



SMH CAPITAL ADVISORS, INC.

Investment Advisory Services Brochure

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March 15, 2013

This 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 us at 817-731-4308. 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.

SMHCA 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 investment adviser provide you with information about which you determine to hire or retain an investment adviser.

Additional information about SMHCA also is available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

Since our last annual amendment on March 27, 2012 this document has been amended as indicated below

On June 29, 2012 SMHCA made changes to its fee schedule and strategies offered in the Cummer Moyers Financial Services Program (CMFS Program). SMHCA Growth, SMHCA Balanced Growth, SMHCA Balanced Growth & Bonds and SMCHA Total Return Income strategies will no longer be offered in the SMHCA Un-Wrapped Program; these four strategies will only be offered in the SMHCA Sponsored Wrapped Fee Program.

On September 28, 2012 made changes to its brochure. SMHCA will no longer offer the Private Investment Management Program (“PIM”) and/or the Tactical Growth Strategy. The Catalyst Funds section was renamed the Catalyst Fund and SMH Representation Trust and the section was updated to change the name of the open-end investment management company to the Mutual Fund Series Trust (formerly known as the Catalyst Funds). The Nasdaq symbol for the Edelman Financial Group was deleted, reflecting the change of The Edelman Financial Group to a privately held company no longer available for public trading.

On November 6, 2012 SMHCA made changes to the Other Financial Industry Activities and Affiliations section was updated to remove two disclosed conflicts of interest that no longer exist. The Privacy Policy was updated.

On March 15, 2013 the descriptions for strategies that include an allocation to AAA were updated to provide greater clarity regarding the securities used in the AAA portion of portfolios. The Programs Not Sponsored by SMHCA section was removed from both the Investment Supervisory Services section and the Fees and Compensation section. SMHCA will no longer be recommending third party managers to participants in the Cummer Moyers Financial Services Program. The Participation or Interest in Client Transactions section was updated to reflect the policy that SMHCA does not allow agency cross transactions in Client accounts. Disclosure regarding indirect owners was added to the History of SMH Capital Advisors, Inc. section and to the Other Financial Industry Activities and Affiliations section.

Currently, our 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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Advisory Business

History of SMH Capital Advisors, Inc.

SMH Capital Advisors, Inc. (“SMHCA”) is registered as an investment adviser with the United States Securities and Exchange Commission (“SEC”) (File No. 801-54089). SMHCA is a wholly-owned subsidiary of The Edelman Financial Group Inc. (“TEFG”) SMHCA, which was formerly Cummer/Moyers Capital Advisors, Inc. (“Cummer/Moyers”), was acquired by Sanders Morris Harris Group Inc. in 2000. Cummer/Moyers was formed in 1996 by Jeffrey Cummer and Dwayne Moyers. Following the acquisition by Sanders Morris Harris Group Inc., the name was changed to SMHCA from Cummer/Moyers. TEFG is an indirect wholly-owned subsidiary of Lee Summer LP., a holding company formed by equity investors led by Lee Equity Partners, LLC (“LEP”) and Ric Edelman. LEP private equity funds (specifically, Lee Equity Partners Fund Summer AIV, LP, which is controlled by Lee Equity Partners GP, LLC) comprise the ultimate principal owners of TEFG and SMHCA.

Investment Consulting

SMHCA offers financial and investment consulting services at an hourly rate of \$395. An hourly rate of \$95 may also be assessed for other administrative services such as clearing of estates, transferring ownership of securities, calculating the cost basis of accounts, etc.

Investment Supervisory Services

Portfolio Management

Individual Account Management

SMHCA offers discretionary portfolio management services through three programs: (1) the Separately Managed Account Program (“SMA Program”); (2) the Cummer/Moyers Financial Services Program (“CMFS Program”); and (3) the Institutional Program. In all three programs, clients’ assets are invested in 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”) SMHCA’s methodology is the same for all three programs. Any differences in implementation are in the types of investments used to achieve the objectives of the strategy. Specific types of investments used to implement strategies are provided in the program descriptions below.

