

Item 1 – Cover Page

# Mariner Wealth Advisors-Cincinnati, LLC

312 Walnut Street, Suite 2300  
Cincinnati, Ohio 45202  
(513) 421-3100

9025 River Road, Suite 250  
Indianapolis, Indiana 46240  
(317) 559-0953

8044 Montgomery Road, Suite 700  
Cincinnati, Ohio 45236

5700 West 112<sup>th</sup> Street, Suite 500  
Overland Park, Kansas 66211  
(913) 904-5700

July 23, 2018

[www.marinerwealthadvisors.com](http://www.marinerwealthadvisors.com)

This Brochure provides information about the qualifications and business practices of Mariner Wealth Advisors-Cincinnati, LLC dba Mariner Wealth Advisors (“Mariner,” the “Firm,” “we,” or “us”). If you have any questions about the contents of this Brochure, please contact your Senior Wealth Advisor at (513) 421-3100 or our Compliance Department at (913) 904-5700 or [Compliance@Mariner-Holdings.com](mailto:Compliance@Mariner-Holdings.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. Mariner is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an Adviser provide you with information through which you determine to hire or retain an Adviser.

Additional information about Mariner is also available via the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as CRD number. The CRD number for Mariner is 165759.

## **Item 2 – Material Changes**

This Item 2 discusses only specific material changes that were made to this Brochure since the last annual update of our Brochure on March 24, 2017. It does not describe other modifications to this Brochure, such as updates to dates and numbers, stylistic changes or clarifications.

- Item 5 was updated to provide additional detail on the fees and expenses paid by clients based upon the advisory services selected by the client. It was also updated to enhance disclosure on the fees and expenses of investing in other investment products such as mutual funds as well as the fees and expenses applicable to affiliated and proprietary products.
- Item 8 includes enhanced disclosure of our various investment strategies and the risks related thereto.
- Item 10 was updated to reflect changes to our affiliations.
- Item 16 was updated to enhance the disclosure surrounding how the Firm handles investment discretion with respect to different clients.
- Item 17 was updated to add detail regarding the Firm's proxy voting process.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure if requested based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us at (913) 904-5700 or [compliance@mariner-holdings.com](mailto:compliance@mariner-holdings.com).

### **Item 3 -Table of Contents**

<b>Item 1 – Cover Page .....</b>	<b>1</b>
<b>Item 2 – Material Changes .....</b>	<b>2</b>
<b>Item 3 -Table of Contents.....</b>	<b>3</b>
<b>Item 4 – Advisory Business .....</b>	<b>4</b>
<b>Item 5 – Fees and Compensation.....</b>	<b>6</b>
<b>Item 6 – Performance-Based Fees and Side-By-Side Management.....</b>	<b>10</b>
<b>Item 7 – Types of Clients .....</b>	<b>11</b>
<b>Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....</b>	<b>12</b>
<b>Item 9 – Disciplinary Information.....</b>	<b>19</b>
<b>Item 10 – Other Financial Industry Activities and Affiliations .....</b>	<b>20</b>
<b>Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ..</b>	<b>23</b>
<b>Item 12 – Brokerage Practices .....</b>	<b>26</b>
<b>Item 13 – Review of Accounts .....</b>	<b>29</b>
<b>Item 14 – Client Referrals and Other Compensation .....</b>	<b>30</b>
<b>Item 15 – Custody .....</b>	<b>33</b>
<b>Item 16 – Investment Discretion.....</b>	<b>34</b>
<b>Item 17 – Voting Client Securities.....</b>	<b>35</b>
<b>Item 18 – Financial Information.....</b>	<b>37</b>
<b>MARINER WEALTH ADVISORS-CINCINNATI, LLC PRIVACY POLICY .....</b>	<b>38</b>

#### **Item 4 – Advisory Business**

Mariner Wealth Advisors-Cincinnati, LLC dba Mariner Wealth Advisors (“Mariner,” the “Firm,” “we,” or “us”) is an investment adviser registered with the SEC and a limited liability company organized under the laws of Delaware. Mariner is wholly owned by Mariner, LLC dba Mariner Wealth Advisors (“Mariner Wealth Advisors”). Mariner, LLC is wholly owned by Mariner Holdings, LLC (“Mariner Holdings”). The Bicknell Family Holding Company, LLC is the majority owner and manager of Mariner Holdings. Martin Bicknell is the elected manager of the Bicknell Family Holding Company.

Mariner provides advice to clients regarding financial and wealth planning and the investment of client assets based on the individual needs of the client. Mariner provides this service to individuals, foundations, trusts, estates, charitable organizations, pension and profit sharing plans and corporations. Mariner generally manages client investment accounts on a discretionary basis. As of December 31, 2017, Mariner’s regulatory assets under management were \$2,807,971,231, all of which is managed on a discretionary basis.

##### Unsupervised Assets

Clients, generally, do not impose restrictions on the investment strategies of Mariner, but from time to time this is appropriate and allowed by Mariner. Occasionally, advisory clients may have investments, such as large stock positions with a low cost basis, that they do not want Mariner to actively manage. The investments are designated as a “special holding” and are not actively managed, nor charged a fee, by Mariner.

##### Customized Investment Management

Mariner’s client accounts are tailored to address the specific goals, objectives and constraints of that client. When developing investment strategies for each client individually, Mariner considers a range of client-specific factors that can impact the investment management process, including a client’s:

- 1) Risk tolerance;
- 2) Investment time horizon;
- 3) Current and future cash needs;
- 4) Tax position;
- 5) Financial and estate planning goals and strategies;
- 6) Philanthropic goals; and
- 7) Other unique circumstances.

Clients are permitted to impose restrictions on Mariner’s ability to invest in certain broadly-defined asset classes (e.g., emerging market stocks) and specific types of securities (e.g., tobacco stocks).

Mariner obtains information about these client-specific factors during conversations with the client in which the above topics are discussed in detail. In addition, with the client’s request and consent, Mariner will also consult with a client’s accountant, estate planning attorney and other service

professionals that influence a client's financial future (e.g., insurance agent, banker). These discussions can be an important component in the development of a comprehensive plan for the client's financial future.

Once these factors are fully discussed, Mariner develops an Investment Policy Statement (IPS), in coordination with the client. This IPS document serves as an important written guideline for both the client and Mariner in the ongoing management of the client's investment portfolio. Among other items, the IPS stipulates the investment objective, asset allocation parameters, risk tolerance, return objectives, performance benchmarks, and other important constraints. Mariner periodically reviews this IPS with the client and updates the document as the client's circumstances and needs evolve and change. The client is ultimately responsible for providing Mariner with current information regarding risk tolerance and investment parameters and any changes to this information.

### Financial Planning

Mariner manages its clients' investments within the larger context of the client's overall wealth management and financial planning process. Specifically, Mariner offers advice on a range of wealth management issues which complement its management of the client's investment portfolio, including: estate planning, retirement planning, education planning, income tax planning, liability planning, and insurance planning, among other areas. Mariner does not prepare tax returns, practice law, sell insurance, or make loans. However, we offer our advice to our clients on the full range of wealth management topics, in order to better serve our clients and help them manage their financial affairs. Mariner is indirectly owned by Mariner Holdings. Mariner Holdings also owns an accounting firm, Mariner Consulting, LLC, and an insurance agency, Mariner Insurance Resources, LLC. Mariner recommends the services of Mariner Insurance Resources and may recommend the services of Mariner Consulting. Although Mariner is not compensated for the recommendation, Mariner has an indirect financial incentive to recommend the services of its affiliates because revenues earned by affiliates ultimately flow to Mariner's parent company.

