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This Disclosure Brochure dated March 30, 2015 provides information about the qualifications and business practices of Pinnacle Associates, Ltd. ("Pinnacle"). If you have any questions about the contents of this brochure, please contact the firm at the telephone number listed above. 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 Pinnacle is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The firm is a registered investment adviser. Registration does not imply any level of skill or training.

## Item 2. Material Changes

In this Item, Pinnacle is required to discuss any material changes that have been made to the brochure since the last annual amendment filing dated March 31, 2014. This brochure has been significantly overhauled with regard to the style and format of the document, however, the substance of the disclosures remain largely similar to those included in last year's filing.

The only material changes to the brochure since last year's annual amendment filing are as follows: Pinnacle has closed down the Pinmar Investors, L.P. hedge fund. In addition, the firm has hired a new Chief Compliance Officer, Scott Brown.

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## Item 4. Advisory Business

Pinnacle offers a variety of investment advisory services to both institutional and retail clients. The firm was founded in 1984 by its principal owner and President, Thomas Passios. As of December 31, 2014, Pinnacle had approximately \$6,420,849,000 in assets under management, all of which is managed on a discretionary basis.

### **Institutional Investment Management Services**

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The firm provides discretionary investment management services to various institutional clients. These institutions primarily engage Pinnacle to manage their assets utilizing one or more of Pinnacle's investment strategies including, but not limited to:

- Small/Mid Cap Equity
- All Cap Equity
- Large Cap Equity
- Balanced
- International Small Cap
- International ADR
- Global Equity

Pinnacle generally employs a fundamental, bottom-up analysis coupled with a valuation sensitive approach aimed at generating alpha. The firm's institutional strategies are primarily comprised of individual equity ("stocks") and debt ("bonds") securities.

### **Retail Investment Management Services**

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The firm provides discretionary investment management services to individual investors and their related trusts, businesses and entities ("retail clients"). The investment process begins with identifying a client's return objectives, time horizon, risk tolerance and near and long-term liquidity needs. Additional consideration is also given to client-specific special circumstances (i.e., existing portfolio positions). Once this information is gathered and analyzed, Pinnacle determines an appropriate allocation among the traditional asset classes and implements an investment strategy.

Pinnacle primarily allocates retail client assets among various stocks and bonds. In addition, for these client relationships, the firm may also utilize exchange-traded funds ("ETFs") and mutual funds in accordance with the client's designated investment objectives. Pinnacle may also provide advice on any other type of position held in a client's portfolio to meet their particular investment needs. Client portfolios are then monitored and adjusted with respect to changing market conditions and investor circumstances, as appropriate.

## **Investment Objectives and Restrictions**

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As stated above, institutional clients generally engage Pinnacle specifically for one or more of its equity investment strategies, and institutional assets are allocated directly into those strategies. For retail client relationships, the firm will more specifically tailor its advisory services to meet the needs associated with these types of clients including diversification and related factors.

Clients may impose reasonable restrictions on the management of their portfolios if Pinnacle determines, in its sole discretion, that the conditions would not materially impact the performance of an investment strategy or prove overly burdensome to the firm's management efforts. For example, Pinnacle offers socially responsible strategies for clients seeking a more customized investment experience.

In performing its services, Pinnacle is not required to verify any information received from a client or from the client's other professionals (e.g., attorneys, accountants, etc.), and is expressly authorized to rely on such information. Clients are advised to promptly notify Pinnacle if there are any changes in their financial situation or if they wish to place any limitations on the management of their accounts.

## **Limited Planning and Consulting Services**

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Pinnacle does not hold itself out as providing financial planning, estate planning or accounting services. However, the firm may provide limited planning and consultation services to its investment management clients on investment and non-investment related matters to the extent specifically requested by the client. The firm generally will not receive any separate or additional fee for these types of services. In addition, to the extent requested by the client, Pinnacle may recommend the services of other professionals such as attorneys, accountants and insurance agents for certain implementation purposes. The client is under no obligation to engage the services of any such recommended professional.

## **Wrap Fee Programs / Unified Managed Account Programs**

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Pinnacle serves as a portfolio manager to a limited number of unaffiliated wrap fee programs. These wrap programs are generally provided for a single fee, which give participants the ability to trade in certain investment products without incurring separate brokerage commissions and transaction charges. Pinnacle is not the sponsor of these various programs, and generally does not have a direct relationship with the end-client. Each sponsor is required to prepare and deliver to participants a separate wrap fee brochure, which contains detailed information about the program, including fees and services. Program participants should carefully review the disclosure brochure provided to them by each sponsor.

