

SMH CAPITAL ADVISORS, INC.

Cummer Moyers Financial Services Program (“CMFS Program”)

Wrap Fee Program Brochure

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May 31, 2013

This wrap fee program brochure provides information about the qualifications and business practices of SMH Capital Advisors, Inc. (“SMHCA”). If you have any questions about the contents of this brochure, please contact the Compliance Department at the above telephone number. 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.

SMH Capital Advisors, Inc. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about SMH Capital Advisors, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

On May 31, 2013 SMHCA updated its Privacy Policy.

Currently, our wrap fee program brochure may be requested by contacting Kristi Heffron, IA Compliance Officer, at 800-278-4308 or Kristi.Heffron@smhca.com. Our brochure is also available on our web site www.smhca.com, also free of charge.

Additional information about SMH Capital Advisors (“SMHCA”) is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with SMHCA who are registered, or are required to be registered, as investment adviser representatives of SMHCA.

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Services, Fees and Compensation

Services

For clients that would like to access strategies not offered through the SMHCA Separately Managed Account Program, or for those clients who wish to access SMHCA strategies without the use of a third-party advisor or platform, the CMFS Program is available. A client participating in the CMFS Program enters into a CMFS Program Agreement with SMHCA. Clients wishing to participate in the CMFS Program must utilize the custody and clearing services of First Clearing, LLC, ("FCC"). The minimum investment required to establish a program account depends on the selected strategy as outlined on the CMFS Program Agreement. SMHCA may waive the minimum account size at its discretion.

Cummer Moyers Financial Services Program ("CMFS Program") is a wrap fee program sponsored by SMHCA. The client retains SMHCA for the purpose of opening an investment advisory account ("Account") and participating in the CMFS Program. SMHCA will invest participating client assets in one of the strategies described below in exchange for an all inclusive asset-based fee ("Wrap Fee").

SMHCA and its Investment Advisor Representatives ("IARs") consider the client's financial situation, goals and investment objectives, risk tolerance, time horizon and other relevant factors, as described by the client in assisting the client to select a strategy. The client should inform IAR if changes occur in investment objectives or financial situation, or if the client wishes to impose reasonable restrictions on the account(s) which are not fundamentally inconsistent with the client's investment objective or the nature or operation of CMFS Program. Not less than annually, client portfolios are reviewed with clients by IAR to ensure strategy continues to meet the client's investment objectives and to determine if the client wishes to impose any new restrictions on the management of the account.

Fees and Compensation

Wrap Fee

The Wrap Fee includes a portfolio administration fee which includes discretionary investment advice including investment selection and allocation, and annual rebalancing. The other costs included are quarterly reporting, account service requests, brokerage commissions, transaction costs and clearance and custody of assets.

The Wrap Fee is charged quarterly, in advance. Fees will be deducted directly from client's managed account. Quarterly fees are payable on the first business day of each calendar quarter, based on the market value, including accrued interest and any cash or money balances of the account, on the last reporting day of the previous quarter. If a client has a margin balance, the quarterly fee is calculated based on the long market value. Market values and account information are downloaded into SMHCA's portfolio management software each day. The third-party pricing services used as part of this download may differ from those of the custodian. Performance and billing are based upon the values in the portfolio management software as reported by the third-party pricing service with accrued interest as calculated by SMHCA.

Fees are negotiable. When calculating the Wrap Fee, multiple accounts held within the same family are aggregated to determine the lowest percentage fee if all accounts are managed as one relationship.

Clients that terminate their account before the end of a quarter will receive a refund for any pre-paid services that were not received. Such refunds are calculated on a per diem basis and are due within thirty days of termination of the agreement.

The Wrap Fee is based on the amount of money the client invests in the Program and is not dependent on the amount of trading in the account or the advice given in any particular time period. The client should be aware that lower fees for comparable services may be available in other SMHCA programs or from other sources.

CMFS Program Wrap Fees

Assets Under Management	SMHCA Diversified Income, SMHCA Diversified Income with SMHRT and SMHCA Diversified Income Socially Responsible	SMHCA High Income and SMHCA High Income Socially Responsible	SMHCA Core Plus Intermediate Term with SMHRT
Up to \$1 million	1.25%	1.25%	.95%
Next \$4 million	1.00%	1.00%	.85%
Next \$5 million	0.80%	0.80%	.75%

CMFS Program Wrap Fee Schedule Continued

Assets Under Management	SMHCA Growth, SMHCA Balanced Growth and SMHCA Balanced Growth & Bonds	SMHCA Total Return Income
Up to \$1 million	1.00%	1.00%
Next \$4 million	1.00%	1.00%
Next \$5 million	1.00%	1.00%

Payment Method

The client authorizes SMHCA to collect the Wrap Fee and authorizes the custodian to deduct the Wrap Fee from the account under the CMFS Program Agreement. All fees will be noted on the client's custodial account statements. If the account does not hold cash or money market balances sufficient to cover the Wrap Fee, the client may deposit additional funds by the due date. If no such deposit is made, SMHCA will liquidate securities in the account in amounts sufficient to cover such fees. Liquidation may cause the client to incur taxes and other costs.

Changes to Fees

SMHCA may change the fee schedule at any time by giving 30 days prior written notice to the client. Following the 30-day notice period, the new fee schedule will become effective unless the client terminates the CMFS Program Agreement. The client's continued acceptance of the services will constitute consent to changes in the Wrap Fee, including an increase in the amount charged.

Other Fees and Expenses

SMHCA may execute client transactions through its affiliated broker/dealer, Sanders Morris Harris Inc. (“Sanders Morris Harris”), a member of FINRA and SIPC. Sanders Morris Harris receives commissions and fees for executing securities transactions on behalf of SMHCA clients. In addition, Sanders Morris Harris may receive compensation in the form of 12b-1 fees from investment companies (i.e., mutual funds, including affiliated mutual funds) that SMHCA recommends to its clients. This practice may present a conflict of interest as it may provide an incentive for SMHCA to recommend a product based on the possible compensation payable to Sanders Morris Harris. Further, in its capacity as sub-adviser or adviser to a mutual fund, SMHCA may receive management fees and Sanders Morris Harris may receive 12b-1 fees on the same mutual fund assets.

Each mutual fund in which the client may invest in the account also bears its own fees and expenses as disclosed in the applicable prospectus or product description. The Wrap Fee does not cover fees or expenses charged by any mutual fund held in the account. In addition, the Wrap Fee does not include debit balances, wire transfer fees, overnight check fees, margin interest, account transfer fees, IRA and retirement plan fees, SEC fees, 12b-1 fees for certain money market funds, or other fees or taxes required by law.

Client accounts will be held at First Clearing, LLC. (“FCC”) FCC automatically sweeps un-invested cash into a variety of money market funds, including FDIC-insured funds. FCC does not charge a fee for this sweep service; however, money market funds do have internal fees and expenses. SMHCA will receive monthly compensation based on the average amount of client assets in the money market funds.

