

Part 2A of Form ADV: Firm Brochure

Rothschild Investment LLC

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This brochure provides information about the qualifications and business practices of Rothschild Investment LLC ("Rothschild"). If you have any questions about the contents of this brochure, please contact Curtis Ellergodt, Chief Financial Officer and Chief Compliance Officer, at 312-983-8956 or cellergodt@rothschildinv.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Rothschild is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our Firm's CRD number is 728.

Item 2. MATERIAL CHANGES

There have been no material changes to Rothschild's Form ADV 2A since the last annual update (03/30/2023).

We will ensure that clients receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. Furthermore, we will provide clients with other interim disclosures about material changes as necessary.

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Item 4. ADVISORY BUSINESS

We are proud of our Firm's unique position in the investment industry. Established in 1908, Rothschild is the oldest Chicago-based investment firm that remains a separate entity under the guidance of its founding family.

We are uniquely structured to assist clients in the management of their personal and corporate finances. The professional staff averages 20 years' experience in working with professionals, business owners, and their retirement funds. In fact, the Firm caters to the corporate needs of the closely-held business and the personal needs of its owners. Rothschild has made a long-term commitment to working with entrepreneurs and their special investment requirements. The longevity of the Firm is testimony to our commitment to service and the implementation of a successful long-term investment philosophy.

Because no two businesses or individual situations are alike, Rothschild specializes in providing highly personalized asset management services for clients. Each account is individually structured and ongoing advice is provided.

Rothschild is a registered investment adviser with the Securities and Exchange Commission (the "SEC") under the Investment Advisers Act of 1940 as amended (the "Advisers Act"). As a fiduciary, it adheres to and is bound by the terms and provisions of that act. Registration with the SEC or any state securities authority does not imply a certain level of skill or training. Rothschild is also registered with the SEC and various states as a broker-dealer and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA") in that capacity.

Listed below are the Firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of the company):

- Tin Goose Holdings LLC

Our Philosophy

Recognizing that investment goals and requirements may vary widely, we stress the importance of establishing meaningful long-term investment objectives for each of our clients. A thorough understanding of overall assets, contribution and payout projections, in addition to client temperament, enables us to evaluate the relative importance of current income versus the potential for capital gains. We are then in a position to recommend an appropriate balance between equity and fixed-income investments and to suggest suitable risk parameters for portfolio investments. Our long-term objective is to establish a pattern of positive total return for our clients. We strive to achieve a combined rate of return sufficient to enhance, as well as protect, the real (inflation-adjusted) value of our clients' assets.

General Approach

A successful approach to investment management must ensure compliance with fiduciary standards while retaining the potential for meeting rate-of-return objectives. This requires both prudence and flexibility. Prudence involves ongoing supervision of assets while maintaining meaningful quality standards for investment and diversification of investment risks. Changing market environments necessitates the ability to be flexible.

Equity Selection

We rely primarily on basic fundamental analysis in selecting equity investments. We actively seek new investment candidates that meet our quality and liquidity requirements. Effective equity selection depends largely upon thorough analysis of both intermediate and long-term economic trends and a reasonable assessment of the relative attractiveness of various equity alternatives. An evaluation of future earnings, relative price-earnings ratios, and the consistency of historical results are examples of the criteria used in our selection process. Because over-diversification often leads to mediocre results, we concentrate our investments in the industry and market sectors we believe are most likely to benefit from anticipated economic developments.

Fixed Income Selection

In today's environment of frequent and sometimes dramatic changes in the level and direction of interest rates, some traditional fixed-income strategies are no longer effective. Our over-riding concern in structuring a bond portfolio is protection of principal. Therefore, we will normally construct portfolios comprised of laddered, short-term to intermediate-term investment grade fixed income securities to protect against interest rate risk and credit risk.

Investment Advisory Services

Our Firm provides ongoing advice to clients regarding the investment of their funds based on their individual needs. Through personal discussions with the client, investment goals and objectives are established based on the client's particular circumstances. We develop the client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss the client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer (or insurance company, if applicable) and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit

- Municipal securities
- Variable annuities (if applicable)
- Mutual fund shares
- United States governmental securities
- Options contracts on securities

Because some types of investments involve certain additional degrees of risk, Rothschild will implement/recommend them only when consistent with the client's level of sophistication as well as stated investment objectives, tolerance for risk, liquidity, and suitability.

