

**FORM ADV PART 2A – DISCLOSURE BROCHURE**  
**August 15, 2014**

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This disclosure brochure (“Brochure”) provides information about the qualifications and business practices of Ropes Wealth Advisors LLC (“Ropes Wealth”). If you have any questions about the contents of this Brochure, please contact us at 617-235-4260. 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.

Ropes Wealth Advisors LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information from which you determine to hire or retain the investment adviser.

Additional information about Ropes Wealth Advisors LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This document represents the first Brochure for Ropes Wealth. This Item shall be updated for future material changes to this Brochure.

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#### **Item 4 – Advisory Business**

Ropes Wealth was recently formed and registered with the SEC for the purpose of providing discretionary and non-discretionary investment advisory services to high net worth individuals and families and their related entities, including trusts of which one or more attorneys of Ropes & Gray LLP (“R&G”) serve as trustee, as well as charitable organizations, business entities, state or municipal government entities, and ERISA plans. Ropes Wealth is a wholly-owned subsidiary of R&G. Ropes Wealth and R&G share certain resources and personnel, but it is important to note that the services of Ropes Wealth are not legal services and that the protections of the client-lawyer relationship, including the attorney-client privilege and the obligation to avoid conflicts, do not apply to the relationship between Ropes Wealth and its clients.

Ropes Wealth provides investment advisory services that extend across multiple, and potentially all types, of asset classes. Ropes Wealth employs an open architecture approach to investment, which mitigates conflicts of interest relating to the selection of managers and asset classes. Generally, Ropes Wealth provides investment exposure to a full range of asset classes through mutual funds or accounts managed by unaffiliated third parties. Ropes Wealth may also recommend investments in privately offered pooled investment vehicles, such as hedge funds, private equity funds or other similar vehicles (collectively and together with mutual funds, “Investment Funds”) for clients who are qualified to invest in those funds and for whom such investments are otherwise deemed to be appropriate by Ropes Wealth. To the extent a client has been referred to such a third-party manager, Ropes Wealth encourages the client to review that manager’s disclosure brochure as well. Ropes Wealth may also trade individual securities for client portfolios in fulfillment of their investment objectives. Ropes Wealth does not sell any investment products and does not enter into fee sharing arrangements with outside providers.

Ropes Wealth’s approach is centered around the belief that asset allocation is the single largest driver of long-term investment returns. Ropes Wealth provides investment advice to help clients increase their chances of meeting their investment goals by combining asset classes in an attempt to improve the overall return of a client’s portfolio and to mitigate risk. Ropes Wealth’s goal is to smooth out return streams over time and create a long-term investment strategy that changes only with a change in client circumstances. Shorter-term tactical asset allocation decisions in response to market movements or outlook are made only to refine a portfolio’s long-term strategy.

Ropes Wealth strives to ensure that clients are positioned in a portfolio strategy that reflects their goals and an appropriate level of risk. The implementation of the investment strategy is tailored to each client’s needs. Ropes Wealth will work with clients to reflect their investment preferences and/or restrictions.

In addition to investment management services, Ropes Wealth may provide financial planning services for certain clients. Financial planning can be described as helping individuals determine and set their long-term financial goals. The role of a financial planner is to find ways to help the client understand his/her overall financial situation and help the client set, and map out a course to meet, financial objectives.

Ropes Wealth may also enter into consulting or other arrangements. Such arrangements, to the extent applicable, will be made on a case-by-case basis.

As of June 30, 2014, Ropes Wealth did not have any assets under management to report. This Brochure shall be updated within 120 days of the date of Ropes Wealth's initial registration with the SEC to, among other things, reflect updated assets under management.

## **Item 5 – Fees and Compensation**

Investment advisory fees will generally be assessed using the schedule below:

### **Annual Fee based on Market Value of Client Assets:**

1.25% of the first	\$1,000,000
0.95% of the next	\$4,000,000
0.60% of the next	\$5,000,000
0.40% of the balance over	\$10,000,000

The fee is based upon the value of the assets under management. The initial fee charged to a client is based on the value of assets under management as of the date on which a client's initial investment management agreement is effective, or a mutually agreed upon alternate date. Valuations of securities and managed accounts shall be made by the custodian holding the assets. Valuations of private funds and partnerships will be based upon the valuations made by the manager or general partners of the private funds or partnerships, as the case may be. Investments for which no value has been established will be valued at fair value as determined by Ropes Wealth. The first payment is prorated to cover the period from the effective date of the investment management agreement, or a mutually agreed upon alternate date, through the end of the current full calendar month. Thereafter, the fee will be based on the market value of the assets under management as of the end of the preceding calendar month.

