

# **Investacorp Advisory Services, Inc.**

## **ARCHITECT**

### **Wrap Fee Program Brochure**

SEC File No. 801-57738  
4400 Biscayne Blvd, 11th Floor  
Miami, Florida 33137  
(305) 557- 3000

<http://www.investacorp.com>

This brochure provides information about the qualifications and business practices of Investacorp Advisory Services, Inc. If you have any questions about the contents of this brochure, please contact us at (305) 557-3000 or [ias@investacorp.com](mailto:ias@investacorp.com). 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.

Additional information about Investacorp Advisory Services, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

March 31, 2015

## Material Changes

On July 28, 2010, the SEC published “Amendments to Form ADV” under the Investment Advisers Act of 1940 (“Advisers Act”) which amends the disclosure document that we provide to clients as required by SEC Rules. The following is a summary of the material changes.

Updating our disclosures with regards to Bank Deposit Sweep Program (BDSP): Managed accounts custodied with National Financial Services, LLC have a core account investment vehicle that is used for settling securities transactions and holding credit balances. The BDSP, an FDIC-Insured Bank Deposit Sweep Program, is one such core account investment vehicle.

If you are eligible for the BDSP, by opening your account you are authorizing IAS to establish the BDSP as your core account investment vehicle. If your account is not eligible for the BDSP, we may provide you with access to other core account investment vehicles, including money market funds, to hold a cash balance awaiting reinvestment. Different core account investment vehicles may have different rates of return and different terms and conditions such as FDIC insurance or SIPC (Securities Investor Protection Corporation) protection. For more information on FDIC insurance please consult [www.FDIC.gov](http://www.FDIC.gov).

Available cash in your managed account is deposited through the BDSP into interest-bearing FDIC-Insured deposit accounts at one or more FDIC-insured depository institutions (Program Banks). The list of Program Banks and current interest rates for Program deposits are available from your representative or at <http://www.investa-corp.com/investacorp-investors/bank-deposit-sweep-program.html>

The BDSP may create financial benefits for our firm and our affiliates and for National Financial Services. Our firm will receive a fee from each Program Bank in connection with the respective Programs. We will also pay a fee to National Financial Services. The revenue generated by us may be greater than revenues generated by sweep options at other brokerage firms, and may be greater than other core account investment vehicles currently available to you or possible core account investment vehicles we have used in the past or may consider using in the future.

The maximum amount of FDIC Insurance coverage for your deposits in the BDSP is up to \$1.5 million (for an individual account) or up to \$3 million (for a joint account). Funds deposited through the BDSP are not eligible for SIPC coverage. Any deposits you maintain in the same insurable capacity, outside of the BDSP but with a BDSP Bank, are aggregated with your BDSP deposits for purposes of determining the maximum applicable FDIC deposit insurance. You are responsible for monitoring the total amount of your deposits with each BDSP Bank to determine the extent of FDIC deposit insurance coverage available to you. If you are eligible to participate in the BDSP, you can expect to receive the BDSP Disclosure Document when you establish your account, which you should review carefully.

Your Representative can assist you in determining whether your account is eligible for the BDSP.

## Table of Contents

Material Changes .....	2
Services, Fees and Compensation .....	4
<i>Advisory Services</i> .....	4
<i>Execution of Trades</i> .....	4
<i>Custody</i> .....	4
<i>Fees and Compensation</i> .....	5
Account Requirements and Types of Clients .....	6
Portfolio Manager Selection and Evaluation .....	7
<i>Individual Needs of Clients and Restrictions</i> .....	7
<i>Other Types of Accounts</i> .....	7
<i>No Performance-based Fees</i> .....	7
<i>Methods of Analysis, Investment Strategies and Risk</i> .....	7
<i>Voting Client Securities</i> .....	8
Client Information Provided to Portfolio Managers .....	8
Client Contact with Portfolio Managers .....	8
Additional Information .....	8
<i>Disciplinary Information</i> .....	8
<i>Other Financial Industry Activities and Affiliations</i> .....	9
<i>Code of Ethics and Personal Trading</i> .....	11
<i>Review of Accounts</i> .....	12
<i>Client Referrals and Other Compensation</i> .....	12
<i>Financial Information</i> .....	12

# Services, Fees and Compensation

## *Advisory Services*

Investacorp Advisory Services, Inc. (“IAS”) is an investment advisory firm. Its affiliate, Investacorp, Inc. (“Investacorp”) is a registered broker-dealer. Each client has an Investment Adviser Representative (“IAR”). IARs are generally broker-dealer representatives of Investacorp. In addition, the IAR is an advisory representative of IAS or is an advisory representative of an independently registered investment adviser.