## Item 5 – Fees and Compensation

The current, standard annual fee for investment advisory services is charged as a percentage of assets under management, according to the schedule below.

<u>Assets Under Management</u>	<u>Account Annual Fee (%)</u>
First \$1 million	1.00%
Next \$1 million	0.80%
Next \$1 million	0.70%
Over \$3 million	0.50%

In addition to the above schedule, there are also other legacy or unique fee schedules that remain in effect for a limited number of clients. Mariner does not charge a separate fee for the services listed under the FINANCIAL PLANNING section above.

A minimum of \$1,000,000 in assets is typically required for Mariner's investment advisory services. However, this minimum is waived under certain circumstances.

### General Information on Fees

Mariner generally bills its fees in advance, at the beginning of each calendar quarter, based upon the market value of the client's account at the end of the previous calendar quarter. In certain circumstances, client accounts are aggregated for fee arrangement purposes. Mariner is generally authorized to deduct fees directly from client accounts; however, in certain situations, clients can choose to be billed for fees. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an investment advisory agreement at any time upon receipt of written notice. Under certain circumstances, Mariner's fees and account minimum are negotiable.

Unless otherwise agreed with a client, advisory fees are applied to all discretionary assets and non-discretionary assets. All fee arrangements are subject to negotiation. Please see your Agreement for the fees applicable to your account.

### *Fees for Retirement Plan Consulting and Management Services*

For employer sponsored retirement plans, the advisory fee will vary by client based upon the services provided but shall be reasonable in conformity with U.S. Department of Labor regulations. The structure and level of fees relating to these services will vary by client based upon the services provided and other considerations deemed relevant by Mariner, but typically takes the form of a percentage of assets under management. We will generally bill these fees in the same manner described above.

### *Private Fund Fees*

Clients may invest in affiliated and unaffiliated private funds and other privately offered investment vehicles. Clients will be subject to management fees and/or performance based fees in addition to Mariner's advisory fee. The fees and expenses of each vehicle are fully described in the offering materials. Investors in such privately offered vehicles must meet specific suitability and investor eligibility requirements in order to invest and specific opportunities may require higher levels of investment.

### *Third-Party Manager Fees*

The fees payable to a third-party manager will be set forth in a separate written agreement between you and the designated manager and shall be in addition to the advisory fee payable under your Agreement. If Mariner retains the third-party manager as a "sub-adviser" to your account, Mariner will pay the sub-advisory fee from your advisory fee payable to Mariner and there will be no separate written agreement between you and the manager. Accordingly, you will not pay any additional amount directly to managers retained as sub-advisers. Alternatively, Mariner may employ another manager, including affiliated managers, to manage a portion of your account. In such situations, you will execute a separate agreement with the manager and the fee payable to the third-party manager will be in addition to the advisory fee you pay Mariner.

### *Additional Fees and Expenses*

Our fees are exclusive of administration expenses, brokerage commissions, transaction fees, fund expenses and other related costs and expenses which shall be incurred by a client. Custody fees will vary depending on the custodian. All brokerage charges and related transaction costs are charged to the account(s) as they occur. Clients incur certain charges imposed by custodians, brokers, third party managers (including managers affiliated with us) and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Mutual funds, closed-end funds, ETFs, structured products and other pooled investment vehicles are subject to commissions, fees and expenses which are disclosed in the fund's prospectus or offering documents. Such charges, fees and commissions are exclusive of and in addition to our advisory fee. Although clients will not bear any sales load for any proprietary or affiliated funds, they may be charged a sales load for any unaffiliated funds.

Many funds offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to more commonly offered retail mutual fund share classes (typically, Class A (including load-waived A shares), B and C shares for mutual funds), some funds offer institutional share classes or other share classes specifically designed for purchase by an account for a fee-based investment advisory program. However, these share classes may also have higher transaction costs and may have minimum purchase criteria that limit availability to larger transactions. Clients should not assume that their assets will be invested in

the share class (regardless of the type of fund structure – mutual fund, closed-end fund, hedge fund, private equity fund or other alternative vehicle) with the lowest possible expense ratio.

To the extent a client invests in an investment product advised or managed by an affiliate of Mariner, where permitted by applicable law, the client will be subject to both the advisory fees of the applicable investment product and the fees of Mariner. A conflict of interest exists when Mariner causes clients to invest in investment products advised by its affiliates where Mariner or the affiliate receives additional fees. Mariner has sought to mitigate this conflict as detailed below under “Conflicts of Interest.”

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions) and compensation received by Mariner.

### *Conflicts of Interest*

When allocating investment opportunities among our investment programs, products and clients, Mariner has an incentive to favor the investment programs, products and clients that generate the most revenue for Mariner. For example, when recommending the use of a third-party manager, Mariner has an incentive to recommend a manager which charges a separate fee instead of paying the manager out of Mariner’s fee.

Martin Bicknell, the CEO of Mariner, LLC, has a significant ownership stake in Mariner’s parent company and its affiliates who own various other investment managers as detailed in Item 10. Mariner has an indirect financial incentive to recommend products managed by affiliates and other services because revenues earned by the affiliates from such products ultimately flow to Mariner’s parent company. Mariner has mitigated this conflict by disclosing it to clients, not sharing any revenue from affiliated investment products with the wealth advisors who select client investments, and reviewing accounts periodically to ensure that the investments are suitable for the client in light of, among other factors, the client’s investment objective and financial circumstances.

Our wealth advisors may select from approved affiliated managed accounts and other affiliated investment products, including registered funds (mutual funds and closed-end funds), structured products (CLOs) and private funds. Except as otherwise noted herein, our affiliated managers and products charge fees in addition to the fees charged by Mariner.

### *Retirement Assets in Proprietary/Affiliated Products*

With respect to retirement client assets in mutual funds managed by our affiliates, Mariner must comply with applicable requirements of ERISA and/or the Internal Revenue Code. These requirements include, but are not limited to, disclosure and avoiding double fees for retirement plans and IRAs. Mariner will either waive the portion of the advisory fee that is attributable to the client’s assets invested in an affiliated mutual fund or rebate the client’s advisory fee by an amount equal to the affiliated fund’s fees associated with the total account’s assets invested in the affiliated fund. This fee rebate is calculated in arrears and applied to the next quarter’s investment advisory fees. If the account is not charged an investment advisory fee by Mariner, it will not receive a



rebate of the affiliated mutual fund fees. Clients who leave during a quarter will not receive the fee rebate for the quarter in which they terminated, as these fee rebates are calculated in arrears. We do not recommend employer sponsored retirement plan clients invest in products managed by Mariner and/or our affiliates.

*Compensation of Employees for Sale of Securities or Other Products*

As permitted by applicable law, we may compensate employees for business development activity, including the attraction or retention of client assets. It is expected that wealth advisors will be entitled to receive and share in the advisory fees payable to Mariner by a client.

Mariner and its affiliates offer a variety of services to our clients beyond investment advisory services. Certain affiliates of Mariner are licensed insurance agents and are compensated for the sale of insurance-related products through an affiliated insurance agency.

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

RiverPoint does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). If deemed appropriate for a particular client, we recommend investments that charge performance-based fees, including investments managed by certain affiliates.

### *Side-by-Side Management*

We do not have side-by-side management of client assets, as we do not charge performance based fees.

