



FORM ADV – PART 2A (FIRM “BROCHURE”)

GenSpring Family Offices, LLC

Item 1 -- Identification

Principal Business Office Address:

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Main Telephone Number: 561-746-8444
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Brochure Date: February 7, 2014

This Brochure provides information about the qualifications and business practices of GenSpring Family Offices, LLC (“GenSpring”). If you have any questions about the contents of this Brochure, please contact us at (561)-746-8444. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

GenSpring is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about GenSpring also is available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

Pursuant to SEC Rule 204-3, GenSpring must deliver this Brochure to:

1. **New Clients**. A client or prospective client must receive this Brochure before or at the time GenSpring enters into an investment advisory contract with that Client, and
2. **Annually to existing Clients**. Within 120 days following our fiscal year end, December 31st, a summary of our material changes since the last annual updating amendment, and without charge, offer a complete copy of the Brochure
3. **Interim delivery to existing Clients**. Promptly whenever GenSpring amends its Brochure to add or amend a disciplinary event.

At the time of this “other than annual” amendment to its Brochure, GenSpring had no material changes.

Our Brochure may be requested at any time by contacting us at 150 South US Highway 1, Jupiter, Florida 33477, or by phone at (561) 746-8444, or by email at genspring.compliance@genspring.com

Table of Contents

Item 1 – Identification.....	1
Item 2 – Material Changes.....	2
Item 3 - Table of Contents.....	3
Item 4 - Advisory Business.....	4
Item 5 – Fees and Compensation	6
Item 6 – Performance-Based Fees and Side-By-Side Management	9
Item 7 – Types of Clients.....	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	10
Item 9 – Disciplinary Information.....	13
Item 10 – Other Financial Industry Activities and Affiliations	14
Item 11 – Code of Ethics.....	16
Item 12 – Brokerage Practices	18
Item 13 – Review of Accounts.....	21
Item 14 – Client Referrals and Other Compensation.....	22
Item 15 – Custody.....	23
Item 16 – Investment Discretion	23
Item 17 – Voting <i>Client</i> Securities	23
Item 18 –Financial Information	25

Brochure Supplement(s) are provided separately to Clients.

Item 4 – Advisory Business

THE COMPANY

GenSpring Family Offices, LLC (“GenSpring” or “the Firm” or “we” or “our”) is organized as a limited liability company under the laws of the state of Florida and is registered as an investment adviser with the SEC. GenSpring, formerly known as Asset Management Advisors, LLC, (“AMA”) has been in business since 1999 and has been registered with the SEC since 1999. At that time, AMA succeeded the business of Asset Management Advisors, Inc., which had been in business since 1989. The Firm is headquartered in Jupiter, Florida and has offices throughout the United States.

GenSpring is owned by GenSpring Holdings, Inc. which is wholly-owned by SunTrust Banks, Inc. (“STI”), a publicly traded financial services holding company (Ticker: STI). GenSpring Holdings, Inc. (formerly known as Asset Management Holdings, Inc.) was purchased by STI in March 2001.

A small number of employees of GenSpring also serve in non-salaried dual employee roles for the following GenSpring affiliates: Teton Trust Company, LLC (“Teton”), SunTrust Bank (“SunTrust Bank”), and/or SunTrust Delaware Trust Company (“SunTrust Delaware”), and a small number of GenSpring employees may be located in STI offices.

TYPES OF ADVISORY SERVICES

GenSpring is a multi-family office and its overall business model is to provide comprehensive family office services and solutions to high net worth clients. GenSpring will provide the family office services described specifically in the Investment Advisory Agreement or Family Office Services Agreement (“Agreement”) between GenSpring and the entity or individual executing the Agreement (“Client”).

These services may include:

Ancillary Services: from time to time, we may be engaged to provide advice or services other than, or in addition to, those listed below. If the Client is engaging us to provide such services, those services are more fully described in the Agreement between GenSpring and the Client.

Document Management: maintain copies of all family document inventory including entity organization documents, tax documents, summary of major assets by ownership, key contacts, investment documents and financial reports and correspondence.

Education: provide access to group and individual education programs for family members around a wide variety of topics; for example: next generation education, trustee & beneficiary mentoring; and, in consultation with the Client, other programs that may be customized for the Client’s needs.

Estate Planning: diagnostic review and illustration of current estate plan; work with Client’s legal advisor to create an estate plan that reflects Client’s wealth transfer goals; review Client’s estate plan annually, where applicable, including recommendations and monitoring.

Expense Management: receipt and posting of payables and vendor payments; establish internal controls for approvals; categorize and code expense transactions, facilitate detailed expense reporting.

Family Governance: creation of a family success plan and assistance in the creation and maintenance of a family communication process and governance system. This process may also include, as necessary, family meeting facilitation.

Fiduciary Trust Administration and Management: fiduciary accounting, record keeping for all trust documents including investment manager reports and analysis, (shall be governed under a separate Agreement between the parties).

Investments: diagnostic review of current portfolio, investment policy creation, asset allocation strategy, investment strategy, manager selection, recommendation and oversight, ongoing portfolio review and reporting. With regard to this service, GenSpring provides directly and as a sub-advisor to affiliated and unaffiliated investment advisors, discretionary and non-discretionary investment advice to its Clients. GenSpring's specialization is not in one given instrument or asset class, but rather in the ongoing process of: 1) assessing Client objectives; 2) developing an appropriate asset allocation to best achieve those objectives and modifying that allocation when risks/opportunities are present in the markets; and 3) evaluating investment managers and assessing where it is most appropriate to use active or passive strategies.

Lifestyle Planning: creation and on-going monitoring of a customized, goals based financial plan; including capital sufficiency analysis, evaluation of and assistance with the acquisition of risk management products, assistance with the acquisition and financing of lifestyle assets and certain banking and other financial services.

Philanthropy: development of a philanthropic mission statement and assistance in the creation of philanthropic structures and processes; including: education on philanthropy, next generation involvement, shared values and giving interests identification or others related topics as needed.

Tax Planning: coordination of tax related issues between the Client, the Client's family and the various structures used to maintain wealth; coordination of relevant tax data with tax preparers.

Tax Preparation: assistance in the preparation of Client's federal and state income tax returns (shall be governed under a separate Agreement by the parties).

Reporting Services for Non-Managed Client Assets: in order to provide a holistic view of a Client's assets, GenSpring provides investment Reporting Services to Clients who request that we include in their GenSpring Reporting Package (see Review of Accounts below), the performance of investments and/or accounts that are not being managed by GenSpring or for which GenSpring provides investment advice. These Reported Assets are assets over which the Client does not grant us discretion. GenSpring does not provide any discretionary or non-discretionary investment advice on such assets, but will include those assets on the Client's Reporting Package for informational purposes only.

TAILORED ADVISORY SERVICES

Our Clients have the ability to select from the various comprehensive family office services described above, and those services are tailored to the unique needs of each Client. Tailoring may include but is not limited to assessing risk exposures from the balance sheet, estate planning goals, capital sufficiency and spending needs, asset location, tax planning and awareness, philanthropic aspirations, comprehensive reporting, monitoring and feedback, and liquidity management.

Clients may place reasonable restrictions on GenSpring's investment discretion. Some restrictions may include but are not limited to fixed income securities, their credit ratings, and taxable versus non-taxable characteristics. Such investment guidelines and restrictions must be provided to GenSpring in writing. Such restrictions may impact performance.

