

## Part 2A of Form ADV: Disclosure Brochure

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April 12, 2012

This brochure provides information about the qualifications and business practices of Adams Hall Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 913-647-9700 or [Compliance@Mariner-Holdings.com](mailto:Compliance@Mariner-Holdings.com). 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. Adams Hall is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information through which you determine to hire or retain an Adviser.

Additional information about Adams Hall Wealth Advisors, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Adams Hall Wealth Advisors, LLC is 107355.

## **Item 2 – Material Changes**

On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” amending the disclosure document that we provide to clients as required by SEC Rules.

This Brochure dated April 12, 2012 provides an update from the Brochure dated February 23, 2012 and is prepared according to the SEC’s new requirements and rules.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

### **Material Changes – April 12, 2012**

Since the date of our last Brochure filing, we have changed our name from Adams Hall Asset Management, L.L.C. to Adams Hall Wealth Advisors, LLC. In addition, our affiliates have changed, as detailed in Item 10. Other Financial Industry Activities and Affiliations. Finally, we now accept discretionary authority over client accounts, as detailed in Item 4. Advisory Business, Item. 12 Brokerage Practices and Item 16. Investment Discretion.

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## **Item 4 – Advisory Business**

### **INTRODUCTION**

Adams Hall Wealth Advisors, LLC (hereafter as “Adams Hall,” or “we”) is an investment advisory firm founded in 1997 with its principal place of business in Tulsa, OK. Our firm is registered with the U.S. Securities and Exchange Commission as a registered investment adviser. Currently, Adams Hall has approximately \$1.4 billion in assets under management. Adams Hall is majority owned by MWA A-H, LLC and minority owned and managed by Jana Shoulders, President and Chief Executive Officer; Jeff Couch, Executive Vice President; James Cooper III, Vice President – Investments and Fiduciary Oversight; and Suzanne Wheeler, Vice President of Client Development.

### **ADVISORY SERVICES**

#### **PORTFOLIO MANAGEMENT SERVICES**

Adams Hall provides portfolio management services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, Adams Hall may develop a client's personal investment policy statement and create and manage a portfolio based on that policy. Accounts are managed with discretionary and non-discretionary oversight. Discretionary rights include the authority to select the identity and amount of securities to be bought or sold but in all cases are to be exercised in a manner consistent with the stated investment objectives and restrictions for the particular client account. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income).

Adams Hall Portfolio Management Services may include:

- Selection of investment vehicles and monitoring
- Investment policy statement preparation
- Financial planning
- Retirement plan employee communications

#### **TACTICAL MOMENTUM STRATEGY**

Adams Hall offers a specialized and focused investment, the Tactical Momentum Strategy (TMS), which is designed for capital appreciation while protecting on the downside by moving in and out of the market based on quantitative factors tied to the market's momentum.

The Strategy relies on the 200 day moving average of the closing price of a well-known large cap index to indicate when to buy and sell widely used large cap ETFs. Trades will be placed when the closing price of the index drops below or rises above the 200 day moving average of the index.

Clients choosing to participate in TMS will set up a new dedicated account at Fidelity or Schwab. If the indicators are trending positive, the account will be invested (rounded down to the nearest whole share) in a large cap index fund. If the indicators are trending negatively, the assets will remain in cash or some other short term interest bearing instrument(s).

The quantitative indicators will be monitored daily. When the model is updated with the prior day's closing price indicating that a change has occurred, the trades will be placed by the next business day.

## **RETIREMENT PLAN FIDUCIARY OVERSIGHT SERVICES**

Adams Hall also offers Retirement Plan Fiduciary Oversight Services to clients who are sponsors or trustees of employee benefit plans. After personal discussions with a client, in which the client's needs are established, Adams Hall develops a client fiduciary profile which covers the fiduciary practices and procedures.

Based on the fiduciary profile, and review of the client's trust documents and processes, Adams Hall makes initial recommendations to the client to change existing or adopt new practices and procedures to ensure that the client is acting prudently. As part of these services, Adams Hall will also provide specific investment advice on asset class selection or allocation, individual plan investments, investment manager selection and coordination, and performance evaluation. Both fiduciary oversight and investment advice are offered on a discretionary and a non-discretionary basis. Adams Hall will report its recommendations to the client on a quarterly basis and will continue to monitor the client's processes and investment management practices to identify any changes that may be prudent.

Fiduciary Oversight Services may include:

- Review of trust documents, practices and procedures
- Recommendation of changes to practices and procedures
- Specific advice on asset class selection and allocations, individual plan investments, investment manager selection and coordination, and performance evaluation
- Monitoring the client's need for further changes to practices and procedures
- Quarterly reporting to the client

All Fiduciary Oversight Services agreements are terminable, by either party for any reason, upon five days written notice sent to the other party's business address. Upon termination of any

relationship, any prepaid, unearned fees will be promptly refunded, and any unpaid earned fees will be payable upon invoicing. Fees will be prorated based on the number of elapsed days during the quarter. For fees payable in arrears, the fee will be based on the plan value on the termination date. The client will be given written notice showing the methodology of the fee calculation, and the fee will be deducted from the account if the client has made arrangements to have the fee deducted.