If your IAR is an IAS IAR, IAS is providing advisory services to you in addition to brokerage and program services, as described in this brochure. If your IAR is acting as a representative of an independently registered investment adviser, that independently registered investment adviser is providing advisory services to you, and you will receive a disclosure brochure from that firm. For the purposes of this document, the term “Advisory Firm” refers to either IAS or the independently registered investment adviser, whichever is providing advisory services to you.

IAS offers the ARCHITECT wrap fee program through which IARs may manage client assets. Most accounts are managed on a non-discretionary basis, meaning that the client must consent to each trade in the account. Certain clients in ARCHITECT may grant the IAR trading discretion over their accounts, if the IAR has been approved by IAS to accept such discretionary authority. This trading discretion and any limitations on it will be set forth in the client’s agreement with IAS.

The IAR’s services are tailored to the individual needs of clients. The IAR assists the client in connection with establishing and monitoring of client investment objectives, risk tolerance, asset allocation goals and time horizon. Clients have the opportunity to place reasonable restrictions or constraints on the way their accounts are managed; however, such restrictions may cause the IAR to deviate from a strategy or recommendations that the IAR would have made if such restrictions or constraints were not in place. Thus, the account’s performance may be lower than it otherwise would have been.

The services that IAS provides under this wrap fee program may be available from other providers for lesser fees. In addition, clients may buy securities (e.g., mutual funds, exchange-traded funds, etc.) outside of these programs without incurring the Wrap Fee.

The types of securities and other investments that IARs recommends to clients under the ARCHITECT program are as follows: IARs may recommend to clients investments from a diverse group of securities, which may include exchange listed and NASDAQ traded stocks, bonds and warrants, as well as exchange traded real estate investment trusts, secondary market closed-end investment company securities, secondary market unit investment trusts, mutual funds, no-load variable annuity products, cash equivalents, and other securities that IAS allows to be transacted and held in the client’s ARCHITECT account. Clients generally receive performance reports, which are provided by the IAR.

## *Execution of Trades*

Investacorp as broker-dealer typically executes trades for accounts in the ARCHITECT wrap fee program.

## *Custody*

An unaffiliated entity acts as custodian for wrap fee program accounts. The custodian is named in the client’s agreement. In most cases National Financial Services, LLC (“NFS”) will act as custodian.

## Fees and Compensation

Each account will be charged an asset-based fee (“Wrap Fee” or “Program Fee”). The Wrap Fee will be calculated based on the value of the assets in the account and charged in advance on a quarterly basis, as set forth in the client’s program agreement. The maximum annual Wrap Fee rates are:

ARCHITECT	Maximum Annual Program Fee
Up to \$99,999	2.40%
\$100,000 – \$249,999	2.35%
\$250,000 – \$499,999	2.25%
\$500,000 – \$999,999	2.15 %
\$1,000,000 - \$4,999,999	2.12 %
\$5,000,000 and Up	2.05%

The rate(s) used to calculate the Wrap Fee is subject to negotiation between the IAR and each client and is set forth in the program agreement.

The client may terminate the program agreement and a pro rata portion of any Wrap Fee paid by the client in advance will be remitted to the client based on the number of days left in the quarter following receipt of the notice of termination by IAS.

The Wrap Fee covers the portfolio management services provided by the IAR, program administrative services provided by IAS, execution of transactions through Investacorp and custodial services (unless otherwise agreed between the custodian and the client).

The ARCHITECT program may cost a client more or less than purchasing such service separately depending on the frequency of trading in the accounts, commissions charged at other broker/dealers for similar products, fees charged for like services by other advisers and broker/dealers and other factors.

