



**ADVISORY SERVICES -  
WRAP FEE PROGRAMS**

**SEC Number: 801-43561**

**MARCH 30, 2016**

**DISCLOSURE BROCHURE**

This Brochure provides information about the qualifications and business practices of Century Securities Associates, Inc., and focuses on our wrap fee programs. We also offer advisory consulting services and financial planning services, each of which is covered in a separate brochure. If you have any questions about the contents of this brochure, please contact us at the address or telephone number provided below. The information in this 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 Century Securities Associates, Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Registration with the SEC does not imply a certain level of skill or training.

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**MATERIAL CHANGES**

Since Century Securities Associates, Inc. (Century or the “Firm”)’s last update in March 2015, the firm has experienced the following changes which may be considered material:

**March 30, 2016**

- We deleted the “Socially Responsible Select Quality Portfolio” from the discussion of the Score Program in the section “Services, Fees and Compensation” because this portfolio is no longer available for investment. Clients looking for a similar portfolio should talk to their Financial Portfolios about other available options.
- In the section “Services, Fees and Compensation, we updated the discussion of the Client Directed Unified Managed Account (“CDUMA”) and Unison Programs to clarify that, until further notice, only model-based third party manager strategies are available to be included as a sleeve in accounts under these programs. We will update our disclosures accordingly when manager-traded strategies become available.
- We deleted the discussion of the Stifel/Comerica Bank & Trust (“Comerica”) Alliance as this is not a separate wrap fee program that we sponsor. Rather, clients may elect to use Comerica as their corporate trustee and, as trustee, Comerica may elect to open accounts in any of our existing wrap programs.
- We added a general discussion of some of the conflicts of interest that our firm and/or Financial Advisors may be subject to, in connection with providing advisory services to clients. This discussion may be found starting on page 22 of the brochure.
- In the section, Portfolio Manager Selection and Evaluation, starting on page 17 of the brochure, we clarified our process for selecting and overseeing third party investment advisers whose strategies and portfolios are made available to clients in our wrap programs. We also clarified our process for selecting mutual funds and exchange traded funds that we make available for purchase in our advisory accounts, as well as those used to populate our discretionary Fundamentals Program models. This discussion is available under the section “Methods of Analysis, Investment Strategies and Risk of Loss,” starting on page 18 of the brochure.
- We moved our discussion of the account minimums applicable to the Programs covered in this brochure, previously under the Program descriptions in the section “Services, Fees and Compensation,” and consolidated the same under the section “Account Requirements and Types of Clients” starting on page 17 of the brochure.
- Effective January 1, 2016, the following enhancements have been made to the Stifel Horizon Program: (i) we no longer impose a minimum annual fee on Horizon Program accounts (previously \$1,500), (ii) Horizon Program accounts are no longer subject to surcharges for certain “large trades”, and, upon request only, (iii) clients are now able to group Horizon Program accounts into fee households with all other Stifel Advisory Program accounts in order to take advantage of potential fee house-holding discounts.
- Effective as of October 24, 2015, the fee schedules (or specific tiers of such fee schedules) in the following investment advisory programs were raised: Score Program (equity and balanced strategies), Horizon Program, Fundamentals Program, Client Directed Unified Managed Account Program and Spectrum Program. *These changes*

*apply to new accounts opened after October 20, 2015; accounts existing prior to such dates in the programs were not affected by these fee schedule changes (unless the client specifically agrees, in writing, to a higher applicable fee schedule). As always, the fee schedules in this brochure set forth the maximum rates that may be charged; clients should check with their Financial Advisors as to the general negotiability of account fees.*

In addition to the foregoing, we made various other non-material edits to the brochure. To the extent not otherwise provided, clients may request a copy of the entire brochure from their Financial Advisor at any time, at no charge.

\* \* \* \* \*

*In lieu of providing clients with an updated Part 2A brochure each year, we generally provide our existing advisory clients with this summary describing the material changes occurring since the last update that was sent to all Advisory clients. We will deliver the summary each year to existing clients generally by April 30 of each year. Clients wishing to receive a complete copy of our then-current brochure may request a copy at no charge by contacting their Financial Advisor.*

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## EXECUTIVE SUMMARY

### About Century Securities Associates, Inc.

Century Securities Associates, Inc. ("Century") is a broker dealer and investment adviser registered with the SEC since March 19, 1993. Century is owned by Stifel Financial Corp., a publicly held company whose common stock trades under the symbol "SF." Century's business purpose is to serve the investment needs of individual, corporate, institutional, and municipal clients. Century is a member of the Financial Industry Regulatory Authority ("FINRA"), the New York, American, Chicago, Philadelphia, and Chicago Board Options Exchanges, and the Securities Investor Protection Corporation ("SIPC"). Information about our qualifications, business practices, portfolio management techniques, and affiliates is accessible via publicly available filings with the SEC at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

In this brochure, the pronouns "we," "our," "us" and similar words will refer to Century. The pronouns "you," "your," and similar words will refer to you as the Client.

### Services We Provide

We offer both Advisory and brokerage services. For more information about our brokerage business, please refer to the "Brokerage Practices" section of this brochure. ***It is important to understand that brokerage services are separate and distinct from Advisory services, and different laws, standards of care and separate contracts with clients govern each. While there are similarities among brokerage and Advisory services, our firm's contractual relationship with and legal duties to clients are subject to a number of important differences depending on whether we are acting in a brokerage or Advisory capacity.***

## ADVISORY BUSINESS

### About our Investment Adviser

Our services and non-discretionary Advisory services, which generally involve account and/or portfolio management, financial planning services, recommendation of or assistance with the selection of securities and/or third party investment advisers ("Advisers"). Such Advisers may include firms that are independent of our firm ("Independent Advisers") as well as firms owned by our parent company, Stifel Financial Corp. ("Affiliated Advisers"). Our firm enters into written agreements with Clients acknowledging our Advisory relationship and disclosing our obligations when acting in an Advisory capacity. We provide Advisory services to individuals, corporations, institutions, pension or profit sharing plans, employee benefit plans, trusts, estates charitable organizations, other business and government entities, educational institutions, and banks or thrift institutions ("Clients"). We generally provide Advisory services through our registered investment advisory representatives ("Financial Advisors") who determine the services that are most appropriate for Clients based on each Client's individual investment goals and financial circumstances. We may fulfill a Client's wealth management needs by acting as broker-dealer, investment adviser, or both. Our Advisory services cover most types of debt and equity or equity-related securities of domestic and foreign companies as well as national and local government issuers, trading on an exchange or over-the-counter. We may also invest Client assets in rights and warrants, options, certificates of deposit, and closed-end funds, exchange-traded funds ("ETFs"), unit investment trusts ("UITs"), real estate investment trusts ("REITs"), American Depositary Receipts ("ADRs"), foreign ordinary shares, publicly traded master limited partnerships and other securities. Subject to review for reasonableness, Clients may impose restrictions on investing in specific securities or types of securities. More information regarding any securities and/or services offered is available upon request.

### Our Responsibilities as an Investment Adviser

As an investment adviser, we are acting as a fiduciary and are held to the legal standards of the Investment Advisers Act of 1940 (the "Advisers Act"), state laws and common law standards applicable to fiduciaries. Such standards include, but are not limited to, the duty to serve the best interests of Clients, the obligation to place Clients' interests before our own; full disclosure of material and potential conflicts of interest; full disclosure of compensation received from Clients or third parties for providing investment advice or advisory services to our Clients; and having a reasonable basis for believing that our investment recommendations are suitable and consistent with Client's objectives and goals, including any restrictions placed on the account. Additional information about our fiduciary obligations, including some of the policies and procedures that we undertake to fulfill those obligations, is available throughout this brochure, including under the section "Participation or Interest in Client Transactions".

### Assets under Management

As of December 31, 2015, we managed approximately \$104,161,443 in Client assets on a discretionary basis, and \$288,550,526 on a non-discretionary basis. We also advised clients with respect to an additional \$4,416,746 managed by unaffiliated investment advisers.

## SERVICES, FEES, AND COMPENSATION

### Our Relationship with Stifel, Nicolaus & Company, Incorporated

Our affiliate, Stifel, Nicolaus & Company, Incorporated ("Stifel") supports the Advisory services described in this brochure by providing access to its research and Advisory programs, execution of client transactions, and, in most cases, custody of client assets.

Throughout this brochure and depending on the type of Program referenced, the term "Portfolio Manager" shall refer to, as applicable, a) Stifel where it or your Financial Advisor, as agent for Stifel, provides discretionary portfolio management services and/or b) an Independent Adviser or Affiliated Adviser that either provides model portfolios which Stifel will implement in your account, acts as your direct discretionary Portfolio Manager, or to whom Stifel has delegated discretionary authority as a sub-advisor. References to the singular include the plural and vice versa.

### Investment Restrictions

Subject to Stifel's review for reasonableness, Advisory Clients in the programs covered in this brochure may impose restrictions on investing in specific securities or certain types of securities. If Stifel determines that the restrictions are reasonable and accept them, Stifel and/or any third-party manager managing the Client's account will be responsible for implementing, and managing the account consistent with such restrictions imposed by Client. It is important for Advisory Clients to understand that, if the restrictions are approved and imposed on an account, the performance of the account may differ (even significantly) from the performance of other accounts in the same portfolio without similar restrictions. In addition, the ability to restrict investments does not apply to and does not affect the purchase policies of, or underlying securities held by, any mutual funds, ETFs or other commingled vehicles. Clients may request in writing that specific mutual funds or ETFs not be purchased in an account; however, because mutual funds and ETFs are pooled investment vehicles,

it is not possible for our firm to accommodate requests for restrictions on individual securities within such funds.

In certain Advisory programs referenced below, and as outlined in the applicable program Client Agreement, in the event that mutual funds, ETFs, or categories of both are restricted, the portion of the account that would have been invested in such may be invested in cash equivalents or short-term fixed income instruments at our discretion. Investments in cash equivalents or short-term fixed income instruments pursuant to such restrictions may impact the performance of the account relative to other accounts that are fully invested in mutual funds and/or ETFs.

Stifel defines and/or identifies certain types of permissible account restrictions (e.g. prohibiting investments in particular industries or socially responsible categories) by reference to information provided by a third-party service provider using the provider's proprietary methodologies, which may change at any time without notice to Clients. If a Client elects to impose such types of restrictions to his/her account, we will apply the restrictions based on our internal policies, by referencing the third-party service provider's information.

Through our affiliation with Stifel, our Clients have access to a number of different wrap ("managed") programs (each a "Program" and collectively, the "Programs") as well as, where applicable, different portfolios within each Program (each, a "Portfolio" and collectively, the "Portfolios") as set forth below:

## STIFEL SCORE PROGRAM

### About the Stifel Score Program

The Stifel Score Program ("Score") offers model Portfolios based on research that we obtain from internal teams and/or third-party resources ("Research Sources"), some of which may be our Affiliated Advisers. Your Financial Advisor will assist you in selecting one or more Research Source model Portfolio(s) from among those available in the Score Program, based on your specified investment objectives, goals, and risk tolerance. In general, the Research Sources provide us their model Portfolios (and/or changes to the same) that we are responsible for implementing in your Score account. We compensate Research Sources from the Advisory fees paid by Clients. Research Sources and the Portfolios they offer in Score are detailed below. To the extent a Research Source is a Stifel internal team, they may directly implement the model Portfolios for the Client accounts and, thereby, also serve as Portfolio Managers.

### Selecting Research Portfolios

Our Financial Advisors will assist Clients in selecting an appropriate Portfolio based on each Client's investments objectives, risk tolerance and overall asset allocation. Research Sources and the Portfolios they offer in the Score Program are detailed below:

**Washington Crossing** is an internal unit of Stifel that uses quantitative and fundamental analysis to research asset value. The Portfolio Managers for the Washington Crossing strategies are Stifel Financial Advisors. As Financial Advisors, these individuals may receive compensation for both recommending and/or managing Washington Crossing Portfolios to specific Clients, and for other ongoing services provided to the accounts enrolled in the Washington Crossing Portfolios. Washington Crossing Portfolios available through Score include:

#### *Conquest Portfolio*

These Portfolios seek to add value by actively allocating assets among U.S. equities, bonds, commodities, and foreign assets through the use of ETFs. The Conquest approach aims to reduce overall risk exposure to individual issuers through diversification, to improve liquidity by utilizing highly marketable ETFs, and to maintain a portfolio of many

asset classes throughout various market conditions. These Portfolios pursue additional returns by tactically tilting portfolio weights to assets expected to outperform in the coming months while reducing exposure to assets expected to underperform (i.e., tactical asset allocation). This strategy may be appropriate for investors who have conservative, balanced, moderate growth, and aggressive growth objectives. Clients may select the traditional Conquest Portfolios, or the Conquest – Sector Enhanced Portfolios in which the equity portion of the Portfolio may be focused on one or more of the Standard & Poor's® industry sectors. The minimum initial investment for the Conquest Portfolios is \$50,000.

#### *Victory Portfolio*

This Portfolio seeks to invest primarily in equity securities of domestic companies deemed growing, profitable, and well-capitalized. A proprietary screening and evaluation process attempts to identify companies with positive after tax-free cash flow, high rates of return on capital, improvements in revenue growth, and margin expansion. The Portfolio is a long-only, non-leveraged strategy that uses cash as a hedge against market and company-specific risk. This Portfolio may be appropriate for investors who have a moderate growth investment objective. The minimum initial investment is \$50,000.

#### *Blue Chip Rising Dividend Portfolio*

This Portfolio seeks to access blue-chip companies with rising dividends at attractive valuations, across multiple sectors. The Portfolio favors companies with strong balance sheets and consistent earnings who are capable of sustained growth of shareholder capital. This strategy may be appropriate for investors who have a moderate growth investment objective. The minimum initial investment is \$50,000.

#### *Laddered Bond Portfolio*

This Portfolio seeks to provide a stream of income with preservation of capital. Bonds are chosen based upon fundamental evaluation of balance sheet quality, trends in cash flow, interest coverage, and liquidity. This Portfolio extends out ten years with approximately 10% of the Portfolio invested in each year. This Portfolio may be appropriate for investors who have a moderate growth investment objective. The minimum initial investment is \$300,000.

#### *Dynamic Strategies Portfolio*

The Dynamic Strategies Portfolios are managed using a low-turnover approach, and invest in a broadly diversified global manner, primarily through ETFs and mutual funds, in an effort to gain exposure to multiple asset classes. Portfolio holdings may include domestic and foreign equities, fixed income (both corporate and government debt), and alternative investments (including commodities, REITs, currencies, and other hedged investments). Clients may select between the following Strategic and Active Portfolios, with investment objectives ranging from income to aggressive growth:

**Strategic Portfolio** – These Portfolios generally are appropriate for clients seeking tax-efficient passive risk management with low portfolio turnover. The minimum investment amount is typically \$50,000.

**Active Portfolios** – The Active Portfolios are managed with greater flexibility to respond to fundamental changes in the markets and/or the economy. The Portfolio Managers make tactical decisions aimed at anticipating and/or

addressing economic trends. Volatility reduction and risk budgeting also play important roles in the investment process. Capital allocations may be adjusted as a result, or in anticipation, of changes in market conditions. These Portfolios may be appropriate for clients with large investment portfolios who are seeking more active risk management, and are willing to accept higher portfolio turnover. The minimum investment amount for the Active Portfolios is typically \$100,000.

**Choice Financial Partners, Inc., d/b/a EquityCompass Strategies (“EquityCompass”), a wholly owned subsidiary of Stifel Financial Corp. and, therefore, our Affiliated Adviser.** EquityCompass utilizes quantitative analysis of company fundamentals and market expectations of approximately 3,000 stocks to rate them in terms of quality, risk/reward potential, and timeliness. EquityCompass Portfolios available through Score include:

#### *Select Quality Growth & Income Portfolio*

This Portfolio seeks to invest in stocks that are above-average in quality and favorable in terms of timeliness. This Portfolio is diversified across the ten Standard & Poor’s defined sectors and is aimed at optimizing exposure to stock selection criteria. This Portfolio may be appropriate for investors who have a moderate growth investment objective. The minimum initial investment is \$50,000.

#### *Quality Dividend Portfolio*

This Portfolio seeks to invest in stocks that are above-average in quality and favorable in terms of timeliness, have high dividend yield, and are subject to sector and industry constraints. Stock selections may be concentrated in a particular sector. The Portfolio is reviewed on an ongoing basis to optimize exposure to stock selection criteria. Stock positions are removed based upon sharp deteriorations in quality, dividend cuts, or becoming less favorable in quantitative models. This Portfolio may be appropriate for investors who have a moderate growth investment objective. The minimum initial investment is \$75,000.

