



Form ADV, Part 2A, Appendix 1 Wrap Fee Program Brochure March 31, 2015

Compliance Department
BOSC, Inc. d/b/a
BOK Financial Advisors
P.O. Box 2300
Tulsa, OK 74172
www.boscinc.com

This Wrap Fee Program Brochure is effective March 31, 2015 and provides information about the qualifications and business practices of BOSC, Inc. d/b/a BOK Financial Advisors (BOKFA).

If you have any questions about the contents of this Wrap Fee Program Brochure, please contact the Compliance Department at 1-877-781-6889.

The information in this Wrap Fee Program Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about BOKFA is available on the SEC's website at www.adviserinfo.sec.gov.

BOKFA is an investment adviser registered with the SEC. Registration as an investment adviser with the SEC does not imply a certain level of skill or training.

Material Changes

This section discusses specific material changes that have been made to our Wrap Fee Program Brochure dated February 1, 2015 and provides you with a summary of such changes.

Changes to our brochure since January 1, 2015:

- Our assets under management and account numbers as of 12/31/2014 have been updated on page 5.
- Clarification is provided throughout that your Advisor will share in the fees you pay BOKFA or your SMA manager.
- BOKFA is considered to have custody of securities within their Private Equity Limited Partnerships (PELPs). These are closed to new investors and are not considered wrap or CPS programs. See page 11 and 18.
- Clarified conflicts of interest surrounding different fees for different programs and services. See pages 11 and 22.
- Disclosed that we may participate in block or aggregate transactions on page 14.
- Disclosed our municipal advisor registrations on page 23.
- Clarifying language has been added to *Other Financial Industry Activities and Affiliations* on page 23.

We will provide you with a new Wrap Fee Program Brochure as necessary based on SEC Rules or at your request, at any time, without charge.

Our Wrap Fee Program Brochure may be requested by contacting your BOKFA financial advisor or by calling 1-877-781-6889.

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Services, Fees and Compensation

About BOSC/BOKFA

BOSC, Inc., d/b/a BOK Financial Advisors (BOKFA) is an investment adviser registered with the Securities and Exchange Commission (SEC), as well as a registered broker-dealer and member of the Financial Industry Regulatory Authority (FINRA), the Securities Investor Protection Corporation (SIPC) and the Municipal Securities Rulemaking Board (MSRB). BOSC, Inc. (BOSC) is also an affiliate of BOKF, NA and Cavanal Hill Investment Management, Inc. (CHIM) and a wholly-owned subsidiary of BOK Financial Corporation (BOK Financial), the holding company of BOKF, NA. BOSC, Inc. has been registered as an investment adviser with the SEC since January, 1997.

BOSC is the brokerage affiliate of our principal owner, BOK Financial Corporation, and operates investment centers associated with BOKF, NA. The investment centers operate under the names: BancAlbuquerque Investment Center, BancArizona Investment Center, BancArkansas Investment Center, CSBT Investment Center, BancKansas City Investment Center, BancOklahoma Investment Center, and BancTexas Investment Center. The Investment Centers are located within bank locations operating under the names: Bank of Arizona, Bank of Albuquerque, Bank of Arkansas, Colorado State Bank and Trust, Bank of Kansas City, Bank of Oklahoma, and Bank of Texas. BOSC also offers investments, insurance and advisory services inside Ciera Bank locations throughout the Dallas area. BOSC is also licensed as an insurance agency in some states under the names BOSC, Inc., BOSC Agency, Inc. and BOSC Insurance Services. As an institutional and public finance firm, BOSC serves the financial needs of individuals, corporations, government agencies, foundations, municipalities and institutional clients nationwide. It has a strong history in providing institutional investments, investment banking, public finance and tax exempt leasing services. BOK Financial is a publicly traded stock (BOKF) on the NASDAQ exchange.

BOSC offers clients the ability to create and execute personal investment strategies based on each client's goals and risk tolerance through completion of an Investment Profile Questionnaire and discussions with your Advisor. As one of the Southwest region's largest brokerage firms, BOSC serves the needs of retail investors nationwide and is licensed in all fifty states. With access to major exchanges and state-of-the-art systems, technology and resources, BOSC's experienced professional representatives are also able to provide appropriate transaction services to its clients.

BOKFA offers varied types of advisory services to clients, including investment advice, individual investment advisory management, financial planning, separately managed accounts and mutual fund/exchange traded fund account choices. As of December 31, 2014, BOKFA had \$ 427,395,477 in assets under management in 896 accounts. This includes \$17,755,202 managed on a discretionary basis (201 accounts) and \$409,640,275 managed on a non-discretionary basis (695 accounts).

In this document, BOSC, Inc. is referred to as "BOSC" when describing its activities as a broker-dealer. BOK Financial Advisors is used in association with advisory activities (including sponsoring of the wrap programs) and may also be referred to as "BOKFA," "we," "us," or "our" throughout this document. "You" or "your" refers to our current or prospective clients.

About Pershing

Pershing, LLC (Pershing) is a wholly owned subsidiary of The Bank of New York Mellon Corporation (BNY Mellon) and a member of FINRA, the New York Stock Exchange (NYSE), and SIPC. Many of our advisory accounts are custodied at Pershing. Pershing also provides clearing, recordkeeping and reporting services for these accounts. Pershing is a *qualified custodian* as defined under Rule 206(4)-2 of the Investment Advisers Act of 1940 (Advisers Act).

MANAGED ACCOUNT PROGRAMS

Customized Portfolio Solutions (CPS) CPS is a discretionary fee-based investment management solution offering you a choice of investment programs. The CPS Programs include the Mutual Fund/Exchange Traded Fund Wrap Program (MF/ETF Wrap Program); Separately Managed Account Program (SMA Program); Portfolio Managers'

Directed Program (PM Directed Program) and the Advisor Directed Program (Advisor Directed). Clients are not limited to just one CPS Program.

BOKFA's financial advisors will provide you with an Investment Proposal after completing an Investment Profile Questionnaire ("Questionnaire"). This Questionnaire helps identify appropriate investment strategies for you based on your answers, investment and financial objectives, risk tolerance, and other information you may have shared with your financial advisor. The Questionnaire is designed to allow our financial advisors to (among other things):

- Gain an understanding of your financial situation and investment objectives
- Define your long-range goals, constraints, risk tolerance levels, and time horizons
- Assess growth rates and future contributions needed to work toward your objectives, liquidity needs and spending levels
- Identify any reasonable restrictions you want imposed on your account(s)

For all programs, you will:

- Complete an Investment Profile Questionnaire or similar document
- Receive and agree to an Investment Proposal with BOKFA, which identifies your selected Investment Strategy
 - This may not be required for Advisor Directed accounts
- Sign/Enter into a BOKFA Client Agreement which designates whether you are providing discretionary trading authority to your Advisor or the Firm
- Open a securities brokerage account with BOSC and deposit assets designated for participation in the program
- Receive a copy of our Form ADV, Part 2A and other related documents

Client Obligations. In performing our services, we are not required to verify any information you or your other professionals provide to us, and we are authorized to rely on the information you provided. It remains your responsibility to promptly notify us if there is a change in your financial situation or investment objectives. This is one reason we recommend meeting with your financial advisor in person at least one time per year.

Mutual Fund/Exchange Traded Fund Wrap Program. The MF/ETF Wrap Program is a computer model-based system that systematically rebalances client accounts to maintain target allocations and remove the emotion from investing. The MF/ETF Wrap Program is professionally managed by a seasoned team of investment managers that monitors target allocations and changing market conditions. BOKFA is the investment adviser for this program with models created by the Strategic Investment Advisors (SIA). SIA provides the research and analytics that build the foundation for investment services within BOK Financial. Asset allocation research, manager selection and oversight, and market analysis conducted by the group is utilized by the various areas of Institutional Wealth, the Private Bank and BOK Financial Advisors to deliver sophisticated investment solutions for Wealth Management clients. The opportunity to impose restrictions on the accounts you have in this program is very limited. The mutual funds in this program are no-load or load-waived funds so you do not pay a commission or sales charge in addition to the wrap fee charged for this program.

Separately Managed Account Program. The SMA Program is an actively managed investment account that is managed by an affiliated or non-affiliated investment management firm (SMA Manager) that offers clients access to customized investment solutions tailored to their unique needs. Similar to a mutual fund, clients will pay fees to a money manager for its services in managing their investments. Unlike a mutual fund, an SMA is a portfolio of individually owned securities managed for a specific investor. In a mutual fund, the investments are "pooled" and clients own shares of the mutual fund. In an SMA Program account, you own your own securities and they are segregated from other investors. The SMA Program offers clients the ability to impose reasonable

restrictions on their account (including requesting that the manager sell certain individual securities for tax planning purposes) and flexibility in developing a customized portfolio across diversified investment disciplines and strategies.