In these arrangements, the program sponsor collects the management fee and pays Pinnacle a portion of the total wrap fee for the portfolio management services it provides. Pinnacle will generally be unable to negotiate commissions and/or transaction costs for these programs.

Participation in a wrap program may cost the participant more than purchasing such services separately.

Pinnacle also offers its strategies to a limited number of unaffiliated unified management account ("UMA") programs. Pinnacle generally does not have a direct relationship with the end-clients in these programs. The firm will generally be unable to negotiate commissions and/or transaction costs. The provider of the programs will determine the broker-dealer through which transactions must be effected, and the amount of transaction fees and/or commissions to be charged to the participant accounts.

In limited cases, a program participant has a dual agreement, one agreement with the program sponsor and one with Pinnacle. In these situations, Pinnacle will generally execute transactions for the dual contract accounts through the sponsor. Transactions executed in this manner may be less favorable in some respects than Pinnacle's other clients whose trades are not executed through the sponsor. This is due to the fact that Pinnacle may not have the ability to negotiate price or take advantage of aggregated orders or volume discounts, and the firm may be limited in obtaining best execution by sending trades through the sponsor.

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### **Sub-Adviser**

Pinnacle may be engaged by other financial advisors (e.g., other registered investment advisers, brokerage firms, etc.) to offer its strategies in a sub-advisory capacity. In these arrangements, the primary financial advisor generally maintains the direct relationship with the end-client, and utilizes Pinnacle's strategies to assist in managing their own clients' accounts.

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### **Private Funds**

Pinnacle currently serves as the general partner and investment manager for various private pooled investment vehicles (collectively, the "Private Funds"). The Private Funds are exempt from registration under the Investment Company Act of 1940, and membership interests are privately offered pursuant to Regulation D under the Securities Act of 1933. Participation in the Private Funds is generally restricted to investors meeting the requirements of an "accredited investor," as defined by Rule 501 under the Securities Act of 1933 (as amended).

To the extent that certain of Pinnacle's advisory clients qualify, the firm may recommend that they consider allocating a portion of their investment assets to the Private Funds. All relevant terms and conditions about the Private Funds including, but not limited to, management fees, withdrawal rights, minimums, conflicts of interest, fund expenses and risk factors, are set forth in the Private Funds' confidential private offering memorandums, subscription agreements and/or limited partnership agreements (collectively, "Offering Documents"), which each investor is required to execute prior to acceptance as an investor in a fund.

As general partner, Pinnacle will be entitled to receive a quarterly management fee. Due to the fact that Pinnacle may earn compensation from the Private Funds that may exceed the fee that the firm would earn under its standard advisory fee schedule (detailed in Item 5 below), the

recommendation that a client become an investor in a Private Fund presents a conflict of interest. Clients are absolutely under no obligation to become an investor in any Private Fund.

Pinnacle will devote its best efforts with respect to its management of both the Private Funds and its separately managed client accounts. The firm may give advice or take action with respect to the Private Funds that differs from that for other accounts that it manages. To the extent that a particular investment is suitable for both the Private Fund(s) and certain separately managed accounts, such investments will be allocated between the Private Fund(s) and the other accounts in a fair and equitable manner.

## **Item 5. Fees and Compensation**

### **Investment Management Fees**

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Pinnacle charges an annual management fee based upon a percentage of the assets being managed by the firm. The management fee generally ranges between 50 and 150 basis points (0.50% - 1.50%), depending upon the type of client (e.g., institutional or retail), investment strategy selected and the scope and complexity of the services to be provided. The fee is generally prorated and charged quarterly, either in advance or in arrears, based upon the market value of the assets being managed by the firm on the last day of the previous quarter. Pinnacle may also base its fee upon the average month-end value of the assets being managed by the firm during the previous quarter. As requested by the client, Pinnacle may further customize its billing arrangements to accommodate the specific needs of the client.

### **Fee Discretion**

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Pinnacle may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition/investment strategy (e.g., fixed income account), held-away accounts, accommodation accounts, account retention and pro bono activities. Certain legacy clients may also be subject to a different fee schedule.

### **Additional Fees and Expenses**

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In addition to the advisory fees paid to Pinnacle, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively, "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, reporting charges, margin costs, charges directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

When Pinnacle believes it is appropriate, the firm may also effect transactions through broker-dealers other than the account's custodian, in which event, the client generally will incur both the fee (commission, mark-up/mark-down) charged by the executing broker-dealer as well as a separate "trade away" and/or prime broker fee charged by the account custodian. Clients are advised that this may result in a higher total fee charged to the client. Pinnacle's brokerage practices are described further in Item 12, below.