Account Requirements and Types of Clients

Account Requirements

The minimum investment required to establish a program account depends on the selected strategy as outlined on the CMFS Program Agreement. SMHCA may waive the minimum account size at its discretion. The client may make additions to or withdrawals from the account at any time. Withdrawals which cause material reductions in the value of the account could cause SMHCA to terminate the account. The CMFS Program is designed as long-term investment vehicle and asset withdrawals may impair the ability to achieve client’s investment objectives.

Clients wishing to participate in the CMFS Program must utilize the custody and clearing services of FCC. Sanders Morris Harris, the affiliated broker/dealer of SMHCA has entered into an agreement with FCC, an unaffiliated broker/dealer to provide the following services: (a) maintain custody of all account assets; (b) perform clearance of all purchase and sale orders as directed to CMFS; (c) perform all custodial functions customarily performed with respect to the account, including but not limited to the crediting of interest and dividends on account assets; (d) forward to Client and to SMHCA purchase and sale confirmations and account statements; (e) charge and collect Wrap Fees on SMHCA’s behalf; and (f) accept, pursuant to SMHCA’s instructions, deposits to and withdrawals from the account.

Client acknowledges that the Custodian does not assist Client in selecting SMHCA or any investment or in determining the suitability of investments.

The Custodian will send at least quarterly a statement to Client detailing all account activity, including deduction of the Wrap Fee. Client may elect to receive custodial account statements and confirmations electronically in lieu of paper confirmations and statements. SMHCA urges the client to carefully review such statements and compare such official custodial records to the account statements that we may provide. Our

statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Types of Clients

The CMFS Program is offered to individuals, trusts, estates, charitable organizations, pensions, profit sharing plans and small businesses.

Portfolio Manager Selection and Evaluation

The SMHCA Portfolio Management Team manages strategies for the SMHCA sponsored wrap program in the CMFS Program. SMHCA does not select or utilize the services of any third-party portfolio manager in the SMHCA sponsored wrap program.

Performance Calculation

Using SMHCA's internal portfolio accounting software, investment performance figures are calculated according to globally accepted industry standards. CMFS Program performance information is calculated and included in composites with accounts participating in wrap fee programs not sponsored by SMHCA. The overall performance of each strategy is reviewed on a monthly basis using outlier reports. Specific policies and procedures for valuing portfolios, calculating performance and preparing compliant presentations are available upon request. SMH Capital Advisors, Inc. has been independently verified for the periods January 1, 2002 through September 30, 2012 by Ashland Partners & Company LLP. Firm-wide compliance prior to that time has been examined by a previous verifier, Hein and Associates, and is included as part of a complete disclosure presentation. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards.

Investment Strategies

SMHCA offers ten strategies in a wrap fee structure in the CMFS Program: SMHCA Diversified Income, SMHCA Socially Responsible Diversified Income, SMHCA Diversified Income with SMHRT, SMHCA High Income, SMHCA Socially Responsible High Income, SMHCA Core Plus Intermediate Term with SMHRT, SMHCA Growth, SMHCA Balanced Growth, SMHCA Balanced Growth & Bonds, and SMHCA Total Return Income. The wrap fee for these strategies include, among other costs, brokerage commissions and a portfolio administration fee. For more information about the wrap fee structure and the services included, please reference the SMHCA Part 2A Appendix 1 of Form ADV. Some Portfolios in these strategies may be implemented using mutual funds that are advised by or otherwise affiliated with SMHCA. SMHCA will purchase Class A shares at NAV.

SMHCA Diversified Income: To take advantage of the benefits of combining high yield with investment grade bonds, this strategy is designed to provide returns over time above investment grade indices with less risk than a pure high yield portfolio.. Portfolios are managed to a target, at time of purchase, of 50% investment grade or AAA bonds and 50% high yield bonds (with residual cash). The AAA portion of the portfolio is comprised of Collateralized Mortgage Obligations (CMOs). CMOs are not rated by any of the rating agencies. SMHCA uses the rating for the underlying agency of the bonds to allocate these securities to the investment grade or AAA portion of the portfolio. The AAA bonds purchased will reflect the current credit rating of the United States government; subject to changes of upgrades or downgrades in ratings. SMHCA has the option of increasing the investment grade or AAA bond allocation to as high as 80%, at time of purchase, if it determines that the market dictates such a move.

SMHCA Diversified Income with SMHRT: Portfolios are managed in the same way as the SMHCA Diversified Income, except that the allocation to high yield will be invested in a mutual fund managed by and affiliated with SMHCA. (See “Catalyst Funds and SMH Representation Trust” section for important disclosure information regarding the SMH Representation Trust (“SMHRT”).) Additionally, the maximum allocation to high yield will be 49% and the minimum allocation to AAA is 51%.

SMHCA Socially Responsible Diversified Income: Portfolios are managed in the same way as the SMHCA Diversified Income except that the SMHCA Socially Responsible Diversified Income strategy will adhere to a socially responsible investment policy, for the high yield portion of the portfolio, that prohibits owning any companies in the investment portfolio that derive more than 50% of their annual revenue from the following industries: alcohol, tobacco, gambling, weapons manufacturing or pornography.

SMHCA High Income: Portfolios are managed with a target of 100% high yield corporate and convertible bonds (with residual cash). On rare occasions investment grade bonds may be purchased that, while still rated above high yield, are trading as high yield securities in anticipation of downgrades to follow. This style is designed to provide a higher current yield and total return.

SMHCA Socially Responsible High Income: Portfolios are managed in the same way as the High Income except that the Socially Responsible High Income product will adhere to a socially responsible investment policy that prohibits owning any companies in the investment portfolio that derive more than 50% of their annual revenue from the following industries: alcohol, tobacco, gambling, weapons manufacturing and pornography

SMHCA Core Plus Intermediate Term with SMHRT: To take advantage of the benefits of combining high yield with investment grade bonds, this strategy is designed to provide returns above traditional investment grade portfolios. Portfolios are managed to a target, at time of purchase, of 75% investment grade or AAA bonds and up to 25% high yield bonds (with residual cash). The AAA portion of the portfolio is comprised of Collateralized Mortgage Obligations (CMOs). CMOs are not rated by any of the rating agencies. SMHCA uses the rating for the underlying agency of the bonds to allocate these securities to the investment grade or AAA portion of the portfolio. The AAA bonds purchased will reflect the current credit rating of the United States government; subject to changes of upgrades or downgrades in ratings. SMHCA has the option of increasing the investment grade or AAA bond allocation to as high as 100%, at time of purchase, if it determines that the market dictates such a move. The allocation to high yield will be invested in a mutual fund managed by and affiliated with SMHCA. (See “Catalyst Funds and SMH Representation Trust” section for important disclosure information regarding the SMH Representation Trust (“SMHRT”).)