Information about affiliated and non-affiliated SMA Managers is contained in the SMA Manager's Form ADV, Part 2A and other related documents, which you should receive and review in association with the selection of an SMA Manager.

In the SMA Program, the client agreement is between BOKFA and you. There is no direct agreement between you and the SMA Manager. In the SMA Program, you are providing authority to the SMA Manager for discretionary trading of your account(s) and the authority to vote proxies for your investments. Your taxes and tax status may not be taken into account by the SMA Manager you choose. If this is important to you, you should seek an SMA Manager and strategy that takes your personal tax situation into account.

Portfolio Managers' Directed Program (PM Directed). The PM Directed program is an actively managed investment account that may be invested in any combination of our wrap fee or non-wrap fee programs. The PM Directed Program accounts may have investments that are managed directly by BOKFA; invested in one or more SMA accounts with affiliated or non-affiliated SMA Managers; or invested in our MF/ETF Wrap Program. You may choose to have multiple accounts and multiple investment strategies in this program.

The PM Directed Program provides the most flexibility to you and the most discretion to BOKFA. This program will also take into account your tax status and situation when managing your account.

Advisor Directed Program (Advisor Directed). The Advisor Directed program may be either actively or passively managed but will still be based on the goals and risk tolerance information you provide to your Advisor. The Advisor will choose investment options in a wrap fee program and your Advisor will update your investment options as needed throughout the year. Your Advisor will have limited investment discretion over your account(s) in this program. This program will rely on the same investment strategies available in the other CPS Programs mentioned throughout the Form ADV but will provide more flexibility between you and your Advisor.

Investment Strategies. The following investment strategies are available in the CPS Programs. The investment strategy you choose is selected based on the goals and risk tolerance information you provide when answering your Investment Profile Questionnaire.

All advisory programs offered by BOKFA are built primarily around the following investment strategies. This does not mean that all accounts invested in an "Income Conservative" investment strategy will have the same investments as other accounts with the same strategy. Our accounts are tailored to fit your financial profile and will vary based on the manager you choose as well as your individual financial needs.

- **Income-Conservative:** The Income Conservative portfolio emphasizes income and protection. This portfolio should be considered if you seek high current income with preservation of capital and liquidity and are unwilling to accept significant fluctuations in value.
- **Income:** The Income portfolio emphasizes income and protection while retaining an equity component to help outpace inflation. This portfolio should be considered if you need additional current income from your investments and a potential hedge against inflation.
- **Income with Growth:** The Income with Growth portfolio seeks to provide income with a moderate level of long-term capital growth. This portfolio should be considered if you are seeking above-average income returns and are willing to accept fluctuations in value.
- **Balanced:** The Balanced portfolio seeks to provide high total return over the long-

term through capital appreciation and current income. This portfolio should be considered if you seek both a reasonable level of income and long-term growth of capital and are willing to accept a moderate level of risk and return.

- **Growth with Income:** The Growth with Income portfolio seeks long-term capital appreciation and growth of income. This portfolio should be considered if you seek long-term growth of capital with moderate volatility and have the ability to withstand moderate fluctuations to achieve potentially higher returns.
- **Growth:** The Growth portfolio seeks long-term capital appreciation with minimal need for income. This portfolio should be considered if you have moderately high expectations for a return on your investments and can tolerate market downturns and volatility for the possibility of achieving greater long-term gains.
- **Growth Aggressive:** The Growth Aggressive portfolio seeks a high level of capital appreciation, without regard to current income. This portfolio should be considered if you seek to maximize long-term growth of capital and can tolerate high degrees of fluctuation for the possibility of higher returns.

SMA Manager Investment Strategies

SMA Managers have varied investment styles across asset classes, industries and geographical areas. The SMA Managers may include such investment strategies as:

Equity	Balanced	Fixed Income
Growth	Equity-Oriented	Total Return
Income Growth	(Value, Income or Growth)	U.S. Government
Market Driven	Fixed Income Oriented	Intermediate Term
Global	(Value or Growth)	Municipal
Technology	Global	International
Value	Socially Responsible	Utility
Small Cap	Multi-Discipline	
Large Cap		
Real Estate		
Mid Cap		
International		
Socially Responsible		
Multi-Discipline		

Fees and Compensation

Program Fee

The Program Fee includes the Advisory Fee (fees paid to BOKFA) as well as the fees charged by the manager (SMA or other). Your Program Fee covers clearing, recordkeeping, custody, and sponsor fees for CPS. A portion of the Advisory Fee is kept by BOKFA and a portion is paid to your financial advisor.

The Annual Program Fee is calculated based on the value of assets held in your account. New accounts are billed on a pro-rata basis from the date the account is activated through the end of the billing period. The managed account process will begin when either: a) your Advisor decides a significant dollar amount of assets have been deposited in your account; or b) when 90% of your account's anticipated assets are deposited in your account. The fair market value of assets shall be determined in good faith by Pershing by reference to the closing price on the principal exchange on which a security is traded and, if not listed, by consulting other exchange or valuation services.

Pricing for Mutual Fund/ETF Wrap Program

Mutual Fund/ETF Accounts

<i>Account Value</i>	<i>Annual Program Fee</i>
	<i>Maximum</i>
\$0 to \$999,999	1.75%
\$1,000,000 to \$2,999,999	1.45%
\$3,000,000 to \$4,999,999	1.25%
\$5,000,000 and above	1.00%

Fees are deducted **monthly in arrears** for the MF/ETF Wrap Program and are based on the average daily balance in your account during the previous month. The deduction will show as one fee on your Pershing statements. You and your financial advisor may also choose a flat fee that is not “tiered.”

Pricing for SMA Program

SMA Manager Fees. If you choose one or more managers in the SMA Program, you will pay fees to the SMA Manager in addition to our Advisory Fee. SMA Manager fees vary by manager and typically range from 0.30% (30 basis points) to 1% (or 100 basis points). Account minimums also differ by SMA Manager and typically range from \$100,000 to \$500,000. Some account minimums are as low as \$50,000 and as high as \$5 million. You should always receive and review the SMA Manager’s Form ADV so that you are aware of the total fees you will be paying. One of the advantages of investing with us is that most SMA Managers would require significantly higher minimum account balances if you invest with them directly. The fees paid to the SMA Managers may be more or less than they charge other investment advisers.

Equity SMA Accounts

<i>Account Value</i>	<i>Annual Program Fee</i>
	<i>Maximum</i>
\$0 to \$999,999	2.50%
\$1,000,000 to \$2,999,999	2.25%
\$3,000,000 to \$4,999,999	1.90%
\$5,000,000 and above	1.75%

Fixed Income SMA Accounts

<i>Account Value</i>	<i>Annual Program Fee</i>
	<i>Maximum</i>
\$0 to \$999,999	1.75%
\$1,000,000 to \$2,999,999	1.50%
\$3,000,000 to \$4,999,999	1.40%
\$5,000,000 and above	1.25%

Fees are deducted **quarterly in advance** for the SMA Program and are based on the average daily balance in your account during the previous month. The account value is based on the value in your account(s) as of the last business day of the previous quarter. The deduction will show as one fee on your Pershing statements. You and your financial advisor may also choose a flat fee that is not “tiered.”

Pricing for PM Directed Program
Portfolio Managers' Directed Program Fees

<i>Account Value</i>	<i>Annual Program Fee</i>
	<i>Maximum</i>
\$0 to \$999,999	1.00%
\$1,000,000 to \$2,999,999	0.90%
\$3,000,000 to \$4,999,999	0.65%
\$5,000,000 and above	0.50%

Fees are deducted **monthly in arrears** for the PM Directed Program and are based on the average daily balance in your account during the previous month. The deduction will show as one fee on your Pershing statements. You and your financial advisor may also choose a flat fee that is not "tiered."

Pricing for Advisor Directed Program
Advisor Directed Program Fees

<i>Account Value</i>	<i>Annual Program Fee</i>
	<i>Maximum</i>
\$0 to \$999,999	1.65%
\$1,000,000 to \$2,999,999	1.35%
\$3,000,000 to \$4,999,999	1.15%
\$5,000,000 and above	0.90%

Fees are deducted **monthly in arrears** for the Advisor Directed Program and are based on the average daily balance in your account during the previous month. The deduction will show as one fee on your Pershing statements. You and your financial advisor may also choose a flat fee that is not "tiered." Th

Other Fee Information

Program fees are negotiable at our sole discretion. You may pay more or less than other clients depending upon certain factors, including the type and size of your account, historical or anticipated transaction activity, and the range of services provided to you. The total relationship assets with BOSK and its affiliates may also be a factor. Employees of BOSK and its affiliates are eligible for lower management fee arrangements for their personal accounts, as allowed by law. BOSK reserves the right to negotiate and charge different types or rates of advisory fees for different accounts. Clients that have accounts with an affiliate of BOSK may pay less if the account(s) are transferred to BOSK to allow them to stay in-line with the fees they paid historically. This may also be true for firms acquired by BOSK, NA or an affiliate. Once their accounts join the BOSK platform, they may pay less than other BOSK clients to stay in-line with the fees they paid in the past.

