FORM ADV PART 2A BROCHURE: Item 1 – Cover Page

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This Brochure provides information about the qualifications and business practices of National Asset Management, Inc. ("NAM"). If you have any questions about the contents of this Brochure, please contact us at 561-981-1000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

NAM is an SEC-registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about NAM also is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD number for NAM is 115927.

Our Brochure may be requested, free of charge, by contacting NAM's Compliance Department at 561-981-1000. Our Brochure is also available on our web site, www.namadvisorguide.com.

Item 2—Material Changes

This section describes the material changes to National Asset Management Inc.'s ("NAM") Part 2 of Form ADV ("Brochure") since its last annual amendment on December 24, 2020.

In lieu of providing clients with an updated Brochure each year, we typically provide our existing advisory clients with this summary describing any material changes occurring since the last annual amendment. We will deliver the Brochure or summary each year to existing clients within 120 days of the close of the fiscal year, which ends September 30. Clients receiving the summary of material changes who wish to receive a complete copy of our Brochure may request a copy at no charge by contacting our Compliance Department at (561) 981-1000.

The following summary of material changes were made to the Firms' Brochure:

1. The Firm added material revenue sharing arrangements and pertinent disclosures related to these arrangements for: a) The Bank Deposit Sweep Program b) Margin Program c) Transfer Cost Credit Program d) The Fidelity No Transaction Fee (NTF) Program e) Free Credit Interest Program f) Rebillables/ACAT Fees.
2. The Firm discontinued and removed the following programs from the Firm's Brochure: a) Alliance Program b) Liberty Program c) AFP Program.
3. The Firm added the Raymond James (IAD) relationship to its Brochure, including but not limited to, a description of the arrangement, conflicts of interest, and fee schedule.
4. The Firm added the following programs to its Brochure: a) Select Fund Program (SF) b) Select ETF Program (SETF).
5. The Firm added an acknowledgement of its fiduciary status with respect to retirement accounts and accompanying disclosures.

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FORM ADV PART 2A BROCHURE:

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Item 4 – Advisory Business

National Asset Management, Inc. ("NAM") is a subsidiary of National Holdings Corporation, the firm's sole owner. NAM was formed in 1994, and provides investment advisory services to individuals, trusts, estates, charitable organizations, corporations or other business entities, private funds, and pension and profit-sharing plans. NAM offers its clients various programs to provide flexibility in investment strategy based upon the investor's financial goals, circumstances and risk tolerance. Accounts generally have minimum account size requirements, which may be negotiable, depending on the client household, relationship, type and size of the account. Fees are reflected on periodic statements issued by the custodian no less frequently than quarterly. Advisory fees, including minimum fees as well as minimum account size, may be negotiable depending upon a range of factors including, but not limited to, account size and overall range of services provided.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on our advisory services. As used in this Brochure, the words "we," "our" and "us" refer to NAM and the words "you," "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Investment Advisory Representative ("IAR") throughout this Brochure. NAM advisory services are made available to clients through individuals associated with NAM as IARs. For more information about the IAR who provides advisory services to the client, client should refer to the Brochure Supplement for the IAR. The Brochure Supplement is a separate document that is provided by the IAR along with this Brochure before or at the time a client engages the IAR. If a client did not receive a Brochure Supplement for the IAR, the client should contact the IAR or NAM's Compliance Department.

As of September 30, 2021, we managed approximately $4,042,000,000 in client assets on a discretionary basis, and $1,706,000,000 in client assets on a non-discretionary basis.

ACKNOWLEDGMENT OF OUR FIDUCIARY STATUS WITH RESPECT TO RETIREMENT ACCOUNTS

When any of our financial professionals provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

TYPES OF ADVISORY SERVICES

NAM, through its IARs, offers advisory services described below to clients in various programs. Additional programs offered through NAM are described in its wrap fee program brochure (a wrap program is an advisory program in which advisory fees and execution fees are bundled, and NAM receives a portion of the wrap fee). Wrap fee and other programs are managed in the same manner. Under such customized engagements, clients authorize NAM to purchase and sell securities on a discretionary or non- discretionary basis (depending on the Program) pursuant to investment objectives chosen by the client. The client's IAR obtains the necessary financial data from the client, and assists in determining the appropriate program. The IAR provides ongoing investment advice and management that is tailored to the individual needs of the client through a review of the client's risk tolerance questionnaire. Depending on the program selected and the client's risk tolerance and objectives, the types of securities that may be purchased or sold include mutual funds, ETFs, equities, options, fixed income securities, structured notes, and interests in partnerships such as real estate, and oil and gas. In addition, IARs may manage the subaccounts of variable annuities. Clients generally may impose reasonable restrictions on investing in certain securities or groups of securities. If the client's instructions are unreasonable or NAM believes the instructions are inappropriate for the client, we will notify the client that, unless the instructions are modified, we may terminate the client's advisory agreement. NAM cannot accept instructions that prohibit or restrict the investment advisor of an open-end or closed-end mutual fund or exchange- traded fund, with respect to the purchase or sale of specific securities or types of securities within the mutual fund. Execution services are provided by an affiliated or unaffiliated broker-dealer. See Item 12, "Brokerage Practices" for additional details regarding potential conflicts of interest created by arrangements with an affiliated broker-dealer.

NAM provides investment advisory services to private funds. The detailed terms, strategies, and risks applicable to investors in the private funds are described in the private fund's organizational documents and offering memorandum. NAM does not recommend fund interests for client advisory accounts.

Following is a description of the firm's programs, other than sponsored wrap programs (an advisory program in which advisory fees and execution fees are bundled), which are described in a separate brochure. Wrap programs and other accounts are managed in the same manner. NAM receives a portion of wrap fees for NAM's services.

NAM receives only advisory and administrative fees, although its affiliates may receive execution and other fees depending on the program. See Item 12, "Brokerage Practices." For private funds, NAM or its affiliates receive carried interest and may receive an annual advisory fee. See Item 5, "Fees and Compensation" and Item 6, "Performance-Based Fees and Side-by-Side Management." All fees paid to NAM for investment advisory services are separate and distinct from the fees and expenses charged by custodians, variable annuities, ETFs and mutual funds (described in each fund's prospectus) to their shareholders. Further, transaction charges may apply when purchasing or selling securities depending on the program. See Program Descriptions below.

CURRENTLY OFFERED PROGRAMS

Advisor-as-Portfolio Manager

Under the Advisor-as-Portfolio Manager ("APM") Program, NAM, through the client's IAR, manages individual client accounts through various investments on a discretionary basis. NAM may allocate a portion of a client's assets to sub-managers. In this program, NAM utilizes Envestnet for administrative services, and in some cases for trading at the applicable custodian through the Envestnet platform. The minimum initial investment for this program is $25,000. The minimum account size requirements may be negotiable depending on the client household, relationship, type and size of the account.

In the APM, clients will pay an assets under management ("AUM") investment advisory fee, as well as, depending on the custodian and fee schedule selected, a separate annual account fee and transaction fees.

The AUM fee is negotiated between the IAR and the client using schedules listed below as a maximum. The fee schedule, including the administrative fee, is included in the NAM Investment Advisory Agreement.

Total Account Value	**Maximum Annual Fee[1]**	**Maximum Annual Fee[2]**
First $250,000	2.75%	2.50%

Next $750,000	2.50%	2.25%
Above $1,000,000	2.00%	1.75%

[1] No transaction fees (the IAR may elect to pay transaction fees)

[2] Transaction fees paid by client

If a client has large asset inflows or outflows during the year that cross the minimum asset value threshold, it is possible for an account to be assessed a minimum fee for a particular quarter even if at the end of the year a look back over the account's average balance for the entire year would have placed it above the minimum asset value threshold. In limited circumstances, administrative fees are negotiable. In addition to the AUM fee, an annual $75 account fee will be charged either to the client or to the IAR based on the administrative/transaction fee schedule selected by the client—see below Administrative/ Transaction Fee Schedule. Transaction fees will be either included in the client's investment advisory fee or billed separately to the client depending on the administrative/ transaction fee schedule of the custodian selected by the client.

Clients may select from one of the fee schedules set forth in the Administrative/ Transaction Fee Schedule. The selection of a fee schedule, custodian, and the custodian's current fee schedule will impact the total cost of services provided. Certain custodians offer wrap arrangements in which an additional AUM fee can be paid in lieu of transaction fees. See Wrap Brochure.

Transaction fees and administrative fees may be borne by the IAR, at the IAR's election. If the IAR pays for these charges, a higher AUM fee (but not beyond the above maximums) may be negotiated to cover the additional costs. If the IAR pays the transaction charges, an IAR would have an incentive to limit trading in the account because the IAR would be charged when executing trades. Asset-based clearing is available at certain custodians as noted in the Administrative/ Transaction Fee Chart. An arrangement that charges AUM fees instead of transaction charges typically assumes a normal amount of trading activity, but under particular circumstances such as prolonged periods of inactivity or asset allocations with significant fixed income or cash weighting, this could result in higher compensation than if transaction fees were paid separately for each transaction. In negotiating AUM fees and transaction fees, IARs will discuss with their clients the impact of the size of their account and the anticipated level of activity in the account (with resulting transaction fees) based on the proposed strategy for their account.

If NFS/NSC or RJ/NSC are selected as the custodian/broker, the custodians and NSC will retain the transaction fees. See Item 12, "Brokerage Practices."

ADMINISTRATIVE/TRANSACTION FEE SCHEDULE

Custodian	Fee Schedule	Transaction Fees	Annual Account Fee	Notes
NFS	Premier[1]	Stocks/ETF: $6.95 Mutual Funds: $10.00 Bonds/UITs: $15.00	$75[2]	
NFS	Wrap & Wrap Plus[3]	Included in AUM Fee	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees
Fidelity	Premier: transaction based pricing[1]	Please refer to Fidelity's fee schedule	$75[2]	
Fidelity	Wrap[3]	Included in the advisory fee (AUM charge)	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees
Fidelity	Asset-based pricing	Included in the advisory fee (AUM charge)	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees
TD Ameritrade	Premier: transaction- based pricing[1]	Please refer to TD Ameritrade's fee schedule	$75[2]	
TD Ameritrade	Premier: asset-based pricing[4]	Please refer to TD Ameritrade's fee schedule	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees
TD Ameritrade	Wrap[3]	Please refer to TD Ameritrade's fee schedule	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees
Schwab	Premier: transaction- based pricing[1]	Please refer to Schwab's fee schedule	$75[2]	
Schwab	Premier: asset-based pricing[4]	Please refer to Schwab's fee schedule	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees
Schwab	Wrap[3]	Please refer to Schwab's fee schedule	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees
Raymond James (IAD)	Wrap[3]	Please refer to Raymond James's fee schedule	Paid by IAR	The advisory fee/AUM charge may be higher than for programs with transaction fees

[1] Transaction charges are not included in the AUM fee for this account. You will pay separate transaction charges for each purchase and/or sale of securities according to the selected brokerage firm's fee schedule. [2] There is a $75 annual account fee for this account. You will pay this fee in addition to the AUM fee.
[3] Transaction charges are included in the Client Fee for this account. You will not pay separate

transaction charges for the purchase and/or sale of securities according to the selected brokerage firm's fee schedule. The AUM fee may be higher than in the Portfolio Advisor Premier schedule.

[4] Transaction charges are not included in the Client Fee for this account. You will pay separate asset-based charges for the purchase and/or sale of securities according to the selected brokerage firm's fee schedule.