In limited circumstances, advisory fees charged by Ropes Wealth may be different than those set forth in the table above. Further, partners and employees of R&G and officers and employees of Ropes Wealth (collectively, "Affiliated Persons") may receive services from Ropes Wealth at no or significantly reduced charges.

Trusts for which attorneys of R&G serve as trustees and that are assessed fees by R&G for trust-related services will generally not be billed separately by Ropes Wealth for investment management services. Ropes Wealth provides individual investment advice to these trusts for which R&G pays Ropes Wealth a fee, the amount of which is negotiated periodically.

When client funds and securities are held with certain custodians, Ropes Wealth will deduct fees directly from the client's account, pursuant to the authorization included in the investment management agreement, for each calendar month in arrears in accordance with the fee schedule applicable to each account. In certain circumstances, Ropes Wealth may also invoice clients for their investment management services for each calendar month in arrears.

If Ropes Wealth engages an external third party manager to manage a client's assets, the client will be responsible for paying all fees charged by the third party manager on those assets in addition to Ropes Wealth's investment management and advisory fees. Ropes Wealth will obtain written consent from the client for outside manager fees.

Investments in Investment Funds generally include an embedded expense ratio composed of an investment management fee and/or carried interest paid to the investment adviser of the Investment Fund and other administrative and operating expenses. As such, client accounts with investments in those types of securities will be subject to those fees. An explanation of the fees and expenses paid by each Investment Fund is contained in that fund's offering document. It is important to note that in recommending such investments, Ropes Wealth is examining the performance and attributes of those vehicles on a net-of-fee basis.

Fees for financial planning services are negotiated on a case-by-case basis and may be assessed on an hourly basis or as a fixed fee. Affiliated Persons may receive financial planning services from Ropes Wealth at no or significantly reduced charges.

Clients are solely responsible for all brokerage commissions and other transaction costs in their accounts. Please see Item 12 below for a more detailed discussion of brokerage expenses and practices.

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

So-called "side-by-side" management refers to the management of accounts that are assessed performance fees alongside accounts with similar investment strategies that are not subject to performance fees. Because Ropes Wealth does not charge performance fees, side-by-side management considerations are not applicable to Ropes Wealth. However, performance fees may be charged by the managers of some separate accounts or Investment Funds.

## **Item 7 – Types of Clients**

Ropes Wealth provides continuous and regular investment advisory services to high net worth individuals and families, trusts, estates, and charitable organizations, family offices, corporations or other business entities, not-for-profit entities, including foundations, retirement and profit sharing plans such as IRAs and 401(K) accounts, state or municipal government entities, and other investment advisers. Ropes Wealth does not apply specific criteria for the acceptance of a client; rather, Ropes Wealth evaluates each prospective client on a case-by-case basis.

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

Ropes Wealth's services begin with identification of each client's goals and objectives, risk tolerance, tax situation, holding structures and other factors, as well as the establishment of an appropriate strategic asset allocation.

Ropes Wealth's investment strategies take a long-term approach to the investment markets in order to develop diversified portfolios in light of client risk tolerance levels, goals and objectives, and tax

efficiency. This client-centered approach and personalized goal setting results in asset allocation strategies that are designed to achieve client objectives through an emphasis on diversification and the use of various Investment Funds and separate account managers in each asset class.

Ropes Wealth's investment advisory services extend across multiple, and potentially all types, of asset classes. Generally, these asset classes are accessed through mutual funds or accounts managed by third parties under the supervision of Ropes Wealth. Ropes Wealth also utilizes private investment funds for clients who are qualified to invest in those funds and for whom such investments are otherwise deemed to be appropriate by Ropes Wealth. Ropes Wealth may also trade individual securities for client portfolios in fulfillment of their investment objectives. Construction of an investment portfolio includes the use of various investment tools and strategies, including individual stocks and fixed income securities, fixed-income funds or separately managed accounts, equity funds or separately managed accounts, mutual funds, exchange-traded funds, Investment Funds (including hedge funds, commodities funds and/or private equity funds) and other appropriate investment vehicles. Ropes Wealth utilizes both active and index-oriented investment vehicles, depending on its judgment of the efficiency of an asset class.