Unless a flat fee is chosen, asset-based advisory fees are calculated based on an incremental pricing schedule. For example, the fee for an account valued at \$1,500,000 in the MF/ETF Wrap Program will be calculated as follows:

First \$999,999 in assets charged at 1.75%	= \$17,450
+ Next \$500,001 in assets charged at 1.45%	= \$ 7,250
Total Annual Program Fee of	= \$24,700

The Annual Program Fee will be divided by four for quarterly fee deductions from your account and by twelve for monthly fee deductions from your account.

For all programs, you may make deposits and withdrawals at any time, subject to maintenance of the account

minimum. No adjustment will be made for appreciation or depreciation in the market value of an account during the billing period. You may see percentages shown as “basis points” in some documents you receive. To explain, 1% is equal to 100 basis points (bps), so for example 0.75% is equal to 75 bps and 1.75% is equal to 175 bps.

A percentage of the fees you pay for the CPS Program you choose (including the SMA program) will be paid to BOKFA, who will in turn pay a portion to your Advisor. The fact that different programs charge different fees and SMA managers charge differently for their services does present a conflict of interest. It is possible a similar investment management style may be offered at a lower price in BOKFA’s program or in other programs provided by different investment advisers. It is possible that your Advisor may present an investment program or SMA manager that has a higher payout to BOKFA than others that are available. This may not be in your best interest.

Custody, Clearing and Reporting Services

Accounts in CPS are custodied at Pershing who provides clearing, record keeping and reporting services for our advisory accounts. Pershing is a “qualified custodian” as defined under Rule 206(4)-2 of the Investment Advisers Act of 1940 (Advisers Act), and they will provide regular statements on all accounts. These services are included in the Program Fee for wrap accounts, and you do not pay extra for them. BOKFA is considered to have custody of the cash and securities in the PELP partnerships but not with other programs described throughout this brochure. A required surprise audit is conducted each year on these assets by an outside auditor. See page 18.

Client Statements. The reports and statements provided to you will differ based on the CPS Program you have chosen. For example, if you choose an SMA Manager on the Pershing platform you receive different quarterly reports than if you chose the Mutual Fund/ETF Wrap or PM Directed Programs. In all cases, you will receive quarterly account statements from Pershing. As indicated in the tables above, the fees charged for each of these programs will also differ as well as the amount of customized services offered by BOKFA.

Termination of Client Agreements

You may end your managed account relationship with us without penalty because we do not impose termination fees. If you end this relationship or close any of your accounts, any fees you paid in advance that are unearned by us will be promptly refunded to you. Fees will be calculated on a pro-rata basis for the calculation of refunds or additional fees that may be due BOKFA, if the account is closed within the billing period. You shall be responsible for termination fees imposed by Pershing (or an SMA Manager), if any are charged to your account. BOKFA does not charge termination fees.

We reserve the right to terminate, at our sole discretion, any client account that we feel has engaged in excessive, extreme or unsuitable trading. (Managed accounts are not designed for client directed trading.) These advisory accounts are not designed for day trading or other extreme trading activity, including excessive (or client directed) options trading or trading in mutual funds based on market timing. We may also terminate any account that we feel no longer meets our compliance requirements.

Should you transfer your accounts from one manager to another within the CPS Program, you will receive a credit for any prepaid-asset based fees not earned by the previous manager, and you will be billed for the remainder of the period under the new manager.

Other Items. Trade confirmations and prospectuses are sent to the manager or financial advisor and not to you for most CPS Programs. Since these accounts are discretionarily managed and may be actively traded, you will receive monthly or quarterly statements showing all transactions done in your account but not the individual trade confirmations and prospectuses. Of course, you should always review your statements to be sure all deposits and withdrawals were requested by you. The fees you pay for participation in the CPS program will appear on your Pershing statements. Trade confirmations and prospectuses for the Advisor Directed Program will be sent to you even though the Advisor has discretion on the account(s).

Wrap Fee Pricing Compared to Alternative Options

A “wrap fee program” is one where you pay one combined fee for your advisory and management services as well as trading, execution and custody fees. The fees are “wrapped” into one total fee. You may pay more or less than if you purchase the services separately. For accounts with little trading activity, for example, you may pay more than if you choose a non-wrap investment advisory program or a brokerage account with no investment advice. For accounts with a high level of trading, you may pay less in a wrap fee program than in a traditional brokerage account.

The percentage of the fee paid to your financial advisor may be more than he/she would receive if you participated in one of our non-wrap advisory programs or if you paid separately for investment advice, brokerage (including execution costs) and other services. Thus, your financial advisor may have a financial incentive to recommend one of the CPS Programs outlined in this Wrap Fee Program Brochure.

Additional Expenses You May Pay Including Brokerage and Other Transaction Costs

Mutual Fund Fees. As a shareholder in a mutual fund, you will pay a pro-rata share of the fund’s advisory, administrative, distribution and shareholder servicing fees. Distribution and shareholder servicing fees may be referred to as service fees, 12b-1 fees or trail commissions (collectively “trails”). BOSC does receive trails for the mutual funds that pay them if they are held in your account. These will be in addition to the advisory fees we receive. This is the same percentage if your account(s) are on the advisory or brokerage platform offered by BOSC. You will not pay other commissions or sales charges on the mutual funds in your advisory account(s). BOSC does not receive 12b-1 fees or trail commissions for IRA or ERISA accounts, except for those invested in Cavanal Hill Funds. Cavanal Hill Funds is an affiliate family of mutual funds for which BOSC and its affiliates provide distribution and other services. This presents a conflict of interest.

If you intend to hold mutual funds for an extended period of time, you may find it more economical to buy fund shares that do not charge 12b-1 or service fees. You may be able to purchase mutual funds directly from a mutual fund family without incurring our advisory fee. When buying directly from a mutual fund family, you may incur front- or back-end sales charges, and you will not receive our management experience.

ETF Fees. You should be aware that exchange traded funds (ETFs) incur a separate management fee, typically 0.20% - 0.40% of the fund’s assets on an annual basis. Individual ETFs may have higher or lower expense ratios. These fees are assessed by the ETF and not by BOKFA. This fee is in addition to our on-going advisory fee and may result in higher fees to you if you choose an SMA Manager or advisory program that invests in ETFs.

Cavanal Hill Fund Fees. Your account may be invested in the Cavanal Hill Funds (Cavanal Hill). BOSC and certain of its affiliates receive fees for providing services to CH Funds. Please refer to the section below entitled “Investment Companies and Pooled Investment Vehicles” for more information about these service and fee arrangements. A full description of the Cavanal Hill Mutual Funds and their fees and expenses are available in each fund’s prospectus. The prospectus for each may be viewed at <http://www.cavanalhillfunds.com>.

If your account has balances that “sweep” to a money market fund daily, the default money market fund is a Cavanal Hill Fund. These sweep funds do pay a percentage (in basis points) to BOSC, the introducing broker/dealer and do present a conflict of interest. Other money market funds are available for you to choose, some of which may not pay a fee to BOSC, Inc. Ask your Advisor for other options that may be available.

IRA/ERISA Account Fees. IRA and certain ERISA accounts will be subject to the following fees imposed by Pershing:

Account Type	Annual Maintenance Fee	Termination or Transfer Fee
Traditional IRA, Roth IRA, Cloverdell Education Savings Accounts, and IRS Model		
5305 SEP Accounts	\$35.00	\$75.00
Mutual Fund Only IRA, Mutual Fund Only Roth IRA	\$10.00	\$75.00
SAR-SEP/Prototype SEP, SIMPLE IRA, Qualified Retirement Plans	\$50.00	\$75.00

A fee of \$50.00 will apply for conversions to a Mutual Fund Only Traditional IRA from a Traditional IRA or conversions to a Mutual Fund Only Roth IRA from a Roth IRA.

Administrative Fees. Certain administrative fees charged by Pershing are passed on to you as separate charges that are not covered by the Program Fee. Currently there is a paper delivery surcharge for statements and confirms of up to \$1.00 per document. This charge may be adjusted to reflect changes in postage or other cost factors.

Some fees charged by Pershing to you may be “marked-up” by BOSC and that mark-up will be paid to BOSC. We feel these fees are still within normal industry practices.

You may also pay for administrative and transaction fees not related to the management of your account(s). These include such fees as charges for returned checks or wires sent at your request that are not related to the opening or servicing of your account. All charges outlined in this section are subject to change without prior notice.

