

# Ladenburg Thalmann Asset Management Inc.

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**This brochure provides information about the qualifications and business practices of Ladenburg Thalmann Asset Management Inc. If you have any questions about the contents of this brochure, please contact us at (800) 995-5267 or [lamp@ladenburg.com](mailto:lamp@ladenburg.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.**

**Additional information about Ladenburg Thalmann Asset Management Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

3/26/2014

## Material Changes

This Brochure dated March 26, 2014 has been updated from the recent brochure dated October 18th , 2013.

Changes include the following:

- ☐ Additional information about the use of unaffiliated brokers for custody and execution services for certain accounts, use of NTF funds, and the associated potential conflicts of interest.
- ☐ A description of separate account management services.
- ☐ A name change of the Ladenburg Thalmann Alternative Strategies Fund to the Alternative Strategies Fund

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact LTAM's Chief Compliance Officer, at 800-995-5267 or [lamp@ladenburg.com](mailto:lamp@ladenburg.com).

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## **Advisory Business**

### ***About the Firm***

Ladenburg Thalmann Asset Management Inc. (“LTAM”) is an investment advisory firm and has been in business since October 29<sup>th</sup>, 1982. Ladenburg Thalmann Financial Services Inc. (“LTFS”) owns 100% of LTAM. LTFS is listed on the NYSE\_MKT under the symbol LTS. Dr. Phillip Frost and related entities Gamma Trust and Nevada Trust are beneficial owners of over 25% of LTFS.

### ***Types of LTAM Advisory Services***

LTAM provides the following advisory services:

#### **Consulting Services**

LTAM provides personal consultations to clients that are intended to address the client’s individual questions, financial needs, and personal circumstances. The consulting services may encompass a wide variety of issues and topics, including investment recommendations. The consulting services may include the preparation of and/or updates to a written financial plan. The client has sole responsibility for determining whether to implement any recommendations made during any personal consultation or in a financial plan. The client may, but is not required to, implement any of the recommendations through LTAM as investment adviser or through any of its affiliates. If the client chooses to use LTAM or an affiliate to implement any recommendations, those activities are separate and distinct from the financial consulting services provided by LTAM under a consulting services agreement.

#### **Fund Management**

##### ***Alternative Strategies Fund***

LTAM is the investment adviser to the Alternative Strategies Fund (LTAFX). The Alternative Strategies Fund is a closed end interval fund that incorporates quality alternative products and allows clients to access these investments with lower minimums and no accreditation. The Fund’s investment objective is to seek attractive risk-adjusted returns with low to moderate volatility and low correlation to the broader markets, through a concentrated multi-strategy alternative investment approach with an emphasis on income generation. Ladenburg Thalmann & Co. Inc. is also the distributor of the fund and may receive commissions when executing trades on behalf of the fund.

The fund is comprised of a diversified portfolio of alternative investments in more than ten asset classes, including real estate investment trusts (REITs), Master Limited Partnerships (MLPs), Managed Futures, Equipment Leasing, among others. For information about the material risks associated with the Fund’s investment strategies, see the fund’s prospectus. Prospectuses are available at [www.ltafx.com](http://www.ltafx.com) or by contacting the fund administrator toll-free at 1-877-803-6583.

##### ***Boyar Value Fund***

Ladenburg Thalmann Fund Management is the Manager of the Boyar Value Fund (BOYAX) which is advised by Boyar Asset Management. Ladenburg Thalmann & Co. Inc. is also the distributor of the fund and may receive commissions when executing trades on behalf of the fund and there may be a conflict of interest when LTAM or its affiliates recommend the fund.

#### **LTAM Sponsored Programs**

LTAM also provides advisory services through several LTAM-sponsored programs, including: Ladenburg Architect, Ladenburg Asset Management Program (“LAMP”); the Private Investment Management (“PIM”) Program; and the Investment Consulting Services (“ICS”) Program and Plan Sponsor and Plan Participant Services.

Under these programs, clients generally pay a single fee that covers both advisory services provided by LTAM and brokerage services provided by its affiliated broker-dealers. These broker-dealers, Ladenburg Thalmann & Co. Inc. (“LTCO”), Triad Advisors, Inc., Investacorp, Inc. and Securities America, Inc., as applicable, receive a portion of the wrap fee, as does the financial consultant servicing the account.

In certain cases, LTAM or an investment adviser may recommend/require that client clients establish brokerage accounts to maintain custody of clients’ LAMP or ICS assets and to effect trades for their accounts with a brokers-dealer that is not affiliated with the investment adviser or LTAM (“Unaffiliated Broker”). For more information see “Brokerage Practices” below. Additional information about the LTAM sponsored programs and descriptions of the applicable fee schedules are set forth in separate program brochures that are available upon request.

#### Separately Managed Accounts

LTAM manages separate accounts in wrap and non-wrap programs that are sponsored by third party investment advisers. LTAM also manages separate accounts for clients that are referred by third party investment advisers outside of a sponsored program. Investment management provided to these clients is substantially the same as that provided to clients in the wrap fee programs sponsored by LTAM. However, the differing structures of various programs or other arrangements may result in differences in how accounts are managed inside and outside of LTAM sponsored programs.