The Wrap Fee does not cover charges imposed by third-parties for investments held in the account, such as contingent deferred sales charges or 12(b)-1 trails on mutual funds. Other costs that may be assessed by broker-dealers or the custodian and that are not included in the Wrap Fee include: fees for transactions executed away from Investacorp, dealer mark-ups and spreads paid to market-makers. The Wrap Fee also does not cover fees and charges in connection with:

- debit balances
- margin interest
- annuities
- odd-lot differentials
- IRA fees
- transfer taxes
- exchange fees
- wire transfers
- extensions
- non-sufficient funds
- mailgrams
- legal transfers
- bank wires
- postage
- exchanging foreign currencies
- SEC fees or other fees or taxes required by law

Subject to approval, IARs may trade on margin for client's accounts, which could result in a high portfolio turn-over ratio and higher transaction charges in accounts with such charges. Additionally, the use of margin may also result in interest charges as well as all other fees and expenses associated with the security or account involved.

Each mutual fund, exchange-traded fund ("ETF") or other fund in which a client may invest also bears its own investment advisory fees and other expenses. Investacorp may receive distribution or service ("trail") fees from the sale of certain mutual funds (including money market funds) pursuant to a 12(b)-1 distribution plan or other such plan as compensation for distribution or administrative services and are distributed from the fund's total assets. With respect to ERISA accounts, 12(b)-1 fees will be credited back to the client. These fee arrangements will be disclosed upon request of a client and are available in the applicable fund's prospectus. In addition, Investacorp receives compensation in connection with cash held in the account. Investacorp receives additional compensation from the custodian based on the value of credit balances in the accounts. If cash is swept into the Bank Deposit Sweep Program, Investacorp receives compensation based on the value of assets in these funds as broker-dealer. Thus, Investacorp and the IAR have an incentive to recommend that client select a money market fund as a sweep vehicle that pays more compensation to Investacorp than other funds.

IAS IAR's may recommend or select funds for inclusion for accounts that are in the Investacorp Premier Funds program. Under the Premier Funds program, in exchange for certain benefits, such as broader access to IAS IARs, mutual fund and variable annuity sponsors in the program are required to pay for participation in the program by sharing with Investacorp a portion of the revenue generated from the sales of their products. Certain product sponsors also provide for the payment of a marketing allowance to Investacorp which may be based upon a percentage of the amount of the sponsor's product purchased and/or retained by clients. For the most current list of Premier Fund families, please ask your IAR or send a written request to [ias@investacorp.com](mailto:ias@investacorp.com)

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

Investacorp may share a portion of payments received from a mutual fund or in connection with an initial public offering, a secondary offering, and/or a private placement with IARs in their capacity as broker-dealer representatives, to the extent permitted by applicable law. IARs may also receive compensation, such as 12(b)-1 or services fees, in connection with the sale of funds.

Therefore, Investacorp and the IAR have an incentive to recommend certain mutual funds and securities where Investacorp is a member of the selling syndicate because the IAR typically receives more compensation in connection with these securities than in connection with other types of securities.

The IAR's portion of the Wrap Fee is up to 2.00% annually for ARCHITECT. The amount of compensation may be more or less than what the IAR would receive if the client participated in other programs or paid separately for investment advice, brokerage, and other services. Accordingly, the IAR may have a financial incentive to recommend this program over other programs and services.

## **Account Requirements and Types of Clients**

The minimum amount of assets required to open an account in ARCHITECT is \$50,000.

IAS may waive these minimums under certain circumstances. Should the market value of an account fall below the stated minimum, IAS will have the right to require that additional monies be deposited to bring the account value up to the required minimum, or close the account. The following types of clients may participate in the ARCHITECT program: individuals, high net worth individuals, pension and profit-sharing plans, including plan participants, trust, estates and charitable organizations and foundations, Corporations and other business entities.

## **Portfolio Manager Selection and Evaluation**

The IAR is the only portfolio manager available through ARCHITECT. The client chooses the IAR.

### ***Individual Needs of Clients and Restrictions***

IARs tailor their advisory services to the individual needs of the client. Clients inform their IARs of their investment objectives, risk tolerance, and investment time horizon and give their IARs any applicable investment policies, guidelines, or reasonable restrictions. Clients may impose reasonable restrictions on the investments in their accounts, including designating particular securities or types of securities that should not be purchased for an account. Any restrictions imposed by a client may cause the IAR to make different recommendations than he or she would in the absence of such restrictions. Thus, the account may not perform as well.