### **Direct Fee Debit**

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Clients can elect to have Pinnacle's management fees directly debited from their custodial accounts. The Financial Institutions that act as the qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Pinnacle. In the event that the firm bills the client directly, payment is due upon receipt of Pinnacle's invoice.

### **Account Additions and Withdrawals**

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Clients can make additions to and withdrawals from their account any time, subject to Pinnacle's right to terminate an account. If assets are deposited or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is not adjusted to reflect the change in the portfolio value. For the initial period of the engagement, the fee is calculated on a pro rata basis. Upon termination of an advisory agreement between Pinnacle and the client, the fee for the final billing period is prorated through the date of termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additions may be in cash or securities, provided that the firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. In most cases, Pinnacle designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. All redemptions are subject to customary settlement procedures and certain positions may take additional time to dispose of due to limited liquidity or marketability. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level and/or tax ramifications.

### **Cash Positions**

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At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), Pinnacle may maintain cash positions for defensive purposes. All cash positions (money markets, etc.) will be included as part of assets under management for purposes of calculating the firm's advisory fee.

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**Wrap Fee Programs / UMA Programs / Sub-Adviser Fees**

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As detailed in Item 4, Pinnacle offers its strategies to a limited number of unaffiliated wrap fee programs, UMA programs and other financial advisors. Pinnacle is generally paid a fee directly by the program sponsor or financial advisor, which fee is based on the assets being managed by Pinnacle and is negotiated on a case-by-case basis.

**Item 6. Performance-Based Fees and Side-By-Side Management**

Rule 205-3 of the Investment Advisers Act of 1940 ("Advisers Act") permits a registered investment adviser to enter into a performance fee agreement with certain sophisticated clients who have the capacity to bear the potential additional risks of such a fee arrangement. As a general practice, Pinnacle does not charge a performance-based fee for either the management of the Private Funds or management of other client accounts. On a very limited basis, however, Pinnacle may charge a performance fee to a qualified client, which fee will be negotiated on a case-by-case basis.

Where Pinnacle charges a performance-based fee and also provides similar services to accounts not being charged a performance-based fee (i.e., side-by-side management), a conflict of interest exists as the firm has an incentive to favor accounts paying a performance-based fee. Pinnacle does not consider this a significant conflict as Pinnacle does not charge performance fees as a general practice. In addition, the firm always seeks to ensure that its recommendations are made in the best interest of clients regardless of fee structure.

**Item 7. Types of Clients**

Pinnacle provides its advisory services to corporations, endowments, foundations, pension and profit sharing plans, private funds, charitable organizations, individuals, trusts, and estates. In addition, on a limited basis, Pinnacle offers its strategies to other financial institutions.

As a condition for starting or maintaining an account, Pinnacle generally imposes a minimum portfolio size of \$1,000,000. The firm, in its sole discretion, may waive its minimum portfolio size requirement based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, legacy client, account composition, account retention and pro bono activities, etc.). Pinnacle may also aggregate the portfolios of family members to meet the minimum portfolio size.



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

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

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Pinnacle generally employs a fundamental, bottom-up analysis focused on generating alpha when evaluating and implementing investment decisions for its clients. Fundamental analysis involves an evaluation of the financial condition and competitive position of a particular company or issuer. For Pinnacle, this process typically involves an analysis of an issuer's financial data, management team, investment strategies, competition, performance history and reputation, all in an effort to determine if the opportunity is appropriate and in the best interest of its clients.

In addition, Pinnacle's primary investment strategies focus on long-term investments (e.g., securities held at least one year), as it believes this methodology has the best chance of delivering consistent overall performance. The firm offers a variety of investment strategies both directly to institutions and through financial intermediaries which include, but are not limited to the following:

- Small/Mid Cap Equity
- All Cap Equity
- Large Cap Equity
- Balanced
- International Small Cap
- International ADR
- Global Equity

Pinnacle primarily allocates client assets among various individual equity and debt securities. For retail client accounts, the firm also utilizes mutual funds, ETFs, real estate investment trusts ("REITs"), as well as provides advice on any other type of investment or position held in a client's portfolio to meet their particular needs.