#### *Research Opportunity Portfolio*

This Portfolio utilizes quantitative and fundamental analysis to select 20 Stifel buy-rated stocks that are favorable in terms of timeliness. The Portfolio aims to optimize exposure to stock selection criteria. Stocks may be removed due to a Stifel downgrade to sell, or becoming less favorable in EquityCompass’ quantitative models. This Portfolio is expected to have a high level of turnover. This Portfolio may be appropriate for investors who have an aggressive growth investment objective. The minimum initial investment is \$50,000.

#### *Tactical Core Equity Portfolio*

This is a multi-asset class Portfolio that seeks to invest in individual U.S. equity securities, as well as traditional and inverse ETFs that may track various U.S. and international equity markets. The Portfolio may also invest in other exchange traded vehicles that offer beneficial diversification. Within its U.S. equity allocation, the Portfolio seeks to invest in stocks spanning across style (Value/Growth) and size (Small-Mid-Large) classifications. The Portfolio will also engage in a tactical hedging strategy, the *EquityCompass Risk Management Strategy*, using ETFs aimed at reducing excessive portfolio volatility during periods of heightened economic and market uncertainty. This Portfolio may be appropriate for investors who have a moderately aggressive risk tolerance and five year (or longer) investment horizon. The minimum initial investment is \$100,000.

#### *Tactical Total Core Portfolio*

This is a multi-asset class Portfolio that seeks to invest in individual U.S. equity securities, as well as traditional and inverse ETFs which may track various U.S. fixed income and international equity markets. The Portfolio may also invest in other exchange traded vehicles that

offer beneficial diversification. Within its U.S. equity allocation, the strategy seeks to invest in stocks spanning across style (Value/Growth) and size (Small-Mid-Large) classifications. The Portfolio will also engage in a tactical hedging strategy, the *EquityCompass Risk Management Strategy*, using ETFs aimed at reducing excessive portfolio volatility during periods of heightened economic and market uncertainty. This Portfolio may be appropriate for investors who have a moderately aggressive risk tolerance and five year (or longer) investment horizon. A tax-free version of this Portfolio is available. The minimum initial investment is \$150,000.

**Russell Investments**, incepted in 1936, has a core investment philosophy that diversification across asset classes and active management helps investors participate in potential market gains while attempting to manage risk to help them achieve their retirement goals. Russell Investments Portfolios available through Score include:

#### *Russell Model Strategy Portfolios*

These Portfolios utilize mutual funds constructed by Russell and consist of more than ten Portfolios that range in investment goals and objectives, from conservative (predominantly fixed income) to aggressive (all equity). Russell selects sub-advisors for each of their mutual funds based upon their own due diligence.

**Laffer Investments**, founded by Dr. Arthur B. Laffer, is the investment management affiliate of Laffer Associates, an institutional economic investment research organization that provides research and consulting services to institutional clients around the world. Laffer Portfolios available through Score include:

#### *Global ETF Portfolio*

This Portfolio generally consists of eight equally weighted country-specific ETFs. Selection of each country-specific ETF is based upon Laffer’s global competitiveness ranking system which determines which countries are best positioned for growth in the year ahead and incorporates variables such as exchange rates, changes to tax rates for dividends, individuals, and corporations. The Portfolio may allocate up to 25% in emerging market countries. There are special considerations associated with international investing, including the risk of currency fluctuations and political and economic events. Investing in emerging markets may involve greater risk and volatility than investing in more developed countries. This Portfolio may be appropriate for investors who have an aggressive growth investment objective.

#### **General Fee Information**

Advisory fees for the Score Program are due quarterly in advance. The fee schedule for the Score Program is as follows (the fees may be discounted in Stifel’s sole discretion):

#### ***Equity Portfolios***

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.75%
\$500,000 – \$ 999,999	2.25%
\$1,000,000 – \$1,999,999	2.00%
\$2,000,000 – \$2,999,999	1.75%
\$3,000,000 – \$3,999,999	1.50%
\$4,000,000 +	Negotiable

**Mutual Fund and ETF Portfolios**

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.25%
\$500,000 – \$ 999,999	1.50%
\$1,000,000 – \$1,999,999	1.25%
\$2,000,000 – \$2,999,999	1.15%
\$3,000,000 – \$3,999,999	1.10%
\$4,000,000 +	Negotiable

**Fixed Income Portfolios**

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	2.00%
\$150,000 – \$ 499,999	1.75%
\$500,000 – \$ 999,999	1.50%
\$1,000,000 – \$1,999,999	1.25%
\$2,000,000 – \$2,999,999	1.00%
\$3,000,000 – \$3,999,999	0.85%
\$4,000,000 +	Negotiable

**Russell Portfolios**

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	1.75%
\$150,000 – \$ 499,999	1.50%
\$500,000 – \$ 999,999	1.25%
\$1,000,000 – \$1,999,999	1.00%
\$2,000,000 – \$2,999,999	0.75%
\$3,000,000 – \$3,999,999	0.70%
\$4,000,000 +	Negotiable

**Fees Paid to Research Sources**

Stifel pays a portion of the fee set forth above to the Research Source for the applicable Portfolio, in the range 0.20% to 0.50%.

<b>STIFEL SOLUTIONS PROGRAM</b>
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**About the Stifel Solutions Program**

The Stifel Solutions Program (“Solutions”) offers discretionary account management by certain Stifel Financial Advisors (in that capacity, “Solutions Managers”) who meet the Solutions Program certification requirements.

Once a Client has established investment objectives, goals and an overall asset allocation, the Solutions Manager will assist the Client in determining an appropriate strategy for all or a portion of Client’s assets in the Solutions Program. To implement a Client’s investment objectives and risk tolerance, a Solutions Manager may utilize fundamental, qualitative, quantitative and/or technical research published by Stifel or another source. Solutions Managers may also employ short-term purchases and/or limited options trading, provided such strategies are suitable and appropriate for the Client and, as applicable, approved for the Account. However, Solutions Manager’s strategies will differ, and a Solutions Manager may have one or more strategies to use in managing Client accounts. Each Client is encouraged to discuss and review with the applicable Solutions Manager how the account will be managed, as well as the specific risks applicable to the Client’s Solutions account.

**General Fee Information**

Advisory fees for the Solutions Program are due quarterly in advance. The fee schedule for the Solutions Program is as follows:

**Equity Portfolios**

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.80%

\$500,000 – \$ 999,999	2.70%
\$1,000,000 – \$1,999,999	2.60%
\$2,000,000 – \$2,999,999	2.50%
\$3,000,000 – \$3,999,999	2.00%
\$4,000,000 +	Negotiable

**Mutual Fund and ETF Portfolios**

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.80%
\$500,000 – \$ 999,999	2.70%
\$1,000,000 – \$1,999,999	2.60%
\$2,000,000 – \$2,999,999	2.50%
\$3,000,000 – \$3,999,999	2.00%
\$4,000,000 +	Negotiable

The fees above may be negotiable in Stifel’s sole discretion. As Solutions accounts are internally managed by our Solutions Managers, no portion of the fee is paid to any Independent or Affiliated Adviser. Rather, the fee is split between our firm and the Solutions Manager managing the account in accordance with the applicable payout rate for the Solutions Manager (see below under the section “Fees and Compensation – Compensation to Financial Advisors”). As such, Clients should note that a Solutions Manager may have an incentive to recommend his/her own Solutions Portfolio as a way to retain a larger portion of the account fee.

<b>STIFEL OPPORTUNITY PROGRAM</b>
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**About the Stifel Opportunity Program**

Under the Opportunity Program (“Opportunity”), Clients have access to various Independent and Affiliated Adviser strategies (each a “Strategy” and collectively, “Strategies”). Once a Client has established his/her investment objectives, goals, risk tolerance, and an overall asset allocation, the Financial Advisor will assist the Client in selecting one or more suitable Strategies from those offered in the Opportunity Program. Each Client should carefully review each proposed Adviser’s Strategies to understand how the Client’s account will be invested, as well as the risks related to each such Strategy.

Stifel has entered into a master agreement (or sub-advisory agreement) with each applicable Adviser pursuant to which the Adviser makes its Strategies available to the Stifel Opportunity Program for the benefit of Century’s Clients in one of two ways: a Strategy may be traded directly by its manager (in such case, a “Manager-Traded Strategy”), or Stifel may retain trading responsibility over accounts in the Strategy (in such case, a “Model-Based Trading (“MBT”) Strategy”).

**Manager-Traded Strategies.** The Independent or Affiliated Adviser for a Manager-Traded Strategy assumes full discretionary portfolio management responsibilities over each Client account invested in the Strategy (in that capacity, an “Investment Manager”), including determining the securities to be bought or sold, implementing those decisions for the accounts, and for all other aspects of portfolio management for the accounts. An Investment Manager may implement its trade decisions through Stifel in its capacity as a broker-dealer, or may implement trades through other broker-dealers if the Investment Manager determines that such other broker-dealer is providing best execution in light of all applicable circumstances. Please refer to the Section “Fees and Compensation - Fees and Expenses Associated With “Step-Outs” by Investment Managers”



for more information about Investment Managers' trade-away practices

**MBT Strategies.** Alternatively, we offer an MBT arrangement under which we are the Portfolio Manager and manage your assets in accordance with the Strategy provided by the Independent or Affiliated Adviser you select.

#### General Fee Information

Advisory fees for Opportunity Program accounts are due quarterly in advance. The fee schedule for the Opportunity Program is as follows (the fees may be discounted in Stifel's sole discretion):

#### Equity and Balanced Strategies

Account Value	Annual Fee
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.75%
\$500,000 – \$ 999,999	2.25%
\$1,000,000 – \$1,999,999	2.00%
\$2,000,000 – \$2,999,999	1.75%
\$3,000,000 – \$3,999,999	1.50%
\$4,000,000 +	Negotiable

#### Fixed Income Strategies

Account Value	Annual Fee
First – \$ 149,999	2.00%
\$150,000 – \$ 499,999	1.75%
\$500,000 – \$ 999,999	1.50%
\$1,000,000 – \$1,999,999	1.25%
\$2,000,000 – \$2,999,999	1.00%
\$3,000,000 – \$3,999,999	0.85%
\$4,000,000 +	Negotiable

#### Adviser/Investment Manager Compensation:

Stifel pays a portion of the fee received with respect to each Opportunity Client account to the Independent or Affiliated Adviser providing or managing the applicable Strategy. Such fees generally range from 0.10% to 1.00% for Manager-Traded Strategies and 0.20% to 0.50% for MBT Strategies. As such, Clients should note that Financial Advisors may have an incentive to recommend MBT Strategies over Manager-Traded Strategies in order to retain a larger portion of the fees.

The Opportunity fees set forth above cover the Investment Manager's portfolio management and other services, as well as Century and Stifel's services, including execution of trades through Century, custodial and other services as set forth in the applicable Opportunity Client agreement. However, the fees do not include, and Client will be separately responsible for, any brokerage commissions or other charges by third-party broker-dealers through which an Investment Manager may determine to execute trades for Client accounts. Clients also will be responsible for any third-party financial institution fees incurred by the Investment Manager or by Stifel in connection with transactions directed by the Investment Manager (including, but not limited to, transactions in foreign securities).

### STIFEL HORIZON PROGRAM

#### About the Horizon Program

Under the Horizon Program ("Horizon"), a Client's Financial Advisors provides non-discretionary investment advisory services by recommending and advising on the appropriateness of specific investments in accordance with the Client's stated investment objectives and risk tolerance. Each Client is ultimately responsible for determining whether or not to implement a Financial Advisor's recommendations for the account.

From time to time, depending on the Client's investment objectives, a Financial Advisor may recommend and/or assist a Client in selecting an independent, third-party registered investment adviser to manage Client's Horizon account. In such cases, the Financial Advisor will assist the Client in establishing and maintaining the relationship with the third-party investment adviser, including executing an investment advisory agreement directly with such third-party manager (such managers are referred to as "Dual-Contract Managers"). Clients should note that, in addition to the Advisory fee charged for the services we provide, the Client shall be separately responsible for the advisory fee charged by the Dual Contract Manager, well as any third-party fees or other expenses excluded from our Horizon fees incurred by the account as a result of Client's relationship with such Dual Contract Manager. *In these instances, the Client has a separate and direct relationship with the Dual Contract Manager. As such, our firm does not have or exercise any authority with respect to the assets in the account, nor does Century (or Stifel) provide ongoing due diligence or assessment of the Dual Contract Manager's capabilities, performance, or services to the Client.* The Client is therefore responsible for carefully reviewing any and all information and/or material provided by the Dual Contract Manager, and for determining the appropriateness of continuing the relationship.

#### General Fee Information

The initial Horizon Program fee is based on the previous day's closing market value of the eligible assets. The fee schedule for the Horizon Program is as follows:

Account Value	Annual Fee
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.25%
\$500,000 – \$ 999,999	1.75%
\$1,000,000 – \$1,999,999	1.50%
\$2,000,000 – \$2,999,999	1.25%
\$3,000,000 – \$3,999,999	1.00%
\$4,000,000 +	Negotiable

The fees above may be discounted in our sole discretion. The Horizon fee does not cover any trades executed in Client accounts where Stifel is a member of the selling syndicate for the security ("syndicate trades"). Syndicate trades are executed solely in our firm's capacity as a broker-dealer and not as a registered investment adviser, even where such trades are executed in a Horizon account. Syndicate trades are executed as non-Advisory transactions, and as such, the Client is ultimately responsible for determining whether to implement the trade. In considering whether to authorize a syndicate trade, Clients should be aware of the conflicts of interest that and the Financial Advisor, our firm and Stifel face in connection with such transaction. *As a non-advisory transaction, neither Century nor the Financial Advisor is acting in a fiduciary capacity when recommending a syndicate trade.* As a selling firm, Stifel has an interest in selling as many shares as are available in its inventory for the offering. Syndicate trades include a markup or other selling concession that is paid to the Financial Advisor for the account; therefore the Financial Advisor also has an incentive to sell syndicated shares in order to receive his or her proportionate share of the selling concession on the trade. *Engaging in syndicate transactions in a Horizon account generally leads to an increase in the total compensation that a Financial Advisor receives from the Client's Horizon account. As such, the Financial Advisor may have an incentive to recommend syndicate transaction to a client in order to receive such additional compensation.* Clients should carefully consider the related transaction costs and the impact on the overall costs of

holding the position. To mitigate these inherent risks, in addition to client consent (typically oral) for each transaction, we exclude the value of the securities underlying the trade from the billable Advisory assets of the Horizon account for a period of at least twelve months following the syndicate trade. *However, Clients should note that the exclusion applies only to the extent the securities continue to be held in the account; proceeds from the sale of the securities purchased in the syndicate transaction are not subject to any exclusions.* As such, Clients that purchase and sell syndicated offerings within a period of less than a year will incur increased costs as they will pay a markup for the purchase, and the Advisory fees on the proceeds of the sale of any such shares. Clients also should be aware that the overall cost of holding securities purchased in a syndicated offering in an Advisory account beyond the first year will generally be higher than would have been applicable if the shares were held in a brokerage account.

## STIFEL FUNDAMENTALS PROGRAM

### About Stifel Fundamentals Program

Under the Stifel Fundamentals Program (“Fundamentals”), Clients have access to discretionary or non-discretionary investment advisory and portfolio management services with a focus on mutual funds and/or ETFs. The mutual funds and ETFs available in the Fundamentals Program, whether for selection in a non-discretionary Fundamentals account or for inclusion in any of the model Portfolios offered in discretionary Fundamentals, are generally on-boarded by the Traditional Products Committee (the “TPC”) or its delegates. Financial Advisors select mutual funds and/or ETFs to recommend for the non-discretionary Fundamentals accounts from the available list. Specific to discretionary Fundamentals, Stifel’s Traditional Products Research Group (the “TPRG”) is responsible for creating and selecting the available Portfolios to be offered, as well as the specific funds and ETFs to populate those Portfolios. TPRG selects specific mutual funds and ETFs from its Mutual Fund Research Recommended List (“Mutual Fund Recommended List”) and/or ETF Research Recommended List (“ETF Recommended List”). The process TPRG employs for the development of the discretionary Fundamentals Portfolios is discussed in more detail below in the section titled “Methods of Analysis, Investment Strategies and Risk of Loss”.

### Non-Discretionary Fundamentals

Under a non-discretionary Fundamentals arrangement, Financial Advisors recommend to Clients load-waived and no-load mutual funds and/or ETFs available for purchase on our platform, consistent with the Client’s specified investment objectives, risk tolerance, and overall asset allocation in order to implement all or part of the Client’s personalized asset allocation strategy in the Fundamentals account. Clients must approve all recommendations prior to implementation, as well as any subsequent proposed changes to be implemented in their account, prior to execution.