### ***Other Types of Accounts***

In addition to the wrap fee program described in this brochure, IAS offers three account structures under which clients pay an advisory fee plus transaction charges. These accounts are: “CHOICE,” “STRUCTURE,” and “TARGET10.” Other advisory firms may offer these types of accounts as well, as set forth in their firm disclosure brochures. IARs may manage accounts in these programs differently than it manages accounts in the wrap programs because of the cost structure. Several factors may influence the selection of the account structure including but not limited to: the client’s preference for a “wrap” vs. transaction charges per trade on certain or all securities, account size, anticipated trading frequency, anticipated securities to be traded, management style and long term investment goals.

### ***No Performance-based Fees***

Neither IAS nor any of its supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client.

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

Investing in securities involves risk of loss that clients should be prepared to bear. Neither IAS nor the IARs represent or guarantee that the services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. Neither IAS nor the IARs can offer any guarantees or promises that a client’s financial goals and objectives will be met. Past performance is in no way an indication of future performance.

IARs use various investment strategies in providing advisory services to accounts in the wrap fee programs. IARs may use charting, fundamental and/or technical analysis. The main sources of information that IAS advisor representatives may use include financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the SEC and company press releases.

Strategies used by IARs in ARCHITECT accounts may include; long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), short sales, margin transactions, covered option strategies, etc.

All investments in securities include a risk of loss of principal (invested amount) and any profits that have not been realized (the securities were not sold to “lock in” the profit). Stock markets and bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed.

### ***Option Risk***

IARs may recommend or purchase options for ARCHITECT accounts. An option holder runs the risk of losing the entire amount paid for the option in a relatively short period of time. This risk reflects the nature of an option as a wasting asset which becomes worthless when it expires. An option holder who neither sells their option in the secondary market nor exercises it prior to its expiration will necessarily lose their entire investment in the option. An option writer may be assigned an exercise at any time during the period the option is exercisable. Starting with the day it is purchased, an American-style option is subject to being exercised by the option holder at any time until the option expires. This means that the option writer is subject to being assigned an exercise at any time after they have written the option until the option expires or until they have closed out their option position in a closing transaction. By contrast, the writer of an European-style or capped option is subject to assignment only when the option is exercisable or, in the case of a capped option, when the automatic exercise value of the underlying interest hits the cap price. For more information regarding the risks of options, please read the ‘Characteristics and Risks of Standardized Options’ brochure, which can be found at [www.optionsclearing.com](http://www.optionsclearing.com).

### **Margin Risk**

Subject to approval, IARs may trade on margin in accounts. Leverage increases a portfolio’s risk as price swings are amplified in a margin account and clients can lose more funds than deposited if value of securities decline.

### ***Voting Client Securities***

As a matter of firm policy and practice, IAS does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their accounts.

## **Client Information Provided to Portfolio Managers**

As described in “Services, Fees and Compensation” above, clients inform their IAR of their investment objectives, risk tolerance, and investment time horizon and give their IAR any applicable investment policies, guidelines, or reasonable restrictions

## **Client Contact with Portfolio Managers**

There are no restrictions placed on clients’ ability to contact and consult with portfolio managers. Clients are encouraged to contact their IAR to arrange for a consultation.

## **Additional Information**

### ***Disciplinary Information***

There are no legal or disciplinary events that are material to an evaluation of IAS’s advisory business or the integrity of its management. For more information about any disciplinary events that are material to an evaluation of or separately registered RIA, please see their disclosure brochures.

### ***Other Financial Industry Activities and Affiliations***

Ladenburg Thalmann Financial Services Inc. owns 100% of IAS and Investacorp, Inc. (“Investacorp”). Investacorp is a registered broker-dealer. Investacorp generally acts as broker-dealer for accounts in the wrap program. Investacorp may execute bond transactions for accounts in the programs on a principal basis, whereby, bonds are bought or sold to the client from Investacorp’s principal account. Such bond trades are effected as “riskless” principal transactions. As such, the bonds are not being bought or sold from “inventory” at Investacorp and are merely passing through the broker-dealers account in the process of satisfying a client order at the market price plus a transaction fee, where applicable, and are fully disclosed in each program’s disclosure brochure and client agreement. Investacorp seeks to obtain best execution at market prices under the prevailing market conditions. The consent of the client is required prior to completion of the transaction where Investacorp executes such trades as principal.

