

**W&S Brokerage Services, Inc.**  
**REGULATION BEST INTEREST DISCLOSURE**  
**CURRENT AS OF October 30, 2020**

W&S Brokerage Services, Inc. (“W&SBS”) is providing You with this Regulation Best Interest Disclosure (“Disclosure”) to describe certain material facts We have identified with respect to the scope and terms of Our relationship with You, fees and costs associated with the products We sell, limitations on Our product offerings, and conflicts of interest with respect to the recommendations We make to you and within Your retail brokerage account with W&SBS. This Disclosure does not seek to impose any additional contractual obligations, restrictions, liabilities or additional costs on You.

This document is updated as needed, if material changes to its content are necessary. Please be sure to refer to the most recent version of this document. For the most up to date version please visit <https://www.westernsouthern.com/wslife/important-disclosures/reg-bi>.

**Definitions.** “We”, “Us”, or “Our” means W&SBS and any employee, contractor, agent, representative, or affiliated entity under common control with W&SBS. These terms also include an entity or individual in which any of those entities and individuals have an interest that may affect Our best judgment. “You” or “Your” means you, the individual(s) holding one or more retail brokerage accounts with W&SBS, and “Product” means the annuity(ies) or mutual fund(s) about which We are making a Recommendation.

A conflict of interest is defined to mean an interest that might induce W&SBS or a natural person who is an associated person of W&SBS – consciously or unconsciously – to make a recommendation that is not disinterested. For this purpose, conflict of interest describes a situation in which a W&SBS or a registered representative could be incentivized in any way to place their own interests ahead of a client.

**Material Facts Relating to the Scope and Terms of Our Relationship.** W&SBS is a dually registered broker-dealer and investment adviser with the U.S. Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC).

A “broker” is any person or firm engaged in the business of effecting transactions in securities for the accounts of others. A “security” is a type of investment issued by a corporation, government, or other organization that offers evidence of equity or debt. We offer brokerage services to retail investors, including taxable and non-taxable brokerage accounts, employer-sponsored retirement plans, and one 529 plan. Within these account types and, in some cases, directly with the Product issuer, We offer only two types of securities - variable annuities and mutual funds. Other broker-dealers offer a broader variety of securities including, but not limited to, stocks, bonds, exchange-traded funds, unit investment trusts, and private funds.

As a retail investor, We will recommend an account type and investments to You or You may select an account type or investments, but You will make the ultimate investment decision regarding the account type, investment strategy and the purchase or sale of securities. We will offer assistance with developing or executing Your investment strategy by discussing Your investment goals and objectives with You. W&SBS does not accept discretionary authority and will not provide ongoing monitoring of Your brokerage accounts or investments.

We offer a limited selection of investments. Other firms offer a wider range of choices, some of which have lower costs. We offer mutual funds issued by both third parties and an affiliate fund company. We only offer variable annuity offerings sponsored by an affiliate company. Each offering has an account minimum that is determined by the product sponsor.

For non-direct mutual fund accounts, W&SBS utilizes Pershing, LLC as its clearing firm for fund transactions. A clearing firm handles the back-office details of securities transactions in accounts set up with the firm. Pershing, LLC is a subsidiary of The Bank of New York Mellon Corporation and is a separate entity from W&SBS. W&SBS requires that all new mutual fund purchases be cleared through Pershing, LLC, unless a client had previously purchased mutual funds directly from the fund issuer.

Your registered representative, in addition to providing brokerage services to You through W&SBS, is an insurance agent with The Western and Southern Life Insurance Company and with Western & Southern Agency, Inc. In this capacity Your registered representative may recommend non-securities related services or products, such as fixed annuities, indexed annuities, and indexed universal life products, as well as the sale of life insurance, which is offered separate and apart from W&SBS. These non-securities related products and services are not covered by this Disclosure. W&SBS and its affiliates may receive compensation associated with these transactions, including fees and commissions. W&SBS has a financial interest in our clients' transactions and the recommendations We make to clients to buy or sell these products.