### **Risk of Loss**

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#### *General Market Risk*

Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and the profitability of a significant portion of Pinnacle's investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that the firm will be able to predict those price movements accurately or capitalize on any such assumptions, and it should not be assumed that the future performance of any specific investment or investment strategy utilized by Pinnacle will be profitable.

*Long-term purchases*

Longer-term investment strategies may require, by definition, a longer investment time period to allow for the strategy to develop. As a result, there could be periods of time where the investment strategies utilized by the firm underperform the general markets.

*Fundamental Analysis*

A risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact the security.

*Mutual Funds and ETFs*

As stated above, Pinnacle may utilize mutual funds and ETFs when managing retail client relationships. An investment in an investment company or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are subject to the risks stemming from the individual issuers of the fund's underlying securities.

Shares of open-end mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of an open-end fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of such a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist.

*Options*

Options allow investors to buy or sell a security at a contracted strike price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge against potential losses or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of the premium and/or principal in the event that the value of the underlying security does not increase or decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer who may be unwilling or unable to meet contractual obligations.

### *Margin*

The use of margin is not a primary investment strategy of the firm, but Pinnacle may utilize margin borrowing when appropriate for clients or upon client request. While the use of margin borrowing can improve returns, it may also increase overall portfolio risk. Margin transactions are generally effected using capital borrowed from a Financial Institution, which is secured by a client's holdings. Under certain circumstances, a lending Financial Institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the Financial Institution may liquidate account assets to satisfy the client's outstanding obligations, which could have adverse consequences.

To the extent that a client authorizes the use of margin, and margin is thereafter employed by Pinnacle, the market value of the client's account and corresponding fee payable by the client to Pinnacle may be increased. As a result, in addition to understanding and assuming the additional risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin may increase the management fee payable to the firm. Accordingly, the decision as to whether to employ margin is left totally to the discretion of the client.

### *Private Funds*

The managers of private collective investment vehicles (e.g., hedge funds) have broad discretion in selecting the investments for the fund. There are few limitations on the types of securities or other financial instruments which may be traded and there is no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. Clients should consult each fund's private placement memorandum and other offering documents explaining all such risks prior to investing.

In the event that Pinnacle references a private fund owned by a client on any supplemental account reports prepared by the firm, the values for all such private investments will generally reflect either the initial purchase and/or the most recent valuation provided by the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current values could be significantly more or less than the initial purchase price.

### *Real Estate Investment Trusts (REITs)*

Pinnacle generally only uses REITs when managing retail client relationships. In this capacity, Pinnacle may allocate assets among various REITs, the shares of which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle's shares. Mortgage related

holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

#### *Similarly Managed Accounts*

Pinnacle manages certain accounts through the use of similarly managed model portfolios, whereby the firm allocates assets among various securities on a discretionary basis using one or more of its product strategies. In managing assets through the use of models, Pinnacle remains in compliance with the safe harbor provisions of Rule 3a-4 of the Investment Company Act of 1940. While the firm seeks to ensure that clients' assets are managed in a manner consistent with their particular financial situations and investment objectives, securities transactions effected pursuant to a model investment strategy may be done without regard to a client's individual tax ramifications. Clients should contact Pinnacle if they experience a change in their financial situation, or if they want to impose reasonable restrictions on the management of their accounts.

## **Item 9. Disciplinary Information**

In this section, Pinnacle is required to disclose any legal or disciplinary events that are material to a client or prospective client's evaluation of the firm's advisory business or the integrity of its management. Pinnacle has not been the subject of any legal or disciplinary events that require disclosure in this Item.

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

### **Affiliated Private Funds**

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As described in Item 4, Pinnacle serves as investment manager and general partner of certain affiliated pooled investment vehicles, the Private Funds. This relationship presents a potential conflict of interest due to the fact that Pinnacle will receive additional compensation as a result of clients becoming investors in a Private Fund. Clients are under no obligation to invest in the Private Funds, and are encouraged to read through the Offering Documents which detail the risks, conflicts and fees associated with these investment vehicles.

### **Other Investment Adviser**

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Pinnacle has a minority ownership interest in Pinnacle Wealth Management Advisory Group, LLC d/b/a PWM Advisory Group ("PWM"), an advisory firm registered with the SEC. Pinnacle provides services to clients of PWM through a sub-advisory relationship with PWM, and certain of Pinnacle's principals and employees serve in a similar capacity for PWM. Certain of the employees are also dually registered as investment adviser representatives with both firms.

