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This Part 2A of Form ADV: Firm Brochure ("Brochure") provides information about the qualifications and business practices of Quartz Partners, LLC ("Firm"). If you have any questions about the contents of this Brochure or would like to receive a copy at no charge, via mail or email, please contact us at 800.433.0422 or compliance@quartzpartners.com. The information in this Brochure, our qualifications and registration has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any government agency.

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

The Firm's use of the term "registered investment adviser" or being "registered" with the SEC, any state securities authority or self regulatory organization does not imply a certain level of skill or training. All current and prospective clients should retain a copy of this Brochure and thoroughly read it in its entirety prior to evaluating whether they would like to engage or continue with our advisory services. We urge clients to contact us with any questions or concerns they may have after reading this Brochure.

Item 2. Material Changes

Our Firm believes that successful relationships are predicated on both parties providing timely, complete and accurate communication. We have made changes throughout this Brochure in an effort to provide up-to-date information, clearly and concisely. This section addresses only those material changes that have been incorporated since our last update on July 6th, 2015 that we consider important to the total mix of information contained within this Brochure:

- Assets Under Management pg.5: Updated to reflect the most recent month end.
- Directed Brokerage pg.13: Amended language to clarify TD Ameritrade's directed brokerage fee schedules.

The most recent version of this Brochure is available at:

- Internet: www.quartzpartners.com or www.adviserinfo.sec.gov
- Email: compliance@quartzpartners.com
- Telephone: 800.433.0422
- Mail: Quartz Partners Investment Management
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Please review this Brochure in its entirety.

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Item 4. Advisory Business

Description of our Firm

Quartz Partners Investment Management commenced operations as an investment adviser in 2015 and provides investment management services. Joseph Arena, Managing Director and Chief Investment Officer, and Kyle Webber, Managing Director and Chief Compliance Officer are the principal owners, portfolio managers and operators of the Firm.

Advisory Services

Our Firm uses proprietary asset allocation models (“Model(s)”) to guide our investment decisions in an attempt to monitor Client investments and manage portfolio risk on a continuous basis. Most Models are managed using an Active Asset or Tactical asset allocation methodology. This methodology contrasts with Strategic asset allocation, or Buy-and-Hold strategies, which typically adhere to rigid asset class mixes and buy-and-sell rules. Our Models may not participate in market advances and they may experience adverse tax consequences related to short-term holding periods for non-qualified accounts that do not have a tax exempt or a tax deferred status. While performance is never guaranteed and objectives may not be met, each of our Models has a stated objective of outperforming its designated benchmark on a risk-adjusted basis over a full market cycle, which typically lasts 5-7 years. Therefore, our advisory services are typically appropriate for Clients with at least a 5-year time horizon for their account.

Through guided questionnaires and correspondence with the Client, the financial situation, goals and objectives are established to aid the Client in selecting a suitable model. Once a Model has been selected, the Client’s account will be managed based on the Model’s goal, rather than each Client’s individual needs. Clients will receive communication at least annually asking whether their financial objectives have changed in an effort to conduct due diligence on Client accounts. We allow Clients to place reasonable restrictions on the types of investments to be held in their account. Clients who impose investment restrictions should be aware that the performance of their accounts may differ from that of the overall Model and/or Portfolio.

We limit the investments we recommend and utilize to Exchange-Traded Funds (“ETF(s)”), Pooled Investment Vehicles (“Fund(s)”) defined under the Investment Company Act of 1940, (e.g., Mutual Funds, Variable Insurance Trusts), and equities publicly traded on a major U.S. stock exchange (e.g., New York Stock Exchange, NASDAQ). Collectively we refer to ETFs, Funds and equities as “Securities”.

Our Firm and personnel do not hold insurance licenses, recommend or sell Variable Annuities or other Insurance products that provide compensation (e.g., sales commissions or distribution fees). However, some Clients may ask us to provide our Separate Account or Institutional Model Provider advisory services to a pre-existing variable insurance product that was not originally recommended or sold by our Firm. We refer to this scenario as a “Variable Annuity Overlay”. In this scenario we will only provide advice concerning the investment options available within the Client’s variable insurance policy rather than the policy terms, riders, etc. In addition, the often higher operational expenses, limited investment options or, at times, trading restrictions may lead to a reduction in the available Models or a difference in the performance the Client may have received in a traditional brokerage account with another qualified custodian/broker-dealer (“Custodian”). We urge Clients to speak with the financial professional who recommended the purchase of the variable insurance product to aide in understanding the benefits, limitations and unique costs associated with these types of products. The specific Advisory Services we offer are described below:

- ***Separately Managed Account:*** This is an advisory service for separate account Clients who grant our Firm investment discretion. Clients select a Model and/or Portfolio after consultation with the Firm or their Primary Advisor. A “Primary Advisor” is an investment adviser representative, registered representative, or solicitor who initiated the relationship with the Client and referred them to our Firm. Primary Advisors may not be affiliated or

supervised by our Firm. Under this service the Firm recommends periodic discussions with the Client's tax professional, and our Firm or Primary Advisor. At the discretion of the Firm, Models can be tailored or created to fit a Client's request or unique needs.