Other fees that may not be included are:

- Certain dealer markups and odd-lot differentials
- Taxes
- Exchange fees charged to clients to offset fees we pay to exchanges and/or regulatory agencies on certain transactions
- Other charges imposed by law with regard to any transactions in the account (not commissions)
- Offering concessions and related fees for purchases of public offerings of securities as more fully disclosed in the prospectus
- Execution expenses associated with trades affected by broker-dealers other than Pershing*

*If an SMA Manager is permitted to trade away from Pershing (our chosen wrap fee custodian), because it feels Pershing cannot provide best price or execution under the circumstances, you may incur transaction fees, commissions and/or other costs and fees in addition to the wrap fee charge. You should review all materials available from the SMA Manager you choose so you understand the program, its terms, conditions and fees. BOKFA believes these fees are still within normal industry practices and are not excessive.

Account Requirements

The CPS Programs are most appropriate for clients that want managed money solutions but are not interested in being involved in day-to-day investment selections. BOKFA generally imposes the following minimum account size of \$10,000 for Mutual Fund/ETF Wrap Program accounts, a minimum of \$100,000 for SMA accounts, and a minimum of \$500,000 for PM Directed accounts. BOKFA may, in its sole discretion, accept clients with smaller accounts or aggregate the accounts of family members to meet the minimum average account size or to apply a

higher breakpoint. The account minimum may be waived at our discretion. Account minimums differ by SMA Manager and typically range from \$100,000 to \$500,000. Some account minimums for SMA Managers are as low as \$50,000 and some as high as \$5 million.

Account minimums are designed to be set at a dollar amount that makes it economically feasible for you to participate in the Program.

Types of clients

The CPS Programs are available to individuals, trusts, corporate entities, pension and retirement plans, IRA accounts, and others. The PM Directed Program is most appropriate for high net worth clients with a minimum of \$500,000 to invest. Some of these clients have long-term relationships with our affiliated bank, BOKF, NA, and have relied on their portfolio managers and financial advisors to handle many of the decisions related to their financial affairs.

Trading Practices

Certain CPS Programs may participate in “block” or “aggregated” trading allowing us to combine multiple orders for shares of the same securities purchased for advisory accounts we manage. We will combine orders for accounts held at the same custodian and in the same CPS Program only. When block trading, we will distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. When we combine orders, each participating account pays an average price per share for all transactions. It does not reduce your transaction costs or fees. If a block order is only partially executed (filled), we allocate the order to all participating accounts on a pro rata basis. No account or type of account will be given preferential treatment in the allocation of aggregated orders. BOKFA is not obligated to utilize block or aggregated trading and may not do so in all circumstances.

Account Statements

You will receive statements directly from Pershing regarding the activity in your account(s) on at least a quarterly basis. In addition, you may receive “consolidated” statements combining the activity in multiple accounts held at Pershing or other custodians. The information provided on your consolidated statements is a convenience for you and is believed to be reliable; however you should always compare the information on the consolidated statement(s) to the statement(s) you receive directly from your custodian.

Methods of Analysis, Investment Strategies & Risk of Loss

The Mutual Fund/Exchange Traded Fund (ETF) Wrap Program is managed by the Strategic Investment Advisors (SIA), comprised of a seasoned team of portfolio managers from BOKFA affiliates. The SMA Program involves the utilization of non-affiliated or affiliated SMA Managers for the management of your account. Cavanal Hill Investment Management (CHIM) is an SMA Manager option available under the SMA Program and is an Affiliated Manager. The PM Directed Program utilizes the expertise of The Private Bank, a specialized investment management and oversight group within BOKF, NA, with individuals appropriately licensed through BOKFA.

We do not verify the accuracy of performance information provided to you by affiliated or non-affiliated investment managers, nor do we verify its accuracy or compliance with presentation standards. We also do not hire a third party to verify performance calculations. Performance information may be calculated in different manners by different investment managers, thus the information you receive may not be calculated on a uniform or consistent basis between managers.

MUTUAL FUND/EXCHANGE TRADED FUND WRAP PROGRAM DESCRIPTION

The MF/ETF Wrap Program is a computer model-based system that systematically rebalances client accounts to maintain target allocations and remove the emotion from investing. The MF/ETF Wrap Program is professionally managed by SIA. SIA monitors target allocations and changing market conditions.

The MF/ETF Wrap Program employs both a passive and active investment approach with allocations using selected ETFs and mutual funds that represent multiple asset classes and styles. After establishing the initial asset allocation mix, client accounts will be reallocated, or rebalanced if allocation percentages remain the same, in accordance with the then current asset allocation recommendations for a particular strategy. Resulting allocation changes are directed by BOKFA on a discretionary basis, without prior notice to the client.

Because the MF/ETF Wrap Program is a computer model-based system, BOKFA's ability to tailor the program is limited; however, clients may impose reasonable restrictions on investing in certain securities or types of securities to the extent the model can accommodate these requirements. Clients with specific investment restrictions or requirements must first communicate this information to their financial advisor, in writing, in order to determine if the request(s) can be accommodated.

This program will invest in a large number of mutual funds or ETFs with some holding only a small percentage of your overall portfolio.

Methods of Analysis

Mutual Fund/ETF Wrap Program Methods of Analysis

In reviewing and/or managing investment options for you, we utilize a two-prong approach to the research of securities for inclusion in the MF/ETF Wrap Program. Mutual funds in the Program are selected through a screening process that is conducted on a quarterly basis.

Selection Process

The initial universe for mutual funds is the Morningstar mutual fund database, with the universe limited to include those fund families that currently have a selling agreement with BOSC or an established business relationship with BOKFA. We may pursue selling agreements with fund companies that meet our criteria but for which we do not yet have a business relationship.

Our screening process checks such quantitative areas as the fund's history, manager tenure, amount of assets under management, ranking compared to other funds in their peer category and the 5 and 10 year performance of the fund as compared to others in their peer category. Qualitative areas we may review include the investment philosophy of the fund and any legal or compliance issues they may have had in the past.

Ongoing Monitoring/Due Diligence

Our screening process is run at least annually to ensure the funds chosen still meet the criteria chosen by SIA.

Removal Process

Mutual funds that no longer meet our criteria over a period of time will be removed from the list. You have the opportunity to retain the mutual fund in your account(s), if you choose, by signing a letter with your financial advisor. We will no longer manage that asset and will move it into a separate account.

SEPARATELY MANAGED ACCOUNT PROGRAM DESCRIPTION

A separately managed account (commonly referred to as an SMA account) is an actively managed investment account that is managed by a third party money manager ("SMA Manager"). The SMA account offers individual investors access to customized investment solutions that can be tailored to their unique needs. Similar to a mutual fund, clients will pay fees to the SMA manager for its services in managing their investments. Unlike a mutual fund, an SMA is a portfolio of individually owned securities managed for a specific investor. In an SMA Program account, you own your own securities and they are segregated from other investors. The SMA Program offers clients the ability to impose reasonable restrictions on their account (including requesting that the manager sell or hold certain securities for tax planning purposes) and flexibility in developing a customized portfolio across diversified investment disciplines and strategies.

SMA Strategies

The SMA strategies vary by SMA Manager and in scope. Because the list of SMA Managers and strategies may change on a regular basis, there is no specific list provided in this Form ADV. Before you invest in our SMA Program though, you should receive and read the SMA Manager's Form ADV and related documents. This will help you understand the fees they charge as well as how they invest your money.

SMA Manager Selection and Evaluation

The purpose of the SMA Manager selection and evaluation process is to ensure the exercise of reasonable care, skill and caution in selecting an SMA Manager strategy. This process establishes the scope and terms of the delegation and the review of SMA Managers' investment decisions and performance for adherence to our required standards.

SMA Managers and their strategies are selected through a screening process that is reviewed on an on-going basis.

Selection Process

The initial universe for SMA Managers is the list included on the Pershing PMAS Command List. Our screening process checks such areas as the discipline's history, manager tenure, amount of assets under management, ranking compared to others in their peer category and the 5 and 10 year performance as compared to others in their peer category. Qualitative areas we may review include the investment philosophy of the manager and any legal or compliance issues the advisor may have had in the past.

We may also deem other SMA Managers appropriate for inclusion in the SMA Program. Any such SMA Managers will be reviewed through a qualitative selection process to ensure the exercise of reasonable care, skill and caution. This process will include a review of historical performance, risk attributes, manager tenure, the length of history for the investment strategy, performance relative to a benchmark and relevant peer category, among other factors. Further, we will review the investment team, the investment philosophy, and the process and methodology used for ongoing portfolio management. We seek to include only those SMA Managers for which we believe in the investment management firm's ability to effectively manage the SMA on behalf of our clients. Cavanal Hill, as an SMA Manager, is evaluated and monitored in the same manner.

On-Going Monitoring Process

Our screening process will be run at least annually to ensure each SMA Manager continues to meet our criteria.

