

Disclosure Brochure

March 29, 2019

COASTAL BRIDGE ADVISORS

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of LLBH Private Wealth Management, LLC d/b/a Coastal Bridge Advisors (hereinafter "Coastal Bridge Advisors"). If you have any questions about the contents of this brochure, please contact James Pratt-Heaney at (203) 683-1530. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Coastal Bridge Advisors is available on the SEC's website at www.adviserinfo.sec.gov.

Coastal Bridge Advisors is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

In this Item, Coastal Bridge Advisors is required to discuss any material changes that have been made to the brochure since the Firm's last annual update filed March 30, 2018. The Firm has the following changes to disclose in relation to this Item:

- Coastal Bridge Advisors has updated Item 10 and 14 to reflect that Beirne Wealth Consulting (“BWC”) is no longer under common control with the firm. Coastal Bridge Advisors will continue to utilize BWC as an *Independent Manager* (as defined below) where it is in the best interest of the client to do so.
- Coastal Bridge Advisors has updated Item 14 to reflect that it may receive expense reimbursement for travel from sponsors and distributors of investment products.
- In addition, in July 2018, Focus Financial Partners Inc. (“*Focus Inc.*”) conducted an initial public offering (“*IPO*”) of shares of its common stock. *Focus Inc.* is the sole managing member of Focus Financial Partners, LLC (“*Focus LLC*”) and as of the *IPO* owned approximately two-thirds of the economic interests in *Focus LLC*. Because Coastal Bridge Advisors is an indirect, wholly-owned subsidiary of *Focus LLC*, Coastal Bridge Advisors is an indirect, majority-owned subsidiary of *Focus Inc.*, a public company. Item 4 and Item 10 have been revised to reflect this new ownership structure.

Coastal Bridge Advisors has no other changes to disclose in relation to this Item.

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Item 4. Advisory Business

Coastal Bridge Advisors provides financial planning, consulting, and investment management services to its clients. Coastal Bridge Advisors provides close consultation and consideration of its clients' goals and risk tolerance before reaching a mutual decision with the client on how best to seek to build and preserve their wealth. Coastal Bridge Advisors follows a rigorous and disciplined process and seeks to leverage high-quality investment products and providers to create a diversified portfolio aimed at meeting its clients' objectives.

Coastal Bridge Advisors is results focused. The firm's goal-based investment planning process is designed to deal with significant events in its clients' lives and in the external environment. As conditions change, Coastal Bridge Advisors will implement mid-course corrections with the goal of keeping its clients on-track.

Coastal Bridge Advisors has been in business since December 2009. As of December 31, 2018, Coastal Bridge Advisors had \$2,097,536,887 in assets under management, all of which was managed on a discretionary basis.

Bill Loftus, Jim Pratt-Heaney and Kevin Burns ("*Coastal Bridge Advisors Principals*") manage Coastal Bridge Advisors pursuant to a management agreement between Partner Wealth Management, LLC and Coastal Bridge Advisors. The *Coastal Bridge Advisors Principals* serve as officers of the firm and are responsible for the management, supervision and oversight of the firm.

Coastal Bridge Advisors is part of the Focus Financial Partners, LLC ("*Focus LLC*") partnership. Specifically, Coastal Bridge Advisors is a wholly-owned subsidiary of Focus Operating, LLC, which is a wholly-owned subsidiary of *Focus LLC*. Focus Financial Partners Inc. ("*Focus Inc.*") is the sole managing member of *Focus LLC* and is a public company traded on the NASDAQ Global Select Market. *Focus Inc.* owns approximately two-thirds of the economic interests in *Focus LLC*. *Focus Inc.* has no single 25% or greater shareholder. *Focus Inc.* is the managing member of *Focus LLC* and has 100% of its governance rights. Accordingly, all governance is through the voting rights and Board at *Focus Inc.* As of the end of 2018, investment vehicles affiliated with Stone Point Capital, LLC ("*Stone Point*") had a greater than 25% voting interest in *Focus Inc.*, and *Stone Point* had the right to designate two of seven directors on the *Focus Inc.* Board. As of the end of 2018, investment vehicles affiliated with Kohlberg Kravis Roberts & Co. L.P. ("*KKR*") had a less than 25% voting interest in *Focus Inc.*, and *KKR* had the right to designate one of seven directors on the *Focus Inc.* Board.