## **FAMILY OFFICE WEALTH MANAGEMENT OVERSIGHT AND CONSULTING SERVICES**

Adams Hall also offers Family Office Wealth Management Oversight and Consulting Services (Family Office Services) to clients and their families who are very high net worth and seek professional oversight and management services. After personal discussions with a client, in which the client and its family circumstances, financial and investment objectives and needs are established, Adams Hall develops a family office profile which covers the client's family office practices and procedures.

Based on the family office profile and review of the client's documents, relationships and processes, Adams Hall makes initial recommendations to the client to change existing or adopt new practices and procedures to ensure professional and efficient family office management. Adams Hall may also provide specific investment advice on asset class selection or allocation, individual plan investments, investment manager selection and coordination, and performance evaluation. Both family office oversight and investment advice are offered on a discretionary and a non-discretionary basis. Adams Hall will report its recommendations to the client on a quarterly basis and will continue to monitor the client's processes and investment management practices to identify any changes that may be prudent.

Family Office Services may include:

- Review of professional relationships, documents and practices
- Recommendation of changes for relationships and practices
- Review, preparation and monitoring of Investment Policy Statement (IPS)
- Specific advice on asset class selection and allocations, investments, investment manager selection and coordination, and performance evaluation
- Monitoring the client's need for further changes to practices
- Quarterly and consolidated investment and performance reporting
- Periodic client meetings and minutes
- Operational reviews for objectivity and impartiality
- Administrative support for client financial reporting, charitable contributions, accounting, bill paying, and tax planning
- Other support services as agreed upon with a client

All Family Office Services agreements are terminable, by either party for any reason, upon five days written notice sent to the other party's business address. Upon termination of any relationship, any prepaid, unearned fees will be promptly refunded, and any unpaid earned fees will be payable upon invoicing. Fees will be prorated based on the number of elapsed days during the quarter. For fees payable in arrears, the fee will be based on the pro-rated fee to the termination date. The advisory fee may be deducted from the account if the client has authorized and made arrangements to have the fee deducted.

## **SELECT PORTFOLIO PROGRAM**

### *Client Balances of \$250,000 or Greater*

Adams Hall provides clients access to comprehensive investment management services through a custom program ("Select Portfolio") with Charles Schwab & Co. ("Schwab"), a registered investment adviser and FINRA registered broker-dealer firm not affiliated with Adams Hall. The Select Portfolio Program offers portfolio advisory and professionally managed investment account services to individual and institutional clients. Under this program, Adams Hall will develop an Investor Profile reflecting the client's financial situation, investment goals and objectives, analysis of liquidity and portfolio concentration, and tolerance for risk as well as any investment limitations and reasonable restrictions on the management of the client's account.

Adams Hall will review the Investor Profile with the client at least annually to determine whether there have been any changes to the client's objectives or goals. Having developed a thorough understanding of, among other things, client objectives and investment horizon, Adams Hall is responsible for providing investment management advice to the client, including the development of an asset allocation strategy. Adams Hall will select and identify mutual funds and exchange traded funds ("funds") for the client. Adams Hall will maintain communication with the client to monitor the client's investment objectives and any changes in the client's individual circumstances.

Adams Hall is responsible for identifying and selecting those funds that will participate in the program. Funds are selected by Adams Hall to participate in the program after an extensive evaluation and due diligence process that focuses on quantitative factors such as historical performance and volatility, the fund's reputation and approach to investing. Adams Hall will review the performance of all funds and make recommendations with respect to the selection and retention of the funds available to Select Portfolio clients. Adams Hall will determine whether the Select Portfolio Program and the available fund(s) are suitable based upon each client's individual circumstances and needs.

Adams Hall will provide ongoing monitoring of portfolio performance and will review client

accounts to ensure adherence to investment policy guidelines and the asset allocation. Adams Hall will rebalance portfolios as necessary to conform to the established asset allocation plan.

Clients are required to open a custodial account and execute an asset-based pricing agreement with Schwab Institutional and custodial and transaction clearing services will be provided by Schwab Institutional as part of the services of the Select Portfolio Program.

## **CONDITIONS FOR ACCOUNT:**

### *Portfolio Management and Tactical Momentum Strategy Services*

A minimum account size of \$1,000,000 is required for this service, however, under certain circumstances, this account minimum may be negotiable. The minimum annual fee is \$10,000. In limited circumstances, Portfolio Management Services may be available for a fixed annual fee as may be agreed upon with a client.