Ropes Wealth investment professionals use a rigorous quantitative and qualitative process in developing asset allocation recommendations on behalf of their clients. Macro/micro economic factors, valuations and underlying investment fundamentals, as well as analysis of market momentum aid in the formation of Ropes Wealth's recommendations for asset allocation strategies.

Ropes Wealth uses a rigorous quantitative screening process to identify investment managers and appropriate investment vehicles from a vast array of choices. These quantitative factors include screening prospective managers based on information ratio trends and consistency, holdings and returns-based stylistic analysis, and after-tax returns. Ropes Wealth then evaluates the managers that pass the quantitative screen on a qualitative basis. Qualitative measures include management tenure, firm ownership, and personal interview with the manager to confirm process and commitment. Ropes Wealth monitors the fund managers to see if the manager maintains exposure to the asset class without style drift. Managers are evaluated on an ongoing basis and replaced as necessary.

Ropes Wealth has five asset allocation model strategies that serve as a guidepost for the construction of a client portfolio customized for their specific risk and return requirements that takes into consideration a client's unique circumstances, tax requirements, and other assets. Those models are:

*Conservative* – seeks a modest level of long-term capital appreciation with a focus on income production. This approach is appropriate for investors where income requirements are above-average and where the investor wishes to assume a below-average level of risk.

*Moderately Conservative* – seeks a modest level of long-term capital appreciation. This approach is appropriate for investors where income requirements are moderate and where the investor wishes to assume a below average level of risk.

*Balanced* – seeks long-term capital appreciation. This approach is appropriate for investors where income requirements are moderate and where the investor wishes to assume an average level of risk.

*Growth* – seeks long-term capital appreciation. This approach is appropriate for investors where income requirements are low and where the investor has the ability to assume an above average level of risk.

*Aggressive Growth* – seeks long-term capital appreciation. This approach is appropriate for investors where income requirements are minimal and where the investor has the ability to assume a substantial level of risk.

### **Key Risks of Ropes Wealth's Investment Strategies**

Below is a summary of potentially material risks for the most common Ropes Wealth investment strategies used, the methods of analysis used and/or the particular types of investments that a client may invest in. The risks noted below are applicable to Investment Funds purchased for client accounts, separate accounts managed by third parties and any investment holdings overseen directly by Ropes Wealth portfolio management personnel. The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment.

All investing involves a risk of loss that clients should be prepared to bear, including the risk that the entire amount invested may be lost. The investment strategies offered by Ropes Wealth could lose money over short or long periods of time. There are no assurances that Ropes Wealth's investment strategies will succeed and Ropes Wealth cannot give any guarantee that it will achieve the investment objectives it establishes for a client or that any client will receive a return of its original investment.

### **Recent Financial Market Fluctuations**

General fluctuations in the market prices of securities and economic conditions generally, particularly of the type experienced since 2008, may reduce the availability of attractive investment opportunities for clients and may affect Ropes Wealth's ability to make investments on behalf of clients and the value of the investments held by clients. Instability in the securities markets and economic conditions generally may also increase the risks inherent in clients' investments. The public securities markets have seen increased volatility and the ability of companies to obtain financing for ongoing operations or expansions may be severely hampered by the tightening of the credit markets and the ongoing financial turmoil. It is unclear what the repercussions of this market turmoil may be. Moreover, it remains unknown whether governmental measures undertaken in response to such turmoil (whether regulatory or financial in nature) will have a positive or negative effect on market conditions. There can be no assurance that the market will, in the future, become more liquid than it is at present and it may well continue to be volatile for the foreseeable future. Continued or renewed volatility in the financial sector may have an adverse material effect on the ability of clients to buy or sell their investments. The duration and ultimate effect of current market conditions and whether such conditions may worsen cannot be predicted.

### **Inadvertent Concentration**

There can be no assurance that the selection of the multiple managers and/or Investment Funds will result in an effective diversification of investment approaches. In addition, different Investment Funds and separate account managers may each acquire significant positions in the same investment, resulting in an inadvertent concentration by Ropes Wealth in such investment, which may subject the investments of

clients to more significant changes in value than would be the case if the client assets were more widely diversified.