The AUM and administrative fees are deducted automatically from the account quarterly in advance. The initial AUM Fee for the first calendar quarter or part thereof in which the client participates in the Program is calculated based on the assets in the account and prorated based on the number of calendar days remaining in the partial quarter from the date the account is accepted by NAM. Thereafter, the Program Fee is calculated at the beginning of each calendar quarter based on the value of Program Assets on the last business day of the prior calendar quarter. However, if an Account is opened in the last month of a calendar quarter, the Program Fee will be calculated and debited for the remaining period in the calendar quarter plus the next calendar quarter on or about the day after initial Program Assets are placed into the Program. If a client invests or withdraws $10,000 or more in any Account after the inception of a calendar quarter, the Program Fee for that quarter will be recalculated and pro-rated as of the day of the additional investment or withdrawal. The Custodian will determine fair market value for Program Fee calculation purposes. If the Client Agreement is terminated and all Program Assets are withdrawn from the Program prior to the end of a quarter, the pro rata portion of the Program Fee will be reimbursed to the client. See below "Additional Fees for Most Programs" regarding additional fees that apply.

The Program is operated as a directed brokerage subject to most favorable execution of client transactions. The client can select among the following custodians: NFS (with brokerage through National Securities Corporation, a NAM affiliate), Schwab, Fidelity, TD Ameritrade and Raymond James. By directing brokerage, clients might not receive the benefit of the lowest trade price then available for any particular transaction or client account trade orders might not be able to be aggregated to reduce transactional costs.

Morningstar Managed Portfolios Program

The Morningstar Managed Portfolios Program is a program offered through Morningstar Investment Services, Inc. ("MIS"). MIS maintains a proprietary program consisting of multiple investment strategies with multiple portfolios intended for a range of clients based on such factors as age, financial situation, time horizon, risk tolerance and any reasonable restrictions that the client may place on the portfolio selected for its account. The Program includes various strategies consisting of mutual funds, exchange-traded funds, and equity securities; MIS or an affiliate of MIS provides discretionary management for the Program account. NAM assists clients considering the Program in filling out a questionnaire, in selecting an appropriate investment strategy from those available within the Program (mutual fund strategies, stock basket strategies and exchange-traded funds strategies), in determining whether any reasonable restriction on the investment of account assets should be imposed and selecting the appropriate portfolio from the portfolios offered under the program. The minimum initial investment for this program is $25,000.

The minimum account size requirements are negotiable depending on the client household, relationship, type and size of the account.

Clients are charged an annual fee on a quarterly basis, in advance, based on the following schedules. NAM's advisory fees are negotiable; fees paid to MIS are not.

Mutual Fund Strategies:

	First $500K	Next $500K	Next $1MM	Over $2MM
MIS Net Fee	0.40 %	0.35 %	0.30%	0.20%
NAM Advisory Fee	1.10%	1.05%	1.00%	0.90%
Total Fee	1.50%	1.40%	1.30%	1.10%

Annual minimum MIS advisory fee: $200

Morningstar Mutual Fund Strategies:

	First $500K	Next $500K	Next $1MM	Over $2MM
MIS Net Fee	0.20%	0.15%	0.10%	0.05%
NAM Advisory Fee	1.10%	1.05%	1.00%	0.90%
Total Fee	1.30%	1.20%	1.10%	0.95%

Select Equity Strategy:

	First $500K	Next $500K	Next $1MM	Over $2MM
MIS Advisory Fee	0.55%	0.50%	0.45%	0.40%
NAM Advisory Fee	1.10%	1.10%	1.10%	1.10%
Total Fee	1.65%	1.60%	1.55%	1.50%

Annual minimum MIS Advisory Fee (Custom Series):$1375
Annual minimum MIS advisory Fee (Strategist Series): $550

ETF Strategies:

	First $500K	Next $500K	Next $1MM	Over $2MM
MIS Advisory Fee	0.30%	0.25%	0.20%	0.15%
NAM Advisory Fee	1.10%	1.10%	1.10%	1.10%
Total Fee	1.40%	1.35%	1.30%	1.25%

Annual minimum MIS Advisory Fee: $150

Active/Passive Strategies:

	First $500K	Next $500K	Next $1MM	Over $2MM
MIS Advisory Fee	0.30%	0.25%	0.20%	0.15%
NAM Advisory Fee	1.10%	1.05%	1.00%	0.90%
Total Fee	1.40%	1.30%	1.20%	1.05%

Clients select their custodian for this program. By directing brokerage, clients might not receive the benefit of the lowest trade price then available for any particular transaction or client account trade orders might not be able to be aggregated to reduce transactional costs. In addition to the MIS and NAM Advisory Fees, custodians might impose fees on an asset- based or per transaction basis. See "Additional Fees for Most Programs" below regarding additional fees that apply.

Brinker Managed Portfolios

Brinker Capital offers a multi-asset class investment solution through their Core Asset Manager and Wealth Advisory programs. Brinker Capital's overall investment philosophy revolves around multi-asset class investing. Brinker applies the principles of diversification, innovation and active management across these programs to create their portfolios and develop individual strategies to help investors achieve their investment goals and objectives. These programs will include various strategies including investing in separately managed accounts (SMAs), mutual funds and ETFs as well as tailoring individual portfolios through a Brinker portfolio manager. The minimum for these programs begins at $500,000 and fees may vary depending on account size. National Financial Services is the custodian and clearing platform for Brinker Capital accounts.

Core Asset Manager

Brinker Capital Fees

Assets	Fee
First $100,000	0.64%
Next $900,000	0.50%
Next $1 million	0.45%
Next $1 million	0.40%
Next $2 million	0.35%
Over $5 million	Negotiable

Custody and Clearing Fees

	Core Guided	Core Equity	Core Fixed Income	Completion Strategies
Minimum	$650	$275	$200	$200
First $250,000	0.10%	0.19%	0.09%	0.09%
Next $250,000	0.09%	0.10%	0.07%	0.07%
Next $500,000	0.08%	0.06%	0.05%	0.05%
Next $1 million	0.05%	0.03%	0.03%	0.03%
Next $3 million	0.05%	0.03%	0.03%	0.03%
Remainder	0.03%	0.03%	0.03%	0.03%

Separate Account Manager Fees*

Equity	0.20 – 0.50%
Fixed Income	0.20 – 0.40%

<u>Wealth Advisory</u>

Brinker Capital Fees

Assets	Fee
First $1 million	0.50%
Next $1 million	0.45%
Next $1 million	0.40%
Next $2 million	0.35%
Remainder	0.30%

Custody and Clearing Fees

Assets	Fee
First $250,000	0.10%
Next $250,000	0.09%

Next $500,000	0.08%
Next $1 million	0.05%
Next $3 million	0.05%
Remainder	0.03%
Minimum Fee	$650

*Fees may vary

SEI Managed Portfolios

SEI offers multiple investment strategies to fulfill the goals and objectives of the client. These strategies cover tax-managed, retirement income distribution, and tactical diversification to meet the needs of a client. SEI's mission is to help clients achieve continued success by developing consistent and relevant solutions delivered through an outstanding client experience. The available strategies are offered through mutual fund, ETF and managed account programs which SEI custodies directly.

SEI ETF Strategies

First $250,000	0.45%
Next $250,000	0.40%
Next $500,000	0.35%
Next $1 million	0.30%
Next $3 million	0.25%
Next $5 million	0.22%
Over $10 million	0.20%

SEI Mutual Funds and Managed Account Solutions

There are no platform fees on SEI's mutual fund and managed account programs, however there are transaction fees associated with these programs that begin at 0.20%. SEI utilizes their own mutual funds which have their own expense ratios associated with the funds.

Investment Advisor Program

NAM offers a Program for accounts held by a custodian other than NFS, Schwab, Fidelity, Raymond James, or TD Ameritrade, pursuant to which IARs provide advisory services with respect to variable annuity products, plans such as 401(k)s, 403(b)s, mutual funds, and retirement funds. The IAR provides investment advice regarding the investment and reallocation of assets among sub-accounts offered by the insurance company that issues a variable annuity, or investment options offered by 401(k)s, 403(b)s, mutual funds and other plans in accordance with a client risk tolerance questionnaire. These services are offered on a discretionary or non-discretionary basis. For discretionary accounts, the IAR will be primarily responsible for making investment decisions with respect to the variable annuity, mutual fund or plan, including allocations and reallocations among sub-accounts or investment options. The minimum initial investment for the Program is $25,000. The minimum account size requirements are negotiable depending on the client household, relationship, type and size of the account.

In this Program for annuity and retirement products, clients are assessed a quarterly AUM fee of up to 2.5% (in some instances a flat fee can be negotiated) and an administrative fee which generally is $75 per year per account. The amount of the administrative fee is negotiable with the IAR in limited circumstances.

National Advisory Programs Operated Using Envestnet Platforms

National offers three programs using Envestnet's Platform, with transactions executed through and assets held at custodians selected by clients: the Separate Accounts Program for Separately Managed Accounts ("SMA") the Unified Managers Program ("UMA"), and the Fund Strategists Portfolio ("FSP") program. Envestnet Asset Management, Inc. is an investment management firm that provides investment management and investment advisory services through independent investment advisors.

For these programs, the client and client's IAR compile pertinent financial and demographic information to develop an investment program designed to meet the client's goals and investment objectives. Utilizing Envestnet's platform tools, National, through the IAR, will allocate, or recommend asset allocations for, the client's assets among the different options in the Program based on the client's investment needs, objectives, time horizon, risk tolerance and any other pertinent factors. Envestnet's research team uses a number of proprietary analytical tools and commercially available optimization software applications in developing its asset allocation strategies. For all Programs, the client directly owns the underlying securities, mutual funds or exchange-traded funds ("ETFs"). Mutual funds, ETFs, closed-end funds, unit investment trusts and real estate investment trust exchange traded funds are collectively referred to throughout this document generally as a "Fund" or "Funds."

Separately Managed Account ("SMA") For clients selecting the Private Managers Program for separately managed accounts, the client is offered access to an actively managed investment portfolio chosen from a roster of independent asset managers ("Manager") from a variety of disciplines. Unlike a mutual fund, where the funds are commingled, an SMA is a portfolio of individually owned securities that can be tailored to fit the client's investing preferences. Clients may also select individual Funds through the SMA Program. Envestnet will either assist the IAR in identifying individual asset managers and Funds that correspond to the proposed asset classes and styles or the IAR may independently identify asset managers and Funds. Envestnet retains the Managers for portfolio management services in connection with the SMA Program through separate agreements entered into between Envestnet and the Manager on terms and conditions that Envestnet deems appropriate.

There is a minimum account size for this program of $100,000 per account for equity and balanced portfolios; $250,000 for fixed income portfolios. The minimum for each mutual fund is $2500 per fund. Certain Managers may have higher or lower minimums than stated above in their sole discretion.

Unified Managers Program ("UMA") For clients using the UMA program, the client is offered a single portfolio that accesses multiple asset managers and Funds, representing various asset classes, that is customized by the client's financial advisor on a discretionary basis. Utilizing the Envestnet tools, the IAR customizes the asset allocation models for a particular client. The IAR then further customizes the portfolio by selecting the specific, underlying investment strategies or Funds in the portfolio to meet the client's needs. Envestnet will either assist the IAR in identifying individual asset managers and Funds that correspond to the proposed asset classes and styles or the IAR may independently identify asset managers and Funds. Once the IAR has established the content of the portfolio, Envestnet provides overlay management services for UMA accounts and implements trade orders based on the directions of the investment strategies contained in the UMA portfolio.

There is a minimum account size for the UMA program of $150,000 per model allocation, which may be negotiable. Certain Managers in the Program may have minimums applicable to the sleeve that they manage.

Fund Strategist Portfolios Program ("FSP") The FSP Program makes available asset allocation strategies of a variety of mutual fund and ETF asset managers on a discretionary basis. Each portfolio may consist solely of mutual funds or ETFs or may combine both types of funds to pursue different investment strategies and asset class exposures. Pursuant to a licensing agreement entered into with the asset manager, Envestnet provides overlay management of the portfolios and performs administrative and trade order implementation duties pursuant to the direction of the asset manager. The minimum account size for the FSP Program is generally $25,000.

In each of these programs, clients will receive separate advisory brochures specific to Envestnet and to models/managers selected.