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

Ladenburg Thalmann Asset Management, Inc. (LTAM)	100% owned by LTFS
Ladenburg Thalmann & Co. Inc. (LTCO)	100% owned by LTFS
Ladenburg Thalmann Fund Management, LLC (LTFM)	50% owned by LTAM
Triad Advisors Inc.	100% owned by LTFS
Premier Trust, Inc.	100% owned by LTFS
Investacorp, Group	100% owned by LTFS
Valor Insurance Agency & Valor Insurance Agency of Texas	100% owned by LTFS
Securities America, Inc.	100% owned by LTFS
Securities America Advisors, Inc.	100% owned by LTFS
SSN Advisory, Inc.	100% owned by SSN
HCHC Acquisition, Inc. (HCHC)	100% owned by LTFS
Arbor Point Advisor, LLC	80% owned by SAFC
KMS Financial Services, Inc.	100 % owned by LTFS
Securities Service Network, Inc. (SSN)	100% owned by LTFS
Highland Capital Brokerage, Inc.	100% owned by HCHC

Investacorp Advisory Services, Inc. (“IAS”), Ladenburg Thalmann Asset Management, Inc. (“LTAM”), Triad Advisors Inc., Securities America Advisors, Inc., SSN Advisory, Inc., and KMS Financial Services, Inc., as affiliates, are SEC Registered Investment Advisory firms and are wholly owned subsidiaries of LTFS.

LTAM owns 50% of Ladenburg Thalmann Fund Management, LLC, (“LTFM”), which is a registered investment adviser. LTFM is an adviser to an open-end registered investment company, the Boyar Value Fund, Inc. This fund is an open-end diversified management investment company. LTCO is the distributor of the fund. IARs may recommend that clients invest in the Boyar Value Fund or in the Ladenburg Thalmann Alternative Strategies Fund, for which LTAM acts as investment adviser and LTCO acts as distributor. LTAM provides a recommended list of securities to First Trust Portfolios, L.P (“First Trust”), the sponsor of the Ladenburg Thalmann High Income Portfolio (“UIT”). LTAM is also the investment advisor to the Ladenburg Thalmann Total Portfolio Series which is a series of Collective Investment Trusts (“CIT”). LTCO may share a portion of payments received from mutual fund, UIT, CIT or in connection with an initial public offering, a secondary offering and/or a private placement with IAS Advisor Representative.

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

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

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

IARs are generally also registered broker-dealer representatives of Investacorp. These same individuals may also be licensed as insurance agents with various insurance agencies, including IAS's sister companies, Valor Insurance Agency and Valor Insurance Agency of Texas. These other roles create other conflicts of interest as the IAR may earn reasonable and customary commissions and/or 12(b)-1 fees on the sale of securities and/or insurance products. The commissions will be outlined in the product's prospectus (if sold by prospectus) or otherwise described to client prior to purchase.

Managed accounts custodied with National Financial Services, LLC have a core account investment vehicle that is used for settling securities transactions and holding credit balances. The BDSP, an FDIC-Insured Bank Deposit Sweep Program, is one such core account investment vehicle.

If you are eligible for the BDSP, by opening your account you are authorizing IAS to establish the BDSP as your core account investment vehicle. If your account is not eligible for the BDSP, we may provide you with access to other core account investment vehicles, including money market funds, to hold a cash balance awaiting reinvestment. Different core account investment vehicles may have different rates of return and different terms and conditions such as FDIC insurance or SIPC (Securities Investor Protection Corporation) protection. For more information on FDIC insurance please consult [www.FDIC.gov](http://www.FDIC.gov).