SMHCA invests client assets in securities that it deems to be consistent with client’s stated investment objectives. SMHCA also can create a customized account that is different from the described strategy. 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, clients 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, client cannot request that particular securities be purchased for the account. SMHCA reserves the right, in its sole discretion, to reject any account should clients request be unreasonable or overly restrictive conditions.

Separately Managed Account Program (SMA Program)

Clients in the SMA program are traditionally high net worth clients who are introduced to SMHCA by a third-party investment advisor. The third-party advisor recommends that the client invest all or a portion of the client's assets in an SMHCA Separately Managed Account. SMHCA offers six investment strategies in the SMA Program: SMHCA High Income, SMHCA Socially Responsible High Income, SMHCA Diversified Income, SMHCA Socially Responsible Diversified Income, SMHCA AAA, and SMHCA Total Return Income Unconstrained.

To establish a new account in the SMA Program, a client must invest a minimum of \$200,000. A client must invest a minimum of \$5 million to participate in the SMHCA Total Return Income Unconstrained strategy. SMHCA may waive the minimum account size at its discretion.

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 SMHCA High Income except that the SMHCA Socially Responsible High Income strategy 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 or pornography.

SMHCA Diversified Income: To take advantage of the benefits of combining high yield with investment grade bonds, this strategy is designed to provide a strong current yield with more stability than either an investment grade or a 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 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 AAA: Portfolios are 100% invested in AAA rated bonds (with residual cash). SMHCA may use 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 policy 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. This style is designed to take advantage of yield spread differentials within the investment grade markets. This strategy is for clients seeking income and capital preservation.

SMHCA Unconstrained Total Return Income: To access this strategy via the SMA Program, clients must have a minimum of \$5,000,000. Portfolios consist of investment grade bonds, high yield bonds, dividend paying stocks, individual equities, and derivatives of individual securities, including call options. This strategy is geared for long-term growth from both income and capital appreciation over a 10 year period, or a full market cycle.

Cummer/Moyers Financial Services Program (CMFS Program)

For clients that would like to access strategies not offered through the SMA 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. For the SMHCA Sponsored Wrap Program and the SMHCA Un-Wrapped Program, clients enter 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.

SMHCA Sponsored Wrap Program

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 a strong current yield with more stability than either an investment grade or a 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 with Individual Bonds, 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%.

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.)

SMHCA Un-Wrapped Program

For some of the strategies listed above, clients can elect to “un-wrap” the fee and pay the commissions and portfolio administration fees separately. The portfolio administration fee includes investment selection and allocation, annual rebalancing, quarterly reporting and account service requests. Commissions for accounts held at FCC, are charged according to the current commission schedule which is available upon request. Accounts opened prior to November 30, 2000 may be charged in accordance to schedules at that time which may be lower than the current schedule. 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.

In addition, the CMFS Program offers the following strategy to clients that opt to pay separate portfolio administration and transaction fees: SMHCA AAA.

SMHCA AAA: Portfolios are invested in AAA rated bonds (with residual cash). SMHCA may use 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 policy 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. This style is designed to take advantage of yield spread differentials within the investment grade markets. This strategy is for clients seeking income and capital preservation.

Institutional Program

SMHCA offers advisory and management services to institutions. Clients in this program are traditionally institutions who are working with a consultant and have a minimum investment of \$5,000,000. SMHCA, however, may grant exceptions to the minimum investment requirement from time-to-time under certain circumstances. SMHCA offers eight investment strategies in the Institutional Program: SMHCA High Yield, SMHCA Socially Responsible High Yield, SMHCA Diversified Income, SMHCA Socially Responsible Diversified Income, SMHCA AAA, SMHCA Total Return Income Unconstrained, Core Plus Intermediate Term and Core Plus Intermediate Term with SMHRT.

SMHCA High Yield: 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 Yield: Portfolios are managed in the same way as the High Income except that SMHCA 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 or pornography.

SMHCA Diversified Income: To take advantage of the benefits of combining high yield with investment grade bonds, this strategy is designed to provide a strong current yield with more stability than either an investment grade or a 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 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 AAA: Portfolios are invested in AAA rated bonds (with residual cash). SMHCA may use 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 policy 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. This style is designed to take advantage of yield spread differentials within the investment grade markets. This strategy is for clients seeking income and capital preservation.