## **Investment and Trading Risks**

All securities investments risk the loss of capital and no guarantee or representation is made that Ropes Wealth's program will be successful. Investment Funds and separate account managers may utilize such investment techniques as trading in put and call options and other derivatives, limited diversification, the use of leverage and short sales, which practices can, in certain circumstances, increase the risk of loss of capital.

## **Equity Investments**

Clients may participate in equity securities investments. Stock market prices of securities may be adversely affected by many factors, such as an issuer's having experienced losses or by the lack of earnings or by the issuer's failure to meet the market's expectations with respect to new products or services, or even by factors wholly unrelated to the value or condition of the issuer. If the stock market declines in value, client portfolios are likely to decline in value. Furthermore, a focus on certain types of stocks (such as small or large capitalization) and styles of investing (such as value or growth) subjects client portfolios to the risk that their performance may be lower than portfolios that focus on other types of stocks or that have a broader investment style (such as the general market).

## **Short Sales**

Some of the Investment Funds and separate accounts Ropes Wealth recommends may participate in short sales. A short sale involves the sale of a security that is not held in an account in the expectation of purchasing the same security (or a security exchangeable therefor) at a later date at a lower price. To make delivery to the buyer, the seller must borrow the security and the seller is obligated to return the security to the lender, which is accomplished by a later purchase of the security by the seller. A short sale involves the risk of a theoretically unlimited increase in the market price of the security sold short, which could result in an inability to cover the short position and a theoretically unlimited loss to the seller. In addition, there is the risk that the securities borrowed in connection with a short sale must be returned to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and the seller may be compelled to replace borrowed securities previously sold short with purchases on the open market at a disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

## **Foreign Investments**

Some of the Investment Funds and separate accounts Ropes Wealth recommends may be invested in non-U.S. securities and other instruments denominated in non-U.S. currencies and/or traded outside of the United States. Such investments require consideration of certain risks not typically associated with investing in United States securities or property. Such risks include unfavorable currency exchange rate

developments, restrictions on repatriation of investment income and capital, imposition of exchange control regulation by the United States or foreign governments, confiscatory taxation and economic or political instability in foreign nations. In addition, there may be less publicly available information about certain non-U.S. companies than would be the case for comparable companies in the United States, and certain non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. These risks are particularly relevant to emerging markets, where financial markets are generally less developed and transparent and in which political and economic instabilities are often more pronounced.

## **Derivatives**

Clients may participate in investments in derivatives. These are financial instruments that derive their performance from the performance of an underlying index or asset. Derivatives can be volatile and involve various types and degrees of risks, depending upon the characteristics of a particular derivative. Derivatives may entail investment exposures that are greater than their cost would suggest, meaning that a small investment in a derivative could have a large potential impact on the performance of a portfolio. Portfolios could experience losses if derivatives do not perform as anticipated, or are not correlated with the performance of other investments the risks of which they may be used to hedge against, or if they cannot be liquidated because of an illiquid secondary market. Derivatives may also make a portfolio less liquid and difficult to value, especially in declining markets, and the counterparty may fail to honor contract terms.

## **Counterparty Risk**

To the extent that clients participate in investments in swaps, “synthetic” or derivative instruments, repurchase agreements, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, client accounts are indirectly subjected to the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from the risks involved in exchange-traded transactions, which generally are supported by guarantees of clearing organizations, daily mark-to-market and settlement and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

## **Debt Securities**

Clients may participate in the purchase and/or sale of unrated or below investment-grade debt securities, which are subject to greater risk of loss of principal and interest than higher-rated debt securities. Such investments may include debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which other securities may be secured by substantially all of that issuer’s assets. Further, some debt securities are not protected by financial covenants or limitations on additional indebtedness. In addition, evaluating credit risk for foreign debt securities involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Fixed-income securities are also subject to the risk that the securities could lose value because of interest rate changes. For example, bonds tend to decrease in value

if interest rates rise. Fixed income securities with longer maturities sometimes offer higher yields, but are subject to greater price shifts as a result of interest rate changes than fixed-income securities with shorter maturities.

## **Leverage**

Some of the Investment Funds and separate accounts Ropes Wealth recommends may employ leverage in their management of assets. Leverage will tend to magnify both the positive impact of successful investment decisions and the negative impact of unsuccessful investment decisions on an investment strategy's performance.

