

**Wilshire Associates Incorporated**  
**Procedures for Managing Conflicts of Interest**

~~June 2018~~  
November 2020

Procedures for managing conflicts of interest in accordance with Wilshire's Conflict of Interest Policy.

1. **Wilshire Management Committee ("WMC"):** Any matters that may be deemed a conflict of interest should be presented to the WMC, other Wilshire committee, or Compliance. It is the responsibility of all Wilshire employees to ~~make the WMC aware of potential~~ identify, report and help manage conflicts of interest. The WMC, or its delegate, will evaluate conflicts of interest and determine what additional actions, if any, are required to address them. Such actions may include, but are not limited to:
  - Proper disclosure of the conflict to affected clients;
  - Acknowledgement of the conflict by relevant parties;
  - Additional review of the conflict issue;
  - Delegation to another governing body at Wilshire;
  - Ongoing monitoring by the WMC or Compliance (with reports to the WMC); and
  - Termination of a product, service or client.
  
2. **Multiple Services:** Providing multiple services to the same client may lead to a conflict of interest. Where Wilshire proposes to provide information to (i) a current advisory client about an investment in a fund or other investment vehicle for which Wilshire or one of its affiliates is the investment manager, (ii) a current advisory client about additional discretionary services of another Wilshire business unit or (iii) a new client that may retain Wilshire to provide both investment advisory and discretionary investment services (either through a separate account or a Wilshire vehicle), the ~~head of the relevant business unit(s)~~ appropriate employee must submit a Transaction Review Form, substantially set forth in Exhibit A, to the WMC with appropriate back-up documentation. The foregoing is not an exhaustive list; other circumstances may require the submission of a Transaction Review Form.
  
3. **Ethical walls:** Where practicable, Wilshire has established ethical walls around business activities in which sharing information may create a conflict of interest.
  - a. Access to Client Information: Client information regarding client investments/holdings, recommendations and related activities may not be shared outside of Wilshire or with any Wilshire employee that is also affiliated with the Investor Group or their affiliates, unless approved by the client or Compliance (eg. required by regulators).
  
  - a.b. **Client Database:** Accounting, in consultation with Legal/Compliance, will maintain a Client Database detailing:
    - A list of all clients;
    - All services provided to each client;
    - The Wilshire business unit(s) providing those services; and
    - Revenues from that client both YTD (to most recent quarter-end) and the prior calendar year.

Accounting will update the Client Database within thirty (30) days after the end of each calendar quarter.

**b-c. Client Solicitation:** Before soliciting a prospective client, employees must determine whether the prospective client is or has been a recent client of Wilshire. Employees can do this by checking in Wilshire's shared client management system and/or emailing the name of the prospect to Accounting at conflictscheck@wilshire.com. If the prospect is a current or recently terminated client (i.e., within the prior 2 years), ~~the head of the business unit prospecting the client must contact the head of the business unit that is currently doing business or previously has done business with the client for~~ consultation-appropriate coordination should occur before further prospect engagement.

**d. Employee Disclosure:** If an employee obtains confidential information about a client relationship of a different business unit or across an ethical wall, the employee should immediately inform the head of their business unit and Compliance.

**e. Exceptions:** The following employees may cross the ethical walls:

1. Corporate personnel (i.e., President, CFO, GC, CCO and other members of Finance & Accounting, Information Technology, Human Resources or Legal & Compliance);
2. Business unit heads; and
3. Other employees as designated by the head of a business unit and approved by the Chief Compliance Officer for a limited purpose and only to the extent necessary to fulfil a particular function.

4. **Conflicts Disclosures:** Compliance will provide existing and prospective investment advisory clients with a Conflicts Disclosure Report ("Disclosure Report"), listing all relationships that Wilshire has with investment managers and other relevant financial services providers ~~along with.~~ This will include disclosure regarding the Investor Group and lending arrangement with and Ares Management Corporation. Compliance will also include this information in Wilshire's ADV. Upon request Wilshire will provide additional information including a summary of the types of services that Wilshire may provide to ~~those entities with which it has disclosed a relationship.~~ The template of the Disclosure Report is attached hereto as Exhibit B. Finally, all materials distributed by Wilshire shall have disclosure appropriate to the context, including but not limited to disclosure about conflicts of interest.

**a. Wilshire Consulting ("Consulting")**

1. **Initial Disclosure:** Compliance will provide a Disclosure Report to new clients.
2. **Annual Disclosure:** Each calendar year, Compliance will send a Disclosure Report to all Consulting clients. The Disclosure Report usually will be delivered to clients along with Wilshire's annual ADV by April 30.
3. **Triggered Disclosure:** Whenever Consulting is recommending a manager or financial services provider to a non-discretionary advisory

client, Consulting must notify Compliance and Compliance will send a Disclosure Report to the client.

**b. Wilshire Funds Management (“WFM”) and Wilshire Private Markets (“WPM”)**

1. **Initial Disclosure:** Compliance will provide a Disclosure Report to ~~all~~ new clients upon request.
2. **Annual Disclosure:** Each calendar year, Compliance will send a Disclosure Report to ~~all~~ WFM clients and WPM advisory clients upon request. The Disclosure Report usually will be delivered to clients along with Wilshire’s annual ADV disclosure by April 30.
3. **WFM 3(21) and 3(38) Services:** WFM will not provide a Disclosure Report directly to 3(21) and 3(38) clients. WFM will provide, where appropriate, a Disclosure Report to the recordkeeper of such clients at the initiation of the recordkeeper relationship and annually with Wilshire’s annual ADV disclosure by April 30.