#### Allocation Consulting Services

LTAM provides model allocations and updates to those models to other registered investment advisors for a service fee. These other advisers utilize the models to provide advice to their clients. LTAM generally does not provide investment advice directly to these clients. The other registered investment advisor, not LTAM, has the authority to conduct trading activity as necessary to change or rebalance their clients’ portfolios, in accordance with any changes to the model allocations provided. Currently LTAM provides this service to advisors, including Envestnet Asset Management, Inc. (“Envestnet”), Pentegra Services, Inc. (“Pentegra”), and FTJ Fund Choice, LLC (“FTJ”). None of these three companies is affiliated with LTAM”. LTAM does not provide any individualized advice with respect to Pentegra or FTJ clients, but may provide advice to Envestnet with respect to specific trades for its client accounts. For more information regarding Envestnet, Pentegra and FTJ please refer to their respective registered investment advisor’s Form ADV Part 2 (a)

#### ***Individual Client Needs and Restrictions***

For consulting services, clients inform their LTAM financial consultant of their investment objectives, risk tolerance, and investment time horizon and give their financial consultant any applicable investment policies, guidelines, or reasonable restrictions. Based on this information, LTAM tailors its advisory services to the individual needs of the client. These clients may impose reasonable restrictions on investment in certain securities or types of securities.

With respect to fund management, LTAM tailors its advice to the fund itself, not to the individual investors in the fund.

With respect to LTAM wrap fee programs and separately managed accounts, clients inform their financial consultant, who may be a representative of LTAM or another investment adviser, of their investment objectives, risk tolerance, and investment time horizon and give their financial consultant any applicable investment policies, guidelines, or reasonable restrictions. Based on this information, the financial consultant assists the client in selecting an investment strategy. Clients may impose restrictions on the investments in their accounts, including designating particular securities or types of securities that should not be purchased for an account. The financial consultant will communicate any restrictions imposed by the client to LTAM. LTAM may reject the restriction or the account if LTAM deems the restriction to be unreasonable. In the absence of client-specified investment restrictions, guidelines or policies and/or other modifications to the

implementation of a strategy that have been accepted by LTAM, LTAM will generally manage accounts in a manner very similar to that of other clients who have selected the same strategy.

With respect to asset allocations services, LTAM generally provides advice to another registered investment advisor, who is responsible for tailoring that advice to the individual needs of their clients. Upon request, LTAM may provide the investment advisor with advice specific to one or more clients. In all cases, the other advisor is responsible for decisions regarding client imposed restrictions on investment in certain securities or types of securities.

#### ***Assets Managed***

LTAM managed \$1,235,589,007 of assets on a discretionary basis and \$380,261,647 of assets on a non-discretionary basis as of 12/31/2013.

## **Fees and Compensation**

LTAM is compensated for its advisory services as set forth below. All fees are subject to negotiation. The specific manner in which fees are charged by LTAM is established for a client in the client's written investment advisory agreement with LTAM.

#### **Consulting Services**

LTAM generally charges either a one-time flat consulting fee, a periodic flat fee, an hourly fee, or a periodic asset-based fee for consulting services in advance. The fee type and amount or rates are subject to negotiation between LTAM and each client. The actual fee rates paid by the client will be set forth in the client's agreement with LTAM. The maximum asset-based consulting fee is an annual fee rate of 0.75%. The fee is based on the value of the assets in designated accounts and will be pro-rated for any partial quarters.

The value of the assets will be based on information provided by the custodian of the assets, the client or other third party, as applicable. LTAM is entitled to rely on the financial and other information that the client, any custodian, or any other third party provides to LTAM. LTAM does not independently verify this information nor does LTAM guarantee the accuracy or validity of such information. LTAM will generally send the client an invoice for the Fee, which will be due within thirty days' of the client's receipt of the invoice, unless the client instructs custodian to take instructions from LTAM to debit the fee from one of client's accounts. The Fee covers only the consulting services provided by LTAM under the consulting services agreement.

In addition to the consulting fee that clients pay to LTAM, clients who chose to implement the recommendations will incur certain fees and charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers.

The fees and charges may include: brokerage commissions, mark-up or mark-downs on principal transactions, transaction fees, exchange fees, SEC fees, custodial fees, deferred sales charges, transfer taxes, wire transfer and electronic fund processing fees..

Each mutual fund, exchange-traded fund ("ETF") or private fund in which a client may invest also bears its own investment advisory fees and other expenses. Fund transactions are also subject to applicable commissions, transaction charges or other fees.

If the client chooses to implement any portion of the recommendations through LTAM or an affiliate, LTAM and its affiliates will receive additional compensation. For example, if the client decides to implement a portion of the recommendations through an LTAM advisory program, the client will pay program fees to LTAM in connection with program as part of the total advisory fee that is negotiated with the LTAM financial consultant who will generally receive a portion of advisory fees for services rendered under the LTAM

program.

Similarly, if the client decides to implement a portion of the recommendations through a brokerage account at LTCO, the client will pay commissions and fees to LTCO. The fee that a client pays to LTAM for consulting services will not be reduced if fees are paid to LTAM, LTCO, or its affiliates for other services. LTCO may receive distribution or service ("trail") fees from the sale of certain mutual funds (including money market funds) pursuant to a 12(b)-1 distribution plan or other such plan as compensation for distribution or administrative services and are distributed from the fund's total assets. These fee arrangements will be disclosed upon request of a client and are available in the applicable fund's prospectus.

Clients may purchase securities through broker-dealers in initial public offerings, and/or secondary offerings ("new issues"). If LTCO acts as an underwriter or manager or as a member of the selling group for such offerings, it will receive compensation equal to either all or a portion of "gross spread" (the difference between the price the client pays for the security and the price at which LTCO purchased the securities). The advisory fee is not reduced to offset this new issue securities compensation. The amount of the gross spread is described in the relevant prospectus, offering circular or official statement.

Certain securities, such as over-the-counter stocks and fixed income securities are traded primarily in "dealer" markets. In such markets, securities are directly purchased from, or sold to, a financial institution acting as a dealer, or "principal." Dealers executing principal trades typically include a "mark-up," "mark-down," and/or spread in the net price at which transactions are executed. When LTCO executes a transaction for a security traded in the dealer markets, LTCO either will execute the transaction as agent through a dealer unaffiliated with LTCO, or as principal in accordance with applicable law. In addition to any applicable commission or transaction fee, the client will bear the cost (including any mark-up, mark-down, and/or spread) imposed by the dealer as part of the price of the security. Thus, the dealer will receive compensation in connection with most principal trades. LTAM has a conflict of interest in using an LTCO to execute principal transactions because LTCO will receive compensation in connection with the trade as dealer.

