

**Firm Brochure**  
(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Western International Securities, Inc. ("WIS or Western") If you have any questions about the contents of this brochure, please contact us at: 626-793-7717, or by email at: [admin@wisdirect.com](mailto:admin@wisdirect.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.

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

3.31.2014

## Material Changes

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### **Annual Update**

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

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### **Material Changes since the Last Update**

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

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### **Full Brochure Available**

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 626-793-7717 or by email at [admin@wisdirect.com](mailto:admin@wisdirect.com), or access our website at [www.wisdirect.com](http://www.wisdirect.com).

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# Advisory Business

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## Firm Description

("WIS") was founded in 1995.

WIS is a registered investment advisor with the Securities and Exchange Commission providing a full range of financial products to clients, including stocks, bonds, mutual funds, options and direct investments to clients through Investment Advisor Representatives ("IAR") of WIS. WIS offers three custodian relationships, JP Morgan Clearing Corp., Charles Schwab, and Pershing, LLC where client assets are held. WIS will not take custody of client's funds which are designated for an advisory account.

WIS Investment Advisory Representatives ("IAR") provide personalized, confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations as well as small and large businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

Investment advice is an integral part of financial planning. In addition, Western International Securities, Inc. advises clients regarding cash flow, college planning, retirement planning, tax planning and estate planning.

Investment advice is provided, with the client making the final decision on investment selection. The client always maintains asset control. WIS places trades for clients under a limited power of attorney.

Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

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## Principal Owners

Concept Brokerage Holding Corp. is 100% owner of WIS.

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## **Types of Advisory Services**

WIS provides investment advisory services, also known as asset management services; manages investment advisory accounts not involving investment supervisory services; furnishes investment advice through consultations and individual meetings. Western does not take custody or hold client assets or funds. Client funds are maintained with independent clearing agencies. The advisory account maintained through Western may include investments in exchange traded funds, mutual funds, stocks, bonds, and with additional approval, covered or hedged option positions. The client may deposit cash or other marketable securities in the account and Western and its Advisor Representative may liquidate the securities and purchase mutual funds, stocks, bonds or other suitable investments.

On more than an occasional basis, WIS furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning. As part of a general financial planning process, IARs occasionally will gather information to assess the client's current situation to help the client define financial goals and investment objectives. WIS will then analyze the data and create a personalized, written financial plan and then assist the client with implementing the plan. Should a client choose to implement the recommendations contained in the plan, WIS suggests the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion. WIS maintains relationships with other professionals who can support the client's personal and business needs by providing expertise in related areas such as banking, insurance, accounting and payroll, legal, pension administration and mortgage brokerage services. WIS does not provide tax preparation or legal services for clients. Some Advisor Representatives are tax preparers, enrolled agents, or CPA's and any tax service provided is outside the scope of their affiliation with WIS.

As of 12/31/2013, WIS Investment Advisory Representatives managed approximately \$1,325,698,000 in assets for approximately 3200 client accounts. The assets are managed on a discretionary basis, meaning the Advisor Representative does not have to contact the client prior to purchasing or selling securities.

### Third-Party Money Managers

Western provides clients with the opportunity to have their accounts or portfolios managed by outside independent investment advisors (third-party money managers "TPMM"). Third-party money managers provide portfolio analysis, asset allocation, trade execution, performance monitoring and reporting and other related investment services. Clients enter into and sign separate advisory agreements with the third party managers to provide the services requested. Clients are provided Form ADV Parts I and II for the third-

party money manager. The executing and clearing broker for the third-party advisor(s) are determined by the arrangement with the respective entities and disclosed to the client. The Western advisor will discuss and review the asset allocation and investment strategy of the third-party advisor with the client. The Western advisor will not be involved in the selection of individual securities purchased or the execution of transactions through the third-party advisor.

Clients may impose any restriction in the account, including the trading activity, by submitting a written request to WIS detailing the parameters of the restriction. For example, the restriction can be placed on the type of security, including socially responsible companies, the frequency of trading, or the percentage of asset allocation.

Each TPMM is structured with different investment products; please ensure that you carefully review: the TPMM's Form ADV Part 2A and 2B or alternate disclosure document for the specific program descriptions; TPMM's client agreement for specific contractual terms; and, any additional disclosure or offering documentation provided by the TPMM related to its products and services. The TPMM' Form ADV Part 2A or other disclosure document will contain specific information related to: methods of analysis and investment strategies; fee structure and calculation; conflict of interest; disciplinary actions; account maintenance, including minimum account value, proxy-voting, and termination procedures.