SMHCA Growth: Portfolios are invested in individual equities, mutual funds, and dividend paying stocks. This strategy is designed for clients seeking long-term capital appreciation within a diversified portfolio of equities. The majority of the portfolio is concentrated in growth oriented mutual funds. (See “Catalyst Funds and SMH Representation Trust” section for important disclosure information regarding the Catalyst Mutual Funds.)

SMHCA Balanced Growth: Portfolios are invested in mutual funds, dividend paying stocks, individual equities, and high yield bonds. This strategy is for clients seeking long-term wealth accumulation or moderate income. Typically, at least one-third of the portfolio is concentrated in income producing securities with the balance in individual equities and growth oriented mutual funds. (See “Catalyst Funds and SMH Representation Trust” section for important disclosure information regarding the Catalyst Mutual Funds.)

SMHCA Balanced Growth & Bonds: Portfolios are invested in mutual funds, dividend paying stocks, individual equities, investment grade and high yield bonds. This strategy is for clients seeking long-term wealth accumulation or moderate income. Typically, at least one-third of the portfolio is concentrated in income producing securities with the balance in individual equities and growth oriented mutual funds. (See “Catalyst

Funds and SMH Representation Trust” section for important disclosure information regarding the Catalyst Mutual Funds.)

SMHCA Total Return Income: This strategy is geared for long-term growth from both income and capital appreciation over a 10 year period, or a full market cycle. Portfolios are invested in mutual funds . (See “Catalyst Funds and SMH Representation Trust” section for important disclosure information regarding the Catalyst Mutual Funds.)

Methods of Analysis and Investment Selection

SMHCA supervises and directs all investment duties with respect to assets held in the account pursuant to the investment strategy selected. SMHCA invests and reinvests account assets in a broad range of investments including but not limited to investment company securities including but not limited to closed end and open end mutual funds; including no load mutual funds or loaded funds and affiliated mutual funds, exchange traded funds, publicly traded funds, publicly traded REIT’s, common and preferred stock, American Depository Receipts, Real Estate Investment Trusts; corporate bonds, US Government and government agency bonds, collateralized mortgage obligations, options, cash and money market funds as it deems in the best interest of the Client consistent with the investment strategy.

Pursuant to the CMFS Program Agreement that the client executes, SMHCA is granted limited discretionary authority to implement client-approved investment strategies. The client acknowledges that transactions for different Account(s) or for other clients’ accounts may not be made at the same time, may be made on different days, and may be made over multiple days. In handling purchases and liquidations, SMHCA will execute transactions without regard to pending dividend or capital gains distributions, stock splits, mergers or other corporate or financial events.

Clients may impose reasonable restrictions on the management of their account. Restrictions must be provided in writing and included in the client’s written agreement with SMHCA. Restrictions are subject to SMHCA’s approval prior to accepting an account. When imposing restrictions, a client may request that particular securities or types of securities not be purchased, or that such securities are to be sold if held in the account. However, a client cannot request that particular securities be purchased for the account. SMHCA reserves the right, in its sole discretion, to reject any account should the client request unreasonable or overly restrictive conditions.

High Yield Process

SMHCA adheres to a bottom-up value investment style with a primary focus on the balance sheet of the businesses. Our High Yield process consists of three disciplines.

1. In the first discipline, SMHCA attempts to reduce credit risk through financial analysis of the inherent value and a focus on tangible asset-backed debt. 2. In the second discipline, SMHCA attempts to ensure that there is an adequate return for the risk. Bonds are screened to meet SMHCA’s predetermined levels of an adequate yield over treasuries in an effort to compensate for the risk. Then SMHCA selects those securities that provide the best relative value while avoiding paying too much for the securities purchased. 3. Finally, in the third discipline, SMHCA attempts to reduce the systematic (or market) risk. SMHCA attempts to avoid being too much like “the market,” i.e. returns should not simply be similar to the index for the high yield bond asset class. Statistically, most of the diversification of a portfolio has been shown to come from less than the first 20 holdings. By keeping a focused portfolio of generally 35 issuers or less, SMHCA chooses only its “best picks” for the portfolio. This results in 25 to 35 well-researched positions, an average BB to B credit range (considered non-investment grade and highly speculative by Moody’s and S&P), and an average duration between 3 and 6 years. A single position will not account for more than 5% of an entire portfolio at cost.

AAA Process

(SMHCA Diversified Income, , SMHCA Diversified Income with SMHRT, SMHCA Socially Responsible Diversified Income, SMHCA Core Plus Intermediate Term, SMHCA AAA)

The AAA portion of the portfolios is comprised of Collateralized Mortgage Obligations (CMOs). CMOs are not rated by any of the rating agencies. SMHCA uses the rating for the underlying agency of the bonds to allocate these securities to the AAA portion of the portfolios. The AAA bonds purchased will reflect the current credit rating of the United States government; subject to changes of upgrades or downgrades in ratings.

CMO interest payments are guaranteed by the respective government enterprises, Freddie Mac (FHLMC) and Fannie Mae (FNMA). Agency (or Government sponsored Enterprise (GSE)) bonds are not normally rated. GSE bonds are not explicitly backed by the full faith and credit of the U.S. Government, but they have implied government backing and an implied Aaa/AAA rating. As of September 7, 2008 FNMA and FHLMC are currently under conservatorship of the Federal Housing Finance Agency and have received financial assistance from the U.S. Treasury. Please request an Investor's Guide to Mortgage Backed Securities and Collateralized Mortgage Obligations (CMOs) for more information.

Methods and Strategies

SMHCA analyzes securities using charting, fundamental, and technical methods. SMHCA obtains information from various sources for use in its analysis. The sources of information include: financial newspapers and magazines; inspections of corporate activities; research materials prepared by others; corporate rating services; annual reports, prospectuses, filings with the SEC; company press releases; Bloomberg; the Internet; and disclosure documents of money managers.

SMHCA uses various investment strategies to implement investment advice given to clients. These strategies include: long-term purchases (securities held at least a year); short-term purchases (securities sold within a year); trading (securities sold within 30 days); short sales; margin transactions; option writing, including covered, uncovered, or spreading strategies; market-based instruction; and diversified portfolios suited to client-specific risk tolerances and investment objectives.

Trading Authorization and Reallocation

Once a strategy has been selected, SMHCA receives discretionary authority, via the CMFS Program Agreement, to select the identity and amount of securities to be bought or sold, the broker or dealer to be used and the commission rates to be paid. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client.

SMHCA Portfolio Management Team systematically monitors investment strategies on a daily basis. Changes affecting a particular investment strategy or will trigger changes to all client portfolios following that strategy.

Client Securities Transactions

SMHCA supervises and directs the investments of client accounts subject to limitations that a client may impose in writing. Absent any client imposed restrictions, SMHCA has the authority to determine, without obtaining specific client consent, the securities and amount of such securities to be bought or sold, the broker or dealer to be used, and the commission rates to be paid.