Most LTAM financial consultants are also registered broker-dealer representatives of LTCO. LTCO may share a portion of payments received from a mutual fund or in connection with an initial public offering, a secondary offering, and/or a private placement with these LTAM financial consultants. These financial consultants may also receive compensation, such as 12(b)-1 or services fees, in connection with the sale of funds, including the Alternative Strategies Fund. Therefore, the LTAM financial consultant has an incentive to recommend implementing the recommendations made through the consulting services through LTCO. This conflict of interest is heightened when the LTAM financial consultant recommends securities where LTCO acts as underwriter because the financial consultant typically receives more compensation in connection with these securities than in connection with other types of securities. The LTAM financial consultant may also have a heightened conflict of interest when recommending, funds that pay compensation, including the Alternative Strategies Fund or Boyar Value Fund.

Clients have the option to purchase investment products that LTAM recommends through other investment advisers, brokers or agents that are not affiliated with LTAM. In addition, LTAM has policies and procedures in place to monitor whether any LTAM program in which client investments or any security (or other investment purchased through LTCO) is suitable for the client.

#### Fund Management

The Alternative Strategies Fund pays LTAM a management fee quarterly in arrears which are equal to a maximum of 0.75% per annum of the assets in the fund. For more information, see the fund's prospectus.

### Wrap Fee Programs

Details and fee schedule regarding the wrap fees for programs sponsored by Ladenburg Thalmann Asset Management can be found within their respective Program brochure, which is available upon request or visit [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### Separately Managed Accounts

For separately managed account services, LTAM's fee is a maximum of 1.00% annually based on the value of the assets managed.

With respect to some clients, LTAM may have a separate agreement with the client under which it charges an advisory fee for management services. The advisory fee will generally be charged quarterly in advance. However, certain clients may be charged in arrears and/or monthly. Whether the advisory fee is charged in advance or in arrears, or quarterly or monthly, is set forth in the client's LTAM agreement.

Either party at any time upon written notice may terminate the LTAM agreement and a pro rata portion of any advisory paid to LTAM by the client in advance will be remitted to the client based on the number of days left in the quarter following receipt of the notice of termination by LTAM. When the advisory fee is paid in arrears, a pro rata portion of the fee will be due by the client based on the number of days elapsed during the quarter prior to receipt of the notice of termination.

The LTAM advisory covers the portfolio management services provided by LTAM and the services of any model manager utilized by LTAM to manage the account. The client will pay separately for all other expenses, such as the consulting investment adviser's fee and execution of transactions. In addition, clients will pay a performance fee to a third party model manager in connection with the selection of certain strategies offered by LTAM. If there is a performance fee charged in addition to the LTAM advisory fee in connection with a particular strategy, it will be described in an addendum to the LTAM Agreement. Because the performance fee is in addition to the advisory fee, the selection of a strategy that entails a performance fee will typically result in the client paying more for services than the client would pay if the client selected a different strategy. A performance fee may create an incentive for the third party model manager receiving the fee to recommend riskier or more speculative investments. The third party model manager may receive increased compensation with respect to unrealized appreciation, as well as realized gains. Only "qualified clients" as defined under the Investment Advisers Act of 1940 rules are eligible to select strategies that entail a performance fee.

With respect to other clients, another registered investment advisor is responsible for paying LTAM's fee as set forth in LTAM's agreement with that advisor. For more information, see the other advisory's disclosure or wrap fee brochure.

### Allocation Consulting Services

For our allocation consulting services, LTAM's fee is a maximum of .30% annually based on the value of the assets managed in accordance with the applicable models. Another registered investment advisor is responsible for paying LTAM's fee as set forth in LTAM's agreement with that advisor. For more information, see the other advisory's disclosure brochure.

## **Performance-Based Fees and Side-By-Side Management**

Neither LTAM nor any of its supervised persons receives performance-based fees – that is, fees based on a share of capital gains or capital appreciation of the assets of a client. However, certain third party model managers who provide model portfolios to LTAM in connection with certain of its strategies may charge and receive a performance-based fee. LTAM generally calculates the performance fees in these situations and direct the custodian to deduct the fees from client accounts. However, LTAM does so only on behalf of the



third party model manager and does not retain any portion of the performance-based fees for the services it provides.

## **Types of Clients**

LTAM may provide consulting services to: Individuals, including high net worth individuals, including small business owners, pension and profit sharing plans, including the plan participants, trusts, estates and charitable organizations, and corporations or other business entities.

LTAM also provides advisory services to a registered investment company and other registered investment advisers

## **Methods of Analysis, Investment Strategies and Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. LTAM does not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. LTAM cannot offer any guarantees or promises that any client's financial goals and objectives will be met. Past performance is in no way an indication of future performance. Certain advisory strategies may consist of portfolios being either fully or primarily invested in money market funds and/or short term bond funds, depending on the client's unique financial planning needs and/or our economic market outlook. There may be a conflict of interest if LTAM and its affiliates invest in different parts of the capital structure of the same issuer and if that company is involved in a bankruptcy proceeding, each client's ability to recoup their initial investment may vary significantly. LTAM has policies and procedures to address such conflicts of interest. If there is a trade error in an account, LTAM has policies and procedures to correct the error in favor of the client.

LTAM will provide other registered investment advisers with model allocations. LTAM will evaluate the model allocations it provides and factors to be considered in monitoring performance may include comparing model portfolio performance relative to certain market indices.

The main sources of information that LTAM may use include financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filing with the SEC and company press releases.