TPMM's may utilize back-tested hypothetical performance modeling in marketing materials which attempt to estimate the potential performance of their investment models or strategies based on past performance. The projections do not reflect the actual investment performance or guarantee any future results.

For accounts that are referred to a TPMM for asset management, Western and the investment representative receives a solicitor fee. Neither Western nor the representatives are the client's investment advisor for accounts referred to TPMM.

### Programs

Western offers several investment programs, sponsored by the respective clearing agents, Pershing, LLC and JP Morgan Clearing Corp, for asset management services for clients. Western receives compensation from the programs offered through Pershing, LLC and JP Morgan Clearing Corp. Fees are billed on a quarterly basis, according to the fee schedules noted in the client agreement, based on the fair market value of a client's portfolio as reported by the independent custodian at which your assets are held. Western receives compensation from the respective custodians for assets maintained with the programs. This compensation is based on a percentage of the amount invested in the program.



Managed Account Command is offered through Pershing, LLC and includes services for performance reporting, proposal systems, contracting and support, clearance and custody, and trade execution. Accounts maintained through Managed Account Command are managed on a discretionary basis by investment managers not affiliated with Western. The program offers customized investment allocations based on a client's goals and objectives.

#### Investnet

Investnet provides an investment platform of integrated portfolio, practice management and reporting solutions to financial advisors and institutions. The platform encompasses a broad range of institutional-quality research, investment products and advisory resources. The program offers clients an opportunity to maintain a customized investment portfolio composed of mutual funds and/or exchange-traded funds. The portfolio is managed in one of two ways, (1) by a select group of asset managers who are not affiliated with Western, based on model investment allocations they determine and (2) by a Western investment adviser, based on allocations determined by the adviser. Investnet offers several options including, mutual fund wrap program, separate managed accounts, portfolio modeling and rebalancing and asset allocation.

#### Manager Circuit & Managed Account Edge

Manager Circuit and Managed Account Edge are two separate investment programs offered by JP Morgan Clearing. They providing a broad range of investment managers to choose from and offer streamlined processing and direct access to money managers.

#### Fund CIRCUIT

Fund CIRCUIT is a mutual fund platform offered through JP Morgan that allows transactions in no-load and load-waived mutual funds without incurring ticket charges (subject to program criteria). If the transaction does not meet the criteria standard ticket charges apply. The program allows for dividend reinvestment with systematic investment and withdrawal options.

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### **Tailored Relationships**

The goals and objectives for each client are documented in our client account agreement. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without client consent.

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### **Types of Agreements**

The following agreements define the typical client relationships.

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## Financial Planning Agreement

Financial planning services are designed to help the client with all aspects of financial planning and sometimes do not include ongoing investment management after the financial plan is completed.

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are provided as part of a financial plan. Implementation of the recommendations is at the discretion of the client.

Financial planning services are provided on an hourly fee basis. Hourly fees are billed on a monthly basis and are due from the client upon receipt of the bill. An estimate of the time involved in the project or projects requested by the client may be given from time to time; however, no estimate is binding, and the client's billings will reflect actual time spent. The maximum fee is \$250.00 per hour and is negotiable. Since financial planning is a discovery process, situations occur wherein the client is unaware of certain financial exposures or predicaments.

In the event that the client's situation is substantially different than disclosed at the initial meeting, a revised estimate of the hourly fee will be provided. The client must approve the change of scope in advance of the additional work being performed when a fee estimate increase is necessary.

Future face-to-face meetings may be scheduled as necessary. Follow-on implementation work is billed separately at the rate of up to \$250.00 per hour.

To the extent that a recommendation is made to implement the plan through other products or services offered by WIS, a conflict of interest may exist between the interests of Western and the interest of the client. The client is under no obligation to act upon the Advisor Representative's recommendations. If the clients elect to act on any recommendations, the client is under no obligation to effect the transactions through the investment advisor or WIS.

All investment programs involve risk and there is no guarantee that using our Financial Planning Agreement will produce positive results. Please review the information and statements contained in the particular financial plan presented. If a client wishes to implement the recommendations contained in a financial plan, it is recommended that the client work closely with his or her attorney, accountant, insurance agent or securities adviser.

