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The brochure provides clients with information about Westwood Asset Management (WAM) that should be read & considered as a client and before one becomes a client of WAM.

SEC File Number 801-64689

Introduction

INVESTMENT STRATEGIES & TYPES OF INVESTMENTS

The main objective of Westwood Asset Management is to continuously improve the value of client investment portfolios in the most tax efficient manner. The primary strategy employed by Westwood is to invest and reinvest clients portfolios in order to attain long term capital gain and or income. Clients appoint the Adviser to select the types of securities, percentage allocations and employ investment strategies on a continuing basis. Our primary strategy is buying and holding stock or fixed income securities that that are undervalued. Westwood does not normally seek to equally weight portfolios by sector or security type or manage monies using modern portfolio theory. Westwood manages client's portfolios by seeking opportunities in the securities of select issuers. Securities are valued using various appraisal methods, including comparable asset valuations, financial performance and other techniques. Technical analysis, capital structure analysis and other methods are employed to refine any security candidate or security purchase.

Securities can be weighted up to and over 10% of any given portfolio. Positions are monitored and may be reduced or eliminated due to either volatility in price or poor financial performance of the issuer. Westwood may seek to raise and lower cash positions in accounts and allocate monies to mutual, index funds and or bond funds depending on economic factors or an investor's financial situation. Westwood may also seek to hedge the market or short securities in order to attain capital gain, reduce volatility, and receive more favorable tax treatment for our clients. The associated persons and principals of Westwood regularly invest or own securities recommended to clients. Westwood may also invest in and recommend that clients invest in private placements and initial public offerings. Under certain circumstances an associated person may have a material relationship with the private companies seeking financing or going public. When Westwood Asset Management is aware of conflicts or possible conflicts it will be disclosed to the client or possible affected party.

EDUCATION & BUSINESS BACKGROUND

The two principals of Westwood Asset Management collectively have over 25 years of experience in the securities industry. Previous to Westwood Asset management both partners managed and operated the institutional fixed income trading desk of Western International Securities.

ROBERT ALLEN COOKE

Mr. Cooke, the Portfolio Manager of Westwood Asset Management, has over fifteen years of experience serving institutional and individual clients in the securities industry. Prior to Westwood Asset Management, he was the head of fixed income research for

Western International Securities. Mr. Cooke has researched and correctly forecasted a number of economic situations involving markets and industries and his financial history also includes complex analysis, of individual companies.

Robert Allen Cooke was born in 1968

He holds a BA in History/Political Science from the University of Arizona, graduating in 1991. He holds Series 86, 87 analyst, analyst supervisory licenses and series 65 Investment Advisory license

Job History

Currently: Managing Partner and portfolio manager of Westwood Asset Management, LLC, August 2005 to present

Western International Securities, Research Analyst, bond trader and client advisor 02/2002 to 7/30/05

Interfirst Capital Corp., bond trader and client advisor, 11/1999 to 01/2002

Imperial Capital, client advisor and bond trader, 07/1996 to 11/1999

Grennberg Nehls Investment Advisory, 05/1995 to 07/1996

Previous to 1995: Drexel Burnham Lambert, Smith Barney & Sun America Securities

BRIAN W. STEAD

Mr. Stead has over ten years of experience serving institutional and individual clients in the securities industry. His clientele as a bond trader included well known companies in the mutual fund and hedge fund industry. Before Westwood and Western Securities he was employed by Morgan Stanley of Beverly Hills, Ca., The Chicago Board of Trade (CBOT), and Merrill Lynch in London, England. His financial history and educational background include analysis in macro-economics, mathematics, chapter 11 reorganization and multi currency fixed income markets.

Brian W. Stead was born in 1974

Holds a BA in Economics from the University of Michigan, graduating in 1998

Series 65 Investment Advisory license

Job History

Currently: Managing Partner and CCO of Westwood Asset Management LLC, March of 2006 to present.

Previously:

Western International Securities, Institutional Bond Trader, 03/2002 to 2/2006

Interfirst Capital Corp., Registered Representative, 04/2001 to 02/2002

Morgan Stanley Dean Witter, Registered Representative, 08/1998 to 03/2001

Previous to 1998: Smith Barney at the Chicago Board of Trade

ASSET MANAGEMENT SERVICES

Westwood Asset Management, LLC (“the Adviser”) provides portfolio management and investment advisory services to its clients on a discretionary and non-discretionary basis. The portfolio management services include managing portfolios for investor’s retirement or other objectives. The advisory services include, among other things, providing advice regarding investments in securities, asset allocation and the selection of investments. In

the case of discretionary account management or supervision, purchases and sales are guided by the objectives of the client without specific prior consultation. In the case of non-discretionary account management or supervision the advisor consults with the client prior to transacting. The Adviser considers the client's risk profile and financial status prior to making any recommendations.

