

## Conflicts of Interest Disclosure

Like all other Broker/Dealers, World Capital Brokerage, Inc. ("WCB") has some conflicts of interest. This document addresses some of the conflicts that you may encounter (depending on what type of account you have and what types of security products are in those accounts, what services are rendered, et al.) Thusly, not all conflicts discussed in this document will apply to your circumstances. If you have any questions, please feel free to contact us at 888-742-0631.

World Capital Brokerage, Inc. and its Registered Representatives are either compensated directly by customers, or indirectly from the investments made by customers. We can get paid an upfront commission at the time of the transaction, and/or ongoing compensation, typically called a trail payment, depending on how long a customer holds an investment. If we are paid an upfront commission, it means that the more transactions a customer makes, the more we are paid. The amount we receive varies depending on the particular type of investment a customer makes. The compensation described in this document represents the maximum gain or profit we receive on an investment, before subtraction of any expenses.

Perhaps the most common conflict of interest revolves around **Commissions and Sales Charges**. WCB receives upfront commissions when it executes transactions that result in the purchase or sale of a security. A commission, which also may be called a "sales load" or "sales charge", is typically paid upfront, can reduce the amount available to invest, can be charged directly against an investment and is often based on the amount of assets invested. WCB receives a portion of the sales charge or commission and then distributes the remaining portion to your Registered Representative (unless you have a house account). Commissions vary from product to product. Although Registered Representatives are not allowed to factor in how much they will, or will not make, on your purchases or sales, it may still create an incentive to sell a higher commission security rather than a lower commission security. For more information about the commissions that apply to a particular transaction, please refer to the applicable prospectus or other offering document and/or transaction statement. Typically, you would see a maximum sales charge on a mutual fund or 529 plan of 5.75% although it may be higher. Annuities vary between the type of annuity but typically are about 5.5%. Alternative investments like REITS may have a sales charge up to 5.5%. For more information regarding sales charges please contact your registered representative or WCB at 888-742-0631.

As an example, certain mutual fund share classes, often referred to as Class A shares, pay an upfront sales charge and an ongoing trail. For other mutual fund share classes, often titled Class C shares, there is no upfront sale charge paid, however, there is an ongoing trail payment and a contingent deferred sales charge to the investor if there is a redemption within a certain period of time after purchase. Depending on the length of the holding period for the mutual fund or 529, and other factors, one share class may be less expensive to the investor than another, and WCB and their Registered Representatives may earn more or less in compensation for one share class than another. We strongly recommend reviewing your share class options thoroughly and asking questions so that you have a full understanding regarding share class selection before making any mutual fund or 529 plan purchase with your financial and tax representatives.

Additionally, although not a conflict of interest, sometimes you may incur Direct Fees or Charges on your account. Different types of accounts can be charged different fees directly to your account. Fees you may encounter include fees to process a transaction, transfer an account or to maintain your retirement account. For more information regarding direct fees and charges, please contact your registered representative or WCB at 888-742-0631.

Linked closely to Commissions and Sales Charges is **Ongoing Compensation** which also is a potential conflict of interest. Again, Registered Representatives are not allowed to factor in how much they will, or will not make, on your purchases or sales, nevertheless, this item could theoretically influence sales as it provides ongoing revenue to both WCB and your Registered Representative (if you have one). WCB receives trail fees or 12b-1 fees which are typically paid from the assets of the investment under a distribution or servicing arrangement with the investment sponsor, is calculated as an annual percentage of invested assets, and is shared between WCB and your Registered

Representative. Information on these fees can be found in the documents provided to you such as prospectuses. Mutual Funds and 529 Plans ongoing compensation vary between classes but typically range from 0.25% to 1%. Trail commission from a variable annuity issuer depends on the agreement between WCB and the issuer, as well as the type of policy purchased. The maximum trailing commission for annuities is typically 1.5%. Alternative investment products typically change annual fees of up to 2%.

There are **Other Fees and Compensation** that could create a conflict of interest:

If you have a Corestone account, similar to Direct Fees and Charges discussed above, you may incur annual and other fees as discussed in the application disclosure. However, WCB may receive a nominal fee of about \$2.50 a month per account. Although this perhaps is a minimal fee, it nevertheless could represent a conflict of interest.