Under each of the programs, discretionary authority is granted to manage assets held in the accounts, as well as to change Managers. However, NAM and Envestnet will generally not exercise their discretion to change Managers. NAM will recommend replacement of portfolio managers at any time the client's investment objectives, as communicated to NAM, change so as to make replacement appropriate or if NAM believes the Manager is not performing as well as expected, or if a Manager is removed from the Program.

For certain Managers, Envestnet has entered into a licensing agreement with the Manager, whereby Envestnet performs administrative and/or trade order implementation duties pursuant to the direction of the Manager. In such situations the Manager is acting in the role of a model provider through the use of investment models ("Third Party Models"). In that case, the asset manager, acting as a "Model Provider," constructs an asset allocation and selects the underlying investments for each portfolio. Envestnet performs overlay management of the Third-Party Models by implementing trade orders and periodically updating and rebalancing each Third Party Model pursuant to the direction of the Model Provider. Envestnet may, from time to time, replace existing Model Providers or hire others to create Third Party Models and cannot guarantee the continued availability of Third Party Models created by particular Model Providers. In managing the Third Party Models, certain Model

Providers may pursue an investment strategy that utilizes underlying mutual funds or exchange-traded funds advised by the Model Provider or its affiliates ("Proprietary Funds"). In such situations, the Model Provider or its affiliates may receive fees from the Proprietary Funds for serving as investment advisor or other service provider to the Proprietary Fund (as detailed in the Proprietary Fund's prospectus). These fees will be in addition to the management fees that a Model Provider receives for its ongoing management of the Third Party Models and creates a financial incentive for the Model Provider to utilize Proprietary Funds. Clients should discuss any questions with or request information from, NAM concerning the use of proprietary funds in third party models or the conflict of interest this creates.

Envestnet has developed a process to collect and report data on investment style and philosophy, past performance and personnel of money managers, who are designated as "approved." NAM leverages this process in making recommendations to you. Envestnet also makes available other money managers for which it has not performed due diligence; NAM may make those managers available if it conducts due diligence on those managers, including review of investment style and philosophy, past performance and personnel of Managers. The processes for implementing the Programs, as well as Envestnet's process for selecting, evaluating and monitoring approved managers, are more fully described in Envestnet's ADV Part 2A. You may be restricted in your ability to directly contact and consult with managers, but your IAR is available to address any questions, issues or concerns regarding these managers.

Neither NAM nor any IAR assumes responsibility for the conduct of portfolio managers, including their performance or compliance with laws or regulations. Clients are advised and should understand that (a) such manager's past performance is no guarantee of future results; (b) there is a certain market and/or interest rate risk which may adversely affect any manager's objectives and strategies and could cause a loss in a client's account, and (c) any risk parameter or comparative index selections provided for accounts are guidelines only; there is no guarantee that they will be met or exceeded.

At least annually, NAM will contact the client and request current information about the client to determine whether there have been any changes in that information. NAM will provide the portfolio manager with any such updated information the client provides. Clients are encouraged to, and are responsible for, regularly bringing material changes in objectives or financial situations to the IAR's attention. Any changes will be forwarded to the portfolio manager.

Envestnet operates the programs on its platform as a directed brokerage subject to most favorable execution of client transactions. The client can select among the following custodians: NFS (with brokerage through National Securities Corporation, a NAM affiliate), Raymond James, Schwab, Fidelity, and TD Ameritrade. For additional information about the custodians, see below under "Available Custodians under the Envestnet Platform." Clients can request information about the specific charges from the custodian. By directing brokerage, clients may not receive the benefit of the lowest trade price then available for any particular transaction or client account trade orders may not be able to be aggregated to reduce transactional costs. Managers and Envestnet will have the authority to effect transactions for client accounts with or through a broker, dealer or bank other than that directed by client, if Envestnet or Manager believes that "best execution" of transactions may be obtained through such other broker, dealer or bank, including any broker-dealer that is affiliated with NAM, Envestnet or Manager. In such cases, commissions or other compensation to the brokers in such transactions will be in addition to the Program Fee. Third-party managers may have policies to aggregate your trades with their own trades or trades for other clients as disclosed in more detail in each third party's Form ADV Part 2A or offering document, as applicable.

The Envestnet platform provides various services that benefit NAM and its affiliates, such as billing services and proposal and recordkeeping tools. In addition, Envestnet offers training and conferences (including payment for travel and other services or entertainment that may not be strictly related to understanding the product) to associates who generate significant levels of assets under management with Envestnet. These benefits, economic and otherwise, create a conflict of interest. However, IARs have a fiduciary duty to recommend the most appropriate program for their clients.

Envestnet Platform accounts are charged fees including, but not limited to, advisory, execution, custodial and reporting services, and Manager fees when applicable.

The amount of the AUM fee agreed upon between NAM and the client is negotiated between NAM and the client, with the rate, which includes the administrative fee, included in the Statement of Investment Selection for the Program. The following are guidelines:

Account Value	**Annual Fee**
First $1,000,000	2.75%
Next $1,000,000	2.50%
Next $3,000,000	2.25%
Above $5,000,000	2.00%

In the SMA program, there is a minimum annual AUM per account fee of $300 for equity and balanced accounts and $375 minimum annual per account fee for fixed income accounts and $150 for mutual fund accounts. In the FSP program, there is a minimum annual AUM per account fee of $100. There is a $175 minimum annual fee in the UMA program. There is a $150 minimum annual fee in the Advisor as Portfolio Manager Program.

Under certain circumstances the minimum may be negotiable or waived. For purposes of calculating the Program Fees, the "account value" is determined by the custodian. See "Additional Fees for Most Programs" regarding additional fees that may apply.

For certain programs, clients may negotiate fees which can unbundle component costs, i.e. the advisory, execution, custodial reporting services, and sub-manager fees. Should clients negotiate unbundled fees, they will no longer be charged a "wrap" fee. Such clients should refer to NAM's Form ADV Part 2A.

The fee is deducted automatically from the account quarterly in advance. The initial fee for the first calendar quarter or part thereof in which the client participates in the Program is calculated on the day after initial Program Assets are placed in the Program and prorated based on the number of calendar days in the partial quarter. Thereafter, the Program Fee is calculated at the beginning of each calendar quarter based on the value of Program Assets on the last business day of the prior calendar quarter. However, if an Account is opened in the last month of a calendar quarter, the Program Fee will be calculated and debited for the remaining period in the calendar quarter plus the next calendar quarter on the day after initial Program Assets are placed into the Program. If a client invests or withdraws $10,000 or more in any Account after the inception of a calendar quarter, the Program Fee for that quarter will be recalculated and pro-rated as of the day of the additional investment. The custodian will determine fair market value for Program Fee calculation purposes. If the Client Agreement is terminated and all Program Assets are withdrawn from the Program prior to the end of a quarter, the pro rata portion of the Program Fee will be reimbursed to client.

From these fees, Envestnet pays the portfolio managers fees ranging from 0.15% to 1.00% of assets under management. In general, a fixed income manager is paid 0.20-0.35%, and an equity manager is paid between 0.30-0.50%. Certain third-party fund strategists may not charge management fees, because they utilize their proprietary mutual funds and/or ETFs and receive fees from the underlying expenses of the Funds. Breakpoints may be available for larger accounts, and managers vary as described in Envestnet's Form ADV Part 2A.

Envestnet may liquidate assets transferred into a Program in its sole discretion. Clients should thus be aware that if they transfer in-kind assets into a Program, Envestnet may liquidate such assets immediately or at a future point in time and clients may incur a brokerage commission or other charge, including a CDSC. Clients also may be subject to taxes when Envestnet liquidates such assets. Accordingly, clients should consult with their financial advisor and tax consultant before transferring in-kind assets into a Program.

The Program may cost the client more or less than the client would pay if investment advice, brokerage and other services were purchased separately. Clients should consider the value of these services when making comparisons. The combination of custodial, consulting and brokerage services may not be available separately or may require multiple accounts, documentation and fees. In addition, certain advisors may not be available to certain clients outside the consulting relationship either because of minimum account sizes, fee schedules, geographic availability or other factors. Clients should also consider the amount of anticipated trading activity when selecting among Programs and assessing the overall cost. Fee-based programs typically assume a normal amount of trading activity and, therefore, under particular circumstances, prolonged periods of inactivity or asset allocations with significant fixed income or cash weightings may result in higher compensation than if commissions were paid separately for each transaction.

The IAR who recommends the Envestnet Program receives compensation as a result of a client's participation in the Program. IARs who manage accounts under the Program receive an advisory fee after payment of fees to the custodian. The amount of this compensation may be more or less than what the IAR would receive if the client paid separately for investment advice, brokerage and other services. The IAR may therefore have a financial incentive to recommend the Program over other Programs and services.

Available Custodians under the Envestnet Platform

NAM does not have any traditional soft-dollar arrangements. However, as discussed below and throughout this document, NAM and its affiliates receive benefits from relationships with custodians, which it does not have to produce or pay for, and NAM may have an incentive to recommend a broker-dealer based on our interest in receiving the benefits, rather than on clients' interests in receiving most favorable execution. NAM's affiliated brokerage firms and its clearing firms receive compensation or other consideration for routing orders to particular broker/dealers or market centers for execution. Those brokerage firms provide quarterly reports (Rule 606 reports) regarding order routing practices, which identify the significant venues, as defined in the rule, where orders were routed in listed equity securities and listed options, as well as order routing details. The quarterly routing reports are available on the brokerage firms' websites. Further information may be obtained by contacting your IAR or the applicable broker-dealer for the program.

Relationships with the custodian/broker-dealers listed below may include benefits provided to our firm, including but not limited to market information and administrative services that help our firm manage your account(s). NAM will require that each client open an account with the applicable custodian/broker-dealer by entering into an account agreement directly with them.

We believe that the broker-dealers listed below provide quality execution services for our clients at competitive prices.

Select Funds Program (“SF”) – Legacy Program

SF is an asset allocation program, which invests exclusively in mutual funds. SF offers you the opportunity to obtain portfolio management services from a select, prescreened group of mutual funds selected by NAM. Your investment needs, objectives, and risk tolerance (together, “Objectives”) are determined by you and your IAR from data provided by you. Based upon the established Objectives, NAM will select one of five model portfolios, “Conservative,” “Conservative - Moderate,” “Moderate,” “Moderate - Aggressive,” and “Aggressive.” The composition of your account will include selected mutual funds that NAM determines will reasonably achieve your Objectives. NAM has discretion to purchase a number of different mutual funds to establish the account and will periodically, thereafter, sell mutual funds that no longer meet the model objectives and replace them with other mutual funds as appropriate. NAM will conduct account reviews on a periodic basis, or as specific circumstances warrant. At this time, SF is available on the platforms of clearing firms Raymond James and National Financial Services, LLC (“NFS”). The mutual funds are selected from a universe of No Transaction Fee (“NTF”) funds available through Clearing Platforms may rebalance your account as dictated by circumstances. Investment allocation decisions as well as specific portfolio securities selections are reviewed on a periodic basis. NFS does not maintain custody of the individual mutual funds in your portfolio. You are the owner of the mutual funds, which are held in an account maintained in your name with the clearing firm. The minimum initial account size for WSF is $30,000. NAM employees and registered persons may qualify for a smaller minimum account

Select ETF Program (“SETF”) – Legacy Program

SETF is an asset allocation program that invests exclusively in Exchange Traded Funds (“ETFs”) and cash. SETF offers you the opportunity to obtain risk-based portfolios, strategically modeled from a select group of ETFs. The portfolios will be managed with the intention of tax efficiency. Your investment needs, objectives and risk tolerance are determined by you and your IAR from data provided by you. Winslow may rebalance the portfolio as dictated by circumstances to conform to the selected program. Investment allocation decisions, as well as specific portfolio securities selections, are reviewed on a periodic basis. Your portfolio will be managed on a discretionary basis where the IAR/Team has authority to enter trades without your prior approval. The minimum initial account size for SETF is $100,000. NAM employees and registered persons may qualify for a smaller minimum account.

