

## Part 2A of Form ADV: Disclosure Brochure

Mariner Institutional Consulting, LLC

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This Brochure provides information about the qualifications and business practices of Mariner Institutional Consulting, LLC (“MIC”). If you have any questions about the contents of this Brochure, please contact us at (913) 904-5700. 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. MIC is a registered investment adviser. Registration of an Investment Adviser does not imply a certain level of skill or training. The oral and written communications of an Adviser provide you with information through which you determine to hire or retain an Adviser.

Additional information about MIC is also available via the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with MIC who are registered as investment adviser representatives of MIC.

## **Item 2 – Material Changes**

This Item 2 discusses only specific material changes that were made to this Brochure since the last annual update of our Brochure on March 17, 2017. It does not describe other modifications to this Brochure, such as updates to dates and numbers, stylistic changes or clarifications.

- Item 8 includes enhanced disclosure of investment risks.
- Item 10 was updated to reflect changes to our affiliations.

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

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

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#### **Item 4 – Advisory Business**

Mariner Institutional Consulting, LLC (“MIC,” “we,” or “us”) is an investment adviser registered with the SEC since November 2014. We are a limited liability company organized under the laws of Delaware since October 2014. The majority owner is Mariner Holdings, LLC and the minority owner and managing director is Robert Woodard. The Bicknell Family Holding Company, LLC is the majority owner and manager of Mariner Holdings. Martin Bicknell is the elected manager of the Bicknell Family Holding Company.

We provide consulting services to institutions, charitable organizations, corporations, retirement plans and other business entities. Depending upon the engagement, we offer our services for a fixed retainer fee or, in certain circumstances, for an hourly fee or a fee based upon assets under advisement.

All retirement plan consulting services shall be in compliance with the applicable state law(s) regulating retirement plan consulting services. This applies to client accounts that are retirement plans or other employee benefit plans (“Plan”) governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). If the client accounts are part of the Plan, and we accept appointments to provide our services to such accounts, we acknowledge that we are a fiduciary within the meaning of section 3(21) of ERISA (but only with respect to the provision of services described in the Agreement).

Prior to engaging us, the client will be required to enter into one or more written agreements setting forth the terms, conditions, and objectives under which we shall render our services (the “Agreement”). Additionally, our clients are advised to promptly notify us if there are ever any changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon our advisory services.

Our total assets under advisement as of December 31, 2017 were approximately \$3,028,000,000. Due to the nature of the business of providing consulting services, MIC does not report assets under management on Form ADV Part 1.

## **Item 5 – Fees and Compensation**

### *Advisory Fees*

The structure and level of our advisory fee will vary by client based upon the services provided and other consideration deemed relevant by us. The specific manner in which our fees are charged is established in the Agreement. We will generally bill our fees in arrears on a quarterly basis, as more fully described in the Agreement. Depending upon the engagement, we offer our services for a fixed retainer fee or, in certain circumstances, for an hourly fee or a fee based upon assets under advisement. Clients are typically billed for reasonable travel expenses. Reasonable travel expenses are submitted to the client as part of its quarterly invoice, although travel expenses related to regularly scheduled meetings are generally not billed to the client. If we anticipate incurring unusual or extraordinary expenses, we will discuss such expenses with the client and provide an estimate of the same, in advance, for the purpose of obtaining the client's approval. All fee arrangements are subject to negotiation. Please see your Agreement for the applicable fees.

For the initial quarter of investment consulting services, the first quarter's fees shall be calculated on a *pro rata* basis. The Agreement between us and a client will continue in effect until terminated by either party pursuant to the terms of the Agreement. Our fee shall be prorated through the date of termination and any remaining balance shall be charged to the client, as appropriate, in a timely manner.

### *Additional Fees and Expenses*

Our fees are exclusive of administration expenses, brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by the client. Clients will incur certain charges imposed by custodians, brokers, third party investment managers and other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Mutual funds, closed-end funds, ETFs, structured products and other pooled investment vehicles are subject to commissions, fees and expenses which are disclosed in the fund's prospectus or offering documents. Such charges, fees and commissions are exclusive of and in addition to our advisory fee.

