

SANDERS MORRIS HARRIS

A Member of The Edelman Financial Group

FOCUS Asset Management Program Wrap Fee Program Brochure

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This wrap fee program brochure provides information about the qualifications and business practices of Sanders Morris Harris Inc. If you have any questions about the contents of this brochure, please contact the Compliance Department at the above telephone number. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Additional information about Sanders Morris Harris Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

Since our last annual update on March 27, 2013, this document has been amended as follows:

- Content has been added to describe the Kissinger Managed Asset Program (“K-MAP”) which is offered by Kissinger Financial Services, Inc. (“KFSI”), a Division of SMHI. KMAP is a discretionary model-based asset allocation and rebalancing program offered within the FOCUS Asset Management Platform.

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Brochure Supplement(s)

Services, Fees and Compensation

Services

FOCUS is a flexible wrap fee advisory program that offers the client the choice of discretionary, non-discretionary, and third-party Portfolio Manager (“Portfolio Manager”) platforms. When a discretionary arrangement is selected, the Representative selects investments and executes transactions without further consultation with the client. In a non-discretionary arrangement, client authorization must be received by the Representative prior to executing transactions. In this type of arrangement, the Representative may also execute transactions in securities selected by the client. When a Portfolio Manager platform is utilized, the third-party Portfolio Manager is granted discretion over the account under a separate agreement with the Portfolio Manager.

SMHI serves as the investment adviser for all FOCUS accounts and does not select other portfolio managers or investment advisers to manage client accounts.

Discretionary or non-discretionary management services in FOCUS are provided by a Representative selected by the client. These services include, but are not limited to, portfolio reviews and recommendations with respect to various investments and various administrative services.

A client also has the option to establish a dual contract wrap fee account whereby the client directs SMHI to engage the third party Portfolio Manager(s) selected by the client to invest the account assets on a discretionary basis. SMHI assumes no responsibility for the selection of the Portfolio Manager or the suitability of the recommendations made by the Portfolio Manager.

No minimum investment is required to participate in FOCUS; however, minimum requirements may be established by any third-party Portfolio Manager selected by the client.

In the program, clients’ assets are invested in various securities including equities and fixed income, publicly traded REITs, exchange traded funds, no load mutual funds or load funds purchased at net asset value (“NAV”), publicly traded closed-end funds, options, cash and money market funds. SMHI invests clients’ assets in securities that it deems to be consistent with the client’s stated investment objectives.

Kissinger Managed Asset Program

Within the FOCUS platform, Kissinger Financial Services, Inc. (“KFSI”), a Division of SMHI, offers the Kissinger Managed Asset Program (K-MAP). K-MAP is a discretionary, model-based portfolio allocation and rebalancing program that combines institutional style investing and strategic rebalancing. K-MAP features a variety of portfolio models developed under the K-MAP investment philosophy which is: institutional style investing; an endowment style approach; and a mix of active and passive money management. K-MAP models consist of open-end investment companies (commonly referred to as mutual funds) and exchange-traded funds (ETFs).

KFSI Representatives offer clients asset allocation models that consist of no-load mutual funds and ETFs in a broad range of asset classes and market sectors, including domestic stocks, international stocks, global bonds and other debt instruments. In addition, all portfolio models provide exposure to alternative investments. Alternative investments may include mutual funds or ETFs invested in real estate investment

trusts, master limited partnerships, managed futures, commodities, covered calls, long/short strategies and other non-traditional investments.

Each account is invested in the K-MAP model selected by the client based on the client's investment objectives, risk tolerance and preferences. At the inception of an account, K-MAP assets are allocated to specific investment vehicles determined in accordance with set target percentages of total assets in the account. Thereafter, market variations will result in a difference between the amounts allocated to an investment vehicle and will either exceed or fall below the original target allocations. Within K-MAP, the client may select from monthly, quarterly or semi-annual rebalancing. Most accounts adhere to a time and threshold semi-annual rebalance program. Rebalancing will adjust investment vehicle weightings so portfolio risk characteristics align to the model-specific target allocation. This strategy involves rebalancing the portfolio when positions deviate from their target allocations by a set percentage on the scheduled rebalance interval.