GenSpring also advises and/or manages a family of privately pooled investment vehicles, which are almost exclusively offered as access vehicles. Such vehicles are organized as domestic limited partnerships, limited liability companies, and offshore corporations, (collectively, the "**Investment Funds**"). The entities allow pooling to spread overhead, promote efficiency and consistency, enhance access to desirable managers, and help satisfy minimum investment requirements. Please refer to Schedule D of our Form ADV Part 1 for a list of all the Investment Funds.

Additionally, GenSpring acts as a sub-adviser to certain unaffiliated aggregator/access funds. In some instances, GenSpring acting on behalf of its Clients has certain investment recommendation or other powers that may impact the management of the aggregator/access vehicles.

Upon request, and generally only for existing relationships, GenSpring may make available to qualified retirement plans and other institutional Clients the same types of advisory services described above with respect to its investment advisory practices. GenSpring may assist corporations, endowments, foundations and other for-profit and not-for-profit entities, as well as fiduciaries of retirement plans, with the formulation of an investment strategy and the implementation and periodic review thereof, as appropriate, in accordance with the long-term needs of the investing entity, based upon the nature and expected cash flows of its obligations. GenSpring evaluates such Clients on a case-by-case basis. These represent a small minority of GenSpring's Clients.

WRAP FEE PROGRAMS

GenSpring does not participate in wrap fee programs.

ASSETS UNDER MANAGEMENT

GenSpring had \$13,157,516,659 in assets under management as of December 31, 2012.

This amount differs from the Regulatory Assets Under Management ("RAUM") (\$13,217,071,193) provided in Form ADV Part 1 A, Item 5 due to the fact that the definition of RAUM includes gross assets and capital commitments. The RAUM of discretionary accounts was \$10,192,816,809 and the RAUM of non-discretionary assets was \$3,024,254,384.

Item 5 – Fees and Compensation

COMPENSATION

GenSpring's fees may be subject to negotiation based on factors such as the overall complexity of the Client's financial affairs, the number of investing entities, the nature and location of the services provided, and other unique factors. Clients generally will be charged an annualized management fee based on assets which will be assessed quarterly and payable generally in arrears although certain office locations charge fees in advance to a small population of Clients. Clients should consult with their particular GenSpring family office or review their Agreement with GenSpring to determine the manner with which fees are payable.

Percentage of Assets

Generally, the following is the standard fee schedule for annual advisory fees, although fees and minimum required amounts vary by location, by Client, and the complexity of the overall relationship:

<u>Assets</u>	<u>APR</u>
\$0 to \$30,000,000	.85%
\$30,000,001 to \$50,000,000	.50%
\$50,000,001 to \$80,000,000	.30%
Over \$80,000,001	.25%

Minimum fee per year: \$85,000

Dependent upon the level of complexity GenSpring may charge a basis point fee on assets for which they are providing reporting services only. The above standard fee schedule may be modified upon written notice by GenSpring, and such modification may include graduated percentage rates to be applied between the standard asset levels shown above. Some Clients' fee schedules may differ from the above standard schedule as a result of negotiations, prior contractual relationships, and/or historical fee schedules.

Hourly and Fixed Fee Arrangements

GenSpring may also charge fees according to a fixed-fee arrangement or on an hourly or per diem basis. For example, GenSpring may agree to provide investment advisory, financial planning, or financial management services for a fixed fee for a specified period. Fixed fees are negotiable and will be determined on a case-by-case basis, depending factors including but not limited to the nature and complexity of the services, staffing arrangements, and size of the asset base. Likewise, hourly charges may vary depending upon the nature of work or scope of services, sophistication of the services provided, and professional level of personnel required. Generally, hourly charges will range from \$50 to \$550 per hour. All fees will be agreed upon in advance with the Client. A minimum annual fixed fee may be charged by GenSpring to provide services to a Client's affiliated entities, whose assets do not generate an appropriate fee based upon the tiered fee schedule above. For Clients where GenSpring functions as an independent, full service "family office" (providing investment, accounting, bookkeeping, tax, and estate planning services), a minimum fee greater than \$85,000 may be applicable, which applies to the totality of the relationship with the Client, and not individual entities and may include the collection of fees in arrears unless otherwise agreed upon. New Clients using GenSpring as a full service "family office" may also be charged a set-up fee. The set-up fee is typically a one-time charge of \$15,000 and can be higher if there are complex family matters that need to be addressed.

Fiduciary Fee

A small number of employees of GenSpring also serve in non-salaried dual employee roles for Teton, SunTrust Bank, and SunTrust Delaware, each of which are affiliates of GenSpring. In these dual roles, these employees provide corporate trust/fiduciary administration services to Clients who have also engaged GenSpring as an investment adviser. For the convenience of these mutual Clients, GenSpring has agreed to include the collection of our affiliates' fiduciary services fees as part of GenSpring's fee billing process, where such fiduciary fees are charged. These fees are provided for and disclosed in the separate agreements between these mutual Clients and our respective affiliates.

Tax Fee

GenSpring may outsource some Client's tax compliance and preparation services to an unaffiliated service provider. In certain circumstances, GenSpring has agreed to include third party fees for tax services as part of GenSpring's fee billing process.

Reporting Service Fee

Reporting Services fees generally range, depending upon the complexity of the report, from 0.10% to 0.20% of account assets per annum. Fees are calculated and paid at the end of each quarter as a percentage of ending assets reported. Alternatively, Reporting Services fees may be included in the advisory fee for Clients with investment accounts managed by GenSpring.

Service Fee

GenSpring generally recommends that its Clients establish custodial/brokerage accounts with SunTrust Bank or with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab") with whom GenSpring has established a dedicated technical and electronic interface. SunTrust Bank as custodian of a Client account may receive servicing fees from mutual funds recommended by GenSpring. GenSpring may charge Clients holding their assets with a custodian other than SunTrust Bank or Schwab an annualized fee, which will be assessed quarterly and payable in advance. The Service Fee generally will be equal to 15% of the applicable GenSpring advisory fee, with a minimum charge of \$5,000, and is designed to diminish the costs and expenses to be borne by GenSpring for creating new technical interfaces with custodians other than SunTrust Bank or Schwab. The Service Fee will only be calculated and charged to those accounts that are transactional in nature. The Service Fee is subject to negotiation based on factors such as the overall complexity of the Client's financial affairs, the number of investing entities, nature of work, and other unique factors.

Sub-advisory Fees

GenSpring may provide investment advice as a sub-adviser to another investment adviser. For these services, GenSpring receives a sub-advisory fee that will be determined in an agreement between the parties. The sub-advisory fee may be a portion of the management fee that the primary investment adviser receives, a fixed fee, an hourly fee, or another type of fee, depending upon the location of the work, the type of services to be performed, and other unique factors.

Out-of-Pocket Expenses

In addition to fees, Clients may be responsible for certain out-of-pocket expenses for reasonable and direct costs incurred by GenSpring on the Client's behalf. These out-of-pocket expenses may include travel costs and expenses incurred by GenSpring in connection with meetings, copying, long-distance telephone calls, facsimile charges, messenger and/or express delivery services, and special research items. GenSpring will provide its Clients with an invoice containing a detailed description of such expenses.

Other Services

GenSpring may provide additional services that are not covered under the terms of a contract for advisory services. Fees for such services will be determined before starting additional work as mutually agreed by the parties. GenSpring may provide a separate invoice for such services, which is payable upon receipt.

FEE COLLECTION

GenSpring may deduct fees directly from Client accounts, or send an invoice for payment based on Client preference.

OTHER FEES/EXPENSES

GenSpring's Clients may incur additional fees and/or expenses in connection with our advisory services.