Because SMHCA may provide the same or similar professional portfolio management services on a discretionary basis to a large number of advisory clients, SMHCA will comply with the following guidelines to ensure that each account is separately managed and to make certain that each client receives individually tailored investment advice: (i) Each client's account will be managed on the basis of the client's financial

situation, investment objectives and instructions; (ii) SMHCA will obtain sufficient information from the client to be able to provide individualized investment advice; (iii) SMHCA personnel will be reasonably available to consult with the client when SMHCA is the sponsor or the portfolio manager of the account; (iv) The client will be permitted to impose reasonable restrictions on the management of the account; (v) The client will be provided with at least a quarterly custodial account statement containing a description of all account activity; and (vi) Each client will maintain a separate account retaining indicia of ownership of all securities and funds in the account, although client securities may be held in nominee or street name.

SMHCA may place securities transactions for CMFS Program accounts through its affiliated broker/dealer, Sanders Morris Harris. Sanders Morris Harris will receive commissions from securities SMHCA recommends to clients. In addition, Sanders Morris Harris may receive compensation in the form of 12b-1 fees from investment companies (mutual funds) that SMHCA recommends to clients including mutual funds advised by or otherwise affiliated with SMHCA.

SMHCA may aggregate purchase or sale orders for several clients, including clients that are related to SMHCA or IARs. SMHCA, however, will not aggregate transactions unless it believes such aggregation will result in the best overall execution for all participating clients and is consistent with the terms of the applicable investment advisory agreement. Furthermore, no client account will be favored by SMHCA over any other account. All client accounts participating in an aggregated trade will receive the average price and pay a proportional share of any commission, subject to a minimum ticket charge.

SMHCA will create, prior to entering an aggregated order, a written allocation statement (the "Allocation Statement"). If the aggregated order is filled in its entirety by the end of the day, it will be allocated among the accounts in accordance with the Allocation Statement. If the order is only partially filled at the end of the day, it will be allocated with priority given to clients that did not receive an allocation the last time the bond (or a similar bond) was traded. Efforts are made to avoid placing odd or small lots in client accounts and to avoid excessive ticket charges. In addition, accounts of SMHCA or IARs are excluded from allocations in the event of a partial fill. All aggregated trades will be allocated before the close of business on the trade date.

Risk of Loss

SMHCA does not guarantee the performance of the Account or any specific level of performance. Market values of the securities in the account will fluctuate with market conditions. When the account is liquidated, it may be worth more or less than the amount invested. Investing in securities involves risk of loss that clients should be prepared to bear.

Investment Strategy Risks

SMHCA is a value-oriented investment adviser that specializes in fixed income management. SMHCA also offers advice on various securities including, but not limited to, equity securities including common and preferred stock, including exchange-listed, over-the-counter, and foreign issuer securities; warrants; corporate debt securities; commercial paper; certificates of deposit; municipal securities; investment company securities, including mutual fund shares (including affiliated mutual funds); Exchange Traded Funds; American Depositary Receipts, Real Estate Investment Trusts; Publicly Traded Business Development Companies ("BDCs"), United States government and government agency securities; high yield corporate bonds; and collateralized mortgage obligations ("CMOs").

There are specific risks associated with investing in high yield bonds, CMOs and BDCs. An Investor's Guide to CMOs, outlining the characteristics and risks of CMOs and important issues to consider prior to investing in CMOs is available upon request. This section discusses some of the specific risks inherent in high yield bonds and CMOs, but is not intended to be all-inclusive of such risks. For example, a bond issuer may not be able to meet its principal and interest obligations. In addition, CMOs carry interest rate and prepayment risks and, as

such, an investment may lose value. Fluctuations in interest rates may increase or decrease the return of a portfolio.

High Yield Corporate Bonds. High yield bonds may not be suitable for all clients. As a result of SMHCA's investment in high yield securities and unrated securities of similar credit quality, a portfolio may be subject to greater levels of interest rate, credit, and liquidity risk than portfolios that do not invest in such securities. High yield securities are considered predominantly speculative with respect to the issuer's continuing ability to make principal and interest payments. An economic downturn or period of rising interest rates could adversely affect the market for high yield securities and reduce SMHCA's ability to sell them without potentially significant price concessions. If the issuer of a security is in default with respect to interest payments or principal payments, the security may lose its entire value.

CMO Risks. CMOs may not be suitable for all clients. CMOs carry interest rate and prepayment risks although they have an implied AAA-rated (investment grade). This rating however is subject to upgrades and downgrades based on credit rating of the US Government debt. Rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates (known as duration extension risk). In addition, mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce returns because SMHCA then has to reinvest the money at the lower prevailing interest rates.

BDC Risks. BDCs may not be suitable for all clients. BDCs carry risks including, but not limited to, price volatility, credit risk, liquidity risk and informational risk. BDCs can be subject to significant volatility in price and potential lack of liquidity. SMHCA typically purchases BDCs in institutional accounts only.

Ratings and Information Risk. High yield bonds and BDCs are in most cases non rated or rated below investment grade by rating agencies, (considered highly speculative) Moody's and S&P. S&P Credit Ratings and Moody's Credit Ratings are financial service companies that rate stocks, as well as corporate and municipal bonds, according to risk profiles. In some cases securities may have split ratings, with rating agencies assigning different ratings to the same security. In addition, ratings changes may not be made on a timely basis. There may also be limited information available about or from issuers of non-rated or below investment grade securities.

Price Volatility Risk. Market values and yield for securities rated below investment grade may be affected significantly by changes or developments that pertain to the issuer and its industry.

Credit, Default and Bankruptcy Risk. Issuers of securities receiving the lowest investment ratings, compared to other higher grade securities, may have a weakened capacity to make required principal and interest payments. This may be due to over leveraging, potential cash flow challenges or other factors. Issuers of below investment grade securities are more susceptible to default and bankruptcy during a period of prolonged deterioration in economic conditions or other adverse circumstances.

Liquidity Risk. Liquidity risk exists when particular investments are difficult to purchase or sell, based on a lack of dealers and traders in the marketplace. Investments in illiquid bonds may reduce a client's return if SMHCA is unable to sell such illiquid securities at an advantageous time or price. Many of the holdings trade over-the-counter and the trading volume in some is relatively low. A client should not expect to get same day liquidity as in listed securities. The sooner the client wants his/her cash, the more detrimental it may be to execution prices. Market values may be volatile in periods of market illiquidity. Depending on the size of the account, a liquidating client often may not receive the full market value of recently priced securities because illiquid securities priced less accurately and are typically valued for larger size transactions

Economic Uncertainty/Asset Class Cyclicity. Opportunities in the high yield bond market vary with economic and liquidity conditions and therefore client expectations should be realistic. As perceived deterioration or improvement of the economy occurs, yield spreads over higher quality issues increase or

decrease. The combination of spreads (yields) and trading gains or losses result in realized returns which may be above or below investors' expectations. Clients must understand that SMHCA's investment approach can go in and out of favor for several years at a time.