Removal Process

Any SMA Manager that no longer meets our criteria over a period of time will be removed from the list. You have the opportunity to retain the SMA Manager for your account(s), if you choose, by signing a letter with your financial advisor. We will no longer manage that asset and will move it into a separate account.

PORTFOLIO MANAGERS' DIRECTED PROGRAM DESCRIPTION

PM Directed Strategies

The PM Directed Program is an actively managed investment account that may be invested in any combination of our CPS Programs. The PM Directed Program accounts may have investments that are managed directly by our portfolio managers; invested in one or more SMA accounts with affiliated or non-affiliated SMA Managers; or invested in our MF/ETF Wrap Program. You may have multiple accounts and multiple investment strategies if you choose this Program.

Methods of Analysis

BOKFA portfolio managers and financial advisors have access to various research databases, technology and internally and externally prepared analysis and research reports to guide their investment decisions. Portfolio construction is based on a portfolio manager search and selection process; a disciplined security selection process; and portfolio risk management.

Selection Process

Portfolio managers and financial advisors are chosen for their years of experience in the investment and banking fields and are all employees of BOKF, NA. They are not selected based on the rankings and quantitative criteria used in other selection processes, nor do we calculate the performance record of these individuals. "Financial advisors" may include different individuals within BOKFA and BOKF, NA including trust officers, wealth advisors, client advisors, portfolio managers, and investment adviser representatives.

On-Going Monitoring Process

Account performance is monitored against other accounts with similar objectives as well as related benchmarks. Accounts that have performance numbers considered to be an "outlier" will be monitored more closely to ensure no undue risks are being taken.

Removal Process

Should accounts in this Program have performance not in line with other accounts with similar investment objectives (outliers), a more seasoned individual may be assigned to the accounts.

ADVISOR DIRECTED PROGRAM DESCRIPTION

Advisor Directed Strategies

The Advisor Directed program may be either actively or passively managed but will still be based on the goals and risk tolerance information you provide to your Advisor. The Advisor will choose investment options in a wrap fee program and your Advisor will update your investment options as needed throughout the year. Your Advisor will have limited investment discretion over your account(s) in this program. This program will rely on the same investment strategies available in the other CPS Programs mentioned throughout the Form ADV but will provide more flexibility between you and your Advisor.

Methods of Analysis

Portfolio managers and financial advisors have access to various research databases, technology and internally and externally prepared analysis and research reports to guide their investment decisions. Portfolio construction is based on a security selection process taking into account your investment objectives, goals, financial risk tolerance.

Selection Process

Financial advisors are chosen for their years of experience in the investment and banking fields and are all employees of BOKF, NA. They are not selected based on the rankings and quantitative criteria used in other selection processes, nor do we calculate the performance record of these individuals.

On-Going Monitoring Process

Account performance is monitored against other accounts with similar objectives as well as related benchmarks.

Removal Process

Should accounts in this Program have performance not in line with other accounts with similar investment objectives (outliers), a more seasoned individual may be assigned to the accounts.

Other Information Applicable to All Programs

In all programs, we may, from time to time, take temporary defensive positions that are inconsistent with the program's description as we attempt to respond to adverse market, economic, political, or other conditions. In all cases, the program may not achieve its investment objective. At any time, up to 100% of the assets may be invested in cash equivalents, cash, or money market funds, including Cavanal Hill money market funds.

Affiliated Managers

BOKFA may choose Cavanal Hill Investment Management (CHIM) to manage some SMA Program accounts. SMA Manager services provided by CHIM do create a conflict of interest. Other CPS accounts are managed directly by BOKFA or by non-affiliated SMA Managers. BOKFA has an incentive to recommend Programs where the entire client fee is retained by us and our affiliates. Thus, BOKFA and our affiliates may receive higher total

compensation than if you choose a non-affiliated manager. For more information about these potential conflicts of interest and how BOKFA addresses them, please see “Additional Information Other Financial Industry Activities and Affiliations” and “Code of Ethics, Participation or Interest in client Transactions and Personal Trading” below.

CHIM may not be subject to the same selection or monitoring process as non-affiliated managers. All strategy performance is reviewed by the Strategic Investment Advisors (SIA), a due diligence committee within BOKF, NA.

BOKFA Managers

Because BOKFA acts as the sponsor and investment adviser of our wrap fee programs, and is also a broker-dealer (BOSC) for your accounts, there is a conflict of interest. BOKFA understands we owe you a fiduciary duty and that your interests come first. With that in mind, we strive to choose the program and investment manager that best fits your needs regardless of the compensation received by BOSC or our affiliates.

BOKFA offers discretionary advisory services through CPS. This means you delegate investment discretion (through a limited power of attorney) to us over your CPS account(s). A limited power of attorney does not give us authorization to withdraw funds (other than for payment of your fees) or to send funds to any place other than your address of record without your signature.

If you choose the PM Directed Program, your portfolio manager and financial advisor will have full investment discretion over your account(s). This means they may choose the investment managers that will select your investments; open new accounts in the program without your signature; and have withdrawals issued at your request to be sent to your address of record. This may also mean the portfolio managers and financial advisors will have the ability to choose affiliated managers to select your investments, thus causing a conflict of interest. The investment discretion you allow under the PM Directed Program gives your portfolio manager and financial advisor the same authority they currently have over managed accounts with The Private Bank.

Performance-Based Fees and Side-by-Side Management

We do not charge performance-based fees or conduct side-by-side management for any accounts in our CPS Programs. BOKFA does have accounts that are charged performance-based fees in its two private equity limited partnerships (PELPs). The PELPs are closed to new investors. BOKFA is considered to have custody of the cash and securities in the PELP partnerships but not with other programs described throughout this brochure. A surprise audit is conducted each year on these assets by an outside auditor.

Risk of Loss

Investing in securities involves the risk of loss, including the principal amount invested, and you should be prepared to bear this loss. Because of these risks, the value of the securities held in CPS Programs will fluctuate. The more risk you are comfortable with in your portfolio, the more susceptible to these risks your investments will be. If you have a very conservative portfolio, many of these risks will not be applicable to your investments, although you may still face the possible loss of some of your principal. No CPS Program or investment strategy is guaranteed to be successful or profitable.

- **Alternative Strategy Mutual Funds.** Certain mutual funds available invest primarily in alternative investments and/or strategies. Investing in alternative investments and/or strategies may not be suitable for all investors and involves special risks, such as risks associated with commodities, real estate, leverage, selling securities short, the use of derivatives, potential adverse market forces, regulatory changes and potential illiquidity. There are special risks associated with mutual funds that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates and price volatility because of the fund’s concentration in the real estate industry. These types of funds tend to have higher expense ratios than more traditional funds. They also tend to be newer with less of a track record.
- **Business Risk.** These are risks associated with a particular industry or company. A company or industry may need to go through a lengthy process before realizing a profit or may be particularly affected by political events in foreign countries. A utility company, for example, generates income from a steady stream of customers who need its product, no matter what the economy is like.

- **Closed-End Funds.** Closed-end funds may not be readily marketable. In an effort to provide investor liquidity, the funds may offer to repurchase a certain percentage of shares at NAV on a periodic basis. Clients may be unable to liquidate all or a portion of their shares in these types of funds.
- **Credit Risk.** The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation. Credit risk is generally higher for non-investment grade securities. The price of a security can be adversely affected prior to actual default as its credit status deteriorates and the probability of default rises. Credit risk includes the risk that performance may be affected by political and economic factors at the state, regional or national level, including budgetary problems and declining tax bases.
- **Currency Risk.** Fluctuations in the value of the dollar against the currency of the investment's originating country will cause fluctuations in the price of the investment. This may also be referred to as exchange rate risk.
- **Exchange Traded Funds (ETFs).** ETFs are typically investment companies legally classified as open-end mutual funds or unit investment trusts (UITs). They differ from traditional mutual funds, since ETF shares are listed on a securities exchange and can be bought and sold throughout the trading day. ETF shares may trade at a discount or premium to their net asset value (NAV). The difference between the bid price and the ask price is often referred to as the "spread," and the spread varies over time based on the ETF's trading volume and market liquidity. Some ETFs are registered under the Investment Company Act of 1940 like more traditional mutual funds, but some do not.
- **Exchange Traded Notes (ETNs).** An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets such as commodity futures, foreign currency or equities. ETNs are similar to ETFs because they too are listed on an exchange and can be bought or sold throughout the trading day. But an ETN does not have an NAV and trades at the prevailing market price. The repayment of principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer's ability to pay. The ETN may be traded on the secondary market and the trading price may be adversely affected if the issuer's credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country and therefore carry specific risks associated with that sector or asset class.
- **Income Risk.** Income risk involves the possibility that the Fund's yield will decrease due to a decline in interest rates.
- **Inflation Risk.** With inflation, a dollar today will not buy as much as a dollar next year. Purchasing power is eroded at the rate of inflation.
- **Interest Rate Risk.** Fluctuations in interest rates may cause investment prices to fluctuate. For example, there is an inverse relationship between the yields on bonds and interest rates. When interest rates rise, the yields on bonds you own may become less attractive, causing market values to decline.
- **Investment Risk.** Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by BOKFA) will be profitable or equal any specific performance level(s).
- **Issuer Specific Risk.** The value of a security may decline for a number of reasons which directly relate to the issuer, such as management performance, earnings and sales trends, investor perceptions, financial leverage and reduced demand for the issuer's goods or services.
- **Leveraged and Inverse ETFs, ETNs, and Mutual Funds.** Leveraged ETFs, ETNs and mutual funds, are designed to provide a multiple of the underlying index's return, typically on a daily basis. These products are different from and can be far riskier than a traditional ETF, ETN or mutual fund. These products are designed to replicate the performance of the underlying index but they may not be able to exactly replicate because of underlying fund expenses and other factors. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.