Focus LLC also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, and other financial service firms (the "*Focus Partners*"), most of which provide wealth management, benefit consulting and investment consulting services to individuals, families, employers, and institutions. Some *Focus Partners* also manage or advise limited partnerships, private funds, or investment companies as disclosed on their respective Form ADVs.

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Prior to engaging Coastal Bridge Advisors to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Coastal Bridge Advisors setting forth the terms and conditions under which Coastal Bridge Advisors renders its services (collectively the “*Agreement*”).

This disclosure brochure describes the business of Coastal Bridge Advisors. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Coastal Bridge Advisors’ officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Coastal Bridge Advisors’ behalf and is subject to Coastal Bridge Advisors’ supervision or control.

Financial Planning and Consulting Services

Coastal Bridge Advisors may provide its clients with a broad range of comprehensive financial planning and consulting services. These services may include cash flow analysis, retirement, education, business planning, investments, insurance, and tax needs of the client. Additionally, through *Financial Institutions* (as defined below), Coastal Bridge Advisors may provide margin loans, collateralized loans against a client’s holdings and access to residential mortgages. The firm’s financial planning and consulting services may be included as part of Coastal Bridge Advisors’ overall investment management services (described below).

Coastal Bridge Advisors may recommend the services of itself, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Coastal Bridge Advisors recommends its own services. The client is under no obligation to act upon any of the recommendations made by Coastal Bridge Advisors under a financial planning or consulting engagement or to engage the services of any such recommended professional, including Coastal Bridge Advisors itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Coastal Bridge Advisors’ recommendations. Clients are advised that it remains their responsibility to promptly notify Coastal Bridge Advisors if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Coastal Bridge Advisors’ previous recommendations and/or services.

Investment Management Services

As detailed in Item 8, Coastal Bridge Advisors provides investment management services to its clients. Coastal Bridge Advisors allocates a majority of client investment management assets among *Independent Managers* (as defined below). Coastal Bridge Advisors also allocates a small portion of client assets to the Coastal Bridge Advisors Wrap Fee Program (the “*Wrap Program*”), a wrap fee program. A complete description of the *Wrap Program*’s terms and conditions (including fees) are contained in the *Wrap Program*’s wrap fee brochure.

Use of Independent Managers

As mentioned above, Coastal Bridge Advisors recommends that most clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment managers ("*Independent Managers*"), based upon the stated investment objectives of the client. The terms and conditions under which the client engages the *Independent Managers* are set forth in a written agreement between Coastal Bridge Advisors and the designated *Independent Managers* or wrap sponsor (such as Envestnet). For certain *Independent Managers*, the specific terms and conditions may be set forth in a separate written agreement between the client and the *Independent Manager*. Coastal Bridge Advisors generally renders services to the client relative to the discretionary selection of *Independent Managers*. Coastal Bridge Advisors also monitors and reviews the account performance and the client's investment objectives. Coastal Bridge Advisors receives an annual advisory fee which is based upon a percentage of the market value of the assets being managed by the designated *Independent Managers*.

When selecting an *Independent Manager* for a client, Coastal Bridge Advisors reviews information about the *Independent Manager* such as its disclosure statement and/or material supplied by the *Independent Manager* or independent third parties for a description of the *Independent Manager's* investment strategies, past performance and risk results to the extent available. Factors that Coastal Bridge Advisors considers in recommending an *Independent Manager* include the client's stated investment objectives, management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fees charged by the designated *Independent Managers*, together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, may be exclusive of, and in addition to, Coastal Bridge Advisors' investment advisory fee.

In addition to Coastal Bridge Advisors' written disclosure statement, the client also receives the written disclosure statement of the designated *Independent Managers*. Certain *Independent Managers* may impose more restrictive account requirements and varying billing practices than Coastal Bridge Advisors. In such instances, Coastal Bridge Advisors may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

Coastal Bridge Advisors tailors its advisory services to the individual needs of clients. As described in detail in Item 8 below, Coastal Bridge Advisors consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. Coastal Bridge Advisors ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Coastal Bridge Advisors if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Coastal Bridge Advisors' management services.