## Item 11. Code of Ethics

Pinnacle has adopted a code of ethics that sets forth the standards of conduct expected of its personnel, including policies reasonably designed to prevent the unlawful use of material non-public information by employees as well as improper trading activities. A brief summary of the firm's code of ethics is described below, however a copy of the firm's entire code of ethics is available to clients and prospective clients upon request.

Pinnacle and its personnel are permitted to buy or sell securities that it also recommends to clients consistent with the firm's policies and procedures. However, no access person (defined below) may trade for themselves or for their immediate family (e.g., a spouse, minor children, or adult living in the same household) any securities which the firm is trading or considering trading on behalf of a client unless: (1) the trade has already been completed; (2) the firm has made a decision not to trade in that security for the client; or (3) the trade for the employee is completed as part of a batch trade with other clients (as described in Item 12).

Notwithstanding the above rules, the firm's code of ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the market of such securities (e.g., personal trading in certain large cap stocks which have a minimal risk of affecting the share price). Therefore, exceptions may be made to the above policies.

The firm does take its fiduciary responsibility seriously. Therefore, the code of ethics requires certain of Pinnacle's employees with access to client non-public trading information ("access persons") to obtain pre-approval for any personal trades, and to provide the firm with both transaction and holdings reports to assist the firm in monitoring their activities.

In addition, please note that the above rules are not applicable to direct obligations of the U.S. Government; money market instruments; bankers' acceptances; bank certificates of deposit; commercial paper; repurchase agreements and other high quality short-term debt instruments; shares issued by mutual funds or money market funds; and shares issued by unit investment trusts that are exclusively in one or more mutual funds.

As described previously in this Disclosure Brochure, Pinnacle is also entitled to receive fees for providing advisory services to the Private Funds. Due to the fact that Pinnacle may earn additional compensation from the Private Funds, the recommendation that a client become an investor in a Private Fund presents the conflicts of interest which have already been previously described in this document.

## Item 12. Brokerage Practices

### Selection and Recommendation of Brokerage Firms / Custodians

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Clients retain the ability to choose the qualified custodian where their assets are held, and Pinnacle is generally agnostic when it comes to recommending a particular Financial Institution to clients for execution, custody and/or clearing services. In the event a client requests Pinnacle to recommend a broker-dealer or custodian, the firm will suggest a Financial Institution that it believes is appropriate for that particular client relationship. Factors that Pinnacle considers in recommending a broker-dealer or custodian to clients include the Financial Institution's historical relationship with Pinnacle, financial strength, reputation, execution capabilities, pricing, research, product inventory and overall service.

Pinnacle seeks to ensure that the commissions paid by clients to a particular Financial Institution comply with the firm's duty to obtain "best execution." However, clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where Pinnacle determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services including, without limitation, product inventory, the value of research provided, execution capability, commission rates, and responsiveness. Pinnacle seeks competitive rates, but may not necessarily obtain the lowest possible commission rates for client transactions. The firm periodically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

### Software and Support

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Pinnacle may receive from a broker-dealer or custodian, without cost, computer software and related support, which allow Pinnacle to better monitor client accounts maintained at that institution. The firm may receive the software and related support without cost because Pinnacle renders investment management services to clients that maintain assets at that institution. The software and related systems support may benefit Pinnacle, but not its clients directly. In fulfilling its duties to its clients, Pinnacle endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Pinnacle's receipt of economic benefits from a broker-dealer or custodian creates a conflict of interest since these benefits may influence Pinnacle's choice of broker-dealer or custodian over another firm that does not furnish similar benefits.

Specifically, Pinnacle may receive the following benefits as an institutional trading participant at certain broker-dealers and custodians: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional investors; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; access to mutual funds with no transaction fees

and to certain institutional money managers; investment-related research, pricing information and market data, software and other technology that provide access to client account data, discounts on compliance, marketing, research, technology, consulting, and practice management services provided to Pinnacle by third party vendors; and discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events.

## **Soft Dollars**

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Pinnacle may be offered certain products and services by broker-dealers and custodians that it selects to execute securities transactions on behalf of clients. These benefits may take the form of “soft dollar credits,” meaning that Pinnacle may receive payment or reimbursement for certain products or services from the broker-dealer or custodian based on the amount of commissions generated at that financial institution on behalf of clients.

These services may include the payment of all or a portion of Pinnacle's costs for research analysis, market studies and economic forecasts; financial publications; portfolio management systems and software, statistical and pricing services, and certain services and software related to the execution, clearing and settlement of securities transactions.