### **Item 7 – Types of Clients**

RiverPoint provides investment advisory services to individuals, foundations, trusts, estates, charitable organizations, pension and profit sharing plans and corporations.

A minimum of \$1,000,000 in assets is typically required for Mariner's investment advisory services. However, this minimum is waived under certain circumstances.

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

### *Methods of Analysis and Investment Strategies*

#### Wealth Management Services

Mariner invests client assets primarily in publicly-traded equity, preferred equity, mutual funds, fixed income securities and exchange traded funds and/or exchange traded notes.

Our portfolio construction process begins with the determination of a client's risk tolerance, return objectives, and any special circumstances that need to be considered, including financial and estate planning issues, investment time horizon, tax position, future spending plans, income needs, etc. Once these investment parameters have been established, an appropriate asset allocation range will be set in the client's IPS.

RiverPoint selects individual securities based upon fundamental analysis performed by our research investment professionals. We rely primarily on publicly-available information in our analysis, supplemented by the third-party research and analytical tools. Please see Item 12 for information on benefits received from brokers, including research. Our investment strategies are intended to be long-term in nature. We do not engage in frequent trading in order to exploit short-term market fluctuations, though we will re-balance client portfolios in order to keep them aligned with their predetermined asset allocation. We also adjust the asset allocation of our client portfolios in response to certain market conditions, as well as in response to a client's personal circumstances.

#### **Other Available Investment Strategies**

From time to time, we recommend that clients authorize the active discretionary management of a portion of their assets by and/or among certain third-party manager(s), including managers who are affiliates of Mariner, where appropriate based upon the stated investment objectives of the client. When recommending or selecting a third-party manager for a client, we shall review information about the manager(s) such as its disclosure statement and/or material supplied by the manager(s) or independent third parties for a description of the manager's investment strategies, past performance and risk results to the extent available as detailed above. Mariner has an indirect financial incentive to recommend affiliated managers as revenues earned by the affiliate ultimately flow to Mariner's parent company.

#### **Equity and Fixed Income Managed Accounts**

For our managed equity strategies, we seek capital appreciation by investing in high quality companies selling at reasonable prices. We will select individual securities based upon fundamental analysis performed by our research investment professionals. We rely primarily on publicly available information in our analysis, supplemented by the third party research and analytical tools.

For our fixed income strategies, our primary objective is capital preservation. Secondary objectives include providing a steady, tax-efficient revenue stream and the potential for capital appreciation.

## *Risk of Loss*

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. Past performance is not indicative of future results, therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved.

In addition to the general investment risks listed herein, there are additional material risks associated with the types of strategies and private funds in which your account invests from time to time. Please refer to the relevant prospectus or offering materials for more information regarding risk factors for a particular investment in an ETF, closed-end fund, mutual fund, private fund or other pooled vehicle. Depending on the different types of investments and strategies employed for your account, there are varying degrees of risk:

- **Market Risk** – Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments.
- **Equity Risk** – Stocks are susceptible to fluctuations and to the volatile increases and decreases in value as their issuer's confidence in or perceptions of the market change. Investors holding common stock of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- **Company Risk** – There is always a level of company or industry risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company will perform poorly or that its value will be reduced based on factors specific to it or its industry.
- **Options Risk** – Options on securities are subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.
- **Margin Risk** – Margin trading involves interest charges and risks, including the potential to lose more than deposited or the need to deposit additional collateral in a falling market.
- **Covered Call Risk** – The writer of a covered call forgoes the opportunity to benefit from an increase in the value of the underlying interest above the option price, but continues to bear the risk of a decline in the value of the underlying interest.
- **Small- and Medium-Capitalization Companies** – Depending on the strategy, Mariner invests assets in the stocks of companies with small- to medium-sized market capitalizations. While Mariner believes they often provide significant profit opportunities, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than investments in stocks of larger companies. For example, prices of small-capitalization and even medium capitalization stocks are often more volatile than prices of large-capitalization stocks, and the risk of bankruptcy or insolvency of many smaller

companies is higher than for larger, “blue-chip” companies. In addition, due to thin trading in some small capitalization stocks, an investment in those stocks are likely illiquid (see discussion below).

- Environmental, Social and Governance (“ESG”) Criteria – A client’s or a strategy’s ESG criteria may exclude securities of certain issuers for nonfinancial reasons and therefore the client’s account or strategy may forgo some market opportunities available to portfolios that don’t use an ESG criteria. Stocks of companies with ESG practices may shift into and out of favor with stock market investors depending on market and economic conditions, and the client’s or strategy’s performance may at times be better or worse than the performance of accounts or strategies that do not use an ESG criteria.
- Fixed Income Risk – Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk. In addition, a rise in interest rates will generally result in the decline in the value of fixed income securities. Fixed income securities are also subject to reinvestment risk in that if interest rate are falling during a period of reinvestment returns will be lower. . Interest rate risk increases as portfolio duration increases. Reinvestment risk increases as portfolio duration decreases.
- Non-Investment Grade Bonds – Depending on the strategy, a client account will invest in bonds (commonly known as “junk bonds”) that are of below investment grade quality (rated below Baa3 by Moody’s Investors Service, Inc. or below BBB- by Standard & Poor’s Ratings Group and Fitch Ratings or, if unrated, reasonably determined by Mariner to be of comparable quality (“non-investment grade bonds”). An account’s investments in non-investment grade bonds are predominantly speculative because of the credit risk of their issuers. While normally offering higher yields, non-investment grade bonds typically entail greater potential price volatility and will likely be less liquid than investment grade securities.
- Distressed Securities – An account, depending on the strategy, will invest in securities of companies that are experiencing or have experienced significant financial or business difficulties. Distressed securities may generate significant returns for an account, but also involve a substantial degree of risk. In certain circumstances, an account will lose a substantial portion or all of its investment in a distressed company or be required to accept cash or securities with a value less than an account’s original investment. The market prices of such investments are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such investments will likely be greater than for non-distressed securities.
- ETF, Closed-end Fund and Mutual Fund Risk – ETF, closed-end fund and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF, closed-end fund or mutual fund generally reflects the risks of owning the underlying securities

held by the ETF, closed-end fund or mutual fund. If the ETF, closed-end fund or mutual fund fails to achieve its investment objective, the strategy's investment in the fund may adversely affect its performance. In addition, because ETFs and many closed-end funds are listed on national stock exchanges and are traded like stocks listed on an exchange, (1) the strategy may acquire ETF or closed end fund shares at a discount or premium to their NAV, and (2) the strategy may incur greater expenses since ETFs are subject to brokerage and other trading costs. Since the value of ETF shares depends on the demand in the market, we may not be able to liquidate the holdings at the most optimal time, adversely affecting performance. Closed-end funds which are not publicly offered (also known as interval funds) provide only limited liquidity to investors. Accordingly, investments in interval funds can expose investors to liquidity risk, and that risk is greater in funds that invest in securities of companies with smaller market capitalizations, derivatives or securities with substantial market and/or credit risk.