Financial Planning

Certain IARs provide personal financial planning tailored to the individual needs of the client. Financial planning services are billed either on a flat fee basis or an hourly rate as negotiated between the IAR and the client. Pursuant to the client agreement, NAM develops a financial plan, which provides client with a financial analysis and recommendations or provides other financial planning services in addition to or in lieu of a financial plan. The services take into account information collected from the client such as financial status, investment objectives and tax status, among other data. NAM IARs do not provide legal or tax advice through NAM.

Neither NAM nor an IAR will have any discretionary investment authority when offering financial planning. If the client elects to engage the IAR, the planning services may include recommendations regarding the types of investment products or securities that may be appropriate for the client to consider, along with various financial strategies by which certain investment recommendations can be implemented. If a financial plan includes recommendations regarding investments, the client has a choice where to implement those recommendations and can use advisors or broker-dealers other than NAM or its affiliates.

Private Fund NAM as Advisor

NAM provides discretionary management services to private funds.

Fees associated with the private funds may include an annual management fee and carried interest as described in the Funds' offering documents. See Item 5, "Fees and Compensation" and Item 6, "Performance-Based Fees." In addition, the private funds pay operating expenses and other costs of the funds, including fund formation costs. Details of the fees and costs associated with private funds are included in the documentation specific to each fund.

Private fund interests advised by NAM cannot be held in NAM advisory accounts.

Reporting Services

NAM offers reporting services, pursuant to which assets held outside of NAM is collected and combined with data for assets held within NAM, for a flat fee of $25 per aggregated account per year, charged quarterly in advance.

Retirement Solutions

NAM delivers retirement solutions to plan providers, plan sponsors, and participants through various products, services and custodial platforms, including FOLIO Institutional. Pursuant to the Program, NAM may recommend third-party administrators or clients can select their own.

Additional Fees for Most Programs: Additional fees, which will be separately borne by clients, include: (i) dealer markups, markdowns or spreads by non-affiliated broker-dealers charged on transactions in over-the-counter securities; (ii) costs relating to trading in certain foreign securities; (iii) the internal charges and fees that are imposed by any collective investment vehicles ("Collective Investment Vehicles"), such as mutual funds and closed-end funds, unit investment trusts, exchange-traded funds or real estate investment trusts (such as fund operating expenses, management fees, redemption fees, 12b-1 fee and other fees and expenses) or other regulatory fees; further information regarding charges and fees assessed by Collective Investment Vehicles can be found in the appropriate prospectus or offering document; (iv) brokerage commissions or other charges imposed by broker-dealers or entities other than the custodian if and when trades are cleared by another broker-dealer; (v) the charge to carry tax lot information on transferred mutual funds or other investment vehicles, postage and handling charges, returned check charges, transfer taxes; stock exchange fees or other fees mandated by law; and (vi) any brokerage commissions or other charges, including contingent deferred sales charges ("CDSC") imposed upon the liquidation of "in-kind assets" that are transferred into the Program. In addition to the redemption fees described above, a client will generally incur redemption fees when the Advisor determines that it is in the client's overall interest, in conjunction with the stated goals of the investment strategy, to divest from certain Funds prior to the expiration of the minimum holding period of the funds. Some mutual funds also assess redemption fees to investors upon the short-term sale of its funds. Depending on the particular mutual fund, this may include sales for rebalancing purposes. Please see the prospectus for the specific mutual fund for detailed information regarding such fees.

The program fees do not cover certain custodial fees that are charged to clients by the custodian. A custodian might charge a minimum account fee. Clients also may be charged for specific account services, such as ACAT transfers, electronic fund and wire transfer charges, and for other optional services elected by clients. Similarly, the program fees do not cover certain non-brokerage-related fees such as individual retirement account ("IRA"), trustee or custodian fees and tax-qualified retirement plan account fees and annual and termination fees for retirement accounts (such as IRAs). To the extent permitted by law, brokers can act on a principal basis. The broker would retain any mark-ups, mark-downs or "spreads" associated with any such transaction in which it acts as principal. In limited cases, with prior client consent, NAM affiliates can act as principal.

In any program, clients can elect an additional service to link non-managed accounts for reporting purposes for a fee of $6.25 per quarter.

Item 5 - Fees and Compensation

Fee ranges are listed for each Program in Item 4, “Advisory Business.” Fees are subject to negotiation depending upon a range of factors including, but not limited to, client household/relationship type and size of account.

The specific manner in which fees are charged by NAM is established in a client’s written agreement with NAM. NAM directly deducts its fees quarterly in advance, although legacy programs may be monthly or quarterly in arrears depending on the contract. On termination of an account, NAM automatically refunds the pro rata portion of any prepaid fees for the portion of the quarter (or month, as the case may be) remaining after termination, except that administrative fees are not prorated or refunded. Accounts initiated or terminated during a calendar month or quarter will be charged a prorated fee.

Most NAM programs described in this brochure provide for an AUM fee, plus transaction fee, plus administrative fees. Clients also incur certain charges imposed by custodians, brokers, third party investment managers and other third parties, such as ACAT exit fees, registered investment product deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Variable annuities, mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in the product/fund’s prospectus. Clients may incur costs from their prior custodians when moving their accounts to NAM. See “Additional Fees for Most Programs.” Such charges and fees are in addition to NAM’s fee, while a NAM-affiliated broker receives a portion of these fees. Item 12 describes the factors that NAM considers in selecting or recommending custodians/broker dealers for client transactions and determining the reasonableness of their compensation and addressing conflicts of interest.

As part of its fiduciary duty to clients, NAM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by NAM or its related persons in and of itself creates a conflict of interest, which could indirectly influence NAM’s choice of Clearing Agent for custody and brokerage services.

Private Funds

Fees associated with private funds for which NAM acts as advisor may include an annual management fee or carried interest, as described above, and are governed by the investment management agreement between NAM and the Fund's manager. See Item 6 "Performance-Based Fees" with respect to carried interest. In addition, each private fund pays operating expenses and other costs of the fund. Details regarding the fees and costs associated with each private fund are detailed in the documentation specific to each fund.

Compensation Received by IARs for Transactions Outside of NAM

An IAR associated with NAM may also be registered with broker-dealer affiliates of NAM and may render securities brokerage services through those broker-dealers under a commission arrangement. Clients may elect to effect securities transactions outside of their NAM accounts through certain of NAM's IARs in their respective individual capacities as registered representatives of NSC, an SEC registered broker-dealer and member of FINRA affiliated with NAM. NSC may charge brokerage commissions to effect these securities transactions and thereafter, a portion of these commissions may be paid by NSC to the IAR in his/her capacity as a registered representative of the broker-dealer. A client who wishes to obtain such brokerage services would be required to enter into a brokerage account agreement with NSC. The brokerage commissions charged by NSC may be higher or lower than those charged by other broker-dealers.

Dually registered IARs might receive, through NSC, compensation from the sale of mutual funds, including ongoing 12b-1 fees (trails). Dual registration presents a conflict of interest and gives IARs an incentive to recommend investment products based on the compensation received, rather than on a client's needs. However, if a client establishes both an advisory account (advised by NAM) and a brokerage account (through NSC), the client and the IAR will establish the types of transactions that will be made in each account. Further, as a matter of procedure, NAM does not permit mutual funds with front- end or back-end commissions in the advisory program. Mutual fund share classes that traditionally charge either a front-end sales commission or a deferred sales commission can be purchased without any sales commission in NAM accounts, however. If previously purchased mutual funds are transferred into an advisory account and a commission was earned by an IAR associated with NAM or its affiliates, advisory fees will be suppressed for a minimum of 18 months from the date of the initial investment. Further, fees received for any mutual fund that assesses a 12b-1 fee (trail) will be rebated back to client accounts. Clients have the option to purchase investment products that IARs recommend through unaffiliated broker-dealers.

NAM has a program that provides its IARs increased compensation for a limited period of time if they achieve certain goals, one of which is increasing their net new assets under management.

For participants in NAM's FDIC Insured Deposit Program, ("Deposit Accounts"), NAM may receive fees from National Financial Services. The amount, if any, is subject to change from time to time. The revenue that NAM may receive may be greater than revenues generated by FDIC insured programs at other brokerage firms and may be greater than other core account investment vehicles currently available to you or possible core account investment vehicles that we have used in the past or may consider using in the future. Although when NAM does receive fees, it utilizes a portion of this revenue to offset our internal operational costs associated with offering this cash option, this arrangement creates a conflict of interest as it presents NAM with additional compensation. It seeks to mitigate this conflict of interest by disclosing it to clients. We believe this compensation is reasonable and in line with industry standards.

Item 6 – Performance-Based Fees and Side-by-Side Management

In general, NAM does not permit or receive performance-based fees. However, NAM receives compensation from certain private funds in the form of carried interest. Carried interest arrangements are described in detail in each private fund's offering memorandum and operating agreement.

Item 7 - Types of Clients

NAM provides investment advisory services to individuals, trusts, estates, charitable organizations, corporations or other business entities, private funds and qualified pension/profit sharing plans.

Advisory accounts generally have minimum account size requirements of $25,000, which is negotiable, depending on the client household, relationship, type and size of the account.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Each IAR has access to various research reports and model portfolios to which he or she may refer in determining investment advice provided to clients. Each IAR chooses his or her own research methods, investment style, and management philosophy. Accordingly, the investment advice provided to each client varies from one IAR to another.

It is important to note that no methodology, investment style, or investment strategy is guaranteed to be successful or profitable or can guarantee a client against loss. The investment strategies and advice varies depending upon each client's specific financial situation. As such, IARs determine investments and allocations based upon clients' predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Clients' restrictions and guidelines can affect the composition of client portfolios. NAM IARs use a variety of investment analysis techniques to analyze the securities they purchase or sell on behalf of clients, which might include:

● ***Fundamental Research*,** which is analysis of industries and companies based on factors such as sales, assets, earnings, products and services, markets and management. Fundamental analysis of economic trends includes interest rates, unemployment, inventories, consumer savings and gross national product(s). The risk of fundamental analysis is that information obtained might be incorrect and the analysis might not provide an accurate estimate of earnings, which might be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

● ***Charting*,** which is the graphic tracking of price movements and other trends to determine typical movement. When a trend deviates from its norm, that can be an indicator of an impending upturn or downturn. The risk of market timing based on analysis of charts is that it may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in the market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

- ***Technical Analysis*,** which involves analysis of stock prices, also takes into account internal market factors that reflect investor psychology. This style of analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

- ***Cyclical Analysis*,** which reviews securities in industries that are particularly sensitive to swings in general economic conditions. Economic/business cycles may not be predictable and may have many fluctuations between long- term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

- ***Asset Allocation,*** an attempt to identify an appropriate ratio of securities and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Investment Strategies

In the implementation of its analysis, NAM IARs may use some or all of the following strategies at any given time:

- ***Long Term Purchases*** - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

- ***Short Term Purchases*** **–** securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.

Short-term gains in taxable accounts are subject to federal income tax at higher rates than long-term gains. This difference in tax treatment is a disadvantage of short-term trades for taxable clients.

- ***Trading*** - IARs may use short-term trades (in general, selling securities within 30 days of purchasing the same securities) when managing client account(s). An IAR may sell a security soon after purchasing it on occasions when they determine that there is a reasonable basis for the sale and it is suitable given a client's stated investment objectives and tolerance for risk. Short-term gains in taxable accounts are subject to federal income tax at higher rates than long-term gains, while losses realized on securities held 30 days or less are generally not tax-deductible. These differences in tax treatment are disadvantages of short-term trades for taxable clients. There is also risk in that high velocity trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

● ***Short Sales*** – a securities transaction in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price. The risk associated with a short sale is the potentially unlimited loss should the underlying value of the short position increase in value instead of the anticipated decline. Another risk is buy-in risk. Once borrowed, the shares are subject to buy-in at any time, which could force the client to cover the short position at a disadvantageous time or price. Short sales require the use of margin, which may increase cost and risk. Additional costs include interest on the value of borrowed securities. Risks include buy-in and additional margin calls in response to market fluctuation or at the discretion of the custodian.