- **Liquidity Risk.** Liquidity refers to the ability to readily convert the investment into cash. A money market account is highly liquid but turning your real estate into cash will take more time and have some costs associated with the transaction. Thus real estate is not considered a liquid investment.
- **Market Risk.** The risk that the market value of a security may move up and down, sometimes rapidly and unpredictably. This type of risk is caused by external factors independent of the security's underlying circumstances. Examples include political, economic and social conditions that may trigger market events. This is particularly applicable to foreign investments.
- **Options.** Certain types of option trading are permitted in order to generate income or hedge a security held in the account. The types of option trading generally permitted include the selling (writing) of covered call options or the purchasing of put options on a security held in the account. The use of options involves additional risks. The risks of covered call writing include the potential for the market to rise sharply. If this happens, the security may be called away and the account will no longer hold the security. The risk of buying long puts is limited to the loss of the premium paid for the purchase of the put if the option is not exercised or otherwise sold by the account.
- **Prepayment/Call Risk.** The risk that the principal repayment of a security will occur at an unexpected time. Prepayment risk is the chance that the repayment of certain types of securities (e.g., asset-backed securities, mortgage-backed securities and collateralized mortgage obligations) will occur sooner than expected. Call risk is the possibility that during periods of falling interest rates, a bond issuer will "call" — or repay — their high-yielding bonds before the bond's maturity date. Changes in prepayment/call rates can result in greater price and yield volatility. Prepayments/calls generally accelerate when interest rates decline. When mortgage and other obligations are pre-paid, a Fund may have to reinvest in securities with a lower yield. In this event, the Fund would experience a decline in income — and the potential for taxable capital gains. Further, with early prepayment, a Fund may fail to recover any premium paid, resulting in an unexpected capital loss. Prepayment/call risk is generally low for securities with a short-term maturity, moderate for securities with an intermediate-term maturity, and high for securities with a long-term maturity.
- **Reinvestment Risk.** This is the risk that proceeds received in the future from investments may need to be reinvested at a potentially lower rate of return or interest rate. This risk relates primarily to fixed income securities.

Voting Client Securities

Your participation in one or more CPS Programs delegates your right to vote proxies on the securities in your account(s) to us (or to your SMA Manager) unless we have both agreed that you will retain this authority.

It is our policy, that absent compelling reasons why a proxy should not be voted, all proxies relating to client securities should be voted and voted in the best interests of client accounts. We determine this by the effect the proposal could have on the current or future value of the investment, if any. If a conflict of interest exists with regard to voting a proxy for your account, we will choose between abstaining from the vote or casting the vote in your best interests.

Cavanal Hill Investment Management monitors and votes proxies related to BOKFA wrap-fee programs unless you or the SMA Manager has retained this authority. Cavanal Hill Investment Management does this on our behalf and maintains all appropriate documentation required by the SEC. You may obtain a more complete description of our proxy voting policies and procedures upon request. You may also obtain information from us about how proxies were voted on your behalf.

Client Information Provided to SMA Managers

BOKFA collects certain nonpublic personal identifying information about you from information you provide on investor questionnaires, applications and other forms as well as communications with our authorized representatives. We also collect information about your account and related transactions.

We do not disclose the nonpublic personal information we collect about you to anyone except to service our

business relationship with you, to market possible services that may be of interest to you, and as required by law. Our privacy policy, which may be amended from time to time, is provided in Exhibit A.

Information that is material to the management of your account(s) is shared with your investment managers. This may include your risk tolerance, investment objectives, financial information as it relates to the account you are opening, your name, address, Social Security number, etc. Different investment managers may require different information.

Client Contact with Portfolio Managers

You may contact your portfolio manager or financial advisor at BOKFA, within reason, at any time. Direct contact with your SMA Managers may be limited and is based on their policies. Further details are available in your SMA Manager's Form ADV.

Additional Information

Disciplinary Information

BOSC or its management persons have been found to have been involved in violation of a self-regulatory organization's (SRO) rules and was fined more than \$2,500. Details of these disciplinary events are provided below:

- On or about January 10, 2012, the Financial Industry Regulatory Association (FINRA) resolved a proceeding against BOSC. The allegations related to this regulatory action involved MSRB Rules G-17 and G-30(a). The FINRA alleged that BOSC sold municipal securities for its own account to a customer at an aggregate price (including any markup) that was not fair and reasonable, taking into consideration all relevant factors, including the best judgment of the broker, dealer or municipal securities dealer as to the fair market value of the securities at the time of the transaction and of any securities exchanged or traded in connection with the transaction, the expense involved in effecting the transaction, the fact that the broker, dealer or municipal securities dealer is entitled to a profit, and the total dollar amount of the transaction. Without admitting or denying the findings, BOSC consented to the described sanctions and to the entry of finding. The Firm was censured and was fined \$75,000 and required to pay \$25,141 in interest in restitution to investors.
- On or about April 29, 2009, the Financial Industry Regulatory Association (FINRA) resolved a proceeding against BOSC. The allegations related to this regulatory action involved SEC Rule 17a-3, NASD Rules 2110, 3010, 6230(a), 6230(c)(8), MSRB Rules G-8(a), G-14, G-17, G-27, G-27(a), G-27(c), and G-30(a). The FINRA alleged that BOSC purchased municipal securities for its own account from a customer and/or sold municipal securities for its own account to a customer at an aggregate price (including any markdown or markup) that was not fair and reasonable, taking into consideration all relevant factors, including the best judgment of the broker, dealer or municipal securities dealer as to the fair market value of the securities at the time of the transaction and of any securities exchanged or traded in connection with the transaction, the expense involved in effecting the transaction, the fact that the broker, dealer or municipal securities dealer is entitled to a profit and the total dollar amount of the transaction. The Firm failed to show correct terms and conditions on municipal securities transaction memoranda for the account of the firm executed with a customer other than a broker or dealer, by failing to include time stamps that showed the date and time of receipt and failing to include certain terms and conditions (to identify the orders as day, limit, market or good-till-cancelled orders). The Firm failed to enforce its written supervisory procedures that prohibited markdowns/markups on zero-coupon municipal securities in excess of four percent of the principal amount invested. The Firm failed to report information regarding purchase and sale transactions effected in municipal securities to the real-time transaction reporting system (RTRS) in the manner prescribed by Rule G-14, RTRS Procedures, and the RTRS Users manual. The Firm failed to report such transactions within 15 minutes of time of trade to an RTRS Portal. The Firm failed to report to the Trade Reporting and Compliance Engine (TRACE) the correct time of trade execution for TRACE-eligible securities transactions and failed to report TRACE-eligible securities transactions within 15 minutes of the time of execution. This conduct constitutes separate and distinct violations of NASD Rule 6230(a) and a pattern or practice of late reporting

without exceptional circumstances is a violation of NASD Rule 2110. The firm Failed to show the correct execution time on memoranda of TRACE-eligible transactions for the account of the Firm executed with another broker or dealer. The Firm's Supervisory system did not provide for supervision reasonably designed to achieve compliance with applicable securities laws, regulations, NASD Rules and MSRB Rules concerning municipal bond fair pricing, municipal securities trade reporting and TRACE reporting. Without admitting or denying the allegations, BOSC consented to the described sanctions and to the entry of findings. The Firm was censured, fined \$80,000, required to pay \$18,402, plus interest, in restitution to investors and to revise its written supervisory procedures regarding municipal bond fair pricing, municipal securities trade reporting and TRACE reporting within 30 business days of acceptance of the Acceptance, Waiver and Consent (AWC).