Each of the K-MAP models underlying securities are reviewed monthly using various qualitative and quantitative methods. These reviews may result in changes to the asset allocation model, including adding, removing or replacing securities as deemed appropriate. When reallocating, the target percentages of some or all of the investment vehicles relative to the total account may also be changed. Generally, reallocations occur in connection with the selected rebalancing intervals.

Fees and Compensation

FOCUS Fees

Within a FOCUS account, fees are deducted from the account by SMHI and are noted on account statements sent to the client by the custodian.

The Total Program Fee for FOCUS includes the Advisor Fee shared by SMHI and the Representative and the Program Administrative Fee paid to the sponsors, administrators, or custodian of the program.

The negotiable Advisor Fee compensates SMHI and the Representative for investment advisory services provided, pursuant to the Focus Asset Management Program Agreement. This fee is shared by SMHI and the Representative and covers the management and other account related services provided by SMHI and the Representative, such as investment advice, investment selection, and the allocation and reallocation of investments. This fee may be discounted at the discretion of the Representative.

The non-negotiable Program Administrative Fee compensates SMHI and Pershing LLC ("Pershing"), the program's custodian, for the cost of execution, clearance and custody costs, fee calculation and deduction, and performance reporting.

The Total Program Fee is payable quarterly and may be deducted either in advance or in arrears using the following formula:

$$\frac{\text{Account Value} \times \text{Fee Schedule} \times \# \text{ of days in the billing cycle}}{365 \text{ (366 if leap year)}}$$

The account value for fee calculation purposes is based on the market value of the securities held in the account. The calculation excludes illiquid investments such as private placements, non-traded REITs, annuities, investments that include a publicly disclosed selling concession such as underwritten offerings,

and any other securities previously designated by the client. The calculation follows a blended (or “not retroactive”) schedule where the fee schedule for each asset level is calculated using the relevant formula above. The fee for each asset level will then be added together to determine the total fee due for the specified period. Under certain circumstances, fees may be negotiated.

When advance billing is selected, the initial Total Program Fee is due in full on the effective date of the advisory agreement. The effective date is defined as the date when the account is accepted by SMHI, and the fee is based on the account value on that date. The fee calculation is prorated if the account has been added to the billing system at any time other than the beginning of a billing cycle. Subsequent quarterly fees are determined on the first day of each calendar quarter based on the total value of the account as of the close of business on the last business day of the previous quarter is due the following day. In the event that the advisory agreement is terminated prior to the end of a period for which a quarterly fee has been paid, fees are recalculated based on the length of service and unearned fees are returned to the client.

When arrears billing is selected, the Total Program Fee is deducted from the account at the end of the calendar quarter. When selecting arrears billing, the client must also elect if billing is to be based upon either the account value on the last day of the calendar quarter or the average daily account value.

If the client elects to be billed in arrears based on account value on the last day of the calendar quarter, subsequent quarterly fees are determined on the last day of each calendar quarter based on the total value of the account as of the close of business on the last business day of the quarter and are due the following day. Accounts added to the billing system during the billing period are charged a pro rata fee at the end of the period.

If average daily balance billing in arrears is elected, fees are charged at the end of the billing period. Daily account value is based on the previous market close. Fees calculated using this method are always final, and no adjustments will be made for any billing period.

In the event the advisory agreement is terminated prior to the end of a period for which an arrears quarterly fee is due, the fee is prorated and is due immediately.

The fee schedule for FOCUS is as follows:

<u>Total Assets</u>	<u>Maximum Total Program Fee as a % of Asset Value</u>
First \$100,000	3.00%
Next \$200,000	2.25%
Next \$200,000	1.90%
Next \$500,000	1.70%
Above \$1,000,000	Negotiable

Payment Method

Within a FOCUS account, fees are deducted from the account by SMHI and are noted on account statements sent to the client by the custodian. If the account does not maintain sufficient cash or money market balances to cover the Total Program Fee, the client may deposit additional funds by the due date. If no deposit is made, SMHI may liquidate securities in the account in amounts sufficient to cover such fees. Any liquidation may cause the client to incur taxes and other costs. For each addition to or withdrawal from the account of \$1,000 or more, the fee is adjusted in the next billing period.

Changes to Fees

SMHI may change Program Administrative Fee at any time by giving thirty days prior written notice to the client. Following the 30-day notice period, the new fee schedule will become effective unless the client terminates the FOCUS Agreement. Any changes to the Advisor Fee require written authorization of the client.