SMHCA Total Return Income Unconstrained: Portfolios consist of investment grade bonds, high yield bonds, dividend paying stocks, individual equities, and derivatives of individual securities, including call options. This strategy is geared for long-term growth from both income and capital appreciation over a 10 year period, or a full market cycle.

SMHCA Core Plus Intermediate Term: 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 high yield allocation of the portfolio will be implemented using high yield corporate and convertible bonds.

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”).)

Advisor Platform Programs

SMHCA has entered into agreements to provide portfolio management services to clients of wrap fee programs sponsored by certain independent national brokerage firms (“Sponsors”). As participants in wrap fee programs, clients pay the Sponsor an asset-based fee that covers, among other costs, brokerage commissions and investment advisory fees. SMHCA relies on the Sponsor to determine the suitability of the wrap fee program for the client, as well as the suitability of SMHCA’s services. Clients should be aware that SMHCA will generally not be provided with sufficient information by the Sponsor to assess client’s suitability in connection with SMHCA’s services. For the services it provides to clients in the wrap fee programs, SMHCA receives a percentage of the fees charged by the Sponsor.

For clients participating in Advisor Platform Programs, SMHCA offers seven investment strategies: SMHCA High Income, SMHCA Socially Responsible High Income, SMHCA Diversified Income, SMHCA Diversified Income with SMHRT, SMHCA Socially Responsible Diversified Income, SMHCA AAA, and SMHCA Core Plus Intermediate Term with SMHRT. Not all strategies listed are available on all platforms. Clients should refer to the disclosure document provided by the Sponsor for a complete list of SMHCA strategies offered.

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 or pornography.

SMHCA Diversified Income: To take advantage of the benefits of combining high yield with investment grade bonds, this strategy is designed to provide a strong current yield with more stability than either an investment grade or a 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 with Individual Bonds, 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%.

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 AAA: Portfolios are invested in AAA rated bonds (with residual cash). SMHCA may use 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 policy 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. This style is designed to take advantage of yield spread differentials within the investment grade markets. This strategy is for clients seeking income and capital preservation.

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”).)

Sub-adviser

SMHCA may be selected by other investment advisers to serve as a sub-adviser to certain client accounts. Clients should be aware that SMHCA will generally not be provided with sufficient information by the investment adviser to perform an assessment as to the client’s suitability in connection with SMHCA’s services. SMHCA relies on the investment adviser to determine the suitability of SMHCA’s services for the client. SMHCA receives a percentage of the fees charged by the investment adviser for such sub-advisory services.

Catalyst Funds and SMH Representation Trust

SMHCA is the sub-adviser for two funds in the Catalyst fund family (the “Catalyst Funds”); each a series of the Mutual Funds Series Trust (formerly known as the Catalyst Funds), an open-end investment management company registered with the SEC, commonly referred to as a mutual fund, sponsored by Catalyst Capital Advisors, LLC (“CCA”). The Catalyst Funds use various allocations of high yield debt securities and dividend paying equities. As sub-adviser, SMHCA receives 50% of the management fee paid to the investment adviser, CCA.

In March 2008, SMHCA entered into a Joint Venture Agreement with the sponsor of the Mutual Fund Series Trust, in connection with the creation of the Catalyst/SMH High Income Fund (formerly known as the Catalyst High Income Fund), and the Catalyst/SMH Total Return Income Fund (formerly known as the Catalyst Total Return Fund) (the “Catalyst Funds”). Pursuant to the Joint Venture Agreement, SMHCA agreed to (a) act as sub-adviser for the Catalyst Funds, (b) make a capital contribution to CCA sufficient to pay certain start-up expenses of the Catalyst Funds and (c) pay a portion of the up-front commissions paid to brokers on sales of Class C shares and to wholesalers of the Catalyst Funds as compensation for share purchases in the Catalyst Funds. In exchange for its capital contribution, SMHCA is entitled to receive non-voting, Class C Units of Membership in CCA, which entitle SMHCA to receive 50% of the net proceeds received by CCA related to the Funds if CCA is acquired or sells the rights to manage the Funds.