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## Investment Advisory Service Agreement

Most clients choose to have WIS Investment Advisory Representatives manage their assets in order to obtain ongoing in-depth advice and life planning. The client's financial affairs, including net worth, investment objectives, income, tax rates and experience are reviewed. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

The scope of work and fee for advisory services is noted in the Investment Management Agreement. The Investment Management Agreement describes the services provided, including but not limited to; execution of transactions, description of custodial management, custodial statements, disclosure of fees and valuations, risk acknowledgement, client authority and termination of agreement.

The annual Investment Management fee is based on a percentage of the investable assets according to the agreed upon percentage of assets.

The fee is *NEGOTIABLE*. Current client relationships may exist where the fees are higher or lower than other client accounts based on several factors.

Although the Investment Management Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

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## Retainer Agreement

In limited circumstances, a *Retainer Agreement* is executed in lieu of an *Advisory Service Agreement* when it is more appropriate to work on a fixed-fee basis. The annual fee for a *Retainer Agreement* is *NEGOTIABLE*.

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## **Investment Management Agreement**

An *Investment Management Agreement* is referred to under the previous heading of Investment Advisory Services. The annual fee is *NEGOTIABLE* and will not exceed 3%.

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## **Tax Preparation Agreement**

WIS does not provide Tax preparation services for clients. Some Advisor Representatives are tax preparers, enrolled agents, or CPAs and any tax service provided is outside the scope of their affiliation with Western. Clients will sign separate engagement letters for tax preparation with the unaffiliated entity.

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## **Hourly Planning Engagements**

WIS provides hourly planning services for clients who need advice on a limited scope of work. The hourly rate for limited scope engagements is \$250.00. The fee is negotiable.

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## **Termination of Agreement**

A Client may terminate any of the aforementioned agreements at any time by notifying WIS in writing and paying the rate for the time spent on the investment advisory engagement prior to notification of termination. If the client made an advance payment, WIS will refund any unearned portion of the advance payment.

WIS may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, WIS will refund any unearned portion of the advance payment.

## Fees and Compensation

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### Description

WIS bases its fees on a percentage of assets under management, hourly charges, or fixed fees.

Financial plans are priced on an hourly basis and according to the degree of complexity associated with the client's situation, as described above.

Fees are *negotiable*.

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### Fee Billing

Investment management fees are billed quarterly, either in arrears or in *advance*, meaning that we charge you after or before the three-month billing period, as agreed upon in the Investment Management Agreement. Payment in full is expected in accordance with the agreed upon billing cycle.

Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account. For example, the investment account will be billed on January 1<sup>st</sup> for the period January 1 through March 31 based on the ending balance of the previous quarter. An account valued at \$100,000 on December 31<sup>st</sup> with agreed upon fee charged of 2%, would be billed \$500.00 ( $\$100,000 \times 2\% = \$2,000 / 4 = \$500$ ) for the upcoming quarter.

For accounts that are billed in arrears, the charge will be applied at the beginning of the quarter based on the average daily balance of the previous quarter. The average daily balance of a client's account during the period January 1 through March 31 will be billed in April. For example, an account with an average daily balance during the January to March quarter is \$100,000; with an agreed management fee of 2% would be billed \$500 ( $\$100,000 \times 2\% = \$2,000 / 4 = \$500$ ) in April (the month following the quarter-end).

If an account is opened mid-quarter and (1) fees are billed in advanced, fees will be calculated and debited for the remaining period in the current calendar quarter and (2) if fees are billed in arrears, fees will be calculated based on average daily balance during the quarter.

Fees for financial plans are billed upon delivery of the financial plan.

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## Other Fees

Custodians may charge certain processing fees, such as service fees on purchases or sales of certain stocks, bonds, options, mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security. IRA accounts are charged an annual maintenance fee by the custodian. Accounts are subject to a termination fee not to exceed \$75.00

Transaction or ticket charges associated with the execution of trades are applied to the customer account. The Investment Management Agreement details how the ticket charges will be applied and signed by the customer. Transaction or execution charges for fixed-income securities, including but not limited to corporate, government, government-agency, and municipal bonds will be applied. The amount of any remuneration received by Western for the execution of any transaction is available upon request.

For accounts that are maintained with third-party money advisors, Western receives a portion of the advisory fee charged by the third-party investment manager. The advisory fee charged to the client by the third-party money manager is disclosed in the third-party investment manager's advisory service agreement and FORM ADV or related disclosure document.