Retirement Plan Consulting Services

We can also provide Retirement Plan Consulting Services as stand-alone services or alongside our traditional advisory services. Retirement Consulting Services are comprised of four distinct services. Clients may choose to use any or all of these services.

Investment Policy Statement Preparation (hereinafter referred to as "IPS"): We generally meet with the client to help determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our Firm assists with the preparation of a written IPS detailing those needs and goals. The IPS also may list the criteria for selection of investment vehicles as well as the procedures and timing interval that assist the client in monitoring investment performance of the plan.

Selection of Investment Options: We generally assist plan sponsors in constructing an appropriate investment mix. We will then help review various mutual funds (both index and managed) to help the client determine which investments are appropriate to implement, consistent with the client's IPS. The client determines the number of investment options to offer inside a plan.

Monitoring of Investment Performance: We generally assist the client in monitoring the plan's investments. Although our Firm is not involved in the purchase or sale of these investments, we typically help the client supervise the plan and make recommendations to the client as market factors and the client's needs dictate.

Employee Communications: For pension, profit sharing and 401(k) plan clients where individual plan participants exercise control over assets in their own account ("self-directed plans"), we will upon request also provide quarterly educational support and investment seminars designed for the plan participants. Rothschild and the client determine the nature of the topics to be covered under the guidelines established in ERISA Section 404(c).

Amount of Managed Assets

As of 12/31/2022, we were actively managing \$1,970,286,805 of clients' assets on a discretionary basis plus \$31,442,797 of clients' assets on a non-discretionary basis.

Item 5. FEES AND COMPENSATION

Our fees for Investment Advisory Services and Retirement Plan Consulting Services are presented separately below.

Investment Advisory Services

Our annual fees for Investment Advisory Services are based upon a percentage of assets under management and range from 0.25% to 1.50% per annum. Management fees are generally charged monthly or quarterly in advance, as outlined in the Investment Advisory Services Agreement. Clients direct whether management fees are to be debited directly from their accounts or billed separately. Fees may vary based upon account circumstances.

Our standard Investment Advisory Fee Schedule is shown below:

- | | |
|--|--------------|
| • 1.25% per annum on the first | \$3,000,000 |
| • 1% per annum on the next | \$4,000,000 |
| • 3/4 of 1% per annum on the next | \$8,000,000 |
| • 1/2 of 1% per annum on anything over | \$15,000,000 |

Limited Negotiability of Advisory Fees: Although Rothschild has established the standard fee schedule reflected above, we retain the discretion to negotiate alternative fees (both higher and lower) on a client-by-client basis. We consider client facts, circumstances, and needs in determining the applicable fee structure. These factors include the complexity of the client assets placed under management, anticipated future additional assets, related accounts, portfolio style, and account composition, among others. The specific annual fee schedule is agreed to in the contract between Rothschild and each client.

We may group certain related client accounts for the purposes of achieving account size tiers for determining the annualized fee (commonly called “householding”).

Performance-Based Fees (includes Contingency-Based Fees): Rothschild does not charge performance-based fees (see Item 6).

Retirement Plan Consulting Services

Rothschild offers several fee options for Retirement Plan Consulting Services. Rothschild may be compensated based on an annual percentage of plan assets for services involving ongoing reviews (see our fee schedule below), or we may be compensated by an hourly fee or fixed fee (hourly fees range from \$300-\$1,200 per hour). Alternatively, these different types of fees may also be combined as appropriate for the different types of services requested by the client.

Where we charge an annual asset-based fee for Retirement Plan Consulting Services, the fee ranges from 0.10% to 1.25% of plan assets, depending on the services requested and the size of the plan. Retirement Plan Consulting Services fees are charged monthly or quarterly, in advance, as agreed to in the appropriate services agreement. Fees may vary based upon account circumstances.