In addition, certain employees of SMHCA are also registered representatives of Sanders Morris Harris Inc., an affiliated broker dealer, and may receive commissions and 12b-1 fees for selling the Funds. Such a structure may create a conflict of interest. In addition, SMHCA may utilize the Catalyst Funds to implement SMHCA strategies. In addition to earning advisory fees for implementing the strategy, SMHCA also earns a management fee from the fund. This structure can create a conflict of interest when recommending investments. See the Catalyst Fund Prospectus for a full description of the management fees and expenses related to the Catalyst Funds.

SMHCA is also the investment advisor to the SMH Representation Trust (“SMHRT Fund”), a series of the Mutual Fund Series Trust, which is a non-diversified open-end management investment company, commonly known as a mutual fund. Shares of the SMHRT Fund may be purchased by or on behalf of clients of “wrap account” programs sponsored by SMHCA, its affiliates or a broker/dealer that has an agreement with SMHCA. The SMHRT Fund will not charge any fees or expenses. SMHCA will waive all advisory fees to the SMHRT Fund and will absorb all expenses of operating the SMHRT Fund through October 31, 2013 and thereafter so long as the SMHRT Fund is used exclusively for wrap programs. A “Management Fee” of 0.55% of the average daily net assets is the fee that SMHCA would charge if it were to charge the SMHRT Fund for its management services. Since the SMHRT Fund is offered only in wrap fee programs, participants pay a “wrap” fee to the sponsor of the program, a portion of which is paid to SMHCA pursuant to agreements between SMHCA and the program sponsors.

Philadelphia Financial

SMHCA provides investment management services for Philadelphia Financial Life Assurance Company Separate Accounts. The Separate Account consists, in part, of a managed investment account to which the owners of certain Philadelphia Financial Life Assurance Company (“PFL”) variable products will allocate assets for SMHCA to manage. SMHCA will make investment decisions for the investment account and place orders to purchase and sell securities for the investment account. For these investment management services, SMHCA will receive a fee ranging from 0.35% - 0.55%, depending upon strategy chosen, calculated as an annual percentage of the average net assets of the investment account. Owners of the PFL products may allocate assets to four strategies: Total Return Income, High Yield, Diversified Income, and Core Plus Intermediate Term.

At December 31, 2012, SMHCA manages approximately \$1.5 billion in client assets on a discretionary basis and \$0 client assets on a non-discretionary basis. This includes all assets managed in all programs discussed above. Calculation of assets is based upon market values plus accrued interest at December 31, 2012.

Fees and Compensation

Except as specifically noted herein, fees are negotiable and may vary depending on the extent of the services provided and the costs of such services. Fees may be deducted directly from clients' managed accounts(s).

SMHCA offers financial and investment consulting services at an hourly rate of \$395. An hourly rate of \$95 may also be assessed for other administrative services such as clearing of estates, transferring ownership of securities, calculating the cost basis of accounts, etc.

The specific manner in which advisory fees are charged by SMHCA is established in a client's written agreement with SMHCA. 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) 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, SMHCA may receive management fees and Sanders Morris Harris may receive 12b-1 fees on the same mutual fund assets.

In addition, mutual funds impose internal fees and expenses including sales charges. Such fees, expenses, and charges are in addition to portfolio management fees charged to the client for SMHCA's services. Complete details of mutual fund fees, expenses, and other charges are disclosed in the applicable mutual fund prospectus.

Clients for whom SMHCA calculates and bills portfolio management fees are charged quarterly, in advance. 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. When a third party (e.g., a wrap fee sponsor or other Investment Advisor) calculates and bills portfolio management fees are charged quarterly, either in advance or arrears, as determined and disclosed by the third party.

Quarterly fees are payable on the first business day of each calendar quarter, based on the market value of the account, plus accrued interest, 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.

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.