### Discretionary Fundamentals

Under a discretionary Fundamentals arrangement, Financial Advisors assist Clients in selecting from a set of proprietary Portfolios that utilize load-waived and no-load mutual funds and/or ETFs, consistent with a Client’s specified investment objectives, risk tolerance and overall asset allocation. Clients grant Stifel discretionary authority to invest account assets in accordance with the chosen Portfolio, and rebalance such account periodically in order to implement any updates made to such Portfolio. The Portfolios listed below are available under the Discretionary Fundamentals Program only:

**Aggressive Growth.** This portfolio seeks to invest primarily in equity funds, and may be appropriate for investors with a long-term investment horizon in pursuit of above-average capital appreciation and willing to assume a greater level of potential risk

**Moderately Aggressive.** This portfolio seeks to invest in approximately 80% equity funds and 20% taxable fixed-income funds, and may be appropriate for investors with a long-term investment horizon and seeking capital appreciation but also who desire the risk-minimizing impact of fixed-income ownership.

**Municipal Moderately Aggressive.** This portfolio seeks to invest in approximately 80% equity and 20% tax-exempt fixed-income funds, and may be appropriate for investors with a long-term investment horizon seeking capital appreciation but who also desire the risk-minimizing impact of fixed-income ownership.

**Moderate Growth.** This portfolio seeks to invest in approximately 65% equity funds and 35% fixed income funds, and may be appropriate for investors who primarily seek conservative capital appreciation but also desire income generation from stock dividend and bond interest payments.

**Municipal Moderate Growth.** This portfolio seeks to invest in approximately 65% equity funds and 35% tax-exempt fixed income funds, and may be appropriate for investors who primarily seek conservative capital appreciation and also desire income generation from stock dividend and bond interest payments.

**Moderate.** This portfolio seeks to invest in approximately 50% equity funds and 50% fixed income funds, and may be appropriate for investors seeking a balance between conservative capital appreciation and income generation from stock dividend and bond interest payments.

**Municipal Moderate.** This portfolio seeks to invest in approximately 50% equity funds and 50% tax-exempt fixed income funds, and may be appropriate for investors seeking a balance between conservative capital appreciation and income generation from stock dividend and bond interest payments.

**Moderately Conservative.** This portfolio seeks to invest in approximately 30% equity funds and 70% fixed income funds, and may be appropriate for investors focused on above-average income generation from stock dividend and bond interest payments who also desire potential capital appreciation.

**Municipal Moderately Conservative.** This portfolio seeks to invest in approximately 30% equity funds and 70% tax-exempt fixed income funds, and may be appropriate for investors focused on above-average income generation from stock dividend and bond interest payments who also desire potential capital appreciation.

**Option of Traditional or Alternative Models.** Each portfolio listed above is available in a traditional model (that is, one that invests solely in traditional mutual funds and/or ETFs), or an alternative model that includes an allocation to non-traditional or alternative mutual funds and/or ETFs. Alternative models differ from traditional models in that they seek an absolute return and seek to manage risk and volatility by investing in traditional and non-traditional asset classes in a less constrained manner. An alternative model may be defined by how a manager invests (that is, use of alternative strategies), as well as what they invest in (such as, for example, investing in real estate or commodities). In general, alternative mutual funds and ETFs may employ a wide variety of investment techniques including (but not limited to) shorting of equities and credit and the use of derivatives or

leverage. *Clients should carefully review the risks associated with specific alternative model being considered for investment.*

**Management of the Discretionary Fundamentals Program.** In an effort to determine the most appropriate asset allocation for each discretionary Fundamentals Portfolio, Stifel's TPRG collaborates with a third-party vendor that provides expertise in the development of capital market assumptions and asset allocation modeling. The TPRG is also responsible for determining which mutual funds and/or ETFs from the Mutual Fund and/or ETF Recommended List(s) will be included in the discretionary Fundamentals Portfolios. The TPRG reviews funds held in discretionary Fundamentals Portfolios on an ongoing basis, and such Portfolios are adjusted when TPRG firm no longer recommends a current Portfolio holding.

#### General Fee Information

Advisory fees for Fundamentals Program accounts are due quarterly in advance. The fee schedule for the Fundamentals Program is as follows:

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	1.75%
\$150,000 – \$ 499,999	1.50%
\$500,000 – \$ 999,999	1.25%
\$1,000,000 – \$1,999,999	1.00%
\$2,000,000 – \$2,999,999	0.75%
\$3,000,000 – \$3,999,999	0.70%
\$4,000,000 +	Negotiable

The fees above may be discounted in our discretion. To the extent that we allow a Client to direct the purchase of securities other than mutual funds and/or ETFs in a Fundamentals account ("non-fund trades"), such non-fund trades may be implemented as non-advisory transactions that are subject to separate commissions. **As a non-advisory transaction, neither Stifel nor the Financial Advisor is acting in a fiduciary capacity when implementing and/or recommending such non-fund trades.** Securities purchased subject to a commission in a Fundamentals account will be excluded from the account value for Advisory billing purposes for a period of at least twelve months after purchase to the extent the securities continue to be held in the account. Clients should consider the related transaction costs and the impact on the overall costs of holding the account.

#### STIFEL CLIENT DIRECTED UNIFIED MANAGED ACCOUNT PROGRAM

##### About Stifel's Client Directed Unified Managed Account Program

The Stifel Client Directed Unified Managed Account Program ("CDUMA") offers clients the option of combining multiple sleeves, each containing mutual funds, and/or ETFs as well as Portfolios provided and advised by an Independent or Affiliated Adviser in a single account. Based on a Client's specified risk tolerance, investment objectives, and overall asset allocation, Financial Advisors will assist the Client in selecting specific mutual funds, ETFs, and/or Adviser Strategies in which to invest to implement all or a part of the Client's asset allocation in the CDUMA account. Clients must approve such recommendations prior to implementation. Any funds recommended are from a list of approved funds (determined in our sole discretion), which are limited to load-waived or no-load shares of such eligible funds. Currently, Adviser Strategies may only be implemented under an MBT arrangement, under which, Clients grant Stifel authority to invest and manage their account(s) sleeves in accordance with the Client's chosen MBT Strategy, provided by the Independent or Affiliated Adviser. In addition, Clients also grant Stifel discretionary authority to act as overlay manager, to hire and terminate Advisers providing their models for any portion of the account, and to re-balance the account, from time to time, to within a reasonable

range (set by us) of the target allocation for each sleeve comprising the Client's account.

#### General Fee Information

Advisory fees for CDUMA Program accounts are bifurcated into two parts (i) Stifel's portion of the advisory fee, and (ii) to the extent applicable, an Independent or Affiliated Adviser's portion of the fee. The portion of the fee relating to Stifel's advisory services is due quarterly in advance, while the portion of the fee paid to the Independent or Affiliated Adviser is due quarterly in arrears. *Notwithstanding the two payment dates, however, each portion is calculated based on the value of the account as of the same date - the account's closing market value as of the last business day of the previous calendar quarter (or in the case of a new account, as of the previous day's closing market value).*

The fee schedule for the CDUMA Program set forth below comprises the total CDUMA Program fee (inclusive of Stifel fees and Adviser fees), and may be discounted in our sole discretion.

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	2.5%
\$150,000 – \$ 499,999	2.25%
\$500,000 – \$ 999,999	1.75%
\$1,000,000 – \$1,999,999	1.50%
\$2,000,000 – \$2,999,999	1.25%
\$3,000,000 – \$3,999,999	1.00%
\$4,000,000 +	Negotiable

#### Independent or Affiliated Adviser Compensation:

To the extent the account allocation includes Independent or Affiliated Adviser Strategies, Stifel will pay the Adviser fee portion directly to the Independent or Affiliated Adviser(s) providing the Strategy used in the account. Fees paid to Independent and/or Affiliated Advisers generally range from 0.20% to 0.50%.

#### STIFEL UNISON PROGRAM

##### About the Stifel Unison Program

The Stifel Unison Program ("Unison") offers fully discretionary portfolio management, where Portfolios constructed of mutual funds and/or ETFs, and Portfolios and/or Strategies provided by Independent or Affiliated Advisers (including Research Sources) may be allocated to a single account. In Unison, once the Client has established his/her Client investment objectives, risk tolerance, and overall asset allocation, the Financial Advisors will assist the Client in selecting appropriate Portfolios and/or Adviser Strategies, as applicable, to implement all or part of the Client's asset allocation in the Unison account. Stifel acts as overlay manager with discretion to hire and terminate Advisers, buy and sell securities, adjust allocations, and re-balance Client accounts. The ETFs and/or mutual funds available in Unison are part of the ETF Recommended List, or the Mutual Fund Recommended List, as applicable, which are limited to load-waived or no-load shares of such eligible funds. Stifel reviews the choices on a periodic basis and adjusts accounts when a current Portfolio holding is no longer recommended. Stifel considers many factors in determining an appropriate diversified allocation model for each Client including the Client's account inception value, Client's risk tolerance and investment objectives.

#### General Fee Information

Advisory fees for Unison accounts are due quarterly in advance. The fee schedule for the Unison Program is as follows:

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.75%
\$500,000 – \$ 999,999	2.25%
\$1,000,000 – \$1,999,999	2.00%
\$2,000,000 – \$2,999,999	1.75%
\$3,000,000 – \$3,999,999	1.50%
\$4,000,000 +	Negotiable

The fees above may be discounted in Stifel's sole discretion. Stifel pays a portion of the fee received with respect to each Unison Client account to the third-party Adviser providing or managing the Portfolio or Strategy used with respect to the applicable portion of the account assets. A 0.35% Adviser fee is charged and included in Unison.

#### STIFEL SPECTRUM PROGRAM

##### About the Stifel Spectrum Program

The Stifel Spectrum Program ("Spectrum") offers discretionary portfolio management, combining a strategic mutual fund allocation, a tactical ETF Strategy, and the EquityCompass Risk Management Strategy in a single account. Financial Advisors assist Clients in selecting from multiple strategic mutual fund and tactical ETF Portfolio combinations, consistent with the Client's specified risk tolerance, investment objectives, and overall asset allocation. For the portion of the Spectrum account invested in a strategic mutual fund Portfolio, such Portfolios are constructed by TPRG utilizing mutual funds (including alternative versions, in applicable models) that are part of the Mutual Fund Recommended List. We review our choices on an ongoing basis and adjust accounts when a current Portfolio holding is no longer recommended.

##### General Fee Information

Advisory fees for Spectrum Program accounts are due quarterly in advance. The fee schedule for the Spectrum Program is as follows:

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 149,999	3.00%
\$150,000 – \$ 499,999	2.25%
\$500,000 – \$ 999,999	1.50%
\$1,000,000 – \$1,999,999	1.25%
\$2,000,000 – \$2,999,999	1.10%
\$3,000,000 – \$3,999,999	1.00%
\$4,000,000 +	Negotiable

The fees above may be discounted in Stifel's sole discretion. Stifel pays a portion of the fee received with respect to each Spectrum Client account to the Portfolio Manager or Research Source providing or managing the tactical ETF and/or Risk Management Strategy, as applicable, used with respect to the related portion of the account assets. A 0.20% Portfolio Manager or Research Source fee is charged and included in the fees paid by Clients in the Spectrum Program.

#### SEI ASSET MANAGEMENT PROGRAM

##### About SEI Asset Management Program

*This Program is not open to new accounts.* Clients enrolled in the SEI Asset Management ("SEI") Program have access to the discretionary portfolio management services of SEI Asset Management Corporation, an Independent Adviser. Financial Advisors will recommend, and Clients will select, an asset allocation model managed by SEI, comprised of SEI's mutual funds, consistent with such Client's specified investment objectives, risk tolerance and overall asset allocation. SEI utilizes

multiple institutional managers as advisers to the SEI mutual funds. SEI is responsible for fund selection for its models and rebalancing of accounts. SEI Trust Company (a subsidiary of SEI Asset Management Corporation) acts as the transfer agent and custodian for each Client account that SEI manages on a discretionary basis.

##### General Fee Information

SEI Trust Company, subject to Client authorization, debits Client accounts for the fee and remits payment to Stifel on a quarterly basis. The fee schedule for the SEI Program is as follows:

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 399,999	3.00%
\$400,000 – \$ 499,999	2.50%
\$500,000 – \$ 999,999	2.00%
\$1,000,000 – \$1,999,999	1.75%
\$2,000,000 +	1.60%

#### SARATOGA ADVANTAGE TRUST PROGRAM

##### About Saratoga Advantage Trust Program

*This Program is not open to new accounts.* Clients enrolled in the Saratoga Advantage Trust ("Saratoga") Program have access to discretionary and non-discretionary portfolio management services. Clients select an asset allocation model comprised of mutual funds from Saratoga Advantage Trust, an open-end investment company managed by Saratoga Capital Management. This process typically consists of Client's Financial Advisor recommending and assisting with an appropriate asset allocation, consistent with the Client's specified investment objectives and risk tolerance using software provided by Saratoga. Financial Advisors provide recommendations aimed to achieve stated goals.

##### General Fee Information

The initial fee is due in full on the opening date and is based on the account's opening market value. The fee schedule for the Saratoga Program is as follows:

<u>Account Value</u>	<u>Annual Fee</u>
First – \$ 99,999	2.00%
\$100,000 – \$ 149,999	1.75%
\$150,000 – \$ 249,999	1.50%
\$250,000 – \$ 499,999	1.25%
\$500,000 – \$1,000,000	1.00%

#### ADDITIONAL INFORMATION ON FEES AND COMPENSATION

##### How We Charge For Advisory Services Covered in this Brochure

As set forth above under each applicable Program, Clients generally pay an annual Advisory (wrap) fee based on a percentage of assets in their Program account(s). The Advisory fee paid by each Client for an Advisory account is set forth on the applicable fee schedule signed by the Client. Actual fees charged may be negotiated or discounted in our discretion and therefore may differ from those outlined in the fee schedules outlined above. A Client may pay more or less than seemingly-similarly situated Clients depending on the particular circumstances of the Client, such as the pricing model, the size and scope of the Client relationship, additional or differing levels of service and the asset class to which each Strategy is attributable. Clients that negotiate fees with different tiers, including flat fees, may end up paying a

higher fee than as set forth in the applicable fee schedule set forth above as a result of fluctuations in the amount of the Client's assets under management and account performance.

There are certain other fee schedules that are no longer offered to new clients or are only offered to certain specific Clients depending on their individual circumstances. Additionally, certain Clients pay different fees, which may be higher or lower, than the ones referenced above and that are not currently available to all Clients. There are also other fee schedules that may apply to certain specific Strategies or Portfolios in the Programs referenced above.

#### **Calculation and Deduction of Advisory Fees**

Advisory fees for each account are due quarterly in advance. The initial fee for each account is charged in full as of the opening date, based on the account's opening market value. In calculating the annual fee (or any partial period thereof), Stifel assumes a 360-day annual period. For the initial fee, the period for which the fee relates is the opening date through the last day of the current calendar quarter, and is prorated accordingly. Thereafter, the fee is based on the account's closing market value on the last business day of the previous calendar quarter. The fee is due on the business day following the assessment day.

In valuing assets held in Client accounts, Stifel relies publicly recorded information, use various vendor systems which it has reviewed and reasonably believes to be reliable, and/or relies on valuations provided by third-party custodians holding assets and/or accounts that are part of a Client's Advisory relationship with us. For assets held at Stifel, if prices are unavailable, Stifel determines prices in good faith to reflect an understanding of the assets' fair market value. Neither Century nor Stifel adjusts fees for fluctuations in value during a period due to market conditions, or as a result of intra-period transfers out of a Client's Advisory account(s) (including, but not limited to, transfers to a commission-based account for the same Client). However, an account **will** be charged a prorated fee on any net additions during a quarter. *Each Client is responsible for monitoring his or her account to minimize transfers that would increase applicable fees or otherwise result in increased charges.*

Any increase in the fee will be agreed upon, in writing, between you and our Firm. However, we may provide you with prior written notice in any instance where a wrap fee is decreased.

#### ***Fee House-holding***

Each Client may request to household their Advisory accounts held at our firm (that is, combine multiple Advisory accounts for purposes of calculating the fee in order to qualify for available lower fee tiers in each Program). Fee householding can result in lower overall fees to the Client if the aggregate household value is high enough to qualify for lower fee tiers in the applicable Programs. Clients can fee household advisory accounts across multiple Programs. *Clients should note, however, that it is the Client's responsibility to determine whether Client has multiple Advisory accounts that could be householded and result in lower overall fees to the Client.* Clients should contact their Financial Advisor(s) for more detailed information about fee house-holding Advisory Accounts.