## **Commodity Trading**

Some of the Investment Funds and separate accounts Ropes Wealth recommends participate in commodities trading. The prices of commodities and all derivative instruments, including futures and options contract prices, are highly volatile. Price movements of commodities, futures and options contracts are influenced by, among other things, changing supply and demand relationships, domestic and foreign governmental programs and policies, national and international political and economic events, interest rates and governmental monetary and exchange control programs and policies. Moreover, certain commodity exchanges limit fluctuations in commodity futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." During a single trading day, no trades may be executed on such exchanges at prices beyond the daily limit. Commodity futures contract prices have occasionally moved the daily limit for several consecutive days with little trading. Similar occurrences could prevent an account from promptly liquidating unfavorable positions and subject the client account to substantial losses.

## **Private Fund Investments**

As previously noted, client investments may include hedge funds, private equity funds, and other private pooled investment vehicles. In addition to the other risks noted in this section, all of which may apply to any private fund investment, such vehicles also carry additional potential risks, including the following:

- *Liquidity Risk.* Ropes Wealth may be limited in its ability to redeem client assets from a private fund in a timely manner. Private fund vehicles often retain the ability to delay part or all of a client's redemption under a variety of circumstances.
- *Transparency Risk.* Ropes Wealth may be limited in its ability to monitor the investment activities of private funds. Private fund managers often limit the information that they disseminate regarding individual fund investments and are not subject to the same reporting standards applicable to funds that are registered with the applicable regulatory authorities.
- *Valuation Risk.* Ropes Wealth relies upon the managers and/or administrators to private funds to provide accurate valuation information pertaining to clients' capital balances. As noted above, Ropes Wealth generally has limited information regarding the holdings of the private funds in

which client accounts are invested and is normally unable to independently verify or scrutinize valuations provided by the administrators or managers to these private funds.

- *Lack of Regulatory Oversight.* Private funds typically operate under one or more exemptions from registration with the applicable regulatory authorities. Additionally, the investment managers to many such funds may also be exempted from registration with the applicable regulatory authorities. Accordingly, private funds and their managers are often subject to little, if any, direct scrutiny from any regulatory authority.
- *Return of Balances Previously Redeemed.* Under extraordinary circumstances, following a redemption from a private fund, the client may be required to return all or a portion of the redemption proceeds it received from the private fund to such private fund. For instance, if the private fund later determines that its net asset value was previously misstated, a client may be required to return the applicable portion of the redemption proceeds to the extent required by applicable law or the private fund's organizational or offering documents. Other circumstances, such as indemnification obligations, could also require a client to return the proceeds to a private fund.

**Other risks may be applicable. Please speak with your Ropes Wealth portfolio manager to learn more about the particular risk characteristics of your specific investment account(s).**

## **Item 9 – Disciplinary Information**

Ropes Wealth does not have any disciplinary information to disclose.

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

As previously noted, Ropes Wealth is a wholly-owned subsidiary of R&G. Additionally, the Chief Executive Officer of Ropes Wealth also serves as the Chief Operating Officer of R&G. R&G provides a vast array of legal services to a variety of organizations, including entities in the investment management industry. In particular, R&G provides significant legal support to a number of mutual funds, hedge funds and other investment vehicles, as well as to many investment advisory organizations. While Ropes Wealth does not use an Investment Fund's or third-party manager's choice of legal counsel as a criterion for inclusion in its investment management strategies, the selection by Ropes Wealth of an Investment Fund or third-party manager that utilizes the services of R&G could confer an indirect economic benefit to R&G. In addition, attorneys of R&G, including those who serve as trustees of trusts advised by R&G, will ordinarily recommend the services of Ropes Wealth over those of other investment advisers. Similarly, Ropes Wealth may recommend R&G to advisory clients who may need legal counsel, even when there are other law firms that provide similar services at a lower cost. Whenever Ropes Wealth or R&G recommends the other, clients are encouraged to evaluate other investment advisers or law firms, as the case may be, and make an independent judgment.

Ropes Wealth subleases office space within the premises of R&G pursuant to a services agreement between R&G and Ropes Wealth. In addition to office space, the servicing agreement provides Ropes

Wealth with computer support, server space, file storage facilities, accounting services, human resource support, trust and information systems access, and certain other administrative support services.

In addition, Ropes Wealth may provide investment management advisory services to Affiliated Persons with respect to their own personal assets.