### Consulting Services

The LTAM financial consultant will assist client in the selection of other money managers or asset allocation programs. The financial consultant will assist in determining the client's investment objectives, selecting managers, funds or portfolios, setting restrictions or limitations on the management of the account, explaining portfolio strategies and transactions, and answering questions. The financial consultant will also evaluate the overall investment strategy and performance of any third-party money manager or asset allocation program. Factors to be considered in monitoring performance may include comparing client portfolio performance relative to certain market indices and other money managers.

*Margin Risk:* Leverage increases a portfolio's risk as price swings are amplified in a margin account and clients can lose more funds than deposited if value of securities decline.

*Options Risk:* The investment strategies used to manage accounts may include long term purchases, short term purchases, selling securities within 30 days, short sales, margin transactions, and option writing. An option holder runs the risk of losing the entire amount paid for the option in a relatively short period of time. This risk reflects the nature of an option as a wasting asset which becomes worthless when it expires. An option holder who neither sells their option in the secondary market nor exercises it prior to its expiration will necessarily lose their entire investment in the option. An option writer may be assigned an exercise at any time during the period the option is exercisable.

Starting with the day it is purchased, an American-style option is subject to being exercised by the option holder at any time until the option expires. This means that the option writer is subject to being assigned an exercise at any time after they have written the option until the option expires or until they have closed out their option position in a closing transaction. By contrast, the writer of an European-style or capped option is subject to assignment only when the option is exercisable or, in the case of a capped option, when the automatic exercise value of the underlying interest hits the cap price. For more information regarding the risks of options, please read the 'Characteristics and Risks of Standardized Options' brochure, which can be found at [www.optionsclearing.com](http://www.optionsclearing.com).

#### Wrap Fee Programs

See the applicable program brochure.

#### Fund Management

LTAM uses a variety of quantitative and qualitative investment criteria to select various public and private investments for the Alternative Strategies Fund (LTAFX). Investing in this fund involves a significant amount of risk. The types of risk include: loss of all or a substantial portion of the investment due to leveraging, short selling or other speculative practices; lack of liquidity in that there may be no secondary market for the fund or the securities that make-up the fund, and non may develop or expected to develop; volatility of returns; restrictions on transferring interests in the fund; absence of information regarding valuations and pricing; complex tax structures and delays in tax reporting; adviser risk; and less regulation and potentially higher fees than traditional mutual fund strategies. The Fund is a closed-end investment company structured as an "interval fund" and designed for long-term investors. Unlike many closed-end investment companies, the Fund's shares are not listed on any securities exchange and are not publicly traded. There is currently no secondary market for the shares and the Fund expects that no secondary market will develop. For more information about the methods of analysis, investment strategies and risk of loss for the Alternative Strategies Fund (LTAFX) please see the fund's prospectus. Prospectuses are available at [www.ltafx.com](http://www.ltafx.com) or by contacting the fund administrator toll-free at 1-877-803-6583. The prospectus should be read carefully before investing.

#### Separately Managed Accounts and Allocation Consulting Services

LTAM generally manages separate accounts and constructs its models using the following types of investment strategies:

**1. Managed Mutual Fund Strategies:** These strategies may include aggressive growth, growth, growth & income, income & growth, or income. Each strategy is designed to be consistent with a certain combination of investment objectives, time horizon, and risk tolerance. Within each strategy, there may be multiple investment styles. Each model in these strategies will consist of approximately 15 mutual funds primarily, exchange-traded funds ("ETFs") and exchange-traded notes ("ETNs") secondarily, which encompass the asset classes targeted for that strategy's asset allocation. The mutual funds are selected for these strategies based on due diligence conducted by LTAM, which evaluates the mutual funds on a variety of performance measures and recommends those with the best ratings for inclusion in the managed mutual fund strategies. LTAM periodically reviews each model and remove or replace those mutual funds that no longer meet the qualifications necessary for inclusion in the model.

**2. Managed ETF Strategies:** These strategies may include aggressive growth, growth, growth & income, income & growth, or income. Each strategy is designed to be consistent with a certain combination of investment objectives, time horizon, and risk tolerance. Within each strategy, there may be multiple investment styles. Each model in these strategies will consist of approximately 15 ETFs primarily and mutual funds, or ETNs secondarily (if an appropriate ETF is not available), which

encompass the asset classes targeted for that strategy's asset allocation. The ETFs, mutual funds and ETNs are selected for these strategies based on due diligence conducted by LTAM. This due diligence includes an analysis of the underlying market index on which each ETF or ETN is based, as well as the expense ratio, longevity, liquidity and size of the ETF or ETN. Based on this evaluation, the LTAM recommends those ETFs and/or ETNs with the best ratings for inclusion in the managed ETF strategies. LTAM periodically reviews each model and remove or replace those ETFs and/or ETNs that no longer meet the qualifications necessary for inclusion in the model.

**3. Tax Sensitive Strategies:** These strategies may include aggressive growth, growth, growth & income, income & growth, or income. Each strategy is designed to be consistent with a certain combination of investment objectives, time horizon, and risk tolerance. Within each strategy, there may be multiple investment styles. Each Account in these strategies will consist of approximately 15 mutual funds, ETFs or ETNs, which encompass the asset classes targeted for that strategy's asset allocation. The mutual funds or ETFs and/or ETNs are selected for these strategies based on due diligence conducted by LTAM, which evaluates the funds on a variety of performance measures and recommends those with the best ratings and most tax sensitive investment strategies for inclusion in the managed tax sensitive strategies. LTAM periodically reviews each strategy and remove or replace those funds that no longer meet the qualifications necessary for inclusion in the models.

