

Wiley Bros. – Aintree Capital, LLC  
Regulation Best Interest  
Investment Services and Fees Summary

40 Burton Hills Blvd., Suite 350

Nashville, TN 37215

615-255-6431

<http://www.wileybros.com>

<http://www.aintreecap.com>

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This Brochure provides information about the qualifications and business practices of Wiley Bros. - Aintree Capital, LLC, referred to herein as (Wiley, WBAC, our, us or we). When we use the words “you”, “your” and “client” we are referring to you as our client or our prospective client. We use the term “IAR” and “Registered Representative” when referring to all individuals providing investment advice on our behalf. If you have any questions about the contents of this Brochure, please contact us at 615-255-6431. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC), Financial Industry Regulatory Authority (FINRA), or by any state securities authority.

Wiley is a registered investment adviser and broker/dealer. These registrations do not imply any level of skill or training. The oral and written communications made to you by Wiley, including the information contained in this Brochure, should provide you with information to determine whether to hire or retain Wiley as your broker.

Additional information about Wiley is available on FINRA’s website <https://brokercheck.finra.org/> and the SEC’s website [www.investor.gov/crs](http://www.investor.gov/crs). Both the SEC’s and FINRA’s websites also provide information about any persons affiliated with, registered, and required to be registered, as representatives of Wiley.

## Investment Products

Wiley will recommend various investments to clients based upon a review of each client's investment needs. These investments include but are not limited to:

- Equity Securities (exchange-listed, over the counter, foreign issuers)
- Warrants
- Corporate Debt Securities (including Floating Rate Notes)
- Commercial Paper
- Certificates of Deposits
- Municipal Securities
- Investment Company Securities (Variable Life Insurance, Variable Annuities, Mutual Fund Shares)
- United States Government Securities
- Option Contracts on Securities
- Interests in Partnerships investing in real estate, oil and gas, and others
- Exchange Traded Funds and Exchange Traded Notes

Wiley may occasionally offer investment advice relating to interests in securities issued by entities whose securities are not registered with the SEC, including private funds. Wiley does not sponsor or manage any private funds.

## Broker Representative Disclosure

In addition to Wiley, the Registered Representative affiliated with Wiley who recommends the brokerage program to the client receives transactional compensation as a result of the client's participation in the program. The amount of this compensation can be more than what the broker would receive if the client participated in our other programs such as investment advisory and paid an asset-based fee. Therefore, brokers may have a financial incentive to recommend the brokerage program over other programs or services. However, Wiley's policies and procedures attempt to mitigate this conflict of interest through enforcement of policies and procedures as well as periodic reviews of brokerage accounts and activity.

## Brokerage Services Offered by Wiley Bros.-Aintree Capital, LLC

Wiley may also offer the following brokerage services for a negotiated fee:

- Buying/Selling Securities at the direction of the client
- Buying/Selling Securities at the discretion of the broker (Trading Authority for Investment Professionals required)
- Recommendations of Buy/Hold/Sell
- Solicited Buy/Sell Transactions by the broker

When providing brokerage services, we do not provide ongoing investment monitoring; however we may provide this service based upon terms agreed to in writing by Client and Broker

## Other Services Offered by Wiley Bros.-Aintree Capital, LLC

### Overview

In addition to the brokerage services, Wiley may also offer the following services:

- Investment Advisory

## ***Investment Advisory***

Wiley provides investment management of customer assets through various types of advisory programs. Customers have the option to select an IAR of Wiley to manage your portfolio on a discretionary or non-discretionary basis. Customers may choose an investment manager for which Wiley has performed due diligence, or they may select a portfolio manager that has not been reviewed by Wiley.

The various advisory programs may cost the client more than if they separately purchased advisory services outside of a particular program, paid for transaction execution services, paid for third party investment management outside of the programs described below. The factors that can bear upon the relative cost of the service or program include the cost of the services if provided separately, the trading activity in the client's account based upon client's investment objectives and type of securities for which the client is invested.