Other Fees and Compensation

The Total Program Fee for FOCUS does not include any fees charged by the third party Portfolio Manager selected by the client, if any. The Portfolio Manager Fee varies per Manager selected by the client. For specific information regarding the fees charged by the Portfolio Manager, the client should refer to the Portfolio Manager's Form ADV. The Portfolio Manager Fee, if any, is reflected as a separate line item on the client account statement.

The Total Program Fees also do not include certain charges associated with securities transactions that may be imposed by regulatory authorities or by broker-dealers other than SMHI, including commissions, dealer markups or markdowns in principal transactions by or agency transactions with broker-dealers other than SMHI, American Depository Receipts (ADRs) agency processing fees, odd-lot differentials, SEC and exchange fees and transfer taxes, and any other charges imposed by law.

In addition to the Total Program Fees described above, each mutual fund or exchange traded fund in which the client may invest also bears its own fees, including but not limited to short-term redemption fees, and expenses. Complete details of fees can be found in the mutual fund and exchange traded fund prospectuses. Other fees, such as SEC fees, Individual Retirement Account custodial fees, wire transfer fees, overnight check fees, account transfer fees or other taxes as required by law may be incurred.

Certain mutual funds may be subject to deferred sales charges. Neither SMHI nor the Representative recommends the transfer of such funds into FOCUS accounts. Should the client choose to transfer such funds into the account, the client may incur deferred sales charges upon the redemption of the shares.

Clients may invest in certain mutual funds that make payments to broker-dealers (such as SMHI) pursuant to a 12b-1 distribution plan or pursuant to another arrangement as compensation for distribution or administrative services and may be paid out of the fund's assets. For all ERISA accounts, SMHI will credit 12b-1 fees back to the account. In non-ERISA FOCUS accounts, SMHI generally retains 12b-1 fees. However, upon the Representative's request, mutual fund 12b-1 fees may be credited back to non-ERISA FOCUS accounts.

The cost of the services provided through FOCUS may be more or less than if each service was purchased separately. For example, the cost of services provided separately may be less for accounts with infrequent trading activity. Conversely, the cost of services provided separately may be more for an account with more frequent trading activity. Similarly, Representative compensation for FOCUS may be more than what the Representative would receive if the client participated in other available programs or paid separately for advice, brokerage, and other services and, therefore, the Representative may have a financial incentive to recommend FOCUS over other programs and services.

SMHI sponsors wrap fee programs other than FOCUS. The complete details of the other programs can be located in the wrap fee program brochure applicable to each program. To obtain a copy of the wrap fee program brochure for another SMHI-sponsored program, please contact your Representative.

Termination

Either the client or SMHI may terminate the FOCUS advisory agreement upon thirty days written notice to the counterparty.

Account Requirements and Types of Clients

FOCUS is generally offered to individuals who have a need for fee-based services or could benefit from fee-based pricing over that of a traditional commission-based brokerage arrangement. There is no account minimum to participate in FOCUS, however, minimum requirements may be established by any third-party Portfolio Manager selected by the client.

SMHI primarily provides advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and corporations and other businesses.

Portfolio Manager Selection and Evaluation

Within FOCUS, the client has the option to establish a dual contract wrap fee account whereby the client directs SMHI to engage the third party Portfolio Manager(s) ("Portfolio Manager") selected by the client to invest the assets of the account on a discretionary basis. SMHI does not review Portfolio Manager performance information to determine or verify its accuracy or its compliance with presentation standards. SMHI assumes no responsibility for the selection of the Portfolio Manager or the suitability of the recommendations made by Portfolio Manager.

Performance-Based Fees and Side-By-Side Management

SMHI does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). SMHI does not engage in side-by-side management.

Methods of Analysis, Investment Strategies and Risk of Loss

SMHI and its Representatives use a wide variety of methods, including charting, fundamental analysis and technical analysis to determine investment strategies for clients. The primary sources of information used to conduct these types of analysis are financial newspapers and magazines, inspections, research prepared by others, ratings services, press releases, and annual reports, prospectuses and other filings with the SEC. The implementation of these strategies varies based upon the individual client.