Our standard fee schedule for Retirement Plan Consulting Services is shown below:

<u>Assets Under Management</u>	<u>Annual Fee</u>
• under \$1,000,000	1.25%
• \$1,000,000 to \$5,000,000	1.00%
• \$5,000,001 to \$10,000,000	0.75%
• \$10,000,001 to \$25,000,000	0.50%
• Over \$25,000,000	Negotiable

For certain Retirement Plan Consulting Services clients, Rothschild will be designated as the broker of record for the relevant plan(s) and will receive brokerage-based compensation (including without limitation brokerage commissions, 12b-1 fees and other distribution fees) for the trades executed on behalf of the relevant plan(s) rather than receiving an asset-based fee as illustrated in the table above. In those circumstances, personnel of Rothschild who provide services to the relevant plan(s) and are registered representatives of Rothschild will receive a portion of the brokerage compensation paid to Rothschild by such plan(s). In such cases, Rothschild provides full disclosure to plan sponsors regarding such commissions and fees.

General Information Regarding Fees and Compensation

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days' prior written notice. As disclosed above, advisory fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the relevant billing period.

Mutual Fund Fees: All fees paid to Rothschild for investment advisory services are charged in addition to the fees and expenses charged by mutual funds, ETFs, or other investment vehicles to their shareholders. These fees and expenses are described in the relevant prospectus or other disclosure document. These fees generally include management fees, operating expenses, and, in some cases, a distribution fee. If a fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our Firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the underlying investment vehicles and our fees to fully understand the total amount of fees to be paid by the client, and to thereby evaluate the advisory services being provided. In some limited circumstances (such as where a client brings an existing mutual fund position to a new advisory relationship), the Firm will receive and retain 12b-1 or other distribution-related payments for a limited period of time (Rothschild will generally then either convert to a non-12b-1 share class, liquidate and reallocate the proceeds or exclude such assets from the advisory fee base).

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses that may be charged by custodians and imposed by broker-dealers including, but not limited to, any transaction charges imposed by a broker-dealer through which an investment adviser

representative effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Certain members of our management personnel as well as certain investment adviser representatives and other related persons of our Firm are also licensed as registered representatives of Rothschild in its capacity as a broker-dealer. Several of our principals and employees are also licensed as insurance brokers. In these other capacities, these individuals are able to implement investment recommendations for advisory clients for transaction-based compensation (i.e., commissions, 12b-1 fees or other sales-related forms of compensation). This presents a conflict of interest to the extent that these individuals recommend that a client invest in a security that results in a commission being paid to Rothschild. Clients are not under any obligation to Rothschild when considering implementation of advisory recommendations. The implementation of any or all recommendations and the broker-dealer with which to execute such recommendations is solely at the discretion of the client.

Our clients ordinarily choose to pay for the services of their representative through either (i) advisory fees paid to us in our capacity as an investment adviser (a portion of which is paid to the representative), or (ii) transaction-based compensation paid to us in our capacity as a registered broker-dealer (a portion of which is paid to the representative). If a client that is subject to an advisory fee elects to use Rothschild as its broker-dealer, Rothschild will receive its ordinary brokerage commissions for executing the relevant trades, but the client's representative will not receive any portion of such brokerage compensation.

In some cases, a Rothschild representative will refer a client that elects to use Rothschild as both the client's broker and investment adviser to another Rothschild representative for portfolio management services in which event the referring representative will receive a portion of the brokerage fees paid by such client and the portfolio manager will receive a portion of the advisory fees paid by such client. However, clients are under no obligation to use Rothschild as both broker and investment adviser.

In order to minimize the potential conflict of interest between the Firm and its clients, Rothschild limits its broker-dealer activity to brokering trades and does not inventory securities for resale to clients. Furthermore, the Firm does not make commission payouts to investment adviser representatives acting as portfolio managers for security transactions conducted for advisory accounts that they are responsible for managing. We recognize that commission costs adversely affect investment performance and we make every effort to keep these costs at a minimum.

ERISA Accounts: Rothschild acts as a fiduciary to advisory clients that sponsor employee benefit plans or hold individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our Firm is subject to specific duties and obligations under ERISA and the Code that include, among other things, restrictions concerning certain forms of compensation and business relationships. To avoid engaging in prohibited transactions, Rothschild generally relies on one or more exemptions from the prohibited transaction rules.