Certain W&SBS registered representatives are also financial advisors who have the ability to offer You investment advisory services through our investment advisory registration. The account minimum for advisory services is \$100,000. If You choose to open an advisory services account, You will be provided with additional disclosures, including a Form ADV which provides additional information related to the qualifications, business practices, and fees of the W&SBS advisory services program. Investment advisory services are not available in all offices or geographical locations, and may require account opening and servicing to be managed by home office representatives that are qualified to do so.

W&SBS is a subsidiary of Western & Southern Financial Group, Inc. (WSFG). WSFG owns, directly or indirectly, 100% of the following insurance companies that provide insurance related products in the United States: The Western and Southern Life Insurance Company, an Ohio company; The Lafayette Life Insurance Company, an Ohio company; Integrity Life Insurance Company, an Ohio company; Columbus Life Insurance Company, an Ohio company, National Integrity Life Insurance Company, a New York company; Western-Southern Life Assurance Company, an Ohio company; and Gerber Life Insurance Company, a New York company.

WSFG also owns, directly or indirectly, 100% of the following insurance agencies that perform insurance related activities in the United States: Western & Southern Agency, Inc., an Ohio company, LLIA, Inc., an Ohio company; Insurance Profillment Solutions, LLC, an Ohio company; and W&S Financial Group Distributors, Inc., an Ohio company.

In addition to insurance company and agency affiliations, WSFG also owns Fort Washington Investment Advisors, Inc.(Fort Washington), a registered investment adviser with the SEC and the sub-adviser to the W&S Wealth Solutions platform; Touchstone Advisors, Inc.(TAI), a registered investment adviser with the SEC and the investment adviser to the affiliated Touchstone Mutual Funds; the Touchstone Mutual Funds, which are registered investment companies with the SEC, and are

entirely sub-advised by other investment advisers, some of which are affiliated with W&SBS, including Fort Washington; and Touchstone Securities, Inc., a registered broker-dealer with the SEC and member of FINRA, which serves as the underwriter and distributor of the Touchstone Mutual Funds and variable annuities sold by W&SBS in its capacity as a broker-dealer.

### **Material Fees and Costs.**

- **Mutual Funds.** All mutual funds charge fees. You will find detailed descriptions of the fees a fund charges in the fund's prospectus. The actual fees You will be charged varies based upon factors such as, but not limited to, the fund recommended, the share class selected, and actions You take. The following are types of fees that You may be charged:
  - **Sales loads.** A sales load is a fee charged by the mutual fund that is paid to the selling broker. There are two types of sales loads – a front-end sales load paid when an investor purchases a fund and a deferred sales load which is paid when investors redeem their shares. A front-end sales load immediately reduces your total investment in the mutual fund. A deferred sales load decreases your redemption amount.
  - **Management fees.** These fees are used to pay the mutual fund's portfolio manager from the assets of the Fund.
  - **12b-1 fees.** These fees are taken from the Fund to cover distribution expenses and sometimes shareholder service expenses. Distribution fees include fees paid for marketing and selling fund shares, such as compensating brokers and others who sell fund shares, and paying for marketing expenses.
  - **Redemption fees.** A redemption fee is another type of fee charged directly to fund investors that some funds charge when shareholders redeem their shares. Although the fee is deducted from redemption proceeds like a deferred sales load, it is not considered to be a sales load. Unlike a sales load which is used to pay brokers, a redemption fee is typically used to defray fund costs associated with a shareholder's redemption and is paid directly to the fund, not to a broker.
  - **Pershing fees.** Pershing, LLC, an unaffiliated clearing firm will also charge transaction based fees for each transaction within an account, as well as annual account fees. Additionally Pershing, LLC may charge you fees and expenses for special circumstances, which include but are not limited to, wired funds, overnight check delivery, insufficient funds, returned checks, account termination, braille statements, and large print statements.
- **Variable Annuities.** You will pay several fees and expenses when You invest in a variable annuity. The following are types of fees You will be charged:
  - **Surrender charge.** If You withdraw money from a variable annuity within a certain period after purchase, You will be charged a surrender penalty by the insurance company. Generally, the surrender charge is a percentage of the amount withdrawn.