**4. Specialty Strategies:** Specialty strategies are designed with a combination of investment objectives, time horizon, and risk tolerance targeted to achieve a certain investment goal such as conservative income, enhanced income, international exposure, etc. Each model in these strategies will consist of approximately 15 mutual funds, ETFs, ETNs, or equities which encompass the asset classes targeted for that strategy's asset allocation. The funds are selected for these strategies based on due diligence conducted by LTAM, which evaluates the funds on a variety of performance measures and recommends those with the best ratings for inclusion in the specialty strategies. LTAM periodically reviews each model and removes or replaces those funds that no longer meet the qualifications necessary for inclusion in the model.

**5. Model Manager Strategies:** The client may also select LTAM to manage an account pursuant to a model portfolio provided by a third party manager. For these strategies, LTAM enters into a contract with the third party money manager under which the manager agrees to provide the model portfolio to LTAM and to provide updates to that model portfolio to LTAM on a regular basis. In these cases, the third party manager has no responsibility to manage any client accounts and does not act as investment adviser to any specific clients. LTAM is responsible for managing the account in accordance with the model portfolio. These strategies have varying degrees of risk that depend on the specific model portfolio involved. Clients will be provided with additional information about the risk involved in a particular model portfolio if the client is interested in, and is eligible to select, that particular strategy.

LTAM employs a regiment of quantitative and qualitative investment criteria which allows it to analyze potential funds and select funds for inclusion in the strategies.

Below are some of the criteria utilized in selecting funds for the inclusion in the strategies:

- Top quartile of performance within its peer group
- Positive alpha, which indicates a funds relative performance to the risk being taken by the portfolio manager
- Perform well in bear markets
- Lead portfolio manager must have a minimum of 5 years as head portfolio manager of fund
- Have a portfolio composition that is consistent (greater than ninety five percent) with its corresponding asset class

Some of the funds available for selection may be funds for which no transaction fee is charged by the broker-dealer (“NTF funds”). This creates a potential conflict of interest because LTAM or another investment adviser on the account, as applicable, may pay less to the broker-dealer if LTAM purchases these funds for client accounts instead of other funds that have an associated transaction fee. LTAM generally utilizes these funds more frequently for accounts with lower opening values, in order to charge a lower wrap fee to the client. In addition, investment advisers whose clients have accounts may request that LTAM utilize NTF funds when managing separate accounts or providing models for their clients. LTAM will generally honor such requests. The availability of NTF funds thus creates a conflict of interest with respect to LTAM’s selection of funds for the accounts. LTAM addresses this conflict by only selecting NTF funds over other funds if such selection does not have a material effect on performance.

## Disciplinary Information

There are no legal or disciplinary events that are material to an evaluation of LTAM’s advisory business or the integrity of its management.

## Other Financial Industry Activities and Affiliations

Ladenburg Thalmann Financial Services owns 100% of both LTAM and LTCO, a registered broker-dealer. As such, LTCO may execute trades on behalf of clients who receive advisory services from LTAM. LTCO receives compensation for these brokerage services, which it shares with LTAM financial consultants who are also registered broker-dealer representatives of LTCO.

Other companies that are owned by LTFS and thus affiliated with LTAM are:

Ladenburg Thalmann Fund Management, LLC (LTFM)	50% owned by LTAM
Ladenburg Thalmann & Co. Inc. (LTCO)	100% owned by LTFS
Ladenburg Capital Agency Inc.	100% owned by LTFS
Triad Advisors, Inc.	100% owned by LTFS
Investacorp, Inc.	100% owned by LTFS
Investacorp Advisory Services	100% owned by LTFS
Premier Trust, Inc.	100% owned by LTFS
Securities America Financial Corporation (SAFC)	100% owned by LTFS
Securities America, Inc.	100% owned by SAFC
Securities America Advisors, Inc.	100% owned by SAFC
Arbor Point Advisors, LLC	80% owned by SAFC

Certain LTAM programs are also available to Triad Advisors, Inc., Investacorp Advisory Services, Inc., Securities America Advisors, Inc., Arbor Point Advisors, LLC, or Premier Trust. LTAM may perform investment management, due diligence, sales support and/or other operational services for a portion of the fees paid by the client.

Certain principal executive officers of LTAM are also officers or employees of LTCO or Ladenburg Thalmann Financial Services. They may also serve in an executive capacity at, Triad Advisors, Inc., Investacorp, Inc., Investacorp Advisory Services, Inc., Securities America, Inc., Securities America Advisors, Inc., or Premier Trust. These permitted additional responsibilities could be viewed as creating a conflict of interest in that the time and effort of the directors, officers, principals and employees of LTAM because they will not be devoted exclusively to the business of LTAM and may have conflicts of interest due to their loyalties to the different entities.

Certain of LTAM’s principal executive officers, members of the LTAM investment committee and other individuals who determine investment advice given to clients are registered representatives of LTCO.

LTAM owns 50% of Ladenburg Thalmann Fund Management, LLC, ("LTFM"), which is a registered investment adviser. LTFM is an adviser to an open-end registered investment company, the Boyar Value Fund, Inc. This fund is an open-end diversified management investment company. LTCO is the distributor of the fund. LTAM financial consultants may recommend that clients invest in the Boyar Value Fund or in the Alternative Strategies Fund, for which LTAM acts as investment adviser and LTCO acts as distributor.

These recommendations create a conflict of interest because LTAM and LTCO generally receive more compensation in connection with the purchase of these funds than they do in connection with the purchase of other funds. In addition, these funds pay fees in connection with services or distribution, such as 12b-1 fees. These fees are paid to LTCO as broker-dealer. LTAM financial consultants may receive part of the compensation paid to LTCO in the financial consultant's capacity as a registered representative of LTCO to the extent permitted by applicable law. LTAM has policies and procedures to address such conflicts of interest.

Certain of LTAM's principal executive officers, members of the LTAM investment committee and other individuals who determine investment advice given to clients are registered representatives of LTCO. LTAM financial consultants may recommend Premier Trust to provide trust and administrative services. Premier Trust provides full disclosure with respect to its trust and administrative services and related costs.