- **Exchange Traded Notes** – An account, depending on the strategy, may invest in exchange traded notes (“ETNs”). ETNs are a type of senior, unsecured, unsubordinated debt security issued by financial institutions that combine aspects of both bonds and ETFs. An ETN's returns are based on the performance of a market index minus fees and expenses. Similar to ETFs, ETNs are listed on an exchange and traded in the secondary market. However, unlike an ETF, an ETN can be held until the ETN's maturity, at which time the issuer will pay a return linked to the performance of the market index to which the ETN is linked minus certain fees. Like other index-tracking instruments, ETNs are subject to the risk that the value of the index may decline, at times sharply and unpredictably. In addition, ETNs—which are debt instruments—are subject to risk of default by the issuer. ETNs are subject to both market risk and the risk of default by the issuer. ETNs are also subject to the risk that a liquid secondary market for any particular ETN might not be established or maintained.
- **REITs and Real Estate Risk** – The value of a strategy's investments in real estate investment trusts (“REITs”) may change in response to changes in the real estate market. A strategy's investments in REITs may subject it to the following additional risks: declines in the value of real estate, changes in interest rates, lack of available mortgage funds or other limits on obtaining capital and financing, overbuilding, extended vacancies of properties, increases in property taxes and operating expenses, changes in zoning laws and regulations, casualty or condemnation losses, and tax consequences of the failure of a REIT to comply with tax law requirements. A strategy will bear a proportionate share of the REIT's ongoing operating fees and expenses, which may include management, operating and administrative expenses
- **International Investing Risk** – International investing, especially in emerging markets, involves special risks, such as currency exchange and price fluctuations, as well as political and economic risks.
- **Emerging Markets Risk** – The risks associated with foreign investments are heightened when investing in emerging markets. The governments and economies of emerging market countries may show greater instability than those of more developed countries. Such

investments tend to fluctuate in price more widely and to be less liquid than other foreign investments.

- **Liquidity Risk** – Liquidity is the ability to readily convert an investment into cash. The less liquid an asset is, the greater the risk that, if circumstances require an investor to sell the asset quickly, it will be sold at a price below fair value. Generally, an asset is more liquid if it represents a standardized product or security and there are many traders interested in making a market in that product or security. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Collateralized Debt Obligations** – We may invest client accounts in collateralized debt obligations (“CDO”), collateralized loan obligations (“CLO”) and other related instruments. The portfolio may consist of CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO mezzanine debt. Such securities are subject to credit, liquidity and interest rate risks. The equity and other tranches purchased by a client may be unrated or non-investment grade, which means that a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative. In addition, as a holder of equity, there are limited remedies available upon the default of the CLO or CDO.
- **Master Limited Partnerships (“MLPs”)** – MLP investing includes risks such as equity and commodity-like volatility. Also, distribution payouts sometimes include the return of principal and, in these instances, references to these payouts as “dividends” or “yields” may be inaccurate and may overstate the profitability/success of the MLP. Additionally, there are potentially complex and adverse tax consequences associated with investing in MLPs. This is largely dependent on how the MLPs are structured and the vehicle used to invest in the MLPs.
- **Alternative Investment Risk** – Alternative investments encompass a broad array of strategies, each with its own unique return and risk characteristics that must be considered on a case-specific basis.
- **Insurance Linked Securities** – Investments in insurance linked securities (“ILS”) are subject to various types of risk: The primary risk relates to reinsurance triggering events, for example: (i) natural catastrophes, such as hurricanes, tornados, or earthquakes of a particular size/magnitude in a designated geographic area; or (ii) non-natural events, such as large commercial accidents (e.g., marine or aviation). Such events, if they occur at unanticipated frequencies or severities, could result in reduced investment returns for ILS investors and even the loss of principal. There is no way to predict with complete accuracy whether a triggering event will occur, and because of this significant uncertainty, ILS carry a high degree of risk. Valuation risk is the risk that the ILS is priced incorrectly due to factors such as incomplete data, market instability, model & human error. In addition, pricing of ILS is subject to the added uncertainty caused by the inability to generally predict whether, when or where a natural disaster or other triggering event will occur.



- **Managed Futures** – Managed futures strategies typically utilize derivatives, such as futures, options, structured notes and swap agreements, which provide exposure to the price movements of a commodity (i.e., oil, grain, livestock) or a financial instrument (i.e., currency, index). The use of derivatives can be highly volatile, illiquid and difficult to manage. Derivatives involve greater risks than the underlying obligations because in addition to general market risks, they are subject to illiquidity risk, counterparty risk, credit risk, pricing risk and leveraging risk. A highly liquid secondary market may not exist for certain derivatives utilized by this strategy, and there can be no assurances that one will develop.
- **Management Risk** – Investments also vary with the success and failure of the investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.
- **Non-Diversification Risk** – If a strategy is “non-diversified,” its investments are not required to meet certain diversification requirements under federal law. A “non-diversified” strategy is permitted to invest a greater percentage of its assets in the securities of a single issuer than a diversified strategy. Thus, the strategy may have fewer holdings than other strategies. As a result, a decline in the value of those investments would cause the strategy’s overall value to decline to a greater degree than if the strategy held a more diversified portfolio.
- **Cybersecurity** – Mariner’s information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Mariner has implemented various measures to protect the confidentiality of its internal data and to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, Mariner will likely have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Mariner’s operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to clients. Such a failure could harm Mariner’s reputation or subject it or its affiliates to legal claims and otherwise affect their business and financial performance. Mariner will seek to notify affected clients of any known cybersecurity incident that will likely pose substantial risk of exposing confidential personal data about such clients to unintended parties.
- **Other Risks, Information and Sources of Information** – Client accounts are also subject to investment style risk. A client account invested in one of our investment strategies involves the risk that the investment strategy may underperform other investment strategies or the overall market. Mariner does not offer any products or services that guarantee rates of return on investments for any time period to any client. All clients assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products.

Allocations to third-party managers and investors in private funds are subject to the following additional risks:

- **Third-Party Aggressive Investment Technique Risk** – The manager may use investment techniques and financial instruments that may be considered aggressive, including but not limited to investments in derivatives such as futures contracts, options on futures contracts, securities and indices, forward contracts, swap agreements and similar instruments. Such techniques may also include taking short positions or using other techniques that are intended to provide inverse exposure to a particular market or other asset class, as well as leverage, which can expose a client's account to potentially dramatic changes (losses or gains). These techniques may expose a client to potentially dramatic changes (losses) in the value of its allocation to the manager.
- **Liquidity and Transferability** – Certain private funds offer their investors only limited liquidity and interests are generally not freely transferable. In addition to other liquidity restrictions. Investments in private funds may offer liquidity at infrequent times (i.e., monthly, quarterly, annually or less frequently). Accordingly, investors in private funds should understand that they may not be able to liquidate their investment in the event of an emergency or for any other reason.
- **Possibility of Fraud and Other Misconduct** – When a private fund invests in an underlying fund, the private fund does not have custody of the underlying fund's assets. Therefore, there is the risk that the underlying fund or its custodian could divert or abscond with those assets, fail to follow agreed upon investment strategies, provide false reports of operations, or engage in other misconduct. Moreover, there can be no assurances that all underlying funds will be operated in accordance with all applicable laws and that assets entrusted to underlying funds will be protected.
- **Counterparty Risk** – The institutions (such as banks) and prime brokers with which a manager does business, or to which securities have been entrusted for custodial purposes, could encounter financial difficulties. This could impair the operational capabilities or the capital position of a manager or create unanticipated trading risks.

The summary above is qualified in its entirety by the risk factors set forth in the applicable offering materials for the applicable product.

### **Item 9 – Disciplinary Information**

Item 9 is not applicable to us as we have no reportable material legal or disciplinary events.

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

We have relationships and arrangements that are material to our advisory business or to our clients with related persons that are either an investment adviser, broker-dealer, investment company, trust company, accounting firm, or insurance company or agency. We use and/or recommend the services or products of our related persons when appropriate for a client.