Each client's account is managed on the basis of the client's financial situation, need for liquidity, investment objectives and instructions. The Representative works with the client to obtain sufficient information from the client to provide individualized investment advice and is reasonably available to consult with the client on an ongoing basis. Clients are permitted to impose reasonable restrictions on the management of the account.

K-MAP, offered by the Kissinger Financial Services, Inc. Division of SMHI, features a variety of portfolio models developed under the K-MAP investment philosophy which is: institutional style investing; an endowment style approach; and a mix of active and passive money management. Portfolio evaluation methods may include contribution analysis, attribution analysis, value at risk, efficient frontier

analysis, and use of correlation matrices. K-MAP strategies are based on several qualitative and quantitative factors including some specialty situations discussed on an individual basis with clients. Overall strategies are determined primarily on account size, registration, risk tolerance, objective(s), and the desire to focus on income, yield or volatility.

A quarterly custodial statement, containing a description of all account activity is provided to the client. The Representative reviews the overall performance of each account on a periodic basis in order to ensure that transactions are suitable based on the client's investment objectives and quality expectations and comply with any investment restrictions requested by the client.

Clients who choose a third-party Portfolio Manager should carefully review the third-party firm's Form ADV Part 2 for information on their investment strategy. Investment strategies vary by the Portfolio Manager selected.

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

Some FOCUS accounts, and all KMAP accounts incorporate allocations to alternative investments, including mutual funds or ETFs invested in real estate investment trusts, master limited partnerships, managed futures, commodities, covered calls, long/short strategies, and other non-traditional investments. Investment strategies also include allocation to international/global investments.

Investment in a portfolio that includes alternative investments presents additional risks which the client should consider when making an investment decision. These risks may include adverse market conditions risk, counterparty risk, currency exchange risk, derivatives risk, emerging markets risk, high portfolio turnover, leverage risk, and other risks depending on the investment. Alternative investments are frequently asset classes that are referred to as non-correlated (investments that move contrary to, or without influence from, broader markets). While including non-correlated assets may result in smoother portfolio performance with less volatility, there are no assurances that non-correlated assets will not decline in value.

International investments are subject to risks not associated with domestic investing. In addition to the risks generally associated with domestic investments, international investing is subject to currency, political, economic and social risks.

Voting Client Securities

As a matter of firm policy and practice, SMHI has no authority to take action or render any advice with respect to voting proxies on behalf of advisory clients. Clients will receive proxies or other solicitations directly from the account custodian or transfer agent, not from SMHI. Clients retain the responsibility for voting all proxies for securities maintained in client portfolios.

Client Information Provided to Portfolio Managers

The Representative will obtain information prior to opening an account regarding the client's financial situation, goals and investment objectives, risk tolerance, time horizon and other relevant factors. The

Representative will also inquire as to the client's interest in imposing any reasonable restrictions on the management of the account.

If a third party Portfolio Manager is selected by the client, the client's information and restrictions on investments will be shared as directed by the client in accordance with the parameters of the dual contract arrangement.

The Representative will contact the client at least annually to determine if any changes have occurred that may affect the ongoing suitability of the investments selected and to determine if any new restrictions should be imposed on the account. If any changes have occurred, the Representative will notify the Portfolio Manager.

Client Contact with Portfolio Managers

Clients are generally free to contact SMHI and their Representative at any time during normal business hours via telephone, facsimile, mail or email. In-person meetings should be scheduled in advance to ensure that the Representative is available.

Additional Information

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of SMHI or the integrity of SMHI's management.

SMHI is a broker/dealer in addition to its activities as a registered investment adviser. In connection with its broker/dealer business, SMHI has been the subject of certain regulatory actions, some of which SMHI has determined to be immaterial. Others are summarized below:

On January 8, 2008, SMHI entered into a Letter of Acceptance, Waiver and Consent ("AWC") with the NASD (predecessor to FINRA) where SMHI neither admitted nor denied the allegations that during the period July 2000 until December 2005, SMHI (1) failed to establish, maintain, and enforce adequate procedures and systems that were tailored to ensure that its hedge fund, prime brokerage services, and soft dollar activities were in compliance with federal securities laws and rules, and pertained to supervision of its employees who provided services to funds utilizing the prime brokerage services divisions' platform; (2) allowed improper payment of \$325,000 in soft dollars to one hedge fund manager; and (3) lacked adequate procedures concerning the contents of hedge fund sales materials prepared and disseminated by SMHI and distributed sales literature that did not adequately disclose material investment risks to potential investors in accordance with NASD Notice to Members 03-07. During the period January 2003 until December 2004, SMHI (1) failed to retain certain e-mails and instant messages sent to and received by certain employees in the prime brokerage services division and (2) permitted an unregistered employee of the prime brokerage services division to engage in activities that required registration. In 2002, SMHI modified certain brokers' compensation structure so that they shared in the prime brokerage services profit pool, derived in part from commissions earned on the fund's trading. As a result, contrary to restrictions, from April 2002 to June 2004, the brokers shared indirectly in the commissions SMHI earned in the fund's trading, but did not amend the fund's offering document to accurately depict the sharing

arrangement. SMHI was censured, paid a fine in the amount of \$450,000, and entered into an undertaking to have an independent consultant review SMHI's systems and procedures.

On June 16, 2008, SMHI entered into an AWC with the NASD where SMHI neither admitted nor denied the allegations that, during the period December 2002 until April 2004, SMHI failed to establish, maintain or enforce a supervisory system and procedures reasonably designed to detect and prevent market timing activities and that SMHI failed to take supervisory action against a Representative who appeared to be market timing. SMHI was censured and paid a fine in the amount of \$45,000.

On November 20, 2008, SMHI consented to the entry of an Order brought by the Texas State Securities Board ("TSSB") that alleged the firm failed to require two agents of an independent investment adviser within SMHI's network to be appropriately registered to conduct business in the State of Texas. The TSSB found that SMHI failed to enforce a system reasonably designed to supervise the activities of its agents and also found that one of SMHI's agents failed to disclose an outside advisory business activity. The firm was reprimanded and paid a fine in the amount of \$30,000.

Other Financial Industry Activities and Affiliations

SMHI is a subsidiary of TEFG, which is an indirect wholly-owned subsidiary of Lee Summer, LP, a holding company formed by equity investors led by LEP, a registered investment adviser, and Fredric M. Edelman, Chief Executive Officer of TEFG. Equity investors in Lee Summer, LP include certain LEP private equity funds, other institutional investors, including the Teacher Retirement System of Texas, certain members of management of SMHI and certain members of management and employees of TEFG, and other affiliated investment advisors. Except for Lee Equity Partners Fund Summer AIV, LP and Mr. Edelman, none of the investors has an economic interest that is greater than 6%.

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

Neither LEP nor the other investors in Lee Summer LP (other than those employed by SMHI) have any involvement in the day-to-day investment or other business operations of SMHI, including with respect to SMHI's investment determinations on behalf of clients. SMHI exercises its own independent investment discretion in accordance with its investment philosophy, fiduciary duties, and client guidelines. In addition to advisory services, SMHI offers a broad range of financial services to clients. Advisory services and fee-based business comprise approximately 7% of SMHI's total business. SMHI is also registered as a broker-dealer and is affiliated with another broker-dealer, certain investment advisers and an insurance agency as described below.

Broker-dealers:

Sanders Morris Harris Inc., registered broker-dealer (CRD No. 20580)

As a result of the dual registration of Sanders Morris Harris Inc. as an investment adviser and broker-dealer, Representatives, principal executive officers and other related employees of SMHI may also be Registered Representatives, managers, and/or officers of the SMHI registered broker-dealer and FINRA member. SMHI may perform and receive compensation for, among other things, brokerage, asset management, underwriting of syndicate and secondary securities offerings, and similar services. The

advice given and the action taken with respect to such services may differ from advice given or the timing and nature of action taken with respect to advisory accounts.

Dual registration may present a conflict of interest to the extent that a Representative recommends the purchase of security, which results in commissions being paid to the Representative as a registered representative of the broker-dealer. The commissions and fees charged by the broker-dealer are in addition to SMHI's management fee and other fees and expenses of investment companies in which a client's account may be invested.

SMHI may purchase or sell securities in which SMHI or its Representatives directly or indirectly have or may acquire a position or interest. In some circumstances SMHI may receive customary compensation from mutual fund companies, including 12b-1 fees for performing certain administrative and/or shareholder servicing related tasks associated with SMHI clients' investments in such securities. SMHI and its Representatives may also be compensated for referral activity.