LTCO acts as a dealer with respect to certain securities, and as such, may execute transactions for LTAM clients as principal. As a dealer, LTCO may receive a "mark-up," "mark-down," and/or spread in the net price at which principal transactions are executed. This compensation is in addition to other compensation that client pays to LTAM and its affiliates under the Program. Thus, LTAM has a conflict of interest in recommending or deciding to execute trades through LTCO on a principal basis. LTAM addresses this conflict of interest in the following ways. After receiving disclosures about a specific principal transaction with LTCO, clients have the opportunity to reject the transaction before it is completed, to the extent required by applicable law. In addition, LTAM has policies and procedures in place to assure that clients receive best execution with respect to principal trades, regardless of whether the trade is executed by LTCO or an unaffiliated dealer.

LTAM may also recommend that clients invest in securities issued in an initial public and/or secondary offerings ("new issues") for which LTCO acts as a manager, underwriter and/or a member of the selling group. LTAM has a conflict of interest in recommending these securities for several reasons. First, LTCO receives all or a portion of the gross spread – the difference between the price that the client pays for the security and the price that LTCO purchases the security for -- in connection with such sales. This gross spread is generally 7%, but may be higher or lower in connection with certain offerings. LTAM financial consultants generally receive a portion of this compensation as broker-dealer representatives of LTCO. In addition, LTCO has a substantial interest—both financial and with respect to its reputation—in assuring that the offering is successful by having a large number of the securities purchased. Finally, in connection with certain offerings, LTCO has an obligation to purchase and resell a certain number of securities. Thus, because of its affiliation with LTCO, LTAM has incentives to recommend these investments in these offerings for these reasons, rather than based on a client's needs. To address these conflicts, LTAM has policies and procedures in place to make sure that securities in initial public offerings are recommended only to clients for whom they are suitable given the client's investment objectives and assets. In addition, clients are generally given transaction specific disclosure prior to the client's decision to invest in such securities. Securities acquired in initial public and secondary offerings may be oversubscribed and LTAM has policies and procedures in place for the allocation process.

Certain LTAM financial consultants are licensed to sell life and annuity insurance products through Ladenburg Capital Agency Inc. (a wholly owned subsidiary of LTFS). Ladenburg Thalmann & Co. Inc., as well as the

appropriately licensed financial consultant will receive compensation for the sale of such products. LTAM financial consultants may recommend the purchase of insurance products in connection with consulting services. Clients are under no obligation to purchase insurance products through any particular insurance agency or representative.

Transactions for the funds are generally executed through LTCO. For more information see the prospectus.

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

LTAM has adopted a Code of Ethics for all supervised persons of LTAM, describing its high standards of business conduct, and fiduciary duty to clients. All supervised persons at LTAM must acknowledge the terms of the Code of Ethics and personal securities transactions and holdings annually, or as amended. The Code of Ethics sets forth detailed policies and procedures regarding the personal trading of its personnel. The Code of Ethics also contains policies and procedures to prevent the misuse of material, non-public information by LTAM's officers and employees. A copy of the LTAM Code of Ethics may be obtained by writing to: Ladenburg Thalmann Asset Management Inc., 570 Lexington Avenue, 11th Floor, New York, NY 10022.

LTAM personnel are required to conduct their personal investment activities in a manner that is not detrimental to its advisory clients. LTAM personnel are not permitted to transact in securities except under circumstances specified in the Code of Ethics.

LTAM may give advice, take action, or hold or deal in securities for some clients or accounts, including LTAM's own accounts, which differs or may be similar at times from the advice it gives, action it takes, or securities it holds or deals for other clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of LTAM will: (a) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; (b) at all times place the interests of clients first while, at the same time, allowing employees to invest for their own accounts; (c) disclose all actual and potential conflicts; (d) adhere to the highest standards of loyalty, candor and care in all matters relating to clients; (e) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and (f) not use any material non-public information in securities trading.

The Code of Ethics also establishes policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of LTAM's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. LTAM and its employees may not enter orders for accounts in which they have a beneficial ownership interest to benefit from their knowledge of clients' orders in a particular security ("front-running"). This includes orders in securities that are derivatives (options, warrants, etc.) of the security being purchased or sold by the client. Because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between LTAM and its clients.

Certain clients also may maintain accounts at Ladenburg Thalmann & Co. Inc. for which LTAM does not act in an advisory capacity. In providing execution services to these accounts separate and apart from the client's advisory accounts, Ladenburg Thalmann & Co. Inc. may enter into transactions as principal. These activities

are separate and apart from LTAM's advisory services.

The Code of Ethics is enforced through compliance monitoring activities and surveillance. In cases where the firm discovers that an employee has violated a firm policy and/or procedure, the firm's code of business conduct or code of ethics, a state or federal law, regulation of FINRA, the SEC, or other regulatory agency, the Compliance Department will take appropriate steps to investigate the circumstances and will take action commensurate with the manner of the violation. Such actions could take the form of a written warning to the employee in conjunction with the firm's Legal Department, or be as serious as disciplinary action up to and including termination. Any such investigations will be brought to the appropriate regulator's attention, if necessary, which may result in a disclosure of the violation on the employee's U-4 form, if required.

## **Brokerage Practices**

### Consulting Services

As described in "Fees and Compensation" above, LTAM may recommend that clients receiving consulting services execute transactions through LTCO as broker-dealer. If the client elects to execute transactions through LTCO, the compensation paid by the client is negotiated separately with LTCO as part of a separate brokerage relationship between the client and LTCO.

LTAM does receive research of other products or services other than execution from LTCO as broker-dealer. LTAM however, does not generally receive research of other products or services other than execution from any non-affiliated broker-dealer of third party in connection with client securities transactions, otherwise known as "soft dollars."