Volatility Caused by Concentration of Holdings. As more names, or diversification, are added to a portfolio, credit risk decreases while systematic risk [correlation with the market] increases. SMHCA's objective is to provide less systematic risk than an index type manager and 'alpha' over a complete cycle. Less names, or a more concentrated portfolio, can bring increased volatility on the upside and downside versus the an index or the average high yield mutual fund which might typically holds hundreds of different bonds.

SMHCA's fixed income strategies may not be suitable for all clients, and generally should only be a part of the client's total invested assets. Each client should review the client's investment objectives, risk tolerance, tax objectives, and liquidity needs before selecting an investment style or manager. In making an investment decision, a client should utilize other information sources and the advice of their investment professional. All investments carry a certain degree of risk and no one particular investment style or manager is suitable for all types of investments.

Performance-Based Fees and Side-By-Side Management

In some cases, SMHCA has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each client. SMHCA structures any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (the "Advisors Act") in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, SMHCA includes realized and unrealized capital gains and losses and accrued interest. Performance based fee arrangements may create an incentive for SMHCA to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. SMHCA has procedures designed to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients. SMHCA does not engage in Side-by-Side management; the practice of simultaneously managing mutual funds and hedge funds.

Voting Client Securities

SMHCA's authority to vote client proxies and corporate actions is established by SMHCA's investment advisory agreements or comparable documents. SMHCA's policy is to vote proxies and corporate actions in the best economic interests of its clients. SMHCA endeavors to resolve any conflicts of interest exclusively in the best economic interests of clients.

SMHCA will convene the Compliance Committee to make voting decisions when potential material conflicts of interest exist. If the Committee is unable to reach a unanimous decision, SMHCA will, at its own expense, engage an outside proxy voting service or consultant to make a recommendation and SMHCA will vote in accordance with that recommendation.

Upon request, SMHCA will provide clients with a copy of its procedures regarding proxy and corporate action voting and information on how the client's proxies were voted.

SMHCA does not direct clients' participation in class action lawsuits. SMHCA will determine whether to return any documentation inadvertently received regarding clients' participation in class action lawsuits to the sender, or to forward such information to the respective clients.

Client Information Provided to Portfolio Managers

SMHCA will obtain information prior to opening an account regarding the client's financial situation, goals and investment objectives, risk tolerance, time horizon and other relevant factors, as described by the client in selecting the client's asset allocation model. SMHCA will also inquire as to the client's interest in imposing any reasonable restrictions on the management of the account. The Portfolio Management Team will be provided with information as to the strategy selected by the client and will also be advised of any investment restrictions placed on the account.

The Portfolio Management Team will be advised anytime a client informs the IAR of a change in investment objective or financial circumstances that would result in a change in portfolio selection. The IAR will contact the client at least annually to determine if any changes have occurred that may affect the ongoing suitability of the portfolio selected and to determine if any new restrictions should be imposed on the account.

In addition, not less than annually, the IAR will review client portfolios with clients to ensure that the strategy continues to meet the client's investment objectives and to determine if the client wishes to impose any new restrictions on the management of the account.

Client Contact with Portfolio Managers

Clients are generally free to contact their IAR at any time during normal business hours via telephone, facsimile, mail or email. In-person meetings should be scheduled in advance to ensure availability. A client can arrange a dialogue with a member of the Portfolio Management Team if necessary by contacting the client's IAR to discuss the proposed agenda items and to arrange for a mutually agreeable date and time.

Additional Information

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SMHCA or the integrity of SMHCA's management. SMHCA has no information applicable to this item.

Other Financial Industry Activities and Affiliations

Sanders Morris Harris, an affiliated broker/dealer, may receive commissions and fees from securities transactions that SMHCA recommends to clients. The commissions and fees charged by Sanders Morris Harris are in addition to SMHCA's management fee and other fees and expenses of investment companies in which a client's account may be invested.

Certain SMHCA employees who are IARs of SMHCA may also be IARs and registered representatives of Sanders Morris Harris and may receive commissions from the sale of mutual funds, stocks, insurance, and other investments to clients. This presents a conflict of interest to the extent that an IAR recommends the purchase of security, which results in commissions being paid to the IAR as a registered representative of Sanders Morris Harris. SMHCA anticipates that future employees may also be registered representatives of Sanders Morris Harris.

Both SMHCA and Sanders Morris Harris are subsidiaries of TEF, which is an indirect wholly-owned subsidiary of Lee Summer LP, a holding company formed by equity investors led by LEP, a registered

investment adviser and Fredric M. Edelman, Chief Executive Officer of TEFG. Equity investors in Lee Summer, LP include certain LEP private equity funds, other institutional investors, including the Teacher Retirement System of Texas, certain members of management of Sanders Morris Harris and certain members of management and employees of TEFG, and other affiliated investment advisors. Except for Lee Equity Partners Fund Summer AIV, LP and Mr. Edelman, none of the investors has an economic interest that is greater than 6%.

The equity securities of Lee Summer LP do not confer voting rights. All management authority of Lee Summer LP resides with the board of managers (the “Board”) of Lee Summer GP, LLC, its general partner. The current Board structure contemplates: (a) four manager positions designated by LEP and (b) three manager positions designated by Mr. Edelman.

Neither LEP nor the other investors in Lee Summer LP (other than those employed by TEFG) will have any involvement in the day-to-day investment or other business operations of SMHCA, including with respect to SMHCA’s investment and voting determinations on behalf of clients. SMHCA exercises its own independent investment and voting discretion in accordance with its investment philosophy, fiduciary duties, and client guidelines.

SMHCA may use funds advised by or otherwise affiliated with SMHCA, such as Catalyst Funds in CMFS Program client accounts. As sub-adviser to the Catalyst/SMH High Income Fund and Catalyst/SMH Total Return Income Fund, SMHCA receives a percentage of the management fee charged to the funds, based upon fund assets. The management fee charged to fund investors is in addition to the SMHCA wrap fee charged to client accounts. Such a structure may create a conflict of interest.

SMHCA may select Class C shares of mutual funds for client accounts, including funds advised by or otherwise affiliated with SMHCA, such as the Catalyst Funds. Class C shares will typically have a 12b-1 fee and a sales load, resulting in higher commissions and fees paid to Sanders Morris Harris and the registered representative.

SMHCA IARs may also be licensed insurance agents for HWG Insurance Agency Inc, a member of The Edelman Financial Group and an Edelman Financial Group related entity. If a client elects to purchase an insurance product through an SMHCA employee, which may include life, accident, disability insurance and annuities the IAR may receive a commission from those sales. This presents a conflict of interest to the extent that the IAR recommends the purchase of an insurance product which results in commission being paid to the IAR as an insurance agent.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

SMHCA has adopted a Code of Ethics (the “Code”) that is available upon request from the Compliance Officer.