SMA and Institutional Programs Fee Schedules

The SMA and Institutional Program advisory fees charged by SMHCA are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which will be incurred by a client. Clients may also incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by third party managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

In the SMA Program, the third-party advisor may add an advisory fee in addition to the fee charged by SMHCA. The SMHCA fee and the third-party advisor fee will comprise the total fee. This total fee will be shown on the Client's SMA Program Agreement. The additional advisory fee is not shown below.

Assets Under Management	SMHCA AAA	SMHCA Diversified Income and SMHCA Socially Responsible Diversified Income	SMHCA High Yield/Income and SMHCA Socially Responsible High Yield/Income
First \$25 million	0.30%	0.70%	0.80%
Next \$25 million	0.275%	0.60%	0.70%
Next \$50 million	0.25%	0.50%	0.60%
\$100 - \$250 million	0.20%	0.40%	0.50%
\$250 - \$500 million	0.175%	0.35%	0.45%
Over \$500 million	0.15%	0.30%	0.40%

SMA and Institutional Program Fee Schedule Continued:

Assets Under Management	SMHCA Total Return Income Unconstrained	SMHCA Core Plus Intermediate Term SMHCA Core Plus Intermediate Term with SMHRT
First \$25 million	1.00%	0.60%
Next \$25 million	0.90%	0.50%
Next \$50 million	0.80%	0.40%
\$100 - \$250 million	0.70%	0.30%
\$250 - \$500 million	0.60%	0.25%
Over \$500 million	0.50%	0.20%

In the Institutional Program, SMHCA also offers an incentive-based fee arrangement to institutional clients, in lieu of the fee schedule above which is negotiated on a client-by-client basis. See “Performance-Based Fees and Side-by-Side Management” section for more information about these arrangements.

CMFS Program Fee Schedules

SMHCA Sponsored Wrap Program Fees

Assets Under Management	SMHCA Diversified Income, SMHCA Diversified Income with SMHRT and SMHCA Socially Responsible Diversified Income	SMHCA High Income and SMHCA Socially Responsible High Income	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%

SMHCA Sponsored Wrap Program 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%

SMHCA Un-Wrapped Program Fees

For the strategies listed below, clients pay commissions and portfolio administration fees separately. The portfolio administration fee covers investment selection and allocation, annual rebalancing, quarterly reporting and account service requests. Commissions for accounts held at FCC are charged according to the current commission schedule which is available upon request. Accounts opened prior to November 30, 2000 may be charged in accordance to schedules in effect at that time which may be lower than the current schedule.

Assets Under Management	SMHCA AAA
Less Than \$500,000	0.10%
More Than \$500,000	0.10%

Performance-Based Fees and Side-By-Side Management

In some cases, SMHCA may enter 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.

Types of Clients

SMHCA provides portfolio management services to individuals, high net worth individuals, registered mutual funds, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, private investment funds, trust programs, insurance companies, and individuals participating in wrap fee programs.

Methods of Analysis, Investment Strategies and Risk of Loss

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 the time of purchase.

AAA Process

(SMHCA Diversified Income, SMHCA Diversified Income with Individual Bonds, 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.

Investment Strategy Risks

Investing in securities involves risk of loss that clients should be prepared to bear.

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 Cyclicalities. 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.

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 TEFG, 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 or SMA 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 portfolio administration fee charged to client accounts. Such a structure may create a conflict of interest.

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.

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.

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.

Brokerage Practices

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, or the designated third party advisor, 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 and SMA 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.

Custodial Arrangements

CMFS and some SMA Program accounts are currently held at First Clearing, LLC. First Clearing, LLC provides an automated sweep of uninvested cash to a variety of money market funds, including FDIC insured funds. First Clearing does not charge a fee for this service; however, money market funds do have internal fees and expenses. SMHCA receives monthly compensation based on the average amount of client assets in the money market funds.

The custodian for other client accounts will vary, depending on the types of advisory services SMHCA is providing. Wrap fee program accounts will be held by the Sponsor or the custodian selected by the Sponsor. When SMHCA serves as a sub-adviser, the investment adviser will select the custodian.