### *Fiduciary Plan Oversight Services*

A minimum of \$10,000,000 of plan assets is required for this service, however, under certain circumstances, this minimum may be negotiable depending on a client's circumstances and the services to be provided. The minimum annual fee is \$25,000.

Adams Hall may, in its discretion, negotiate or waive its Fiduciary Oversight Services fee in whole or in part for any client.

### *Family Office Wealth Management Oversight and Consulting Services*

Adams Hall does not require any minimum of family office assets for this service. Adams Hall services and client fees will depend on the complexity of a client's circumstances and the nature and extent of services to be provided. Any minimum annual fee will be discussed and agreed upon on a client-by-client basis and included in the client's agreement with the firm

Adams Hall may, in its discretion, negotiate or waive its Family Office Wealth Management Oversight and Consulting Services fee in whole or in part for any client.

### *Select Portfolio Program*

There is a minimum account size requirement of \$250,000 for participation in the Select Portfolio Program.

Adams Hall may waive account minimums for Select Portfolio Program clients in its discretion



and based on client circumstances.

*Account Balances of Less Than \$150,000*

Adams Hall provides accounts with balances of less than \$150,000 access to comprehensive investment management services through the Frank Russell Investment Management Company (“FRIMCo”) Model Strategies and LifePoints Funds. A description of the FRIMCo Program is detailed in the Russell Managed Account Strategies Client Access Agreement.

Under this program, Adams Hall will develop an Investor Profile reflecting each client’s financial situation, investment goals and objectives, analysis of liquidity and portfolio concentration, and tolerance for risk as well as any investment limitations and reasonable restrictions on the management of the client’s account.

Adams Hall will review the Investor Profile with the client at least annually to determine whether there has been any change in the client’s objectives or goals.

Upon client request, financial planning services can be added for an annual fee of \$2,000.

## **Item 5 – Fees and Compensation**

### **PORTFOLIO MANAGEMENT FEES**

The annual fees for Portfolio Management or the Tactical Momentum Strategy are based on a percentage of assets under management as follows:

#### **CLIENTS OTHER THAN EMPLOYEE BENEFIT PLANS**

1% for first \$1,000,000  
75 basis points for next \$2,000,000  
60 basis points for next \$2,000,000  
50 basis points for next \$2,000,000  
25 basis points above \$7,000,000

The minimum annual fee is \$10,000. In limited circumstances, Portfolio Management may be available for a fixed annual fee as may be agreed upon with a client.

Clients are advised that these services may be obtained elsewhere at a lower rate. Clients will be invoiced quarterly in arrears, according to the Investment Management Agreement. The fee is determined based on the fair market value of a client's portfolio on the last day of the quarter using prices provided by custodians.

#### **EMPLOYEE BENEFIT PLANS**

The annual fee for employee benefit plans ranges from 20 basis points to 100 basis points.

Clients will be invoiced quarterly in advance or arrears, according to the client agreement. The initial fair market value of the portfolio will be based on the market value on the inception date. Subsequent quarterly billings will be based on the fair market value of a client's portfolio on the last day of the preceding quarter.

If billed in advance, the first payment is due upon acceptance of a client agreement and will be based upon the opening value of the account. The first payment will be prorated to cover the period from the date the account is opened through the end of the next full calendar quarter. Thereafter, the fee will be based on the account value on the last business day of the preceding calendar quarter and will be due the following business day.

Adams Hall may, at its discretion, negotiate or waive its advisory fees in whole or in part for any client.

Assets of related client accounts may be aggregated for the purposes of calculating the advisory fee to obtain an overall lower annual fee at Adams Hall's discretion.

#### FEES FOR FIDUCIARY OVERSIGHT

The annual fee for Fiduciary Oversight Services is 15 to 50 basis points of the value of the plan assets.

This fee will be billed to the client quarterly in advance or arrears according to client agreement. The plan value will be the fair market value of the plan assets as reported by the plan custodian(s). The first quarterly billing of the fee will be prorated based on the number of elapsed days during the quarter. When fees are payable in advance, the initial plan value will be determined on the inception date, and the fee will be based on this initial valuation.

Thereafter, the plan value will be determined on each last business day of the client's successive fiscal quarters. For clients charged in advance at the beginning of each calendar quarter, the fee will be assessed on the plan value on the last business day of the previous quarter. For clients charged in arrears at the end of each calendar quarter, the fee will be assessed on the plan value on the last business day of the quarter.

A minimum of \$10,000,000 of plan assets is required for this service, however, under certain circumstances, this minimum may be negotiable depending on a client's circumstances and the services to be provided. The minimum annual fee is \$25,000.

Adams Hall may, in its discretion, negotiate or waive its Fiduciary Oversight Services fee in whole or in part for any client.

#### FAMILY OFFICE WEALTH MANAGEMENT OVERSIGHT AND CONSULTING SERVICES

The fee for Family Office Wealth Management Oversight and Consulting Services is a fixed fee billed quarterly, according to the client agreement.