Related Persons: Global Financial Services, LLC ("GFS"), registered broker-dealer (CRD No. 35699)

Relationships and arrangements with related persons: GFS is a subsidiary of TEFG, SMHI's parent company. Certain members of the GFS Board of Managers also serve as officers and directors of SMHI. In addition, certain employees of SMHI maintain dual securities registrations with GFS and SMHI where services requiring registration are provided to both entities.

Investment Advisers:

Related Persons: Edelman Financial Services LLC ("EFS")

Relationships and arrangements with related persons: TEFG is the majority owner of EFS, an affiliated adviser of SMHI. EFS employees may also be Registered Representatives of SMHI in its capacity as a broker-dealer. Those Representatives may receive compensation from the sale of investment companies (mutual funds), insurance, and other investments to various clients. All such securities transactions are through the SMHI broker-dealer. EFS anticipates that future employees may also be Registered Representatives of SMHI. Additionally, the EFS EMAP program may be solicited by SMHI Representatives. In those situations, EFS and SMHI would share in the program fees.

Related Persons: SMH Capital Advisors, Inc. ("SMHCA")

Relationships and arrangements with related persons: SMHCA, an affiliated adviser of SMHI, is a wholly-owned subsidiary of TEFG. SMHCA employees may also be Registered Representatives of SMHI in its capacity as a broker-dealer. Those Registered Representatives may receive compensation from the sale of investment companies (mutual funds), insurance, and other investments to various clients. All such securities transactions are through the SMHI broker-dealer. SMHCA anticipates that future employees may also be Registered Representatives of SMHI. Additionally, the client could select SMHCA as the Portfolio Manager of the account. In such event, SMHCA and SMHI will share in the fees collected.

Related Persons: GFS Advisors LLC ("GFSA")

Relationships and arrangements with related persons: GFSA is a subsidiary of TEFG, SMHI's parent company. Certain members of the GFSA Board of Managers also serve as officers and directors of SMHI.

Related Persons: Miller-Green Financial Services, Inc., Leonetti & Associates LLC, The Rikoon Group, LLC (“Other Advisers”)

Relationships and arrangements with related persons: Other Advisers are affiliated advisers of SMHI and are either wholly-owned or partially-owned by TEFG. Employees of some of the Other Advisers may also be Registered Representatives of SMHI, the dual registrant. Those Registered Representatives may receive compensation from the sale of investment companies (mutual funds), insurance, and other investments and services to various clients. Future employees of Other Advisers may also be representatives of SMHI. Certain officers and directors of the Other Advisers may also serve as officers and directors of SMHI.

Insurance Agency:

Related Persons: HWG Insurance Agency, Inc.

Relationships and arrangements with related persons: SMHI Representatives may also be licensed insurance agents for HWG Insurance Agency, Inc., a subsidiary of SMHI. If a client elects to purchase an insurance product through an SMHI employee or Representative, which may include life, accident, disability insurance and annuities, the Representative may receive a commission from those sales. This presents a conflict of interest to the extent that the Representative recommends the purchase of an insurance product resulting in a commission being paid to the Representative as an insurance agent.

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

SMHI has adopted a Code of Ethics for all Representatives and employees of the firm describing its high standard of business conduct and its fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, insider trading, rumor mongering, gifts and entertainment, and personal securities trading, among other things. All Representatives and employees at SMHI must acknowledge the terms of the Code of Ethics annually, or as amended. SMHI's Representatives and employees are required to follow SMHI's Code of Ethics.

SMHI's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Leslie Jallans, Chief Compliance Officer.

SMHI anticipates that from time to time, SMHI may recommend and effect the purchase or sale of securities in which SMHI, its affiliates and/or clients, directly or indirectly, have a position of interest.

In compliance with the Code of Ethics and applicable laws, officers, directors and employees of SMHI and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for SMHI's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of SMHI will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

The Code of Ethics requires pre-clearance of certain transactions. It also restricts trading in close proximity to client trading activity. In some situations employees may be permitted to invest in the same securities as clients. As a result, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored to reasonably

prevent conflicts of interest between SMHI and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis to obtain best execution and avoid price differential. In such circumstances, the affiliated and client accounts will share commission costs equally (if applicable) and transactions are executed on an average price basis.

SMHI prohibits principal transactions in advisory client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account.