#### **Deduction of Advisory Fees**

Unless otherwise agreed to in the Client Agreement, the wrap fees outlined above are automatically deducted from available cash or cash equivalents, including money market funds, in the Client's Advisory account on the billing date each quarter. Clients grant us (or Stifel) discretionary authority to rebalance or liquidate securities in order to generate sufficient funds to cover the fee, as necessary.

Pursuant to Client's agreement with our Firm, other permissible fee payment options may include:

***Letter of Authorization ("LOA"):*** Pursuant to an LOA, the Advisory fee may be deducted from a separate account on the billing date each quarter. If the designated account has insufficient funds, we reserve the right to automatically debit the Advisory account to collect the amount due.

***Client Invoice:*** In certain limited cases, Clients may select the option of receiving an invoice on the billing date each quarter and agrees to remit the fee payment promptly. If the fee payment is not received, we reserve the right to automatically debit the Advisory account to collect the amount due. If the fee payment is debited from a qualified plan and funds are received thereafter, the receivable shall be considered a contribution.

#### **Refund of Fees upon Termination**

In the event of a termination, Clients generally will receive a pro rata refund of any pre-paid quarterly fee based upon the number of days remaining in the quarter of termination. Notwithstanding the foregoing, we reserve the right to retain pre-paid quarterly fees if the agreement is terminated at any time within the first quarter of the first year of service.

#### **What the Wrap Fee Covers**

The wrap fee includes our execution, custodial, administrative and account reporting services, and investment advisory services or portfolio management services (as applicable) provided by our Financial Advisors or Stifel, as set forth in the applicable Program agreement. For the Score, Opportunity, Unison, Spectrum and, as applicable, the CDUMA Program, the wrap fee also includes all fees and charges for the Research Source's or the Affiliated and Unaffiliated Adviser's services.

#### **Exclusions from Advisory Fees**

##### ***Unsupervised Assets***

If Client's account includes "unsupervised assets" which are excluded from billing (which may include but are not limited to positions in our parent company stock (SF), securities purchased in a syndicated offering by our firm and held for less than a year, mutual fund shares purchased with a sales load at our firm and held for less than three years, certain ineligible assets depending on the Program in which the account is enrolled), Clients should note that any such unsupervised assets are not considered part of our Advisory relationship. Our firm specifically disclaims any fiduciary obligations with respect to unsupervised assets held in a Client's advisory account. This means that we do not undertake to monitor any such assets even though they are held in the Advisory account. The unsupervised assets are held in the account solely as an accommodation to the Client. Clients can request a list of the unsupervised assets held in their accounts at any time, without charge, from their Financial Advisor.

#### **Fees and Expenses Not Included, and Incurred in Addition to, the Wrap Fee:**

The wrap fee does not include the fees, charges and expenses outlined below. If applicable, you will be charged said fees, charges and expenses in addition to the wrap fee. If the investment product is offered by a prospectus or other offering document, information about the related fees, charges, and expenses is set forth in such prospectus or other offering document.

## **Fees and Expenses Associated with “Step Outs” by Investment Managers**

Each Investment Manager that manages all or a portion of a Client’s wrap accounts retains the authority to determine the best execution venue for transactions in the Client accounts. As such, Investment Managers may determine to direct trades away from Stifel (also called “*step-out trades*”) when they conclude, in their sole discretion, that they will get best execution for a particular transaction through another broker-dealer who may or may not impose additional execution costs for the trade. This may be due to the types of securities that the Investment Manager is buying or selling, or because the Investment Manager is aggregating the Stifel Client trades with other non-Stifel client accounts, or for some other reason determined in the sole discretion of the applicable Investment Manager.

### *Types of Securities Traded*

Investment Managers whose Portfolios consist primarily (or substantially) of fixed income securities, foreign securities (including ADRs), ETFs, and/or small cap securities are more likely than other managers to trade away from Stifel. *Types of Securities Traded*

Investment Managers whose Portfolios consist primarily (or substantially) of fixed income securities, foreign securities (including ADRs), ETFs, and/or small cap securities are more likely than other managers to trade away from Stifel. This means that Clients investing in such Portfolios will most likely incur execution costs (whether in the form of commissions or markup/markdowns that are built into the net price of the security) in addition to, and which will not reduce, the annual Advisory fees discussed above. Clients should therefore take these costs into consideration when selecting and/or determining whether to remain invested in the affected Portfolios.

### *Trade Aggregation*

Investment Managers typically manage wrap client accounts for multiple sponsors using the same Strategy, and may also manage other directly sourced accounts side-by-side with wrap client accounts. In certain cases, the Investment Manager may decide to aggregate all client transactions into a block trade that is executed through a single broker-dealer, rather than separately through each participating sponsor (such as Stifel). Aggregating transactions into a single block typically enables the Investment Manager to exercise more control over the execution, including (for example) potentially avoiding an adverse effect on the price of a security that could result from simultaneously placing a series of separate, successive and/or competing client orders.

***If additional execution costs (whether as a commission or markup or markdown) are incurred, the Client will be responsible for such execution costs in addition to the Advisory Fee.*** For additional or more specific information about each Investment Manager’s trade-away practices (including the related execution costs), Clients should also review each applicable Investment Manager’s Form ADV Part 2A.

## **Other Additional Fees and Expenses**

In addition to the fees and expenses explained above, the wrap fee also does not include:

- Brokerage commissions, mark-ups, mark-downs, spreads and odd-lot differentials on transactions directed by an Investment Manager and effected through or with a broker and/or dealer other than Century and Stifel (that is, costs relating to step-out trades or trades away from our firm).

- To the extent allowed in the account, mark-ups and mark-downs on agency trades or principal transactions effected by an Investment Manager through or with us (prices at which securities are purchased in principal transactions from other dealers and executed by us acting as agent will be computed by other dealers in the customary manner based on the prevailing inter-dealer market price).
- Any interest expense charged to the account (including, but not limited to, margin interest charged in respect of any margin loans).
- Commissions charged (including mark-ups and mark-downs) for initial public offerings or other offering in which Stifel is a member of the selling syndicate. Prices at which securities are purchased are computed by Stifel (and/or the underwriters) in the customary manner based on the prevailing inter-dealer market price.
- The entire public offering price (including underwriting commissions or discounts) on securities purchased from an underwriter or dealer (excluding our firm) involved in a distribution of securities.
- Exchange fees, transfer or other taxes, and other fees required by law, including (but not limited to), taxes or fees imposed by any foreign entity in connection with securities transactions in the account.
- Account, third-party administration and/or termination fees associated with external qualified retirement plan (including IRAs).
- “Pass-through fees” charged by third parties with respect to any securities relating to the portfolio, including, but not limited to, pass-through fees charged (including any wire charges or conversion fees) in connection with ADRs by the sponsors of such ADRs as custody-related expenses.
- Wire transfer fees (including those associated with alternative investment transactions).
- Fees or expenses related to trading in foreign securities (other than commissions otherwise payable to Stifel).
- Fees, charges, or other costs and expenses related to collective investment vehicles, such as affiliated and unaffiliated closed-end funds, mutual funds, ETFs, index funds, investment trusts, REITs, , or other pooled investment vehicles (including, but not limited to, annual operating expenses, portfolio management, distribution and marketing, early redemption fees, or similar fees, in each case as outlined in the individual fund prospectus).
- Any other item not specifically included in the services described in the applicable Client Agreement.

***Each Client should carefully consider the overall cost when selecting a Program or Portfolio.***

## **Compensation to Financial Advisors, Research Sources and Third Party Advisers**

We remit a percentage (“Payout Rate”) of the fees and, if applicable, commissions that we receive from Clients, after the deduction of third-party Adviser fees and/or all other related expenses, to our Financial Advisors. Payout Rates generally range from 59% to 100%, with an average of around 72%, and are determined by many factors, including the total revenue generated by each Financial Advisor and the Program in which the Client is enrolled. Under certain circumstances, including

mergers and acquisitions, some Financial Advisors may be compensated differently. We reserve the right, in our sole discretion, and without prior notice, to change the method by which our Financial Advisors are compensated. Financial Advisors are compensated on a monthly basis.

Stifel remits a portion of the Advisory fees, in the ranges set forth below, to Research Sources and/or Advisers for their investment advisory and/or portfolio management services:

- Score Program: 0.20% to 0.50%.
- Opportunity and CDUMA (as applicable) Programs: 0.10% to 1.00% (for Manager-Traded Strategies) and 0.20% to 0.50% (for MBT Strategies)
- Unison Program: 0.35%, charged on the assets invested with the Adviser, as applicable.
- Spectrum Program: 0.20%, charged on the assets invested in the Research Source's Strategy.
- IMC Program: 0.28% to 0.65%, as well as any *premium* charged by such third-party Adviser, as outlined in the IMC Program description above

Compensation to Research Sources and Independent and Affiliated Advisers is paid on a quarterly basis.

#### **Certain Compensation in Addition to the Wrap Fee**

Our Financial Advisors, Stifel and other affiliates may, from time to time, receive additional compensation in connection with certain types of assets in which Clients' Advisory accounts may be invested. This compensation is in addition to the Advisory fee that a Client pays to us for the investment advisory services covered in this brochure. The receipt of this compensation may create an incentive to recommend investment products based on the compensation received rather than their Clients' needs. Clients have the option to purchase investment products that we recommend through brokers who are not affiliated with us.

#### **Brokerage Commissions**

For all Programs covered in this brochure, the wrap fee includes costs associated with our execution services, as well as Stifel's clearing services. We generally do not charge separate brokerage commissions for trades that we and/or Stifel execute for wrap accounts in the Programs covered in this brochure, unless as specifically disclosed to the affected Client (such as in the Client Agreement, Addendums thereto, or in other applicable documents). As licensed securities salespersons, Financial Advisors may effect securities transactions for commissions, generally in connection with brokerage accounts. Most Financial Advisors are licensed to provide both brokerage and Advisory services.

#### **Fees and Compensation from Registered Funds**

Clients may incur direct fees and expenses for investments in mutual funds, ETFs, closed-end funds, unit investment trusts and/or money market fund (collectively, "Registered Funds"). These fees and expenses are initially paid by the Fund complex, but are passed on to all Fund investors owning the same class of shares and are separate and in addition to fees charged for our Advisory services. Such fees and expenses will be included in the price of a Registered Fund and are not separately itemized, but are described in each Registered Fund prospectus. The types of fees and compensation that we (and or Stifel) may receive from Registered Fund companies include (but may not be limited to):

- (i) *Networking and Omnibus Fees:* Registered Funds generally pay networking and/or omnibus fees in consideration for ancillary services provided in connection with fund positions held through us. Networking fees are generally calculated by applying the standard networking range of up to \$10 per fund account annually. Omnibus fees may range up to \$19 per fund

account annually, or 0.15% of the Registered Fund assets held at Stifel.

- (ii) *12b-1 Distribution Fees ("12b-1s")* are received directly from the Registered Funds, both affiliated and non-affiliated, for distribution and shareholder services we provide in connection with the purchase and sale of mutual fund shares. The current rate of 12b-1 fees that we receive from Registered Fund companies generally ranges from 0% to 0.25% annually.

- (iii) *Revenue Sharing Compensation* is intended to compensate us (and/or Stifel) for assisting with the sales and providing distribution support and ancillary services related to sales of mutual fund shares. Revenue sharing is generally based on either the amount of sales or the value of assets our firm's Clients hold with the particular fund company. Such payments generally are made directly from the Registered Fund's distributors and not from the Registered Funds themselves. Revenue Sharing may give both Stifel a financial incentive to recommend particular Funds to Clients. Stifel generally receives Revenue Sharing in connection with Registered Fund shares held in accounts at Stifel (including for accounts held on behalf of Century, or for the benefit of Century Client held directly with a Registered Fund company), rather than shares held at other financial institutions. While not all Registered Fund companies participate in Revenue Sharing with Stifel, the compensation that Stifel receives may be based on either the total sales up to 0.15% of purchases, a portion of the fund assets held by Clients up to 0.10% on an annual basis, or a fixed dollar amount. This Revenue Sharing information is subject to change at any time without notice. Although Stifel seeks to apply a standard payment schedule, not all Registered Fund companies approach Revenue Sharing the same way, and some fund companies may decline to pay Revenue Sharing at the levels listed above, or at all, which may present a financial disincentive for Stifel to promote the sale of those funds, including to Century Financial Advisors. Our Financial Advisors do not receive any portion of any Revenue Sharing in an effort to mitigate the potential conflicts of interest that could arise if such Financial Advisors recommended Registered Funds based on Stifel's Revenue Sharing arrangements.

- (iv) *Training and Education Expense Contributions* – portion of the cost of training and achievement seminars offered to our Financial Advisors through specialized and/or firm-wide programs and consulting training forums. These seminars are designed to provide education and training to Financial Advisors who recommend (or are considering recommending) the Registered Fund and/or Adviser's Portfolio or Strategies to Clients. The subsidies may vary, and no vendor company is required to participate in the seminars or to contribute to the costs of the seminars in order to have their products or services available on our platform. Financial Advisors do not receive a portion of these payments. However, their attendance and participation in these events, as well as the increased exposure to vendors who sponsor the events, may lead Financial Advisors to recommend the products and

services of those vendors as compared to those who do not.

- (v) *Fund Management Fees Received By Our Affiliates* - As set forth above, some of our affiliates also may serve as investment adviser and/or model providers to various Registered Funds which our Financial Advisors may recommend to and/or purchase for Client accounts. These affiliates will receive management fees (or a share thereof) from the Registered Fund or the Funds' adviser, even in cases where the Registered Fund shares are purchased and held in Stifel Advisory accounts (thereby, subject to Stifel advisory fees). *Our firm does not directly share in any Fund management or other fees received by our affiliates for their management services to the Registered Funds.* However, as part of the affiliated group, we may receive indirect benefits from such compensation through our parent company.

Registered Funds generally are sold by prospectus only. The prospectus contains important information about the specific Registered Fund being offered and should be reviewed carefully before investing. Although paid directly by a Registered Fund company, the compensation that we receive from funds set forth above generally is derived from fees that the Client pays to the Registered Fund. The amount of compensation received will vary depending on our arrangement with the applicable Registered Fund company. Each Registered Fund's prospectus generally describes the amount of compensation to be paid for specified services provided to its shareholders. In general, the Fund companies will continue to pay us for the duration of the Advisory agreements and, in some circumstances, may extend payments beyond the termination of the agreements if Clients continue to hold Registered Fund shares through brokerage accounts held at Stifel. A listing of the types and ranges of compensation that we receive from various Registered Fund companies is available at [www.stifel.com/disclosures/ERISA](http://www.stifel.com/disclosures/ERISA). We highly encourage all Clients to review this information carefully. *To the extent we do receive additional compensation discussed above from Registered Funds (including, for example, Revenue Sharing), we reserve the right not to rebate any such additional compensation to Clients (except with respect to IRA accounts and accounts subject to ERISA).*

#### **Interest and Similar Fees**

As set forth in more detail under the Section "Cash Sweep Program" below, as custodian, Stifel retains a portion of the fees that it receives from participating banks in its Insured Bank Deposit Program ("IBP Program"). The portion that Stifel retains with respect to the IBP Program is intended to reimburse for the costs that Stifel incurs in connection with such IBP Program. However, from time to time, Stifel may retain more or less than the actual costs incurred. With respect to margin transactions, each Client that engages in such transactions should note that Stifel charges interest on the amount borrowed and, if the proceeds are used to purchase securities in the Advisory account, our Advisory fees for the account are based on the market value of the account without regard to the amount borrowed. *We do not reduce our fees by the value of any interest or similar payments that Stifel receives from Clients in this regard.* Each Client is strongly advised to carefully review the impact (including the long-term effects) that each of these practices will have on their overall account.

#### **Revenue Sharing with Private Investment Fund or Their Sponsors**

From time to time, we (or Stifel) may enter into revenue sharing arrangements with private investment funds in which our Clients invest, or the managers or sponsors of such private funds. In limited circumstances, our firm (or Stifel) and/or our Financial Advisors may also receive placement fees or commissions from a fund or its sponsor as compensation for recommending and/or selling the fund to Clients. To the extent that we (or Stifel) receive placement fees and/or have a revenue sharing arrangement with a fund in which Client assets are

invested, the Client will typically receive, at or prior to the time the investment is made, disclosures relating to the fees and compensation that our firm (or Stifel) and/or the Financial Advisor will receive in respect of the investment (including, to the extent applicable, any on-going payments). Clients should carefully consider such arrangements in determining whether to implement a Financial Advisor's recommendations relating to private funds.

#### **Insurance Commissions**

In addition to being a dual registrant, our firm is also licensed as an insurance agency with various states. As such, eligible, i.e. licensed, Financial Advisors are able to offer various insurance products to Clients. Such Financial Advisors are generally licensed as insurance agents and, as such, can effect insurance transactions for separate and customary commission compensation. We receive a portion of any commissions that the issuing insurance company pays with respect to insurance products sold by our Financial Advisors.