Advice to Retirement Plan Participants

Coastal Bridge Advisors is a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“*ERISA*”) with respect to investment management services and investment advice provided to *ERISA* plan clients, including *ERISA* plan participants. Coastal Bridge Advisors is also a fiduciary under the Internal Revenue Code (“*IRC*”) with respect to investment management services and investment advice provided to *ERISA* plans, *ERISA* plan participants, IRAs and IRA owners. As such, Coastal Bridge Advisors is subject to specific duties and obligations under *ERISA* and the *IRC* that include, among other things, prohibited transaction rules which are intended to prohibit fiduciaries from acting on conflicts of interest. When a fiduciary gives advice in which it has a conflict of interest, the fiduciary must either avoid or eliminate the conflict or rely upon a prohibited transaction exemption.

Item 5. Fees and Compensation

Coastal Bridge Advisors offers its services on a fee basis, which may include fixed fees as well as fees based upon assets under management. Additionally, certain of Coastal Bridge Advisors’ *Supervised Persons* may offer insurance products under a commission arrangement.

Financial Planning and Consulting Fees

Coastal Bridge Advisors may charge a fixed fee and/or hourly fee for consulting services. These fees are negotiable, but generally range from \$5,000 to \$100,000 on a fixed fee basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. If the client engages Coastal Bridge Advisors for additional investment advisory services, Coastal Bridge Advisors may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services. Prior to engaging Coastal Bridge Advisors to provide financial planning and/or consulting services, the client is required to enter into a written agreement with Coastal Bridge Advisors setting forth the terms and conditions of the engagement. Generally, Coastal Bridge Advisors requires one-half of the consulting fee (estimated fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the completion of the agreed upon services.

Investment Management Fee

Coastal Bridge Advisors generally provides investment management services utilizing *Independent Managers* for an annual fee based upon a percentage of the market value of the assets being managed by Coastal Bridge Advisors. In this circumstance, Coastal Bridge Advisors’ annual fee is exclusive of, and in addition to the *Independent Manager* fee, brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Coastal Bridge Advisors does not, however, receive any portion of these commissions, fees, and costs. Coastal Bridge Advisors’ annual fee is prorated and

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charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The annual fee varies in accordance with the following blended fee schedule:

PORTFOLIO VALUE	BASE FEE
First \$1,000,000	1.25%
\$1,000,000 - \$5,000,000	1.00%
\$5,000,000 - \$10,000,000	0.80%
\$10,000,000 - \$50,000,000	0.65%
Above \$50,000,000	0.50%

Notwithstanding the foregoing, the annual fee for assets under management in accounts held at Cidel Bank & Trust, Inc. ("*Cidel*") will be negotiated and will generally be higher than the fee schedule set forth herein, due to the additional administrative cost associated with the Firm's management of such accounts. As set forth in Item 12, below, the Firm will recommend *Cidel* as custodian to certain non-US clients and high net worth US clients with interests in foreign entities (e.g. trusts, limited liability companies, and partnerships).

Coastal Bridge Advisors, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

Wrap Program Fees

As stated in Item 4, Coastal Bridge Advisors also allocates a small portion of client assets through its own *Wrap Program*. Pursuant to the *Wrap Program*, Coastal Bridge Advisors provides investment management services and arranges for brokerage transactions under a single annualized fee. Participants in the *Wrap Program* may pay a higher aggregate fee than if investment management and brokerage services are purchased separately. A complete description of the *Wrap Program's* terms and conditions (including fees) are contained in the *Wrap Program's* wrap fee brochure.

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), Coastal Bridge Advisors generally recommends that clients utilize the brokerage and clearing services of Pershing, LLC through Pershing Investment Manager Services ("*Pershing*"), the Bank of New York Mellon ("*BNY*"), and National Financial Services LLC and Fidelity Brokerage Services LLC (together with affiliates, "*Fidelity*") for investment management accounts. In addition, the Firm will recommend that certain clients utilize *Cidel* as custodian.

Coastal Bridge Advisors may only implement its investment management recommendations after the client has arranged for and furnished Coastal Bridge Advisors with all information and authorization regarding accounts with appropriate financial institutions. Such financial institutions include, but are not

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limited to, *Pershing, BNY, Fidelity, Cidel* any other broker-dealer recommended by Coastal Bridge Advisors, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the “*Financial Institutions*”).