Although occurring on an infrequent basis, SMHI or its Representatives may effect transactions in which the client's securities are sold to or bought from an SMHI brokerage customer (i.e., an agency cross transaction). Agency cross transactions are only effected for those clients who have provided written consent. Written consent is obtained only after the client has received full written disclosure that SMHI or the Representative may act as broker, receive commissions from, and potentially have a conflicting division of loyalties and responsibilities regarding both parties to such transaction. Client's written consent may be revoked at any time by written notice to SMHI. Each client will receive a written confirmation at or before the completion of each such transaction. The confirmation will include a statement of the nature of such transaction and the date the transaction took place. The confirmation must also contain an offer to furnish, upon request, the time the transaction took place and the source and amount of any other remuneration received or to be received by the SMHI or the Representative in connection with the transaction. An annual disclosure statement identifying the total number of such transactions and the total amount of all commissions or other remuneration received in connection with such transactions during the period must also be provided. Under no circumstances will SMHI or a Representative make recommendations to parties on both sides of the transaction.

Representatives may buy or sell for themselves securities that they also recommend to clients. Securities purchased and sold for the account of a Representative or employee are purchased and sold on the same basis for a client according to the client's stated goals and investment objectives. In all instances, the positions would be so small as to have no impact on the pricing or performance of the security.

Representatives may hold positions in securities held or recommended to clients but may not front-run or otherwise benefit from these positions. Internal procedures have been instituted to ensure that the client is treated fairly in execution of all trades.

To avoid conflicts of interest, SMHI directors, officers or employees are prohibited from buying or selling securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of their employment unless the information is also available to the investing public on reasonable inquiry. No associated person of SMHI shall place their own interests over those of the advisory client. Further, all Representatives must comply with all applicable federal and state regulations governing registered investment advisory practices.

Review of Accounts

SMHI Representatives monitor investment strategies on a periodic basis. Changes affecting a particular investment strategy may trigger changes to all client portfolios following that strategy. Portfolios not

following a particular strategy may also be reviewed periodically by the Representative for investment opportunities. In addition, not less than annually, accounts are reviewed with clients by Representatives to ensure that the strategy continues to meet the client's investment objectives and to determine if the client wishes to impose any new restrictions on the management of the account.

The overall performance of each portfolio is reviewed on a periodic basis by the Representative. Portfolio transactions are reviewed to ensure that each transaction: (1) is suitable to the client's investment objectives, (2) meets the client's quality standards, and (3) complies with the client's investment restrictions, if any.

The nature and frequency of reports to clients are determined primarily by the particular needs of each client. Generally, SMHI issues quarterly performance reports detailing account holdings. Clients also receive account statements from the custodian at least quarterly detailing all activity in the client's managed account.

Accounts are valued by the account custodian who utilizes a third party pricing service. If third party pricing is unavailable, valuations are provided on at least a quarterly basis and are summarized in a portfolio performance report detailing assets, transactions, receipt and disbursement of funds, interest and dividends received and gain or loss by security and for the overall account. SMHI assumes no responsibility for the accuracy of the valuation of illiquid investments, such as private placements, non-traded REITs, and annuities included in the account for reporting purposes only.

Third party portfolio managers, if applicable, will also review and monitor accounts on a periodic basis. A detailed explanation of the portfolio manager's review can be found in the manager's Form ADV Part 2A.

Client Referrals and Other Compensation

From time to time, SMHI may enter into solicitation agreements with individuals or entities whereby investment advisory accounts or private fund investors are solicited by SMHI and referred to another state or SEC-registered investment adviser. In these situations, SMHI may be compensated for the referral activity.

Similarly, SMHI may enter into solicitation agreements where investors are solicited by another individual or entity and referred to SMHI. In these situations, the individual or entity may be compensated by SMHI for the referral activity.

Solicitation agreements require the solicitor to perform his duties in accordance with the Investment Advisers Act of 1940 and appropriate state regulations. Under the agreement, the solicitor must also provide each prospective client with Part 2 of Form ADV for the firm receiving the referral and SMHI's separate written disclosure document.

Financial Information

Registered investment advisers are required to provide clients with certain financial information or disclosures about its financial condition. Currently, SMHI has no financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients. SMHI has not been the subject of any bankruptcy proceeding.