Because Rothschild is both a registered investment adviser and broker-dealer, a conflict exists where Rothschild acts as both investment adviser providing Investment Advisory Services and broker providing trade execution services for a benefit plan client. Therefore, all benefit plan clients that

retain Rothschild to provide Investment Advisory Services and brokerage services are required to re-affirm annually their desire to have Rothschild act in both capacities.

Advisory Fees in General: Clients should note that similar advisory services may be available from other investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under limited circumstances, we do require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Item 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Rothschild does not charge performance-based fees.

Item 7. TYPES OF CLIENTS

Rothschild provides advisory services to the following types of clients:

- Individuals, families, trusts and estates
- High net worth individuals
- Pension and profit sharing plans, IRAs
- Charitable organizations and foundations
- Corporations or other businesses not listed above

Rothschild does not require a minimum dollar value of assets or other condition for opening or maintaining an account for these types of clients.

In addition to the types of clients described above, Rothschild acts as investment manager to certain private pooled investment vehicles serving as conduit vehicles (each, a “Conduit Fund”). Each Conduit Fund is a special purpose entity (typically a limited partnership, limited liability company or offshore company) formed by Rothschild for the sole purpose of aggregating investor assets to a single entity and investing such assets in a designated underlying fund, which is typically a private fund managed by an unaffiliated third-party (the “Third-Party Managers”). These Third-Party Managers employ a variety of investment techniques and strategies, including, but not limited to venture, private equity and hedge fund strategies.

Conduit Funds managed by Rothschild are managed in accordance with each vehicle's investment guidelines and restrictions and are generally not tailored to the individual needs of any particular investor. In its capacity as investment manager, Rothschild’s principal services consist of providing investment advice regarding the investment of the assets of each Fund among professionally selected investment vehicles or accounts that are managed the Third-Party Managers, which are selected through a due diligence process.

With respect to Conduit Funds managed by Rothschild, the general requirements to invest in private funds (qualifications, minimum investment, etc.), as well as the applicable fees and expenses, are set forth in the relevant offering or governing documents (or in certain cases, in separate fee agreements between Rothschild and the private fund’s investors).

Item 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

We may use all or a combination of the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis: We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis: By analyzing past market movements and applying that analysis to the present, we attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. We may review charts of market and security activity in an attempt to identify when the market (or security) is moving up or down and to predict how long the trend may last and when that trend might reverse.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

Quantitative Analysis: We may use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share, and predict changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Qualitative Analysis: We evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data.

A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

Asset Allocation: Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis: We look at the experience and track record of the manager of the mutual fund or ETF to determine if that manager has demonstrated an ability to invest over a period of time and through different economic conditions. We also look at the underlying assets in a mutual fund or ETF to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis: Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategy

Our investment strategy employs a three-pronged approach: asset allocation, theme selection, and individual security selection. As mentioned previously, establishing meaningful long-term investment objectives for our clients is paramount to our investment strategy.

Risk of Loss

Securities investments are not guaranteed and clients may lose money on their investments. We work with clients in helping them understand their tolerance for risk. There can be no guarantee that any particular client's investment strategy will be successful or that clients will not suffer losses.

Item 9. DISCIPLINARY INFORMATION

On September 13, 2021, Rothschild entered into a settlement (the "Order") with the Securities and Exchange Commission (the "SEC") relating to recommendations of mutual fund shares to its clients. Without admitting or denying the SEC's findings, Rothschild consented to the entry of the Order which states that, as a result of the conduct described below, Rothschild violated Section 206(2) of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), which makes it unlawful for an investment adviser, directly or indirectly, to "engage in any transaction, practice or course of business which operates as a fraud or deceit upon any client or prospective client." and Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder, which require a registered investment adviser to adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Advisers Act and the rules thereunder.

The SEC alleged that Rothschild breached its fiduciary duty to advisory clients by failing to disclose two types of compensation it received based on its advisory clients' investments and that Rothschild

received fees as a result of client investments in certain mutual fund shares - specifically 12b-1 fees and revenue sharing payments from an unaffiliated clearing broker as a result of sweeping Rothschild's advisory clients' cash into certain money market mutual funds.