- **Mortality and Expense (M&E) Fee.** This fee compensates the insurance company for insurance risks it assumes under the annuity contract. A portion of this fee is used to pay commissions to the representative that recommended the variable annuity to you.
- **Administrative fees.** These fees compensate the insurance company for cover record keeping and administrative expenses.
- **Underlying fund expenses.** The investments selected in the variable annuity's subaccounts have their own fees and expenses that are described in the fund prospectus(es).
- **Fees and expenses for optional features.** Riders that offer living and enhanced death benefits also carry additional fees and expenses paid to the insurance company.

**Product Offerings and Scope of Services Offered.** W&SBS limits its Product offerings to proprietary variable annuities and a limited menu of mutual funds, including funds manufactured by Our affiliated mutual fund company. Our representatives may only make recommendations from this limited Product shelf. Additional types of securities products including, but not limited to, stocks, bonds, exchange traded funds (ETFs), and unit investment trusts (UITs) are not offered through W&SBS and cannot be recommended by its registered representatives.

W&SBS offers the College America 529 Plan. Depending on your state of residence, there may be an in-state plan that provides state income tax credits or deductions and other state benefits, such as financial aid, scholarship funds and protection from creditors, not available through the 529 Plan We offer.

Certain non-securities products are also sold through W&SBS including fixed annuities and indexed annuities. Non-securities products are not covered by this Disclosure.

**Risk Considerations.** The Products We recommend come with various types of risk that should be carefully considered before investing. It is important that you understand these risks before You make an investment decision. Product prospectuses contain information related to each Product's specific risk and should be read carefully before investing.

- **Mutual Funds.** All funds carry some level of risk. A fund's share price will fluctuate. You could lose money on your investment in a fund and the fund could also return less than other investments. Investments in mutual funds are not bank guaranteed, are not deposits, and are not insured by the FDIC or any other federal government agency. As with any mutual fund, there is no guarantee that the fund will achieve its investment goal. You can find more information about a fund's investments and risks within the fund's prospectus.
- **Variable Annuities.** Variable annuities, like mutual funds, involve investment risks. Variable annuities are not deposits of a bank or other financial institution. They are not insured by the FDIC, the National Credit Union Share Insurance Fund, or any other federal government agency. Variable Annuities are subject to investment risks, including possible loss of the principal amount invested.

**Conflicts of Interest.** Our compensation can, and typically does, vary depending on the choices You make about purchasing, making additional deposits to, and taking distributions from Your brokerage account. These compensation arrangements and their variations, which are described below, are Conflicts of Interest. We have identified the following as material conflicts of interest, and We have developed policies and procedures designed to mitigate them:

1. **New Account Conflict.** We will not receive any compensation unless a customer chooses to open a new account, or purchase, transfer, rollover or exchange a Product through Us. For brokerage accounts, We receive more compensation when We sell multiple Products and/or open multiple accounts. As a result, representatives are incentivized to recommend that you open accounts and purchase Products.
2. **Differential Compensation.** We offer various Products to meet the individual needs of customers. We will receive higher compensation on some Products than on others. Products with higher compensation generally require additional training, expertise and time to offer those Products. Our representatives are generally paid more on variable annuities than on mutual funds, and more on equity mutual funds than fixed income mutual funds.
3. **Proprietary Products.** With the exception of some mutual funds, all of the Products We recommend are proprietary Products, which means the Products are managed, issued or sponsored by Our affiliated companies. With respect to mutual funds, We recommend funds advised by an affiliated mutual fund company and certain non-proprietary mutual funds. In addition to the compensation received by W&SBS and its agents, when these proprietary Products are Recommended to and purchased by customers, Our affiliated insurance companies and Our affiliated mutual fund company will receive separate fees and compensation in their roles as Product providers. As a result, our representatives are incentivized to recommend proprietary Products.