This fee will be billed to the client quarterly in arrears, according to the client agreement, and the value of the family office assets will be the fair market value of the assets as reported by the client's custodian(s). The first quarterly billing of the fee will be prorated based on the number of elapsed days during the quarter.

Thereafter, the value of the family office assets will be determined on each last business day of the client's successive fiscal quarters.

Adams Hall may, in its discretion, negotiate or waive its Family Office Wealth Management Oversight and Consulting Services fee in whole or in part for any client based upon a client's particular financial circumstances, investment needs and objectives, amount of assets and the level of Adams Hall services provided to each client.

## **SELECT PORTFOLIO FEES**

Clients participating in the Schwab Select Portfolio Program pay an all-inclusive or program fee, which includes charges for advisory services, custody, clearing, transaction execution and account reporting.

The Select Portfolio Program fees include an Adams Hall fee of 100 basis points (1.00%) plus a Schwab asset-based pricing fee as disclosed in the Asset-Based Pricing Agreement which a client is required to sign. Schwab fees will not exceed 20 basis points (0.20%).

Clients will be billed at the end of each calendar quarter based upon the quarter end value of the client's account for the previous quarter (market value or fair market value in the absence of market value, plus any margin balance).

All fees are deducted from the client's account at Schwab.

**WRAP FEES:** Clients participating in the Select Portfolio Program pay an asset-based fee which includes charges for advisory services, custody, clearing, transaction execution and account reporting. Clients participating in this program are responsible for directing brokerage in their Program account(s) through Schwab. Transactions are effected 'net,' i.e., without commission, and a portion of the asset-based fee is generally considered as being in lieu of commissions. Trades are generally expected to be executed only with the broker dealer ("Schwab") with which the client has entered into the asset-based fee arrangement, so that Adams Hall may not be free to seek best price and execution by placing transactions with other broker dealers.

Our experience indicates that Schwab generally can offer best price for transactions in listed equity securities, but, no assurance can be given that such will continue to be the case with those or other broker dealers which may offer wrap fee arrangements, nor with respect to transactions in other types of securities. Accordingly, the client may wish to satisfy himself or herself that the broker-dealer offering the 'wrap fee' arrangement can provide adequate price and execution of most or all transactions.

The client should also consider that, depending upon the level of the fee charged by the broker-dealer, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors, the all-inclusive fee may or may not exceed the aggregate cost of such services if they were to be provided separately and if Adams Hall were free to negotiate commissions and seek best price and execution of transactions for the client's account.

Select Portfolio Program fees are in addition to any mutual fund expenses and expenses as disclosed in each fund's prospectus. Select Portfolio clients will receive and should review the Schwab Select Portfolio Wrap Fee Disclosure Brochure for additional information about the services, fees, and conflicts, among other things.

Upon client's request, financial planning services can be added for an annual fee of \$2,000.

## **GENERAL INFORMATION ON FEES**

In certain circumstances, all fees and account minimums may be negotiable. Further, fee schedules and minimums may vary among clients and depend on the client circumstances, nature of services, amount of assets and length of relationship, among other reasons. We may also group certain related client accounts for the purposes of determining the annualized fee.

The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a)(1)).

### *Termination*

A client agreement may be canceled at any time, by either party, for any reason, with five days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. Client will be given written notice showing the methodology of the fee and noting that the fee is deducted from the portfolio if client has authorized arrangements to have fees deducted.

Clients will have a period of five (5) business days from the date of signing the agreement to terminate the agreement and receive a full refund of all fees. After the five business days, the client may terminate the agreement by providing us with written notice at our principal place of business prior to delivery of the plan or completion of other services.

Upon termination after the five business days, we will prorate fees to the date of termination and refund to the client the unearned portion of the fee we have collected.

### *Separate Expenses and Fees*

All fees paid to Adams Hall for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and exchange traded funds (ETFs) to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee for mutual funds. If the mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client could invest in a mutual fund or ETF directly, without the services of our firm. In that case, the client would not receive the services provided by Adams Hall which are designed, among other things, to assist the client in determining which mutual funds or ETFs are most appropriate to each client's financial condition and objectives.

Accordingly, the client should review both the fees charged by the funds or ETFs and the fees charged by our firm to fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

Clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any commissions, custody fees, transaction charges or mark-up/mark-downs imposed by a broker-dealer with which our firm effects transactions for a client's account(s).

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Our firm's fees are calculated as described above and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Investment Advisers Act of 1940, as amended).

Side-by-side management refers to multiple client relationships where an adviser manages advisory client relationships and portfolios on a simultaneous basis for individuals, businesses, institutions and also mutual funds and/or hedge funds. In such circumstances, potential conflicts of interest may arise by and between the clients and the mutual and hedge funds, e.g., performance fee arrangements.