Conflicts of interest exist as the availability of these types of benefits may incentivize Pinnacle to select one broker-dealer or custodian over another, and because clients pay for such products and services that are not exclusively for the benefit of themselves and may be for the benefit of Pinnacle. Nevertheless, Pinnacle will seek to ensure that the fees and costs for services provided to clients by broker-dealers or custodians offering these benefits are not materially greater than they would be if the services were performed by firms not offering these services. In accordance with its policies and procedures, Pinnacle evaluates any such soft dollar arrangements on a periodic basis in an effort to ensure that clients are receiving best execution in light of the services received. These services generally qualify under the safe harbor provided in Section 28(e) of the Securities Exchange Act of 1934, as amended.

With respect to investment research and/or brokerage products or services obtained by Pinnacle that have a mixed use of both a soft dollar-eligible and non-eligible function, the firm will make a reasonable allocation of the cost of the product or service according to its use. Specifically, the percentage of the product or service that provides assistance to Pinnacle's investment decision-making process and/or is otherwise eligible will be paid for with soft dollars, while that portion which is ineligible will be paid for by Pinnacle with hard dollars.

## **Directed Brokerage**

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Pinnacle will accept directed brokerage arrangements (e.g., when a client requires that account transactions be effected through a specific broker-dealer). In such client-directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Pinnacle will have no obligation to seek better execution services or prices from other broker-dealers or be able to “batch” the client's transactions for execution through other broker-dealers



with orders for other accounts managed by Pinnacle. As a result, clients with directed brokerage arrangements may pay higher commissions and transaction costs, or receive less favorable net prices on transactions for their accounts, than would otherwise be the case.

## **Brokerage for Client Referrals**

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### *Schwab Advisor Network™*

Pinnacle receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through Pinnacle's participation in the Schwab Advisor Network™ ("the Service"), which is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of, and unaffiliated with Pinnacle. Schwab does not supervise Pinnacle and has no responsibility for the firm's management of client portfolios. Pinnacle pays Schwab fees to receive client referrals through the Service. The firm's participation in the Service may raise potential conflicts of interest, described below.

Pinnacle pays Schwab a participation fee ("Participation Fee") on all referred client accounts that are maintained in custody at Schwab, and a non-Schwab custody fee ("Non-Schwab Custody Fee") on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by Pinnacle is equal to a percentage of the fees owed by the client to Pinnacle or a percentage of the value of the assets in the client's account, subject to a minimum Participation Fee. Pinnacle pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to Pinnacle on a quarterly basis, and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by Pinnacle and not by the client. Pinnacle has agreed not to charge clients referred through the Service fees greater than those Pinnacle charges clients with similar portfolios (pursuant to Pinnacle's standard fee schedule as amended from time to time) who were not referred through the Service.

Pinnacle must pay Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab, unless the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed in custody other than at Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Pinnacle generally would pay in a single year. Thus, Pinnacle has an incentive to recommend that client accounts be held in custody at Schwab. In addition, the Participation and Non-Schwab Custody Fees will also be based on assets in accounts of referred clients' family members living in the same household. As a result, Pinnacle will have an incentive to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab.

Schwab generally will not charge Pinnacle clients separately for custody, but will receive compensation from Pinnacle's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab will also receive a fee for clearance and settlement of trades to be executed through another broker-dealer rather than Schwab.



*Ameritrade AdvisorDirect*

Pinnacle participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Pinnacle receives benefits from Ameritrade through its participation in the Program as described below and elsewhere in this Item 12.

Pinnacle may receive client referrals from Ameritrade through its participation in Ameritrade AdvisorDirect ("AdvisorDirect"). In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, Pinnacle may have been selected to participate in AdvisorDirect based on the amount and profitability to Ameritrade of the assets in, and trades placed for, client accounts maintained with Ameritrade. Ameritrade is a discount broker-dealer unaffiliated with Pinnacle, and there is no employee or agency relationship between them. Ameritrade has established the referral program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services to independent investment advisors. Ameritrade does not supervise Pinnacle and has no responsibility for Pinnacle's management of client portfolios. Pinnacle pays Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to Pinnacle ("Solicitation Fee"). Pinnacle will also pay Ameritrade the Solicitation Fee on any advisory fees received by Pinnacle from any of a referred client's family members who hired Pinnacle on the recommendation of such referred client. Pinnacle has agreed not to charge clients referred through AdvisorDirect fees greater than those Pinnacle charges clients with similar portfolios (pursuant to Pinnacle's standard fee schedule as amended from time to time) who were not referred through the program.