With respect to the affiliated products and services described herein, there exists a conflict of interest in our recommending such products or services as revenues earned by the related party ultimately flow to Mariner's parent company. Martin Bicknell, the CEO and President of Mariner, LLC, has a significant ownership stake in Mariner's parent company and its affiliates who own various other investment managers as detailed below. Except as noted herein, our affiliated managers and products charge fees in addition to the fees charged by Mariner. Mariner has mitigated this conflict by disclosing it to clients, not sharing any revenue from affiliated investment products with the wealth advisors who select client investments, and reviewing accounts periodically to ensure that the investments are suitable for the client in light of, among other factors, the client's investment objective and financial circumstances.

### Other Investment Advisers

We are affiliated, and under common control, with other SEC registered investment advisers and if deemed appropriate for client, utilize the separately managed account ("SMA") services of certain advisers listed below for management of client assets:

- Alegria Energy, LLC (CRD No. 281531);
- Ascent Investment Partners, LLC (CRD No. 152533);
- Convergence Investment Partners, LLC (CRD No. 148472);
- Kummer Financial Strategies, LLC (CRD No. 290009);
- Mariner Institutional Consulting, LLC (CRD No. 173582);
- Mariner Retirement Advisors, LLC (CRD No. 172372);
- Mariner, LLC (CRD No. 140195);
- Mariner Wealth Advisors-IC, LLC (CRD No. 289886);
- Mariner Wealth Advisors-Madison, LLC (CRD No. 165972);
- Mariner Wealth Advisors-Manasquan, LLC (CRD No. 171018);
- Mariner Wealth Advisors-Oklahoma, LLC (CRD No. 107355);
- Mariner Wealth Advisors-St. Louis, LLC (CRD No. 207512);
- Nuance Investments, LLC (CRD No. 148534);
- Palmer Square Capital Management LLC (CRD No. 155697); and
- Vantage Investment Advisors, LLC (CRD No. 174099), respectively.

We are affiliated, and under common control, with an exempt reporting investment adviser:

- Flyover Capital Partners, LLC (CRD No. 173709).

### Broker-Dealer

We are affiliated, and under common control, with MSEC, LLC (“MSEC”) (CRD No. 154327) a broker/dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA), Securities Investment Protection Corporation (SIPC), and Municipal Securities Rulemaking Board (MSRB). However, none of Mariner’s employees are registered representatives of MSEC.

### Investment Companies or Other Pooled Investment Vehicles

Certain of our affiliates listed above serve as the investment manager, manager of the manager, collateral manager, investment adviser or sub-adviser to private funds, collateralized loan obligation vehicles, or warehouses (please see the Form ADV of each advisor for specific information) (collectively with separately managed accounts of our affiliates, “Affiliated Products”). Mariner recommends that certain clients invest in Affiliated Products should a client’s advisor determine such investments are in the client’s best interest and in accordance with the client’s investment objectives.

Relevant information, terms and conditions relative to the aforementioned Affiliated Products, including the investment objectives and strategies, minimum investments, qualification requirements, suitability, fund expenses, risk factors, and potential conflicts of interest, are set forth in the offering documents (which typically include confidential private offering memorandum, Limited Partnership Agreement/Limited Liability Company Agreement, or Subscription Agreement), which each investor is required to receive and/or execute prior to being accepted as an investor.

Affiliated mutual funds of Mariner, include but are not limited to, the following:

- Convergence Opportunities Fund administered by U.S. Bancorp Fund Services.
- Convergence Market Neutral Fund administered by U.S. Bancorp Fund Services.
- Palmer Square Strategic Credit Fund administered by UMB Fund Services.
- Palmer Square SSI Alternative Income Fund administered by UMB Fund Services.
- Palmer Square Income Plus Fund administered by UMB Fund Services.
- Palmer Square Ultra-Short Duration Investment Grade Fund administered by UMB Fund Services.
- Nuance Concentrated Value Fund administered by U.S. Bancorp Fund Services.
- Nuance Mid Cap Value Fund administered by U.S. Bancorp Fund Services.
- Nuance Concentrated Value Long-Short Fund administered by U.S. Bancorp Fund Services.

The Firm’s majority owner is the investment manager of certain private funds, including: WBR, LLC; Mariner Mangrove II, LLC; Mariner-Piper Senior Living Fund, LLC; Mariner-Prescient, LLC; Mariner-Store, LLC; and Mariner-FP II, LLC. While clients of Mariner may invest in one of more of these private fund vehicles and typically pay an advisory fee to Mariner, Mariner’s majority owner does not charge to or receive a fee from these vehicles for the services it provides as investment manager.

### Trust Company

We are under common control with and in certain situations refer clients to utilize the trust services provided by Mariner Trust Company, LLC. Mariner Trust Company, LLC, is a state-chartered public trust company organized under the laws of South Dakota and serves to provide its customers with administrative trust services and other related services. The entity is subject to the regulatory oversight of the South Dakota Department of Labor and Regulation.

### Tax Consulting Firm

We are under common control with and in certain situations refer clients to Mariner Consulting-Oklahoma, LLC (“Mariner Consulting”), a tax consulting, compliance and bookkeeping firm. To the extent that a client requires bookkeeping and/or tax preparation services, we recommend the services of Mariner Consulting, which shall be rendered independent of Mariner pursuant to a separate agreement between the client and Mariner Consulting.

### Investment Banking Firm

We are under common control with Mariner Capital Advisors, LLC, (“MCA”) which provides investment banking, accounting, valuation advisory and forensic accounting services. To the extent that a client requires these services, we recommend MCA, all of which services shall be rendered independent of Mariner pursuant to a separate agreement between the client and MCA. Mariner would receive compensation for referrals to MCA in addition to the indirect financial incentive to refer clients due to common ownership. Certain wealth advisors of Mariner may receive a portion of the fee paid to Mariner.

### Insurance Companies or Agencies

We are under common control with Mariner Insurance Resources, LLC, an insurance agency, Enterprise Risk Strategies, LLC, a captive management insurance company, and ERS Insurance, Inc., ERS Securas, LLC, and Contego Insurance Inc., captive insurance companies. The recommendation that a client purchase an insurance commission product through an affiliate of Mariner presents a conflict of interest, as the receipt of commission provides an incentive to recommend investment products based on commissions received, rather than on a particular client’s need. No client is under any obligation to purchase any commission products, including those sold by affiliates as referenced herein. Mariner has an indirect financial incentive to recommend the affiliate(s) due to common ownership. Clients are reminded that they may purchase insurance products recommended by Mariner affiliates through other non-affiliated agencies.

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

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

We have adopted a code of ethics that sets forth the standards of conduct expected of our supervised persons and requires compliance with applicable securities laws (“Code of Ethics”). In accordance with Section 204A of the Advisers Act, the Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by us or any of our supervised persons. The Code of Ethics also requires that certain of our personnel (“access persons”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

A conflict of interest exists to the extent Mariner and/or its related persons invest in the same securities that are recommended to clients. In order to address this conflict of interest, Mariner has implemented certain policies and procedures in its Code of Ethics, as further described herein. If an access person is aware that Mariner is purchasing/selling or considering for purchase/sale any security on behalf of a client, the access person may not directly or indirectly effect a transaction in that security until the transaction is completed for all clients or until a decision has been made not to purchase/sell such security on behalf of a client account. This does not include transactions for accounts that are executed as part of a block trade within a managed strategy or for accounts over which the access person has no direct or indirect influence or control. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; (iv) shares issued by other mutual funds that are not advised or sub-advised by Mariner affiliates; and (v) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds, none of which are funds advised or sub- advised by Mariner affiliates.