The Code is designed to ensure that no SMHCA employee breaches the fiduciary duty to any client and that no SMHCA employee improperly trades ahead of client accounts or takes an investment opportunity which could otherwise go to a client.

The Code requires, among other things, that:

- All employee accounts, for which the employee has any influence or control, unless specifically exempted in writing by the Compliance Officer, must be held at First Clearing, LLC.
- Employees are prohibited from purchasing IPOs.

- Employees are prohibited from buying or selling a security on the same day as a client before the client's order is either executed or withdrawn.
- Investment opportunities must be offered to clients first, before SMHCA or its employees may act upon them.

Certain trades are not subject to specific reporting provisions of the Code. These transactions include: (i) purchases or sales effected in any account over which the employee has no direct or indirect influence or control; (ii) purchases that are part of an automatic dividend reinvestment plan; and (iii) purchases and sales of certain securities (shares of any open-end investment company not affiliated with SMHCA, United States Government securities, bankers acceptances, repurchase agreements, bank certificates of deposit and commercial paper).

SMHCA has also adopted an insider trading policy that applies to all employees of SMHCA. The policy prohibits employees, while in possession of material, non-public information, from trading securities or recommending transactions, either personally or on behalf of others (including any SMHCA client), or from communicating material, non-public information to others in violation of applicable securities laws.

SMHCA has adopted the policy that the firm will not affect any principal or agency cross securities transactions for client accounts. SMHCA will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker/dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker/dealer or has an affiliated broker/dealer.

Participation or Interest in Client Transactions

SMHCA does not allow agency cross transactions in advisory accounts.

IARs may buy or sell for themselves securities they also recommend to clients. These investment products will be bought and sold on the same basis as the clients, according to the clients' stated goals and investment objectives. In all instances, it is presumed that the positions would be so small as to not impact the pricing or performance of the security.

Review of Accounts

SMHCA investment personnel systematically monitor investment strategies on a daily basis. Changes affecting a particular investment strategy or model will trigger changes to all client portfolios following that strategy or model. Portfolios not following a particular strategy or model are also periodically reviewed for investment opportunities. In addition, not less than annually, client portfolios are reviewed with clients by investment IARs to ensure strategy continues to meet the client's investment objectives and to determine if the client wishes to impose any new restrictions on the management of the account.

The overall performance of each portfolio is reviewed on a monthly basis using outlier reports. For client accounts over which SMHCA has discretionary authority, portfolios are reviewed to ensure that each transaction: (1) is suitable to the client's investment objectives, (2) meets the client's quality standards, and (3) complies with the client's investment objectives.

Nature and Frequency of Client Reports

The nature and frequency of reports to clients are determined primarily by the particular needs of each client. SMHCA will issue quarterly reports detailing account holdings unless a client requests more frequent reporting. Clients also receive account statements at least quarterly from the custodian detailing all activity in the client's managed account.

Client Referrals and Other Compensation

From time to time, SMHCA may enter into solicitation agreements with individuals or entities whereby investment advisory accounts are solicited for SMHCA. These agreements require that the solicitor perform his duties in accordance with the Advisers Act and appropriate state regulations and that the solicitor provide each prospective client with Part 2 of SMHCA's Form ADV and the solicitor's separate written disclosure document.

Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about SMHCA's financial condition. SMHCA is a wholly owned subsidiary of The Edelman Financial Group Inc. Neither SMHCA nor The Edelman Financial Group has any financial condition that is likely to impair SMHCA's ability to meet its contractual and fiduciary commitments to clients. SMHCA has not been the subject of any bankruptcy proceeding.

Privacy Policy

FACTS

WHAT DOES SMH CAPITAL ADVISORS, INC. DO WITH YOUR PERSONAL INFORMATION?

Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and income
- Assets and investment experience
- Account transactions and risk tolerance
- Income and employment information

When you are *no longer* our customer, we continue to share your information as described in this notice.

How?

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons SMH Capital Advisors chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does SMH Capital Advisors share?	Can you limit this sharing?
For our everyday business purposes —such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes —to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	We do not share
For our affiliates' everyday business purposes —information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes —information about your creditworthiness	No	We do not share
For our affiliates to market to you	No	We do not share
For nonaffiliates to market to you	No	We do not share

Questions?

Go to www.smhca.com. Call 800-278-4308

Who we are**Who is providing this notice?**

SMH Capital Advisors, Inc.

What we do**How does SMH Capital Advisors protect my personal information?**

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings, as well as:

- information access controls
- service provider oversight and confidentiality agreements
- proper disposal of customer information
- periodic security training for personnel

How does SMH Capital Advisors collect my personal information?

We collect your personal information, for example, when you

- open an account or seek advice about your investments
- direct us to buy securities or direct us to sell securities
- enter into an investment advisory contract or tell us about your investment or retirement portfolio or earnings

We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.

Why can't I limit all sharing?

Federal law gives you the right to limit only

- sharing for affiliates' everyday business purposes—information about your creditworthiness
- affiliates from using your information to market to you
- sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions`**Affiliates**

Companies related by common ownership or control. They can be financial and nonfinancial companies.

- *Our affiliates include financial companies such as Sanders Morris Harris Inc. and HWG Insurance Agency, Inc. and non-financial companies such as The Edelman Financial Group Inc.*

Nonaffiliates

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

- *We do not share with nonaffiliates so they can market to you.*

Joint marketing

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

- *We do not jointly market with nonaffiliated companies.*

SMH Capital Advisors, Inc.

Dwayne Moyers

4800 Overton Plaza

Suite 300

Fort Worth, TX 76109

Phone: 800-278-4308

March 15, 2013

This brochure supplement provides information about Dwayne Moyers that supplements the SMH Capital Advisors, Inc. brochure. You should have received a copy of that brochure. Please contact Dwayne Moyers if you did not receive a copy of the SMH Capital Advisors, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Dwayne Moyers is available on the SEC's website at www.adviserinfo.sec.gov.

SMH Capital Advisors, Inc.

Educational Background and Business Experience

Dwayne Alan Moyers (Born 1968)

Post-Secondary Education

Dwayne Moyers attended Tarrant County Junior College from 1987 to 1990. Mr. Moyers then attended the University of Texas at Arlington from 1990 to 1994. Mr. Moyers earned a B.A. in business administration in 1994.

Recent Business Experience

Mr. Moyers joined SMH Capital Advisors (formerly Cummer/Moyers) as a Portfolio Manager in 1995. In March 2012, Mr. Moyers was named President of SMH Capital Advisors. Mr. Moyers served as Senior Vice President from 2000 to March 2012. Additionally, he is currently and has served as a Director, Chief Investment Officer and Senior Portfolio Manager since 2000. Mr. Moyers is also a registered representative of Sanders Morris Harris Inc. and an insurance agent with HWG Insurance Agency, Inc., members of the Edelman Financial Group.

Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Other Business Activities

As a registered representative of Sanders Morris Harris Inc., Mr. Moyers may sell investment and insurance products to clients that result in a commission. Mr. Moyers receives compensation that may be based in part on commissions from the sale of mutual funds, stocks, insurance, and other investments. Compensation may also include distribution or service fees from the sale of mutual funds. A client may also purchase a series of the Catalyst Funds from Mr. Moyers for which SMH Capital Advisors acts as a sub-adviser resulting in receipt of a commission, in addition to the adviser's receipt of a portion of the management fee. Mr. Moyers may have an incentive to recommend the Catalyst Funds over other mutual funds for this reason. Mr. Moyers is also a licensed insurance agent and he may sell life and health insurance products to clients through HWG Insurance Agency, Inc., resulting in a commission.

Additional Compensation

As part of his compensation arrangement, Mr. Moyers may earn additional compensation based on the level of net income earned from transactions executed in his capacity as both a registered representative of the affiliated broker dealer, Sanders Morris Harris Inc. and as an investment advisor representative of SMHCA. This may create an incentive to generate additional commissions and or transaction fees.

SMH Capital Advisors, Inc.

Supervision

Mr. Moyers supervisor is Jack Bruno, Senior Vice President, Wealth Management and can be reached at 713-220-5191. Mr. Moyers is a member of the Portfolio Management Team. The Team makes investment advisory decisions by committee. The Firm's Compliance Program includes a Compliance Committee, of which Mr. Moyers and Mr. Bruno are members. The Compliance Committee is responsible for overseeing the Compliance Program, including, investment advisory recommendations, the Firm's Code of Ethics, best execution, fair value pricing procedures, and other testing and reviews as prescribed by the Program.

SMH Capital Advisors, Inc.

Morgan Neff
4800 Overton Plaza
Suite 300
Fort Worth, TX 76109
Phone: 800-278-4308

March 15, 2013

This brochure supplement provides information about Morgan Neff that supplements the SMH Capital Advisors, Inc. brochure. You should have received a copy of that brochure. Please contact Morgan Neff if you did not receive a copy of the SMH Capital Advisors, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Morgan Neff is available on the SEC's website at www.adviserinfo.sec.gov.

SMH Capital Advisors, Inc.

Educational Background and Business Experience

Morgan Duvall Neff (Born 1979)

Post-Secondary Education

Morgan Neff attended University of Texas at Arlington from 1997 to 2003. Mr. Neff earned a B.A. in business administration in 2003.

Recent Business Experience

In March 31, 2012 Mr. Neff was named Vice President and Senior Portfolio Manager of SMH Capital Advisors. He has served as Head Trader since 2003 and as Portfolio Manager since 2009. . In Mr. Neff is also a registered representative of Sanders Morris Harris Inc. and an insurance agent with HWG Insurance Agency, Inc., members of The Edelman Financial Group Inc.

Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Mr. Neff has no information to report.

Other Business Activities

As a registered representative of Sanders Morris Harris Inc., Mr. Neff may sell investment and insurance products to clients that result in a commission. Mr. Neff receives compensation that may be based in part on commissions from the sale of mutual funds, stocks, insurance, and other investments. Compensation may also include distribution or service fees from the sale of mutual funds. A client may also purchase a series of the Catalyst Funds from Mr. Neff for which SMH Capital Advisors acts as a sub-adviser resulting in receipt of a commission, in addition to the adviser's receipt of a portion of the management fee. Mr. Neff may have an incentive to recommend the Catalyst Funds over other mutual funds for this reason. Mr. Neff is also a licensed insurance agent and he may sell life and health insurance products to clients through HWG Insurance Agency, Inc., resulting in a commission.

Additional Compensation

As part of his compensation arrangement, Mr. Neff may earn additional compensation based on the level of net income earned from transactions executed in his capacity as both a registered representative of the affiliated broker dealer, Sanders Morris Harris Inc. and as an investment advisor representative of SMHCA. This may create an incentive to generate additional commissions and or transaction fees.

SMH Capital Advisors, Inc.

Supervision

Mr. Neff's supervisor is Dwayne Moyers, President, Chief Investment Officer and Senior Portfolio Manager and can be reached at 800-278-4308. Mr. Neff is a member of the Portfolio Management Team.

The Team makes investment advisory decisions by committee. The Firm's Compliance Program includes a Compliance Committee, of which Mr. Neff and Mr. Moyers are members. The Compliance Committee is responsible for overseeing the Compliance Program, including, investment advisory recommendations, the Firm's Code of Ethics, best execution, fair value pricing procedures, and other testing and reviews as prescribed by the Program.

SMH Capital Advisors, Inc.

Daniel Alan Rudnitsky

4800 Overton Plaza
Suite 300
Fort Worth, TX 76109
Phone: 800-278-4308

November 6, 2012

This brochure supplement provides information about Daniel Rudnitsky that supplements the SMH Capital Advisors, Inc. brochure. You should have received a copy of that brochure. Please contact Daniel Rudnitsky if you did not receive a copy of the SMH Capital Advisors, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Daniel Rudnitsky is available on the SEC's website at www.adviserinfo.sec.gov.

SMH Capital Advisors, Inc.

Educational Background and Business Experience

Daniel Alan Rudnitsky (Born 1971)

Post-Secondary Education

Dan Rudnitsky attended Ramapo College of New Jersey from 1993 to 1997. Mr. Rudnitsky earned a B.A. in business administration in 1997.

Recent Business Experience

In November, 2012 Mr. Rudnitsky was added to SMH Capital Advisors as a Portfolio Manager and Vice President of Product Development. Mr. Rudnitsky is also a registered representative of Sanders Morris Harris Inc., member of The Edelman Financial Group Inc. Before joining SMHCA, Mr. Rudnitsky worked for Eagle Strategies, LLC and Bear Stearns Asset Management.

Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Mr. Rudnitsky has no information to report.

Other Business Activities

As a registered representative of Sanders Morris Harris Inc., Mr. Rudnitsky may sell investment products to clients that result in a commission. Mr. Rudnitsky receives compensation that may be based in part on commissions from the sale of mutual funds, stocks, and other investments. Compensation may also include distribution or service fees from the sale of mutual funds. A client may also purchase a series of the Catalyst Funds from Mr. Rudnitsky for which SMH Capital Advisors acts as a sub-adviser resulting in receipt of a commission, in addition to the adviser's receipt of a portion of the management fee. Mr. Rudnitsky may have an incentive to recommend the Catalyst Funds over other mutual funds for this reason.

Additional Compensation

As part of his compensation arrangement, Mr. Rudnitsky may earn additional compensation based on the level of net income earned from transactions executed in his capacity as both a registered representative of the affiliated broker dealer, Sanders Morris Harris Inc. and as an investment advisor representative of SMHCA. This may create an incentive to generate additional commissions and or transaction fees.