#### **Non-Cash Compensation**

Financial Advisors may receive non-cash compensation from mutual fund companies, third-party Advisers, insurance vendors, and/or sponsors of products that we distribute in the form of occasional gifts, meals, tickets, and/or other forms of entertainment.

#### **Conflicts of Interest**

As set forth above, the additional compensation associated with the Programs and/or investments described in the preceding section, to be paid to and retained by Stifel and/or one or more of its affiliates (and which may be shared with your Financial Advisor), may present a conflict between the interests of Clients on the one hand and those of Stifel, its affiliates and your Financial Advisor on the other. This additional compensation may provide an incentive to our firm, Stifel and/or your Financial Advisor, in exercising discretion or making recommendations for your account, to choose or recommend investments that result in higher compensation to Century, Stifel, your Financial Advisor and/or affiliates of Stifel. For example, your Financial Advisor will receive a portion of the fee that we retain after paying, as applicable, the third-party Adviser or Research Source its portion of the Advisory fee. *As a result, our Financial Advisors may have an incentive to recommend Advisory Programs in which the fee is not shared with a third-party Adviser or a Research Source (e.g. Solutions Program) in order to receive a higher portion of the fee.* Additionally, due to the fact that Stifel pays a portion of the wrap fee to third-party Advisers in the Opportunity and CDUMA Programs, which tends to be less if Stifel trades the Strategy than if it is Manager-Traded, Clients should note that their Financial Advisor may have an incentive to recommend MBT Strategies in these Programs over Manager-Traded Strategies in order to retain a larger portion of the fee.

In these circumstances, it is our duty to determine that an investment made in your Account or recommended to you that results in such additional compensation is in your best interest based up on the information you have provided to us.

**It is important to note that** the services provided to you under the wrap fee Programs described above may be obtained on an unbundled basis and may result in overall lower costs. You could use a commission-based brokerage account instead of a fee-based investment advisory account and independently retain a third-party adviser to manage your custodial account. In certain cases, the total charges that you may pay in Advisory fees may be



higher than the commissions that could have been charged for brokerage-only services. There may also be cases where the wrap fees charged for Programs covered in this brochure may be higher than if you obtained the services covered by such wrap fee separately (that is, if you paid separately advisory services, portfolio management services, trade execution, custody and related services). You should consider the value of Advisory services provided or to be provided under each Program when evaluating fees or the appropriateness of the Advisory account in general. The combination of brokerage and Advisory services may not be available separately or may require multiple accounts and varying forms of payment. **You are responsible for determining whether a wrap fee program is appropriate for you. Therefore, you should understand the investment strategy you have selected and the amount of anticipated trading activity in assessing the overall cost of the Program.** Relative transaction infrequency could have a bearing on whether a wrap, asset-based fee account is more appropriate for you than a commission-based account.

#### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Century does not charge performance-based fees in connection with the Advisory Programs offered in this brochure.

#### **ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

The Advisory services offered in this Brochure are available to individuals, corporations, institutions, pension or profit sharing plans, employee benefit plans, trusts, estates, charitable organizations, other business and government entities, educational institutions, and banks or thrift institutions. However, please note that not all types of investors are eligible for each Program.

##### **Program Minimums**

The following minimum account sizes are generally required to open an account in the Programs outlined in this brochure. Specific minimums depend upon the Strategy or Portfolio selected by the Client and exceptions to the stated minimums can be granted in Stifel's sole discretion.

- Score Program: Between \$50,000 and \$300,000
- Opportunity, and Investment Management Consulting Programs: \$100,000
- Horizon, Spectrum and CDUMA Programs: \$50,000
- Fundamentals (discretionary) Program: Between \$25,000 and \$100,000
- Fundamentals (non-discretionary) and Solutions Programs: \$25,000
- Unison Program: \$250,000
- SEI Asset Management Program: \$150,000, but not open to new accounts
- Saratoga Advantage Trust Program: \$250 (for qualified accounts) and \$10,000 (for non-qualified accounts), but not open to new accounts

#### **PORTFOLIO MANAGER SELECTION AND EVALUATION**

##### **Dual Contract Managers in Horizon Program**

As set forth in the description above, as part of the Horizon Program, a Financial Advisor may recommend a Dual Contract Manager to a Client, based on the Client's goals and objectives and the third-party manager's investment philosophy and policies. If the Client approves the recommendation, the Financial Advisor will assist such Client in establishing the relationship with the Dual Contract Manager, including entering into a separate advisory agreement. Due to this separate and

direct relationship with each Dual Contract Manager, the Client is responsible for carefully reviewing all information provided by the Dual Contract Manager, and for determining the advisability of continuing the relationship. Neither our Firm nor Stifel monitors or otherwise supervises the Dual Contract Manager's services to the Client's account.

##### **Advisers in All Other Programs**

Stifel staff conducts initial due diligence with respect to Research Sources and Advisers providing Strategies or Portfolios for our wrap fee Programs. Stifel also conducts ongoing due diligence with respect to third-party Advisers that are included on our SMA Recommended List. The SMA Recommended List contains third-party Advisers that, in the opinion of TRPG, are some of the strongest managers for the investment style represented. These initial due diligence activities are discussed below.

Except as otherwise set forth in the applicable Program description, Stifel manages all other Program assets directly, rather than through Independent or Affiliated Advisers acting as Investment Manager on the accounts.

##### **Stifel's Process for Selecting Independent and Affiliated Advisers**

In selecting Independent and Affiliated Advisers, including those that are part of its SMA Recommended List, Stifel seeks to identify those that who represent various investment strategies across several investment styles and asset classes. Stifel generally requires potential candidates for its SMA Recommended List to complete a proprietary Request for Proposal ("RFP") in which they provide information about their firm, its history and personnel, Portfolio performance, investment philosophy, and other relevant data. Stifel then considers and evaluates the information provided in order to determine whether an Adviser and its Strategy should become part of the SMA Recommended List. As part of the initial review, Stifel personnel use a vendor database of research and statistics to review the annual performance and operations of Independent and/or Affiliated Advisers, and may conduct in-person or telephone meetings with potential Advisers. Stifel seeks to identify and retain Independent and Affiliated Advisers with a strong record and history of managing assets, taking into account certain factors including, but not limited to, the investment style and philosophy, account minimum, assets under management, number of investment professionals on staff, and number of years in business.

Stifel and our other Affiliated Advisers may also serve as Investment Manager for a Program or Strategy within a Program and in such cases, may be responsible for trading, adjusting allocations and rebalancing Client accounts invested in such Program or Strategy, as appropriate, as well as implementing any applicable investment restrictions, and other portfolio management decisions. Subject to applicable fiduciary obligations, Stifel generally selects Affiliated Advisers to manage Programs and/or Strategies where the Affiliated Adviser's investment style is in line with the Program's or Strategy's objectives. It is important to note, however, that Stifel's due diligence processes for Independent Advisers may be different than for Affiliated Advisers.

Stifel staff conduct ongoing due diligence of Independent and Affiliated Advisers on its SMA Recommended List. These periodic due diligence and/or monitoring activities may include on-site and/or telephonic reviews with the investment and other personnel of certain Advisers. All other Advisers and fund companies (for mutual funds and ETFs on our platform)

generally report performance and other events on a quarterly basis using industry sources and databases, to which we have access and review regularly. Advisers are also required to fill out an annual questionnaire reporting various items, including material changes that may have occurred during the prior year. Finally, Stifel uses a rating system to rate Advisers in order to assist our Financial Advisors and, thereby, their Clients in selecting an appropriate Adviser to manage (or continue to manage) a Client's assets.

#### **Replacing Independent and Affiliated Advisers**

Stifel may consider replacing Independent and/or Affiliated Advisers if there are substantial changes in their investment style that prove to be inconsistent with the style, philosophy, and policies upon which they were hired. Additionally, Stifel may consider replacing Independent and/or Affiliated Advisers who have invested in prohibited securities, experienced material changes in their business structure, and/or failed to abide by Client objectives and/or restrictions, maintain accurate Client account statements, abide by the terms or conditions of the sub-advisory agreement or any amendments thereto, or demonstrate acceptable performance.

#### **Independent and Affiliated Adviser Performance Information**

Stifel obtains performance information regarding Independent or Affiliated Advisers from a number of different sources. In addition, Affiliated and/or Independent Investment Managers may also provide performance information directly to Stifel, or directly to Clients. In such cases, the Affiliated or Independent Investment Manager is responsible for reviewing the information included in the report that they issue. Stifel does not independently verify or guarantee that performance information is accurate or complete. As a result, performance information presented to Clients may not be calculated in a uniform and consistent basis. We typically provide performance reports to Clients on a quarterly basis using performance returns calculated by our primary performance system. More detailed information regarding performance reports, including calculation methodology, can be found below in the section titled "Performance Information."

### **METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS**

As discussed above, Stifel's TPC is responsible for the analysis, selection and onboarding of the mutual funds and ETFs that are available for purchase. Stifel's TPRG is represented on the TPC and provides due diligence, as requested, in support of such fund onboarding. From time to time, select funds from the broad universe of those that are approved become part of either our Mutual Fund Recommended List, or our ETF Recommended List, as applicable. In selecting mutual funds and/or ETFs to be made available for purchase broadly, and in choosing those to be included on the respective Recommended List, the TPC, and as applicable, the TPRG, consider many factors, including, but not limited to, a fund's investment objectives and style, long-term performance records, volatility and risk levels, tracking error, and annual expense ratios (i.e. costs). In constructing and monitoring the Portfolios available in the discretionary Fundamentals, Unison, Spectrum Programs, the TPRG reviews such securities on an ongoing basis and, as applicable, adjusts such Portfolios when a current holding is downgraded, or no longer recommended, by our firm.

In the cases where Financial Advisors are directing and/or recommending specific securities or investments, they generally use information obtained from various sources including financial publications, inspections of corporate activities, company press releases, research material prepared by affiliates and/or third parties, rating or timing services, regulatory and self-regulatory reports, and other public sources. In addition, Financial Advisors also use research provided by Stifel's Research Department and/or from third-party independent sources

relating to a broad range of research and information about the economy, industries, groups of securities and individual companies, statistical information, market data, accounting and tax law interpretations, political developments, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis, and other information which may affect the economy or securities prices. The research used may be in the form of written reports, telephone contacts, and personal meetings with research analysts, economists, government representatives, and corporate and industry spokespersons. Our Financial Advisors may use any and/or a combination of fundamental, technical, quantitative, and statistical tools and valuation methodologies. As a result of these different methodologies, technical or quantitative research recommendations may differ from, or be inconsistent with, fundamental opinions for the same security.

Important issues and valuation measures that Financial Advisors may consider when selecting specific equity securities for Advisory accounts include, but are not limited to, dividend return, ratio of growth rate to price/earnings multiple, ratio of market price to book value, market capitalization to revenue ratio, relative strength, management capability and reputation, corporate restructuring trends, asset value versus market value, and other fundamental and technical analysis. With respect to fixed income securities, Financial Advisors assist the Client to determine, or recommend to the Client, the appropriate type of security (government, corporate, or municipal), the appropriate maturity and diversification, and the appropriate parameters that will apply to the fixed income securities to be purchased for a Client account.

In general, our Advisory services typically combine strategic asset allocation and periodic rebalancing with the aim of growing and/or preserving principal. Our Financial Advisors generally assist Clients in designing portfolios with a long-term perspective, and periodically rebalance the portfolios to manage risk.

Clients should refer to each Program and Strategy or Portfolio description for a more information (where available) of the investment strategies and methods of analysis used in connection with such Program, Strategy, or Portfolio.

#### **Risk of Loss**

Clients should understand that all investment strategies and the investments made when implementing those investment strategies involve risk of loss and clients should be prepared to bear the loss of assets invested. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments fluctuates due to market conditions and other factors.

In general, each Program and Strategy covers a wide range of securities. As such, the types of risks that each Client will be exposed to will vary depending on the particular Program, Portfolio or Strategy in which the Client is enrolled, as well as the investments held in such Client's Advisory account, and such accounts will not necessarily be profitable. Past performance is not a guarantee of future results.

#### **Material Risks**

For the Strategies and Portfolios listed above, equities, ETFs, mutual funds, options and fixed income securities are the primary investments. Clients should always read the prospectus and other offering documents (or, in the case of an Adviser Strategy, the

Adviser's Form ADV Part 2A or the Strategy Description) for a full description of risks associated with the particular investment. Clients are urged to consider all of the risks associated with the types of transactions and securities involved in the Portfolio or Strategy in which they are contemplating an investment, as listed below, as well as any potential impact that engaging in any of the below transactions may have on an account's overall performance.

The following material risks may also be applicable to Advisory accounts in the Programs covered in this brochure:

**Management Style Risks:** As set forth above, a number of our Programs, including (but not limited to) Score, Opportunity, Unison, Spectrum, CDUMA, IMC, and Horizon, are, or may be, managed or advised by Independent or Affiliated Advisers, or Research Sources. In general, we select Advisers and Research Sources based on, among other things, their management style and performance track record. However, an Adviser's past performance is not a guarantee of its future results; as such, its investment strategies may fail to produce the intended results. An Investment Manager may also determine to implement trades through Stifel that subject the Client account to additional costs, such as participation in syndicate offerings and other transactions. These additional costs may adversely affect account performance.

**Model-Based Trading Risks:** As set forth above, Stifel is responsible for trading certain Portfolios or Strategies provided to us by the Independent or Affiliated Advisers, or Research Sources in the Opportunity, Score, Spectrum, Unison, and other Programs in this brochure. When such Portfolios or Strategies are provided by the Adviser, or Research Source, Stifel attempts to match the holdings, and to enter trades within the timeline and/or in the lots as may be directed by the Adviser or Research Source; however, there may be time when Stifel is unable to execute trades in the allocations or at the prices deemed ideal by the Adviser or Research Source. There may also be times when Stifel is entirely unable to implement a recommendation due to restrictions applicable to Stifel in its capacity as a broker-dealer. For example, Stifel may not be able to purchase a security recommended by an Adviser or Research Source because the security is the subject of a research report by one of Stifel's research analysts, or because Stifel is involved in investment banking activities with the issuer of the security. Additionally, there may be times when Stifel receives trade instructions from more than one Adviser or Research Source relating to the same security during the same day. Because Stifel's policy is to execute trades as promptly as possible after receipt from an Adviser Research Source and, to the extent possible, in the order received, Stifel will not always be in a position to aggregate trades from multiple Advisers or Research Sources into a single block which may get better execution. As a result, different Client accounts in MBT Strategies, Score Portfolios, and/or other Programs may receive different intra-day prices even where such accounts have traded in the same security for the day. There may also be times when we are obligated to purchase a security for an MBT Strategy on the same day that we are selling the security for another MBT Strategy or other Program. Finally, Advisers that provide MBT Strategies and Research Sources that provide Score Portfolios generally also manage similar Strategies and Portfolios directly, and also may provide the same Strategies and Portfolios to multiple sponsor firms. This means that when changes are made to such MBT Strategies or Score Portfolios and disseminated to Stifel, similar changes also are disseminated to multiple sponsor firms, each of whom will attempt to implement such changes as soon as they are received. This generally will result in increased demand for the specific securities that are covered by such MBT Strategies or and Score Portfolios, which generally will increase the price at which each such security made be bought (or decrease the sale price, as the case may be). Clients should note that this may, in turn, adversely affect the performance of their accounts. Based on all of the foregoing, Clients investing in MBT Strategies or other Portfolios traded by Stifel based on

third-party Adviser or Research Source recommendations should understand that the performance returns achieved by their accounts may differ (at times significantly) from the performance of the Strategy or Portfolio as reported by its Adviser.

**Investment Company Securities Risks:** A number of Strategies/Portfolios covered in this Brochure are heavily invested in mutual funds. In addition, Advisory accounts may invest in other investment vehicles, including ETFs, UITs, and/or closed-end funds. Each fund in a Strategy/Portfolio may be subject to a variety of risks, depending on its investment strategies and/or the securities held by the fund. For example, mutual funds that primarily hold a portfolio of small capitalization companies will be subject to small capitalization risks, which may include increased volatility and decreased liquidity (relative to large capitalization companies).

An ETF's shares may trade at a market price that is above or below its net asset value. Various funds, such as leveraged ETFs also use investment techniques and financial instruments that may be considered aggressive, including the use of derivative transactions and short-selling techniques. The use of inverse strategies by a fund increases the risk to the fund and magnifies gains or losses on the investment. An investor could incur significant losses even if the long-term performance of the underlying index showed a gain. Most inverse ETFs "reset" daily. Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period of time.