Wiley will generally assess advisory clients a negotiable fee that may consist of an advisory fee, based on a specified percentage of the client's assets under management; and Investment Manager may assess a second component consisting of (a) investment management fee, based on a specified percentage of the client's assets under management; and (b) performance fees, based on the performance of each Investment Manager selected by a client relative to the stated benchmark index.

## ***Investment Objectives***

The clients' investment objectives are initially determined based on financial information furnished by the clients together with consultation between the clients and the Registered Representative. Copies of the financial information and the investment objectives are furnished to the selected investment managers if requested by the client.

## ***Termination***

Generally, the brokerage relationship between Wiley and its clients can be terminated by either party at any time.

## ***Education***

Our registered representatives are expected to have education and/or business backgrounds that enable them to perform their respective responsibilities effectively. In assigning responsibilities, we consider academic background (including studies in college and graduate schools, as well as degrees earned), industry training, licenses and certifications. Work experience in a related field, such as investments, commodities, insurance, banking or accounting, is also considered. No formal, specific standards have been set, but appropriate education and experience are required.

## **Fees and Compensation**

### ***Fee Types***

Based on the services provided, we are compensated for investment services, both brokerage and advisory. Fees for investment advisory services are described in our Form ADV Part 2A and in the client agreement entered into by each client for investment advisory services. Fees for brokerage services are described below.

### ***Fee Schedule***

Although many fees are individually negotiated, some common fees are included on our fee schedule for your review and described further below:

Fee Type	Fee Cost	Fee Charged
Advisory Fee	The client shall pay an annual advisory fee based on a percentage of assets under management, to be capped at 3.0%. Other fees associated with conducting brokerage business may also be charged. (see Transaction Costs and Fees, etc... and Third Party Fees below)	Paid in accordance with WBAC Form ADV Part 2A

Commissions	Generally, commissions are paid according to a commission formula, discount of commission formula and/or a negotiated cents/share or flat dollar commission per transaction. In some cases, bonds are purchased on an agency basis and may charge a commission which is disclosed on a trade confirmation. Fees may vary from client to client due to the particular circumstances of the client and additional or differing levels of servicing.	Paid contemporaneously at time of trade according to commission formula, discount of commission formula or as negotiated and agreed to by Client
Performance Reporting Fees	Fees charged for performance reporting may be passed through to the client and are subject to change.	As agreed to by Client and Wiley
Transaction Costs and Fees, Service Charges and Fees Third Party transaction and clearing, other Direct Out-of-Pocket Costs incurred as a result of Wiley providing services	In addition to commissions and markups/markdowns, Wiley charges a \$6.85 service charge for each transaction. Additionally, Pershing charges clients who elect to receive paper confirmations, \$0.75 per transaction, which results in the service charge set out above to be \$7.60 per transaction. Pershing charges \$0.75 per statement for clients who elect to receive paper statements. Pershing also charges \$8 per mutual fund exchange/conversion. Purchase and redemptions of certain mutual funds will incur an additional service charge of \$10/transaction. Transfer taxes or other charges mandated by law will be separately charged to the client's account. Wiley will also be entitled to reimbursement from client for all costs and expenses (including taxes) incurred by Wiley in providing brokerage services to its clients.	As Agreed to by Client and contemporaneously at time of trade or incurrence by Wiley of cost
Third Party Fees	Including but not limited to 12b-1 distribution fees, service charges and fees, sub-accounting fees, management fees, expense risk, administration fees, and contingent deferred sales charges (CDSC charges) that are incurred even if the shares are converted to a different share class rather than sold within a particular period of time, and surcharge fees/service charges in connection with mutual fund purchases and redemptions	Contemporaneously at time of trade or incurrence by Wiley of cost
Sales Loads	Sales loads are charged on certain products and may be incurred at the time of purchase or at the time of sale	Per prospectus
12B-1 Fees	Distribution fees paid on a recurring basis to Wiley for mutual funds and/or money market funds sold to customers	Per prospectus
Mark Up/Mark Down	Wiley may act in capacity as principal and buy securities for itself, or sell securities it owns to clients of Wiley, at which time commissions and or other markups/markdowns may be charged to those clients. Markups/markdowns and will not be disclosed on trade confirmations	Contemporaneously at time of trade
Ancillary Fees	A list of ancillary fees in effect as of the date of this document is attached as Exhibit A. Please contact 615-255-6431 for more information on any of these fees. Many of these fees are subject to change based on Clearing Agreement with Pershing, LLC. Please contact us if you have questions or concerns on specific fee(s).	Contemporaneously at time of billable event

