodial platform do not depend on the amount of brokerage transactions directed to Trade-PMR. In addition, there is no corresponding commitment made by WLG to Trade-PMR to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of participation in the program. While as a fiduciary, we endeavor to act in our clients' best interests, our recommendation that clients maintain their assets in accounts at Trade-PMR will be based in part on the benefit to WLG of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Trade-PMR. The receipt of these benefits creates a potential conflict of interest and may indirectly influence WLG's choice of Trade-PMR for custody and brokerage services.

WLG will periodically review its arrangements with the BD/Custodians and other broker-dealers against other possible arrangements in the marketplace as it strives to achieve best execution on behalf of its clients. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including, but not limited to, the following:

- a broker-dealer's trading expertise, including its ability to complete trades, execute and settle difficult trades, obtain liquidity to minimize market impact and accommodate unusual market conditions, maintain anonymity, and account for its trade errors and correct them in a satisfactory manner;



- a broker-dealer's infrastructure, including order-entry systems, adequate lines of communication, timely order execution reports, an efficient and accurate clearance and settlement process, and capacity to accommodate unusual trading volume;
- a broker-dealer's ability to minimize total trading costs while maintaining its financial health, such as whether a broker-dealer can maintain and commit adequate capital when necessary to complete trades, respond during volatile market periods, and minimize the number of incomplete trades;
- a broker-dealer's ability to provide research and execution services, including advice as to the value or advisability of investing in or selling securities, analyses and reports concerning such matters as companies, industries, economic trends and political factors, or services incidental to executing securities trades, including clearance, settlement and custody; and
- a broker-dealer's ability to provide services to accommodate special transaction needs, such as the broker-dealer's ability to execute and account for client-directed arrangements and soft dollar arrangements, participate in underwriting syndicates, and obtain initial public offering shares.

WLGs' clients may utilize qualified custodians other than Trade-PMR for certain accounts and assets, particularly where clients have a previous relationship with such qualified custodians.

#### Brokerage for Client Referrals

WLG does not select or recommend BD/Custodians based solely on whether or not it may receive client referrals from a BD/Custodian or third party.

#### Client-Directed Brokerage

Generally, in the absence of specific instructions to the contrary, for brokerage accounts that clients engage WLG to manage on a discretionary basis, WLG has full discretion with respect to securities transactions placed in the accounts. This discretion includes the authority, without prior notice to the client, to buy and sell securities for the client's account and establish and affect securities transactions through the BD/Custodian of the client's account or other broker-dealers selected by WLG. In selecting a broker-dealer to execute a client's securities transactions, WLG seeks prompt execution of orders at favorable prices.

A client, however, may instruct WLG to custody his/her account at a specific broker-dealer and/or direct some or all of his/her brokerage transactions to a specific broker-dealer. In directing brokerage transactions, a client should consider whether the commission expenses, execution, clearance, settlement capabilities, and custodian fees, if any, are comparable to those that would result if WLG exercised its discretion in selecting the broker-dealer to execute the transactions. Directing brokerage to a particular broker-dealer may involve the following disadvantages to a directed brokerage client:

- WLG's ability to negotiate commission rates and other terms on behalf of such clients could be impaired;
- such clients could be denied the benefit of WLG's experience in selecting broker-dealers that are able to efficiently execute difficult trades;

- opportunities to obtain lower transaction costs and better prices by aggregating (batching) the client's orders with orders for other clients could be limited; and
- the client could receive less favorable prices on securities transactions because WLG may place transaction orders for directed brokerage clients after placing batched transaction orders for other clients.

In addition to accounts managed by WLG on a discretionary basis where the client has directed the brokerage of his/her account(s), certain institutional accounts may be managed by WLG on a non-discretionary basis and are held at custodians selected by the institutional client. The decision to use a particular custodian and/or broker-dealer generally resides with the institutional client. WLG endeavors to understand the trading and execution capabilities of any such custodian and/or broker-dealer, as well as its costs and fees. WLG may assist the institutional client in facilitating trading and other instructions to the custodian and/or broker-dealer in carrying out WLG's investment recommendations.

#### Trade Errors

WLG's goal is to execute trades seamlessly and in the best interests of the client. In the event a trade error occurs, WLG endeavors to identify the error in a timely manner, correct the error so that the client's account is in the position it would have been had the error not occurred, and, after evaluating the error, assess what action(s) might be necessary to prevent a recurrence of similar errors in the future.

Trade errors generally are corrected through the use of a "trade error" account or similar account at Trade-PMR, or another BD, as the case may be. In the event an error is made in a client account custodied elsewhere, WLG works directly with the broker in question to take corrective action. In all cases, WLG will take the appropriate measures to return the client's account to its intended position.

### **B. Trade Aggregation**

To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which the Firm's supervised persons may invest, the Firm will generally do so in a fair equitable manner in accordance with applicable rules promulgated under the Advisers Act and guidance provided by the staff of the SEC and consistent with policies and procedures established by the Firm.