Assets on which LTAM provides consulting services are generally not aggregated by LTAM in connection with these services.

### Fund Management

With respect to the funds it manages, LTAM generally aggregates orders for accounts in the program that are being managed in accordance with the same investment strategy. LTAM does not aggregate orders for the funds with the orders of other managed account programs. LTAM also does not aggregate fund management orders because, orders are typically single orders or block trades.

### Separately Managed Accounts and Asset Allocation

A third party adviser, not LTAM, recommends/requires a broker-dealer for the account. For separately managed accounts, LTAM will execute transactions as directed by the client or third party investment adviser. For asset allocation services, LTAM has no role in the execution of transitions. Because LTAM permits clients and investment advisers to direct brokerage, LTAM may be unable to achieve most favorable execution of client transactions. Directing brokerage may cost clients more money than if LTAM has selected the broker-dealer. LTAM may not be able to aggregate orders with other clients to reduce transaction costs or the client may receive less favorable prices.

### LTAM Sponsored Programs

In certain cases, the LTAM or another investment adviser providing consulting services in connection with the LAMP or ICS program may recommend/require that clients establish brokerage accounts to maintain custody of clients' assets and to effect trades for their accounts with a brokers-dealer that is not affiliated with the financial consultant or LTAM ("Unaffiliated Broker"). The Unaffiliated Broker will be named in the program agreement. The final decision to select an Unaffiliated Broker is at the discretion of the client, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA account holder. The Unaffiliated Broker may provide the investment adviser or LTAM with access to its institutional trading and customer services, which may not be available to retail investors. These services are generally available to independent advisers on an unsolicited basis; however, certain Unaffiliated

Brokers only provide the services at no charge as long as a designated amount of the adviser's clients' assets are maintained in accounts with the Unaffiliated Broker. For example, the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab") provides certain services at no charge to advisers as long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab. This may create a conflict of interest as the investment adviser may have an incentive to recommend Schwab or another Unaffiliated Broker over other broker-dealers. The services that may be provided by the Unaffiliated Brokers include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analysis and reports, and access to mutual funds and other investments that may be otherwise generally available only to institutional investors or would require a significantly higher minimum investment.

Unaffiliated Brokers may make available other products and services that benefit the investment adviser, but may not benefit the clients' accounts. These benefits may include national, regional or LTAM/investment adviser specific educational events organized or sponsored by the Unaffiliated Broker. Other potential benefits may include occasional business entertainment, software, research, support functions, and or professional services provided by the Unaffiliated Broker. Thus, an investment adviser's recommendation/requirement that clients maintain their assets in accounts at a particular Unaffiliated Broker may be based in part on the benefit the investment adviser of the availability of certain products and services provided by the Unaffiliated Broker and not solely on the nature, cost or quality of custody and brokerage services provided by the Unaffiliated Broker, which may create a potential conflict of interest.

## **Review of accounts**

LTAM reviews the consulting services as warranted based on the services provided. This review is performed by the LTAM financial consultant and/or a supervisor.

LTAM may provide clients receiving consulting services with a quarterly performance review of the client's assets identified in the consulting services agreement. Clients who receive these reports direct the custodian(s) of the assets to provide LTAM with any information necessary to provide these performance reviews. Clients may also provide information to LTAM themselves or direct other third parties to give information to LTAM. LTAM does not include information in a review if it does not receive it on a timely basis. If LTAM does not receive information about the original cost of a security, the market value of the security on a date set by LTAM may be used in lieu of original cost in certain circumstances. LTAM does not independently verify information provided by a custodian, client or other third party, nor does LTAM guarantee the accuracy or validity of such information. LTAM is not liable in connection with its use of any information provided by a client, a custodian, or other third-party in the quarterly performance reviews.

LTAM generally reviews allocation models at least quarterly. These reviews are generally performed by LTAM's Investment Committee.

LTAM generally reviews the fund management services daily, weekly, monthly, quarterly and annually. Portfolio monitoring is performed by LTAM's analysts and Portfolio Management Team of the Alternative Strategies Fund. We use performance and risk analysis data to evaluate each holding and the portfolio composite as a whole. In addition monthly compliance monitoring is performed by fund administrator and LTAM Compliance Officer. Quarterly and annually, there are certifications to the Funds independent Board of Directors.

The investment adviser recommending LTAM separate account management services is primarily responsible for reviewing the investment strategy selected by the client on an on-going basis to ensure that it continues to be suitable for the client, taking into account any changes to the information provided by the client. LTAM generally reviews separately managed accounts at least quarterly. These reviews are performed by LTAM's Investment Committee and Chief Compliance Officer.



LTAM or the investment adviser may provide clients with quarterly performance reviews of LAMP accounts. Nothing in the performance review should be construed as advice concerning any tax matter. Performance reviews are not a substitute for regular monthly account statements received from the custodian or Form 1099. Performance reviews should not be used to calculate fees or to complete income tax returns.

## **Client Referrals and Other Compensation**

LTAM may enter into agreements with third parties that will solicit clients for LTAM and receive compensation for solicitation efforts. In such instances, the third party solicitor will receive either a percentage of, or a set fee from, the fee charged to the client. If a solicitor is used in connection with a client's account, the structure and arrangement of the solicitation agreement, as well as the compensation paid to the solicitor, will be fully disclosed to the client. This disclosure will be acknowledged in writing by the client when participating in a LTAM program. The fee charged to a client is not affected by the use of a third-party solicitor in connection with client accounts, and a client will not be charged any additional fees for the use of such services.

## **Custody**

Clients will receive account statements from the broker-dealer, bank or other qualified custodian holding the clients' assets. Clients should carefully review those statements. Clients who also receive account reviews from LTAM should compare them to the account statements they receive from the qualified custodian. The account statements received from the qualified custodian are the official statement of clients' accounts. Any account information provided by LTAM is for informational purposes only.