Fees to GenSpring also do not include any fees due to brokers, custodians, or trustees. Clients may contract directly with investment managers, brokers, and custodians to hold, manage and trade assets, and thus will be charged separately by such entities for their services. GenSpring recommends SunTrust Bank and Schwab for custodial services. The Brokerage Practices section below further describes the factors that GenSpring considers in selecting or recommending custodians and broker-dealers for Client transactions and determining the reasonableness of their compensation.

Fees to GenSpring do not include any fees due to third-party money managers that provide services to the Client or the underlying fees and expenses associated with the mutual funds or alternative investments (including affiliated products) in which Clients' assets are invested. Mutual fund fees and expenses are paid by the funds but are ultimately borne by the Client as a shareholder of the funds. All third party advisory or sub-advisory management and performance fees, trading fees, custody fees, wire transfer fees, and other fees incurred in the normal course are borne by the Client.

Fees charged by third party advisors or sub-advisers, including advisors or sub-advisers to Investment Funds (as described in the Advisory Business section above), depend on several factors, including the size of investment, trading strategy, and degree of risk. Advisor and Sub-adviser management fees generally range from 0.10% to 5.00% of assets per annum. In addition, some advisors and sub-advisers may charge performance fees of up to 50% of the profits. Since performance fees are generally based upon increases in the net assets of the portfolio, such performance fees may be based upon unrealized appreciation as well as realized gains. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

HOW FEES ARE CHARGED

For most Clients, fees are generally charged in arrears although certain office locations charge fees in advance to a small number of Clients. Clients should consult with their particular GenSpring family office or review their Agreement with GenSpring to determine the manner with which fees are payable.

- For new investment accounts that are charged in arrears, unless otherwise specified in the Agreement, first quarter fees will be prorated based on the number of days the account was managed during the quarter. Thereafter, the advisory fee generally will be payable quarterly, in arrears, according to the value of assets calculated as of the close of business on the last trading day of the previous calendar quarter.
- If the Agreement executed by the Client provides for payment of fees in advance, the first quarterly fee will be billed on an estimate of assets (as mutually agreed by the parties), which will not be adjusted at a subsequent time to account for the difference between the estimated amount and the actual amount under GenSpring's advisement. Thereafter, GenSpring's advisory fee generally will be payable quarterly, in advance, according to the value of assets calculated as of the close of business on the last trading day of the previous calendar quarter. If the relationship is terminated during the quarter, GenSpring will refund the Client the amount of prepaid fee pro rata based on the number of days that GenSpring did not service the investment accounts.

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

GenSpring currently does not have any performance-based fee arrangements.

Item 7 – Types of Clients

GenSpring provides the services described in the Advisory Business section above to high net worth individuals, individuals, and their related entities, such as trusts and private foundations, business entities, not-for-profit organizations, sovereign nations, tax-exempt entities, as well as a small number of pension and profit sharing plans.

GenSpring serves as an adviser to the Investment Funds (as described in the Advisory Business section above), and a registered investment company described in Other Financial Industry Activities and Affiliations below.

GenSpring also serves as a sub-advisor to several pooled family investment vehicles that are considered 3(c) (7) or 3(c) (1) investment companies, which means that they are excluded from registration under the Investment Company Act of 1940. These funds are reported in GenSpring's Form ADV Part 1A, Schedule D, Item 7.(B)(1), and also its Form PF. Generally the primary advisor to these funds is an investment advisor who is exempt from registration under the Investment Advisor Act of 1940.

GenSpring also may provide investment services by way of intra-company agreement as described in the Other Financial Industry Activities & Affiliations section below.

Typically, GenSpring requires family relationships to have a minimum net worth of \$25 million and have a marketable securities portfolio of \$10 million. This requirement may be subject to modification and negotiation to accommodate special Client requirements and may be waived at GenSpring's discretion. However, such waiver may cause a Client to pay higher fees.

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

METHODS OF ANALYSIS

GenSpring's methods of analysis include charting, fundamental, technical and cyclical.

- **Fundamental & Cyclical**- Fundamental analysis is using real data to evaluate a security's value. For example, fundamental analysis can be performed on a bond's value by looking at economic factors, such as interest rates and the overall state of the economy, and information about the bond issuer, such as potential changes in credit ratings. For assessing stocks, this method uses revenues, earnings, future growth, return on equity, profit margins and other data to determine a company's underlying value and potential for future growth. In terms of stocks, fundamental analysis focuses on the financial statements of the company being evaluated. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating a security. There are industries in which profits rise and fall on a cyclical basis. As profits of companies follow cyclical patterns, so do their stocks: going up and down, reflecting the current stage of the business cycle. There are a wide variety of industries that can be described as having distinct business cycles: oil and gas, semi-conductors, car-manufacturing, mining, home-building, fertilizer production and many others. Their main feature is that their profits and thus stock prices follow similar rising and falling patterns over the long run. There is no guarantee that historical trends will indicate current cycles.
- **Technical & Charting** - This form of value analysis focuses on patterns of volume and price fluctuations for a given stock as compared to the activity of the larger, general market indicators. Securities are evaluated for purchase or sale based on an analysis of market statistics such as volume and prices over time as seen on charts, that are believed to establish relational patterns that can predict future movements in the markets. This relative comparison has little or no concern for any company's fundamental structure, production or worth. Technical analysis assumes that all the market factors are known to and considered by all the market's participants, although the market can act in irrational ways. Technical analysis purports to see repeatable patterns in similar market conditions, but any one of many factors may alter the outcome of an otherwise similar situation. Charts are used to plot price movements, volume, settlement prices, open interest, and other indicators, in order to anticipate future price movements. Also charts of market, security, and economic data are used to help identify the timing of the market moving up or down and to predict how long trends may last and when trends might reverse. A chart is an historical record of price movements. Charting will often reveal patterns that repeat over and over with the same outcome but there is no guarantee in finding these tendencies and patterns or that historical records are an indicator of current or future movements.

In addition, certain Client investment accounts are subject to the methods of analysis described in the offering documents of the underlying funds in which such GenSpring Clients are invested, which may be different than the methods of analysis explained above. Please see such funds' offering documents for further information.

The main sources of information that GenSpring uses includes publicly available sources, such as newspapers, company press releases, annual reports and corporate rating services, as well as internal research developed by GenSpring's Investment Advisory Center and purchased from SunTrust Bank's Private Wealth Management unit.

INVESTMENT STRATEGIES USED TO IMPLEMENT INVESTMENT ADVICE

GenSpring offers both asset allocation and manager selection in its Investment Services (described in the Advisory Business section above). GenSpring's specialization is not in one given security type or asset class, but rather in the ongoing process of, 1) assessing clients' objectives, 2) developing an appropriate asset allocation to best achieve those objectives and modifying that allocation when risks/opportunities are present in the markets, and 3) evaluating investment managers and assessing where it is most appropriate to use active or passive strategies.

Client portfolios are managed in accordance with each client's investment objectives, taking into consideration risk tolerance, time horizon, tax issues, liquidity and cash flow needs, restrictions/constraints, and other relevant guidelines. GenSpring's Investment Services involve the allocation of client assets among different asset classes with varying levels of risk and return. GenSpring may recommend changes to this allocation, in an attempt to take advantage of conditions in the current economic environment, while being sensitive to transaction costs and taxes, as appropriate. These changes may be short-term underweight or overweight to various asset classes and are designed to capitalize on current economic conditions over a shorter time period. GenSpring's investment recommendations may be implemented in client portfolios at different times dependent on client circumstances as determined by the Family Investment Officer.