● ***Margin Transactions*** – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan. This allows the client to purchase more stock than would be possible based on the client's available cash, and would allow the IAR to purchase stock without selling other holdings. This is a higher risk strategy. Securities purchased on margin are subject to liquidation, additional margin calls, and interest on the funds borrowed. Should the value of the securities decline, clients may be forced to deposit additional margin with limited notice, or to liquidate their securities at substantial losses.

● ***Option Purchases and Option Writing*** – Purchasing a long option gives the buyer the right, but not the obligation, to buy or sell a particular security at a specified price before the expiration date of the option. When an investor writes (or sells) an option, he or she is obligated to deliver to the buyer of the option a specified number of shares (or the calculated money difference) if the buyer exercises the option. The seller receives a premium in exchange for writing the option. Options are wasting assets and expire at pre-determined dates. Commission charges for option transactions may be higher than the charges assessed for other assets, such as individual equities.

Risk of Loss

NAM IARs may recommend many different types of securities, including mutual funds, ETFs, equities, options, fixed income securities, structured notes, and interests in partnerships, such as real estate, or oil and gas. Investing in securities and alternative investments involves a risk of loss that clients should be prepared to bear. NAM does not represent or guarantee that any methods of analysis employed by an IAR can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. NAM cannot offer any guarantees or promises that clients' financial goals and objectives will be met. Past performance is not an indication of future performance.

Described below are some particular risks associated with some types of investments available in the Programs. Risk is inseparable from return. Every investment involves some degree of risk, and both the degree of risk and the type of risk varies depending on the investment.

An understanding of risk in different forms can help clients understand the opportunities, trade-offs and costs involved with different investment approaches. The principal risk of any investment is that despite any comprehensive analysis, the security or instrument will not perform as expected. This can be due to, among other things:

- ***Market Risk***: The success of client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barriers, currency fluctuations and controls, and national and international political circumstances.
These factors may affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

- ***Equity Risk***: Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. In addition to, or in spite of, the impact of movements in the overall stock market, the value of investments may decline if the particular investments within the portfolio do not perform well in the market. Prices of growth stocks may be more sensitive to changes in current or expected earnings than prices of other stocks. Prices of stocks may fall or fail to appreciate regardless of movements in securities markets.

A higher level of activity, or increased trading may result in higher transaction costs and higher taxes in taxable accounts and may also affect the strategies' overall performance.

● ***Management Risk***: The strategies utilized by NAM IARs may not work in some market conditions, management risk could also influence mutual fund and ETF portfolio management teams.

● ***Fixed Income Risks*****:** Investments in fixed income securities represent numerous risks such as credit, interest rate, reinvestment, and prepayment risk, all of which affect their price/value. These risks represent the potential for a large amount of price volatility. In general, securities with longer maturities are more sensitive to price changes. Additionally, the prices of high-yield, fixed income securities fluctuate more than high-quality debt issues. Prices for these securities are especially sensitive to developments affecting the company's business (in the case of corporate high-yields) and to changes in the ratings assigned by rating agencies. Prices are often closely linked with the company's stock prices. High-yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, default, or other factors. In the event of a default, the investment may suffer a partial or total loss.

● ***Increased Regulations***: Events during the past several years and adverse financial results have focused attention upon the necessity to maintain adequate risk controls and compliance procedures. These events have led to increased governmental and self-regulatory authority scrutiny of the financial industry. Various national governments have also expressed concern regarding disruptive effects of speculative trading and the need to regulate the markets in general. Any regulations that restrict the ability to utilize broker-dealers and counterparties to extend credit or restrict trading activities could adversely impact profit potential.

● ***Market Liquidity Risks:*** The value of securities held in client accounts that are traded on exchanges and the risks associated with holding these positions vary in response to events that affect asset markets in generals. Market disruptions such as those that occurred in 1987, 2001, 2008 and the "Flash Crash" in 2010 could lead to violent price swings in securities held within client portfolios and could result in substantial losses. Portfolios managed according to computer algorithms triggered by price fluctuation or other automated trading signals may be affected in a particularly negative way in the event of such market disruptions.

- ***Small Capitalization Companies***: A portion of assets may be invested in smaller and less established companies. Both debt and equity securities of such issuers tend to be more volatile than larger, more established companies. Such volatility could adversely impact client portfolios.

- ***Large Company Risk***: Large cap stocks can perform differently from other segments of the equity market or from the equity market as a whole. Large capitalization companies may be less flexible in evolving markets or unable to implement change as quickly as smaller capitalization companies.

- ***Short Sales, Leverage and Derivatives*****:** Short Sales leverage and derivatives all represent substantial risks given their inherent heightened risk of loss. Leverage and derivatives imply borrowing capital. When such borrowing is deployed, losses can escalate quickly should investment suffer even small losses. Short sales involve a finite opportunity for appreciation, but a theoretically unlimited risk of loss. Short positions can also be subject to a "short squeeze" that could lead to accelerating losses for those short that particular security.

- ***Convertible Arbitrage Risk*****:** If Interest rates on a convertible security rise, its value usually falls.

- ***Options and Futures Risk*****:** The risk that the counter-party that wrote the option will be unable or unwilling to perform its obligations under the option contract, or the options may become illiquid and difficult to close. Options are a derivative of stocks. An option derives its value from the price of the underlying stock.

- ***Tax Risk:*** An IAR may not manage client accounts with tax consequences in mind; some strategies, including transactions in options and futures contracts, can be subject to special tax rules, which may have adverse tax consequences for the account holder.

- ***Extraordinary Events*****:** Global terrorist activity, Acts of God and United States involvement in armed conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure.

- ***Non-US Investments:*** Client funds may be invested in securities (e.g., debt, equity, currencies, derivatives, etc.) domiciled outside the United States. Such investments expose a portfolio to a number of risks that may not exist in the domestic market alone. Such risks include, among other things, trade balances and imbalances and related economic policies, currency exchange rate fluctuations, imposition of exchange control regulation, withholding taxes, limitations on the removal of funds or other assets, possible nationalization of assets or industries, political difficulties, and political instability in foreign nations.

- ***Potential Concentration:*** Client portfolios may have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market as a whole.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of NAM or the integrity of NAM's management. The individual Form ADV Part 2B contains disclosures with respect to IARs.

On March 11, 2019, National Asset Management, Inc. ("NAM"), along with 78 other investment advisers who voluntarily participated in the Securities and Exchange Commission's ("SEC") Share Class Selection Disclosure Initiative ("Initiative"), consented to a final resolution through an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 203(e) and 203(k) of the Investment Advisers act of 1940 ("Order").

Through the Initiative, NAM self-reported certain instances from January 1, 2015 to June 10, 2017 ("Relevant Period") where NAM purchased, recommended, or held for advisory clients' mutual funds that charged 12b-1 fees when lower-cost shares of the same fund were available. NAM and its advisers earned 12b-1 fees from these funds and this created a conflict that NAM did not fully disclosed to its clients through its Form ADV or disclosure documents. The SEC found this practice violated Sections 206(2) and 207 of the Advisers Act.

To resolve the issue, and without admitting or denying the findings, NAM consented to cease-and desist this practice, to pay disgorgement of $664,006 and interest of $69,417. NAM distributed these funds to each affected investor who purchased or held shares during the Relevant Period, in an amount representing the 12b-1 fees, plus interest. Payment distribution was subject to a *de minimus* threshold, and subject to a review by the SEC. Additionally, NAM agreed to update its relevant disclosures related to 12b-1 fees, evaluate whether existing clients should be moved to lower-cost shares, and notify affected customers of the settlement terms. Because NAM self-reported this violation to the SEC, no civil penalties were imposed.

The full Order may be found at https://www.sec.gov/.

On October 26, 2015, National Asset Management, Inc. ("NAM") consented to an Order of the U.S. Securities and Exchange Commission ("SEC") in an administrative proceeding initiated under the Investment Advisers Act of 1940 ("Advisers Act"). As described in the Summary section of the Order, the proceeding concerns several disclosure and compliance- related violations and events during the years from 2008 through 2012. The Order found that NAM (1) failed to disclose to advisory clients in writing or obtain client consent to over 21,000 securities trades executed in a principal capacity, (2) failed to report in its SEC filings and timely disclose to clients the disciplinary histories of several of its associated persons, (3) failed to properly enforce its Code of Ethics when its then CEO, several directors, and many of its employees failed to submit hundreds of required reports on their personal securities trading to NAM, (4) failed to adopt and implement compliance policies and procedures reasonably designed to prevent violations of certain provisions of the Advisers Act and the rules thereunder, and (5) failed to conduct one required annual review of its compliance policies and procedures. NAM agreed to the imposition of a censure, a civil monetary penalty of $200,000, and certain undertakings, including the appointment of an independent compliance consultant to review and make recommendations regarding certain parts of NAM's compliance policies and procedures. The Order did not find an intent to deceive. It did find that NAM refunded to its clients the inappropriately assessed markups and markdowns on the 21,000 trades, took prompt remedial action, and cooperated with the SEC's investigation.

Item 10 – Other Financial Industry Activities and Affiliations

Affiliated Broker-Dealers

NAM is affiliated with NSC. Some management persons are registered representatives of NSC. Under some of NAM's programs, NSC effects transactions for advisory clients of NAM upon receipt of instructions from NAM. NSC executes orders received from NAM clients on an agency basis and receives revenue from transaction fees. NAM uses certain NSC facilities, administrative systems and technology, and does not currently fully reimburse NSC for the cost of those services. NSC receives revenue generated through trade execution, margin interest, etc. for accounts it holds. Service arrangements with our affiliated entities present a conflict of interest because we have a financial incentive to recommend our affiliates' services. See Item 12, "Brokerage Practices." Clients are under no obligation to use our affiliates' services and may obtain comparable services and/or lower fees through NAM's other clearing agent firms.

Recommendation of Other Registered Investment Advisers

NAM acts as a solicitor and refers some NAM clients to other Registered Investment Advisors and receives a portion of the fees charged by those Advisors, which varies depending on the solicitor arrangements with each Advisor. NAM's IARs receive a portion of the asset management fees paid to NAM by these Advisors.

Other Potential Conflicts of Interest

Clients have the opportunity to purchase certain investment products for which NSC acts as dealer. NSC does not receive the dealer allowance, however, if the security is purchased directly into an advisory account. In addition to the various programs listed above, NAM may in the future participate in or sponsor other investment vehicles, and service additional advisory accounts or clients. We may also decide to engage in other businesses. The existence of such present and future multiple investment vehicles and accounts, or other businesses, may create material conflicts of interest.

Other Investment Vehicles or Adviser Clients

NAM has a number of affiliates. In addition, the firm provides investment advisory services to approximately 11,000 clients and serves as investment adviser to a number of private funds. The firm and our affiliates may participate in or sponsor other investment vehicles and service additional advisory clients in the future. NSC, a broker- dealer affiliate of NAM, acts as placement agent for private funds advised by NAM and managed by NAM/NSC affiliates, and receives commissions for the sale of interests in the funds as described in the offering documents for the funds. The private fund(s) and our affiliates may also decide to engage in other businesses. The existence of such multiple entities or clients, or other businesses, necessarily creates a number of conflicts of interest. Investment opportunities available to the funds are not made available to other NAM clients.

Item 11 – Code of Ethics; Participation or Interest in Client Transactions and Personal Trading

NAM has adopted a Code of Ethics for all supervised persons of the firm to codify requirements to act at all times consistent with their fiduciary duty and to establish reporting requirements. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on trading on the basis of inside information, restrictions on the acceptance of significant gifts, and the initial, quarterly, and annual reporting of personal securities holdings and trading activity, among other things. All supervised persons at NAM must acknowledge the terms of the Code of Ethics annually, and when it is amended. NAM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting NAM's Chief Compliance Officer.