## **Investment Discretion**

LTAM has discretionary authority to manage the Alternative Strategies Fund (LTAFX). LTAM does not have discretionary authority to manage the Boyer Fund. LTAM does not have discretionary authority under the consulting services or allocation consulting services described in this brochure. LTAM has discretionary authority to manage separately managed accounts. Client grants LTAM this authority in the LTAM agreement or in the agreement that the client signs to participate in a program sponsored by a third party adviser in which LTAM acts as a portfolio manager. LTAM may also have discretion in certain LTAM sponsored programs, as described in the applicable program brochure and client agreement.

## **Voting Client Securities**

With respect to the Alternative Strategies fund, LTAM will vote proxies for securities in the accounts in accordance with LTAM's policies and procedures regarding proxy voting. These proxy voting policies and procedures contain guidelines that LTAM follows in order to minimize conflicts of interest and to ensure that it votes proxies in a manner consistent with the best interests of its clients. A copy of these policies and procedures is available upon request. Further, investors in the fund may obtain information from LTAM on how their proxies were voted by submitting a written request to LTAM.

With respect to LTAM separately managed accounts, unless a Client specifically reserves the right to vote proxies in writing, LTAM will vote proxies for securities in the accounts in accordance with LTAM's policies and procedures regarding proxy voting. These proxy voting policies and procedures contain guidelines that LTAM follows in order to minimize conflicts of interest and to ensure that it votes proxies in a manner consistent with the best interests of its clients. A copy of these policies and procedures is available upon request. Further, clients may obtain information from LTAM on how their proxies were voted by submitting a written request to LTAM.

## **Financial Information**

LTAM does not require prepayment of advisory fees six months or more in advance. LTAM has never been the subject of a bankruptcy petition.

## Ladenburg Thalmann Asset Management Inc. – Privacy Policy Brochure

FACTS		What does Ladenburg Thalmann Asset Management Inc. do with your personal information?	
Why?		Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share and protect your personal information. Please read this notice carefully to understand what we do.	
What?		<p>The types of personal information we collect and share depend on the product or services you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>▪ Social Security Number</li> <li>▪ Identification</li> <li>▪ Income and Employment Information</li> <li>▪ Assets and Credit History</li> <li>▪ Investment Experience, investment objectives and risk tolerance</li> <li>▪ Account Transactions History</li> </ul>	
How?		All financial companies need to share non-public personal information to run their everyday business. In the section below, we list the reasons financial companies can share their non-public personal information; the reasons Ladenburg Thalmann Asset Management Inc. (“LTAM”), together with our affiliates, choose to share; and whether you can limit this sharing.	
Reasons we can share your personal information		Does Ladenburg Thalmann share?	Can you limit this sharing?
<b>For our everyday business purposes</b> – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus		Yes	No
<b>For our marketing purposes</b> – to offer our products and services to you		Yes	No
<b>For joint marketing with other financial companies</b>		No	We do not share
<b>For our affiliates’ everyday business purposes</b> – information about your transactions and experience.		Yes	No
<b>For affiliates to market to you</b>		No	We do not share
<b>For nonaffiliates to market to you</b>		No	We do not share
Questions?	Go to <a href="http://www.ladenburg.com">www.ladenburg.com</a>		

Who We Are	
Who is providing This Notice	Ladenburg Thalmann Asset Management Inc.
What We Do	
How does Ladenburg Thalmann protect my personal information?	<p>To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>We train our employees in the proper handling of personal information. We require companies that help provide our services to you to protect the confidentiality of personal information they receive.</p>
How Does Ladenburg Thalmann collect my personal information?	<p>We collect your personal information, for example, when you:</p> <ul style="list-style-type: none"> <li>▪ Open an account;</li> <li>▪ Seek advice about your investments;</li> <li>▪ Enter into an investment advisory relationship;</li> <li>▪ Tell us about your investment or retirement portfolio;</li> <li>▪ Apply for insurance.</li> </ul> <p>We also collect personal information from others, such as credit bureaus, affiliates, or other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only:</p> <ul style="list-style-type: none"> <li>▪ Sharing for affiliates' everyday business purposes – information about your creditworthiness</li> <li>▪ Affiliates from using your information to market to you</li> <li>▪ Sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
<b>Definitions</b>	
Affiliates	<p>Companies related by common ownership or control. They can be financial and non financial companies. Our affiliates include the following entities:</p> <ul style="list-style-type: none"> <li>▪ <i>Ladenburg Thalmann &amp; Co. Inc., member NYSE, NYSE_MKT, FINRA, and SIPC</i></li> <li>▪ <i>Ladenburg Thalmann Fund Management LLC;</i></li> <li>▪ <i>Ladenburg Capital Agency Inc.;</i></li> <li>▪ <i>Investacorp, Inc., member FINRA, SIPC;</i></li> <li>▪ <i>Investacorp Advisory Services, Inc, SEC registered investment adviser;</i></li> <li>▪ <i>Triad Advisors, Inc., member FINRA, SIPC, SEC registered investment adviser;</i></li> <li>▪ <i>Premier Trust, Inc.</i></li> <li>▪ <i>Securities America, Inc.</i></li> <li>▪ <i>Securities America Advisors, Inc SEC registered investment adviser;</i></li> <li>▪ <i>Arbor Point Advisors, LLC., SEC registered investment adviser;</i></li> </ul>
Nonaffiliates	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>LTAM does not share with nonaffiliates.</i></li> </ul>
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>▪ <i>We do not currently have non-affiliated joint marketing partners.</i></li> </ul>
Other important information	
<p>This Privacy Policy Notice applies to products and services used primarily for personal, family, trusts, corporation or entity and ERISA account purposes. We reserve the right to change this Privacy Policy Notice, and any of the practices described within this policy, at any time.</p>	