It is the client's responsibility to carefully review account statements and fee deductions since the custodian does not determine the accuracy of fees deducted by us. The services offered by Western may cost clients more or less than purchasing the same services separately and/or through other investment advisers.

Western may allow direct family members or clients with same household address with multiple accounts to aggregate assets for purposes of calculating fees as agreed upon in the Investment Management Agreement.

Western reserves the right to pass on charges imposed by the clearing agent (the firm through which client funds are maintained and clearance of transactions occurs). These fees include, but are not limited to, transaction charges and service fees, IRA and qualified retirement plan fees, mutual fund or money market 12b-1 fees (expense charged against fund assets by fund companies that are paid to broker-dealers for marketing and to service fund sales), mutual fund and money market management fees and administrative expenses, and mutual fund transaction fees.

Western and its advisers may receive direct and indirect forms of compensation related to the sale of securities or other investment products to clients. The receipt of this type of compensation presents a conflict of interest and gives us an incentive to recommend investment products based on the

compensation received, rather than on a client's needs. Please refer to the Conflicts of Interest section.

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## **Expense Ratios**

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to WIS.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

No-load funds may be available which do not assess a commission or sales charge (unlike "load" funds). A client may be able to invest directly in the mutual fund's shares and other investments without incurring the fees charged by Western, and may also purchase investment products that are recommend through other brokers or agents not affiliated with Western.

Exchange Traded Funds generally charge annual expenses for the services. Therefore, if the portfolio invests in exchange traded funds, the stated price includes the annual expense charged for the fund.

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## **Past Due Accounts and Termination of Agreement**

WIS reserves the right to stop work on any account that is more than 30 days overdue in payment. In addition, WIS reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in WIS's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 30 days.

The client may terminate their fee-based relationship any time via written request. Upon receipt of any request to terminate, fees will be refunded on a pro rata basis (i.e., if client terminates in the middle of a quarter, he will only pay for the number of days he was under contract and a balance will be refunded). For example, if a client paid advisory fees of \$500.00 at the beginning of the quarter and transferred their account out midway through the quarter, WIS would refund the client half of the advisory fees paid during the period.

WIS IARs may own an interest in or buy or sell for their own accounts the same securities, which may be purchased or sold in the accounts of advisory clients. These activities can create a potential conflict of interest.

In all cases, client orders are given priority. In no case shall an associated person receive a better price or more favorable circumstances than a client. IARs seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients. Policies and procedures have been adopted to prevent the misuse of material non-public information and to detect and prevent insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients. Personal transactions of associated persons are regularly monitored to ensure that client interests are put first in all relevant circumstances. Cross and principal transactions are prohibited. WIS will act solely in an agency capacity.

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## Performance-Based Fees

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### Sharing of Capital Gains

Performance-based fees are based on a share of the capital gains or capital appreciation of managed securities.

WIS does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

## Types of Clients

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### Description

WIS generally provides investment advice to individuals, high net-worth individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities.

Client relationships vary in scope and length of service.

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### Account Minimums

The minimum account size is \$25,000 of assets under management, which, at a maximum rate of 3% per year, equates to an annual fee of \$750.00

Depending on the program the client is invested in, there might be a minimum annual fee.



WIS has the discretion to waive the account minimum. Accounts of less than \$25,000 may be set up when the client and the advisor anticipate the client will add additional funds to the accounts bringing the total to \$25,000 within a reasonable time. Other exceptions will apply to employees of WIS and their relatives, or relatives of existing clients.

Clients with assets below the minimum account size may pay a higher percentage rate on their annual fees than the fees paid by clients with greater assets under management.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

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### **Methods of Analysis**

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

### **Investment Strategies**

Western advisers rely on various tools to assist in the process of developing investment strategies. The investment strategies used on client accounts include, but not limited to, strategic asset and tactical allocation methods. A tactical approach involves an active management portfolio strategy that rebalances the percentage of assets held in various categories in order to take advantage of market pricing anomalies or strong market sectors. The strategic allocation is a portfolio strategy that involves periodically rebalancing the portfolio in order to maintain a long-term goal for asset allocation.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes a client account agreement that documents their risk tolerance, time horizon, and their desired investment objective.

Other strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies), depending on the client's risk tolerance, time horizon and investment objectives.