**Fixed Income Securities Risks:** Fixed income securities are subject to credit risk, interest rate risk, and liquidity risk. Credit risk is the risk the issuer or guarantor of a debt security will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. Interest rate risk is the risk of losses due to changes in interest rates. In general, the prices of debt securities rise when interest rates fall, and the prices fall when interest rates rise. In addition, duration measures the change in the price of a fixed-income security based on the increase or decrease in overall interest rates. Bonds with higher duration carry more risks and have higher price volatility than bonds with lower duration. Therefore, if interest rates are very low at the time of purchase of the bonds, when interest rates eventually do rise, the price of such lower interest rate bonds will decrease, and anyone needing to sell such bonds at that time, rather than holding them to maturity, could realize a loss. High-yield debt securities (junk bonds) generally are more sensitive to interest rates. Such securities are also highly subject to liquidity risk. Liquidity risk is the risk that a particular security may be difficult to purchase or sell and that an investor may be unable to sell illiquid securities at an advantageous time or price. There are also special tax considerations associated with investing in high-yield securities structured as zero coupon or pay-in-kind securities. Municipal bonds are also subject to state-specific risks, such as changes in the issuing state's credit rating, as well as the risk that legislative changes may affect the taxable status of such bonds. Municipal bonds may also have a call feature, entitling the issuer to redeem the bond prior to maturity. A callable security's duration, or sensitivity to interest rate changes, decreases when rates fall and increases when rates rise because issuers are likely to call the bond only if the rates are low. Investors in callable bonds are therefore subject to re-investment risk – that they will need to re-invest their proceeds at lower rates. Investments in government-sponsored entity securities also exhibit these risks, although the degree of such risks may vary significantly among

the different government-sponsored entity securities. Some securities issued or guaranteed by U.S. government agencies or instrumentalities are not backed by the full faith and credit of the U.S. and may only be supported by the right of the agency or instrumentality to borrow from the U.S. Treasury.

**Derivatives Risks:** A number of Strategies/Portfolios covered in this brochure may engage in derivative transactions, including, but not limited to, options and futures, for any purpose consistent with the Strategy and/or the Client's investment objective. Generally, a derivative is a financial arrangement, the value of which is derived from, or based on, a traditional security, asset, or market index. Such transactions may be used for several reasons, including hedging unrealized gains. Hedging strategies, if successful, can reduce the risk of loss by offsetting the negative effect of unfavorable price movements in the investments being hedged. However, hedging strategies can also reduce the opportunity for gain by offsetting the positive effect of favorable price movements in the hedged investments. A Strategy may also use derivative instruments to obtain market exposure (that is, for speculative purposes rather than hedging). A Strategy may establish a position in the derivatives market as a substitute for buying, selling, or holding certain securities. The use of derivative transactions is a highly specialized activity that involves investment techniques and risks that may be more heightened than those associated with ordinary portfolio securities transactions. Strategies or other accounts in various Programs may also engage in short selling. A short sale involves the sale of a security that is borrowed. Short sales expose a Client's account to the risk that it will be required to acquire, convert, or exchange securities to replace the borrowed securities (also known as "covering" the short position) at a time when the securities sold short have appreciated in value, thus resulting in a loss. An account's investment performance may also suffer if required to close out a short position earlier than initially anticipated. In addition, an account may be subject to expenses related to short sales that are not typically associated with investing in securities directly, such as margin account maintenance costs. Each client is urged to carefully consider the impact that engaging in any of these transactions will have on the account's overall performance.

**Alternative Investments Risks:** Alternative investments, including (but not limited to) investment partnerships, alternative mutual funds, non-traditional ETFs managed futures and/or real estate (related) investments may also present unique risks, such as decreased liquidity and transparency, and increased complexity. Alternative investments typically use derivative instruments (such as, options, futures, or index-based instruments) and/or leveraging strategies. The use of derivative instruments involves multiple risks, including those discussed in more detail above. In addition, to the extent that the alternative investment uses commodities (or commodity-based derivatives) as part of its investment strategy, the investment return may also vary as a result of fluctuations in the demand and supply of the underlying commodities. Real estate-related investments will be subject to the risks generally relating to real estate, including risks that may be specific to the geographic areas in which the underlying investments were made. Certain alternative investments may be less tax efficient than others.

Additional risks may include style-specific risk, speculative investment risk, concentration risk, correlation risk, credit risk and lower-quality debt securities risk, equity securities risk, financial services companies' risk, interest rate risk, non-diversification risk, small- and mid-cap company risk, and special risks of mutual funds and/or ETFs, among others.

**Tax-Exempt Securities Risks:** Certain Portfolios or Strategies may seek to invest in tax-exempt securities, including (but not limited to) municipal bonds as well as tax-exempt mutual funds and ETFs. In order to attempt to pay interest that is exempt from federal or state and local income tax,

tax-exempt securities must meet certain legal requirements. Failure to meet such requirements may cause the interest received and distributed to shareholders to be taxable. In addition, income from one or more municipal bonds held in the Portfolio could be declared taxable because of unfavorable changes in tax or other laws, adverse interpretations by the Internal Revenue Service ("IRS"), state, or other tax authorities, or noncompliant conduct of a bond issuer. Changes or proposed changes in federal or state income tax or other laws may also cause the prices of tax-exempt securities to fall. Finally, income from certain municipal bonds may be subject to the alternative minimum tax ("AMT") and/or state and local taxes, based on the investor's state of residence.

**Foreign Securities Risks:** Advisory accounts may invest in foreign securities, directly or through funds that hold a portfolio of foreign securities. Foreign securities can be more volatile than domestic (U.S.) securities. Securities markets of other countries are generally smaller than U.S. securities markets. Many foreign securities may also be less liquid than U.S. securities, and are typically subject to currency risk. Some foreign securities also may be subject to taxes and other charges imposed by the issuer's country of residence or citizenship. Certain foreign securities may be subject to additional costs and risks, including additional commissions, clearing charges and/or custodial fees by the foreign custodian or other financial institutions involved in clearing the foreign trade. As set forth elsewhere in this brochure and/or in the Client Agreement, such taxes and charges are in addition to (i.e., are not included in) a Client's account fees. All these factors could affect a client's realized return on the investment.

**Frequent Trading and Portfolio Turnover Rate Risk** – The turnover rate within certain discretionary Advisory accounts may be significant. In connection with Strategies run by Investment Managers that engage in step-out trades, frequent trades may result in high transactions costs, including substantial brokerage commissions, fees and other transaction costs. In addition, frequent trading (whether or not through step-out trades) is likely to result in short-term capital gains tax treatment. As a result, high turnover and frequent trading in an Advisory account could have an adverse effect on the cost and, therefore, the return on the Advisory account.

**Infrequent Trading/Low Portfolio Turnover Rate Risk:** Certain Strategies (such as fixed income Strategies) and/or accounts in the Programs covered in this brochure may trade infrequently and experience low (in some cases extremely low) turnover. As set forth elsewhere in this brochure, wrap fees charged are intended to cover various services, including trade execution. We generally assume regular trading when we setting the levels of wrap fees that may be charged with respect to the Programs covered in this brochure. If a specific Client experiences low turnover in the Client's wrap account, the Client may not realize the full benefit of the wrap fee paid with respect to such wrap account. Clients are encouraged to discuss the expected and/or historical level of trading with their Financial Advisor when evaluating the cost of a proposed or existing wrap account.

**Diversification Risk:** Certain Strategies and Portfolios invest primarily in mutual funds and other Registered Funds that are managed by their affiliated companies. As a result, clients in these Strategies and Portfolios may not have access to as wide a variety of management styles as Clients in our other Strategies and Portfolios.

**Dependence on Key Personnel:** Some of the Portfolios and/or Strategies covered in this brochure may rely heavily on certain key personnel of Stifel or our other affiliates, and/or the personnel of certain Advisers available on Stifel Advisory platform. The departure of any such key personnel or their inability to fulfill their duties may adversely affect the ability of an applicable Strategy or Portfolio to effectively implement its investment program and, as a result, adversely impact the performance of the Advisory accounts enrolled in such Portfolio or Strategy.

#### CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

We and/or Stifel typically provide information about a Client's financial condition, investment needs, and/or investment restrictions to Independent and Affiliated Advisers serving as Investment Managers on Client accounts. We may also provide annual updates (if any) to the information, or more often as available from the Client. We and/or the Financial Advisor (not the Investment Manager) are responsible for collecting data about Client investment goals and objectives and determining whether a particular Program and/or Strategy is appropriate for the Client based on the stated goals and objectives.

Stifel generally does not provide Client information to Advisers providing model Strategies to Stifel under MBT arrangements. In MBT arrangements, Stifel (not the Strategy Adviser) is responsible for the various aspects of the account's portfolio management.

#### CLIENT CONTACT WITH PORTFOLIO MANAGERS

We strongly encourage Clients to communicate with their Financial Advisor, rather than the Adviser of the Strategy in which the Client is invested. However, Financial Advisors generally review with the Client the available Strategies as well as other information relating to the Adviser for such Strategy, and typically obtain Client consent prior to enrolling a Client in a Program or Strategy. The information provided to each Client may include, where applicable, an Investment Manager's Form ADV Part 2A which includes its name and contact information. In such cases, therefore, Clients have the option of contacting an Investment Manager directly. However, the foregoing does not apply to MBT Strategies because the information provided to Clients with respect to a Strategy generally will not include the Strategy Adviser's Form ADV. Clients utilizing a Dual Contract Manager in the Horizon Program are direct clients of such Investment Manager and, therefore, are encouraged to have direct contact with their Investment Manager.

#### ADDITIONAL INFORMATION

##### DISCIPLINARY INFORMATION

On January 9, 2014 Century entered into an Acceptance, Waiver and Consent with FINRA to settle allegations that, among other things, (i) the firm allowed certain of its registered representatives to recommend nontraditional ETFs to customers without such representatives conducting adequate due diligence on the recommended products, (ii) the firm did not provide adequate formal training to its representatives or their supervisors regarding nontraditional ETFs before permitting such persons to recommend or supervise the sale of nontraditional ETFs to customers, and (iii) the firm failed to establish and maintain a supervisory system of controls, including written procedures, specifically tailored to address the unique features and risks associated with nontraditional ETFs, or one that was reasonably designed to ensure that the sale of such nontraditional ETFs complied with applicable securities laws and regulations. The firm consented to a regulatory censure, a fine of

\$100,000 and restitution to the 6 affected customers in the amount of \$136,485.

#### OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As set forth above, our firm is dual registered as an investment adviser and a broker-dealer, and is also a licensed insurance agency with various states. We have a number of affiliates that are registered as investment advisers or broker-dealers (or both). In addition, to being registered representatives of Century, some of our management persons may be registered representatives of these affiliated broker-dealers. In addition, some of our management persons may be licensed to practice law in various states. These individuals do not provide legal services to Advisory Clients.

Our parent company, Stifel Financial Corp., is a publicly traded company. In accordance with applicable exchange rules, our Financial Advisors are prohibited from soliciting or recommending Clients, and/or using their discretionary authority, to purchase our parent company stock (ticker: SF) for the benefit of Client accounts. If a Client determines, notwithstanding the foregoing, to require the purchase of SF in an account, we may agree to purchase such securities and may, at our sole discretion, require the Client to acknowledge the unsolicited nature of the transaction and/or exclude the underlying value of the stock from the billable value of the account.

The following affiliates may be involved, directly or indirectly, in the Advisory services provided to Clients in the Programs covered in this brochure:

**Affiliated Investment Advisers and Broker-Dealers** – As set forth above, the Programs offered in this Brochure generally are available to our Clients as a result of our arrangement with our affiliate, Stifel. In addition to serving as Investment Manager with respect to certain Programs in this Brochure (including as Research Source through its Washington Crossing Advisors unit), Stifel serves as clearing broker for all transactions in Client accounts, as well as custodian of all Client assets held at Stifel. Stifel also has a number of arrangements with our other Affiliated Advisers and broker-dealers applicable to Clients enrolled in the Programs covered in this Brochure. As set forth above, our Affiliate Adviser, Choice Financial Partners, Inc., provides the EquityCompass Strategies used in the Score, Unison and Spectrum Programs. Clients should note that our Financial Advisors may have an incentive to recommend Portfolios using Research Sources provided by an affiliate or an Affiliated Adviser rather than unaffiliated entities since, to the extent any Adviser or Research Source fees go to an affiliate, such funds remain within the Stifel umbrella. To mitigate this risk, we do not pay our Financial Advisors on the basis of recommendations of Affiliated Advisers, Research Sources, or other affiliated products. However, as a result of such affiliations, our Financial Advisors may develop close personal relationships with employees and associated persons of our Affiliated Advisers and, as a result, may have an incentive to recommend such Affiliated Advisers over unaffiliated ones.

Stifel pays Independent and Affiliated Advisers and Research Sources from the Advisory fees received from Clients. Our affiliates, Ziegler Capital Management, LLC ("Ziegler"), Thomas Weisel Capital Management LLC, 1919 Investment Counsel, and Sagewood Management LLC (a wholly-owned subsidiary of Ziegler), may serve as Investment Manager and/or Model

Adviser to a number of Client accounts. As with all other sub-Advisers, Stifel pays our affiliates out of the Advisory fee received from Clients, in the same range as unaffiliated Advisers. Our Advisory fees for Client accounts with respect to which an affiliate is also a service provider are comparable to Client accounts with unaffiliated service providers. Nevertheless, we may be deemed to have an incentive to recommend an Affiliated Adviser and/or internal or affiliated Research Sources.

**Affiliated Trust Companies** – Our affiliates, Stifel Trust Company, N.A., 1919 Investment Counsel & Trust Co., The Trust Company of Sterne Agee Inc., and Stifel Trust Company Delaware, N.A., each provide personal trust services (including serving as trustee or co-trustee, or custodian) for individuals and organizations. From time to time, as trustee or co-trustee, these trust affiliates may open an Advisory account with us. In such cases, the fees charged by our trust affiliates are structured in a manner that is consistent with applicable fiduciary principles.

**Keefe, Bruyette & Woods (KBW)** – Our Financial Advisors may, from time to time, use research provided by our affiliate, KBW, in connection with the services provided to Clients with Advisory accounts. Clients are not charged for the value of such research; Stifel does not use KBW to execute Client trades or otherwise provide services to Client accounts.

**Affiliated Mutual Funds** – From time to time, Client assets may be invested in shares of mutual funds managed by our Affiliated Advisers. As of the date of this brochure, affiliated mutual funds directly managed by our Affiliated Advisers include the EquityCompass Quality Dividend Fund, Catalyst/EquityCompass Buyback Strategy Fund, Ziegler Strategic Income Fund, Ziegler Floating Rate Fund, 1919 Financial Services Fund, 1919 Maryland Tax-Free Income Fund, 1919 Socially Responsive Balanced Fund and 1919 Variable Socially Responsive Balanced Fund. Additional products may be introduced in the future. In each case, these affiliates receive management fees for their services to the funds. Our affiliates also may serve as sub-adviser and/or provide the investment model used by the fund's named investment adviser to manage the various other mutual funds. For these services, the affiliates generally will receive a fee from the fund's investment adviser (typically a share of the applicable fund's management fee). Our Financial Advisors may also recommend any of these funds to non-discretionary Clients, or may purchase shares of these funds in discretionary Client accounts; provided, however, that the fund shares may not be purchased on behalf of any account that is subject to, or covered by, ERISA provisions. **Clients should note that with limited exceptions, we do not reduce our advisory fees by the value of any internal fund expenses that may be paid to/received by the affiliate.**

**Other Affiliated Products** – From time to time, we and/or Stifel, in our capacity as registered broker-dealers, may offer various products that are connected to our other affiliates, such as where an affiliate receives fees relating to such products. As of the date of this brochure, these may include, but are not limited to, the common stock as well as any debt securities issued by our parent company (including securities trading under the symbols SF and SFN), various iterations of medium term notes issued by Barclays Capital, a division of Barclays Bank PLC, which are linked to the EquityCompass Share Buyback Index; as well as various ETFs issued by Invesco PowerShares and/or ProFunds Group, each of which is linked to a KBW financial sector index, as well as securities issued by CM Finance (trading under the symbol CMFN). Additional products may be introduced in the future. Certain of these products may not be purchased or held in an Advisory account that is subject to or covered by ERISA provisions. To the extent that these products are purchased/held in any other Advisory account, our affiliate (such as EquityCompass, KBW or other affiliates (as the case may be) may receive a portion of the fees or other remuneration received by the issuer of the product, in each case as per the affiliate's agreement with the

issuer. *Clients should note that, with limited exceptions, we do not reduce our advisory fees by the value of any compensation that may be paid by the product's issuer to the affiliate.*

**Stifel Bank & Trust ("SB&T")** – SB&T is typically the first bank into which idle cash swept from eligible Client accounts is deposited as part of Stifel's IBP Program discussed in more detail below. In addition, from time to time, Advisory Clients may also have a direct relationship with SB&T and hold with them other personal deposit and/or bank accounts and therefore are responsible for any customary fees that are charged with respect to such accounts.