Although Ropes Wealth is wholly owned by R&G, as noted above, the services provided by Ropes Wealth are not legal services. The protections of the client-lawyer relationship, including the attorney-client privilege and the obligation to avoid conflicts, do not apply to the relationship between Ropes Wealth and its clients. Clients of Ropes Wealth are not clients of R&G, unless those clients have separately engaged R&G.

Further, Ropes Wealth may have clients with interests directly adverse to those of other Ropes Wealth clients and such clients will ordinarily not be informed of the identity of such adverse parties. In addition, Ropes Wealth may accept clients in the future whose interests are directly adverse to then-current Ropes Wealth clients. R&G may have clients with whom a Ropes Wealth client has a legal dispute or who otherwise have interests directly adverse to those of certain Ropes Wealth clients. R&G may also accept such clients in the future, without notice to the Ropes Wealth client.

Ropes Wealth will not, however, disclose any confidential information it has received from any client and will not use any such information on behalf of any other party. Likewise, Ropes Wealth may obtain confidential information from Ropes Wealth clients that may be of interest to other Ropes Wealth clients but which Ropes Wealth cannot share and will not share.

Neither Ropes Wealth nor any of its management persons are registered, or have an application pending to register, as a (1) broker-dealer or a registered representative thereof; or (2) futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

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

### **Code of Ethics**

Ropes Wealth and its personnel may purchase, sell and/or hold the same investments that are purchased, sold, held or otherwise recommended by Ropes Wealth for client accounts. This presents a potential conflict of interest between the personal trading activities of any officer, member or employee of Ropes Wealth and the trading and investment activities conducted by Ropes Wealth on behalf of its clients.

In order to manage the conflict of interest noted above, and for other control purposes, Ropes Wealth has adopted a Code of Ethics (“Code”) designed to establish principles of conduct and to detect and address conflicts of interests that may arise between Ropes Wealth and/or persons covered by the Ropes Wealth Code, on the one hand, and Ropes Wealth’s clients, on the other. The requirements of the Code apply to any officer, member (or person performing similar functions) or employee of Ropes Wealth as well as any natural person subject to Ropes Wealth’s supervision and control who (i) has access to nonpublic information regarding any clients’ purchase or sale of securities, or nonpublic information regarding

portfolio holdings of any client, (ii) is involved in making securities recommendations to clients or (iii) has access to such recommendations that are nonpublic. In addition, certain members of such a person's family or household (as further described in the Code) may be covered. Collectively, such persons are referred to as "Covered Persons." The Code is designed to ensure, among other things, that Covered Persons conduct their investing activities in accordance with applicable law and in a manner consistent with Ropes Wealth's fiduciary duties to its clients.

Generally, the Code requires, among other things, that all Covered Persons pre-clear their personal securities transactions in certain securities, including transactions in private placements. The Code also requires employees to report certain accounts and securities holdings covered by the Code at the commencement of their employment and annually thereafter. In addition, on a quarterly basis, all employees are required to report certain specified securities transactions executed during the quarter. Ropes Wealth's chief compliance officer reviews these reports to monitor Covered Persons' personal trading activity and to ensure that it meets the requirements of the Code.

Certain securities are exempt from some of the requirements of the Code. For example, Covered Persons need not pre-clear transactions in shares of open-end mutual funds (other than shares of exchange-traded funds), shares of registered money market funds, shares of unit investment trusts that are invested exclusively in registered open-end mutual funds and direct obligations of the U.S. government.

Ropes Wealth provides training to Covered Persons on the requirements of the Code and the chief compliance officer periodically conducts a review of the Code to evaluate its effectiveness.

A copy of Ropes Wealth's Code of Ethics will be provided to any client or prospective client upon request.

### **Resolving Other Conflicts of Interest**

In the case of all conflicts of interest, Ropes Wealth's determination as to which factors are relevant, and the resolution of such conflicts, will be made using Ropes Wealth's best judgment, in its sole discretion. In resolving conflicts, Ropes Wealth may consider various factors, including the interests of the applicable clients with respect to the immediate issue and/or with respect to their longer term courses of dealing. Below is a discussion of certain conflicts of interest that may arise in the course of Ropes Wealth's investment advisory business.

#### Advising Affiliated Persons

As noted in Item 5 above, Ropes Wealth may provide investment management services to the accounts of Affiliated Persons. As noted in Item 12 below, Ropes Wealth maintains policies and procedures designed to manage potential conflicts of interest associated with trading the accounts of Affiliated Persons alongside the accounts of other clients.