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as fees charged by *Independent Managers* (as defined below), custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), 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. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to Coastal Bridge Advisors’ fee.

Coastal Bridge Advisors’ *Agreement* and the separate agreement with any *Financial Institutions* may authorize Coastal Bridge Advisors or *Independent Managers* to debit the client’s account for the amount of Coastal Bridge Advisors’ fee and to directly remit that management fee to Coastal Bridge Advisors or the *Independent Managers*. Any *Financial Institutions* recommended by Coastal Bridge Advisors have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Coastal Bridge Advisors.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Coastal Bridge Advisors and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Coastal Bridge Advisors’ fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to Coastal Bridge Advisors’ right to terminate an account. Additions may be in cash or securities provided that Coastal Bridge Advisors reserves the right to liquidate any transferred securities or decline to accept particular securities into a client’s account. Clients may withdraw account assets on notice to Coastal Bridge Advisors, subject to the usual and customary securities settlement procedures. However, Coastal Bridge Advisors designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client’s investment objectives. Coastal Bridge Advisors may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter that are equal to or greater than \$100,000, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter.

Item 6. Performance-Based Fees and Side-by-Side Management

Coastal Bridge Advisors does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Coastal Bridge Advisors primarily provides its services to individuals. However, Coastal Bridge Advisors may also provide services to *ERISA* plans, trusts, estates, charitable organizations, insurance companies, corporations and business entities.

Minimum Account Requirements

As a condition for starting and maintaining an investment management relationship, Coastal Bridge Advisors imposes a minimum portfolio value of \$5,000,000. Coastal Bridge Advisors may, in its sole discretion, accept clients with smaller portfolios based upon certain criteria, including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, pre-existing client, account retention, and pro bono activities. Coastal Bridge Advisors only accepts clients with less than the minimum portfolio size if the Firm determines the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. Coastal Bridge Advisors generally aggregates 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 & Investment Strategies

Coastal Bridge Advisors provides close consultation and consideration of its clients' goals and risk tolerance before reaching a mutual decision with the client on how best to seek to build and preserve their wealth. Coastal Bridge Advisors follows a rigorous and disciplined process and seeks to leverage high-quality investment products and providers to create a diversified portfolio aimed at meeting its clients' objectives.

Initially, Coastal Bridge Advisors conducts an in-depth planning process which takes into consideration, among other things, cash flow analysis, retirement, education, business planning, investments, insurance, and the tax needs of the client. Coastal Bridge Advisors conducts an extensive planning process which includes both qualitative and quantitative analysis of the client's current position and future goals.

In the firm's sole discretion and upon the completion of the planning process, Coastal Bridge Advisors may conduct a "stress test" of its recommended allocations using Monte Carlo Analysis. The firm will

then construct portfolios using what it believes to be the best investments available. Generally, Coastal Bridge Advisors believes using *Independent Managers* is the most effective strategy for managing client assets. In these cases, Coastal Bridge Advisors has discretionary authority to select the *Independent Managers*, and then monitors and reviews the client's account performance and investment objectives. When selecting an *Independent Manager* for a client, Coastal Bridge Advisors reviews information about the *Independent Manager* such as its disclosure statement and/or material supplied by the *Independent Manager* or independent third parties for a description of the *Independent Manager's* investment strategies, past performance and risk results to the extent available. Factors that Coastal Bridge Advisors considers in recommending an *Independent Manager* include the client's stated investment objectives, management style, performance, reputation, financial strength, reporting, pricing, and research.

Coastal Bridge Advisors also allocates a small portion of client assets to its *Wrap Program*. Pursuant to the *Wrap Program*, client assets are generally invested in mutual funds. In limited circumstances, Coastal Bridge Advisors may also utilize ETFs, private equity, structured products and hedge funds in accordance with the investment objectives of the client. A complete description of the *Wrap Program's* terms and conditions (including fees) are contained in the *Wrap Program's* wrap fee brochure.

Risks of Loss

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss. As such, a fund investor may incur substantial tax liabilities even when the fund underperforms.

Shares of 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 a mutual 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 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 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.