NAM's IARs and other supervised persons are required to follow NAM's Code of Ethics. NAM's officers, directors, IARs, and employees of NAM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for NAM's clients and at or about the same time as clients, subject to applicable laws. Trades by certain of these persons may present a conflict of interest. NAM addresses the conflicts through supervisory reviews that monitor whether an IAR's or other access persons' personal trading is consistent with recommendations made to clients, and pro rata allocations. See Item 12, Block Trades, for more information.

In limited cases, with prior client consent, NAM affiliates may act as principal or permit cross trades.

Item 12 – Brokerage Practices

The Custodians and Brokers We Use

NAM does not have any traditional soft-dollar arrangements. However, as discussed below and throughout this document, NAM and its affiliates receive benefits from some of its relationships with custodians, which it does not have to produce or pay for, and NAM has an incentive to recommend a broker-dealer based on our interest in receiving the benefits, rather than on clients' interests in receiving most favorable execution. NAM's affiliated brokerage firms and its clearing firms receive compensation or other consideration for routing orders to particular broker/dealers or market centers for execution. Those brokerage firms provide reports (Rule 606 reports) regarding order routing practices, which identify the significant venues, as defined in the rule, where orders were routed in listed equity securities and listed options, as well as order routing details. The quarterly routing reports are available on the brokerage firms' websites. Further information may be obtained by contacting the client's IAR or the applicable broker-dealer for the program.

NAM does not have discretion to select which broker-dealers are used to execute trades (except in the case of its exercise of discretionary authority in management of private funds). However, NAM works with a selected group of custodians/broker-dealers from which its clients can choose, and clients who select certain programs must use particular broker/dealers and custodians. Based on the client's selection, all trades for their accounts are then placed through their selected custodian/broker-dealer. As described below, certain of the relationships with the custodian/broker-dealers listed below include benefits provided to our firm, including but not limited to market information and administrative services that help our firm manage client account(s). NAM will require that each client open an account with the applicable custodian/broker-dealer by entering into an account agreement directly with them.

We believe that the broker-dealers listed below provide quality execution services for our clients at competitive prices.

Block Trades

We may combine certain multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading").We then distribute a portion of the shares to participating accounts in a fair and equitable manner. We do this to obtain, to the extent possible, the optimal execution for clients. The distribution of the shares purchased is typically pro rata based on size of the orders placed for each account. It is not based on account performance or the amount or structure of management fees. When NAM IARs combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by IARs associated with our firm are permitted to participate in block trading with client accounts and receive pro rata allocations.

How NAM Selects Brokers/Custodians for Programs

NAM operates its Programs as a directed brokerage. NAM does not require a client to utilize any particular broker/custodian and currently has relationships with a number of brokers/custodians (listed below) that provide brokerage, clearing and custody services to clients in the Programs. In addition, some securities, such as annuities, are held directly with the issuer. The choice of which broker/custodian to utilize is determined by the client in consultation with their IAR, and a client enters into a separate contractual relationship with the selected broker/custodian. Not all advisers require clients to direct brokerage. Clients should understand that as different custodians have different transaction fee schedules for different types of clients and securities, NAM believes that there is no inherently superior custodial platform based on transactional fees alone. In addition, the price for transaction execution represents just one factor among many in selecting available custodians for its programs. An IAR has a fiduciary duty to clients and is not permitted to place a client in a program based on the IAR's interests or the interest of NAM or its affiliates. When selecting broker-dealers/custodians for its programs, NAM considers the following:

- Execution factors, including execution speed, execution percentage within national best bid and offer, and execution percentage with price improvement;
- Quality of overall execution services provided by the broker-dealer;
- Creditworthiness, business reputation and stability of the broker-dealer;
- Ability and willingness to correct trade errors;
- Promptness and accuracy of confirmation statements;
- Ability to access various market venues;
- The broker-dealer's custodial service quality and trading platforms; and
- Ticket charges by the broker-dealer.

In some cases, advisors for which NAM acts as sub-advisor direct NAM to use a specific broker-dealer for execution. An obligation to use a particular listed custodian because of contract or operational limitations may limit the ability to achieve best execution.

NAM, on an annual basis, evaluates broker-dealers currently utilized, using the above factors, and in that connection reviews best execution reports provided by the account custodians that demonstrate their own compliance with best execution requirements and order routing.

In evaluating the use of affiliated brokers, NAM assesses the above factors in the same manner as any other broker-dealer. Affiliated broker-dealers may not be favored over unaffiliated broker-dealers.

A discussion of certain factors and conflicts with respect to each custodian follows.

National Securities Corporation and National Financial Services LLC

As described for certain programs, National Financial Services LLC ("NFS") acts as clearing firm/custodian. The client holds a brokerage account with National Securities Corporation, with trades routed for execution directly by NFS. Clients may elect to use NSC and NFS for the Portfolio Advisor or other programs. NSC maintains a clearing arrangement with NFS that permits execution of transactions at negotiated clearing rates, and use by NSC of trading and operations systems provided by NFS, including research, account look-up, and reporting and presentation software. NAM's affiliates also receive certain discounts from NFS, which vary depending on the volume of trades NAM's affiliated broker-dealers originate. This could give NAM an incentive to generate more frequent trading in clients' accounts, and to direct trading through NSC/NFS. In addition, NSC receives revenue from NFS on client cash balances in money market funds, free credit balances and margin debits. By receiving the benefits from NFS described above, NAM/NSC receives a benefit by virtue of transaction fees paid by clients to NSC/NFS. Accordingly, NAM has an incentive to recommend NSC/NFS based on its interest in receiving those products, services or fees, rather than on clients' interests in receiving most favorable execution. NAM also uses certain NSC facilities, administrative systems and technology, and does not currently fully reimburse NSC for the cost of those services.

Charles Schwab & Co., Inc.

Clients may establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab Institutional"), an unaffiliated registered broker-dealer, member FINRA/SIPC, among others, to maintain custody of the client's assets and to effect trades for their accounts. Clients are advised that Schwab generally does not charge separately for custodial services but is compensated by charging commissions or other fees on trades that it executes or settles in your Schwab account. In addition, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade they execute by a different broker-dealer. These fees are in addition to the commission or other compensation you pay to the executing broker-dealer. Because of this, in order to minimize your trading costs, Schwab executes most trades for your account. Neither NAM nor any of its affiliates share in any portion of the brokerage fees/transaction charges imposed by Schwab Institutional. The commission/transaction fees charged by Schwab Institutional may be higher or lower than those charged by other broker- dealer/custodians. Schwab Institutional provides NAM with access to its institutional trading and operations services, which are typically not available to Schwab retail clients. Schwab Institutional services may include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional clients or would require significantly higher minimum initial investments. Here is a more detailed description of Schwab's support services:

Services that Benefit You. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);

- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events, including cash assistance towards technology related expenses
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as a total of at least $10 million of NAM clients' assets are held in accounts at Schwab. NAM's clients currently have accounts substantially in excess of $10 million at Schwab. When NAM established its relationship with Schwab in 2008, Schwab provided NAM with assistance in the amount of $45,000 toward technology and marketing related expenses on the expectation that client assets at Schwab would exceed $60 million. NAM clients currently have accounts with balances substantially in excess of $60 million.

Further, Schwab may provide various incentives to IARs, including marketing provided by vendors paid for by Schwab and waiver of transaction fees and availability of systems, which may be contingent on the quantity of business directed to Schwab. Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel. For certain IARs, the availability of the foregoing products and services is not contingent upon NAM committing to Schwab Institutional any specific amount of business (assets in custody or trading).

However, certain IARs don't have to pay for Schwab's services or receive other benefits described above so long as they maintain client assets at a stated level. The availability of these services from Schwab benefits NAM's IARs because they do not have to produce or purchase them. Any commitment level may give the IAR an incentive to recommend that clients maintain their accounts with Schwab based on the IAR's interest in receiving Schwab's services that benefit their business rather than based on client interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. We believe, however, that NAM's selection of Schwab as an option for clients is in the best interests of our clients. This belief is based on the scope, quality and price of Schwab's services and not Schwab's services that benefit only NAM or IARs.

Fidelity Institutional (IWS)

Clients may establish brokerage accounts with Fidelity Institutional, member NYSE/SIPC, an unaffiliated registered broker-dealer among others, to maintain custody of the client's assets and to effect trades for their accounts. Clients are advised that there may be transaction charges involved when purchasing or selling securities. Additionally, the commission/transaction fees charged by Fidelity Institutional may be higher or lower than those charged by other broker-dealer/custodians. Fidelity Institutional provides NAM with access to its institutional trading and operations services, which are typically not available to Fidelity retail clients and access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts). Fidelity Institutional services may include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional clients or would require significantly higher minimum initial investments or with no transaction fees. Fidelity Institutional also makes available to NAM other products and services that benefit NAM but may not benefit its clients' accounts. These include technology that provides access to client account data (such as trade confirmations and account statements for our affiliates NSC), facilitate trade execution, provide research, pricing information and other market data, facilitate payment of NAM's fees from its clients' accounts, and assist with back-office support, recordkeeping and client reporting.

The availability to NAM of the foregoing products and services is not contingent upon NAM committing to Fidelity Institutional any specific amount of business (assets in custody or trading). However, these incentives create conflicts of interest. Further, Fidelity Institutional may provide various incentives to IARs, including marketing provided by vendors paid for by Fidelity Institutional, and waiver of transaction fees (in other programs) and availability of systems, which for some IARs may be contingent on the quantity of business directed to Fidelity. We believe, however, that NAM's selection of Fidelity as custodian and broker is in the best interests of our clients. This belief is based on the scope, quality and price of Fidelity Institutional's services and not Fidelity Institutional's services that benefit only NAM or IARs.

TD Ameritrade Institutional

Clients may establish brokerage accounts with TD Ameritrade Institutional, an unaffiliated registered broker-dealer, member FINRA/SIPC, for services which include custody of securities, trade execution, clearance and settlement of transactions. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade"). Clients are advised that there may be transaction charges involved when purchasing or selling securities. Additionally, the commission/transaction fees charged by TD Ameritrade Institutional may be higher or lower than those charged by other custodians. The services include the following products and services: receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; and access to mutual funds with no transaction fees. TD Ameritrade may also have paid for business consulting and professional services received by NAM's related persons. Some of the products and services made available by TD Ameritrade through the Program may benefit NAM but may not benefit its client accounts. The benefits received by NAM or its IAR through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. However, TD Ameritrade may provide various incentives to IARs, including marketing provided by vendors paid for by TD Ameritrade, and waiver of transaction fees and availability of systems, which for some IARs may be contingent on the quantity of business directed to TD Ameritrade. These benefits create a potential conflict of interest. We believe, however, that NAM's selection of TD Ameritrade as custodian and broker is in the best interests of our clients. This belief is based on the scope, quality and price of TD Ameritrade's services and not TD Ameritrade's services that benefit only NAM or IARs.