- ***Institutional Model Provider:*** We provide our Models to other investment advisory firms ("Principal Advisor"). As the Model Provider, we design, monitor and update our Models. The Principal Advisor then implements and trades the Model for their Clients per our recommendations. Many times we will not be granted full discretionary investment authority, requiring the Principal Advisor to adopt our recommendations. The Principal Advisor is generally responsible for account opening, supervision, billing, determining suitability and individual Client needs among other things. While we can tailor our Models to the individual needs of the Principal Advisor, we cannot offer similar services for their Clients who ultimately have their accounts invested in one or more of our Models. Contractual terms between the Principal Advisor and the Firm shall be the sole responsibility of and provided by the Principal Advisor.
- ***Investment Company Portfolio Management:*** In this capacity we serve as a Portfolio Manager or sub-adviser to ETFs and/or Funds. For these services we may manage one or more of the following: investment decisions, security selection, day-to-day portfolio management of the assets, and/or the timing and manner in which to effect securities transactions. We may not be granted full investment discretion. Contractual terms between the Investment Company and our Firm shall be the sole responsibility of the Investment Company.
- ***Online Auto-Model Management:*** Through an automated online platform powered by a Custodian, web-based account management is provided which is not tailored to meet the individual needs of the Client. Through this platform Clients are guided through the entire investment management process and provided access to certain Portfolios we manage. Clients will grant our Firm full investment discretion to implement the Portfolio to which the Client subscribes. As part of this service, Clients will complete a guided online questionnaire which establishes personal information, risk tolerance, financial situation, goals and objectives. Through the information received, Portfolios deemed appropriate are recommended. Clients will then subscribe to the Portfolio they believe is most appropriate for their account. Clients may change Portfolio subscription(s) and investment dollar amount at their discretion.

Electronic Communication and Signature Consent: Technology provides both our Clients and our Firm an increasingly convenient and cost effective manner to do business. This is why our Investment Management Agreement ("Agreement") request Clients to accept all communications from our Firm, Custodians and/or other third party service providers through email, unless otherwise stated. Our Agreement also requests that Clients consent to be bound by any affirmation, assent, or agreement that the Client transmits electronically ("eSignature") to our Firm, Custodians, or third party service providers. Clients agree that when they click on a "Finish", "Submit", "Agree" or other similarly worded button or entry field with a mouse, keystroke or other device, the consent will be the legal equivalent of a handwritten signature on an agreement that is printed on paper. We rely on Custodians and third party service providers for their eSignature technology, which are based on the Electronic Signatures in Global and National Commerce Act (ESIGN). We understand that some Clients may have limited access to email or they may not be comfortable with eSignature. We will readily accommodate these Clients with traditional forms of communication and consent (e.g. paper-based communication and handwritten signatures).

Wrap Fee Programs: This item is not applicable, our Firm does not participate in any wrap fee programs.

Assets Under Management: As of November 1st, 2015, our Firm had \$52,967,656 in assets under management/advisement of which \$47,747,724 was managed on a discretionary basis and \$5,219,932 was managed on a non-discretionary basis. Assets under advisement or "non-discretionary" assets include Client assets over which our Firm does not have discretion such as for its Institutional Model Provider services.

Item 5. Fees and Compensation

We provide our services on a continuous fee-only basis. Advisory fees are calculated per the fee schedules described below. Any modification to our fee schedules will be explicitly defined and memorialized in writing and shall be effective (30) days after written notice is given to the Client. At our discretion, our fees or schedule may be negotiated to fit the particular needs or requirements of a Client. Our fees are typically automatically deducted from Client accounts unless under a unique circumstance either the Client or Custodian explicitly restricts us from doing so. Due to the fact we typically rely on automatic fee deductions from accounts, we require Clients to understand and acknowledge that:

- Their Custodian sends statements which include security and fee transactions at least quarterly;
 - Their Custodian provides the account values which are used to calculate advisory fees;
 - They will contact us immediately if statements are not received at least quarterly or seem incomplete/incorrect.
- **Separate Account:** These accounts will be billed quarterly in advance and calculated based on the initial value and on the first day of each quarterly billing period. Fees will be deducted automatically from a Client's account. There will be no additional fees charged where a deposit is made to an existing account during a billing period. Our Separate Account Clients receive breakpoints based on their total assets managed by our firm.