GenSpring generally selects third party investment managers to manage all or a portion of its client accounts, which may be affiliated or unaffiliated with GenSpring. (Please reference the Other Financial Industry Activities & Affiliations section below for information about affiliates that is material to GenSpring's advisory business.) Such investment managers will have discretion to determine the type and amount of underlying securities to be purchased or sold for the client for that portion of the client assets managed by the third party investment manager.

A due diligence process is used to evaluate such investment managers and funds, employing both quantitative and qualitative techniques to identify the managers GenSpring believes are best qualified to meet client objectives. To the extent clients are invested directly or indirectly in unaffiliated funds, the managers of such funds will have their own investment practices, and those independent investment practices will be described in each manager's Form ADV or other offering documents.

GenSpring's client portfolios are generally diversified across a variety of asset classes, and generally constructed to include third party managed (or indexed) investments in mutual funds, exchange traded funds, and also hedge funds, limited partnerships, private equity, venture capital, and other alternative investments. Underlying investments may include but not limited to, equity securities, fixed income securities, commodity futures, options, and other alternative investments consistent with a client's overall investment strategy, and risk tolerance.

Where GenSpring has investment authority over portfolios, it may invest directly in alternative investments such as affiliated and/or unaffiliated hedge funds and private equity managers through a limited partnership structure, or it may use affiliated and/or unaffiliated pooled investment vehicles, also in a limited partnership structure to provide the client with access to a broad array of alternative investments. These pooled vehicles include single strategy or "fund of funds" strategy and may be onshore or offshore funds. The investment strategies of these funds may be different from those explained above, and more detailed information can be found in each fund's Private Placement Memorandum.

Where these alternative investments involve commodity exposure, the direct commodity interest trading advice and activity is handled by the third party investment manager. The exposure of GenSpring's Investment Funds (as described in the Advisory Business section above) to commodity interests is considered de minimus.

RISK OF LOSS

Investing in securities involves risk of loss that Clients should be prepared to bear. All investments carry the risk of loss and there is no guarantee that any investment strategy will meet its objective. Depending on the type of security, your account may face the following investment risks:

Other Funds

In addition to the Investment Funds (as described in the Advisory Business section above), GenSpring may invest in other, unaffiliated funds (including, but not limited to, U.S. or offshore unit investment trusts, open-end and closed-end mutual funds and hedge funds, private equity funds, venture capital funds, advisory accounts, real estate investment trusts, ETFs, or other private alternative or other investment funds, regardless of whether any of the foregoing investment vehicles are affiliated with us) (collectively, "Other Funds and Managers"). These Other Funds and Managers will charge their own management and other fees, so that if we invest in them, you will bear an additional level of fees and expenses. Some of these funds may pay fees to GenSpring's affiliates. GenSpring does not receive fees from these funds. Also, U.S. mutual funds generally must distribute all gains to investors, including investors who may not have an economic gain from investing in the fund, which can lead to negative tax effects on investors, particularly non-U.S. persons. GenSpring may also invest in exchange traded funds, unit investment trusts, or other similar vehicles designed to track the performance of a specific index or sector. These Other Funds may have unique risks of loss as described in their offering documents.

Equity Risk

Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. In addition to, or in spite of, the impact of movements in the overall stock market, the value of investments may decline if the particular investments within the portfolio do not perform well in the market. Prices of growth stocks may be more sensitive to changes in current or expected earnings than prices of other stocks. Prices of stocks may fall or fail to appreciate regardless of movements in securities markets. Generally, GenSpring will seek to avoid exposure to initial public offerings, although that result cannot be guaranteed. Such investments may pose significant risks or prospects for significant returns.

Market Risk

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

Extraordinary Events

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

Fixed Income Risks

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

factors. Developments in the credit market may have a substantial impact on the companies we may invest in and will affect the success of such investments. In the event of a default, the investment may suffer a partial or total loss.

Increased Regulations

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

Market Liquidity Risks

The value of securities held in Client accounts and that are traded on exchanges and the risks associated with holding these positions vary in response to events that affect asset markets in general. Market disruptions such as those that occurred in 1987, September 2001, and more recently the Flash Crash in May 2010 could lead to violent price swings in securities held within Client portfolios and could result in substantial losses.

Potential Concentration

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

Small Capitalization Companies

A substantial portion of assets may be invested in smaller and less established companies. Both debt and equity securities of such issuers tend to be more volatile than larger, more established companies. Such volatility could adversely impact Client portfolios.

Large Company Risk

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

Non-U.S. Investments

We may invest Client funds in securities domiciled outside the United States. Such investments expose the portfolio to a number of risks that may not exist in the domestic market alone. Such risks include, among other things, trade balances and imbalances and related economic policies, currency exchange rate fluctuations, imposition of exchange control regulation, withholding taxes, limitations on the removal of funds or other assets, possible nationalization of assets or industries, political difficulties, and political instability in foreign nations.

Short Sales, Leverage and Derivatives

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

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a Client's or prospective Client's evaluation of GenSpring's advisory business or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

BROKER DEALER

Neither GenSpring, nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

COMMODITY POOL OPERATOR AND COMMODITY TRADING ADVISER

GenSpring withdrew its registration as a Commodity Pool Operator and Commodity Trading Adviser in accordance with the Commodity Exchange Act or the rules of the Commodity Futures Trading Commission effective October 2013. GenSpring qualifies for exemption under 4.13(a)(3), and must annually assess and reaffirm this status through the National Futures Association.

OTHER RELATIONSHIPS AND/OR ARRANGEMENTS MATERIAL TO ADVISORY BUSINESS

GenSpring is owned by GenSpring Holdings, Inc., which is wholly-owned by STI. Consequently, GenSpring is affiliated with various STI entities and has arrangements as described below. GenSpring also owns Teton, which is described below.

- (1) **Broker-Dealers.** GenSpring is affiliated with SunTrust Robinson Humphrey, Inc. ("STRH") and SunTrust Investment Services, Inc. ("STIS"). Both STRH and STIS are U.S. registered broker-dealers and members of the Financial Industry Regulatory Authority ("FINRA"), and are members of the Securities Investor Protection Corporation (SIPC). STRH conducts a general securities business with the public, acting as a broker and a dealer in stocks, bonds, mutual funds, options, and limited partnership interests, underwriter of bonds (U.S. agency, municipal and corporate) and equity securities, and maintains an active research department and a municipal bond statistical department. STRH is also a registered municipal securities dealer. STIS is an introducing broker that clears trades, through National Financial Services Corp. STIS conducts a general securities business with the public, acting as a broker and a dealer in stocks, bonds, mutual funds, options, and other investments. STIS is also a Registered Investment Advisor.

These GenSpring affiliates acting as broker or agent and to the extent permitted by applicable law, as principal, may effect securities transactions for GenSpring Clients. Similarly, GenSpring may purchase for its advisory Clients securities for which these affiliates serve as broker or lead underwriter or co-manager or member of an underwriting syndicate, subject to restrictions and other limitations (described in the Code of Ethics section below). For example, these situations may arise upon a Client's direction for purchases and sales of securities, and also in rare instances for the purchase of a new issue where an STI affiliated broker is the only source for the purchase. GenSpring mitigates this conflict by way of its Code of Ethics, described in Code of Ethics below, and GenSpring employees are not compensated directly or indirectly for placing these transactions with these affiliated brokers.