No supervised person may trade, either personally or on behalf of others, while in the possession of material, nonpublic information, nor may any personnel of Mariner communicate material, nonpublic information to others in violation of the law. Furthermore, all access persons are required to submit information to the Chief Compliance Officer detailing all outside business activities. The Chief Compliance Officer will review and approve these activities on a case by case basis.

Our clients or prospective clients may request a copy of our Code of Ethics by contacting us at (913) 904-5700 or [compliance@mariner-holdings.com](mailto:compliance@mariner-holdings.com).

### *Participation or Interest in Client Transactions*

If we determine that it is appropriate based on the client’s investment objectives and investor status, we recommend to clients, or buy or sell for client accounts, securities in which our related persons have a financial interest. This includes, but is not limited to, instances in which a related person acts as the general partner in a partnership or a managing member of a limited liability company

in which we solicit client investments and instances in which a related person acts as an investment adviser to an investment company that we recommend to clients. These types of transactions present a conflict of interest in that Mariner has an indirect financial incentive as revenues earned by the related person ultimately flow to Mariner's parent company. See Item 10 for additional disclosure regarding this conflict, including the policies and procedures Mariner has implemented in order to address the conflict.

To address these potential conflicts and protect and promote the interests of clients, we employ the following policies and procedures:

- If we enter into a transaction on behalf of our clients that presents either a material or nonmaterial conflict of interest, the conflict should be prominently disclosed to the client prior to the consummation of such transaction.
- Employees must comply with our policy on the handling and use of material inside information. Employees are reminded that they may not purchase or sell, or recommend the purchase or sale, of a security for any account while they are in possession of material inside information. In addition, employees may not disclose confidential information except to other employees who "need to know" that information to carry out their duties to clients.
- Employees must report securities transactions in any employee-related account.
- Employees are required to report to our Compliance Department all outside business activities. These include board/committee memberships and obligations, employment commitments, nonprofit commitments, government commitments and other outside business commitments.

In addition, we have adopted trading practices designed to address potential conflicts of interest inherent in proprietary and client discretionary trading. During periods of unusual market conditions, Mariner may deviate from its normal trade allocation practices. There can be no assurance, however, that all conflicts have been addressed in all situations.

From time to time, certain Mariner clients may invest in private investments or limited investment opportunities. The allocation of these investments across client portfolios is generally not executed on a pro rata basis as a number of factors will determine whether the private or limited offering is appropriate or suitable for a client. Accordingly, such opportunities may be allocated based on another approach, including random selection, selection based on account size or another methodology. Factors which may impact the allocation, include but are not limited to: account size, liquidity, investor qualification and risk tolerance. We note that private investments or limited investment opportunities may not be appropriate for smaller accounts, depending on factors such as minimum investment size, account size, risk profiles, and diversification requirements, and accordingly may not be allocated such investments.

We do not execute any principal or agency cross securities transactions for client accounts, nor do we execute cross trades between client accounts. Principal transactions are generally defined as



transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is generally defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **Item 12 – Brokerage Practices**

Mariner directs the execution of securities brokerage transactions through broker-dealers that we reasonably believe will provide best execution. Mariner determines the broker-dealers to be used and the commission rates to be paid when effecting securities transactions. In addition, certain custodians utilized by Mariner, including Charles Schwab and Fidelity, charge custodial clients a flat dollar amount or “trade away” fee for each trade that Mariner has executed by a different broker-dealer. This fee is in addition to the commissions or other fees paid by the client to the executing broker-dealer.

For clients who have provided Mariner with discretion to select the broker-dealer to be used and the commission rates to be paid, Mariner seeks to select those broker-dealers who will provide the best services at competitive commission rates. The reasonableness of commissions is based on the broker’s ability to provide professional services, competitive commission rates, research and other services which will help Mariner in providing investment management services to clients.

### *Directed Brokerage*

Clients have the option to direct Mariner in writing to use a particular broker-dealer to execute some or all transactions. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and we will not seek better execution services or prices from other broker-dealers or be able to “batch” client transactions for execution through other broker-dealers with orders for other accounts managed by us (as described below). As a result, the client could pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to our duty of best execution, we will decline a client’s request to direct brokerage if, in our sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

### *Trade Aggregation and Allocation*

Transactions for each client generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. Mariner will (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among our clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among our clients pro rata to the purchase and sale orders placed for each client on any given block in any given day. To the extent that we determine to aggregate client orders for the purchase or sale of securities, including securities in which our Advisory Affiliate(s) invest, we shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the SEC. We shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that we determine that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest

position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, we may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

### *Research and Additional Benefits*

Mariner, in its capacity as investment adviser to client accounts, if and to the extent consistent with current SEC interpretation and guidance, may pay a broker commissions for effecting client transactions in excess of the amount another broker might have charged, in recognition of the overall value of brokerage or research products or services provided or paid for by the broker that Mariner considers to be of benefit to its clients, provided that such products and services fall within the safe harbor created by Section 28(e) of the US Securities Exchange Act of 1934. This means, among other things, that the Firm must determine that (1) each particular brokerage or research product or service received constitutes eligible "research" or eligible "brokerage", (2) each particular brokerage or research product or service received provides lawful and appropriate assistance to the Firm in carrying out its investment decision-making responsibilities, and (3) the amount of so-called "soft-dollar" commissions paid to each such broker is reasonable in light of the value to the Firm's clients of the brokerage and research products and services received from that broker. Mariner believes that it is important to its investment decision-making process to have access to, among other things, independent research (i.e., research generated by third parties outside the Firm), and accordingly may use soft-dollar commissions to pay for products and services that fall within the scope of Section 28(e).

Eligible products and services may include, for example, research reports on particular companies, industries, sectors or macroeconomic themes; quantitative, statistical or economic surveys and analyses; analyses of technical market action; pricing and appraisal services; credit, risk measurement and performance analyses; accounting and tax law interpretations; analyses of political and legal developments that might affect portfolio securities; and analyses of corporate responsibility issues. Such research products and services are generally received primarily in the form of written reports, telephone contacts, and personal meetings with analysts. Additionally, if and to the extent consistent with current SEC interpretation and guidance, such services may also be provided in the form of access to computer-generated data; computer software; and meetings arranged with economists, academics, and government representatives. In some cases, research services are generated by third parties but provided to the Firm by or through brokers.

To the extent Mariner receives eligible products or services, Mariner receives a benefit because it does not need to produce or otherwise pay for such research services. Additionally, research

services obtained from a broker could benefit all clients, and not only those having brokerage transactions with such broker. Mariner's selection of brokers on the basis of considerations which are not limited to applicable commission rates may at times result in Mariner's clients being charged higher transaction costs than they could otherwise obtain.

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, the Firm may receive from Schwab (or another broker-dealer/custodian, investment platform and/or mutual fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist us to better monitor and service client accounts maintained at such institutions. Possible support services the firm receives includes: investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by the Firm in furtherance of its investment advisory business operations.

A conflict of interest exists through Mariner's majority owner's participation in the Fidelity Wealth Advisor Solutions<sup>®</sup> Program and the Schwab Advisor Network with respect to utilization of Fidelity and Schwab for brokerage services. (Please see the Form ADV of Mariner, LLC for specific information on the Firm's participation and utilization of these programs.)