For accounts with TPMM, each account at the TPMM will have its own methods of analysis, investment strategies and unique investment risks that should also be reviewed and considered. This information can be viewed from the TPMM Form ADV Part I and II.

Western and its advisers may provide investment advice concerning various types of investments, including but not limited to, equity securities (stocks), corporate debt securities (bonds), CD's, municipal bonds, options, mutual funds, exchange-traded funds, limited partnerships.

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## **Risk of Loss**

All investment programs have certain risks that are borne by the investor, including loss of principal. Past performance is no guarantee of future results and Western does not make guarantees to clients regarding performance. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks while investing:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are

interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Investors should be aware that investing in securities involves a risk of loss, including the entire investment amount. Frequent trading of an account can impact and reduce the overall rate of return in the account through increased brokerage charges and transaction costs, tax implication, and deviation from asset allocation objectives.

## **Disciplinary Information**

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### **Legal and Disciplinary**

For information regarding Western and Western's Investment Advisory Representatives legal and disciplinary history, you may access the Broker Check through [www.finra.org](http://www.finra.org).

In 2008, WIS was fined \$12,500 for failure to purchase or sell six corporate bond transactions during the period January 2003 to March 2005 at a price that was fair, taking into consideration all relevant circumstances, including market conditions with respect to each bond at the time of transaction. WIS paid restitution of \$2,199, plus interest to the customers.

In 2006, WIS was fined \$8,000 for incorrectly reporting markup/markdown as commissions and the correct capacity for transactions in corporate debt.

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

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### **Financial Industry Activities**

WIS is registered as a securities broker-dealer with both the SEC and FINRA. Securities transactions executed on a non-advisory, commission basis will be processed through WIS as a brokerage transaction. Commissions earned on securities products will be paid the advisor as listed in the prospectus. The adviser is prohibited from transacting securities business away from Western without prior written approval from Western.

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## Affiliations

Western is a registered broker-dealer with the SEC and FINRA. Western's parent company, Concept Brokerage Holding Corp, also is a majority owner of Hamilton Grant, LLC, a FINRA registered broker-dealer. Certain of our executive officers and directors also serve as officers and/or directors of Hamilton Grant, LLC.

## Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

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### Code of Ethics

The employees of WIS have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

This code of ethics ("Advisor Code") is intended to reflect fiduciary principals that govern the conduct of WIS and its supervised persons in those situations where WIS acts as an investment advisor as defined under the Advisers Act in providing investment advice to clients ("advisory clients"). It consists of an outline of policies regarding several key areas: standards of conduct and compliance with laws, rules and regulation, protection of material non-public information and personal securities trading. It also consists of specific information and guidance that is provided in company-wide policies and procedures, including the WIS Written Supervisory Procedure Manual (WSP) and the WIS IA Policies and Procedures Manual (IAPP).

WIS does not engage in principal trading for client accounts (Western does not buy or sell securities for or from clients for its own inventory).

WIS advisers may own an interest in or buy or sell for their own accounts the same securities, which may be purchased or sold in the accounts of advisory clients. These activities can create a potential conflict of interest.

In all cases, client orders are given priority. In no case shall an associated person receive a better price or more favorable circumstances than a client. IARs seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients. Policies and procedures have been adopted to prevent the misuse of material non-public information and to detect and prevent insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients. Personal transactions of associated persons are regularly monitored to ensure that client interests are put first in all relevant circumstances. Cross

transactions between customers require written approval and acknowledgement from each customer.

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### **Participation or Interest in Client Transactions**

WIS and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. This prohibition is explicitly forbidden in WIS's written policies and procedures and monitored for compliance.

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### **Personal Trading**

The Compliance Department and designated branch supervisors of WIS review employee trades each business day. These personal trading reviews ensure that the personal trading of employees does not affect the markets and those client transactions receive equal treatment. Transactions are entered into the trading system, specifically into the client's account. For transactions that are executed in large volumes, Western's trading desk will execute the transactions and provide an average price for all the shares. Each client receives the average price for the transaction.

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## **Brokerage Practices**

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### **Selecting Brokerage Firms**

Western does not maintain custody of your assets. We require that our clients use Charles Schwab & Co., JP Morgan Clearing Corporation or Pershing, LLC, FINRA-registered broker-dealers, members of SIPC, as the qualified custodian ("Custodians"). We are independently owned and operated and not affiliated with the Custodians. Custodians will hold your assets in a brokerage account and buy and sell securities when we instruct them to do so. While Western recommends that you use one of the Custodians, you will decide whether to do so and open your account with the Custodian through Western by entering into an account agreement. If you do not wish to place your assets with the Custodian's, then we cannot manage your account.