QUARTZ MODELS AND PORTFOLIOS (excluding G2 Model)

| Assets Under Management per Client | Annual Advisory Fee |
|------------------------------------|--------------------------|
| \$0 to \$249,999.99 | 2.00% (200 basis points) |
| \$250,000 to \$499,999.99 | 1.80% (180 basis points) |
| \$500,000 to \$999,999.99 | 1.50% (150 basis points) |
| \$1,000,000 to \$1,999,999.99 | 1.00% (100 basis points) |
| \$2,000,000 and over | 0.75% (75 basis points) |

G2 MODEL ONLY

| Assets Under Management per Client | Annual Advisory Fee |
|------------------------------------|-------------------------|
| \$0 to \$249,999.99 | 0.50% (50 basis points) |
| \$250,000 to \$499,999.99 | 0.40% (40 basis points) |
| \$500,000 to \$999,999.99 | 0.35% (35 basis points) |
| \$1,000,000 to \$1,999,999.99 | 0.30% (30 basis points) |
| \$2,000,000 and over | 0.25% (25 basis points) |

- **Institutional Model Provider:** Accounts will be billed at an annual advisory fee up to 0.75% (75 basis points). The Principal Advisor will automatically bill a client account that is subscribed to one of our Models, then send the advisory fees owed to our Firm. The specific fee amount and schedule will be determined through negotiations with the Principal Advisor and shall be defined and memorialized in writing. Generally, no breakpoints are offered.
- **Investment Company Portfolio Management:** We will typically receive fees monthly in arrears at an annual advisory fee of up to 1.00% (100 basis points). The specific fee schedule will be defined within the prospectus of the ETF or Fund. Generally, no breakpoints are offered.

- **Online Auto-Model Management:** Fees are paid in arrears monthly, at an annual advisory fee of 0.75% (75 basis points) and will be automatically deducted from the Client account. Fees are calculated based on the last day value of the billing period. Breakpoints are not offered because fees for this service are generally lower than our other services due to operational efficiency and limited scope of service.

Other Non-Advisory Fees: In addition to the advisory fees described above, Clients will also incur fees and expenses charged by the Custodian and possibly the investments owned in their Account. Custodians may charge for the following services they provide including; commissionable or asset-based trading, transfers, mail delivery of statements, certain transfer taxes, SEC fees, exchange fees, electronic security and wire transfer fees, auction fees, debit balances, margin interest, certain odd-lot differentials and security short-term redemption fees, foreign securities, non-marketable securities and check writing. Please contact the Custodian for a complete list of fees. Please refer to “Item 12. Brokerage Practices” for further information on Custodians. ETFs and Funds have internal fees, the “expense ratio”, which is the annual fee charged to shareholders. The expense ratio is deducted from the NAV of share price for 12b-1 fees, management fees, administrative fees, operating costs, and all other asset-based costs incurred by the fund. Some Funds charge early redemption fees when shares are redeemed or sold within a short time period. We will monitor and evaluate all fees versus their perceived opportunity. In a scenario where a product we sub-advise is held in a Client account, we have policies in place to try to eliminate duplicate fees. In this scenario a Client's advisory fee will be reduced proportionally based on the allocation in the account and sub-advisory management fee received. Further, Client will be notified and allowed to restrict these products in Client's Account.

Please Note: Withdrawals from a Client's Variable Insurance product(s) to pay fees owed to us may in certain circumstances constitute a taxable distribution or result in an additional expense depending on the account registration and how the insurance carrier records the distribution of our advisory fee. We urge Clients to speak with both a tax consultant and the financial professional who sold the Variable Insurance product(s) about these potential ramifications prior to engaging our variable annuity overlay services.

Terminations and Refunds: We do not penalize Clients for terminating their account(s). Fees for Accounts opened or terminated during a billing period that are paid in advance will be refunded a prorated fee based on the number of days the account was managed during the billing period. Our Separate Account and Online Auto-Model Management Clients receive a “free look” period where and will receive a full refund of our advisory fees if they choose to terminate their account within 30 days from the date our Agreement is signed.

Compensation for Sale of Securities: Our policy is to align our interests with those of our Clients and provide advisory services on a fee-only basis rather than buy or sell securities for a sales commission, load or markup. Neither our Firm nor our managing members accepts sales commissions, loads, markups or distribution fees from Fund companies (“12b-1 fees”). If we do recommend or purchase a Fund we will limit it exclusively to “no-load” Funds. While this is our Firm policy, investment adviser representatives and solicitors who recommend our advisory services, as an outside business activity, may receive the aforementioned compensation arrangements through their affiliated broker-dealer or insurance agency. These individuals may spend the majority of their time or derive a large portion of their income from these activities. This presents a conflict of interest and gives them an incentive to recommend investment products based on the compensation received, rather than on a Client's needs. Clients are under no obligation to act upon any recommendations in the above mentioned scenario and have the option to purchase investment products through other brokers or agents not recommending our Firm's advisory services.

Please Note: Other advisers may offer similar or more comprehensive services for comparable or lower fees.

Item 6. Performance Based Fees & Side-By-Side Management

This item is not applicable, we do not charge performance-based fees to our Clients.