The SEC alleged that various investments that resulted in 12b-1 fees or revenue sharing payments were generally more expensive than lower cost options available to clients, and made related allegations of failure to seek best execution related to same and failure to consider alternative funds with similar strategies that might have been less costly.

Additionally, the SEC alleged that Rothschild failed to adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Advisers Act and the rules thereunder in connection with its mutual fund and cash sweep money market fund selection practices and its disclosure of the associated conflicts of interest.

The Order requires Rothschild to cease and desist from committing or causing any violations and any future violations of Sections 206(2) and 206(4) of the Advisers Act and Rule 206(4)-7 promulgated thereunder; censures Rothschild; requires Rothschild to pay disgorgement of \$1,885,360.59 and prejudgment interest of \$186,306.41 to compensate advisory clients who were affected by certain conduct detailed in the Order; and requires Rothschild to pay a civil monetary penalty in the amount of \$400,000.

Additional information regarding Rothschild or its IARs is available on the SEC's website at www.advisorinfo.sec.gov or www.finra.org/brokercheck. Rothschild's CRD number is 728.

Item 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Firm Registrations: In addition to Rothschild being a registered investment adviser with the SEC, our Firm is registered as a broker-dealer with the SEC and various states and is a member of FINRA.

Management Personnel Registrations: Certain members of our management personnel as well as certain investment adviser representatives and other related persons of our Firm are licensed as registered representatives of Rothschild in its capacity as a broker-dealer. Several of our principals and employees are also licensed as insurance brokers. These individuals, in these other capacities, can effect securities and other financial services transactions for which they will receive transaction-based compensation. Our clients ordinarily choose to pay for the services of their representative through either (i) advisory fees paid to us in our capacity as an investment adviser, or (ii) transaction-based compensation paid to us in our capacity as a registered broker-dealer. However, as noted above, in some cases a Rothschild representative will refer a client that elects to use Rothschild as both the client's broker and investment adviser to another Rothschild representative for portfolio management services in which event the referring representative will receive a portion of the brokerage fees paid by such client and the portfolio manager will receive a portion of the advisory fees paid by such client. Clients are under no obligation to use Rothschild as both broker and investment adviser.

While Rothschild and these individuals endeavor at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Management personnel of Rothschild work with various third-party administrators (“TPAs”) who provide back office support services to the sponsors of qualified retirement plans for a fee. In particular, TPAs provide account recordkeeping services and a trading platform (via internet and telephone) by which plan participants may direct the investment of assets in their qualified plan accounts. TPAs may refer plan sponsors in need of advisory services to our Firm. Conversely, we may refer clients in need of third-party administrative services to various TPAs. All fee arrangements are disclosed to the plan sponsors.

Third-party administrative services provided by the TPA are separate and distinct from the advisory services we provide, and are provided for separate and typical compensation. No advisory client is obligated to use a TPA recommended by Rothschild for any third-party administrative services, and no client of any TPA is obligated to utilize our advisory services. Sponsors or trustees of pension, profit-sharing, 401(k), IRA or other client accounts subject to the provisions of ERISA or the prohibited transaction provisions of the Code are solely responsible for determining whether or not to engage the services of a particular TPA.

Clients should be aware that the receipt of additional compensation by Rothschild and its management persons or employees creates a conflict of interest that may impair the objectivity of our Firm and these individuals when making advisory recommendations. Rothschild endeavors at all times to put the interests of its clients first as part of our fiduciary duty as a registered investment adviser. We take the following steps to address this conflict:

- We disclose to clients the existence of all material conflicts of interest, including when our Firm and our employees earn additional compensation from advisory clients in addition to our Firm’s advisory fees;
- We disclose to clients that they are not obligated to follow our investment recommendations or utilize our broker-dealer services;
- We require that our employees seek prior approval of any outside business activity so that we may ensure that any conflicts of interest in such activities are properly addressed;
- We periodically review all outside business activities for our employees to verify that any conflicts of interest continue to be properly addressed by our Firm; and
- We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Item 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our Firm has adopted a Code of Ethics which sets forth the high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Rothschild and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but also to the general principles that guide the Code of Ethics.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm’s

access persons. Among other things, our Code of Ethics also require access persons to get the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our Code of Ethics also provides for oversight, enforcement and recordkeeping provisions.