**c. Requested Conflicts Disclosures:** A Disclosure Report will be sent by Compliance if reasonably requested by a client ~~of any division~~. All requests for Disclosure Reports should be promptly forwarded to Compliance.

1. **Follow-up Disclosures:** Clients receiving a Disclosure Report may request more detailed information about managers or service providers, with which the client has or is considering a relationship, through its client service representative or by contacting Compliance. For each manager or financial services provider for which a client has requested additional information, Wilshire will, where appropriate, provide a report substantially in the form set forth in Exhibit C.

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**PROCEDURAL UPDATES:**

Amended: April 2009

Amended: May 2011

Amended: November 2014

Amended: January 2015

Amended: September 2016

Amended: June 2018

Amended: November 2020

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**EXHIBIT A – FORM OF MULTIPLE SERVICES TRANSACTION REVIEW FORM**

**Name of Client:** \_\_\_\_\_

**Business unit with primary relationship with client:**

- Analytics     Consulting     FMG     PMG

**Name of Primary Wilshire Contact:** \_\_\_\_\_

**Business unit to provide new services to client (if applicable):**

- Analytics     Consulting     FMG     PMG

**Length of primary relationship:** \_\_\_\_\_

**New proposed transaction (add additional pages if necessary):**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Relevant history of proposed new services/transaction/product**

1. *Is client currently receiving similar services from another provider?*  Yes  No  
2. *Please describe client's current arrangement with regards to the services sought.*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. *How did client become aware that Wilshire could provide the proposed services?*

\_\_\_\_\_  
\_\_\_\_\_

4. *Will client be aware that they will be required to acknowledge/agree to the potential conflict of interest in writing?*  Yes  No

5. Has transaction been approved by the relevant authority of the client? Yes No

If no, what steps need to be taken by client to obtain approval?

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**Summary of investment purpose or business rationale for proposed transaction (add pages if necessary):**

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**Summarize why client is interested in adding additional Wilshire products or services.**

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**Current fee structure and fees received from client:**

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**Proposed fee structure and fees (including new product/service):**

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**Please provide the following supporting documents (if/when available):**

1. Relevant communications with the client regarding the new/additional services.
2. Minutes of client's board meetings considering the services.
3. Proof of client's authorization to engage in new product/service.
4. Proposed amendment/addendum or new client contract.
5. Client's conflict of interest acknowledgment.
6. Client's current and proposed investment plan/asset allocation study.
7. Minutes of any Wilshire investment committee regarding the client.
8. For Consulting clients investing in WSTF: Completed peer review.

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## Wilshire Disclosure Report

This report details the types of services provided by the different business units of Wilshire Associated Incorporated (“Wilshire”) and the potential conflicts that may arise from those services. Should a client or prospective client want additional information regarding this Disclosure Report or Wilshire’s dealings with investment managers or financial services providers that the client has, or is considering having, a relationship with, they should contact Wilshire’s Compliance Department at [compliance@wilshire.com](mailto:compliance@wilshire.com). Additional information on how Wilshire seeks to mitigate conflicts of interest can be found in Wilshire’s ADV.

## Conflicts of Interest

[DEFINE RELEVANT CONFLICTS]

## Wilshire Services

[PROVIDE DETAIL OF THE SERVICES PROVIDED BY EACH DIVISION]

Wilshire Consulting

Wilshire Private Markets

Wilshire Funds Management

Wilshire Analytics

## Wilshire Financial Services Client List

[DETAIL RELEVANT CLIENTS]

Following is a list of investment managers and other financial services providers with which Wilshire currently has relationships.

Wilshire Client Name
Name of Client



**EXHIBIT C – FORM OF FOLLOW-UP REPORT**

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Suggested Report Format

**Report prepared for: [Client Name]**  
**Wilshire Associates Incorporated Additional <>Disclosure: Dated m/d/yyyy with data provided through [DATE]**  
**RE: [xxxxxxx CANDIDATES]**

This report is being provided in response to your request for more information about Wilshire’s relationships with managers or financial services providers with which you have a relationship. The information provided herein is confidential and proprietary and may not be disseminated to third parties or to Wilshire personnel, without the prior written consent of Wilshire Compliance. In preparing this report, Wilshire looks up the exact vendor name provided by you. Where our search reveals vendors with similar names, we will also provide you with this information. However, we do not include affiliated vendors with different names. If you have any further questions, please contact Wilshire Compliance at (310) 451-3051 or [compliance@wilshire.com](mailto:compliance@wilshire.com).

In preparing this report, Wilshire was provided with the following names:

Vendor	Wilshire Client Name	Relevant Division(s)	Wilshire Fees Through YYYY #Q
<ul style="list-style-type: none"><li>[Insert Vendor name If an affiliate of a Vendor add “(affiliate of [insert Vendor name])”]</li></ul>	[Insert Name]	[Name division(s)] – See attached for types of services that may be provided.	<ul style="list-style-type: none"><li></li></ul>

~~EXHIBIT C (Cont'd) - FORM OF FOLLOW-UP REPORT~~

~~Wilshire Services~~

~~[Include descriptions from the Wilshire Disclosure Report.]~~