- (2) **Investment Companies.** GenSpring may invest Client assets in certain affiliated investment companies that are registered under the Investment Company Act and managed by RidgeWorth Capital Management, Inc. ("RidgeWorth"), a registered investment adviser and majority owned STI subsidiary. RidgeWorth and GenSpring advise certain registered onshore and offshore mutual funds; please refer to the respective firm's Schedule D of their Form ADV Part 1 for a list of these mutual funds. The investment companies that GenSpring manages and advises include onshore and offshore mutual funds structured as "master-feeder" funds which have the same investment objectives. GenSpring may invest Client and Investment Fund (as described in the Advisory Business section above) assets in these affiliated mutual funds. These funds generally contain fund-level advisory fees payable to GenSpring's affiliates, which poses a conflict of interest. GenSpring addresses such conflict in that no such fund level advisory fees are paid to GenSpring, and GenSpring employees are not compensated directly or indirectly for placing client assets in these affiliated funds.

(3) **Investment Advisers.** RidgeWorth, which manages a family of registered investment companies, as described above, may serve as investment vehicles for GenSpring Clients' assets and the Investment Funds (as described in the Advisory Business section above). Complete and accurate information about such affiliated private funds and mutual funds is available in the Form ADV the investment adviser and those funds' offering documents. Neither GenSpring nor any of its employees accept direct or indirect compensation from this affiliated investment advisor.

(4) **Banking or Thrift Institutions.** GenSpring is affiliated with SunTrust Bank, an STI subsidiary, and a Georgia banking corporation, and Teton, a Wyoming state chartered trust company and a wholly owned subsidiary of GenSpring. GenSpring has a relationship with Teton and SunTrust Bank to provide fiduciary and custody services to individual Clients, Investment Funds (as described in the Advisory Business section above), and programs. GenSpring also has a relationship with SunTrust Delaware, a Delaware limited purpose trust company wholly owned by STI, to provide trust services to Clients. The choice of SunTrust Bank, SunTrust Delaware, or Teton as trustee for a particular Client's trust is determined by a variety of factors, including applicable state law, Client location, and the provisions of the trust agreement. SunTrust Bank as custodian of a Client account may receive servicing fees from mutual funds recommended by GenSpring.

Certain employees of GenSpring also serve in non-salaried dual employee roles for the following GenSpring affiliates; Teton, SunTrust Bank, and SunTrust Delaware. In this dual employee role (e.g., as employees of Teton, SunTrust Bank and SunTrust Delaware) the employees provide corporate trust/fiduciary administration services to Clients who have also engaged GenSpring as an investment adviser.

In addition, GenSpring provides investment management and certain administrative support services to SunTrust Bank, Teton, and SunTrust Delaware. GenSpring will provide certain financial reporting support services to assist SunTrust Bank, and Teton in their managerial and statutory reporting as well as provide advisory services to Teton for maintenance of its trust operations. GenSpring may hold a position on certain committees of SunTrust Delaware, and in addition, GenSpring provides support to SunTrust Delaware by assisting in their calculation and processing of minimum required distributions of its Clients individual retirement accounts.

GenSpring's Chief Investment Officer and Chairman of the Strategic Investment Advisory Committee, Ernest N. Dawal also serves as the Chief Investment Officer for SunTrust Bank's Private Wealth Management line of business. His activities pose conflicts of interest for GenSpring that are similar to those described under Code of Ethics below and GenSpring seeks to address and monitor them in a similar fashion.

GenSpring and SunTrust Bank have entered into reciprocating agreements where each entity has been engaged to provide research to the other. Certain employees of GenSpring also serve in non-salaried dual employee roles for SunTrust Bank, as do certain employees of SunTrust Bank serve in non-salaried dual employee roles for GenSpring. In this dual employee role the employees assist with the providing of research under these reciprocating agreements and may also share information relating to formulating investment policies and managing accounts. This arrangement poses conflicts of interests and risks of GenSpring information and opportunities being shared with another affiliated party. GenSpring and SunTrust Bank have adopted policies to seek to control these issues.

Also, pursuant to an intercompany agreement with SunTrust Bank, GenSpring has been retained by SunTrust Bank to provide investment advisory services and assist SunTrust Bank in carrying out its investment obligations on specified accounts of their clients. This service is

being provided for a small number of families. The families have an agreement directly with SunTrust Bank to provide trust and investment management services. SunTrust Bank has engaged GenSpring to provide non-discretionary advisory services related to SunTrust Bank clients via the intercompany agreement; however, these families may ultimately transition to GenSpring. After transition to GenSpring these particular Clients may have a portion of their accounts remain invested in two investment programs managed by SunTrust Bank that may not otherwise be available to all GenSpring Clients. These investment programs include the SunTrust Bank Strategic Core Investment Program and the SunTrust Bank Fixed Income Investment Program. SunTrust Bank is not compensated by GenSpring or by GenSpring's Clients for participation in the programs. GenSpring may be compensated to provide SunTrust Bank for the non-discretionary services described above.

Lastly, STI has an Administration and Operational Services Agreement for its affiliates, wherein STI provides payroll, insurance coverage and other services to STI affiliates including GenSpring.

SELECTION OF OTHER INVESTMENT ADVISERS

GenSpring recommends and selects other investment advisers to serve as advisors or sub-advisers to manage portions of certain Clients' investment accounts. Some of these advisors or sub-advisers are affiliates of GenSpring.

In addition, as a result of requests from a small number of Clients GenSpring has a sub-advisory agreement with one of its affiliated registered investment advisers, RidgeWorth Capital Management, Inc. RidgeWorth further delegates the management of these GenSpring Client accounts to one of its wholly owned subsidiaries, StableRiver Capital Management LLC. RidgeWorth charges GenSpring 20 basis points of the market value of each of the accounts they manage.

Item 11 – Code of Ethics

CODE OF ETHICS

Pursuant to SEC Rule 204A-1, GenSpring has adopted a written Code of Ethics ("Code") that sets forth standards of conduct and federal securities law requirements applicable to all employees of the Firm. In addition to providing general guidelines overseeing client services professionals, the Code stresses the avoidance of actual or perceived conflicts of interest and may specifically prohibit Access Persons (defined consistent with the Rules 204A-1 Code of Ethics definition of "Access Persons" and incorporates the Form ADV definition of "Supervised Persons") from engaging in certain transactions or activities. The Code also includes ethics policies, prohibitions, and principles for doing business designed to emphasize that all employees are in a position of trust with Clients. All employees are required to comply with ethical restraints relating to Clients and their accounts, including restrictions on giving gifts to, and receiving gifts from, Clients in violation of the firm's gift policy. Further, all employees are expected to report all Code violations to the Chief Compliance Officer ("CCO"). Code violations may result in disciplinary action ranging from reprimand to dismissal. GenSpring will provide a copy of its Code to any Client or prospective client upon request. Please contact GenSpring at the address or phone number listed on this Brochure to request a copy.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

GenSpring acts as investment manager to numerous Clients. GenSpring may give advice and take action with respect to any of its Investment Funds (as described in the Advisory Business section above) or accounts it manages that may differ from action taken by GenSpring on behalf of other Investment Funds or accounts it manages. GenSpring is not obligated to recommend, buy, or sell or to refrain from recommending, buying, or selling any security that GenSpring or its Access Persons, as defined by rules under the Investment Advisers Act and the Investment Company Act, may buy or sell for their own accounts or for the accounts of any other Client. GenSpring is not obligated to refrain from investing in

securities held by its Investment Funds or accounts that it manages except to the extent that such investments violate the Code adopted by GenSpring.

Certain GenSpring and SunTrust Bank officers, members, and employees are also Clients or investors. GenSpring may invest Client accounts in, among other things, securities in which GenSpring or any advisory affiliates and any person that is under common control with GenSpring ("Related Person") have a financial interest. GenSpring or its Related Persons may purchase for themselves securities or other investments which one or more Clients own, previously owned, or will own in the future, including units of the Investment Funds. As these situations may represent a potential conflict of interest, GenSpring has adopted procedures relating to personal securities transactions and insider trading, both of which are described below, that are reasonably designed to prevent actual conflicts of interest.