## **Item 13 – Review of Accounts**

### **A. Periodic Reviews**

#### Financial Planning and Consulting Services Account Reviews

Upon completion of the initial financial plan, ongoing annual review services are established, if provided for in the client agreement. Generally, we meet with our clients on an annual basis; however, more frequent reviews are not uncommon. The nature of the annual review is to evaluate the client's progress from the previous year based on their goals and objectives. WLG will collaborate with the client to update their financial information (i.e. insurance, investments, assets, income and expenses) and craft their yearly financial planning reports. Financial planning reports are written and may consist of a net worth statement, cash flow statement, estimated tax projections, education analysis, retirement analysis, insurance needs analysis, estate tax calculation, and an investment analysis. Reviews are conducted by an advisor of WLG who is appropriately licensed to provide financial planning services.

### Investment Management Account Reviews

While investment management accounts are monitored on an ongoing basis, WLG's investment adviser representatives seek to have at least one annual meeting with each client to conduct a formal review of the clients' accounts. Accounts are reviewed for consistency with the investment strategy and other parameters set forth for the account and to determine if any adjustments need to be made.

#### **B. Other Reviews and Triggering Factors**

In addition to the periodic reviews described above, reviews may be triggered by changes in an account holder's personal, tax or financial status. Other events that may trigger a review of an account are material changes in market conditions as well as macroeconomic and company-specific events. Clients are encouraged to notify WLG of any changes in his/her personal financial situation that might affect his/her investment needs, objectives, or time horizon.

#### **C. Regular Reports**

Written brokerage statements are generated no less than quarterly and are sent directly from the qualified custodian. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived.

WLG may also determine to provide account statements and other reporting to clients on a periodic basis. WLG also provides account reports during client meetings.

Clients are urged to carefully review all custodial account statements and compare them to any statements and reports provided by WLG. WLG statements and reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

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

#### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients**

WLG does not receive benefits from third parties for providing investment advice to clients.

#### **B. Compensation to Non-Supervised Persons for Client Referrals**

WLG seeks to enter into agreements with individuals and organizations, some of whom may be affiliated or unaffiliated with WLG for the referral of clients to us. All such agreements will be in writing and comply with the applicable state and federal regulations. If a client is introduced to WLG by a solicitor, WLG will pay that solicitor a fee in accordance with the applicable federal and state securities law requirements. While the specific terms of each agreement may differ, generally, the compensation will be based upon WLG's engagement of new clients and the retention of those clients and would be calculated using a varying percentage of the fees paid to WLG by such clients until the account is closed by written authorization from the client. Any such fee shall be paid solely from WLG's fees, and shall not result in any additional charge to the client.

Each prospective client who is referred to WLG under such an arrangement will receive a copy of this Brochure and a separate written disclosure document disclosing the nature of the relationship between the third party solicitor and WLG and the compensation that will be paid by us to the third party. The solicitor is required to obtain the clients' signature acknowledging receipt of this Brochure and the solicitors' written disclosure statement. In any case, applicable state laws may require these persons to become licensed either as representatives of WLG or as an independent investment adviser. WLG will request that our clients acknowledge this arrangement prior to acceptance of the clients' account.

#### **Item 15 – Custody**

All clients must utilize a “qualified custodian” as detailed in Item 12. Clients are required to engage the custodian to retain their funds and securities and direct WLG to utilize the custodian for the clients' securities transactions. WLG's agreement with clients and/or the clients' separate agreements with the B/D Custodian may authorize WLG through such BD/Custodian to debit the clients' accounts for the amount of WLG's fee and to directly remit that fee to WLG in accordance with applicable custody rules.

The BD/Custodian recommended by WLG has agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to WLG. WLG encourages clients to review the official statements provided by the custodian, and to compare such statements with any reports or other statements received from WLG. For more information about custodians and brokerage practices, see “Item 12 - Brokerage Practices.”

#### **Item 16 – Investment Discretion**

Clients have the option of providing WLG with investment discretion on their behalf, pursuant to a grant of a limited power of attorney contained in WLG's client agreement. By granting WLG investment discretion, a client authorizes WLG to direct securities transactions and determine which securities are bought and sold, the total amount to be bought and sold, and the costs at which the transactions will be effected. Clients may impose reasonable limitations in the form of specific constraints on any of these areas of discretion with the consent and written acknowledgement of WLG if WLG determines, in its sole discretion, that the conditions would not materially impact the performance of a management strategy or prove overly burdensome for WLG. See also Item 4(C), Client-Tailored Advisory Services.

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

WLG votes proxies on behalf of our clients who have provided us with written authorization to do so. Clients may, however, choose to retain proxy voting responsibility and will receive proxies from their custodian.

WLG has adopted proxy voting policies, procedures and guidelines designed to vote proxies efficiently and in the best interest of its clients. WLG seeks to identify any material conflicts of interest and to ensure that any such conflicts do not interfere with voting in clients' best interests. WLG generally votes along with management but in certain instances, WLG may choose to vote contrary to management. Clients may obtain a copy of WLGs' proxy voting policies and information about how WLG voted a client's proxies by contacting WLG's Chief Compliance Officer, Andy Warning.

**Item 18 – Financial Information**

WLG is not required to disclose any financial information pursuant to this item due to the following:

- a) WLG does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of rendering services;
- b) WLG is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts; and
- c) WLG has never been the subject of a bankruptcy petition.