Adams Hall does not manage any mutual funds or hedge funds or have any performance fee arrangements. So, we do not currently have any side-by-side management potential or actual conflicts of interests other than to the extent investment opportunities may be available and allocated among our clients. Adams Hall, as a fiduciary to our clients, has adopted allocation policies for the fair and equitable treatment of all clients as more fully described in Item 12 below.

## **Item 7 – Types of Clients**

Adams Hall offers and provides investment management and family office services to individuals, including high net worth individuals, very high net worth families, pension and profit sharing plans, corporations and other business entities.



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

### *Method of Analysis*

As part of our method of analysis we utilize both quantitative and qualitative criteria in the investment selection process. We can evaluate the performance of all available mutual funds, ETFs and separately managed accounts.

Quantitative factors we evaluate may include:

- Performance: Risk, return, risk-adjusted measures, benchmark analysis, universe comparisons, attribution analysis, cumulative performance and consistency thorough varying markets
- Style Analysis: Performance-based attribution over rolling time periods
- Statistical Analysis: Alpha, beta, Sharpe ratio, Treynor ratio, tracking error and information ratio, up/down market capture and peer group performance

A risk in using quantitative analysis is that the models may be based on assumptions that prove to be incorrect.

Qualitative factors may include:

- Firm Specific Information: Employee ownership, ownership/management consistency, business focus on investment management, litigation, responsiveness, firm size and growth plan
- Personnel: Size/depth of staff, experience, stability of investment management group, compensation package, analyst/portfolio manager stature
- Investment Management Experience: Dedicated management group, current level of assets, flow of cash in and out of funds and internally developed diagnostics/tools
- Investment Philosophy/Process: Clearly defined and achievable philosophy consistently applied over time, risk/reward, appropriateness for client, purchase/sell discipline, risk control measures, portfolio characteristics

A risk in using qualitative analysis is that our subjective judgment may prove to be incorrect.

Asset Allocation: The purpose of the asset allocation is to diversify funds into asset classes (stocks, bonds, and liquid reserves) according to the client's risk profile and to hedge against uncertainty. Implicit in this approach is that the total portfolio is more important than the underlying securities.

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***

Adams Hall develops customized investment strategies based on individual client risk tolerance and needs to achieve stated goals.

For the Tactical Momentum Strategy, see Item 4. above.

We may also use the following strategies in managing client portfolios:

Long-term purchases: We purchase securities with the idea of holding them in a client's portfolio for a year or longer. We may do this because we believe the securities to be currently undervalued. We may do this because we want exposure to a particular asset class over time, regardless of the current projection for this asset class or security.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantages of short-term volatility that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases: We occasionally may purchase securities with the idea of selling them within a relatively short time (typically a year or less).

A risk in a short-term purchase strategy is that, should the anticipated price increase not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

Margin transactions: We will not generally recommend or utilize margin as part of our investment strategies because margin trading is contrary to our firm's fundamental investment policies. We may use margin to a limited extent upon a client's request and for borrowing needs.

Option writing: As a matter of policy and practice, we will not use options or option strategies as an investment strategy for our clients. We may use option writing to a limited extent upon a client's request and for concentrated holdings.

### Private Investment Funds:

From time to time, Adams Hall may recommend investments in a variety of limited partnerships, either in public or private offerings, for those clients with investment objectives and criteria consistent with this type of investment in such limited partnerships.

For all strategies:

Investments in securities are not guaranteed, and clients may lose money on their investments. We make significant efforts and inquiries to help us understand a client's tolerance for risk and any changes in their investment objectives and/or financial circumstances. We also request that clients notify us of any such changes promptly.

### ***Risk of Loss***

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. However, you should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. Depending on the different types of investments, there may be varying degrees of risk:

- **Market Risk** – Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments.
- **Equity Risk** – Stocks are susceptible to fluctuations and to the volatile increases and decreases in value as their issuer's confidence in or perceptions of the market change. Investors holding common stock of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- **Company Risk** – There is always a level of company or industry risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry.
- **Options Risk** – Options on securities may be subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.
- **Fixed Income Risk** – Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- **ETF and Mutual Fund Risk** – ETF and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.
- **Management Risk** – Investments also vary with the success and failure of the investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.

## **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 your evaluation of us or the integrity of our management. We have no information applicable to this Item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

Adams Hall is an SEC registered investment adviser. Our firm is engaged in the business of rendering investment advice, and in addition, for clients that are sponsors or trustees of pension or profit sharing or employee benefit plans, we also provide Fiduciary Oversight Services. See the disclosure under Item 1. for additional information about Adams Hall's Fiduciary Oversight Service.

Based upon the recent change in our majority ownership to MWA A-H, LLC, we now have relationships and arrangements that are material to our advisory business or to our clients with related persons that are either an investment adviser, broker-dealer, investment company or pooled investment vehicle.