### **Mutual Funds**

To the extent mutual funds are selected to fill components of the overall investment strategy, there are customary

fees and expenses associated with investing in mutual funds or other costs of establishing and maintaining an account with mutual funds including Rule 12b-1 fees and expenses. Mutual Fund and ETF securities carry inherent costs and expenses for operating, redemption, and management they may also be subject to contingent deferred sales charges (CDSC charges) that are incurred even if the shares are converted to a different share class rather than sold within a particular period of time. Different classes of mutual fund investments assess different fees. The most suitable share class may not be the lowest priced share class, depending upon a particular Client's situation. Certain funds may assess to clients a mutual fund surcharge/service charge in connection with purchases and redemptions. Please contact us to request additional information on these fees.

Depending on the share class of mutual funds utilized in client account, there could be front-end loads and/or back-end loads assessed at the time of purchase and sale which are paid to the broker as compensation. These loads would be in addition to any 12b-1 fees.

### ***Fee Disclosures***

Commissions are generally negotiable at the discretion of the Broker, which may result in different fees being charged for accounts similar in makeup and objectives. Consideration may be given to other accounts related to, or affiliated with the client, which can result in lower fees being charged for accounts similar in makeup and objectives. Based upon your investment portfolio and investment strategy implemented, the commissions you pay for a brokerage account can exceed the costs associated with an advisory account.

## **Conflicts of Interest**

In addition to the compensation for investment services described above, we are also compensated for providing other financial services as described in *Other Financial Industry Activities and Affiliations, Trading Practices, and Other Compensation*. Our charges for investment services and for other financial services will include a reasonable profit for Wiley and our representatives. **This profit incentive creates a conflict of interest that could influence Wiley and its Registered Representatives to recommend opening or maintaining accounts that may have higher costs or less favorable services than other suitable alternatives which do not provide equivalent compensation to Wiley or its Registered Representatives.**

Wiley has established various policies and processes to address these conflicts of interest, including the following:

- Disclosure to our clients of fees described above;
- Disclosure to our clients of additional fees charged for brokerage services described above;
- Disclosure of Fees associated with mutual funds, such as 12b-1 Fees, surcharge fees/service charges in connection with certain mutual fund purchases and redemptions, mutual fund loads and CDSC charges as described above;
- Procedures governing brokerage practices, including executions of certain types of customer orders will be checked against market prices at the time of execution for Best Execution compliance by the Equity Trading Principal as part of the standard daily review process.
- Disclosure of compensation Wiley may receive for the referral of clients to third party providers, as described below; and
- Periodic account reviews of certain types of accounts may be performed after an account is opened.

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

### **Registered Investment Advisor (RIA)**

Wiley is registered as an RIA with the SEC and various state jurisdictions, and is a member of the Financial Industry Regulatory Authority (FINRA). Registered Representative / Broker personnel of Wiley are generally also advisory representatives for the advisory activities of Wiley.

### **Municipal Advisor / Underwriter**

Wiley is registered with the Municipal Securities Rulemaking Board ("MSRB") as a Municipal Advisor. **To the extent Wiley represents a municipal entity as a consultant or in an underwriting capacity, and recommends those**

municipal securities to you, there is a conflict of interest as there is an incentive for Wiley and its representatives to recommend municipal products based on the compensation received, rather than on your needs. We manage this conflict of interest by monitoring the suitability of such municipal product as a portion of your investment needs, and by utilizing municipal products that we believe to be in your best interest.