Item 7. Types of Clients

The minimum account size for new and existing accounts is \$10,000, unless otherwise stated or if the account size drops below the minimum level solely due to market action. At our discretion, we may waive this minimum account size requirement depending on various factors which may include but are not limited to; household assets managed, future contributions, and relationship with the Primary Advisor. Custodians, Principal Advisors and Investments Companies we work with may have their own minimum requirements or prohibitive fees for smaller accounts. We generally seek to provide our advisory services to:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Investment Companies, Investment Advisers, Financial Intermediaries, Insurance Companies.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Our Firm is focused on long-term capital growth with a secondary emphasis on capital preservation during protracted market downturns. Please note that while there is a preservation emphasis, there always exists a potential for losses similar to that of Strategic multi-asset portfolios in all of our Models. We primarily employ top-down analysis and active or tactical asset allocation strategies. Models' asset class mixes are dynamically rebalanced in response to current market and/or economic conditions. The primary objective is to seek positive total returns during normal market periods with a secondary emphasis on capital preservation during protracted market downturns. All Models/Portfolios may be allocated up to 100% in US Treasury securities and/or cash/equivalents in an effort to preserve capital. It is likely all Models/Portfolios will be allocated at or close to 100% in US Treasury securities and/or cash multiple times over a 5-year time period. These highly defensive allocations typically last 30 to 180 days and are dependent on the investment risks observed by our Investment Committee. All Models or Portfolios have an objective of outperforming their designated benchmark with less downside risk over a full market cycle. Target allocation maximums do not include deviations due to short-term market fluctuations.

Quartz Models

- ***Quartz Equity:*** The Quartz Equity Model seeks long-term capital appreciation with a secondary emphasis on capital preservation. The Model will be primarily determined based on our outlook on the financial markets and global economy. Relative strength analysis may also be used to make secondary decisions such as market capitalization or other factor, e.g., value vs. growth.

The Strategy portfolio may consist of a mix of US equity, foreign equity, real estate investment trust ("REIT"), commodity, government bond and or cash or equivalent Securities. Target allocations to REITs and commodity Securities are each limited to 30% of the Model, while equity, government bond and/or cash or equivalent Securities may make up to 100% of the Model. The Model is non-diversified and will often be concentrated in one or a select number of Securities. Leveraged Securities may be used in the Model, which may at times lead to an exposure to the equity markets of more than 100%.

In an attempt to meet the Model's secondary emphasis of capital preservation, the Quartz Equity Model will at times be invested up to 100% in government bonds or cash or equivalent Securities. This will generally occur

when our market and/or economic outlook become negative, or when investment opportunities are constrained by valuations or other factors.

- **Quartz Spectrum:** The Quartz Spectrum Model seeks long-term capital growth with a secondary emphasis on capital preservation. The Model will be primarily determined based on our outlook on the financial markets and global economy. Relative strength analysis may also be used to make secondary decisions such as market capitalization or other factor, e.g., value vs. growth. The Model may invest across the entire asset class universe and seeks to provide positive returns through tactical allocations amongst each of the distinct asset classes. As a result, the Model may offer varying levels of risk and does not resemble a traditional, diversified allocation of stocks and bonds.

The Model may consist of a mix of US equity, foreign equity, bond, real estate investment trust (“REIT”), Commodity, and or cash or equivalent Securities. Target allocations to REITs and Commodity Securities are each limited to 30% of the portfolio, while equity, fixed income and/or cash or equivalent Securities may make up to 100% of the Model. The Model is non-diversified and will often be concentrated in one or a select number of Securities. Leveraged Securities may be used in the Model, which may at times lead to an exposure to the equity markets of more than 100%.

In an attempt to meet the Model’s secondary emphasis of capital preservation, the Quartz Spectrum Model will at times be invested up to 100% in cash or equivalent Securities. This will generally occur when our market and/or economic outlook become negative, or when investment opportunities are constrained by valuations or other factors.

- **Quartz Yield Plus:** The Quartz Yield Plus Model seeks positive total returns with a secondary emphasis on capital preservation. The Model will be primarily determined based on our outlook on the financial markets and global economy. Relative strength analysis may also be used to make secondary decisions such as market capitalization or other factor, e.g., US vs. global bonds.

The Model will often invest up to 100% in high yield corporate bond Securities, which typically represents the primary source return and risk to the Model. The Model may also consist of an unconstrained mix of bond securities (including but not limited to bank loans, global bonds, emerging markets debt, government bonds and municipal bonds), convertible securities, REITs and or cash or equivalent Securities. Target allocations to equity Securities with a positive yield may represent up to 30% of the Model. An inverse rate Security, one that is intended to track the inverse of US Treasuries, may also represent up to 20% of the Model in terms of the target allocation. The Model is non-diversified and will often be concentrated in one or a select number of Securities. Leveraged Securities may be used in the Strategy

In an attempt to meet the Model’s secondary emphasis of capital preservation, the Quartz Yield Plus Model will at times be invested up to 100% in government bond or cash or equivalent Securities. This will generally occur when our market and/or economic outlook become negative, or when investment opportunities are constrained by valuations or other factors.