### Other Investment Adviser

We are affiliated, and under common control, with other SEC registered investment advisers:

- 440 Investment Group, LLC ("440") (CRD No. 155399);
- Ascent Investment Partners, LLC ("AIP") (CRD No. 152533);
- Convergence Investment Partners, LLC ("CIP") (CRD No. 148472);
- Mariner Real Estate Management, LLC ("MREM") (CRD No. 159261);
- Mariner Wealth Advisors, LLC ("MWA") (CRD No. 140195);
- Montage Investments, LLC ("Montage") (CRD No. 152607);
- Nuance Investments, LLC ("Nuance") (CRD No. 148534);
- Palmer Square Capital Management LLC ("Palmer Square") (CRD No. 155697);
- Tactical Investment Managers, LLC ("Tactical") (CRD No. 155912); and,
- Tortoise Capital Advisors, L.L.C. ("TCA") (CRD No. 123711), respectively.

### Broker-Dealer

We are affiliated, and under common control, with Montage Securities, LLC ("Montage Securities") (CRD No. 154327), a broker-dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA), Securities Investment Protection Corporation (SIPC), and Municipal Securities Rulemaking Board (MSRB). However, no securities transactions for our clients will be executed through Montage Securities.

### Investment Company or Other Pooled Investment Vehicles

One of our Advisory Affiliates is the investment adviser to the Convergence Core Plus Fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Convergence Core Plus Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment adviser to Palmer Square Absolute Return Fund administered by UMB Fund Services. All relevant information, terms and conditions relative to the Absolute Return Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment adviser to the Nuance Concentrated Value Fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Nuance Concentrated Value Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment adviser to the Tortoise MLP & Pipeline Fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Tortoise MLP & Pipeline Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates is the investment manager of 440 Partners, L.P., a multi-strategy systematic hedge fund. One of our Advisory Affiliates is the investment manager of Montage Seed Capital, LLC. One of our Advisory Affiliates is the investment manager to the Palmer Square Multi-Strategy Fund L.P. (“PSMSF”) and Palmer Square Multi-Strategy Fund, Ltd. (“PSMSFltd”), both fund of funds comprised of a diversified portfolio of managers employing a variety of investment strategies; Palmer Square Opportunity Fund L.P. (“PSOF”), a fund of funds designed to capitalize on market opportunities; Colony Multi-Strategy Fund, L.P. (“CMSF”); and Palmer Square Emerging Manager Fund, L.P. (“PSEMF”), (together, the “private funds”).

All relevant information, terms and conditions relative to the private funds, including the investment objectives and strategies, minimum investments, qualification requirements, suitability, fund expenses, risk factors, and potential conflicts of interest, are set forth in the offering documents (which typically include confidential private offering memorandum, Limited Partnership Agreement, and Subscription Agreement), which each investor is required to receive and/or execute prior to being accepted as an investor.

One of our Affiliates due to common control is the investment manager of of Mariner Real Estate Management, LLC, which manages and operates Mariner Real Estate Partners (“MREP”), Mariner Real Estate Partners II (“MREP II”), Mariner Real Estate Partners III (“MREP III”), and Mariner Real Estate Partners III A (“MREP III A”), all of which are pooled investment vehicles focusing on real estate investments. MREP and MREP II are closed to any new investors.

One or more of our Affiliates are members of Mariner Private Equity, LLC, which manages and operates Mariner Capital Partners, LLC (“MCP”) and Mariner Capital Ventures, LLC (“MCV”), both of which are private equity funds with investments in different private companies. Both MCP and MCV are closed to new investors. MCP relies on an exemption from registration

under the Investment Company Act of 1940 that is available to limited liability companies whose membership interests are beneficially owned by investors who qualify as “qualified purchasers.”

#### Accounting Firm

We are under common control with Mariner Consulting, a Certified Public Accounting Firm. We do not render accounting advice or tax preparation services to our clients.

#### Law Firm

One of our affiliates, Kirk Lambright, is a licensed practicing attorney. Mr. Lambright maintains a limited legal practice, separate and distinct from TIM’s investment advisory activities. No portion of any other services rendered by us to our clients should be interpreted as legal advice. Rather, clients should defer to the advice of their own attorney.

#### Insurance Company or Agency

We are under common control with Power Group Company LLC; Mariner Insurance Resources, LLC; Power Group Risk Services; ERS Insurance, Inc.; and ERS Securas LLC; duly licensed insurance agencies. We do not render or recommend insurance advice or services to our clients. Certain of our Advisory Affiliates, in their individual capacities, are licensed insurance agents with these companies and in such capacity may recommend on a fully disclosed basis the purchase of certain insurance-related products.