**Stifel Nicolaus Insurance Agency, Incorporated** – Our firm is licensed as an insurance agency in a number of states and, as such, is able to sell insurance products to clients directly. However, we may also sell insurance products through our affiliate, Stifel Nicolaus Insurance Agency, Incorporated. In such cases, the affiliate, and not our firm, will receive customary commissions paid by the insurance companies issuing Client policies. Financial Advisors who sell insurance products in such states typically are licensed as agents of the affiliate, and will receive a portion of the insurance commissions paid.

**Executive Tax Advisors, Inc.** – From time to time, this affiliate may provide tax services in conjunction with financial and wealth planning services or other Advisory services provided to certain Clients.

Each client should note that each relationship set forth above creates a conflict of interest for our firm and/or Financial Advisors. We act as a fiduciary with respect to all Advisory services. As a fiduciary, we take reasonable steps to ensure that all material conflicts are fully disclosed to our Clients.

## CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

### Code of Ethics

In addition to our general Financial Code of Ethics, which is applicable to all Stifel personnel, our Advisory personnel are also subject to our Investment Advisory Code of Ethics ("IA Code of Ethics"). A copy of the IA Code of Ethics is available upon request. Set forth in the IA Code of Ethics are standards reasonably designed to promote honest and ethical conduct, comply with federal securities laws and governmental rules and regulations, maintain privacy of Client information, protect nonpublic information, and encourage associates to report any known violations. Such standards include placing Client interests first, avoiding any material or potential conflicts of interest, and ensuring that personal securities transactions are conducted appropriately. Compliance periodically reviews the IA Code of Ethics to ensure adequacy and effectiveness in complying with applicable regulations.

### Participation or Interest in Client Transactions

Advisory transactions are typically executed on an agency basis. However, we (or an affiliate) may trade with Clients and seek to earn a profit for our own account (such trades generally are referred to as "principal transactions"). Principal transactions are executed at prices and commission rates which we believe are competitive and in accordance with industry practice. Although we may be able to provide a more favorable price to a Client if we purchase from or sell to our inventory of securities, we generally are not able to engage in such transactions with Advisory Clients due to regulatory requirements which require

written disclosure and prior written consent on a trade-by-trade basis. However, if the account is managed by an Independent Adviser who is directing the trade, we and/or Stifel may, as broker, trade from our inventory without having to obtain written Client consent for the transaction. In addition, except with respect to the Stifel Horizon Program, we do not permit Advisory accounts to participate in syndicated offerings where we or our firm or Stifel is a member of the underwriting syndicate or selling group. For the Horizon Program, participation is allowed only to the extent the Client has specifically consented to the transaction (typically, oral consent). Additionally, the Client will incur customary charges (including any applicable markup) with respect to the transactions. Additionally, the Client will incur customary charges (including any applicable markup) with respect to the transactions, separate and in addition to the wrap fee.

We typically do not execute agency cross transactions in Advisory Client accounts; however, to the extent that any such transaction is effected in a Client account, we will make all necessary disclosures to the affected Clients and obtain prior written consent. We generally do not affect agency cross transactions between Clients if we (including Stifel) have recommended the security to both Clients. Notwithstanding the foregoing, we will not seek to obtain Client consent in cases where, consistent with applicable laws, an Independent Adviser is directing the transaction and, therefore, our firm (or representatives) did not recommend or otherwise direct the trade.

Certain of our Financial Advisors may recommend securities of issuers that our firm has otherwise sponsored or promoted (including initial public offerings and other syndicated offerings). Generally Client transactions in such offerings are required to be made on a non-discretionary basis, meaning that a Client specifically must consent to the transaction, and may be required to complete certain other documents prior to effecting the transaction. As associated persons of a registered broker-dealer, our Financial Advisors generally are prohibited from participating in these offerings. However, some of our affiliates may, for their own accounts or for accounts of their clients, take substantial positions in such securities. In such cases, the affiliate may indirectly benefit from our Financial Advisor's investment recommendations if (for example) the later purchase by our Advisory client accounts of the securities causes the price of those securities to rise. In general, we do not share information relating to investments made for Client accounts. To the extent that associated persons obtain information relating to investments in Client or proprietary accounts, such associated persons are prohibited from (i) passing such information to any other person who does not need to know the information in order to perform required duties, and (ii) using such information to benefit Financial Advisor or Client.

Our officers and/or employees (including our Financial Advisors) may serve on the boards of companies in Clients' portfolios. In addition, our firm or affiliates may provide services to such portfolio companies. The portfolio companies may compensate us (or our affiliates) for their services with options to purchase stock or other equity interests of the portfolio companies. If an affiliate owns options or other securities issued by portfolio companies, a conflict of interest may arise between the timing of any exercise or sale of these options, and our decisions about the same portfolio securities for Client accounts.

Our firm, Financial Advisors and affiliates frequently have access to non-public information about publicly traded companies. When this occurs, our Financial Advisors (and therefore, their Client accounts) may be prohibited from trading an existing position at a time that would be beneficial to such Clients, resulting in investment losses or the failure to achieve investment gains. In other cases, we may purchase or sell the securities of an issuer at a time when an affiliate or its employees have material non-public information about such securities or their issuers if

the affiliates have not otherwise notified us of their possession of such information. Our affiliates and their respective employees have no duty to make any such information available to us, and we have no duty to obtain such information from the affiliates.

### **Personal Trading**

Our employees and affiliates may invest in any Advisory Programs that we offer to our Clients. Our written supervisory procedures are designed to detect and prevent the misuse of material, non-public information by employees. Century and its affiliates, directors, officers, stockholders, employees, and members of their families may have positions in and, from time to time, buy or sell securities that our Financial Advisors trade in or recommend to Advisory Clients. Our policies prohibit transactions on our own account and accounts of associated persons in any security that is the subject of a recommendation of Stifel's Research department until the recommendation has been disseminated to Clients and a reasonable time has elapsed following the dissemination. Our directors, officers, and employees may not buy or sell securities for their personal accounts if the decision to do so is substantially derived, in whole or in part, by reason of their employment, unless the information is also available to the investing public or through reasonable inquiry. We maintain and regularly review securities holdings in and the accounts of persons who may have access to Advisory recommendations.

## **BROKERAGE PRACTICES**

### **About Our Broker-Dealer**

Century's principal business in terms of revenue and personnel is that of a securities broker-dealer. As a broker-dealer, we execute securities transactions per Client instructions. As an integral part of the services offered, when providing brokerage services, Financial Advisors may assist Clients in identifying investment goals, creating strategies that are reasonably designed to meet those goals, and making suitable buy, hold, and sell recommendations based on risk tolerance and financial circumstances. However, Financial Advisors do not make investment decisions on behalf of Clients and do not charge any fees for any incidental advice given when providing brokerage services. ***Absent special circumstances, Financial Advisors are not held to fiduciary standards when providing brokerage services.*** Legal obligations to disclose detailed information about the nature and scope of our business, personnel, commissions charged, material or potential conflicts of interests, and other matters, are limited when acting as a broker-dealer.

### **Our Responsibilities as a Broker-Dealer**

As a broker-dealer, Century is held to the legal standards of the Securities Act of 1933, the Securities Exchange Act of 1934, FINRA rules, and state laws where applicable. Such standards include fair dealings with Clients, reasonable and fair execution prices in light of prevailing market conditions, reasonable commissions and other charges, and reasonable basis for believing that securities recommendations are suitable.

Brokerage clients pay commission charges on a per transaction basis for securities execution services in their brokerage accounts. As set forth elsewhere in this brochure, with limited exceptions, Advisory clients enrolled in the Programs above generally pay a fee that covers our firm's advisory and execution services, as well as Stifel clearing, custodial and other administrative services. See "Fees and Compensation" for more details about the wrap fee.

## Execution of Transactions

As set forth above, we (in our capacity as a broker-dealer) or an Investment Manager may effect transactions through Stifel, or may effect transactions through other broker-dealers subject to best execution obligations under applicable regulations. Such regulations generally require each investment advisory firm to take into account and consider, when determining an execution venue for client trades, the execution costs (if any) that participating clients will incur in connection with the proposed trade as well as speed and certainty of execution, price and size improvement, and overall execution quality. As set forth above, the executing broker for a step-out trade may impose a commission or a markup or markdown (that is, the execution costs are embedded in the price of the security) on the trade, while in other cases, a step-out trade may be executed without any additional execution costs. *If additional execution costs (whether as a commission or markup or markdown) are incurred, the Client will be responsible for such execution costs in addition to the Advisory Fee.*

Stifel maintains a list of Investment Managers that have informed Stifel that they traded away from Stifel during the prior year; the list is typically updated no later than the end of April in the following year. The information provided is based solely upon the information provided to Stifel by each such Investment Manager; Stifel does not independently verify the information, and as a result, neither Stifel nor any of its associates can make any representations as to the accuracy of any such information. Clients may request a copy of the list at any time, without charge, from the Financial Advisor(s).

*Clients should note that Stifel does not monitor, review, or evaluate whether an Investment Manager is complying with its best execution obligations to Stifel wrap Clients; it is the sole responsibility of Independent and Affiliated Investment Managers to meet best execution obligations for Clients. Each Client should therefore review the manager's Form ADV Part 2A Brochure, inquire about the Investment Manager's trading practices, and consider that information carefully before selecting an Investment Manager. In particular, the Client should carefully consider any additional trading costs the Client may incur in selecting a new Investment Manager or choosing to stay invested with their current Investment Manager.*

Orders for most Advisory Programs are routed for agency execution. Where permissible by applicable law (for example, in the Opportunity Program where an Adviser is directing the trade), we may act as broker for the transaction and, at the same time, purchase and/or sell securities for a Client transaction from Stifel's inventory. Consistent with applicable regulations, such inventory trades are not considered "principal transactions" to the extent that an Investment Manager (not Century or Stifel) determines that purchasing the securities from Stifel inventory is in the underlying Clients' best interest. We maintain a list of Investment Managers that have informed Stifel that they traded away from Stifel during the prior year; the list is typically updated no later than the end of April in the following year. The information provided is based solely upon the information provided to Stifel by each such Investment Manager; Stifel has not independently verified the information, and as a result, neither Stifel nor any of its associates can make any representations as to the accuracy of any such information. Clients may request a copy of the list at any time, without charge, from the Financial Advisor(s).

On the execution end, Advisory Client orders are generally treated with the same priority and procedural flow as non-advisory brokerage trades (except, such orders are not routed to Stifel market makers and may be done as a block order, which may have different rules and priorities). Stifel generally uses automated systems to route and execute orders for the purchase and sale of securities for most Advisory accounts, unless directed by Clients to do otherwise. Stifel uses a reasonable diligence to

ascertain the best markets for a surety and to buy and sell in such markets so that the resultant price to the customer is as favorable as possible under prevailing market conditions. Certain large orders that require special handling may be routed to a market center for execution via telephone or other electronic means. Stifel regularly monitors existing and potential execution venues and may route orders in exchange-listed or over-the-counter ("OTC") securities to other venues if it is believed that such routing is consistent with best execution principles. For equity securities, Stifel monitors the performance of competing market centers and generally routes orders to those that consistently complete transactions timely and at a reasonable cost and which normally execute at the national best bid or offer. Whenever possible, orders are routed to market centers that offer opportunities for price improvement through automated systems. Stifel executes mutual fund transactions for Advisory accounts through traditional omnibus vendors, or through clearing arrangements with other brokerage firms under so-called super-omnibus arrangements.

## Aggregation of Trades in Advisory Portfolios

To the extent possible, and in order to seek a more advantageous trade price, we may (but are not required to) aggregate orders for the purchase of a security for the Accounts of several Program Clients for execution in a single transaction ("block trades"). However, Clients in our Solutions Program should be aware that we do not require our Solutions Managers to aggregate orders for Client accounts into block trades. As a result, Clients invested in the same Solutions Strategy may receive different execution prices even when trading in the same security on the same day. Additionally, Stifel may not be able to execute block trades notwithstanding that one or more MBT Strategies are trading in the same securities on the same day. Clients should, therefore, understand that discretionary accounts in one or more MBT Strategies and/or Programs may get different prices even if such accounts trade in the same security on the same day. When used, block trading generally allows us to execute equity trades in a timely, equitable manner. The related transaction costs are shared equally at an average price per share and on a pro rata basis between all accounts included in the block trade. Orders that cannot be filled in the same block trade or at the same average price are assigned to accounts in a manner that ensures no bias towards any Client. This practice does not ordinarily affect or otherwise reduce fees, commissions, or other costs charged to Clients for these transactions, but may provide price improvement. A partial fill of a block trade may be allocated among Client accounts randomly, pro rata, or by some other equitable procedure. In certain cases, Independent and Affiliated Advisers may use computer systems that allocate purchase and sale transactions either on a random or pro rata basis. In any case, Clients may pay higher or lower prices for securities than may otherwise have been obtained.

In connection with the handling of block orders, Stifel may engage in hedging, offsetting, liquidating, facilitating, or positioning transactions ("risk-mitigating transactions") that may occur at the same time or in advance of a client order, and these activities may have impact on market prices. Beyond these risk-mitigating transactions, Stifel and/or its affiliates will refrain from any conduct that could disadvantage or harm the execution of client orders or that would place Stifel's financial interests ahead of clients.

Unless Stifel is informed in writing ("opt out"), Stifel will conclude that clients understand that Stifel may engage in risk-mitigating transactions in connection with client orders and will conclude that clients have given consent to our firm and Stifel to



handle block transactions as described above. Clients can contact their Financial Advisor for instructions on how to opt out.

#### **Directed Brokerage**

Unless agreed upon otherwise, we execute all Advisory transactions through our affiliate, Stifel. Some Independent or Affiliated Advisers acting as Investment Manager may require Clients to direct brokerage. When Clients direct brokerage away from our firm or Stifel, it generally will result in higher costs. The wrap fees for Advisory services do not cover and Clients are responsible for brokerage commissions, mark-ups, mark-downs, and/or other costs associated with transactions effected through or with third-party broker-dealer firms.

#### **Payment for Order Flow**

Payment for order flow is defined as any monetary payment, service, property, or benefit that results from remuneration, compensation, or consideration to a broker-dealer from another broker-dealer in return for routing customer orders to that broker-dealer. Orders may be routed to electronic communication networks ("ECNs") or similar enterprises in which we or some of our affiliates may have a minority ownership interest if it is determined to be in the best interest of Clients and consistent with our obligations under applicable law. We and/or our affiliates have ownership interests in ECNs and, as such, may receive indirect compensation from the ECNs if orders for Advisory Programs are directed to such trading networks. Clients do not pay additional fees directly to us for such arrangements, but our firm and/or our affiliates may receive cash payments from certain market centers in exchange for routing orders.

#### **Trade Error Correction**

It is our policy that if there is a trade error for which Century, Stifel and/or an Investment Manager is responsible, trades will be adjusted or reversed as needed in order to put the Client's account in the position that it would have been in if the error had not occurred. Errors will be corrected at no cost to Client's account, with the Client's account not recognizing any loss from the error. The Client's account will be fully compensated for any losses incurred as a result of an error. If the trade error results in a gain, our firm (or Stifel) typically retains the gain.

Our firm and Stifel offer many services and, from time to time, may have other Clients in other Programs trading in opposition to Century Clients' Advisory accounts. To avoid favoring one Client over another Client, we attempt to use objective market data in the correction of any trading errors.

#### **Research and Other Soft Dollar Benefits**

Financial Advisors and Clients have access to research published by Stifel's research analysts ("Stifel Research"), the primary source of our research. Subject to certain exceptions, we incorporate the insights and economic perspectives of Stifel Research, where appropriate, into our products and services. *Clients should be aware that our firm may have conflicts of interest in connection with research reports published.* Stifel and other affiliates may have long or short positions, or deal as principal or agent, in relevant securities, or may provide Advisory or other services to issuers of relevant securities or to companies connected with issuers covered in research reports issued by Stifel Research. Stifel research analysts' compensation is not based on investment banking revenues; however, their compensation may relate to revenues or profitability of Stifel business groups as a whole, which may include investment banking, sales, and trading services. Financial Advisors also have access to proprietary models covering equities, fixed income, mutual funds, and municipal securities developed by Stifel's various business areas.