- **Quartz High Yield Legacy:** The Quartz High Yield Legacy Model seeks positive total returns with a secondary emphasis on capital preservation. The Model’s portfolio will be primarily determined based on our outlook on the financial markets and global economy.

The Model will often invest up to 100% in high yield corporate bond Securities, which typically represents the primary source return and risk to the Model. The Model is non-diversified and will frequently be 100% invested

in high yield bond Securities, government bond Securities, or cash or equivalent Securities. Leveraged Securities may be used in the Strategy.

In an attempt to meet the Model’s secondary emphasis of capital preservation, the Quartz High Yield Legacy Model will at times be invested up to 100% in government bonds and/or cash or equivalent Securities. This will generally occur when our market and/or economic outlook become negative, or when investment opportunities are constrained by valuations or other factors.

- **Quartz G2:** The Quartz G2 (“Growth Second”) seeks positive total returns with a primary emphasis on capital preservation. The Model seeks annualized total returns of 1% above the Consumer Price Index with less volatility than the US stock market. Unlike our other Models, high total returns is not an objective of the Model; it is rather designed for investors that seek to avoid erosion related to inflation but do not wish to take the risks associated with equities. Other risks, such as interest rate risk, will be associated with the Model.

The Model will primarily invest in Government bond, municipal bond, corporate bond, commodity and REIT Securities, as well as cash or equivalents. Commodity and REIT Securities will each not exceed 20% of the Model, while corporate bonds will not exceed 30% of the Model.

- **adaptCore Portfolios:** These 4 target-risk portfolios are built through allocations to our Quartz Models to help balance risk and return. Each target-risk portfolio offers an all-inclusive portfolio solution which seeks positive total returns within its asset class and risk constraints. Clients selecting our Online Auto-Model service will only have access to these *adaptCore* Portfolios. A complete description of these Portfolios can be accessed at www.quartzpartners.com or upon request. Leveraged Securities may be used in the underlying Models which comprise the *adaptCORE* Portfolios.

| <i>adaptCORE</i> Portfolio | Risk Profile (full cycle estimate) | Years to Retirement (estimate) |
|--------------------------------------|---------------------------------------|-----------------------------------|
| <i>adaptCORE</i> Aggressive Growth | Aggressive | Over 20 |
| <i>adaptCORE</i> Long-Term Growth | Growth | 16 to 20 |
| <i>adaptCORE</i> Moderate Growth | Moderate | 6 to 10 |
| <i>adaptCORE</i> Conservative Growth | Moderately Conservative | Retired or less than 5 |

Please Note: Due to investment and operational limitations certain Models/Portfolios may not be available as a Variable Annuity Overlay. Please ask your financial professional for further information.

Methods of Analysis

- **Macroeconomic:** Analyzes the general condition of economies and the policies that surround them. Solely using this form of analysis poses a risk because it does not look at individual securities, industries, or sectors and the prices of which may move irrespective of the economies.
- **Fundamental:** Analyzes the intrinsic value of a security or asset class by looking at financial and economic data. Solely using this form of analysis poses a risk because it does not consider that security or asset class prices may rise and fall with the overall market regardless of their intrinsic value.
- **Technical and Cyclical:** Analysis of historic economic or security data in an attempt to identify recurring patterns to forecast future price movement of a security, industry, sector, industry or asset class. Only using this form of analysis poses a risk because it does not consider the fundamental value, economic data or policies which may affect security and asset class prices regardless of market sentiment, trends or cycles.

Investment Strategies: We may use the following trading strategies within our Models:

- **Long-Term Purchases:** This strategy purchases securities with the idea of holding them in the Client's account for a year or longer. This strategy is typically employed when we believe the securities to be undervalued, and/or we want exposure to a particular asset class over time, regardless of the short-term outlook. One risk in a long-term strategy is that by holding the security for 12 months or more may be exposed to volatility or not take advantage of short-term gains. Further, if our analysis is incorrect, a security's value may decline sharply before it is sold.
- **Short-Term Purchases:** This strategy purchases the securities with the objective of selling them within 12 months or less. We may employ this strategy in an attempt to take advantage of conditions that we believe will soon result in a price swing that exceeds the long-term historical average. The risk of this strategy is that the anticipated price swing did not materialize; we are then left with the option of selling at a potential loss or having a long-term investment in a security that was intended to be held less than 12 months. Even if this strategy is profitable short-term gains receive less favorable tax treatment in taxable accounts.
- **Trading:** There are infrequent occasions that we purchase securities with the objective of selling a security within 30 days or less. We may do this in an attempt to take advantage of our expectation for a brief price swing typically due to an event or market sentiment. This strategy usually invests in securities that bear significant risk that can result in sudden losses if the anticipated price swing does not materialize. Even if this strategy is profitable if the account is taxable, short-term gains receive less favorable tax treatment.