Raymond James

The client establishes a brokerage account with Raymond James & Associates. Clients are advised that there are transaction charges involved when purchasing or selling securities. Additionally, the commission/transaction fees charged by Raymond James may be higher or lower than those charged by other broker-dealer/custodians. Raymond James services may include research, brokerage, custody, access to mutual funds and other investments. Raymond James also makes available to NAM other products and services that benefit NAM but may not benefit its clients' accounts. These include benefits such as technology that provides access to client account data (such as trade confirmations and account statements for our affiliate, NSC), facilitating payment of NAM's fees from its clients' accounts, assisting with back office support, recordkeeping and client reporting, marketing assistance, recruiting assistance, transitions and education assistance, and other services. This incentivizes NAM and its financial professionals to utilize Raymond James as custodian. Raymond James is able to route orders with respect to any securities transaction in its discretion. Raymond James may receive compensation related to Accounts in a variety of ways, including but not limited to the following: a) Margin Accounts and Securities Based Lending. Securities and other assets held in client accounts or in securities-based lending programs can be pledged, repledged, or otherwise used by Raymond James. In such event, Raymond James receives compensation for the use of such securities and will not share this compensation with NAM or the client. b) Securities Lending. Securities that are fully paid for or are deemed "excess margin securities" and may not be pledged, repledged, or used unless the client has signed a separate written agreement that gives Raymond James the right to do so. The client may participate in Raymond James' securities lending program using any fully paid or "excess margin securities" and other assets the client holds in his or her account. In such event, Raymond James receives compensation related to such program and will not share this compensation with NAM. c) Sweep Option. Clients may designate a cash sweep option with respect to their accounts. One of the cash sweep options is the Raymond James Bank Deposit Program ("RJBDP"). Raymond James and its affiliates, including Raymond James Bank, and potentially other third-party financial institutions, will receive revenues from the automatic sweep option and such compensation will not be shared with NAM. To the extent that a client chooses a different sweep option (such as free credit balances), Raymond James and its affiliates, and potentially other third-party financial institutions, receives revenues from that automatic sweep option and this compensation will not be shared with NAM d) Investment Funds. Certain funds may be acquired in client accounts, and may, in addition to assessing management fees, assess other internal expenses such as distribution, shareholder service or 12b-1 fees, administrative fees and other expenses. To the extent Raymond James may receive shareholder services, 12b-1, or any other fees from funds, Raymond James will not share this compensation with NAM, its affiliates, or its associated persons.

Item 13 – Review of Accounts

NAM supervisors are charged with reviewing all new advisory account documents to confirm the client's risk tolerance questionnaire is complete, and that the type of account and investment strategy and fee structure are suitable for the client. NAM's supervisors are required to review trades made in NAM accounts on a trade review system. NAM also use systems that provide for the ongoing monitoring of accounts. Those systems provide alerts, which are triggered by various factors intended to monitor for account activity, including suitability, asset allocation, concentration, sustained cash, and reverse churning for review by supervisors.

All clients receive statements of activity and account holdings directly from the asset custodian(s). Statements are sent monthly if there is activity in the account, otherwise quarterly. Clients may be provided with quarterly evaluation reports which will disclose an inventory of account holding and analyze the performance of the securities in the client's account.

Item 14 – Client Referrals and Other Compensation

Compensation for Client Referrals

NAM may from time to time pay compensation to affiliated or unaffiliated persons (solicitors) for referring clients to NAM, as permitted under Rule 206(4)-3 of the Investment Advisers Act of 1940. Such arrangements are disclosed in writing to the client at the time the referral is made. Appropriate disclosure would be provided to the client in accordance with SEC rules and the solicitor will be compensated by NAM according to the specific terms of the compensation arrangement contained in the NAM Solicitation Agreement.

NAM acts as a solicitor and may refer NAM clients to other Registered Investment Advisors, and receive a portion of the fees charged by those Advisors, which varies depending on the arrangement. NAM's IARs receive a portion of the asset management fees paid to NAM by these Advisors.

Additional Compensation

As described in Item 12, "Brokerage Practices" for some of NAM's legacy programs, NAM requires the use of the services of NAM's affiliate, NSC. In other programs, clients may elect to use NSC for trade execution. NAM uses certain NSC facilities, administrative systems and technology, and does not currently fully reimburse NSC for the cost of those services. NSC receives a portion of revenue generated through trade execution (transaction fees), margin interest, etc. for accounts held through these respective firms. NAM also participates in the institutional programs of some unaffiliated broker-dealers, such as Raymond James, Charles Schwab Institutional, Fidelity Institutional, TD Ameritrade Institutional and, collectively the "Clearing Agents." While there is no direct link between the investment advice given and participation in the programs, economic benefits are received.

These benefits include receipt of duplicate confirmations and bundled duplicate statements to our affiliate, NSC; access to a trading desk serving advisor participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate share to client accounts; access to an electronic communication network via the Clearing Agents' web portal for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional clients. The benefits received through participation in the programs do not necessarily depend upon the proportion of transactions directed to the

Respective broker-dealer. See Item 12, “Brokerage Practices”.

<u>Securities Based Loans</u>

A securities based loan (non-purpose loan) is one through which a client can collateralize securities held in his or her brokerage account to borrow funds for uses other than purchasing more financial securities or to pay down margin loans. NSC and its representatives receive a substantial referral fee for outstanding balances that the client has when establishing a securities based line of credit. This creates an incentive for NSC, NAM, and its representatives to recommend that the client establish a securities based line of credit as it represents a direct benefit for NSC and its representatives, and an indirect benefit and conflict of interest for NAM (and its advisors) as an affiliate sharing services and infrastructure (e.g. offices, staff, technology, etc.) with NSC. While this can be a beneficial tool, it includes significant risks and may not be an appropriate option for every client. The client should carefully review the securities based line of credit program information and paperwork before choosing to open a line of credit and borrow funds.

Mutual Fund Share Classes Paying 12b-1 Fees or Other Compensation

Mutual funds typically offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to the more commonly offered retail mutual fund share classes (typically, Class A, B and C shares), mutual funds may also offer institutional or advisor share classes (the “lower cost share classes”) or other share classes that are designed for purchase in an account enrolled in an investment advisory programs (typically, Class I, “institutional,” “investor” etc.). These lower cost share classes usually have a lower expense ratio than other share classes.

NAM and its advisory representatives who are dually registered with NAM’s affiliated broker-dealer have a financial incentive to recommend or select share classes that have higher expense ratios because such share classes generally result in higher compensation. This creates a conflict of interest.

Clients may be invested in other higher cost share classes with higher internal expenses when no lower cost share classes for a particular fund is available or the client is not eligible for the lower cost share classes due to the inability of the client to meet the investment minimums or any other restrictions imposed by the custodian.

Certain mutual fund share classes are available for purchase or sale without a transaction fee or surcharge; these mutual funds are typically available in the higher cost share class. Mutual

Fund share classes which have a transaction fee or surcharge are typically available in the lower cost share classes. The decision to use the higher cost share classes versus the lower cost share classes is based on the anticipated level of trading activity in the selected mutual fund. Generally, prolonged holding periods of the higher cost share classes may result in higher underlying expenses to the client than if a lower cost share class were chosen with a transaction fee. In discussing which share class is appropriate with clients, our representatives will typically discuss the size of the investment in the particular mutual fund, anticipated number of transactions in the mutual fund, the preference of paying a transaction fee and the likely turnover of the assets in the account based on the proposed strategy for the account. Please contact your representative for more information about share class eligibility.

Additionally, in an effort to mitigate the above-referenced conflicts and meet current SEC regulatory expectations, fees received by NAM or its affiliated broker-dealer for any mutual fund that assesses a 12b-1 fee (trail) will be rebated back to client accounts.
You should be aware that the share class offered for a particular mutual fund will not, in many

cases, be the least expensive share class that the mutual fund makes available. Also, other financial services firms may offer the same mutual fund at a lower overall cost to the investor than is available through NAM. Clients may find additional information relating to Mutual Fund share classes by visiting http://www.finra.org/investors/alerts/understanding-mutual-fund-classes.

Benefits of NFS Relationship for NSC and NAM

NAM accounts held at NFS are opened as brokerage accounts introduced by NSC (as NSC has the direct relationship and clearing agreement with NFS), but the account itself is managed by the NAM advisor. The client is therefore agreeing that he or she will establish a brokerage account held at NFS, with NSC as the broker of record, and the NAM advisor managing the client's account. While technically a brokerage account was opened, since this account is managed (for a fee) by an investment advisor, it is considered an advisory account, and NAM and its advisors are therefore subject to the Investment Advisers Act of 1940. Investment advisors must act in a fiduciary capacity. This means that NAM and its advisors have a fundamental obligation to act in the best interests of its clients through a duty of undivided loyalty and utmost good faith, and provide full and fair disclosure of all material facts to clients.

The programs below include some, but not all, of the benefits that accrue to NSC, NAM, and their financial professionals by virtue of the NFS clearing relationship:

<u>Bank Deposit Sweep Program</u>
The Bank Deposit Sweep Program (BDSP) is the default cash investment option for NAM clients with accounts held at NFS. By opening an account with NAM through its affiliated broker-dealer, NSC, you authorize us to enroll you in the BDSP. You have the option to decline use of the BDSP as your default cash investment option. This program is the core account investment vehicle used to hold your cash balances while awaiting reinvestment for eligible accounts. This program is called a "sweep" program because cash balances are automatically "swept'' into this core account investment vehicle. The cash is then placed into interest-bearing FDIC-insurance eligible Program deposit accounts at one or more FDIC-insured financial institutions (Program Banks).

The Program Banks typically use program deposits to fund current and new lending and for investment activities. The Program Banks earn net income from the difference between the interest they pay on program deposits and the income they earn on loans, investments, and other assets. Program Banks generally pay rates of interest on program deposits that are lower than prevailing market interest rates that have been paid on accounts otherwise opened directly with the Program Bank. Program Banks do not have a duty to provide the highest rates available and may instead seek to pay a low rate. Lower rates will be more financially beneficial to a Program Bank.

NAM's affiliated broker dealer, NSC, receives a direct financial benefit by sharing in the revenue generated on your cash sweep deposits. The source of NSC's revenue as part of this revenue sharing arrangement is obtained from the interest rates paid by the Program Banks to NFS for use of the client's cash deposits. NFS then pays NSC on a monthly basis based on aggregate brokerage and advisory account investments in the BDSP. The revenue sharing amount of the interest that is paid to NSC is tied to the Targeted Federal Funds Rate (TFF), which can be up to 70% of the TFF. NSC determines what portion of the payment will be credited to client accounts and what portion it will retain. NSC receives substantial revenue from this arrangement and benefits from choosing the payment schedule that is most favorable to NSC and least favorable for the client. At NSCs discretion, in agreement with NFS, NSC may further reduce payments to clients which is to NSC's benefit.

Additionally, NAM advisors charge clients a management fee on the cash balance held in the BDSP. Given the low interest paid to clients, and after deducting the management fee paid by clients to NAM advisors, clients receive a net negative yield on their cash balance. This is a significant disadvantage to participating in this program, and BDSP revenue sharing paid to NSC magnifies the negative yield clients incur on these investments in comparison to the yields clients could earn on cash investments outside of the BDSP. NSC's receipt of revenue sharing reduces the interest that would have been paid to clients had such revenue sharing arrangement not existed. This creates a conflict of interest as NSC, and by extension, NAM as an affiliate sharing services and infrastructure (e.g. offices, staff, technology, etc.) with NSC, is incentivized to sweep uninvested cash balances into the BDSP that pay the highest fees to NSC. Similarly, even though NAM investment advisors representatives do not share in this revenue, NAM has an incentive to promote this program.

The revenue that NAM indirectly and NSC directly receives may be greater than revenues generated by FDIC insured programs at other brokerage firms. This arrangement results in NSC retaining a greater portion of the interest generated on your cash holdings than would be the case through other core account investment vehicles currently available to you or possible core account investment vehicles that we have used in the past or may consider using in the future.

The client is free to opt out of the BDSP cash investment option. Clients can also select from a list of money market mutual funds instead to hold cash proceeds in their core accounts in addition to the Fidelity Sweep Vehicles. By comparison, a money market mutual fund generally seeks to achieve the highest rate of return (less fees and expenses) consistent with the money market mutual fund's investment objective, which can be found in the fund's prospectus. Consult with your representative about this complete list to determine the best cash vehicle for your needs.

It is important to review the "Bank Deposit Sweep Program Disclosure Document" from NFS in conjunction with the disclosure and conflicts of interest described above to fully understand the revenue sharing arrangement and payments under this sweep program. You will receive this disclosure from NFS once your account is opened, but if you would like a copy beforehand, please request it from your investment advisor representative.