Currently, fees are paid quarterly in advance and are due on the first day of the calendar quarter, and are based on the account's net asset value as (stated in the account statement) of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter or money withdrawn during the period. Fees for management and advisory services are negotiable and generally range from 1.2% to 2%, per year, of the portfolio under management. Fees are generally based on the range of services being provided.

An advisory client will have a period of five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. The client or the advisor may terminate the investment advisory agreement within a maximum of 30 days after receipt of written notice. Upon termination, fees will be prorated to the date of termination and the any unearned portion of the fee will be refunded.

The account Custodian, also known as a broker dealer custodies securities and provides trading and other services. The custodian charges fees, which are in addition to and separate from the portfolio management or advisory fee. Westwood Asset Management evaluates these fees and services on a continual basis, and currently considers the institutional division of Charles Schwab and Co. (Schwab) to have the lowest overall fees and the lowest overall fees relative to the total services provided. Clients of Westwood Asset Management should review the paperwork from the Custodian or inquire with Westwood Asset Management for further or detailed descriptions of additional costs, fees or charges. Most mutual funds charge fees that are separate from the advisor and the custodian as well. Clients should also note that fees for comparable services vary and lower fees may be available.

CLIENT TRANSACTIONS & BANKING ADVISORY SERVICES

Mr. Stead & Mr. Cooke provide banking advisory services to clients who are public or private corporations. In this capacity they may assist in negotiating loans and or establish banking relationships on behalf of the corporations. These relationships may also result in the private or public placement of the corporations' securities. On such occasions if appropriate, Mr. Stead and Mr. Cooke may be able to recommend these placements to other clients¹.

Mr. Stead and Mr. Cooke may indirectly receive compensation resulting from the placement of securities or negotiated investments. Any client that participates would receive in-depth disclosure regarding the relationships between the Adviser, its associated persons and the company that may be making the placements. The Adviser represents that each client who may be affected will receive disclosure of any potential conflicts of

¹ Westwood Asset Management does not seek to act as a broker dealer or become compensated on a per transactional basis.

interest before the transaction. Sales and purchases of illiquid securities are conducted in a manner that Westwood considers fair and consistent. WAM uses an A-Z allocation (first name basis) then on the next illiquid security a Z-A allocation. Due to time constraints, Westwood Asset Management does not vote proxies.

Mr. Cooke or Mr. Stead actively trade securities in their own accounts and commonly own the same securities as those recommended to clients. Associated persons may also buy or sell a specific security for their accounts based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients. Westwood Asset Management adheres to rules and regulations in its own compliance manual to ensure that principals or associated persons do not personally benefit from the possible short-term market effects of their recommendations to clients. Personal transactions are monitored.

CONSULTING SERVICES

The Advisory provides consulting services on an hourly or fixed fee basis to individuals, that is consistent with the specific client's needs, such as bankruptcy claim analysis. Planning or consulting services are negotiable and are billed at a fixed fee. The Adviser does not earn fees more than six months in advance of services rendered. A planning or consulting client may unconditionally rescind an agreement and receive a full refund of all fees prior to the service being rendered. Thereafter, the client may terminate the agreement by providing the Adviser with written notice prior to delivery of the plan or completion of the service. Upon termination, fees will be prorated to the date of termination and any unearned portion of the fee will be refunded to the client. The Adviser requires a minimum of \$100,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of the Adviser. In addition, the Adviser may continue to service existing accounts that have values that are below the minimum.

ACCOUNT REVIEWS

Clients are responsible for informing the advisor immediately of any material financial change. Accounts are reviewed quarterly. There is no limit on the number of accounts that can be reviewed by the principals. In addition, brokerage statements are generated no less than quarterly and are sent directly from the account custodian. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived.

DISCRETION & COMPENSATION

The Adviser can direct its clients' securities transactions to brokers and dealers selected by the Adviser in its sole discretion and without the consent of its clients. The Adviser seeks to obtain the overall best execution for its clients, taking into account a number of factors. The advisor may execute its own orders or that of its employees or principals simultaneously with its clients. The Adviser may pay a higher price for the purchase of securities (or accept a lower price for the sale of securities) to broker-dealers that provide the Adviser with premium brokerage and research services, or pay brokerage commissions in excess of that which another broker/dealer might charge for effecting the same transaction, if the Adviser determines in good faith that such prices or commissions are reasonable in relation to the overall services provided. Schwab provides Westwood

Asset Management with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets is maintained in accounts at Schwab Institutional. These services are reviewed to insure best overall execution based on a number of factors².

² Under the "safe harbor" afforded by Section 28(e) of the Securities Exchange Act of 1934, as amended, the Adviser's use of soft dollars generated by its clients' commissions to acquire research and brokerage services is not a breach of the Adviser's fiduciary duties to its clients--even if the brokerage commissions paid are higher than the lowest available.