#### Allocation Decisions

Please see the discussion under Item 12 below regarding allocation, aggregation and the conflicts associated therewith.

### Principal and Cross Transactions

Section 206 under the Investment Advisers Act of 1940 (the “Advisers Act”) regulates principal transactions among an investment adviser and its affiliates, on the one hand, and the clients thereof, on the other hand. Very generally, if an investment adviser or an affiliate thereof proposes to purchase a security from, or sell a security to, a client (what is commonly referred to as a “principal transaction”), the adviser must make certain disclosures to the client of the terms of the proposed transaction and obtain the client’s consent to the transaction. In connection with Ropes Wealth’s management of client accounts, Ropes Wealth does not intend to engage in principal transactions under normal circumstances. Ropes Wealth has established certain policies and procedures to comply with the requirements of the Advisers Act as they relate to principal transactions, which require the chief compliance officer to be notified prior to effecting any proposed principal transaction.

In connection with Ropes Wealth’s management of client accounts, Ropes Wealth does not intend to engage in cross transactions under normal circumstances. A cross transaction may cause a client to purchase investments from another client, or it may cause a client to sell investments to another client. Cross transactions create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a client may not receive the best price otherwise possible, or Ropes Wealth might have an incentive to improve the performance of one client by selling underperforming assets to another client. To address these conflicts of interest, in connection with effecting such transactions, Ropes Wealth has adopted policies and procedures that require the chief compliance officer to be notified prior to effecting any proposed principal transaction.

### Management of Client Accounts

Ropes Wealth manages multiple client accounts, some of which may have investment objectives similar to one another’s. Conflicts of interest may arise between or among two or more client accounts with similar objectives. (See, for example, the aggregation and allocation discussion in Item 12 below.) In addition, conflicts of interest may arise in allocating time, services or functions of the officers and employees responsible for managing the client accounts.

## **Item 12 – Brokerage Practices**

Although brokerage discretion over most client assets is typically maintained by the managers of the Investment Funds or separate accounts in which such assets are placed, Ropes Wealth does execute direct securities transactions for client accounts.

In circumstances where Ropes Wealth places direct securities transactions for client accounts, Ropes Wealth selects broker-dealers on the basis of their execution capabilities and trading expertise. In determining which broker-dealer generally provides the most favorable execution, Ropes Wealth considers not only the price of the security, but also the services that such broker-dealer can provide, including, but not limited to, the ability to execute difficult trades (possible market impact, size of the order and market liquidity), commitment of capital, speed of execution, back office and processing capabilities, financial stability and responsibility, reputation, access to markets, confidentiality, commission rate and responsiveness to Ropes Wealth. In order to monitor best execution, Ropes Wealth

holds an annual review to evaluate the execution performance of broker-dealers through whom client transactions have been effected over the relevant period.

Ropes Wealth does not currently intend to receive so-called “soft dollar” services from broker-dealers. Additionally, Ropes Wealth does not consider client referrals in its selection of broker-dealers.

Certain clients may direct Ropes Wealth to use a particular broker to execute such client’s transactions (“directed brokerage”). It is important to note that when a client directs Ropes Wealth to use one or more brokers, Ropes Wealth may not have the ability to negotiate best price and best execution for that client’s trades. Additionally, directed brokerage clients may pay significantly more in total transaction costs than clients for whom Ropes Wealth is able to negotiate best price and best execution.

### **Aggregation and Allocation Practices**

Ropes Wealth will generally execute transactions for clients on an aggregated basis when Ropes Wealth believes that to do so will allow it to obtain best execution and to negotiate more favorable commission rates or avoid certain transaction costs that might have otherwise been paid had such orders been placed independently.

All clients whose orders were aggregated and executed with a particular broker during a day will generally receive an average share price. All aggregated orders will generally be allocated according to the designations made by the portfolio manager(s) of such client accounts. Client orders partially filled will, as a general matter, be allocated pro rata in proportion to each client’s original order. However, a number of additional factors are taken into consideration when allocating investment opportunities among Ropes Wealth’s clients, including investment objectives and strategies, risk tolerances, tax status, size of client accounts, size of available positions, current market conditions, total portfolio invested positions and the nature of the security to be allocated. Where it is not meaningful to allocate a small number of securities among the accounts participating in the transaction on a pro-rata basis, Ropes Wealth may allocate such securities to less than all of the participating accounts in a manner determined in good faith to be a fair and equitable allocation over time.