Investment Research from Brokerage

Section 28(e) of the Securities Exchange Act of 1934 (“Exchange Act”) provides a safe harbor that allows an investment adviser to cause a client to pay more than the lowest available commission in order to obtain brokerage and research services (“soft dollar arrangements”). SMHCA does not currently have any such soft dollar arrangements. In the event that SMHCA wishes to enter into a soft dollar arrangement, such arrangement will be approved in advance by SMHCA, documented in a written agreement, and will comply with the safe harbor provided by Section 28(e) of the Exchange Act.

Trade Errors

SMHCA strives to take the utmost care in implementing investment decisions of behalf of client accounts. However, occasionally an error may occur in a client account. To the extent that an error occurs that is unique to the client, SMHCA will correct them as soon as is practical and in such a manner that the affected client incurs no loss. Any losses will be reimbursed by SMHCA; any gains will be retained by the client. In the case of an aggregated allocation trade, errors will be corrected using the average price provided to all affected clients. The trade error will be settled via the error account. Any gains or losses in this error account will be the responsibility of SMHCA.

In the event an error is caused by a broker/dealer or other third-party, SMHCA will take reasonable steps to resolve the error and ensure that affected clients are made whole. However, under no circumstances may a broker/dealer pay costs attributable to a trade error caused by SMHCA or any employee of SMHCA.

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 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.

The nature and frequency of reports to clients are determined primarily by the particular needs of each client and the program that the client has selected. For most programs, 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

Referral Arrangements

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.

Custody

Clients should receive at least quarterly statements from the broker/dealer, bank or other qualified custodian that holds and maintains client's account assets. 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.

Investment Discretion

SMHCA usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold, 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 account.

When selecting securities and determining quantities, SMHCA observes the client's investment policies, limitations and restrictions. For registered investment companies, SMHCA's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to SMHCA in writing.

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.

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., formerly Sanders Morris Harris 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 THE EDELMAN FINANCIAL GROUP 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 The Edelman Financial Group chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does The Edelman Financial Group 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 non-affiliates to market to you	No	We do not share

Questions?

Go to www.edelmanfinancial.com. Call 800-538-0020

Who we are	
Who is providing this notice?	The Edelman Financial Group Inc. and its subsidiaries and affiliates set forth below.
What we do	
How does The Edelman Financial Group protect my personal information?	<p>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:</p> <ul style="list-style-type: none"> ▪ information access controls ▪ service provider oversight and confidentiality agreements ▪ proper disposal of customer information ▪ periodic security training for personnel
How does The Edelman Financial Group collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> ▪ 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 <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> ▪ sharing for affiliates' everyday business purposes—information about your creditworthiness ▪ affiliates from using your information to market to you ▪ sharing for non-affiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>
Definitions`	
Affiliates	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> ▪ <i>Our affiliates include financial companies such as Edelman Financial Services, LLC, financial advisors, such as SMH Capital Advisors, Inc. and GFS Advisors, LLC, broker dealers such as Sanders Morris Harris Inc. and Global Financial Services, Inc., and insurance agencies such as HWG Insurance Agency, Inc.</i>
Non-affiliates	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> ▪ <i>We do not share with non-affiliates so they can market to you.</i>
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> ▪ <i>We do not jointly market with nonaffiliated companies.</i>

Following is a list of The Edelman Financial Group companies to which this notice applies, as of November 1, 2012:

- | | | |
|------------------------------------|---|------------------------------|
| ○ Cummer/Moyers Financial Services | ○ Investor Financial Solutions, LLC | ○ Sanders Morris Harris Inc. |
| ○ Global Financial Services, LLC | ○ Kissinger Financial Services | ○ SMH Capital Advisors, Inc. |
| ○ GFS Advisors, LLC | ○ Leonetti & Associates, LLC | ○ The Dickenson Group, LLC |
| ○ HWG Insurance Agency Inc. | ○ Miller-Green Financial Services, Inc. | ○ The Rikoon Group LLC |

Separate policies may apply to customers of certain businesses, such as Edelman Financial Services, LLC

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

4800 Overton Plaza

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.