Many funds offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to more commonly offered retail mutual fund share classes (typically, Class A (including load-waived A shares), B and C shares for mutual funds), some funds offer institutional share classes or other share classes specifically designed for purchase by an account for a fee-based investment advisory program. However, these share classes may also have higher transaction costs and may have minimum purchase criteria that limit availability to larger transactions.

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

### *Performance-Based Fees*

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

### *Side-By-Side Management*

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

## **Item 7 – Types of Clients**

We generally provide investment consulting services to the following types of clients:

- Institutions
- Charitable Organizations
- Retirement Plans
- Corporations or business entities other than those listed above.

We do not impose a minimum account size for investment consulting services.

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

### ***Methods of Analysis and Investment Strategies***

We focus on strategic asset allocation as the primary determinant of long-term outcomes. Depending on each client's situation, we will also consider potential shorter-term outcomes, particularly as they relate to risks to the organization. We model outcomes using conventional and non-conventional methods of portfolio construction and returns, as well as the potential or likely variance of returns over time. In all efforts, we seek to communicate to the client the likely limits or potential shortcomings of these models, since no model or forward-looking analysis can accurately predict the future or anticipate every potential outcome.

We will recommend, but do not have discretion to implement, that clients authorize the active discretionary management of a portion of their assets by and/or among certain manager(s), based upon the stated investment objectives of the client. When recommending or selecting a Manager for a client, we shall review information about the manager(s), such as its disclosure statement and/or material supplied by the manager(s) or independent third parties for a description of the manager's investment strategies, past performance and risk results, to the extent available.

### ***Risk of Loss***

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

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

- **Market Risk** – Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments.
- **Equity Risk** – Stocks are susceptible to fluctuations and to the volatile increases and decreases in value as their issuer's confidence in or perceptions of the market change. Investors holding common stock of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- **Company Risk** – There is always a level of company or industry risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company will perform poorly or that its value will be reduced based on factors specific to it or its industry.



- Options Risk – Options on securities are subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.
- Margin Risk – Margin trading involves interest charges and risks, including the potential to lose more than deposited or the need to deposit additional collateral in a falling market.
- Covered Call Risk – The writer of a covered call forgoes the opportunity to benefit from an increase in the value of the underlying interest above the option price, but continues to bear the risk of a decline in the value of the underlying interest.
- Small- and Medium-Capitalization Companies – Stocks of companies with small- to medium-sized market capitalizations may provide significant profit opportunities, however, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than investments in stocks of larger companies. For example, prices of small-capitalization and even medium capitalization stocks are often more volatile than prices of large-capitalization stocks, and the risk of bankruptcy or insolvency of many smaller companies is higher than for larger, “blue-chip” companies. In addition, due to thin trading in some small capitalization stocks, an investment in those stocks is likely illiquid (see discussion below).
- Environmental, Social and Governance (“ESG”) Criteria – A client’s or a strategy’s ESG criteria may exclude securities of certain issuers for nonfinancial reasons and therefore the client may forgo some market opportunities available to portfolios that do not use an ESG criteria. Stocks of companies with ESG practices may shift into and out of favor with stock market investors depending on market and economic conditions, and performance may at times be better or worse than the performance of accounts or strategies that do not use an ESG criteria.
- Fixed Income Risk – Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk. In addition, a rise in interest rates will generally result in the decline in the value of fixed income securities. Fixed income securities are also subject to reinvestment risk in that if interest rates are falling during a period of reinvestment returns will be lower. Both interest rate and reinvestment risk increase as portfolio duration increases.
- Non-Investment Grade Bonds – Bonds (commonly known as “junk bonds”) that are of below investment grade quality (rated below Baa3 by Moody’s Investors Service, Inc. or below BBB- by Standard & Poor’s Ratings Group and Fitch Ratings or, if unrated, reasonably determined by MIC to be of comparable quality) (“non-investment grade bonds”). Investments in non-investment grade bonds are predominantly speculative because of the credit risk of their issuers. While normally offering higher yields, non-

investment grade bonds typically entail greater potential price volatility and will likely be less liquid than investment grade securities.