For trading purposes, the accounts of Affiliated Persons are not be treated more favorably, over time, than any other account managed by Ropes Wealth. To the extent that accounts of Affiliated Person are included with other accounts in aggregated orders, allocations of those orders shall occur as set forth above.

### **Item 13 – Review of Accounts**

Client accounts are monitored on an ongoing basis for market conditions and specific fund/manager issues. Additionally, no less frequently than annually, an account review is conducted by each account’s portfolio manager. Any changes in the financial or other circumstances of a client would also necessitate a review of the portfolio for a confirmation that the allocation remains appropriate and to determine any recommended changes.

Clients receive, at a minimum, quarterly account statements in writing from the custodian, which, depending on the arrangements made between the clients and the custodians of their respective accounts, include capital valuations and other information as required by applicable laws or as provided for informational purposes. In addition, clients may receive specific reports regarding their accounts upon request or as deemed necessary by Ropes Wealth.

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

At this time, Ropes Wealth does not pay cash referral fees to any party. Should Ropes Wealth enter into a cash referral arrangement with any party, Ropes Wealth shall abide by all applicable requirements under federal securities laws.

It is important to note that R&G, including individual partners thereof, refers clients to Ropes Wealth. While it is expected that clients who are referred to Ropes Wealth by R&G will not pay more for Ropes Wealth's services than those who are not referred by R&G, there is no guarantee that this will be the case in all instances.

#### **Item 15 – Custody**

Ropes Wealth is deemed have custody of certain client assets (a) when it has actual possession of client assets, (b) under arrangements authorizing Ropes Wealth to withdraw assets of a client maintained with the client's custodian upon Ropes Wealth's instructions, (c) when Ropes Wealth acts in any legal capacity affording it or its supervised persons with ownership of or access to client assets (for example, a power of attorney) or (d) when a "related person," such as Ropes & Gray LLP, holds, directly or indirectly, client assets or have any authority to obtain possession of them in connection with Ropes Wealth's advisory services to such clients. Accordingly, funds and securities owned by clients for which Ropes Wealth (directly or as a result of its affiliation with Ropes & Gray LLP) has custody must be held by "qualified custodians" and Ropes Wealth must comply with the other requirements of the applicable rule.

For those accounts for which Ropes Wealth is deemed to have custody, clients receive, at a minimum, quarterly account statements directly from the custodian. Clients should carefully review those account statements. As noted above, clients may receive specific reports regarding their accounts upon request or as deemed necessary by Ropes Wealth. To the extent that any such reports contain information comparable to that contained in the custodian's quarterly account statement, clients should compare the custodian's account statements with those they receive from Ropes Wealth.

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

Ropes Wealth provides continuous and regular investment advisory services to both discretionary and non-discretionary accounts. The extent to which Ropes Wealth exercises discretion over the investment selection in a client account, as well as any limitations on Ropes Wealth's discretionary authority when Ropes Wealth is designated as a discretionary investment manager for a client account, is as agreed with each client and/or as stated in each client's investment management agreement, which is executed at the commencement of each investment advisory relationship prior to Ropes Wealth's assumption of

discretionary (or non-discretionary) authority. Ropes Wealth's authority may be limited by client-imposed investment objectives and strategies.

Additionally, managers of Investment Funds and other separate accounts shall generally hold discretionary authority over such Investment Funds and separate accounts.

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

As a matter of policy, Ropes Wealth does not exercise direct voting authority for proxies and corporate actions related to investments held in client accounts. Clients retain the right to vote proxies and other corporate actions for investments held in their accounts. Clients should receive their proxies from the custodians at which their accounts are maintained. Clients may contact their custodian with any questions about a particular proxy or action. Additionally, third party separate account and Investment Fund managers will generally exercise voting authority for the proxies and corporate actions related to investments held in those accounts and Investment Funds.

### **Item 18 – Financial Information**

Ropes Wealth does not require or solicit prepayment of more than \$1,200 in fees six months or more in advance and has not been subject to a bankruptcy petition within the past ten years. Additionally, Ropes Wealth does not have any financial condition that is likely to impair its ability to fulfill its contractual commitments to its clients.