WIS does not have any affiliations with product sales firms. Specific custodian recommendations are made to Clients based on their need for such services. Western considers many factors in determining the custodial relationship, including: transaction costs; trade execution, clearance and settlement capability; efficiency of brokerage operations; proven integrity; and

financial responsibility of the firm and the best execution of orders at reasonable commission rates. WIS is a registered broker-dealer with FINRA.

Western may be compensated by custodians when client securities transactions are executed through them. Transactions executed through custodians or Western also pay a ticket charge on their transactions that may include an additional fee charged by Western for servicing these transactions for clients. Western will receive compensation from custodian for transactions maintained and executed through investment programs sponsored by custodians.

In addition, various other custodial, transaction, and account administration related fees or charges assessed or received by custodians may include an amount that is paid to Western for our role in assisting with servicing of client accounts, including fees paid for account maintenance, account transfers, margin lending (client accounts that maintain margin or loans to borrow money to buy investments), handling of securities, returned checks, shipping expenses, and account administration. Investment advisory firms may not require their clients to direct business to a particular firm, and in doing so may be unable to achieve most favorable execution and pricing for client transactions. Western may agree to allow clients to establish brokerage arrangements with a firm other than the custodians upon request by a client. However, doing so may result in higher costs; and services and reporting available to clients through a different firm may not be extended to Western.

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### **Best Execution**

WIS reviews the quality of execution on transactions on a regular basis. The review includes comparisons between the executed price and the price of the prevailing market at the time of execution. Discrepancies noted in the quality of execution are brought to senior management, including but not limited to, the Chief Compliance Officer, the Head of Trading, and Sr. Managing Directors.

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### **Soft Dollars**

WIS does not receive a software maintenance credit or similar soft dollar credits from any of its custodians.

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## **Order Aggregation**

Aggregation or “bunching” trade orders for execution may prove advantageous to the client. The client would participate in receiving an average price, which would then be allocated into their account on a fair and equitable basis. This provides equal treatment of clients in that no advisory client would be favored over any other client. WIS's books and records will separately reflect securities held by, or bought or sold for, client accounts that participate in the aggregation.

WIS does not recommend other brokers through referrals or receive client referrals from other brokers. WIS does not recommend or require clients to direct transactions through a specific broker.

## **Review of Accounts**

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### **Periodic Reviews**

Account transactions are reviewed on a daily basis by the designated branch supervisor. In addition, WIS's compliance and risk personnel review daily and monthly activity reports to detect irregularities in account activity. The reviews include securities transactions and money movements/transfers in customer accounts.

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### **Review Triggers**

Other conditions that may trigger a review are changes in regulatory events, tax laws, new investment information, red flag warning signals detected during routine reviews, and changes in a client's own situation.

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### **Regular Reports**

Clients receive periodic account statements on a quarterly basis, provided by third parties, including custodians.

## **Client Referrals and Other Compensation**

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### **Incoming Referrals**

WIS has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The

firm does not compensate referring parties for these referrals. See payment to solicitors.

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## **Referrals Out**

WIS does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

## **Solicitor Arrangements**

Western may utilize the services of approved individuals who act as solicitors for purposes of referring clients to us in accordance with SEC regulations and applicable state securities law. These solicitors will generally be paid a portion of the ongoing investment advisory fee charged to the client by Western. These solicitation arrangements are required to be disclosed to clients at the time of the referral in a document titled Solicitors Agreement detailing the compensation arrangement with the particular solicitor. Clients are required to acknowledge in writing their acceptance of the agreement and arrangement.

Western may act as a solicitor for TPMM, referring customer accounts to independent Registered Investment Advisors. See Types of Advisory Services above for description on TPMM.

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## **Other Compensation**

In certain situations, Western may permit clients to establish a margin account pursuant to an agreement entered with the custodian. Margin allows a client to borrow money to buy additional investments by using existing investments as security collateral. In addition, margin allows a customer to withdrawal funds from an account and pledge securities owned in the account as collateral. In these situations, Western may receive compensation from the custodian in the form of margin rebates that typically amounts to a percentage of the total margin interest charged to clients by the custodian. Clients should carefully read the margin disclosure statement provided by the custodian outlining risks related to margin prior to considering this type of arrangement.