Rothschild's Code of Ethics further includes the Firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients, and may be requested by contacting Curtis Ellergodt, Chief Financial Officer and Chief Compliance Officer, at 312-983-8956, or by email sent to cellergodt@rothschildinv.com.

Rothschild may, at times, effect an agency cross-transaction for an advisory client, provided that the transaction is consistent with our Firm's fiduciary duty to the client and that all requirements outlined in SEC Rule 206(3)-2 adopted under the Advisers Act are met. An agency cross-transaction is a transaction where our Firm acts as an investment adviser in relation to a transaction in which Rothschild, or any person controlled by or under common control with our Firm, acts as broker for both the advisory client and for another person on the other side of the transaction.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our Firm and/or individuals associated with our Firm may buy or sell securities for their personal accounts identical to or different from those recommended to our clients. In addition, related persons may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our Firm that no employee may purchase or sell any security prior to a transaction(s) being implemented for an advisory account (so-called "frontrunning"), thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

However, we will aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients and employees will receive an average share price, and transaction costs (excluding commissions) will be shared on a pro-rata basis. In the instances where there is a partial fill of an aggregated order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts may be included in the pro-rata allocation.

Rothschild personnel may invest in certain Conduit Funds if they meet the suitability requirements of the particular fund. To the extent that Rothschild personnel invest in a Conduit Fund, Rothschild may have an incentive to favor such fund over other Conduit Funds in which Rothschild personnel are not invested. However, Rothschild believes that this risk is largely mitigated by the fact that Rothschild's ability to influence the behavior of the underlying funds is limited to non-existent.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our Firm's Code of Ethics to ensure our Firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our Firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our Firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our Firm that no employee may purchase or sell any security prior to a transaction(s) being implemented for an advisory account (so-called frontrunning"). This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our Firm requires prior approval for the purchase of any IPO or private placement investments by access persons of the Firm.
5. We maintain a list of all reportable securities transactions and holdings for our Firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our Firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All clients are fully informed that related persons will receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered, except in situations where our Firm is managing an account on a basis.
9. All of our principals and employees must act in accordance with all applicable Federal and State statutes and regulations governing registered investment advisers.
10. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our Firm.
11. We have established policies requiring the reporting of suspected or observed Code of Ethics violations to our senior management.
12. Any principal or employee who violates any of the above restrictions is subject to discipline, up to and including termination of employment.

As disclosed in the preceding section of this Brochure (Item 10), certain related persons of our Firm may be separately registered as securities representatives and/or licensed as insurance representatives. Please refer to Item 10 for important conflict of interest disclosures.

Item 12. BROKERAGE PRACTICES

Custodians are selected for reasons such as client preference, ease of safekeeping of securities, inability to easily transfer assets, ease of processing trades, etc. Rothschild recommends the clearing

and custody services of Pershing LLC. However, clients are free to choose custody arrangements with other brokerage firms (such as Charles Schwab and Fidelity), banks, and mutual fund companies. Rothschild is independently owned and has no affiliation with Pershing or any other custodian.

Rothschild receiving the benefits of Pershing's clearing and custody services is not contingent upon Rothschild or its clients committing any specific amount of business (assets in custody or trading commissions) to Pershing. It is typical that custodial services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that may be generally available only to institutional investors or would require a significantly higher minimum initial investment.

Clients may or may not directly benefit from products and services offered to us by Pershing. Products and services that assist Rothschild in managing and administering client accounts include, but are not limited to, software and other technology that:

- Provide access to client account data (such as trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide research, pricing and other market data;
- Facilitate payment of our fees from clients' accounts; and
- Assist with back-office functions, recordkeeping and client reporting.

Additionally, Pershing offers other services intended to help us manage and further develop our business enterprise. These services include without limitation:

- Compliance, legal and business consulting; and
- Publications and conferences on practice management and business succession.