### **Insurance**

Wiley is licensed in certain states, including Tennessee, to sell insurance products and certain associated persons of ours are licensed insurance brokers, and as such, do on occasion sell insurance products to our clients. **When such transactions occur, the associated person receives insurance commissions for such activities. This creates a conflict of interest as there is an incentive for Wiley and or its representatives to recommend insurance products based on the compensation received, rather than on your needs.** We manage this conflict of interest by monitoring the suitability of such insurance products.

### **Other Financial Industry Activities or Affiliations**

Wiley has no other Financial Industry Affiliations.

### **Other Activities**

Wiley will engage in the following activities:

- As a principal, effecting securities transactions for compensation. In this role, Wiley may buy securities for itself from clients or sell securities it owns to clients. When a principal transaction occurs, the markup/markdown is not disclosed on brokerage trade confirmations. Wiley may purchase initial public offerings for certain client accounts who have expressed an interest in the purchase of these issues. Wiley has procedures in place to include its current practice of allocating these offerings.
- As a broker, effecting agency cross transactions through which client securities are sold to or bought from a brokerage or advisory customer.
- Recommends to clients that they buy or sell securities or investment products in which Wiley or a related person has some financial interest.
- Buying or selling of securities for its account that it also recommends to clients.

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

Wiley has adopted a Code of Ethics to ensure that securities transactions by Wiley's employees are consistent with Wiley's duty to its clients and to ensure compliance with legal requirements and Wiley's standards of business conduct. The Code requires that employees obtain prior approval to open brokerage accounts and requires transaction confirmations and quarterly reporting of all personal securities transactions. A written copy of Wiley's Code of Ethics is available upon request.

Additionally, as a matter of policy Wiley will not permit itself or its employees to trade in front of or in any manner that is prejudicial or disadvantageous to clients. Personal trading by our employees are required to be conducted in compliance with all applicable laws and procedures adopted by us. We allow affiliated persons to participate in aggregate trades to ensure that affiliated persons do not receive a better execution than client accounts.

## **Brokerage Practices**

### **General**

Wiley is registered as a broker/dealer with the SEC and various state jurisdictions, and is a member of FINRA. Wiley will be used to execute portfolio transactions for investment clients of Wiley. These transactions will be conducted and compensation will be received by Wiley and its registered representatives for said execution. Compensation will be received by Wiley, as a broker dealer, and/or its registered representatives when portfolio transactions are effected on behalf of clients, and Wiley and its registered representatives will receive compensation as a result of acting in capacity of agent and/or principal. Additionally, Wiley, as a broker-dealer, may buy securities for itself from, or sell securities it owns

to clients of Wiley, at which time commissions and/or other markups/markdowns are charged to those clients.

Based upon the similarity of investments among client accounts having similar investment objectives, and the fact that Wiley may direct the purchase of securities for more than one account simultaneously, and the possible appearance of similarity in the treatment of clients, all client accounts are handled under the following basic conditions, designed to prevent pooling of assets and/or the management of accounts on a de facto pooled basis, resulting in the existence of an investment company. The custody of accounts held by the custodian on behalf of Wiley is structured such that each client's securities are held in nominee name only for ministerial purposes and each client's account is maintained as a separate account. The client's beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the client's securities in the account.

Further, each client retains any and all rights afforded under the federal securities laws to proceed directly against the issuer of any underlying security in the client's account. Each client may withdraw, hypothecate, vote or pledge securities in their account upon written notice to Wiley and each client has the authority to instruct Wiley from directing the purchase of certain securities through Wiley that might otherwise be purchased in the client's account.

## **Trading Practices**

### **Order Routing**

Wiley will be designated by the client as the broker-dealer for the execution of securities transactions. Generally, Wiley will execute, as a broker, purchases and/or sales on behalf of a client's account, through our custodian and clearing firm, Pershing, LLC.