If it is appropriate to buy or sell a security at the same time for both a Client and a Related Person, combined orders may be placed and if any order is not filled at the same price, prices obtained may be allocated among accounts on an average basis. Placing combined orders is not required. There may be times when the sale or purchase of a security for a Related Person may precede, occur at the same time, or follow the sale or purchase of a security for a Client, subject to the overriding principle that the interests of Clients must come before the interests of GenSpring or its Related Persons.

GenSpring, directly or through an affiliate, may manage simultaneously parallel accounts in some cases with the same portfolio managers, with similar objectives, but with differing fees to GenSpring. GenSpring also may similarly manage simultaneously certain accounts that may hold short positions in a security for which other managed accounts are long. GenSpring may, from time to time, unknowingly recommend the purchase or sale of securities in which STI, or another affiliate, has a position or interest or does business. GenSpring's many affiliates with multiple lines of business make this likely. GenSpring's policy is to manage each account independently and fairly and recognizes and seeks to control the conflicts of interests inherent in such practices.

To the extent that GenSpring advises or sub-advises client accounts for affiliates, GenSpring is responsible for and knowledgeable about such affiliates' client accounts, and certain affiliate personnel will receive information about GenSpring investment activity for the account. Some GenSpring officers may also have officer titles at other STI affiliates. The sale or other sharing of or shared access to research or other information might allow its recipient to compete with or precede GenSpring with respect to an investment opportunity on behalf of itself or its Clients. For example, because GenSpring utilizes a STI affiliate to process some of its Client transactions, certain STI affiliate employees may also perform personal and non-GenSpring client trading that poses conflicts of interest with GenSpring Client transactions.

As the general partner, co-managing member, manager, or adviser of the Investment Funds, GenSpring and its affiliates participate in the Investment Funds' investments, pro rata, in accordance with its capital accounts of such Investment Funds. In addition, certain employees of GenSpring are also permitted to invest in the Investment Funds as knowledgeable employees. These knowledgeable employees also participate in the Investment Funds investments pro rata in accordance with their value in the Investment Fund.

Restrictions on Personal Securities Transactions

To address the conflicts of interest that arise with the personal trading of GenSpring employees, we have defined the categories of individuals who fall within the term "Access Person" and, as required by Advisers Act's Rule 204A-1, such Access Persons must report their securities holdings annually and their securities transactions quarterly, subject to limited exceptions. Access Persons must also obtain pre-approval from the CCO or his designee to invest in prohibited transactions, initial public offerings and private placements. Access Persons may direct their brokers to forward copies of all personal securities transactions confirmations and brokerage statements for every account in which they or their immediate family members have a beneficial interest in lieu of transaction reports. These reports or

confirmations and statements are submitted to and reviewed by the CCO or designee. Personal Securities Transactions and Holdings Reports of the CCO will be reviewed by either the Chief Investment Officer or the Chief Operations Officer or either's designee.

Insider Trading Policy

GenSpring may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, GenSpring may be prohibited from improperly disclosing or using such information for its personal benefit or for the benefit of any other person, regardless if such other person is a Client. In accordance with Advisers Act Section 204A, the Code provides that no officer, director, or employee of GenSpring may trade in a security, either personally or on behalf of Clients (including any GenSpring Investment Fund), while in possession of material, nonpublic information regarding securities of a corporation that are publicly traded; nor may any officer, director, or employee communicate material, nonpublic information to others in violation of the law.

Any employee who fails to observe the aforementioned policies risks serious sanctions, ranging from reprimand to dismissal, including personal liability.

Item 12 – Brokerage Practices

SELECTION CRITERIA FOR BROKERS AND DEALERS

In many cases, GenSpring has selected either affiliated or unaffiliated investment managers to manage the day-to-day investment of Client accounts. To the extent that unaffiliated investment managers selected by GenSpring purchase from other broker-dealers securities on which brokerage commissions or sales loads are charged, GenSpring relies upon the fiduciary responsibility of each unaffiliated investment manager to review such charges regularly and continuously based on comparative standard that it may regard as pertinent for the purpose of evaluating the reasonableness of such commissions. GenSpring performs due diligence reviews of the unaffiliated advisers it recommends to Clients, including, among other things, information concerning the advisers' best execution policies. Portions or all of a client account may be managed by other affiliated or unaffiliated investment managers. Such managers may have trading policies that differ from or conflict with those of GenSpring that are described below. Please see the Form ADV for such managers for further information about their specific policies.

In cases where GenSpring is responsible for directing transactions on behalf of its Client accounts or is using an affiliated investment manager most trading is done through its affiliate, SunTrust Bank. GenSpring enters trades directly into a trading platform which routes trades to SunTrust Bank. Some Clients also have securities in custody with other financial service providers and GenSpring may also direct trades in those accounts.

To seek to mitigate the expenses arising from trading activities and custody account administration, GenSpring generally recommends that its Clients establish custodial/brokerage account with SunTrust Bank or Schwab with whom the Firm has established a dedicated technical and electronic interface. Certain GenSpring Client accounts may be in custody with other custodians. GenSpring may charge Clients using these other custodians an annualized Service Fee described in Fees & Compensation above. SunTrust Bank as custodian of a Client account may receive servicing fees from mutual funds recommended by GenSpring.

Best Execution

GenSpring, as fiduciary, places the interests of its Clients first, and as a result is committed to the practice of Best Execution. To verify continuing compliance with the Best Execution duty, GenSpring must periodically and systematically evaluate the execution performance of custodians executing its Clients' transactions. Accordingly the Firm has adopted a Best Execution policy that defines Best Execution as it relates to the Firm's business practices, appoints a best execution committee, and outlines a testing system that fits the Firm's trading practices.

As a matter of best practice GenSpring will consider relevant information including:

- pricing,
- custody services,
- execution capability including trade placement and execution results,
- trade error resolution,
- and service.

Members of the Best Execution Committee are assigned and report to the Committee concerning the execution capabilities of each custodian with which GenSpring places any substantial volume of Client transactions, and GenSpring's recent execution experience with each such custodian of over the previous year to evaluate the ability of each such custodian to provide Best Execution.

Commission Rates or Equivalents

GenSpring has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transactions or to select any broker or dealer on the basis of its purported or "posted" commission rate. Although GenSpring generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services. GenSpring recognizes that in many cases, especially with SunTrust Bank, the benefits of reduced custodial prices may outweigh commission prices which may reflect that transactions are, including but not limited to: small, infrequent, odd lots, and/or thinly traded issues resulting from sale of inherited positions.

When GenSpring trades through SunTrust Bank, SunTrust Bank attempts to obtain the best combination of price and execution with respect to Clients' portfolio transactions when selecting brokers and dealers and when effecting portfolio transactions. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant. The factors include but are not limited to: the reasonableness of spreads or commissions; the adviser's or its affiliate's knowledge of negotiated commission rates and spreads currently available; the nature of the security being traded; the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security; the execution capabilities required by the transactions; the importance to the account of speed, efficiency and confidentiality; the broker or dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived operational and financial soundness of the broker or dealer; and other matters relevant to the selection of a broker or dealer for portfolio transactions.

"Soft Dollar" or Research Benefits

GenSpring trades with its recommended custodians Schwab and SunTrust Bank on an execution only basis. GenSpring does not have any formal or informal arrangements or commitments to utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis.

In the event of any change in the Firm's policy regarding the use of soft dollars, such change must be approved by management, and any soft dollar arrangements would only be allowed after appropriate reviews and approvals, disclosures, meeting regulatory requirements and maintaining proper records documenting such arrangement.