Pershing makes available, arranges and/or pays third-party vendors for some of the services offered to Rothschild. Pershing also discounts or waives fees it would otherwise charge for some of these services or pays all or a part of the fees of a third party providing these services to our Firm. Pershing also provides other benefits such as educational events and occasional business entertainment of our personnel. Rothschild's receipt of these additional services does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

For clients that elect to custody their accounts with Pershing, Pershing allows Rothschild to mark up certain of the administrative fees charged by Pershing to client accounts. Rather than directly charge administrative fees itself, Rothschild has implemented an additional \$3.50 service charge per trade confirmation fee (Pershing charges its own trade confirmation fee for hard copy confirms) that is paid by the client to Pershing which then passes that full amount to Rothschild.

In addition, Rothschild receives agent fees on certain purchases of ADR securities (ADRs are U.S. bank instruments that represents investments in foreign securities) that is collected by Pershing and paid to Rothschild.

For clients that elect to custody their accounts with Pershing, see the Firm's Broker Dealer Disclosure Document for additional information regarding 12b-1 fees and other revenue sharing payments.

In situations where a client selects a different custodian, the client must provide a trading authorization and in most cases log-in information to Rothschild for access to their accounts. This authorization is limited to trading the assets of the account, and Rothschild is not authorized to move assets into or out of the account. There is generally no additional cost for Rothschild's services to clients who select a custodian other than Pershing, but it is on a case-by-case basis depending on the particulars of the situation. Some clients may be charged an additional fee for certain arrangements.

Brokerage custodians and mutual fund custodians generally do not charge separately for custody services, but instead are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into the custodian's account. However, bank custody (and trust custody) facilities generally do charge a separate custodial fee. In most instances involving a bank (or trust) custodian, clients will enter into a separate custody fee arrangement with that custodian.

Research and Other Soft Dollar Benefits:

Research services obtained through the use of soft dollars may be offered by brokers to whom brokerage is directed or by third parties that are compensated by such brokers. Rothschild does not attempt to put a specific dollar value on the research services rendered or to allocate the relative costs or benefits of those research services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients.

Some clients will pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if we determine in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers.

Section 28(e) of the Securities Exchange Act of 1934, as amended, establishes that certain uses of client commission dollars (so-called "soft dollars") will not result in a breach of fiduciary duty on the part of an investment adviser. The enumerated uses are for research and trading services. To the extent that Rothschild uses a service from a broker-dealer that encompass both 28(e) eligible and non-eligible soft dollar uses, we will make a good faith determination of the relative portions of each and will limit the use of soft dollars benefits to that portion of the service that is 28(e) eligible and Rothschild will pay the remaining portion out-of-pocket.

When Rothschild uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that we do not have to produce such products internally or compensate third parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions may result in a conflict of interest, because we may have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients. We believe that, based on the quality of the research and the thoroughness of the service, clients pay equitable commissions.

Brokerage for Client Referrals:

Rothschild does not ordinarily receive client referrals from broker-dealers used to execute trades for our clients. However, if any referrals fees are paid, such arrangements are disclosed to the client, and the impact of any referral fee is borne by Rothschild or other broker/dealer rather than by the client.

Directed Brokerage:

There are other brokerage firms that have lower commission rates than Rothschild. Commissions paid through Rothschild may vary based upon account circumstances. We retain the discretion to negotiate alternative commission rates on a client-by-client basis.

Clients may elect to direct brokerage to a specific broker(s) for trade execution. Clients are informed that if they elect to direct brokerage transactions through other brokerage firms, Rothschild may not be able to obtain best execution for them because we are unable to negotiate on their behalf. As a result, clients who direct brokerage transactions may pay higher commission rates or may receive less favorable prices.

Aggregate Orders:

We aggregate client orders when we believe it to be advantageous to clients. In these situations, clients will receive an average share price and execution costs will be shared on a pro-rata basis. No particular group or client(s) will be favored over others. In situations where an aggregate order results in a “partial fill” (meaning Rothschild is not able to fill the entire aggregate order), Rothschild will allocate the executed portion of the trade among participating accounts in an equitable manner. The goal is for clients to benefit from lower execution costs and better prices.

Item 13. REVIEW OF ACCOUNTS**Investment Advisory Services**

Reviews: Client accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client’s stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in the client’s individual circumstances. Account reviews may also be triggered by market, political, or economic developments. Reviews are conducted by the manager(s) assigned to the relationship.