### Trade Error Policy

The Firm has a policy to minimize the occurrence of trade errors and, should they occur, detect such trade errors and take steps to resolve the error to make the client whole. Upon the timely discovery of a trade error, the Firm corrects the trade error. The method of correction depends on the broker-dealer and whether Mariner maintains an error account with that broker-dealer.

For clients custodied at Schwab, Mariner corrects trade errors through Schwab's trade error account. A trade error resulting in a loss of \$100 or less is absorbed by Schwab. A trade error resulting in a loss of more than \$100 is charged to Mariner. If the trade error results in a gain, gains of \$100 or less are retained in Schwab's trade error account. If the trade error results in a gain of over \$100, the client has the option to retain the proceeds of the gain. In that case, the trade error is corrected in the client's account and not in the trade error account. If the client wants to forgo the proceeds of the gain of over \$100, the client must submit the request in writing to Schwab. This allows Mariner to process the error in the trade error account. Gains in Schwab's trade error account are donated to the charity of Schwab's choice.

For other client accounts that are not custodied at Schwab, Mariner does not maintain trade error accounts. The trade error is corrected in the client's account. Clients are made whole by Mariner for losses resulting from trade errors. Clients retain gains resulting from trade errors.

### **Item 13 – Review of Accounts**

The Mariner Investment Committee monitors the investment holdings of client accounts. Individual accounts are reviewed regularly by Portfolio Managers, and more frequent reviews are triggered by material changes in the client's individual circumstances, or in response to investment decisions made by the Mariner Investment Committee.

All investment advisory clients are encouraged to discuss their needs, goals, and objectives with us and to keep us informed of any changes thereto. We shall contact ongoing investment advisory clients at least annually to review our previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

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

We have entered into certain referral agreements whereby we pay a referral fee to solicitors/introducers and/or receive payment for referring clients to another business or related party, in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee shall be paid solely from our investment management fee, and shall not result in any additional charge to the client. If the client is introduced to us by an unaffiliated solicitor, the client will be given, prior to or at the time of entering into any advisory contract with the client, (1) a copy of our written disclosure statement which meets the requirements of Rule 204-3 of the Advisers Act, and (2) a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of ours shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation.

As previously described in Item 10, if we determine that it is appropriate based on the client's investment objectives and investor status, we will recommend affiliate investment advisers' services to manage a portion of a client's assets, will invest client assets in Affiliated Products, and/or will solicit clients to invest in Affiliated Products. These affiliates and Affiliated Products charge fees in addition to and separate from the fees charged by Mariner. Clients are advised that a conflict of interest exists to the extent we recommend the services of an Advisory Affiliate and/or investment in Affiliated Products.

We may provide referrals to certain Affiliates, for which we are paid a referral fee. Mariner has an indirect financial incentive to recommend Affiliates, regardless of whether it receives a referral fee, because revenues earned by Affiliates ultimately flow to Mariner's parent company.

***Participation in Schwab Advisor Network®.*** Mariner received client referrals from Schwab Institutional through Mariner's past participation in the Schwab Advisor Network® ("SAN"). The SAN is designed to help investors find an investment advisor. Schwab Institutional is a broker-dealer independent of Mariner. Schwab Institutional does not supervise Mariner and has no responsibility for Mariner's management of clients' portfolios or Mariner's other advice or services. Mariner pays Schwab Institutional fees for client referrals received through the SAN. Mariner's participation in the SAN raises potential conflicts of interest described below.

Mariner pays Schwab Institutional a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab Institutional and a Non-Schwab Institutional Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by Mariner is a percentage of the value of the assets in the client's account. Mariner pays Schwab Institutional the Participation Fee for so long as the referred client's account remains in custody at Schwab Institutional. The Participation Fee is billed to Mariner quarterly and may be increased, decreased or waived by Schwab Institutional from time to time. The Participation Fee is paid by Mariner and not by the client. Mariner has agreed not to charge clients referred through the SAN fees or costs greater than the fees or costs Mariner charges clients with similar portfolios who were not referred through the SAN.

Mariner generally pays Schwab Institutional a Non-Schwab Institutional Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab Institutional. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab Institutional. The Non-Schwab Institutional Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab Institutional. The Non-Schwab Institutional Custody Fee is higher than the Participation Fees Mariner would generally pay in a single year. Thus, Mariner would have an incentive to recommend that client accounts be held in custody at Schwab Institutional.

The Participation and Non-Schwab Institutional Custody Fees will be based on assets in accounts of Mariner's clients who were referred by Schwab Institutional and those referred clients' family members living in the same household. Thus, Mariner would have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab Institutional.

For accounts of Mariner's clients maintained in custody at Schwab Institutional, Schwab Institutional will not charge the client separately for custody but will receive compensation from Mariner's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab Institutional. Schwab Institutional also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab Institutional. Schwab Institutional's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, Mariner has an incentive to cause trades to be executed through Schwab Institutional rather than another broker-dealer. Mariner acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab Institutional can be executed through a different broker-dealer than trades for Mariner's other clients. Thus trades for accounts custodied at Schwab Institutional can be executed at different times and different prices than trades for accounts that are executed at other broker-dealers.

***Mariner, LLC's participation in Fidelity Wealth Advisor Solutions® Program.*** Mariner has received referrals from Mariner, LLC to serve as a subadviser for Fidelity clients due to Mariner, LLC's participation in Fidelity Wealth Advisor Solutions® Program (the "WAS Program"). Through its participation in the WAS Program, Mariner, LLC receives referrals from Strategic Advisers, Inc. ("SAI"), a registered investment adviser and subsidiary of FMR LLC, the parent company of Fidelity Investments. Mariner, LLC and Mariner are not affiliated with SAI or FMR LLC. SAI does not supervise or control Mariner, LLC or Mariner, and SAI has no responsibility or oversight for the investment management or other advisory services provided by Mariner, LLC or Mariner. Mariner receives a fee from Mariner, LLC for its provision of subadvisory services to the referred clients. This fee is paid solely from Mariner, LLC's investment advisory fee and shall not result in any additional charge to the client. As a result of the above, Mariner has a potential conflict of interest with respect to the decision to use certain affiliates of SAI, including FBS, for execution, custody and clearing for certain client accounts, and Mariner has a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred as part of the WAS Program. Notwithstanding the relationship with Mariner, LLC and

Mariner, LLC's participation in the WAS Program, nothing mentioned herein limits Mariner's duty to select brokers on the basis of best execution.



## **Item 15 – Custody**

Situations where Mariner is deemed to have custody of client assets include affiliates serving as trustee or co-trustee of client accounts; where Mariner operates under a standing letter of authorization or instructs custodians on a client's instruction to move assets to third parties; or where Mariner has clients with custodial accounts at custodians that do not meet the criteria set forth in the SEC's no action letter to the Investment Adviser Association dated February 21, 2017. In such cases, we will undergo an annual surprise examination of client assets by an independent auditor if required.

In addition, in many cases we have the authority to debit our clients' custodial accounts for advisory fees. We are deemed to have custody of those assets if, for example, we are authorized and instructed by a client's custodian to deduct our advisory fees directly from the account or if we are granted authority to move money from a client's account to another person's account. At all times, the custodial bank maintains actual custody of those assets.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge clients to carefully review such statements and compare such official custodial records to the account statements that we provide to clients. To the extent requested by our clients, our statements can vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

### *Discretionary Authority*

We typically receive discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. For certain clients, their assets may be invested in one or more centrally managed model portfolios. Generally, there are no limitations on the securities we will purchase or sell, the amount of the securities we will purchase or sell, the broker or dealer we will use to execute a transaction and commission rates paid.