- **Distressed Securities** – Distressed securities are securities of companies that are experiencing or have experienced significant financial or business difficulties. Distressed securities may generate significant returns for an account, but also involve a substantial degree of risk. In certain circumstances, an investor will lose a substantial portion or all of its investment in a distressed company or be required to accept cash or securities with a value less than the original investment. The market prices of such investments are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such investments will likely be greater than for non-distressed securities.
- **ETF, Closed-end Fund and Mutual Fund Risk** – ETF, closed-end fund and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF, closed-end fund or mutual fund generally reflects the risks of owning the underlying securities held by the ETF, closed-end fund or mutual fund. If the ETF, closed-end fund or mutual fund fails to achieve its investment objective, the investment in the fund may adversely affect its performance. In addition, because ETFs and many closed-end funds are listed on national stock exchanges and are traded like stocks listed on an exchange, (1) the strategy may acquire ETF or closed end fund shares at a discount or premium to their NAV, and (2) the strategy may incur greater expenses since ETFs are subject to brokerage and other trading costs. Since the value of ETF shares depends on the demand in the market, you may not be able to liquidate the holdings at the most optimal time, adversely affecting performance. Closed-end funds which are not publicly offered (also known as interval funds) provide only limited liquidity to investors. Accordingly, investments in interval funds can expose investors to liquidity risk, and that risk is greater in funds that invest in securities of companies with smaller market capitalizations, derivatives or securities with substantial market and/or credit risk.
- **Exchange Traded Notes (“ETNs”)** – ETNs are a type of senior, unsecured, unsubordinated debt security issued by financial institutions that combine aspects of both bonds and ETFs. An ETN’s returns are based on the performance of a market index minus fees and expenses. Similar to ETFs, ETNs are listed on an exchange and traded in the secondary market. However, unlike an ETF, an ETN can be held until the ETN’s maturity, at which time the issuer will pay a return linked to the performance of the market index to which the ETN is linked minus certain fees. Like other index-tracking instruments, ETNs are subject to the risk that the value of the index may decline, at times sharply and unpredictably. In addition, ETNs—which are debt instruments—are subject to risk of default by the issuer. ETNs are subject to both market risk and the risk of default by the issuer. ETNs are also subject to the risk that a liquid secondary market for any particular ETN might not be established or maintained.
- **REITs and Real Estate Risk** – The value of investments in real estate investment trusts (“REITs”) may change in response to changes in the real estate market. Investments in

REITs may be subject to the following additional risks: declines in the value of real estate, changes in interest rates, lack of available mortgage funds or other limits on obtaining capital and financing, overbuilding, extended vacancies of properties, increases in property taxes and operating expenses, changes in zoning laws and regulations, casualty or condemnation losses, and tax consequences of the failure of a REIT to comply with tax law requirements. An investment will bear a proportionate share of the REIT's ongoing operating fees and expenses, which may include management, operating and administrative expenses