Available cash in your managed account is deposited through the BDSP into interest-bearing FDIC-Insured deposit accounts at one or more FDIC-insured depository institutions (Program Banks). The list of Program Banks and current interest rates for Program deposits are available from your representative or at <http://www.investa-corp.com/investacorp-investors/bank-deposit-sweep-program.html>

The BDSP may create financial benefits for our firm and our affiliates and for National Financial Services. Our firm will receive a fee from each Program Bank in connection with the respective Programs. We will also pay a fee to National Financial Services. The revenue generated by us may be greater than revenues generated by sweep options at other brokerage firms, and may be greater than other core account investment vehicles currently available to you or possible core account investment vehicles we have used in the past or may consider using in the future.

The maximum amount of FDIC Insurance coverage for your deposits in the BDSP is up to \$1.5 million (for an individual account) or up to \$3 million (for a joint account). Funds deposited through the BDSP are not eligible for SIPC coverage. Any deposits you maintain in the same insurable capacity, outside of the BDSP but with a BDSP Bank, are aggregated with your BDSP deposits for purposes of determining the maximum applicable FDIC deposit insurance. You are responsible for monitoring the total amount of your deposits with each BDSP Bank to determine the extent of FDIC deposit insurance coverage available to you. If you are eligible to participate in the BDSP, you can expect to receive the BDSP Disclosure Document when you establish your account, which you should review carefully.

### ***Code of Ethics and Personal Trading***

IAS has adopted a Code of Ethics for all supervised persons of the firm describing our high standard of business conduct, and fiduciary duty to our clients. All supervised persons at our firm must acknowledge the terms of the Code of Ethics and personal securities transactions and holdings annually, or as amended. Our Code of Ethics sets forth detailed policies and procedures regarding the personal trading of its personnel.

IAS's Code of Ethics Rules are designed to ensure that our personnel: a) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; b) at all times place the interests of our clients first; c) disclose all actual or potential conflicts; d) adhere to the highest standards of loyalty, candor and care in all matters relating to our clients; e) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and f) not use any material non-public information in securities trading. The Code of Ethics also establishes policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

Under the general prohibitions of these rules, IAS personnel may not: 1) effect securities transactions while in the possession of material, non-public information; 2) disclose such information to others; and 3) participate in fraudulent conduct involving securities held or to be acquired by any client.

The Code of Ethics is enforced through compliance monitoring activities and surveillance. In cases where the firm discovers that an employee has violated a firm policy and procedure, the firm's code of ethics, a state law, FINRA, SEC or other regulatory agency the compliance department will take appropriate steps to investigate the circumstances and may include one or more of the following actions; cancel and/or rebill the employee trade to the least favorable price and/or, issue a verbal and possible written warning, in conjunction with the firm's legal department, to the employee that may include disciplinary action.

For a copy of the IAS Code of Ethics please send a written request to: Investacorp Advisory Services, Inc., 4400 Biscayne Blvd., 11th Floor, Miami, FL 33137-3212.

### ***Review of Accounts***

All new advisory accounts are reviewed for suitability by the IAR's supervisor, if applicable, and an IAS home office principal prior to the account being opened.

The IAR is primarily responsible for reviewing accounts on an on-going basis. The IAR's supervisor and members of the IAS compliance department also periodically review accounts. Traditional factors affecting account reviews performed by the IAR's supervisor and members of the IAS compliance department are: the frequency of activity in the account, changes in market conditions affecting the account, or requests for information by the client. These reviews are performed on a daily, monthly, quarterly, and/or semi-annual basis, as needed.

IARs may provide clients with quarterly performance reviews. IAS and IAR do not provide tax advice, and nothing in the performance review should be construed as advice concerning any tax matter. Performance reviews are not a substitute for regular monthly account statements received from the custodian or Form 1099. Performance reviews should not be used to calculate fees or to complete income tax returns. Upon a client's specific request and subject to the relevant firm's policies and procedures and applicable law, the performance review may include information about assets outside the program. By including any such assets in the performance review, the firm is not undertaking to provide or responsible for providing any services with respect to those assets.

### ***Client Referrals and Other Compensation***

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

As set forth in "Fees and Compensation" above, Investacorp and the IARs in their capacity as registered representatives of Investacorp, may receive compensation from third parties in connection with trades executed for or investments held in advisory accounts.

### ***Financial Information***

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