Managers are supervised by James A. Franke, Managing Director, and Bradley Drake, Executive Vice President and Chief Compliance Officer.

Reports: In addition to the monthly statements and confirmations of transactions that clients receive from their custodian, we provide monthly or quarterly (as provided in the relevant client agreement) reports summarizing account performance, balances and holdings. Clients are encouraged to carefully review the statements provided by their custodian.

Retirement Plan Consulting Services

Reviews: Rothschild will review the client’s IPS whenever the client advises us of a change in circumstances regarding the needs of the plan. We will also review the investment options of the plan according to the agreed-upon time intervals established in the IPS. Such reviews will generally occur

no less frequently than quarterly. These accounts are reviewed by the manager(s) assigned to the account.

Managers are supervised by James A. Franke, Managing Director, and Bradley Drake, Executive Vice President and Chief Compliance Officer.

Reports: These client accounts will receive reports as contracted for at the inception of the advisory relationship.

Item 14. CLIENT REFERRALS AND OTHER COMPENSATION

Client Referrals: Rothschild may pay referral fees to independent persons or firms (“Solicitors”) for introducing clients to us. Whenever we pay a referral fee, we require that the prospective client be provided with and acknowledge receipt of a copy of this document (our Firm Brochure) and a separate disclosure statement that includes the following information:

- The Solicitor’s name and relationship with our Firm;
- The fact that the Solicitor is being paid a referral fee;
- The amount of the fee; and
- Whether the fee paid to us by the client will be above our normal fees in order to compensate the Solicitor.

The impact of any referral fee is borne by Rothschild, rather than by the client.

Other Compensation: Our Firm and/or our officers and representatives are eligible to receive compensation (including bonuses) for referring clients internally and for certain types of investment services that we manage internally. As noted above, in some cases a Rothschild representative will refer a client that elects to use Rothschild as both the client’s broker and investment adviser to another Rothschild representative for portfolio management services in which event the referring representative will receive a portion of the brokerage fees paid by such client and the portfolio manager will receive a portion of the advisory fees paid by such client. However, clients are under no obligation to use Rothschild as both broker and investment adviser.

Item 15. CUSTODY

We previously disclosed in Item 5 of this Brochure that some of our clients direct us to directly debit our advisory fees from their accounts.

As part of this billing process, the client’s custodian is advised of the amount of the fee to be deducted from that client’s account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians (electronically or by mail), we also send account statements directly to our clients on a monthly/quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings, and values are correct and current.

Rothschild is also deemed to have custody of certain client assets subject to Standing Letters of Authorization (“SLOA”) under the guidance provided by the SEC No-Action Letter issued to the Investment Adviser Association dated 2/21/17 (the “No-Action Letter”). If an adviser is deemed to have custody of client assets solely as a result of an SLOA, no surprise exam is required if the adviser satisfies the conditions established by the SEC in that No-Action Letter. Rothschild currently ensures that any SLOAs it has in place with its clients meet the conditions of the No-Action Letter.

Because we may be deemed to have custody of those client assets invested in Conduit Funds, Rothschild is subject to an annual surprise exam under the custody rules applicable to registered investment advisers.

Item 16. INVESTMENT DISCRETION

Clients may hire us to provide discretionary asset management services, in which case we are authorized to place trades in a client’s account without contacting the client prior to each trade to obtain the client’s consent.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell.

Clients give us discretionary authority when they sign a discretionary agreement with our Firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17. VOTING CLIENT SECURITIES

As a matter of Firm policy, we do not vote proxies on behalf of clients. Therefore, although our Firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted; and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client’s investment assets. Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client’s investment assets.

We may provide clients with assistance regarding proxy issues if they contact us with questions at our principal place of business.

Item 18. FINANCIAL INFORMATION

Under certain circumstances we do require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are required to include the attached financial statement.

Like all registered investment advisers, we are also required to disclose any financial condition that is likely to impair our ability to meet our contractual obligations. Rothschild has no additional financial circumstances to report.

Rothschild has not been the subject of a bankruptcy petition at any time.