#### Real Estate Broker or Dealer

We are under common control with Mariner Real Estate Management, LLC. One of our affiliates, Ryan Anderson, is a licensed real estate broker and owner of Mariner Real Estate Management, LLC. Certain of our Advisory Affiliates may recommend, on a fully-disclosed basis, the purchase of certain real estate properties to our clients.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Adams Hall has also adopted a Code of Ethics consistent with Rule 204A-1 of the Advisers Act. Our Code of Ethics provides for a high ethical standard of conduct for all professionals and employees, compliance with federal securities laws, and policies and procedures for the reporting of certain personal securities transactions on a quarterly basis and initial and annual security holdings by Adams Hall's professionals and employees. Among other things, our Code of Ethics also requires prior approval of any IPO and private placement investments, supervisory reviews, enforcement and recordkeeping. A copy of our Code of Ethics is available to Adams Hall clients upon written request to the Chief Compliance Officer at [compliance@mariner-holdings.com](mailto:compliance@mariner-holdings.com).

### **Adams Hall Code of Ethics**

- Adams Hall has a fiduciary relationship with clients. The client's interests will always be placed first. All transactions are covered by this code.
- There will be no trading ahead of clients. Advisors will never place their own interests ahead of clients.
- Personal account activity is reviewed and initialed by the Compliance Officer or designated personnel.
- A designated Compliance Officer will review transactions on clients' accounts for all activity.
- Advisory personnel will annually acknowledge their understanding and compliance with the firm's Code of Ethics.
- Investment personnel must receive approval before serving as a director of any company.
- Only gifts of de minimis value may be accepted.
- Compliance Officer will report to our Board annually as to existing policies and proposed changes. Any violations will be presented to the Board promptly for action.
- Possible sanctions for violations of policies and procedures include suspension or termination.

\*All associated persons of Adams Hall are covered by the Code.

Adams Hall's associated persons may also suggest the use of F&M Bank for banking. No client is obligated to use F&M Bank for any banking services. No referral fees are paid to Adams Hall or its employees. Also, no Adams Hall advisory client assets are custodied with F&M Bank.

It is the expressed policy of Adams Hall that no person employed by Adams Hall may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.



Adams Hall and individuals associated with our firm may buy or sell securities identical to or different from those recommended to clients for their personal accounts. Additionally, any associated person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations represent a conflict of interest, Adams Hall has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A member, officer or employee of our firm shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person associated with our firm shall prefer his or her own interest to that of the advisory client.
- 2) Adams Hall maintains a list of all securities holdings for itself (Adams Hall does not hold securities), and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual.
- 3) Adams Hall emphasizes the unrestricted right of the client to decline to implement any advice rendered.
- 4) Adams Hall emphasizes the unrestricted right of the client to select and choose any custodian (s)he wishes.
- 5) We require that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- 6) Any individual not in observance of the above may be subject to termination.

## **Item 12 – Brokerage Practices**

### *Selection of Brokers*

Adams Hall may have the discretionary authority to determine the broker or dealer to be used to implement recommended transactions or the commissions to be paid. A client may designate a broker to be used for all of that client's trades. When a client directs our firm to use a particular broker or dealer, it should be understood that under those circumstances we will not have authority to negotiate commissions, obtain volume discounts and best execution may not be achieved. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to other clients.

For clients participating in the Tactical Momentum Strategy, each client will open a specific and new additional account at Fidelity or Schwab which will invest in and hold the ETFs dedicated to the TMS.

As part of our firm's policy, our best execution practices include gathering relevant information, monitoring our trading activities and periodically reviewing, and evaluating the services provided by broker-dealers, quality of executions, research, commission rates, and overall relationships, among other things.

Adams Hall conducts periodic reviews of the firm's brokerage and best execution practices, evaluates the services, and documents the reviews.

Adams Hall participates in the Schwab Institutional ("SI") and Fidelity Investments service programs offered to independent investment advisers by Charles Schwab & Company, a FINRA registered broker dealer and Fidelity Institutional Investments.

Clients in need of brokerage and custodial services will have Charles Schwab & Company and Fidelity Investments recommended to them. As part of the SI and Fidelity programs, Adams Hall receives benefits that it would not receive if it did not offer investment advice.

### *Aggregation of Transactions*

Generally, Adams Hall does not aggregate orders for advisory clients.

Adams Hall may block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Adams Hall to execute trades in a timelier, efficient, equitable manner and to seek to reduce overall commission charges to clients.

### *Research and Soft Dollars*

Adams Hall does not currently obtain or utilize research and research-related products and services on a soft dollar basis.

### *Direction of Brokerage*

Certain clients, when undertaking an advisory relationship, already have a pre-existing relationship with a broker and/or may instruct Adams Hall to execute all transactions through that broker. In the event that a client directs our firm to use a particular broker or dealer, it should be understood that under those circumstances we will not have authority to negotiate commissions among various brokers, aggregate directed trades with other client transactions, or obtain volume discounts and best execution may not be achieved. In addition, a disparity in commission rates will exist between commissions charged to Adviser's clients.