### **Directed Brokerage**

While not a requirement of participating as a registered investment adviser, investment manager or sub-manager for clients of Wiley or any programs offered, some registered investment advisers, investment managers and sub-advisors utilized by Wiley may have other advisory clients who custody assets through Wiley with the Custodian, and as a result of such relationship, Wiley receives commissions and other compensation from transactions executed in such accounts.

### **Cross-Trade Transactions**

Wiley engages in agency or principal cross transactions. Client may revoke, in writing, this consent for agency or principal cross transactions at any time. Mark ups/Mark Downs in connection with Principal cross trades will not be indicated on client trade confirmations.

### **Soft Dollar Arrangements**

We have no written soft dollar arrangements.

### **Research**

Trades may be done with brokers who are selected based on research products or services. These may be used for the benefit of all clients and are not necessarily used exclusively by the account for which the transaction was made. The types of products and services include written and oral reports concerning current or prospective portfolio holdings, economic interpretations, and portfolio strategy. Wiley may compensate brokerage firms which supply computer generated data of its own or that of a third party. Such information is available to assist in the management of all of Wiley's clients whether or not any commissions are available for use in this matter. Currently Wiley is not engaged in this type of arrangement.

## **Other Compensation**

### **Cash and Money Market Funds**

Certain money market, municipal money market and government money-market funds pay Wiley a distribution

fee in its capacity as a broker dealer. This compensation is in addition to other fees, etc. received from client accounts. Wiley and its representatives may also receive additional compensation based on client account balances being held in certain money-market funds. Cash balances arising from the sales of securities, redemption of debt securities, dividend and interest payments and funds received from clients are generally invested automatically on a daily basis. When securities are sold, funds (less any charges) are generally credited on the first business day after trade date. Due to the foregoing practices, Wiley realizes some economic benefit because of the delay in investing these funds.

### **Margin Loans and Non-Purpose Loans**

To the extent you utilize the custodian for margin loan financing and or non-purpose loans secured by client accounts, Wiley will receive interest sharing compensation related to such margin loans.

### **Transaction Flow**

When securities are sold, funds may be deposited on the first business day after settlement date. Funds placed in a client's account by personal check usually will not be invested until the second business day following the day that the deposit is credited to the client's account. Due to the foregoing practices, Wiley will obtain a distribution fee from its custodian, Pershing, LLC and/or in its capacity as a broker dealer from the money market funds prior to the date that deposits are credited to client accounts and thus may realize some economic benefit because of the delay in investing these funds. Where an unaffiliated broker-dealer or other entity acts as custodian of the client's account assets, we may not have control over the manner in which the cash reserves will be handled. You and or the custodian will make the determination.

### **Payment for Order Flow and Best Execution**

Absent written customer instructions to the contrary, Wiley will direct all securities transactions through various brokerage firms (the executing firms) selected by Wiley. Wiley may receive compensation for directing order flow in equity securities through the executing firms. Such compensations may be in the form of monetary payments, credits, rebates or other forms of cash or noncash compensation. The executing firms will generally execute such transactions to purchase or sell at the national best bid or best offer (the NBBO), although such directed brokerage may, upon occasion, offer an opportunity for execution of over-the-counter securities at prices superior to the NBBO. Wiley will endeavor to obtain the best execution possible given all of the facts and circumstances relating to individual transactions. Such factors include, among other things, the size of the order, the trading characteristics of the securities involved and the difficulty associated with achieving an execution in a particular market center. The sources and nature of any payments for order flow made to Wiley for particular transactions in your account will be furnished upon written request to Wiley Bros.-Aintree Capital, LLC 40 Burton Hills Blvd, Suite 350, Nashville, TN 37215.

Pershing, our clearing firm, does receive payment for order flow for equities and options order flow. Please see Pershing's Order Routing disclosure for additional details.

## **Custody**

We utilize Pershing, LLC as custodian for most of our client's assets. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Wiley urges you to carefully review such statements and compare such official custodial records to the account statements that we provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.