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There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Use of Independent Managers

For clients outside of the *Wrap Program*, Coastal Bridge Advisors generally recommends the use of *Independent Managers*. Coastal Bridge Advisors will continue to do ongoing due diligence of such managers, but the such recommendations relies, to a great extent, on the *Independent Managers* ability to successfully implement their investment strategy. In addition, Coastal Bridge Advisors does not have the ability to supervise the *Independent Managers* on a day-to-day basis other than as set forth in Item 4, above.

Use of Private Collective Investment Vehicles

Coastal Bridge Advisors may recommend the investment by certain clients who are “accredited investors” as defined under Rule 501 of the Securities Act of 1933, in privately placed collective investment vehicles (some of which may be typically called “hedge funds”). The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. The client will receive a private placement memorandum and/or other documents explaining such risks.

Cybersecurity

The computer systems, networks and devices used by Coastal Bridge Advisors and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage,

reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other *Financial Institutions*; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

Coastal Bridge Advisors is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Coastal Bridge Advisors does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Coastal Bridge Advisors is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. Coastal Bridge Advisors has described such relationships and arrangements below.

Focus Financial Partners, LLC Affiliation

As set forth above, Coastal Bridge Advisors is part of the *Focus LLC* partnership. *Focus LLC* also controls other registered investment advisers, broker-dealers, pension consultants, insurance firms, and other financial services firms—the *Focus Partners*. The *Focus Partners* provide wealth management, benefit and investment consulting services, serving primarily individuals, families, employers, and institutions. Among the *Focus Partners* are other SEC registered investment advisers that manage limited partnerships or limited liability companies which can be found on Coastal Bridge Advisors' Form ADV Part 1. Coastal Bridge Advisors' clients are not solicited to invest with any of the *Focus Partners*, nor are they solicited to invest in any of their related limited partnerships. Coastal Bridge Advisors' management does not feel that this relationship poses a material conflict to clients. The *Focus Partners* do not share client information amongst each other without prior consent, and management of the other *Focus Partners* is not involved in the services provided by Coastal Bridge Advisors. A list of all *Focus LLC* affiliates will be provided upon request or can be found at www.focusfinancialpartners.com.

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As set forth above, investment vehicles affiliated with *Stone Point* are owners of *Focus Inc.*, certain funds managed by *Stone Point* are collectively have a greater-than-25% voting interest in *Focus Inc.* Because Coastal Bridge Advisors is an indirect, wholly-owned subsidiary of *Focus Inc.*, the *Stone Point* investment vehicles are indirect owners of Coastal Bridge Advisors. Neither *Stone Point* nor any of its affiliates participates in the management or investment recommendations of our business. Coastal Bridge Advisors may recommend that clients invest in the common stock *Stone Point* or its affiliates. Coastal Bridge Advisors does not anticipate receiving a direct benefit as a result of any such recommendations. Further, Coastal Bridge Advisors will only recommend such investments if they are in the best interests of the relevant client.

Receipt of Insurance Commission

Certain of Coastal Bridge Advisors' *Supervised Persons*, in their individual capacities, are licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully-disclosed basis, the purchase of certain insurance products. A conflict of interest exists to the extent that Coastal Bridge Advisors or its *Supervised Persons* recommend the purchase of insurance products where Coastal Bridge Advisors or its *Supervised Persons* receive insurance commissions or other additional compensation.

In addition to the services mentioned herein, certain of Coastal Bridge Advisors' *Supervised Persons* may recommend advisory clients to various duly licensed insurance agencies. The insurance agencies render these services independently of Coastal Bridge Advisors. Where Coastal Bridge Advisors refers a client to one of these agencies, and the client subsequently engages that firm, Coastal Bridge Advisors may receive a referral fee from that firm in consideration for the referral. A conflict of interest exists to the extent that Coastal Bridge Advisors recommends the services of these agencies where Coastal Bridge Advisors' *Supervised Persons* receive fees.