### **Item 13 – Review of Accounts**

#### *Reviews of Portfolios*

The Adams Hall investment professional responsible for the client relationship reviews and monitors each managed account and portfolio holdings on a regular, periodic and continuing basis.

Client portfolios are also reviewed regularly by other members of the firm's investment team. Investment recommendations are also made on an ongoing basis. We recommend meeting with clients periodically to review the investment outlook, investment goals and objectives, investment policies and strategies, procedures, changes in personal circumstances and the portfolio positions.

More frequent reviews may be triggered by changes in market, political or economic conditions, or by a client's request.

#### *Client Reports*

Client reports of the portfolios are sent at least quarterly. Client reports include information about portfolio positions, cost and market value, among other things. Clients also receive independent monthly bank or custodial statements reflecting account activity and positions in addition to trade confirmations.

## **Item 14 – Client Referrals and Other Compensation**

Adams Hall has, and may enter into, one or more referral arrangements whereby compensation is paid to a third party for the referral of clients to Adams Hall. Any such referral fee shall be paid solely from our investment management fee, and shall not result in any additional charge to the client. If the client is introduced to us by an unaffiliated solicitor, the client will be given, prior to or at the time of entering into any advisory contract with the client, (1) a copy of our written disclosure statement which meets the requirements of Rule 204-3 of the Advisers Act, and (2) a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation.

Clients should be aware that the receipt of any additional compensation by our firm and its management persons creates a conflict of interest that may impair the objectivity of Adams Hall and these individuals when making advisory recommendations. Adams Hall endeavors at all times to put the interests of our clients first as part of our fiduciary duty as a registered investment adviser and takes the following steps to address this conflict:

- We disclose to clients the existence of all material conflicts of interest, including the potential for Adams Hall and management persons to earn compensation from advisory clients in addition to our firm's advisory fees;
- We collect, maintain and document accurate and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- Our management conducts regular reviews of each client portfolio to verify that all recommendations made to a client are appropriate for the client's needs and circumstances;
- We require that employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are disclosed and properly addressed;
- We periodically monitor any outside employment activities to verify that any conflicts of interest continue to be properly addressed; and
- We educate our employees about the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Specifically, Adams Hall has an arrangement with Harvard Advisors, L.L.C., an unaffiliated investment advisory firm, and F&M Bank & Trust Company to compensate for introducing advisory clients to Adams Hall. Typically, our firm compensates Harvard Advisors and/or F&M Bank & Trust Company by paying a portion of the advisory fees for any clients referred to Adams Hall.

We may have clients that are also clients of our related persons. These clients, as clients of our related person(s), may be solicited by our related persons (but not by us) to invest in investment-

related limited partnerships or limited liability companies for which one of our related persons serves as the general partner or manager. Clients are advised that a conflict of interest exists to the extent a related person recommends our services.

### **Item 15 – Custody**

Adams Hall is deemed to have custody under regulatory guidelines as a result of our firm's authority from certain clients for our firm to directly debit client advisory fees from their custodian accounts consistent with industry practices and regulatory guidelines.

Clients will receive quarterly statements from Adams Hall and monthly statements from the custodian. In order to ensure that all account transactions, holdings and values are correct and current, clients are encouraged to compare firm quarterly statements with the statements received directly from the client's independent custodian or bank.

### **Item 16 – Investment Discretion**

Adams Hall provides its advisory services on either a discretionary or non-discretionary basis. Adams Hall may have the authority to select the identity and amount of securities to be bought or sold. In all cases in which Adams Hall has discretionary authority, such discretion is to be exercised in a manner consistent with the stated investment objectives, limitations and restrictions for the particular client account.

For the Tactical Momentum Strategy, Adams Hall provides this service and strategy on a discretionary basis only based upon the nature of the strategy.



## **Item 17 – Voting Client Securities**

### *Proxy Voting*

Adams Hall maintains a written Proxy Policy which reflects the firm's fundamental duty as fiduciary to vote proxies in the best interests of our clients.

Certain clients have expressly retained proxy voting authority and in such instances Adams Hall has no responsibility and may not take any action regarding those clients' proxies.

In the event of any actual or potential conflicts of interests in the voting of any client proxies, our firm will make appropriate disclosures to clients and either request that the client vote the proxy(s), abstain from voting or vote the client proxies, depending on the circumstances.

We maintain relevant and appropriate proxy records as part of the firm's Proxy Policy. Our Proxy Policy and information about the voting of a client's proxies, where Adams Hall has proxy voting responsibility, are available to a client upon written request.

### *Legal Proceedings*

Adams Hall, as a matter of policy and practice, may not provide legal advice or act on behalf of clients for any legal proceedings, including class actions, bankruptcies or other proceedings, involving companies whose securities are held or were held previously in client portfolios.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and have not been the subject of a bankruptcy proceeding.