FORM ADV PART II

Advisory Services and Fees 1.A

Westwood provides investment supervisory services (approx 75% of our total advisory billings are from this service), manages investment advisory accounts not involving investment supervisory services (20%), and furnished investment advice through consultations not included in either service describe above (5%). WAM considers some of these services as financial planning. (percentages based on estimates of our advisory billings)

WAM offers investment advisory services for; a percentage of assets under management, hourly charges, and/or fixed fees (not including subscription fees).

Types of Clients

WAM generally provides investment advice to all of the following but not limited to; Individuals, Retirement Plans Pension and Profit sharing Plans, Trusts, Estates, Charitable Organizations and Corporations.

Types of Investments

WAM offers advice on the following investments; stocks, bonds, tax free bonds, mutual funds, exchange-listed securities, foreign issues, warrants, corporate debt securities, (other than commercial paper), commercial paper, defaulted securities, certificates of deposit, municipal securities, investment company securities such as mutual fund shares, United States government securities, options contracts on; securities and commodities, futures contracts on: tangibles and intangibles, interest in partnerships investing in: real estate. (Additional Types of investments are described on Schedule F)

Methods of Analysis, Sources of Information, and Investment Strategies

WAM's security analysis methods include; charting, fundamental, technical, and cyclical analysis. The main sources of information WAM uses include but are not limited to corporate filings, corporate financial communications, web sites, data resources, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Investment strategies used to implement investment advice to clients

WAM's investment strategies used to implement investment advice to clients include; long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), short sales, margin transactions, option writing, including covered potions, uncovered options or other strategies. (Additional Types of investments strategies used to implement investment advice to clients are described on Schedule F)

Education and Business Standards

WAM maintains general standards of education or business experience that WAM requires of those involved in determining or giving investment advice to clients. (See Schedule F for education and business background of each member)

Other Business Activities

The principals of WAM or its principal executive officers are currently not involved in something other than providing investment advice.

Other Financial Industry Activities or Affiliations

The principals of WAM or its principal executive officers are currently not involved in other financial industry activities or affiliations.

WAM or any related person is currently not a general partner in any partnership in which clients are solicited to invest.

Participation or Interest in Client Transactions

WAM may recommend to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest. WAM may buy or sell for itself, securities that it also recommends to clients.

Conditions for Managing Accounts

WAM provides investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account. (See Schedule F for more information)

Investment or Brokerage Discretion

WAM and/or any related person has authority to determine, without obtaining specific client consent the following; securities to be bought or sold, amount of the securities to be bought or sold, the broker or dealer to be used, and commissions rates to be paid.. WAM also suggest brokers to clients.

Addition Compensation

WAM currently does not have any arrangement, oral or in writing, where it; is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients, or directly or indirectly compensates any person for client referrals to Westwood Asset Management, LLC

PRIVACY POLICY

Westwood Asset Management, LLC requires that you provide current and accurate financial and personal information. Westwood Asset Management, LLC will protect the information you have provided in a manner that is safe, secure and professional. Westwood Asset Management, LLC and its employees are committed to protecting your privacy and safeguarding that information.

Safeguarding Customer Documents

We collect non-public customer data in checklists, forms, in written notations, and in documentation provided to us by our customers for evaluation, registration, licensing or related

consulting services. We also create internal lists of such data.

During regular business hours access to customer records is monitored so that only those with approval may access the files. During hours in which the company is not in operation, the customer records will be locked.

No individual who is not so authorized shall obtain or seek to obtain personal and financial customer information. No individual with authorization to access personal and financial customer information shall share that information in any manner without the specific consent of a firm principal. Failure to observe Westwood Asset Management, LLC procedures regarding customer and consumer privacy will result in discipline and may lead to termination.

Sharing Nonpublic Personal and Financial Information

Westwood Asset Management, LLC is committed to the protection and privacy of its customers' and consumers' personal and financial information. Westwood Asset Management, LLC will not share such information with any affiliated or nonaffiliated third party except:

- When necessary to complete a transaction in a customer account, such as with the clearing firm or account custodians;
- When required to maintain or service a customer account;
- To resolve customer disputes or inquiries;
- With persons acting in a fiduciary or representative capacity on behalf of the customer;
- With rating agencies, persons assessing compliance with industry standards, or to the attorneys, accountants and auditors of the firm;
- In connection with a sale or merger of Westwood Asset Management, LLC's business;
- To protect against or prevent actual or potential fraud, identity theft, unauthorized transactions, claims or other liability;
- To comply with federal, state or local laws, rules and other applicable legal requirements;
- In connection with a written agreement to provide investment management or advisory services when the information is released for the sole purpose of providing the products or services covered by the agreement;
- In any circumstances with the customer's instruction or consent; or
- Pursuant to any other exceptions enumerated in the California Information Privacy Act.

Opt-Out Provisions

It is not a policy of Westwood Asset Management, LLC to share nonpublic personal and financial information with affiliated or unaffiliated third parties except under the circumstances noted above. Since sharing under the circumstances noted above is necessary to service customer accounts or is mandated by law, there are no allowances made for clients to opt out.