Western receives compensation from the custodians in the form of credits or miscellaneous fees. Fees earned by the custodians, including account transfer fees (ACAT), international foreign custodian charges, Gold and Platinum Account annual fees, money market rebates, mutual fund service fees, hard to borrow fees and short interest, service fees are shared with Western. The fee is generally a percentage of the fees earned by the custodian.



## **Custody**

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### **Account Statements**

All assets are held at qualified custodians, which mean the custodians provide account statements directly to clients at their address of record at least quarterly.

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### **Performance Reports**

Detailed Performance Reports are available for an additional fee. Clients are urged to compare the account statements received directly from their custodians to those performance report statements provided by WIS.

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### **Net Worth Statements**

Net worth statements contain approximations of bank account balances provided by the client, as well as the value of land and hard-to-price real estate. The net worth statements are used occasionally for long-term financial planning where the exact values of assets are not material to the financial planning tasks.

## **Investment Discretion**

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### **Discretionary Authority for Trading**

WIS has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

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### **Limited Power of Attorney**

A limited power of attorney is a trading authorization for this purpose. By signing the Investment Management Agreement, you sign a limited power of attorney so that we may execute the trades that you have approved.

## Voting Client Securities

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### Proxy Votes

WIS does not vote proxies on securities. Clients are expected to vote their own proxies.

When assistance on voting proxies is requested, WIS will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client.

## Financial Information

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### Financial Condition

WIS does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because WIS does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

## Business Continuity Plan

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### General

WIS has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

### Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

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## **Alternate Offices**

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

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## **Loss of Key Personnel**

Should a key member of WIS management team resign, be terminated, or no longer associate with firm for various other reasons, Western will take steps to immediately look to replace the individual. The current infrastructure of the firm is able to accommodate the advisory business should the firm lose a key member of the management team.

# **Information Security Program**

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## **Information Security**

WIS maintains an information security program to reduce the risk that your personal and confidential information may be breached.

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## **Privacy Notice**

This Privacy Policy describes the types of non-public personal information (“information”) we may collect about you, the purposes for which we use the information, the circumstances in which we may share the information, and the steps we take to safeguard the information to protect your privacy. WIS is committed to maintaining the trust that you place in us and we recognize the importance of protecting your Information.

The information we collect about you is primarily obtained from account applications and other forms and materials you submit to WIS during the course of your relationship with us. We may also collect information about the transactions and interactions you engage in with or through Western. In addition, we may verify information or obtain additional information about you from consumer reporting agencies or other sources. The information we collect about you would include, but not limited to: your name, address and other contact information, date of birth, occupation, marital status, sources of wealth, investment experience and objectives, risk tolerance, representations about your financial resources, specific identifying information as may be required by law and regulations addressing money laundering, terrorism and related matters, as applicable, your passport, driver’s license or other governmental information, social security number or tax payer identification. WIS does not sell customer lists, names or other identifying information.

We do not share information about you outside of WIS without your consent except for the specific purposes described below, in accordance with applicable laws. We may disclose information we collect from you to companies or third parties that perform support services for WIS or your account, such as facilitating your transactions with or through WIS, including those that provide custody of client funds and securities, professional, legal or accounting services, audit or research services, computer related or data maintenance or processing services, or for credit review or reporting purposes. We may disclose your personal information as permitted or required by law or regulation. Non-affiliated companies that assist WIS in providing services to you are required to maintain the confidentiality of such information to the extent they receive it and to use your information only for the purpose of providing such services.

WIS limits access to your information to authorized WIS employees and representatives acting on your behalf. Western also maintains physical, electronic and procedural safeguards designed to comply with applicable laws and protect against loss, modification and unauthorized access to your information. WIS updates and tests our technology to improve the protection of customer information. WIS operates a website for client login information. Portions of the website require a user name and password to gain access. Your username and password are unique to you and should not be shared with anyone. You should notify Western if you have reason to believe someone else may have access to your username and or password. WIS may use "cookies" to gather information or provide better service to you or facilitate your use of the WIS website. "Cookies" are small text files consisting of information stored on your Web browser. This information may assist WIS with administrative purposes. You can set your Web browser to inform you when cookies are set or decline cookies. If you decline cookies you may be unable to use certain feature on our website.