- International Investing Risk – International investing, especially in emerging markets, involves special risks, such as currency exchange and price fluctuations, as well as political and economic risks.
- Emerging Markets Risk – The risks associated with foreign investments are heightened when investing in emerging markets. The governments and economies of emerging market countries may show greater instability than those of more developed countries. Such investments tend to fluctuate in price more widely and to be less liquid than other foreign investments.
- Liquidity Risk – Liquidity is the ability to readily convert an investment into cash. The less liquid an asset is, the greater the risk that, if circumstances require an investor to sell the asset quickly, it will be sold at a price below fair value. Generally, an asset is more liquid if it represents a standardized product or security and there are many traders interested in making a market in that product or security. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Master Limited Partnerships (“MLPs”) – MLP investing includes risks such as equity and commodity-like volatility. Also, distribution payouts sometimes include the return of principal and, in these instances, references to these payouts as “dividends” or “yields” may be inaccurate and may overstate the profitability/success of the MLP. Additionally, there are potentially complex and adverse tax consequences associated with investing in MLPs. This is largely dependent on how the MLPs are structured and the vehicle used to invest in the MLPs.
- Alternative Investment Risk – Alternative investments encompass a broad array of strategies, each with its own unique return and risk characteristics that must be considered on a case-specific basis.
- Insurance Linked Securities – Investments in insurance linked securities (“ILS”) are subject to various types of risk: The primary risk relates to reinsurance triggering events, for example: (i) natural catastrophes, such as hurricanes, tornados, or earthquakes of a particular size/magnitude in a designated geographic area; or (ii) non-natural events, such as large commercial accidents (e.g., marine or aviation). Such events, if they occur at unanticipated frequencies or severities, could result in reduced investment returns for ILS investors and even the loss of principal. There is no way to predict with complete accuracy whether a triggering event will occur, and because of this significant uncertainty, ILS carry a high degree of risk. Valuation risk is the risk that the ILS is

priced incorrectly due to factors such as incomplete data, market instability, model & human error. In addition, pricing of ILS is subject to the added uncertainty caused by the inability to generally predict whether, when or where a natural disaster or other triggering event will occur.

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

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

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

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

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

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

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

We are a subsidiary of Mariner Holdings. Mariner Holdings also has investments, ownership or economic interests in a number of other financial service or investment management providers, a list of which is provided below. Through our relationship with Mariner Holdings, we have relationships and arrangements that are material to our advisory business or to our clients with related persons that are either an investment adviser, broker-dealer, investment company, trust company, tax consulting firm, investment banking firm, or insurance company or agency. We do not recommend, introduce or endorse, nor do we provide analysis or commentary on, any of these services, investment advisers or entities to our institutional consulting clients. Should a client engage us while engaged in a relationship with any of these entities, or should the client independently choose to do business with these related entities, we will affirm the potential or real conflict of interest with these arrangements and recuse ourselves from any commentary or advice with regard to these arrangements.

### **Other Investment Advisers**

We are affiliated, and under common control, with other SEC registered investment advisers:

- Alegria Energy, LLC (CRD No 281531);
- Ascent Investment Partners, LLC (CRD No. 152533);
- Convergence Investment Partners, LLC (CRD No. 148472);
- Mariner Retirement Advisors, LLC (CRD No. 172372);
- Mariner, LLC (CRD No. 140195);
- Mariner Wealth Advisors-Cincinnati, LLC (CRD No. 165759);
- Mariner Wealth Advisors-IC, LLC (CRD No. 289886);
- Mariner Wealth Advisors-Madison, LLC (CRD No. 165972);
- Mariner Wealth Advisors-Manasquan, LLC (CRD No. 171018);
- Mariner Wealth Advisors-Oklahoma, LLC (CRD No. 107355);
- Kummer Financial Strategies, LLC (CRD No. 290009);
- Nuance Investments, LLC (CRD No. 148534);
- Palmer Square Capital Management LLC (CRD No. 155697); and
- Vantage Investment Advisors, LLC (CRD No. 174099), respectively.

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

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

### **Broker-Dealer**

We are affiliated, and under common control, with MSEC, LLC (“MSEC”) (CRD No. 154327), a broker/dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA), Securities Investment Protection Corporation (SIPC), and Municipal Securities Rulemaking Board (MSRB).

### Investment Company or Other Pooled Investment Vehicles

Certain of our affiliates listed above serve as the investment manager, manager of the manager, collateral manager, investment adviser or sub-adviser to private funds, collateralized loan obligation vehicles, or warehouses (please see the Form ADV of each advisor for specific information) (collectively with separately managed accounts of our affiliates, “Affiliated Products”).