Affiliation with Manifest Growth Fund 1, L.P. (the "Fund")

Certain principals of Coastal Bridge Advisors, Bill Loftus and Kevin Burns (the "*Coastal Bridge Advisors Principals*") are members and executive officers of the general partner of the *Fund*, Manifest Growth Fund GP, LLC (the "*General Partner*") and members of the management company for the *Fund*. Therefore, there is a conflict of interest whereby Coastal Bridge Advisors and the *Coastal Bridge Advisors Principals* have various incentives to recommend that clients invest in the *Fund*. For starters, the members of the *General Partner* will be entitled to receive a share of the carried interest distributed to the *General Partner* by the *Fund* and borne by its investors. The carried interest (potentially up to 20% of *Fund* profits) will not be distributed to the *General Partner* until all *Fund* investors receive a return of all capital contributed plus a five percent priority return, compounded annually. This profit sharing interest, coupled with an investment by one or more of the *Coastal Bridge Advisors Principals* in the *General Partner* and/or the *Fund* also creates a general incentive for the *Coastal Bridge Advisors Principals* to ensure that the *Fund* raises sufficient capital. Furthermore, the Coastal Bridge Advisors Principals have an added incentive to

recommend that Coastal Bridge Advisors clients invest in the *Fund* because their profit sharing percentages in the *General Partner* increase as they raise more capital for the *Fund*. Finally, one of the principals of the *General Partner* is a client of Coastal Bridge Advisors. This results in a conflict of interest for the Firm to favor that client due to this business relationship.

Coastal Bridge Advisors will not be charging an advisory fee on client assets invested in the *Fund*. Ultimately, however, the compensation earned by the Coastal Bridge Advisors Principals in connection with investments in the *Fund* by Coastal Bridge Advisors clients could exceed the advisory fees that clients would have otherwise paid Coastal Bridge Advisors with respect to those assets.

The foregoing conflicts of interest disclosures do not represent a complete list of pertinent conflicts of interest and risk factors associated with an investment in the *Fund*. For additional disclosures, clients should review the Confidential Private Placement Memorandum of the *Fund*.

Item 11. Code of Ethics

Coastal Bridge Advisors and persons associated with Coastal Bridge Advisors (“*Associated Persons*”) are permitted to buy or sell securities that it also recommends to clients consistent with Coastal Bridge Advisors’ policies and procedures.

Coastal Bridge Advisors has adopted a code of ethics that sets forth the standards of conduct expected of its *Associated Persons* and requires compliance with applicable securities laws (“*Code of Ethics*”). In accordance with Section 204A of the Investment Advisers Act of 1940 (the “*Advisers Act*”), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Coastal Bridge Advisors or any of its *Associated Persons*. The *Code of Ethics* also requires that certain of Coastal Bridge Advisors’ personnel (called “*Access Persons*”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in Coastal Bridge Advisors’ *Code of Ethics*, none of Coastal Bridge Advisors’ *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Coastal Bridge Advisors’ clients.

When Coastal Bridge Advisors is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Coastal Bridge Advisors is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell

such security. 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 mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Coastal Bridge Advisors to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, Coastal Bridge Advisors generally recommends that clients utilize the brokerage and clearing services of *Pershing, BNY, and Fidelity*. In addition, the Firm will recommend that certain non-US clients, as well as high net worth US clients with interests in foreign entities (e.g. trusts, limited liability companies, and partnerships), utilize *Cidel* as custodian.

Factors which Coastal Bridge Advisors considers in recommending *Pershing, BNY, Fidelity, Cidel* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Pershing* and *Fidelity* enable Coastal Bridge Advisors to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Pershing* and *Fidelity* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Coastal Bridge Advisors' clients comply with Coastal Bridge Advisors' duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Coastal Bridge Advisors 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 among others, the value of research provided, execution capability, commission rates, and responsiveness. Coastal Bridge Advisors seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom Coastal Bridge Advisors and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. Coastal Bridge Advisors periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct Coastal Bridge Advisors in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for

the account with that *Financial Institution*, and Coastal Bridge Advisors will not seek better execution services or prices from other *Financial Institutions* or be able to “batch” client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Coastal Bridge Advisors (as described below). As a result, the client may 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 its duty of best execution, Coastal Bridge Advisors may decline a client’s request to direct brokerage if, in Coastal Bridge Advisors’ sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Transactions for each client generally will be effected independently, unless Coastal Bridge Advisors decides to purchase or sell the same securities for several clients at approximately the same time. Coastal Bridge Advisors may (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 Coastal Bridge Advisors’ 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 Coastal Bridge Advisors’ clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Coastal Bridge Advisors determines to aggregate client orders for the purchase or sale of securities, including securities in which Coastal Bridge Advisors’ *Supervised Persons* may invest, Coastal Bridge Advisors generally does so in accordance with applicable rules promulgated under the *Advisers Act* and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Coastal Bridge Advisors does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Coastal Bridge Advisors determines 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, Coastal Bridge Advisors 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.