The sale of proprietary Products increases revenue to Our companies. In addition, Our agents receive certain non-cash compensation from Our companies, such as medical and other employee benefits, awards and recognition, which may incentivize agents to recommend proprietary Products.

4. **Third-Party Payments from Mutual Fund Companies.** When We Recommend customers allocate assets to variable annuity subaccounts investing in certain funds, Our affiliated life insurance company and/or Our affiliated broker-dealer will receive varying payments from the manufacturer of that fund, including from Our affiliated fund company, based on the amount of assets allocated to the fund. The amount of fees varies by fund family and fund.

Similarly, when We recommend customers purchase certain mutual funds, including those manufactured by Our affiliated mutual fund company, W&SBS receives fees from the mutual fund manufacturer. These fees range from .10% to 1.00% of the amount of deposits in the mutual fund depending on share class and specific mutual fund. W&SBS receives payments from some Product providers and not from others. While We limit the mutual funds that can be recommended (both by family and by individual fund), We do not use the past or future receipt of these payments in Our determination of which mutual funds will be available.

5. **Commissions and Breakpoints – Our Representatives.** Our representatives receive commissions when they sell a Product. Representatives can receive first-year commissions based on the amounts contributed in the first year of the annuity contract or the amount of the mutual fund purchase. Representatives can also receive certain commissions in subsequent years of an annuity/life insurance contract or based on the continued holding of a mutual fund. These commissions, both first-year and subsequent-year commissions, typically vary depending on the Product type and, in some instances, vary within a Product type. In some instances, first-year commissions decrease based on the age of the annuitant. Depending on the age of the customer, a representative can receive more compensation from the sale of certain Products. A representative's first-year commission rate for each quarter is determined based on the representative's total sales over the prior year and applies prospectively only. This means the commission rate for the representative may increase or decrease for his or her future sales, but not prior sales. As a result, a representative is incentivized at certain times of the year to increase his or her sales in order to increase (or avoid a decrease) in commission rate for the next period.

In addition, different mutual fund families provide different commission breakpoints (decreased commissions for larger purchases). As a result, when a representative recommends mutual funds from different fund families and breakpoints are not attained, he or she receives larger commissions.

6. **Non-Cash Compensation – Our Representatives.** W&SBS sponsors a variety of programs that provide non-cash benefits to qualifying representatives based on sales of both proprietary and non-proprietary Products. These non-cash benefits include medical and other employee benefits and recognition and awards. Our recognition and awards are summarized below. Generally, these incentives encourage increased sales of Products at specific times of the year and promotion of Products with higher first year commissions. All incentives are based on overall production and are not based on the sale of a specific Product. Overall sales includes the sales of both securities and non-securities through W&SBS, or through our affiliates.
- Leaders Sales Meeting – Incentive trip that includes travel, accommodations, and entertainment at a resort for the representative and his or her guest. Representatives qualify for this incentive based upon overall production during a 13 month qualifying period with December counting twice. This means representatives have increased incentive to make sales in the month of December.
  - President's Trophy – Award presented to the "best" W&SBS office. Offices qualify for this incentive based upon a number of factors, including overall annual sales and client retention.
  - Agency Leadership Conference – Dinner with W&SBS senior management provided to the management of the top two offices in each division (14 total offices) during the Agency Leadership Conference, an annual business meeting for W&SBS management. This incentive is based on a number of factors, including sales, over an eight week period in September and October. None of the factors include sales of a specific Products or specific types of securities.