Pinnacle's participation in AdvisorDirect raises potential conflicts of interest. Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at Ameritrade and whose client accounts are profitable to Ameritrade. Consequently, in order to obtain client referrals from Ameritrade, Pinnacle may have an incentive to recommend to clients that the assets under management by Pinnacle be held in custody with Ameritrade and to place transactions for client accounts with Ameritrade. In addition, Pinnacle has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so.

There is no direct link between Pinnacle's participation in the program and the investment advice it gives to its clients, although Pinnacle receives economic benefits through its participation in the program that are typically not available to Ameritrade retail investors. These benefits include the receipt of duplicate client statements; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and

then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management services provided to Pinnacle by third party vendors. The benefits received by Pinnacle or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to Ameritrade.

*Fidelity Wealth Advisor Solutions®*

In addition to the above, Pinnacle participates in the Fidelity Wealth Advisor Solutions® Program (the “WAS Program”), through which the firm receives referrals from Strategic Advisers, Inc. (“SAI”), a registered investment adviser and subsidiary of FMR LLC, the parent company of Fidelity. Pinnacle is independent and not affiliated with SAI or FMR LLC. SAI does not supervise or control Pinnacle, and SAI has no responsibility or oversight for Pinnacle's provision of investment management or other advisory services.

Under the WAS Program, SAI acts as a solicitor for Pinnacle, and the firm pays referral fees to SAI for each referral received based on Pinnacle's assets under management attributable to each client. More specifically, Pinnacle pays an amount equal to the sum of: (a) an annual percentage of approximately 0.10% of any fixed income and cash assets in such account, and (b) an annual percentage of approximately 0.25% of all other assets held in such accounts as a result of the referral from SAI, for a period of seven (7) years.

The WAS Program is designed to help investors find an independent investment advisor, and any referral from SAI to Pinnacle does not constitute a recommendation or endorsement by SAI of Pinnacle's particular investment management services or strategies. These referral fees are paid by Pinnacle and not the client. To receive referrals from the WAS Program, Pinnacle must meet certain minimum participation criteria, but the firm may have been selected for participation in the WAS Program as a result of its other business relationships with SAI and its affiliates, including Fidelity Brokerage Services, LLC (“FBS”).

Under an agreement with SAI, Pinnacle has agreed that it will not charge clients more than the standard range of advisory fees charged to other clients in similar strategies as disclosed in its Disclosure Brochure to cover solicitation fees paid to SAI as part of the WAS Program. Pursuant to these arrangements, Pinnacle has agreed not to solicit clients to transfer their brokerage accounts from affiliates of SAI or establish brokerage accounts at other custodians for referred clients other than when Pinnacle's fiduciary duties would so require; therefore, Pinnacle may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of SAI.

As a result of its participation in the WAS Program, Pinnacle may have a potential conflict of interest with respect to its decision to use certain affiliates of SAI, including FBS, for execution, custody and clearing for certain client accounts, and Pinnacle may have a potential incentive to

suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to Pinnacle as part of the WAS Program.

Overall, Pinnacle's participation in the Schwab Service, AdvisorDirect and the WAS Program does not diminish its duty to seek best execution for its clients. As part of its fiduciary duties to clients, Pinnacle endeavors at all times to put the interests of its clients first. Clients should be aware, however, that its relationship with these programs creates the conflicts of interest discussed above.

### **Trade Aggregation**

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As part of its trading process, Pinnacle may purchase or sell the same securities for several clients at approximately the same time. This process is called "batch" or "block" trading. The firm may "batch" or "block" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Pinnacle's clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. In this situation, transactions will generally be averaged as to price and allocated among the firm's clients pro rata to the purchase and sale orders placed for each client on any given day.

To the extent that Pinnacle determines to aggregate client orders for the purchase or sale of securities, including securities in which the firm's employees may invest, Pinnacle does so in accordance with applicable rules and regulations. In the event that a batched order is only partially filled or if Pinnacle determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant and equitable factors including, but not limited to, overall portfolio weightings, comparable investment alternatives, and the size of a potential allocation versus account size.

## **Item 13. Review of Accounts**

### **Account Reviews**

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Pinnacle monitors the portfolios of its investment management clients as part of a continuous and ongoing process, while regular account reviews are conducted not less than annually. Such reviews are conducted by one or more of the firm's portfolio managers. All investment advisory clients are advised that it remains their responsibility to notify the firm of any changes to their goals, needs, investment objectives or financial situation.