If your financial advisor terminates his or her relationship with WIS and moves to another broker-dealer or investment advisor, we, or your financial advisor, may disclose personal information to the new financial institution unless you instruct us not to. If you choose not to move your account to the new financial institution for your advisor, you may request that WIS limit the information shared with the new financial institution. If your primary address is in a state (such as California and Vermont), which requires your affirmative consent to share your nonpublic information with the financial advisor's new firm, then you must give your written consent before Western will allow your financial advisor to take your nonpublic information with him or her. You can withdraw your consent at any time by contacting WIS. WIS reserves the right to change this Privacy Policy at any time to reflect changes in our practices concerning the collection and use of information. If there are material changes to this Privacy Policy, the revised policy will be effective immediately upon posting to our external website. If you require additional information, please contact us at 626-793-7717.

## Brochure Supplement (Part 2B of Form ADV)

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### Education and Business Standards

WIS requires that advisors registered as investment advisors have a bachelor's degree or relevant work experience and further coursework demonstrating knowledge of financial planning and tax planning. Examples of acceptable coursework include: an MBA, a CFP®, a CFA, a ChFC, JD, CTFA, EA or CPA. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Your investment advisor is required to provide you a copy of Part 2B regarding their specific background information.

Listed below is detailed information regarding the principals of WIS. For additional information regarding the principals, please visit Broker/Check at [www.finra.org](http://www.finra.org).

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#### Donald Bizub

Educational Background:

- Date of birth: March 1965
- Institutions: Finance/Real Estate Law Degree Cal Poly Pomona 1992

Business Experience:

- CEO/CFO/ Managing Director, Western International Securities 1996 to Present

Disciplinary Information: None

Other Business Activities: Xeen, LLC

Additional Compensation: None

Arbitration Claims: None

SEC, State, Self-Regulatory Organization or other Financial Regulatory Proceeding: None

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#### Andrew Kuo

Educational Background:

- Date of birth: February 1979
- Institutions: BA International Business Cal State Fullerton, 2004.

Business Experience:

- Managing Director, Western International Securities, Inc. June 2007 to Present

- WM Financial Services Jan 2005 to June 2007
- Financial Network / ING Advisors Network Oct 1998 to Jan 2005

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Andrew Kuo is supervised by Wendy Rea.

SUPERVISOR'S contact information:

Wendy Rea

626-793-7717

wendy@wisdirect.com

Arbitration Claims: None

SEC, State, Self-Regulatory Organization or other Financial Regulatory Proceeding: None

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### **Bradley Kaiser, ChFC®**

Educational Background:

- Date of birth: May 1971
- Institutions: Cal State Long Beach B.S. Finance 1994
- American College – Chartered Financial Consultant 2008- 2010.

ChFC Chartered Financial Consultant: ChFC designation is awarded by The American College. ChFC requirements:

- Completion of the financial planning education requirements set by The American College (9 courses with examination).
- Three-year qualifying full-time work experience.
- Code of Ethic Standards

Business Experience:

- Chief Compliance Officer, Western International Securities, February 2009 to Present.
- Financial Consultant, National Planning Corporation July 2004 to Jan 2009.

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Brad Kaiser is supervised by Donald Bizub.

SUPERVISOR'S contact information:

Donald Bizub  
626-793-7717  
biz@wisdirect.com

Arbitration Claims: None

SEC, State, Self-Regulatory Organization or other Financial Regulatory  
Proceeding: None

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**Wendy Rea**

Educational Background:

- Date of birth: October 1957
- Institutions: Pepperdine University, BS Biology 1979
- Certification of Management, UCLA 1998

Business Experience:

- Sr. Managing Director, Western International Securities, Feb 2013 to Present.
- Chief Operating Officer, GBS Financial Inc., Aug. 2011 – Sept. 2012
- Manager, William O'Neil & Co., Nov. 2009 – July 2011
- Senior Vice President, Financial Advisers of America Jan. 2009- June 2009
- Senior Vice President, Wedbush Morgan Securities, 1981 - 2008

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision:

Wendy Rea is supervised by Donald Bizub.

SUPERVISOR'S contact information:

Donald Bizub  
626-793-7717  
biz@wisdirect.com

Arbitration Claims: None

SEC, State, Self-Regulatory Organization or other Financial Regulatory  
Proceeding: None