Portions or all of a Client account may be managed by other affiliated or unaffiliated money manager. Such managers may have soft-dollar arrangements and "soft dollar" policies unrelated to GenSpring. Please see the Form ADV for such managers for further information.

Directed Brokerage

Although GenSpring typically utilizes outside managers who choose the brokers they use, Clients may direct the Firm to use a particular broker-dealer under certain circumstances.

Where a Client directs the use of a particular broker-dealer or broker-dealers, GenSpring may not be in a position where it can negotiate commission rates or spreads or obtain volume discounts; thus, best price may not be achieved. In addition, transactions for a Client that directs brokerage may not be aggregated with orders for the same securities for other accounts managed by GenSpring. Trades for a Client that has directed uses of a particular broker or dealer may be placed at the end of aggregated trading activity for a particular security. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the Client receiving less favorable pricing. Under these circumstances, the direction by a Client of a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices, including minimum ticket charges, than might be the case if GenSpring could negotiate commission rates or spreads freely or select brokers or dealers based on best execution. Clients may limit GenSpring's discretionary authority by directing the Firm to use particular broker-dealers to execute portfolio transactions for their accounts, particularly where Clients have preexisting relationships with a broker or participate in commission recapture programs. GenSpring may accept such Client instructions, provided they are in writing.

Portions or all of a Client account may be managed by other affiliated or unaffiliated money managers. Such managers may have different directed brokerage policies. Please see the Form ADV for such managers for further information.

GenSpring does not have arrangements in which directed brokers refer clients to GenSpring.

Aggregation

Aggregation or "blocking" of Client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges. In some cases, GenSpring may aggregate or "block" transactions on behalf of various clients to facilitate best execution and possibly negotiate more favorable pricing and commission rates. To the extent that transactions are blocked, GenSpring will allocate such transactions to all participating client accounts in a fair and equitable manner consistent with its trade allocation procedures (generally pro-rata, unless there are extenuating circumstances), fiduciary obligations and each participating client's Agreement.

SunTrust Bank and other custodians place trades for GenSpring. Clients with various executing broker-dealers and may use aggregation where possible and when advantageous to Clients. In these instances, the Clients participating in aggregated transactions will receive an average share price and transaction costs will be shared equally on a pro rata basis. SunTrust Bank may aggregate GenSpring Clients, non-GenSpring Clients, and personal trades of STI or GenSpring employees. In the event transactions for GenSpring, its affiliates, their employees, or principals ("Proprietary Accounts") are aggregated with Client transactions, conflicts may arise. These situations are governed by GenSpring's Code and Personal Securities Transaction policy, previously discussed in Code of Ethics.

Allocation

Allocation practices must be fair and equitable to all clients with no particular client or group of clients being favored or disfavored over any others. GenSpring prohibits any allocation of trades that would result in proprietary accounts, affiliated accounts, or any accounts of a particular client(s) or group of clients routinely receiving more favorable treatment than other client accounts.

Item 13 – Review of Accounts

Portfolio Reviews

GenSpring's Investment Advisory Center and its analysts review all funds and investment managers approved by GenSpring on a regular basis to determine whether the managers are managing the investments in accordance with established guidelines and whether fees and commissions are reasonable.

Additionally, each account is reviewed on at least an annual basis by a member of the Client Service Team assigned to the family for which the account was established. A member of the Client Service Team typically directs and reviews the allocation of Client assets in accordance with the investment policy guidelines established by the Investment Committee as well as the Client's specific investment policies and considerations. The client service team is responsible for initiation of transaction activity within Client accounts, managing liquidity, processing additions to and distributions from Client accounts, and responding to Client requests for information. During Client meetings, a review of holdings and account transactions is provided and strategies for implementation of portfolio changes are discussed.

The Director of Client Operations also facilitates a review of all Client accounts during the monthly closing process. Members of the client service team assigned to the family review transactions and performance in Client accounts on an on-going basis, throughout the month and upon the close of each calendar quarter. Before distributing the monthly or quarterly Client reports, the Client Service Team reviews the positions, transactions, and performance in such accounts.

Client Investment Oversight

GenSpring has a fiduciary responsibility to provide to its client families appropriate investment strategies designed to meet the long and short term investment goals while adhering to the requirements and constraints of each family. GenSpring utilizes an Investment Policy Statement (IPS) to document and clearly communicate the general investment goals, objectives, constraints and preferences of each client for which GenSpring serves as an investment fiduciary and to describe the asset allocation and investment approach that GenSpring will employ to meet these client-specific objectives. The IPS serves as a guideline for investment decision makers, creating a system and discipline for future investment decisions.

GenSpring partners with each client family to create an IPS where applicable, that is unique to each client's situation and goals, while accounting for risk tolerance and other client constraints. This IPS is used by the Family Investment Officer and the rest of the client service team as a roadmap to determine the appropriate portfolio allocation for each client account. Periodically, portfolio allocations need to be reviewed and possibly revised or reallocated to verify that client goals stated in the IPS continue to be targeted, to verify that clients are not over concentrated in any particular fund, fund type or manager, as well as to divest the account of any managers that are no longer receiving GenSpring's highest level of monitoring and due diligence review.

GenSpring has an exception group to manage the Client Investment Oversight. The group oversees and monitors the investments in GenSpring client accounts where GenSpring serves as an investment fiduciary and to facilitate compliance with GenSpring's Client Investment Oversight Policy.

GenSpring Reporting Package

GenSpring may produce written reports as frequently as monthly but no less than annually, which provide pertinent information with regard to the Client's investment account(s), including but not limited to account values, portfolio holdings, transaction activity, etc. This Reporting Package is not intended to replace the statement provided by the Client's custodian, which should be considered the official record for all pertinent account information. GenSpring's Reporting Package is provided in a different format from that of the Client's custodian and may vary in content and scope. Therefore, the GenSpring Reporting Package urges Clients to compare the information in GenSpring's Reporting Package to the statements provided by custodians.

GenSpring produces custom reports for Clients on an ad-hoc basis upon request.

GenSpring offers a secure web portal service, which allows Clients to access their reports via the internet and allows Clients to maintain and share personal financial statements and legal documents with their designated GenSpring client service team.

Item 14 – Client Referrals and Other Compensation

COMPENSATION TO OTHERS FOR CLIENT REFERRALS

GenSpring may on occasion enter into solicitation agreements with individuals, financial intermediaries, or others who may or may not be affiliated with GenSpring. All solicitation agreements will comply with GenSpring's policy and Rule 206(4)-3 under the Advisers Act and any other law as applicable. These solicitation arrangements, where applicable, require an affiliated solicitor to disclose such affiliation, and require a third party solicitor to provide each prospective client with a copy of adviser's Form ADV Part 2 and to disclose to the prospective client the nature of the arrangement between the solicitor and adviser. Payment to the solicitor by GenSpring will not increase the fees paid by the prospective client.

A solicitation agreement exists between Lighthouse Investment Partners, LLC ("Lighthouse") and STI for originating funds, either directly or indirectly through STI or one of its affiliates, for investment in private investment pools managed by Lighthouse or one of its affiliates. Per the agreement, compensation is paid to STI for the origination of funds by STI or its affiliates. Any compensation paid related to GenSpring Clients that fall under the agreement is passed through to the GenSpring Client.