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

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

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

### Trust Company

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

### Tax Consulting Firm

We are under common control with Mariner Consulting-Oklahoma, LLC, a tax consulting, compliance and bookkeeping firm.



### Investment Banking Firm

We are under common control with Mariner Capital Advisors, LLC, which provides investment banking, valuation advisory and forensic accounting services.

### Insurance Companies or Agencies

We are under common control with Mariner Insurance Resources, LLC, an insurance agency; Enterprise Risk Strategies, LLC, a captive management insurance company; and ERS Insurance, Inc.; and ERS Securas LLC; and Contego Insurance Inc., captive insurance companies.

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

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

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

A conflict of interest exists to the extent MIC and/or its related persons invest in the same securities that are recommended to clients. In order to address this conflict of interest, MIC has implemented certain policies and procedures in its Code of Ethics.

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

## **Item 12 – Brokerage Practices**

We serve as an investment consultant for our clients and, as such, do not arrange for the execution of securities brokerage transactions for a client's account. As a result, we do not select or recommend broker-dealers for client transactions nor do we review the reasonableness of compensation of various broker-dealers. Further, we do not place trades for our clients and, therefore, aggregation of purchases and sales of securities is not applicable.

### **Item 13 – Review of Accounts**

We monitor client portfolios as part of an ongoing process, while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by our managing director. All institutional consulting clients are encouraged to discuss their needs, goals, and objectives with us and to keep us informed of any changes thereto. We shall contact ongoing institutional consulting clients at least annually to review our previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

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

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

We will not recommend affiliated investment advisers' services to manage a client's assets. Should a relationship exist with one of our affiliates that results from a previous engagement or from an independent decision by a client, these affiliated investment advisers charge fees in addition to and separate from the fees charged by MIC. Clients are advised that a conflict of interest exists. In this circumstance, neither MIC nor its employees receive any form of direct compensation for recommending affiliate investment advisor services, nor is compensation received if a client utilizes investment advisor services. Due to MIC's ownership structure, MIC has a conflict of interest regarding related persons because revenues earned by related persons ultimately flow to MIC's parent company, Mariner Holdings.

Similarly, we may have clients that are invested in or choose independently to invest in investment-related limited partnerships or limited liability companies for which one of our related persons serves as the general partner or manager. These limited partnerships or limited liability companies charge fees in addition to and separate from the fees charged by MIC. Clients are advised that a conflict of interest exists. Neither MIC nor its employees receive any form of direct compensation for recommending affiliate investment-related limited partnerships or limited liability companies, nor is compensation received if a client utilizes affiliate investment-related limited partnerships or limited liability companies. Due to MIC's ownership structure, MIC has a conflict of interest regarding related persons because revenues earned by related persons ultimately flow to MIC's parent company, Mariner Holdings.

We provide support services for a fee to affiliated investment advisory firms for specific institutional clients.

We write white papers on investment fundamentals for a third party financial company for a fee.

### **Item 15 – Custody**

MIC does not have custody of client funds and securities under Rule 206(4)-2. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge clients to carefully review such statements and, if applicable, compare such official custodial records to the performance reports that we provide to clients. Performance reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 – Investment Discretion**

We serve as an investment consultant for our clients and, as such, do not receive any authority, discretionary or non-discretionary, from the client to select the identity and amount of securities to be bought or sold.

When providing investment recommendations, we observe the investment policies, limitations and restrictions of the clients for which we consult.

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

We do not vote proxies on behalf of our clients, unless otherwise agreed in writing. In the event that we agree in writing to take on proxy voting responsibilities, we would cast proxy votes in a manner consistent with the best interest of our clients. Absent special circumstances, which would be fully described in the adopted Proxy Voting Policies and Procedures, all proxies would be voted consistent with guidelines established and described in Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Should such an arrangement exist, clients would be able to contact us at any time to request information about how we voted proxies for that client's securities or to get a copy of the adopted Proxy Voting Policies and Procedures.



## **Item 18 – Financial Information**

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