SMH Capital Advisors, Inc.

Supervision

Mr. Rudnitsky's supervisor is Morgan Neff, Vice President, and Senior Portfolio Manager and can be reached at 800-278-4308. Mr. Rudnitsky is a member of the Portfolio Management Team. The Team makes investment advisory decisions by committee. The Firm's Compliance Program includes a Compliance Committee, of which Mr. Neff is a member. The Compliance Committee is responsible for overseeing the Compliance Program, including, investment advisory recommendations, the Firm's Code of Ethics, best execution, fair value pricing procedures, and other testing and reviews as prescribed by the Program.

SMH Capital Advisors, Inc.

Lisa Haley
4800 Overton Plaza
Suite 300
Fort Worth, TX 76109
Phone: 800-278-4308

March 15, 2013

This brochure supplement provides information about Lisa Haley that supplements the SMH Capital Advisors, Inc. brochure. You should have received a copy of that brochure. Please contact Lisa Haley if you did not receive a copy of the SMH Capital Advisors, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Lisa Haley is available on the SEC's website at www.adviserinfo.sec.gov.

SMH Capital Advisors, Inc.

Educational Background and Business Experience

Lisa Celeste Haley (Born 1962)

Post-Secondary Education

Ms. Haley is a high school graduate. Ms. Haley does not possess a degree.

Recent Business Experience

Ms. Haley has been an Investment Advisor Representative with SMH Capital Advisors since 2007. She is also a registered representative of Sanders Morris Harris Inc. and an agent with HWG Insurance Agency, Inc., members of The Edelman Financial Group Inc. Before joining SMHCA, Ms. Haley was an Investment Advisor Representative with LPL Financial, LLC and Raymond James Financial Services, Inc.

Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Ms. Haley has no information to report.

Other Business Activities

As a registered representative of Sanders Morris Harris Inc., Ms. Haley may sell investment and insurance products to clients that result in a commission. Ms. Haley receives compensation that may be based in part on commissions from the sale of mutual funds, stocks, insurance, and other investments. Compensation may also include distribution or service fees from the sale of mutual funds. A client may also purchase a series of the Catalyst Funds from Ms. Haley for which SMH Capital Advisors acts as a sub-adviser resulting in receipt of a commission, in addition to the adviser's receipt of a portion of the management fee. Ms. Haley may have an incentive to recommend the Catalyst Funds over other mutual funds for this reason. Ms. Haley is also a licensed insurance agent and she may sell life and health insurance products to clients through HWG Insurance Agency, Inc., resulting in a commission.

Additional Compensation

As part of her compensation arrangement, Ms. Haley may earn additional compensation based on the level of net income earned from transactions executed in her capacity as both a registered representative of the affiliated broker dealer, Sanders Morris Harris Inc. and as an investment advisor representative of SMHCA. This may create an incentive to generate additional commissions and or transaction fees.

SMH Capital Advisors, Inc.

Supervision

Ms. Haley's supervisor is Dwayne Moyers, President, Chief Investment Officer and Senior Portfolio Manager and can be reached at 800-278-4308. Ms. Haley's investment recommendations are overseen by Mr. Moyers. Mr. Moyers reviews transaction reports provided by custodians and internal reporting. The Firm's Compliance Program includes a Compliance Committee, of which Mr. Moyers is a member. The Compliance Committee is responsible for overseeing the Compliance Program, including, investment advisory recommendations, the Firm's Code of Ethics, best execution, fair value pricing procedures, and other testing and reviews as prescribed by the Program.

SMH Capital Advisors, Inc.

Nick Windham

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Suite 300

Fort Worth, TX 76109

Phone: 800-278-4308

March 15, 2013

This brochure supplement provides information about Nick Windham that supplements the SMH Capital Advisors, Inc. brochure. You should have received a copy of that brochure. Please contact Nick Windham if you did not receive a copy of the SMH Capital Advisors, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Nick Windham is available on the SEC's website at www.adviserinfo.sec.gov.

SMH Capital Advisors, Inc.

Educational Background and Business Experience

Nicholas Paul Windham (Born 1982)

Post-Secondary Education

Nick Windham attended Tarrant County Junior College from 2001 to 2002 earning an Associates of Arts in 2002. Mr. Windham then attended the University of Texas at Arlington from 2003 to 2004 earning both a B.A. in business administration and a Masters in business administration (MBA) in 2004.

Recent Business Experience

Mr. Windham has been an Investment Advisor Representative with SMH Capital Advisors since 2010. He is also a registered representative of Sanders Morris Harris Inc. and an insurance agent with HWG Insurance Agency, Inc., members of The Edelman Financial Group Inc. Before joining SMHCA, Mr. Windham was a Loan Officer with VIP Mortgage and a New Home Salesperson for D.R. Horton.

Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Mr. Windham has no information to report.

Other Business Activities

As a registered representative of Sanders Morris Harris Inc., Mr. Windham may sell investment and insurance products to clients that result in a commission. Mr. Windham receives commissions from the sale of mutual funds, stocks, insurance, and other investments. Compensation may also include distribution or service fees from the sale of mutual funds. A client may also purchase a series of the Catalyst Funds from Mr. Windham for which SMH Capital Advisors acts as a sub-adviser resulting in receipt of a commission, in addition to the adviser's receipt of a portion of the management fee. Mr. Windham may have an incentive to recommend the Catalyst Funds over other mutual funds for this reason. Mr. Windham is also a licensed insurance agent and he may sell life and health insurance products to clients through HWG Insurance Agency, Inc., resulting in a commission.

Mr. Windham has one other business activity. Mr. Windham is 50% owner in Windham Real Estate, LLC, a full service real estate broker, since 2010. Mr. Windham spends 10 hours a month, not during trading hours, on this non-investment related activity.

Additional Compensation

As part of his compensation arrangement, Mr. Windham may earn additional compensation based on the level of net income earned from transactions executed in his capacity as both a registered representative of the affiliated broker dealer, Sanders Morris Harris Inc. and as an

SMH Capital Advisors, Inc.

investment advisor representative of SMHCA. This may create an incentive to generate additional commissions and or transaction fees.

Supervision

Mr. Windham's supervisor is Dwayne Moyers, President, Chief Investment Officer and Senior Portfolio Manager and can be reached at 800-278-4308. Mr. Moyers's investment recommendations are overseen by Mr. Moyers. Mr. Moyers reviews transaction reports provided by custodians and internal reporting. The Firm's Compliance Program includes a Compliance Committee, of which Mr. Moyers is a member. The Compliance Committee is responsible for overseeing the Compliance Program, including, investment advisory recommendations, the Firm's Code of Ethics, best execution, fair value pricing procedures, and other testing and reviews as prescribed by the Program.