<u>Margin Loans</u>

When a client obtains a margin loan, that client is extended credit (a loan) for the purpose of buying securities. As described previously, this is first done by opening a brokerage account with NFS. For purposes of facilitating that margin loan agreement, the broker/dealer will be NSC, but the NAM advisor will still be managing the client's account, including the securities purchased with the margin loan funds. The client will be paying a substantial interest charge on the loan amount. The interest is made up of the initial interest charged on the loan (the broker's call rate) and an additional interest charge determined by NSC that is added on top of the broker's call rate. This additional charge is a mark-up that NSC is adding as compensation for facilitating this loan agreement and to generate additional profit. The total interest charge to you (broker's call rate and NSC mark up charge) is shared between NSC and NFS. NFS credits NSC a significant portion of this total amount of margin interest income that NFS receives from margin account balances. NSC benefits directly from the revenue sharing (by receipt of the shared margin interest), and NAM benefits indirectly as an affiliate of NSC sharing services and infrastructure (e.g. offices, staff, technology, etc.).

NSC's receipt of this compensation is a conflict of interest for NAM as it could affect the advice NAM's advisors give to advisory clients regarding the merits of using margin in an investment account. NFS will charge customers margin interest on their margin loan as defined in the Customer Disclosure of Credit Terms on Transactions. The cost of this margin loan to you is significant and may be offered by other clearing firms/custodians, broker-dealers, and financial services firms at a lower interest rate which will result in less expense to you. It is important for you to review the aforementioned disclosure and conflicts of interest in conjunction with the Margin Agreement, Margin Disclosure Statement, and Disclosure of Credit Terms on Transaction. You will receive these disclosures when seeking to obtain a margin loan which will explain the full margin loan agreement, the amount you will be paying in interest, and how that amount is calculated, among other pertinent details which you are strongly encouraged to review. Note, contrary to the Margin disclosures provided by NFS which states that revenue "may be" shared with NSC, revenue is in fact shared.

Transfer Cost Credit Program

NSC's agreement with NFS states that NFS will pay to NSC transfer cost credits when new eligible advisors or representatives transfer assets to NFS. NFS determines which representatives and advisors are eligible and what the transfer cost credit will be. This substantial credit is calculated as basis points on eligible assets that are transferred to NFS. This additional compensation received by NSC creates a conflict of interest with NSC and NAM's clients because NSC and NAM have an economic incentive to use NFS for clearing and custody over other available custodians who do not share revenue with NSC. Clients should speak to their advisor regarding custodial options and the associated costs incurred when transferring or opening an account with NAM. Clients will incur costs from their prior custodians when moving their accounts to NAM. NSC, NAM, and/or IARs generally do not reimburse clients for the costs they incur as a result of the account transfer recommended by the adviser, even when NSC receives credits as part of the transfer cost credit program.

No Transaction Fee (NTF) Program

NFS offers a No Transaction Fee (NTF) program composed of no-load mutual funds. Participating mutual fund sponsors pay a fee to NFS to participate in the NTF program. Transactions in these NTF funds are executed without the imposition of transaction charges.

As part of its clearing agreement with NFS, NSC receives significant revenue sharing from NFS's NTF Program based on its brokerage and advisory client assets invested in these NTF mutual funds. NSC receives a higher revenue sharing percentage as the level of client assets invested in these NTF funds reaches certain thresholds.

The mutual funds included in the NTF Program in some cases generate the revenue paid to NFS through additional expenses deducted from mutual fund assets. Thus, the mutual fund share classes available in the NTF Program in some cases charge investors higher expense ratios and yield lower returns, and generate greater revenue for NSC, than corresponding share classes of the same mutual funds available outside of the NTF Program on a transaction-fee basis. This means that the NTF program creates a conflict of interest because NSC, NAM, and its advisors have an incentive to make available or to recommend the various NTF classes of mutual funds that provide this additional compensation to NSC over other mutual fund share classes of the same fund that do not make such payments to NFS to share with NSC. Also, depending upon the frequency of trading and hold periods, NTF funds may cost clients more, or may cost NSC/NAM and NAM advisors less, than mutual funds that assess transaction charges but have lower internal expenses. In some cases, the higher internal expenses charged to clients who hold NTF funds will adversely affect the long-term performance of their account when compared to share classes of the same fund that assess lower internal expenses. Clients are urged to inquire whether lower-cost share classes are available and/or appropriate for their account in consideration of their expected investment holding periods, amounts invested, and anticipated trading frequency. Further information regarding fees and charges assessed by a mutual fund is available in the appropriate mutual fund prospectus.

While NSC does not share this revenue directly with NAM, a conflict of interest still exists for NAM (and its advisors) as an affiliate of NSC that benefits indirectly through the sharing of services and infrastructure (e.g. offices, staff, technology, etc.) with NSC. Additionally, for wrap accounts, the advisor is generally responsible for covering transaction costs; however, through transactions in NTF mutual funds, the advisor does not have to absorb the transaction costs, and is therefore incentivized to transact in NTF mutual funds when potentially lower cost share classes are available outside of the NTF program.

Free Credit Interest Program

Customer Accounts not electing a cash sweep option generate credit interest on their idle cash balances ("Free Credit Interest") that is paid to NFS and NSC. This idle cash is funds that are primarily awaiting reinvestment. While cash is held in the account, interest is earned on that cash balance that is paid to NFS and NSC. Customer free credit balances are used by NFS to support their clearing business (e.g. for activities such as margin lending, collateralization of stock borrows, financing of securities fails, and settlement of securities transactions). Through a revenue sharing arrangement with NSC, NFS pays NSC a significant portion of the Free Credit Interest. NSC does not share any of the interest earned on the cash balances with its clients. This is an indirect benefit and conflict of interest for NAM (and its advisors) as an affiliate of NSC, since NSC receives revenue on cash balances held in NAM's client accounts.

Rebillables/ACAT Exit Fees

NFS charges NSC directly for clearing-related services NFS provides to NAM's clients. This applies to NAM accounts held at NFS. NSC has the option to pass through these charges directly to the customer or markup and retain the difference ("Rebillable Fees''). NSC has elected to mark-up these fees and retain the difference for the majority of these fees. The client absorbs the entirety of the cost of both the NFS fee and NSC's mark up. This mark-up is NSC's compensation for the services it performs in conjunction with these transfers (such as processing documents and coordinating with other firms to transfer the assets) and to generate additional profits. NSC receives significant revenue from marking up rebillable fees, and a substantial amount of those fees consists of ACAT exit fees. A complete list of fees and the associated charges are provided to clients directly in the NFS Fee Disclosure upon account opening, and anytime there is a material change to the fee disclosure thereafter. The charges listed on the NFS Fee Disclosure include the total cost to you for each specified fee (which includes the mark-up charged by NSC). Again, NSC places a substantial mark-up on the majority of the listed fees. Some of these rebillable fees include, but are not limited to: full transfer of accounts delivery (ACAT exit fee), legal transfer, transfer and ship (DRS Eligible), legal return, bounced checks, stop payments, annual custody, annual account maintenance, etc. This is an indirect benefit and conflict of interest for NAM (and its advisors) as an affiliate sharing services and infrastructure (e.g. offices, staff, technology, etc.) with NSC, since as described, NSC receives revenue when NAM clients receive NFS's clearing-related services that are marked up by NSC. This means that NSC only receives mark-ups on NFS's clearing-related services to NAM's clients when NAM's advisors select NFS as the custodian/clearing broker. Therefore, NAM and its advisors are incentivized to recommend NFS as the custodian/clearing broker, rather than other custodians used by NAM or its advisors that do not provide such benefits to NAM and its affiliates.

Item 15 - Custody

For NAM advisory accounts, client assets are maintained with a qualified custodian as referenced earlier in the Brochure for each respective Program. The client will complete account paperwork with the applicable custodian. Clients will receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets, which will be sent to the email or postal mailing address provided upon account opening. NAM urges clients to carefully review such statements and compare such official custodial records to any account statements that NAM may provide to clients as a service. Clients should notify NAM of any discrepancies as soon as possible. In no event should a statement provided by NAM be relied on by clients as a replacement for the statement provided by the qualified custodian.

We previously discussed in the "Fees and Compensation" section (Item 5, "Fees and Compensation") of this Brochure that our firm directly debits advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to review carefully their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact NAM directly if they believe that there may be an error in their statement.

NAM is deemed to have custody in the case of private funds because of its relationship with managers of the funds. Funds and securities that are acquired in transactions not involving public offerings may be un-certificated with ownership recorded on the books of the issuer or its transfer agent in the name of the fund. Other securities of privately held companies will be held by a qualified custodian. Cash of private funds is held with Signature Bank or another qualified bank depository. Investors in such funds will receive annual audited financial statements by a qualified accountant within 120 days of the end of the fiscal year of the Fund and upon liquidation.

In addition, we are also deemed to have custody of clients' funds or securities when clients have standing letters of authorizations ("SLOAs") with their custodian to move money from a client's account to a third-party, and under that SLOA it authorizes us to designate the amount or timing of transfers with the custodian. The SEC has set forth a set of standards intended to protect client assets in such situations, which we follow.

The qualified custodian will send to you, at least quarterly, your account statements. The account statements will reveal the funds and securities held with the qualified custodian, any transactions that occurred in your account, and the deduction of our fee. You should carefully review the account statements received from the qualified custodian and compare them with any statements that you receive us. You should contact us at the address or phone number on the cover of this brochure with any questions about your statements. You should notify us if you do not receive the account statements, at least quarterly, from the qualified custodian.

Item 16 – Investment Discretion

Whether NAM, its IARs or third-party managers have investment discretion depends on the Program selected by the client. Discretionary authority will be explicitly authorized through the completion of the NAM Investment Advisory Agreement and the Clearing Agent's trading authorization or limited power of attorney forms, if applicable. Client agreements permit clients to provide reasonable instructions in connection with exercise of this authority, which may include prohibitions with respect to allocation or purchase of particular securities or types of securities. In most NAM programs, the NAM Investment Advisory Agreement and the Clearing Agent's Account Application provide authorization to NAM's Clearing Agent partners to provide brokerage services related to the advisory services offered. NAM will receive discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, NAM observes the investment policies, limitations and restrictions of the clients it advises. Investment guidelines and restrictions must be provided to NAM in writing. NAM has discretion over private fund assets (which includes the authority to select a custodian and, if applicable, broker-dealers for the funds).

Item 17 – Voting Client Securities; Investor Class Action Law Suits

Except in the case of private funds, discussed below, all client securities are held at the respective custodians. These custodians are responsible for ensuring all proxy material is forwarded to the client. NAM does not serve as custodian for any client securities, and as such does not receive proxies for securities held in client accounts. NAM does not vote, nor give advice on how to vote, proxies for securities held on behalf of clients (except for private funds). Likewise, NAM does not take any action with respect to investor class action law suits. Under the investment advisory agreement between NAM and the client, the client retains exclusive voting authority over the securities in the client's portfolio and the firm does not have any role in proxy voting. Clients are responsible for voting all proxies. If client assets are invested in mutual funds, the managers of those mutual funds may vote the proxies for the securities in the funds. Clients are entitled to receive information from fund managers concerning their proxy voting policies and procedures. Those managers are required to provide information to clients about the manner in which the managers of the Funds have voted proxies in the past. Clients should review the information that is provided concerning the proxy voting policies of the managers of the funds in which assets are invested.

NAM will vote all securities held by private funds. NAM has adopted written policies regarding the voting of securities held in our private funds and will vote securities in accordance with those policies. A copy of NAM's Proxy Policy is available to the private funds upon request from NAM's Chief Compliance Officer.

Item 18 – Financial Information

Under no circumstances does NAM require or solicit payment of fees in excess of $1200 per client more than six months in advance of services rendered. Therefore, NAM is not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. NAM has no additional financial circumstances to report.

NAM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.