Risk of Loss: Investment management involves a high degree of risk and uncertainty. Investment performance is not guaranteed and no method of analysis or investment strategy is immune from loss. Investment management is exceedingly challenging and success depends greatly on the investment skills of our Firm's Investment Committee. While rare, Clients should be prepared to bear the loss of their entire investment. It is important that Clients understand the risks associated with investing in securities and we request that they contact us promptly with any questions or concerns. Clients should be aware that their accounts will probably be exposed to the following risks:

- **Credit and Default:** Creditworthiness of issuers impacts their ability to pay. Due to poor revenue, mismanagement or fraud they may default on their obligations to pay dividends. Investing in high yield bonds carries a significant degree of credit or default risk.
- **Diversification:** Our Models may be limited to only a few investments, this may result in performance being more sensitive to any single economic, business, economic, political or regulatory event than the value of a more diversified portfolio.
- **Foreign Investment:** Foreign investing involves risks not typically associated with domestic investments, including fluctuations in foreign currency values, political and economic events, greater volatility and less liquidity. Investing in emerging or foreign markets magnifies this risk.
- **Interest-Rate:** Interest rates have a negative correlation with fixed income security prices. Fluctuations in interest rates significantly impact values of fixed income securities. When interest rates rise the value of fixed income securities falls.
- **Leveraged ETF and Fund:** Our Models may invest in ETFs and Funds that utilize leverage. Leverage intensifies gains and losses and the products themselves can suffer significant losses. These products typically "reset" daily. Due to the compounding effect their performance over longer periods of time can differ significantly from the performance of their underlying index or benchmark. These products tend to underperform in volatile markets and, over long holding periods, the probability increases that these investments will lose money regardless of market direction.
- **Market:** Securities markets have a direct affect on the value of a Client's account and may rise or fall based on economic data, market sentiment, interest rate levels, political and current events.
- **Small and Medium Size Company:** These companies are subject to more erratic and abrupt market movements than larger, more established companies.

- **High Turnover:** Active or Tactical allocation strategies can have a high degree of portfolio turnover which may result in adverse tax treatment for taxable accounts.
- **Manager/Strategy Risks:** Our tactical asset allocation philosophy relies on our Firm's ability to identify the best opportunities for investment within each Model. This creates the risk that our decisions will lead to periods of uncertainty and/or losses, even during rising markets.

Item 9. Disciplinary Information

This item is not applicable, we have no legal or disciplinary events to report.

Item 10. Other Financial Industry Activities and Affiliations

Neither our Firm or management persons have any other financial activities or affiliations. Investment adviser representatives and solicitors recommending our Firm's advisory services are free to act with prior disclosure as registered representatives with a FINRA member broker-dealer, futures commission merchant, commodity pool operator, commodity trading adviser, or an insurance agent.

Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading

Code of Ethics: Our Firm claims compliance with the CFA Institute's "Asset Manager Code of Professional Conduct" which we require all employees to abide by. More information regarding the CFA's Asset Manager Code of Professional Conduct and those firms claiming compliance with it can be viewed at www.cfainstitute.org/ethics/codes/assetmanager. Our Firm's Code of Ethics ("Code") provides ethical principles for both our Firm and personnel that protect Client interests at all times and demonstrate a commitment to our fiduciary duties of honesty, good faith and fair dealing. A copy of our Code is available at www.quartzpartners.com or upon request.

Material Financial Interest in Client Transactions: At the discretion our Investment Committee we may employ ETFs or Funds that we sub-advise as part of our Investment Company Portfolio Management service in one or more Models if we feel it may be beneficial. This presents a conflict of interest and gives our Firm an incentive to employ these products we sub-advise in Client accounts. To mitigate this conflict of interest we will attempt to adjust our advisory fee downward proportionally based on the allocation in the Client's account and management fee we receive from the product we sub-advise. Further, if this scenario occurs Clients will be notified and allowed to restrict these products in their account(s).

Participation in Client Transactions and Personal Trading: The Firm and its personnel may, buy and sell for their own accounts either our Model(s) or the securities that are contained within any of the Firm's Models. Conflicts of interest may exist in such cases because an employee may have the ability to trade ahead and potentially receive more favorable prices. Trading shortly ahead of Clients (front-running) is strictly prohibited. A list of restricted securities is maintained and specific blackout periods will be imposed whereby employees may not trade in securities on the restricted list. Our Compliance Department reviews all employee personal securities holdings and transactions each quarter to identify and address any potential conflicts of interest.

Other Conflicts of Interest: In the future our Firm or its personnel may become involved in other business ventures which compete for our time and resources. While we try to act in a fair and equitable manner, this may constitute as an additional conflict of interest.

Item 12. Brokerage Practices

We maintain relationships with multiple Custodians for managing Client accounts and executing security transactions. We periodically evaluate various Custodians to determine the reasonableness of their compensation. During our evaluation we take into consideration fees, available investments, trade execution, reputation, financial stability and customer service.