- On or about September 6, 2005, the National Association of Securities Dealers (NASD) resolved a proceeding against BOSC. The allegations related to this regulatory action involved NASD Rules 2110, 3010, and 6230(A). The NASD alleged that (1) BOSC failed to Report to TRACE transactions in TRACE-eligible securities within 75 minutes after execution, and (2) the Firm's supervisory system did not provide supervision reasonably designed to ensure compliance with respect to applicable securities laws and regulations, and the rules of the NASD with respect to TRACE trade reporting. Without admitting or denying the allegations, BOSC consented to the sanctions and to the entry of findings. The Firm was censured and fined \$15,000.
- On or about June 28, 2005, the National Association of Securities Dealers (NASD) resolved a proceeding against BOSC. The allegations related to this regulatory action involved MSRB Rule G-14 and G-27. The NASD alleged that BOSC failed to timely report its municipal securities customer transactions to the MSRB. The Firm failed to monitor its trade reporting to ensure compliance with MSRB Rule G-14. Without admitting or denying the allegations, BOSC consented to the sanction and the entry of findings. The Firm was censured and fined \$30,000.
- On or about May 25, 2004, the NASD resolved a proceeding against BOSC. The allegations related to this regulatory action involved NASD Conduct Rule 2110 and Rule 15c3-1 of the Securities Exchange Act of 1934 (Rule). The NASD alleged that BOSC engaged in a securities business when the Firm's net capital was below the required minimum as prescribed by the Rule. Without admitting or denying the allegations, BOSC consented to the sections described below and to the entry of findings. The Firm was censured and fined \$7,500.

Other Financial Industry Activities and Affiliations

BOSC engages in a number of financial industry activities and is affiliated with other firms in the financial industry. Following is a description of material relationships and affiliations that are important to us and to you. In each category, the relationships and affiliations are identified and material conflicts of interest are discussed.

Broker-Dealer. The principal business of BOSC is that of a general securities broker-dealer, government securities seller and municipal securities underwriter. BOSC is a registered broker-dealer, member FINRA and SIPC. Many of our principal executive officers, investment committee members, and the individuals who determine general investment advice may also be registered representatives with the broker-dealer. In this capacity, these registered representatives may recommend investments and insurance products outside of CPS for which they receive reasonable and customary compensation. The opportunity to receive additional compensation for effecting securities transactions or selling insurance products outside of CPS or purchasing securities in CPS that pay additional compensation to us or our affiliates (e.g., 12b-1 fees, etc.) represents a conflict of interest. Other conflicts of interest are disclosed throughout this brochure.

A BOKFA financial advisor may have an economic incentive for recommending CPS. The amount of the incentive may be more than what the financial advisor would receive if you participated in other programs offered by BOKFA; paid separately for investment advisory services, brokerage, and other services; or invested in other types of investments; therefore, the financial advisor may have a financial incentive (a conflict of interest) to recommend CPS over other offerings or services.

Investment Company or Other Pooled Investment Vehicle. BOSC serves as the distributor and principal underwriter to each of the Cavanal Hill Mutual Funds pursuant to a Distribution Agreement with the CH Funds

and receives certain fees for its services. Shares in each CH Fund are sold on a continuous basis by BOSC, and BOSC has agreed to use appropriate efforts to solicit purchases. Customers purchasing shares of CH Funds may include officers, directors, or employees of BOSC and its affiliates. For the provision of distribution and shareholder services, BOSC will receive 12b-1 and shareholder servicing fees from CH Funds.

Caval Hill Investment Management serves as the investment adviser and administrator to the CH Funds. CHIM receives investment advisory and administrator fees for the services it provides to the CH Funds. In addition, BOKF, NA (under the name Bank of Oklahoma) serves as CH Fund's custodial bank and also provides shareholder services to CH Funds. BOKF, NA receives custody and shareholder services fees for these services. The CH Funds are managed, and transactions are executed, side-by-side with CPS accounts. CH Fund and client accounts are afforded equal treatment in investment management, transaction, and allocation decisions.

It is possible that CH Funds may be included as investments in client accounts and certain CH Funds serve as the sweep vehicle for CPS accounts. In this instance, CH Funds, CHIM, and its affiliates, would earn the aforementioned fees in addition to the fees charged to the client for participation in the CPS Program. A more detailed description of the available CH Funds and other fees and expenses are available in each fund's prospectus.

Investment Company or Other Pooled Investment Vehicle. BOK Equity, LLC is the manager of the private equity funds described in this brochure. It is owned by BOK Capital Services, and a wholly owned subsidiary of BOK Financial Corporation.

Investment Adviser or Financial Planner. Caval Hill Investment Management is a registered investment adviser affiliate of BOSC. BOSC may receive compensation if BOSC or one of its representatives introduces a client to CHIM. Such a fee will be paid in accordance with Rule 206(4)-3 of the Advisers Act and any state or other regulatory requirements. BOSC employees are required to disclose the status of their relationship with CHIM at the time of the solicitation or referral. For more information on referral and solicitation arrangements, see the "Client Referrals and Other Compensation" section of this Wrap Fee Program Brochure.

Investment Adviser or Financial Planner. The Milestone Group (Milestone) is a registered investment adviser affiliate of BOSC, and is a wholly-owned subsidiary of BOK Financial Corporation.

Investment Adviser or Financial Planner. MBM Advisors (MBM) is an SEC registered investment adviser and a full-service retirement and pension planning firm. MBM is a wholly owned subsidiary of BOKF, NA.

Investment Adviser or Financial Planner. Stepstone Group LP (Stepstone) is a registered investment adviser with the SEC. BOSC and Stepstone are related parties through a common, indirect control person, George Kaiser.

Banking or Thrift Institution. BOK Financial Corporation, a financial holding company, owns all of the capital stock of BOSC. BOKF, NA is the wholly-owned national banking association subsidiary of BOK Financial Corporation. Customers of BOKF, NA may also be customers of BOSC.

The BOSC account documents and other communications with customers clearly disclose that investments made through BOSC are not obligations of, or guaranteed by, BOSC, or any bank affiliate and that investments made through BOSC are not deposits of any bank or insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. In addition, all investments may lose money, and you are not guaranteed a profit. Some employees of BOSC are also employees of or registered with our affiliates.

Insurance Company or Agency. Some registered representatives of BOSC are licensed to sell insurance products through BOSC Agency, Inc. or BOSC, Inc., affiliated insurance agencies. Fixed insurance products are not included in CPS program accounts although some programs may allow for the inclusion of variable annuity investments. Variable annuities allowed in the CPS Program will typically be of the "no load" variety. Properly licensed individuals may present insurance products to you that they believe will meet your financial objectives and

liquidity needs. If purchased, these individuals will receive reasonable and customary commissions outside of any advisory fees they may earn on your CPS Program accounts.

Municipal Advisors. BOSC, Inc. and BOKF, NA d/b/a Institutional Investments, Bank of Oklahoma, are both registered as municipal advisors with the SEC and the MSRB. Institutional Investments, Bank of Oklahoma is a separately identifiable division of BOKF, NA.

Sponsor or Syndicator of Limited Partnerships. BOKF Equity LLC (BOKF Equity) is an affiliate of BOSC. BOKF Equity is the general partner and manager of private equity limited partnerships, Private Equity Limited Partnership I ("PELP I") and Private Equity Limited Partnership II ("PELP II"). Clients of BOKF, NA were solicited by BOKF Equity to invest in PELP I and PELP II. Clients of BOSC were not solicited to invest in either PELP I or PELP II. BOSC serves as the non-discretionary investment advisor to PELP I and PELP II and receives fees for this service. Both limited partnerships are closed to new investors.

No affiliated limited partnerships are included as investment options under CPS Programs.

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

BOKFA has adopted a Code of Ethics describing its standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to prohibitions on insider trading, restrictions on the acceptance of gifts and the requirement to report certain gifts and personal securities trading, among other things. All employees of BOKFA must acknowledge the terms of the Code of Ethics annually. BOKFA will provide a free copy of its Code of Ethics to clients and prospective clients upon request.

BOKFA anticipates that securities may be purchased or sold in CPS accounts in which BOKFA, its employees and affiliates, and clients, directly or indirectly, also own. BOKFA employees are required to follow BOKFA's Code of Ethics in conducting their personal securities transactions. Subject to satisfying this policy and applicable laws, officers, directors and employees of BOSC may trade for their own accounts in securities that are also recommended to and/or purchased for BOKFA clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of employees of BOKFA will not interfere with (i) making decisions in the best interest of clients, and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that such securities would not materially interfere with the best interest of BOKFA's clients.

Because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is monitored under the Code of Ethics in an effort to prevent conflicts of interest between BOKFA and its clients. Employees are prohibited from trading in such a manner that their personal trades result in a better price than that of their clients, should they both transact business in the same security on approximately the same day. If this occurs, the client will receive the better price. Supervised persons are prohibited from placing a personal securities transaction (that will also be offered to clients) before offering the investment opportunity to clients.