Coastal Bridge Advisors Disclosure Brochure

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Coastal Bridge Advisors in its investment decision-making process. Such research generally will be used to service all of Coastal Bridge Advisors' clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Coastal Bridge Advisors does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

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

Additionally, Coastal Bridge Advisors may receive the following benefits from *Pershing* and *Fidelity*: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services their institutional platform participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Coastal Bridge Advisors may also receive other economic benefits in the form of educational conferences and meetings and related materials sponsored by various mutual funds, insurance and annuity companies and other vendors. Coastal Bridge Advisors may also receive monetary support for technological, marketing and advertising needs from these entities which may be used towards Coastal Bridge Advisors' own client events. Clients are advised that a conflict of interest exists to the extent Coastal Bridge Advisors recommends products of these mutual fund families, insurance annuity companies or other vendors. However, the client is under no obligation to purchase these products, and Coastal Bridge Advisors shall not receive any other form of compensation from the mutual fund families, annuity companies or vendors for these events other than as set forth herein.

Item 13. Review of Accounts

For those clients to whom Coastal Bridge Advisors provides investment management services, Coastal Bridge Advisors monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least an annual basis. For those clients to whom Coastal Bridge Advisors provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one of Coastal Bridge Advisors’ investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Coastal Bridge Advisors and to keep Coastal Bridge Advisors informed of any changes thereto. Coastal Bridge Advisors contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom Coastal Bridge Advisors provides investment advisory services may also receive a report from Coastal Bridge Advisors that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a periodic basis. Clients should compare the account statements they receive from their custodian with those they receive from Coastal Bridge Advisors.

Those clients to whom Coastal Bridge Advisors provides financial planning and/or consulting services will receive reports from Coastal Bridge Advisors summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by Coastal Bridge Advisors.

Item 14. Client Referrals and Other Compensation

Coastal Bridge Advisors may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above. In the event a client is introduced to Coastal Bridge Advisors by either an unaffiliated or an affiliated solicitor, the Firm may pay that solicitor a referral fee in accordance with applicable state securities laws. Unless otherwise disclosed, any such referral fee is paid solely from Coastal Bridge Advisors’ 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 is required to provide the client with Coastal Bridge Advisors’ written brochure(s) and a copy of a solicitor’s disclosure statement containing the terms and conditions of the solicitation arrangement. Any affiliated solicitor of Coastal Bridge Advisors is required to disclose the nature of his or her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of the Firm’s written brochure(s) at the time of the solicitation.

Sponsorship Disclosure

From time to time, Coastal Bridge Advisors' parent company, *Focus LLC* holds partnership meetings and other industry and best-practices conferences, which typically include Coastal Bridge Advisors, other *Focus Partners* and external attendees. These meetings are first and foremost intended to provide training or education to personnel of *Focus Partners*, including Coastal Bridge Advisors. However, the meetings do provide sponsorship opportunities for asset managers, asset custodians, vendors and other third-party service providers. Sponsorship fees allow these companies to advertise their products and services to *Focus Partners*, including Coastal Bridge Advisors. Although the participation of *Focus Partners*' personnel in these meetings is not preconditioned on the achievement of a sales target for any conference sponsor, this practice could nonetheless be deemed a conflict as the marketing and education activities conducted, and the access granted, at such meetings and conferences could cause Coastal Bridge Advisors to focus on those conference sponsors in the course of its duties. *Focus LLC* attempts to mitigate any such conflict by allocating the sponsorship fees only to defraying the cost of the meeting or future meetings and not as revenue for itself or any affiliate, including Coastal Bridge Advisors. Conference sponsorship fees are not dependent on assets placed with any specific provider or revenue generated by such asset placement. The following entities have provided conference sponsorship to Focus in the last year:

- BlackRock, Inc.
- Fidelity Brokerage Services, LLC
- Orion Advisor Services, LLC
- Charles Schwab & Co., Inc.