STI has adopted incentive plans pursuant to which officers and employees of the bank holding company and its subsidiaries may receive incentive compensation for referring investment business to the subsidiaries of STI, including GenSpring. Clients referred to a STI affiliate pursuant to these arrangements may become the indirect beneficiaries of investment advisory services provided by GenSpring to affiliated banks under GenSpring's contracts with such affiliate. Likewise, GenSpring may share with affiliates, or former affiliates, various internal credits or payments in connection with various service arrangements among such companies.

In compliance with applicable law, GenSpring or an affiliate may, from time to time, pay event attendance or participation or other fees, underwrite charitable or industry events, including sponsoring independent or affiliated speakers or provide gifts of value to, or at the request of, an organization or individual that, among other things: (i) offers or includes products or services of GenSpring or an affiliate in a particular program; (ii) permits GenSpring access to their financial advisers, brokers, employees, or other affiliated persons to provide training, marketing support, and educational presentations on products or services affiliated with GenSpring; and/or (iii) refers or has referred a Client to GenSpring. GenSpring may obtain products and services from consulting firms separate and apart from any recommendations made to Clients for GenSpring's investment services. Additionally, certain affiliated or third-party institutions provide financial support on a voluntary basis for marketing,

educational, and sales meetings of GenSpring and affiliates. The amount of any such payments to or from GenSpring and affiliates may be substantial. These payments pose conflicts of interest for the parties that receive them. A Client should obtain from its intermediary any details of any such payments received by such intermediary from GenSpring or affiliates. This type of payment generally does not increase the product cost to Clients.

GenSpring and its affiliates will make payments from their own capital resources or otherwise provide benefits to certain intermediaries for marketing support services. These payments made by GenSpring do not increase the amount of advisory fees paid by GenSpring Clients.

Item 15 – Custody

GenSpring is not a qualified custodian and does not provide custodial services to its Clients. GenSpring may recommend SunTrust Bank or Schwab to its Clients, and its Clients may select any bank or registered broker-dealers that is a “qualified custodian” to custody their assets. GenSpring is deemed to have custody of certain Client assets. Some of these assets are maintained with a qualified custodian that is not operationally independent from GenSpring and thus we must undergo two annual examinations; one surprise examination to verify Client assets and another examination of the affiliated qualified custodian’s internal custody controls.

Clients should receive custodial statements at least quarterly directly from their qualified custodian. GenSpring urges Clients to carefully review those statements and compare the custodial records to the reports GenSpring provides. Comparing the GenSpring Report to the custodial statement will allow the Client to determine whether account transactions, including paying advisory fees, are proper. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 – Investment Discretion

GenSpring accepts discretionary authority to manage accounts on behalf of its Clients upon execution of GenSpring’s advisory Agreement. In all cases, however, such discretion is exercised, observing investment limitations and restrictions that are outlined in each Client’s Agreement or investment policy statement. Clients may place reasonable restrictions on GenSpring’s investment discretion. Some restrictions may include but are not limited to fixed income securities, their credit ratings, and taxable versus non-taxable characteristics. Such investment guidelines and restrictions must be provided to GenSpring in writing. Such restrictions may impact performance.

For the Investment Funds (as described in the Advisory Business section above), GenSpring’s authority to trade securities may also be limited by certain federal securities and tax laws as well as the investment guidelines described in each fund’s PPM.

Item 17 – Voting *Client* Securities

Under SEC Rule 206(4)-6, investment advisers have a fiduciary obligation to their clients if the adviser has authority to vote their proxies. Under its standard contractual Agreements, GenSpring is authorized to vote proxies on behalf of Client discretionary accounts, unless the Client directs otherwise. For GenSpring the Investment Funds (as described in the Advisory Business section above), GenSpring shall vote the proxies. For Client assets managed by other GenSpring approved managers, such proxies will be voted by approved managers unless Client directs otherwise.

GenSpring retains the obligation to vote its Clients' proxies and will utilize appropriate resources to do so, having engaged Glass Lewis & Co. ("Glass Lewis") to assist with physical proxy voting matters. Glass Lewis was also selected due to its excellent research tools and advanced technical capabilities. They will act as the GenSpring's agent to provide certain administrative, clerical, functional recordkeeping, and support services related to the Firm's proxy voting processes/procedures, which include, but are not limited to:

1. The collection of proxy material from Clients' custodians
2. The facilitation of proxy voting, reconciliation, and disclosure, in accordance with the Firm's proxy policies and direction
3. Recordkeeping and voting record retention

GenSpring generally follows Glass Lewis proxy voting policies to vote proxies in a manner deemed to be in the best economic interest of its Clients, as a whole, as shareholders and beneficiaries to those actions.

GenSpring recognizes that each proxy vote must be evaluated on its own merits. Factors such as a company's organizational structure, executive and operational management, Board of Directors structure, corporate culture and governance process, and the impact of economic, environmental and social implications may all be key elements in voting decisions. The Firm believes that it is in the best interest of shareholders to abstain from voting in countries that participate in share blocking as share blocking limits the trading ability of the portfolio manager.

If applicable, GenSpring will consider Client specific preferences and/or develop and apply criteria unique to its client base and product lines, where appropriate. As needed, the Firm will communicate this information to Glass Lewis so those Clients' proxies will be voted accordingly. The Firm has reviewed Glass Lewis' capabilities as agent for the administrative services above and is confident in its abilities to provide these services effectively. GenSpring will monitor such capability on an ongoing basis.

In the absence of express contractual provisions or Client directions to the contrary, GenSpring will vote proxies for all the Firm's discretionary investment management Clients except as noted below.

GenSpring maintains proxy guidelines for U.S. domestic and global proxy voting issues, as well as guidelines applicable to "*Taft Hartley*" plans and relationships. ERISA accounts will be voted in accordance with the U.S. domestic proxy guidelines as ERISA specific guidelines and requirements are incorporated into this guidelines. Given GenSpring's business model, very few (if any) Client accounts and funds will be voted using the Taft Hartley Proxy Policy.

Due to its diversified client base, numerous product lines, and affiliation with STI, and its subsidiaries, GenSpring may determine a potential conflict exists in connection with a proxy vote based on the SEC guidelines. In such instances, the Firm will review the potential conflict to determine if it is material.

Examples of material conflicts of interest which may arise include those where the shares to be voted involve:

1. Common stock of STI, and/or other public corporate issuers with which either GenSpring or STI, or its affiliates, have a significant, on-going, non-investment management relationship
2. An issuer with a director, officer or employee who presently serves as an independent director on the board of GenSpring or STI or any of its affiliates

3. An issuer having substantial and numerous banking, investment, or other financial relationships with GenSpring, STI, or its affiliates
4. A director or senior officer of GenSpring or STI serving on the board of a publicly held company
5. A direct common stock ownership position of five percent (5%) or greater, held individually by GenSpring, or in conjunction with GenSpring and STI, and/or its affiliates

Although GenSpring utilizes what can be described as pre-determined proxy voting guidelines, occasions may arise in which a conflict of interest could be deemed to be material. In this case, the Firm will determine the most fair and reasonable procedure to be followed in order to properly address all conflict concerns. GenSpring may employ one or more of the options listed below:

1. Retain an independent fiduciary to vote the shares.
2. Send the proxy material to the Client (in the case of funds, the funds' investors) so he or she may vote the proxies.

GenSpring follows different voting recommendations for different categories of clients such that votes cast on behalf of some Clients may oppose votes cast on behalf of other Clients. Although GenSpring does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through proxy policy incorporation.

For Proxy Voting records or proxy related questions, please contact GenSpring Family Offices, Attn: Director of Client Operations, 150 South US Highway 1, Jupiter, FL 33477, or by telephone at 561.746.8444.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about GenSpring's financial condition. GenSpring has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of any bankruptcy proceeding.