If a customer holds an account with WCB, WCB offers a service to sweep cash held within accounts into an interest-bearing FDIC insured cash account ("ICA") or money market funds. For ICA, under its agreement with the bank in which WCB deposits customer cash, WCB receives a fee from the banks equal to a percentage of the average daily deposit balance in the ICA.

WCB, WCB Associates and Registered Representatives may receive non-cash compensation that is not in connection with any particular customer. Compensation includes such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings, workshops or events, or marketing or advertising initiatives. WCB Associates and Registered Representatives are not allowed to participate in sales contests that promote any specific product or product type.

WCB provides underwriting and distribution services to a mutual fund family, American Growth Fund, Inc. As compensation for these services, WCB receives fees which are detailed in the Fund's Shareholder Reports. These reports are available on the Fund's website, [www.americangrowthfund.com](http://www.americangrowthfund.com) or by calling 800-525-2406.

WCB offers customers the ability to purchase securities on credit, also known as Margin Purchases. When a customer purchases securities on margin, WCB extends a line of credit to the customer and charges interest on the margin balance. WCB has a financial incentive to encourage margin borrowing because WCB and Registered Representatives earn compensation in the form of interest, transaction charges and other fees on investments made with borrowed amounts. That financial incentive creates a conflict of interest insofar as WCB and its Registered Representatives benefit from your decision to borrow and incur the various fees and interest described above. If contemplating use of margin, please consult the Margin Agreement and related disclosures for additional details.

If a customer holds an account at WCB, in the event a trade error occurs in the account, and such error is determined to be caused by WCB, WCB will cancel the trade and remove the resulting monetary loss to a customer from the account. If a trade correction is required as a result of a customer (e.g., if a customer does not make full payment for purchases or fails to deliver negotiable securities for liquidations before trade settlement), WCB will cancel the trade and any resulting monetary loss will be borne by the customer. In the case of a trade that requires a correction as described above and that resulted in a monetary gain to the customer, such gain may be removed from the account and may result in a financial benefit to WCB.

If a customer decides to roll assets out of a retirement plan, such as a 401 (k) plan, into an individual retirement account ("IRA") at WCB, we have a financial incentive to recommend that a customer invests those assets with WCB, because we will be paid on those assets, for example, through commissions, fees and/or third party payments. A customer should be aware that such fees and commissions may be higher than those the customer pays through the plan. There can be custodial and other maintenance fees as well. As securities held in a retirement plan are generally not transferred to an IRA, commissions and sales charges may be charged when

liquidating such securities prior to the transfer, in addition to commissions and sales charges previously paid on transactions in the plan.

If WCB offers a Registered Representative a percentage commission scale it may present an incentive to the Registered Representative to sell more securities. There are no incentives offered to sell any type of security, to sell any particular product or to sell any company's product. WCB does not have a preferred list of products to sell. Nevertheless, a commission scale may create a conflict of interest.

WCB is affiliated with a Registered Investment Advisor and some Registered Representatives are also Investment Advisor Representatives. There are distinct differences that your Registered Representative/Investment Advisor Representative are required to disclose to you when choosing between a Brokerage and Advisory account as well as differences in the level of service and fees charged between the two types of accounts. Please take time to understand these differences and ask any questions you have so that you may have a full understanding of these account types prior to signing account paperwork.

As with all Broker/Dealers, WCB and its Registered Representatives can only sell products with whom they have written agreements to do so. Other Broker/Dealers may offer products that WCB does not, which may be at a higher or lower cost to the account holder. Likewise products may also be offered at different rates between WCB and its affiliated Registered Investment Advisor. Likewise the term Registered Representative is a term used to describe two types of licensed representatives. Series Six licenses allow representatives to sell items such as mutual funds and variable annuities, whereas Series Seven licensed representatives can also sell items such as individual stocks and REITs.

World Capital Brokerage, Inc. is a registered Broker/Dealer with FINRA. WCB is registered to transact business as a: Broker or dealer retailing corporate equity securities over-the-counter, Underwriter or selling group participant (corporate securities other than mutual funds), Mutual fund underwriter or sponsor, Mutual fund retailer, Municipal securities broker, Broker or dealer selling variable life insurance or annuities, Put and call broker or dealer or option writer, and Private placement of securities.

www. <https://brokercheck.finra.org/> contains information regarding what license(s) your representative holds (along with other important information).

If you have any questions regarding this disclosure document, we encourage you to contact your Registered Representative or alternately the home office at 888-742-0631.