### **Account Statements**

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Clients are provided with transaction confirmation notices and summary account statements not less than quarterly directly from the qualified custodians where their assets are held. From time-to-time, Pinnacle and/or a third-party service provider may also supply clients with performance

information and supplemental reports. Clients are encouraged to compare any such performance information or supplemental reports received from Pinnacle with the official account statements generated by their custodians.

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

### **Client Referrals**

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The firm does compensate third parties for client referrals. If a client is introduced to Pinnacle by either an unaffiliated or an affiliated solicitor, the firm may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act. Any such referral fee is paid solely from the firm's investment management fee and does not result in any additional charge to the client. If the client is introduced to the firm by an unaffiliated solicitor, the solicitor will provide the client with a copy of Pinnacle's Disclosure Brochure and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of Pinnacle must disclose the nature of his or her relationship to prospective clients at the time of the solicitation.

### **Other Compensation**

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Pinnacle may receive certain benefits from the Financial Institutions with whom it has relationships. These benefits have already been described in Item 12, above.

## **Item 15. Custody**

### **Fee Debit**

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Pinnacle may be authorized to directly debit a client's account for the amount of the firm's management fee, and to direct the custodian to remit that fee to Pinnacle in accordance with applicable custody rules. As stated above, the qualified custodians that maintain client assets have agreed to send statements to clients, at least quarterly, indicating all amounts disbursed from their accounts, including the amount paid to Pinnacle.

### **Affiliated Private Funds and Surprise Examination**

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As a result of Pinnacle's relationship with its Private Funds, the firm is considered to have custody of the Private Fund's assets under current regulatory guidance. Accordingly, Pinnacle has the Private Funds audited on an annual basis by an independent public accounting firm. Thereafter, the Firm seeks to ensure that audited financial statements are distributed to the Private Fund's investors within 120 days of its fiscal year end.

In addition, Pinnacle is deemed to have reportable custody due to the fact that it acts as trustee for certain clients. As a result, the firm is required to undergo an annual surprise examination by an independent public accounting firm. The accounting firm is required to submit a report via the Form ADV-E subsequent to the examination.

## **Item 16. Investment Discretion**

Clients provide Pinnacle with the authority to exercise investment discretion on their behalf. The firm is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Pinnacle is given this authority through a power-of-attorney included in the advisory agreement executed between the firm and the client. Clients can place a limit on Pinnacle's discretionary authority, such as instructing Pinnacle to refrain from trading in certain securities (e.g., socially-responsible investments). Pinnacle generally takes discretion over the following activities:

- The specific securities to be purchased or sold;
- The amount of the securities to be purchased or sold; and
- The timing of the transactions.

## **Item 17. Voting Client Securities**

Unless the client directs otherwise, Pinnacle generally accepts the responsibility to vote proxies on behalf of its clients. When the firm accepts such responsibility, it will seek to only cast proxy votes in a manner consistent with the best interests of its clients.

A brief summary of the firm's proxy voting policies and procedures is as follows:

- The firm primarily utilizes the proxy voting services of two third-party vendors, Proxy Edge and ISS Proxy, for domestic and international proxies, respectively.
- Pinnacle has designated an employee who is responsible for monitoring corporate actions, coordinating with the firm's portfolio managers regarding voting decisions, and ensuring that proxies are submitted in a timely manner.
- The firm generally votes proxies according to its current proxy-voting guidelines. The guidelines include specific examples of voting decisions for the types of proposals that are most frequently presented including, but not limited to: corporate governance, takeover defense and related actions, compensation plan/stock option plans, capital structure, and management and director compensation.
- Although the proxy voting guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, Pinnacle seeks to devote an appropriate amount of time and resources to monitor these changes.

- Clients can direct Pinnacle's vote on a particular solicitation, but the firm has the right to reject a particular request if it determines that the request would prove overly burdensome to the firm's management efforts. Clients also have the ability to revoke Pinnacle's authority to vote proxies at any time.
- In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that Pinnacle maintains with persons having an interest in the outcome of certain votes, the firm will take appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Clients may obtain information on how Pinnacle voted their securities as well as request a copy of the firm's proxy voting policies and procedures by contacting Pinnacle's Chief Compliance Officer using the contact information on the cover of this Disclosure Brochure.

## **Item 18. Financial Information**

Pinnacle is not required to disclose anything in response to this Item due to the fact that:

- The firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The firm has not been the subject of a bankruptcy petition at any time during the past ten years.