Clients may impose reasonable restrictions, limitations or other requirements with respect to their individual accounts. Any limitations on our discretionary authority to manage securities accounts on behalf of clients would be initiated and imposed by the client. Examples of common guideline restrictions include limitations prohibiting the purchase or sale of a particular security or type of security. Specific client investment restrictions may limit our ability to manage those assets like other similarly managed portfolios. This may impact the performance of the account relative to other accounts and the benchmark index. These clients are informed that their restrictions may impact performance.

Employer sponsored retirement clients can determine to engage Mariner to provide investment management services on a discretionary basis as provided for in Section 3(38) of ERISA. Prior to the Firm assuming discretionary authority over the management of a Plan's assets, the client shall be required to execute an Agreement setting forth the scope of the services to be provided.

### *Non-Discretionary Authority*

To the extent Mariner manages a client's account on a non-discretionary basis, Mariner will make investment recommendations to the client as to which securities are to be purchased or sold, and the amounts to be purchased or sold. Upon approving the recommended transactions, the client may request that Mariner direct the execution of purchase or sale orders to implement the recommended transactions for the client's account. Mariner then may be given authority to determine the brokers or dealers through which the transactions will be executed, and the commission rates, if any, paid to effect the transactions. As described above with respect to discretionary accounts, the client may direct that transactions be effected with specific brokers or dealers. As noted in Item 4, Mariner will require clients to approve any third-party managers who require a separate agreement and are not retained as sub-advisers for the account by Mariner or private fund allocations on a non-discretionary basis.

Employer sponsored retirement clients can determine to engage Mariner to provide investment advisory services on a non-discretionary basis as provided for in Section 3(21) of ERISA. Prior to the Firm assuming discretionary authority over the management of a Plan's assets, the client shall be required to execute an Agreement setting forth the scope of the services to be provided.

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

Mariner will vote client proxies, where such responsibility has been properly delegated to and assumed by the Firm. We cast proxy votes in a manner consistent with the best interest of our clients. In the event that Mariner has authority to vote proxies for a client, Mariner will delegate the responsibility to review proxy proposals and make voting recommendations to a non-affiliated third party vendor. Proxies will be voted consistent with our Proxy Voting Policies and Procedures. At any time, clients may contact us to request information about how we voted proxies for that client's securities or to get a copy of our Proxy Voting Policies and Procedures.

Our Proxy Voting Policies and Procedures authorize Mariner to delegate certain proxy voting functions to service providers, and we have contracted with Broadridge Financial Solutions ("Broadridge") to utilize their Proxy Edge<sup>®</sup> platform ("PE"). At this time, Mariner votes all proxies for its advisory clients using the PE platform. Under the terms of its arrangement with Broadridge, Mariner will generally follow the recommendations from Glass Lewis & Co. ("Glass Lewis") a third-party proxy advisory company. Mariner can instruct PE to vote either for or against a particular type of proposal or Mariner can instruct PE to seek instruction with respect to that particular type of proposal from Mariner on a case-by-case basis ("Voting Instructions"). PE receives all proxy statements and sorts the proposals according to Mariner's Voting Instructions. Proposals for which a voting decision has been pre-determined are automatically voted by PE pursuant to the Voting Instructions. Case-by-case decisions are generally made by the Chief Investment Officer.

On occasion, Mariner may determine not to vote a particular proxy. This may be done, for example where: (1) the cost of voting the proxy outweighs the potential benefit derived from voting; (2) a proxy is received with respect to securities that have been sold before the date of the shareholder meeting and are no longer held in a client account; (3) despite reasonable efforts, Mariner receives proxy materials without sufficient time to reach an informed voting decision and vote the proxies; (4) the terms of the security or any related agreement or applicable law preclude Mariner from voting; or (5) the terms of an applicable advisory agreement reserve voting authority to the client or another party.

Additional information on our Proxy Voting Policies and Procedures is set forth below:

- Mariner's policy is to vote client shares primarily in conformity with Glass Lewis' recommendations, in order to limit conflict of interest issues between Mariner and its clients. Glass Lewis is neutral and issues recommendations based upon its own internal guidelines.
- Mariner may vote client shares inconsistent with Glass Lewis' recommendations if Mariner believes it is in the best interest of its clients.
- Mariner votes client shares via PE which retains a record of proxy votes for each client.
- Mariner's Compliance Department will periodically review proxy votes to ensure consistency with its procedures.

- In situations where there is a conflict of interest in the voting of proxies due to business or personal relationships that Mariner maintains with persons having an interest in the outcome of certain votes, Mariner will take appropriate steps to ensure that our proxy voting decisions are made in the best interest of our clients.
- Mariner will follow the provisions of any ERISA plan's governing documents in the voting of plan securities, unless it determines that to do so would breach its fiduciary duties under ERISA.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and have not been the subject of a bankruptcy proceeding.

## **MARINER WEALTH ADVISORS-CINCINNATI, LLC dba Mariner Wealth Advisors ("Mariner") PRIVACY POLICY**

**At Mariner**, maintaining your trust and confidence is among our highest priorities. We recognize that protecting the privacy and security of our clients is an important responsibility. That's why we want you to understand how we protect your privacy when we collect and use information about you, and the steps that we take to safeguard that information.

**The Privacy Policy of Mariner** - Mariner has adopted this policy with recognition that protecting the privacy and security of the personal information we obtain about our clients is an important responsibility. We also know that you expect us to service you in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. We want you to know what information we collect, how we use and safeguard that information, the reasons why we chose to share or disclose clients' personal information, and whether you can limit this sharing.

**What Information We Collect** - We collect certain nonpublic personal identifying information about you (such as your name, address, social security number, etc.) from information that you provide on applications or other forms as well as communications (electronic, telephone, written or in person) with you or your authorized representatives (such as your attorney, accountant, etc.). We also collect information about your assets, brokerage accounts and transactions (such as purchases, sales, account balances, inquiries, etc.).

**What Information We Disclose** - We do not disclose the nonpublic personal information we collect about our clients except: (i) in furtherance of our business relationship with them and then only to those persons necessary to effect the transactions and provide the services that they authorize (such as broker-dealers, custodians, independent managers etc.); (ii) to persons assessing our compliance with industry standards (e.g., professional licensing authorities, etc.); (iii) our attorneys, accountants, and auditors; or (iv) as otherwise provided by law.

We are permitted by law to disclose the nonpublic personal information about you to governmental agencies and other third parties in certain circumstances (such as third parties that perform administrative services on our behalf or for our affiliates' everyday business purposes). These third parties are prohibited to use or share the information for any other purpose. If you decide at some point to either terminate our services or become an inactive client, we will continue to adhere to our privacy policy, as may be amended from time to time. Federal law gives consumers the right to limit some but not all sharing of personal information.

**Security of Your Information** - We restrict access to your nonpublic personal information to individuals who need to know that information to service your account. We maintain physical, electronic and procedural safeguards that comply with applicable federal or state standards to protect your nonpublic personal information.

**Changes to our Privacy Policy or Relationship with You** - Our Policy about obtaining and disclosing information may change from time to time. We will provide you notice of any material change to this policy before we implement the change.