Principal Transactions

BOSC, as broker-dealer and as principal, buys securities for itself from, or sells securities it owns to, its non-advisory clients. We will not act as principal in a transaction involving advisory accounts participating in CPS Programs. Transactions initiated by non-affiliated SMA Managers may be executed from time to time on a principal basis by BOKFA consistent with the SMA Manager's reliance on SEC "No Action" guidance.

Best Execution

As an SEC registered introducing broker-dealer, BOSC routes most orders through Pershing for its advisory clients. We are obligated to seek best execution pursuant to our fiduciary duty as an SEC registered investment adviser

and under FINRA Conduct Rule 2320 for all trades executed. Better executions may be available via another broker-dealer based on such factors as volume, order flow and the market making activity of Pershing. We endeavor to put the interests of our advisory clients first but you should be aware that the receipt of economic benefits by BOSC (or its related persons) creates a conflict of interest. Affiliated and non-affiliated SMA Managers may not be restricted to Pershing for their transactions. In some programs, fixed income transactions will be done away from Pershing. Advisor Directed accounts will be custodied at Pershing and all transactions will be executed at Pershing as well.

Review of Accounts

BOKFA advisers will review your accounts at least once every calendar year. The typical review will consist of performance review reporting, including evaluation of any changes in your investment philosophy, objectives and risk tolerance. This evaluation may require changes to your current portfolio and investment plan. Should market or other circumstances warrant, or you request, more frequent account reviews may be conducted.

We rely on you to provide accurate information on the Investment Profile Questionnaire (or similar document) and to provide updates when changes to your financial situation or investment objectives occur. You will make the final decision with respect to the investment strategy and CPS Program, often after reviewing several options provided by your financial advisor. We shall periodically contact you to request updated information or confirm the information we have on file, and we rely on you to provide us this information.

Client Reporting

At a minimum, clients will receive quarterly account statements from Pershing. Pershing will provide quarterly statements that include a summary of account activity and an inventory of holdings. The statements for taxable accounts include a summary of realized gains, dividends, interest and Program Fees deducted from your account(s). Clients should always review their statements for unauthorized withdrawals. Quarterly performance statements may be prepared by Lockwood or by your SMA Managers. These are provided as additional information, but they do not replace the quarterly account statements you receive from Pershing. Because your fees are based on average daily balance (and not the account value listed on your statement as of the end of the billing period), you will notice differences in the account values.

The average daily balance is defined as: "The average amount that exists in an account over a period of time. The number is calculated by adding the daily balances over a period of time and dividing by the total number of days in that period." (InvestorWords.com) The average daily balance is often seen as a more accurate reflection of the total funds in your account when calculating the total fees for a billing period.

IRS Circular 230 Disclosure

BOKFA, its affiliates, agents and employees are not in the business of providing tax, regulatory, accounting or legal advice. This brochure and any tax-related statements provided by BOKFA are not intended or written to be used, and cannot be used or relied upon, by any such taxpayer for the purpose of avoiding tax penalties. Any such taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

Client Referrals and Other Compensation

Referrals to BOKFA. You may have been introduced to BOKFA by either a non-affiliated, affiliated, or employee solicitor, and we may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any state or other regulatory requirements. The referral fee shall be paid solely from the Program Fee and shall not result in any additional charges to you. If you are introduced to BOKFA by a non-affiliated solicitor, they should provide you with a copy of BOKFA's solicitor's disclosure statement containing the terms and conditions of the referral arrangement, including compensation. Any affiliated or employee solicitor of BOKFA shall disclose the nature of his/her relationship to prospective clients at the time of the referral and provide all prospective clients with a copy of BOKFA's solicitor's disclosure statement at or prior to the time a client agreement is executed.

BOKFA does not receive client referrals from Pershing.

Mutual Fund Fees. BOKFA may retain all or a portion of any 12b-1 and shareholder servicing fees paid by mutual funds held in your account(s). No 12b-1 fees will be kept by BOSC with respect to assets in an ERISA or IRA account of a client with the exception of shareholder servicing fees received from Cavanal Hill Mutual Funds. These will be retained for such accounts. This is a conflict of interest that was addressed when determining our advisory fees. They may be lower or higher than other firms impose but we believe they are well within the industry norm.

BOKFA Referrals to Cavanal Hill Investment Management. In addition, BOSC and Cavanal Hill Investment Management have entered into a Solicitation Agreement where CHIM agrees to pay BOSC a fee for the referring, soliciting and ongoing client servicing of CHIM clients. The fee is based on CHIM's revenues attributable to the client account placed with them. This is a revenue sharing fee that continues until the client is no longer a client of CHIM. The fee will be paid in accordance with relevant regulatory requirements, including Rule 206(4)-3 of the Advisers Act, and any state or other regulatory requirements.

A conflict of interest exists because BOSC is incented to refer its clients to an affiliate, who in turn shares the revenues associated with the referred account with BOSC. You are under no obligation to use CHIM as an SMA Manager and may decline to do so at any time by telling your financial advisor. BOSC may refer you to other Investment Managers in addition to, or instead of, CHIM.

Other Referrals. Employees of BOKF, NA and BOSC may introduce clients to other services offered within BOKF, NA or its affiliates. As a result of this referral, the employee may receive a fee. This fee may range from a nominal amount (\$20) to a percentage of the anticipated revenue for the account over a set period of time. These payments are not added to your fees, but are deducted from BOKF, NA's, BOSC's or the affiliate's revenue. These referral payments are paid as allowed according to banking regulations and do not affect the fees you pay BOKFA

Intercompany Payments between Affiliates. BOKFA and its affiliates make certain intercompany payments to compensate each other for performing various administrative services. These may be amended or terminated at any time and are outlined in service agreements between the various affiliates.

Other Compensation. BOSC earns commissions as a registered broker/dealer and your Advisor will earn commissions for investment and insurance products your Advisor sells to clients outside of managed accounts. You may have accounts that pay commissions to your Advisor and BOSC that are not considered a "wrap fee," "managed" or "advisory" account. Your Advisor and BOSC will not earn commissions on transactions in your wrap fee accounts other than the 12b1 fees outlined in this Wrap Fee Brochure.

Conflicts of Interest. Since different products pay different commissions or advisory fees, BOKFA and its Advisors may be incented to recommend products based on the compensation we receive, rather than recommending the products and services that are best for you. BOKFA endeavors at all times to place your interests ahead of its own and to take into account your personal investment objectives, goals, risk tolerance and other important financial information before recommending one or more products or services. Ultimately the choice of which product you purchase is your decision unless you and your Advisor choose to participate in a program described in this brochure, which provides discretionary trading authority to your Advisor or a money manager.

Research and Other Soft Dollar Benefits

BOKFA does not participate in soft dollar benefits. Although our affiliate, Cavanal Hill Investment Management, does participate in soft dollar benefits for some of its transactions and clients, they will not engage in this activity for clients of BOKFA, regardless of Cavanal Hill's role in placing the trades. This exclusion may not be applicable to clients that choose Cavanal Hill Investment Management for their SMA Manager.

BOSC's clearing arrangement with Pershing does provide BOSC, BOKFA and its Advisors with certain benefits. These benefits include access to custody of securities, trade execution, clearance and settlement of transactions as

well as receipt of duplicate client statements and confirmations; research related products and tools; access to block trading; the ability to have advisory fees deducted directly from client accounts; access to an electronic network for client order entry and account information; access to mutual funds with no transaction fees; and to certain institutional money managers. We do not feel that the charges you pay for the services provided by Pershing are higher than you would pay at other full-service brokerage firms. It is possible that you could purchase the same investments we recommend elsewhere (through brokers or agents unaffiliated with us) without these services at the same, higher or lower costs to you. It is also possible that BOSC may choose to remain with Pershing as a clearing firm because of these services even though it may increase our costs. BOSC follows the regulatory requirements for best execution and believes Pershing provides above average execution to its clients and remains well within the industry norms for pricing.

Financial Information

BOKFA does not require or solicit prepayment of more than \$1,200 in fees per client more than six months in advance; therefore, a balance sheet is not being provided. We have not been the subject of a bankruptcy petition at any time.

Business Resumption

BOSC's Business Resumption Plan has been developed in order to respond and recover should a disaster occur at one or more of our offices. The plan is designed for all of our business units to be able to resume business with the least amount of interruption to the many valuable services, which we provide to our customers.

Our plan outlines the actions BOSC will take in the event of a building, city-wide, or regional incident, including relocating technology and operational personnel to pre-assigned alternate regional facilities. Technology data processing can also be switched to an alternate regional data center.

All BOSC operational facilities are equipped for resumption of business and are regularly tested. Our recovery time objective for business resumption, including those involving a relocation of personnel or technology, is typically three (3) business days. This recovery objective may be negatively affected by the unavailability of external resources and circumstances beyond our control.

In the event of a significant business interruption, customers may call the toll-free contact numbers listed on our website, www.boscinc.com

Client Personal Information