Expense Reimbursement from Sponsors and Distributors of Investment Products

Coastal Bridge Advisors may receive expense reimbursement for travel from sponsors and distributors of investment products. Travel expense reimbursements typically result from Coastal Bridge Advisors' *Supervised Persons* travel to conduct due diligence of investments or to attend training events hosted by sponsors and distributors of investment products. Receipt of such expense reimbursement for travel poses a conflict of interest, as it creates an incentive for the firm to recommend the investments of those sponsors and distributors that offer this benefit. Travel reimbursements are not dependent on assets placed with any specific provider or the revenue generated by asset placement. Further, Coastal Bridge Advisors will only recommend such investments if they are in the best interests of the relevant client.

Item 15. Custody

Coastal Bridge Advisors' *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Coastal Bridge Advisors through such *Financial Institution* to debit the client's account for the amount of Coastal Bridge Advisors' fee and to directly remit that management fee to Coastal Bridge Advisors in accordance with applicable custody rules.

The *Financial Institutions* recommended by Coastal Bridge Advisors have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Coastal Bridge Advisors. In addition, as discussed in Item 13, Coastal Bridge Advisors also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Coastal Bridge Advisors.

Surprise Independent Examination

As Coastal Bridge Advisors is deemed to have custody over clients' cash, bank accounts or securities (for reasons other than those discussed above), the Firm is required to engage an independent accounting Firm to perform a surprise annual examination of those assets and accounts over which it maintains custody. Any related opinions issued by an independent accounting Firm are filed with the SEC and are publicly available on the SEC's Investment Adviser Public Disclosure website. Coastal Bridge Advisors does not have direct access to client funds as they are maintained with an independent qualified custodian.

Item 16. Investment Discretion

Coastal Bridge Advisors is generally given the authority to exercise discretion on behalf of clients. Coastal Bridge Advisors 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. Coastal Bridge Advisors is given this authority through a power-of-attorney included in the *Agreement* between Coastal Bridge Advisors and the client. Clients may request a limitation on this authority (such as requesting that certain securities not to be bought or sold). Coastal Bridge Advisors takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made;
- The *Financial Institutions* to be utilized; and
- The *Independent Managers* to be hired or fired.

Item 17. Voting Client Securities

Coastal Bridge Advisors accepts the authority to vote securities (i.e., proxies) on the behalf of certain clients. When Coastal Bridge Advisors accepts such responsibility, it will cast proxy votes only in a manner it believes consistent with the best interest of its clients. At any time clients may contact the Firm to request information about how Coastal Bridge Advisors voted proxies for that client's securities.

A brief summary of Coastal Bridge Advisors' proxy voting policies and procedures is as follows:

- The Firm has engaged Broadridge Financial Services, Inc. ("*Broadridge*"), a third-party, independent proxy advisory firm, to provide it with research, analysis, and recommendations on the various proxy proposals for the client securities that Coastal Bridge Advisors manages with the aim of maximizing shareholder value.
- In engaging *Broadridge* for that purpose, Coastal Bridge Advisors has reviewed *Broadridge's* guidelines proxy voting. Coastal Bridge Advisors will continue to review *Broadridge's* proxy voting services to ensure that proxies are being voted in the best interest of clients.

Where Coastal Bridge Advisors is responsible for voting proxies on behalf of a client, the client cannot direct the Firm's vote on a particular solicitation. The client, however, can revoke Coastal Bridge Advisors' authority to vote proxies. In situations where there is a conflict of interest in the voting of proxies due to business or personal relationships that Coastal Bridge Advisors maintains with persons having an interest in the outcome of certain votes, the Firm will take appropriate steps, whether by following *Broadridge's* third-party recommendation or otherwise, to ensure that proxy voting decisions are made in what it believes is the best interest of its clients and are not the product of any such conflict.

Item 18. Financial Information

Coastal Bridge Advisors does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, Coastal Bridge Advisors is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Coastal Bridge Advisors has no disclosures pursuant to this Item.

COASTAL BRIDGE ADVISORS

a Registered Investment Adviser

Prepared by:



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The Adviser's Adviser[®]