- Majors – W&SBS managers receive recognition, an article of high end clothing and reimbursement for additional marketing activities. Incentive is based on sales during two sales campaigns, President’s Month and Legion.
    - President’s Month – Recognizes “top” W&SBS managers and offices based on sales during the month of February (but not based on sales of specific Products or specific types of securities).
    - Legion - Recognizes “top” W&SBS managers based on sales during a six week period around the month of September (but not based on sales of a specific Products or specific types of security).
  - Local Sales Contests – Throughout the year, individual W&SBS branch office or division management may offer production based incentives to representatives. All local sales contests are pre-approved to ensure that they are not based on the sale of specific Products or specific types of securities.
7. **Sales Thresholds – Our Representatives.** Our representatives are required to meet certain sales thresholds to maintain their employment with Us. When agents sell Products with higher first-year commissions, they are able to reach these thresholds more quickly. In addition, to meet these thresholds, representatives may focus on selling Products at specific times of the year and in specific amounts.
8. **Override Commissions and Sales Incentives– Our Managers.** Our managers receive commissions when the representatives they manage sell a Product. These commissions are commonly referred to as “override commissions.” Some of Our managers receive semi-annual incentives based on total contracts sold and total sales amounts by the representatives they manage. Additionally, each manager’s salary is re-set annually based upon the office’s total production. All Products are included in these incentives, but they may cause managers to focus on the promotion of Product sales at specific times and in specific amounts, as well as those Products with higher first year commissions.
9. **Override Commissions and Sales Incentives– Wholesalers.** Both W&SBS wholesalers and wholesalers for the proprietary Products we sell receive commissions when W&SBS representatives sell a Product. These commissions are commonly referred to as “override commissions.” All Products are included in these incentives, but they may cause wholesalers to focus on the promotion of Products that result in higher commissions. Additionally W&SBS wholesalers receive incentives when representatives submit new applications within four months of becoming registered. All Products are included in this incentive, but they may cause W&SBS wholesalers to focus on the promotion of Product sales at specific times.
10. **Sales Incentives – Our Call Center Representatives and Managers.** Our call center representatives and managers may receive monthly incentives based on achievement of certain sales goals based on both total sales amounts and number of contracts sold. Sales of variable annuities do not count toward qualification for these incentives. These payments may cause call center representatives and managers to focus on Product sales at the end of each month and in certain amounts and cause these representatives to

recommend Products other than variable annuities. Certain call center representatives may also receive semi-annual incentives based on team achievement of sales per representative per month goals, which may also cause these call center representatives to focus on the promotion of Product sales at specific times and in specific amounts. Our call center representatives and managers can qualify for the Leaders Sales Meeting based on their overall production, but they cannot qualify for President's Trophy, Agency Leadership Conference, or Majors. In addition, call center representatives and managers are not subject to sales thresholds, and call center managers are not eligible for the override commissions and sales incentives discussed in #9 above.

11. **Registered Representatives Qualifications** – Representatives that are authorized to offer both brokerage services and investment advisory services (dually registered representatives) may be incentivized to recommend one or the other depending on the representative's financial circumstances. The rate of compensation for advisory services is lower, but the deposits are generally higher and compensation is on-going. Representatives who are authorized to offer only brokerage services have an incentive to recommend the sale of Products within a brokerage account rather than refer an individual to a dually registered representative.
12. **Solicitor's Agreement.** All registered representatives are authorized to refer qualified prospects to Fort Washington Investment Advisors, Inc., an affiliated registered investment adviser, in exchange for a referral fee. Representatives may be incentivized to recommend a brokerage Product or make the referral depending on the representative's financial circumstances. The rate of compensation for advisory services is lower, but the deposits are generally higher and compensation is on-going. W&SBS representatives are not permitted to make referrals to non-affiliated investment advisers.

We appreciate Your business and look forward to continuing to help You pursue Your financial goals. If You have any questions about this information, please contact Us at (513) 629-1055 or via email at [WSBS\\_Compliance@wslife.com](mailto:WSBS_Compliance@wslife.com).

Securities and advisory services offered through W&S Brokerage Services, Inc., member FINRA/SIPC, and a registered investment adviser.