Soft Dollar Benefits: Regardless of the amount of business or trading, most Custodians offer some benefits to advisers and their clients which include billing, trading and statements. Some Custodians offer soft-dollar arrangements based on commissions generated by transactions for Client accounts to advisers. These arrangements present a conflict of interest because there is an incentive to select or recommend a Custodian based on receiving benefits and advisers customarily would pay for, rather than the Clients' interest in receiving the most favorable execution. We do not have any soft-dollar arrangements or charge commission markups but we do evaluate Custodians based in part on the services they provide. We do not receive Client referrals in exchange for cash or other compensation from Custodians. Further, we prefer Custodians that offer a no-commission structure (e.g., an asset-based brokerage fee or non-transaction-fee ETF/Fund platform). This helps align Client interests with our own.

Directed Brokerage: We have negotiated pricing with TD Ameritrade Institutional ("TD") and Folio Institutional ("Folio") and are willing to do so with other Custodians upon request. TD offers our Clients both a "transaction based" fee schedule and an "asset based" fee schedule. The transaction based fee schedule charges a commission of \$9.99 per ETF or equity trade. TD's transaction based fee schedule TD allows commission-free trades on over 100 ETFs. While no transaction fee is assessed upon initial purchase, these ETFs will be assessed a short-term trading fee of \$19.98 if sold within 30 days. TD's The asset based fee schedule charges 0.05% per quarter in arrears on eligible ETF and equity holdings and allows for unlimited trading. Under both the transaction and asset based fee schedules TD offers thousands of non-transaction fee Mutual Funds as an alternative to ETFs and equities. We employ ETF's regularly to lower Client investment expenses when appropriate in our investment Models. Folio offers an asset based fee schedule and charges a fee of 0.05% quarterly in advance on the total account value for unlimited trading at 11:00 AM and 2:00 PM EDT. Ultimately, we ask our Clients to direct us to execute transactions through a specific Custodian. Because we do not accept the discretionary authority to direct brokerage we may not be able to achieve most favorable execution of Client transactions. For example, in a directed brokerage account, the Client may receive less favorable prices or pay higher brokerage commissions. Clients should consider the expenses, trading practices, and capabilities before selecting a Custodian.

Please Note: Not all advisers require their Clients to direct brokerage.

Trading: Our trading policy is to avoid giving one Client preference over another. When we intend to buy or sell the same security in two or more accounts we may, but are not obligated to, aggregate those transactions to form a single block trade. Our Firm has discretion to wait to place orders if it is aware of potential additional trades for the same security that may be pending or it may decide to execute trades immediately when it receives them. Decisions around the timing and aggregation of trades are made with the goal to seek best execution and to effectively manage order flow across numerous types of products and accounts.

Whenever practicable we will allocate trades on a pro-rata basis. This means that shares are allocated to each account based on its size relative to the size of all other accounts included in the order until the order is completed. In certain situations pro-rata allocation may not be practicable based on the details of the trade, type of security or issuance (Funds), the number of and capacity of qualified custodians our Firm engages to execute the trade, and operational considerations for the numerous types of products and accounts we manage for our clients. When pro-rata allocation is not used, we will employ a rotation process to ensure that accounts are treated fairly and equitably over time. The rotation results and methodology are reviewed periodically by the Investment Committee to help ensure that no accounts are being inadvertently advantaged over others. If the

same security is not available for all client accounts in a particular strategy, we will seek to allocate securities with similar characteristics.

Our Firm typically completes orders in accounts where it has authority to direct or execute trades before instructing model accounts such as UMAs where platform sponsors (Principal Advisor) have trading authority. We seek to update UMA models at the same time, however this timing may vary depending on UMA program specific requirements or limitations, operational challenges, or other considerations.

We have a responsibility to effect orders correctly, promptly and in the best interests of our Clients. We have instituted policies and procedures to monitor and reconcile all trading activity, identify and resolve any trade errors promptly without disadvantaging the Clients or benefiting our Firm.

Item 13. Review of Accounts

Frequency and Nature of Reviews: Our Investment Committee will invest Client accounts into the proprietary Model(s) selected by the Client and thereafter review the investments within the Model(s) on a continuous basis. No less than monthly, Firm personnel will run a report to ensure that Client investments coincide with the proper Model(s). Each year shortly following April 15th, a written request will be sent asking Clients to supply any updated information including but not limited to, their financial situation, investment objectives and risk tolerance.

Non-Periodic Reviews: Accounts will be reviewed promptly if we receive updated information pertinent to the management of their account(s) or upon Client request. Clients are responsible for communicating to our Firm any significant changes to their financial circumstances or risk tolerance. Accounts are regularly reviewed at random by the Compliance Department to confirm that their account(s) are invested properly.

Content and Frequency of Reports: Our Firm only maintains relationships with Custodians that provide written reports that are complete to our Clients regarding their accounts at least quarterly.

Item 14. Client Referrals and Other Compensation

Our Firm and employees from time-to-time receive an indirect economic benefit from Custodians, ETFs or Fund companies it maintains a relationship with. These benefits are not related to transactions and may include operational support, discounted services, marketing support and complimentary lodging and meals at sponsored events. The receipt of economic benefits whether direct or indirect creates a conflict of interest and may influence our Firm and employee's decision to do business with these companies. Our Compliance Department monitors these activities to ensure this does not dissuade our Firm or employees from acting in our Clients' best interest.

Under a fairly standard arrangement our Firm markets our advisory services to other broker-dealers, investment advisers and financial professionals. Under this arrangement they will act as a Solicitor providing Client referrals and administrative support. They will receive a portion of our advisory fee for Client referrals. This fee will not result in Clients paying higher advisory fees and will range from 50% to 60% of our advisory fee. At the time of solicitation Clients will receive this Brochure along with a disclosure that states the name of the Solicitor, nature of the relationship and a description of the compensation to be paid to the Solicitor. This arrangement may create an incentive for the Solicitor to refer Clients to our Firm rather than another investment adviser or investment company solely based on the compensation the Solicitor receives.

Item 15. Custody

Our Firm does not allow for physical custody of Client assets. However, our advisory fees are automatically debited from Client accounts and as such we may be deemed to have custody of Client assets. Clients retain ownership of all securities and will receive account statements typically monthly but no less than quarterly from their Custodian. Among other things, statements will indicate the amount of advisory fees deducted from the account each billing period.

Item 16. Investment Discretion

Pursuant to our Agreement, Clients typically grant our Firm a limited power of attorney to allow our firm to provide model-based account management. This authorizes us to create and manage discretionary investment accounts, automatically or manually deduct advisory fees from accounts and to transact purchases and sales in that account on their behalf. This includes determining the securities, total amount, and the costs at which the transactions will be effected. In writing, Clients may place/amend reasonable restrictions on the limited power of attorney, such as cash, security or asset allocation restrictions. We may cancel advisory relationships if we feel restrictions imposed will significantly impact the value of our services. Many times, we will not be given full investment discretion for our Institutional Model Provider or Investment Company portfolio management service. It is the responsibility of the Principal Advisor to execute our recommendations.

Item 17. Voting Client Securities

We do not accept authority to vote Client securities nor do we provide information or advice about any particular solicitation. Clients receive their proxies or other solicitations directly from their Custodian, ETF or Fund company. We urge clients to contact us immediately if they do not believe they are receiving proxy solicitations.

Item 18. Financial Information

There is no information applicable to this item.

Privacy Protection Policy

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| Why? | Federal law requires us to tell Clients how we collect, share and safeguard Client personal information. Federal law also gives Clients the right to limit who we share personal information with. |
| What? | To service your account and to comply with securities and anti-money laundering laws we may collect and share personal information of our Clients. This information may include: Name, Address, Date of Birth, Social Security Number, Income and Assets, Phone Numbers and Email Address, Employer Information, Investment Experience, Account Information. |
| How? | Most financial companies need to share Clients' personal information to meet their Client needs and run their business. We will outline the reasons with whom and why we share Clients' personal information. |

Trust is a fundamental aspect of our Client relationships. Regardless of rules or regulations we consider your privacy to be of the utmost importance whether it is a current, former or prospective Client. Our Firm is committed to treating Client information with the highest level of regard for the confidentiality of personal and financial information by maintaining the confidentiality, integrity, and security of personal information. We maintain physical, electronic, and procedural safeguards in keeping with securities industry standards and practices that are designed to protect Client personal and financial information. We will review and adjust these safeguards as necessary in response to customary practices in the securities industry.

In the course of servicing our Clients, we collect, retain and use non-public, personal information provided through sources such as advisory agreements, Client questionnaires, account applications, electronic or verbal correspondence, from Client transactions, from Custodians, or from a Client's financial professional/solicitor. Our Firm does not sell any Client information. As is common in the industry, nonaffiliated third-party service providers may from time to time be used to provide back-office operations and provide a better client experience. We will only disclose Client information with third-party service providers if we believe it is in the Client's best interest in administering their account or except as required or permitted by law. These third-parties may have access to your transactions, personal and account information, but are permitted to use the information solely to provide the specific service or as otherwise permitted by law. They will not disclose information to any other party. We may also provide your personal and account information to your custodian and/or your financial professional/solicitor. In addition, we may disclose information about your or your account at your written request.

We restrict access to non-public personal information about our Clients to those personnel who need to know that information to provide services to our Clients. We maintain physical, electronic, and procedural safeguards that comply with federal and state standards to guard our Clients non-public personal information.

This Privacy Protection Policy ("Policy") is publicly available on our website at www.quartzpartners.com and upon request. Further, all Clients shall receive this Policy when they engage our service and no less than annually thereafter.

Please contact us Monday through Friday between the hours of 9am - 5pm ET:

- **If you have questions or concerns about the privacy of your information**
- **To learn more about how we safeguard Client information**
- **To opt-out of having your information disclosed with non-affiliated third-party service providers**
- **To receive our most current Privacy Protection Policy**