Our firm may also use research obtained from other financial institutions, including our affiliate, KBW, as well as from other affiliated or unaffiliated broker-dealers and/or investment advisers. In general, we seek third party research that is in-depth fundamental corporate research

to assist in providing Advisory services to Clients. This includes information in the form of written and oral reports, reports accessed by computers or terminals, statistic collations, appraisals and analyses relating to markets, companies, industries, business and economic factors, market trends, portfolio strategy, and trading insight and intelligence. Materials of a general nature that deal with technical factors, the business cycle, and the economy are also regarded as having value. We generally pay for independent third-party research. However, Stifel has also entered into arrangements with third party sources, such as Russell Investments, whereby such sources provide certain research services for free, generally in return for recommending their investment products (or investment products of their affiliates) to Clients. *Clients should be aware that our receipt of such research services may present a conflict of interest by creating an incentive for our firm and/or Financial Advisors to recommend the investment products offered by such research firms (or by their affiliates).* Our personnel generally do not recommend products based on the value of research services received directly from the research provider or their affiliates. Research services are generally used to benefit all Client accounts, whether or not such research was generated by the applicable Client account. However, not all research services will be used for all Client accounts; the type of research used with respect to any one account will depend on, among other things, the types of investments that are deemed suitable for the account.

Finally, some of our Financial Advisors may also obtain research from other independent sources. Generally such research is publicly available and the Financial Advisors do not pay extra to receive such research. However, in certain cases, Financial Advisors may pay for third party research which may be used in connection with services provided to Client Advisory accounts. In general, Stifel does not use any such financial institution in connection with trade executions in Client accounts.

#### **Margin**

Clients may choose to employ margin strategies in eligible non-retirement accounts held at Stifel. The use of leverage, or investing with borrowed funds, is generally not recommended in Advisory programs; however, it may be approved on an exception basis when specifically requested by individual Clients, or for use in specialized strategies. Certain eligibility requirements must be met and documentation in the form of a separate margin agreement must be completed prior to using leverage in Advisory accounts. Only Clients can authorize the use of leverage in an Advisory account (that is, neither our firm nor our Financial Advisors can use discretion to set up a margin arrangement or privileges for a Client's Advisory account). In making the decision to set up margin privileges for an Advisory account, it is important Clients understand the risks associated with employing margin strategies, the impact the use of borrowed funds may have on Advisory accounts, and how investment objectives may be negatively affected. Employing margin in Advisory accounts is a more aggressive, higher risk approach to pursuing investment objectives. Clients should carefully consider whether the additional risks are appropriate prior to employing margin strategies due to the increased potential for significantly greater losses associated with using margin strategies. The use of margin also involves higher costs; Clients pay interest to our firm on the outstanding loan balance of their original margin loan. Furthermore, fees are calculated as a percentage of total assets in the account; therefore, employing margin strategies to buy securities in Advisory accounts generally increases the amount of, but not the percentage of, fees. *This results in additional compensation to us. The amount of the margin loan is not*

*deducted from the total value of the investments when determining account value for purposes of calculating the Advisory fee. As a result, Clients may lose more than their original investments. Likewise, a positive or negative performance, net of interest charges and fees, is magnified. Gains or losses are greater than would be the case in accounts that do not employ margin strategies. Clients generally will not benefit from employing margin strategies if the performance of individual accounts does not exceed interest expenses on the loan plus fees incurred as a result of depositing the proceeds of the loan.*

#### **Credit Lines**

Clients may use assets in Advisory accounts to collateralize non-purpose loans ("Credit Line Loans"). Clients may apply for Credit Line Loans from our affiliate, SB&T, using eligible securities accounts, including eligible Advisory accounts, as collateral. The proceeds of such loans may not be used to trade or carry securities, repay debt that was used to trade or carry securities, or repay debt to any affiliate of SB&T. If Advisory accounts are used to collateralize Credit Line Loans, the accounts are pledged to support any Credit Line Loans extended, margin strategies are automatically discontinued, and Clients are not permitted to withdraw funds unless sufficient amounts of collateral remain to continue supporting the Credit Line Loans (as determined by SB&T in its sole discretion). Clients pay interest to SB&T on Credit Line Loans at customary rates. Certain eligibility requirements must be met and loan documentation must be completed prior to applying for Credit Line Loans.

#### **Defaults**

Credit Line Loans extended by SB&T are demand loans and subject to collateral maintenance requirements. SB&T may demand repayment at any time. If the required collateral value is not maintained, SB&T may require additional collateral, partial or entire repayment of any Credit Line Loans extended, and/or sale of securities to satisfy collateral maintenance requirements. Clients who employ margin strategies in their accounts may need to deposit additional cash or collateral or repay a partial or entire amount of the funds borrowed if the value of their portfolio declines below the required loan-to-value ratio. Failure to promptly meet requests for additional collateral or repayment, or other circumstances including a rapidly declining market, may cause SB&T to instruct us to liquidate some or all of the collateral supporting any Credit Line Loan in order to meet collateral maintenance requirements. Depending on market circumstances, the prices obtained for the securities may be less than favorable. Any required liquidations may interrupt long-term investment strategies and may result in adverse tax consequences.

#### **Other Important Considerations Relating to the Use of Margin or Credit Line Loans In Connection with Advisory Accounts.**

*Neither Century nor its Financial Advisors provide legal or tax advice. Clients should consult legal counsel and tax advisors before using borrowed funds as collateral for loans. Neither our firm nor our affiliates act as an Adviser with respect to the liquidation of securities held in Advisory accounts to meet margin calls or Credit Line Loan demands, and as creditors, our firm and our affiliates may have interests that are adverse to Clients. There are substantial risks associated with the use of borrowed funds for investment purposes and the use of securities as collateral for loans. Additional limitations and availability may vary by state. For further information, please see the Stifel Loan Disclosure Statement available upon request.*

### **CASH SWEEP PROGRAMS**

This section contains important information relating to our automatic deposit – or "sweep" – feature for available cash balances in certain Advisory account(s).

As additional cash is deposited into eligible Advisory accounts or as cash is raised in the account through liquidations, dividend or interest deposits, or other intra-account cash activities, these funds are deposited through our Insured Bank Deposit Program (the "IBP Program") into interest-bearing deposit accounts at one or more participating banks on a priority list. The priority list is set forth in the *Insured Bank Deposit Program Terms and Conditions*, which can be accessed on Stifel's website at [www.stifel.com](http://www.stifel.com) or obtained from Client's Financial Advisor. Our affiliated bank, SB&T, is typically the first bank into which Advisory account funds will be deposited.

Deposit accounts at the participating banks are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000 for each insurable capacity at each bank (i.e., individual, trust, etc.) and they are **not** eligible for protection by the SIPC. Under the IBP Program, funds are swept into deposit accounts at up to 10 or more participating banks and, upon deposit, become eligible for FDIC deposit insurance coverage up to \$2.5 million (\$5 million for joint accounts of two or more), subject to applicable limitations.

#### **Covered Advisory Programs**

The IBP Program applies to accounts in the following Advisory Programs covered in this brochure: Score, Opportunity, Solutions, Fundamentals, Horizon, CDUMA, Unison and Spectrum. Notwithstanding the foregoing, Stifel reserves the right to exclude certain eligible Advisory accounts in any of the above-listed Programs from the IBP Program (in which case, the prevailing sweep option for such accounts will generally be a money market fund selected by the Client).

#### **Interest Rate Earned on Deposit Accounts in the IBP Program**

The interest rate earned on deposit accounts in the IBP Program will depend on, among other things, the amount of cash held in the deposit account(s). All deposit accounts held at a particular participating bank utilize the same interest rate tiers and generally receive the same rate of interest. Notwithstanding, Stifel has reserved the right, based on a Client's particular circumstances (which may include the total value of the Client's assets with our firm) to offer different interest rate tiers to different Clients, in Stifel's sole discretion.

The current Annual Percentage Yields ("APY") for the corresponding interest rate tiers are available at [www.stifel.com](http://www.stifel.com) under the Section Important Disclosures / Money Market Disclosure.

**Determining the Household Balance** – A Client may link one or more Advisory accounts to other Advisory accounts and/or brokerage accounts held by members of the Client's household, as defined below, to determine the applicable interest rate tier. The aggregate balance of all "linked" accounts is what is referred to in these materials as the "Household Balance." Only accounts held at Stifel with an identical address that are currently linked for purposes of account statements are eligible to be linked for Household Balance purposes. In general, Clients with greater Household Balances receive a higher interest rate than Clients with lower Household Balances. For Clients that have opted to household their accounts for this purpose, we will determine each Client's Household Balance each month. The previous month's Household Balance determines the Client's eligibility for a particular interest rate tier. *Advisory accounts opened intra-month are initially assigned a tier 3 interest rate until the Household Balance is determined.* Clients are strongly

encouraged to contact their Financial Advisor to determine whether their accounts are eligible to be linked for purposes of determining the Household Balance, or to make any changes to the accounts that are deemed linked for this purpose.

**How the Interest Rate Is Determined** – Stifel periodically negotiates with the participating banks to set the rate(s) that each bank will pay based on prevailing business and economic conditions. Each participating bank pays Stifel a fee equal to a negotiated percentage of the average daily deposit balance in the deposit accounts at the bank. The actual fee paid will vary depending on a number of economic and other factors, but could potentially be as much as 1.20% annually on some of the deposit accounts (depending on several economic factors). The fees may also vary from bank to bank. Stifel pays a portion of the fee that it receives from the banks to the independent administrator of the IBP Program for its services, and retains a portion as reimbursement for other costs associated with offering the IBP Program to Clients. The remainder is paid to the Client whose funds are deposited to the participating bank(s).

**The Amount We Retain as Our Fees Will Impact the Interest Rate(s) Earned** – Since the interest rate earned on funds in the deposit accounts is determined first by Stifel's agreement with the participating banks with respect to the amount of fees that each bank will pay, and then by the portion that Stifel retains as fees (including the amount that Stifel pays to the administrator), *Stifel's fees will partially impact the interest rate that Clients will earn on deposit accounts in the IBP Program.* As set forth above, the portion of the fee that Stifel retains is intended to reimburse Stifel for the costs incurred in connection with offering the IBP Program. However, from time to time, Stifel may receive more or less than the actual costs that it incurs with respect to the IBP Program.

**Participation in the IBP Program Will not affect Client's Advisory Fees** – The amounts that Stifel retains in connection with the IBP Program will not reduce or otherwise affect the Advisory fees that a Client is obligated to pay in connection with any Advisory account. There are no other charges, fees, or commissions imposed on Advisory accounts with respect to the IBP Program.

**Benefits to Stifel Financial Advisors** – Under the IBP Program, our Financial Advisors may be entitled to receive a portion of the fees we retain.

**Benefits to Stifel Bank & Trust** – The IBP Program also provides financial benefits to our affiliate, SB&T. Deposit accounts at SB&T provide it with a stable source of funds, which SB&T will use to support its lending activities. As with other depository institutions, SB&T's profitability is determined in large part by the difference between the interest paid and other costs incurred by it on its deposit accounts, and the interest or other income it earns on loans, investments, and other assets. As noted above, the participating banks, including SB&T, may pay lower than prevailing market rates on deposit accounts. Therefore, we expect that SB&T's participation in the Program will increase its deposits, and consequently, its overall profitability (as will be the case of all of the Banks).

In general, we may be deemed to have a conflict of interest regarding Clients' participation in the IBP Program due to the portion of fees that Stifel retains from the participating banks, as well as the increased profitability we expect SB&T to achieve through its role as one of the participating banks.

#### **Other Important Factors Relating to the IBP Program**

- **Client Relationship With the Banks** – Clients will **not** have a direct account relationship with any of the participating banks as a result of the IBP Program. As custodian, Stifel acts as each Client's agent in establishing a deposit account with the applicable bank(s) and for

ongoing maintenance of the account. Deposit account ownership will be evidenced by a book entry on the account records of each participating bank and by records that Stifel maintains as each Client's custodian. No evidence of ownership, such as a passbook or certificate, will be issued to any Client.

- **FDIC Insurance Coverage and Limitation** – Each Client's deposit accounts with any participating bank will be aggregated for purposes of determining the FDIC coverage limit. If a Client has more than one account at a participating bank (for example, through the IBP Program, and separately through a personal account at the bank), the aggregate amount deposited at the bank may exceed the amount covered by FDIC insurance (currently \$250,000) per insurable capacity). *Each Client is responsible for monitoring the total amount of deposits that the Client has with the banks to determine the extent of FDIC deposit insurance coverage available to you.*
- **Deposit Accounts Are Not Eligible for SIPC protection** – Stifel is a member of SIPC, which provides protection for securities in Client accounts up to \$500,000, including \$250,000 for free cash balances, in the unlikely event that Stifel fails financially. The SIPC protection limits apply in aggregate to all securities accounts that a Client holds in a particular legal capacity. As set forth above, cash deposited into the deposit accounts at the participating banks will be eligible for FDIC insurance coverage; however, these funds will not be covered by SIPC protection. In contrast, the money funds are covered by SIPC protection; however, they are not bank deposits, are not FDIC-insured, are not bank-guaranteed, and may therefore lose value.
- **Funds Swept to the Covered Money Funds Before the Effective Date** – Cash that was invested in money funds prior to October 1, 2012, will remain invested in such funds, until the money is needed to pay for new securities or to satisfy other debits from the Advisory accounts (e.g., to pay for Advisory fees or other withdrawals).
- **Tax Impact** – Interest earned in the deposit accounts will be taxed as ordinary income, and will be shown on the Form 1099 that is sent to each Client each year.

#### **Alternatives to the IBP Program as a Sweep Investment (“Opting Out”)**

Stifel offers sweep features as a service to our Advisory Clients. We (and/or Stifel) may change or discontinue the IBP Program or specific options in such Program or other alternatives that we offer at any time, and those changes may not necessarily benefit Clients.

*Clients that wish to “opt out” of the IBP Program may select a tax-exempt money fund as their sweep option.* Such funds may have certain restrictions based on account type. State-specific municipal funds are intended for residents of those states only. For more complete information about any of the offered tax-exempt money funds, including their related charges and expenses, please contact a Financial Advisor for a prospectus or go to [www.stifel.com](http://www.stifel.com) under the section titled “Important Disclosures / Money Market Disclosure.” Clients should read each tax-exempt money fund's prospectus carefully.

Clients that elect to opt out of the IBP Program should understand that, unlike deposit accounts in the IBP Program, investments in money funds are **not guaranteed or insured** by

the FDIC or any other government agency. Although money funds seek to preserve a net asset value of \$1.00 per share, there is no guarantee that this will occur, and any money fund may end up losing value.

**Excluded Accounts** – The IBP Program is available for all types of accounts in the Advisory Programs listed above, **EXCEPT** for ERISA plan accounts; IRA accounts (including traditional IRAs, Roth IRAs, Simplified Employee Pension (“SEP”) IRAs, and Savings Incentive Match Plans for Employees (“SIMPLE”) IRAs); and accounts held by for-profit enterprises (such as corporations, partnerships, limited liability companies, business trusts, or other organizations) (collectively, “**Excluded Accounts**”). Stifel has reserved the right to make change to the types of accounts that are considered Excluded Account at any time, in Stifel’s sole discretion. Excluded Accounts are generally expected to select an eligible tax-exempt money fund as their sweep option. Should the IBP Program be selected as the applicable cash sweep option prior to enrolling in an Advisory Program, and the account is otherwise an Excluded Account as set forth above, then Stifel may change the Excluded Account’s cash sweep option to an available money market fund as follows:

Account Type	Fund Name	Symbol
ERISA plan accounts, SEP IRAs and SIMPLE IRAs	Dreyfus Treasury Prime Cash Management Institutional Shares	DIRXX - DTP
Other IRA accounts	General Treasury Prime or Dreyfus Treasury Prime Cash Management Institutional Shares  (as determined in Stifel’s sole discretion)	GTBXX – GTP or DIRXX - DTP

Please contact a Financial Advisor for further details and additional information, including a list of and details surrounding available money funds, how to obtain a prospectus, for any of the available money funds, or go to [www.stifel.com](http://www.stifel.com) under the section titled “Important Disclosures / Money Market Disclosure.”

## REVIEW OF ACCOUNTS

### Account Review

Each new account enrolled in a Program is reviewed by the applicable Financial Advisor(s)’ supervisor prior to account opening. Thereafter, Financial Advisors perform account reviews regularly.

### Portfolio Performance

Clients generally receive quarterly analyses of their portfolio performance relative to comparable market indices. Performance information is verified by Stifel’s Consulting Services Operations staff by reviewing the performance results for consistency among similar Portfolios and identifying any unusual variations or inaccuracies. We may also provide quarterly performance reports directly to Clients. In certain limited circumstances, Clients may be allowed to waive receipt of periodic performance reports from Stifel.

### Performance Information

We typically provide performance reports to Clients on a quarterly basis using performance returns calculated by Stifel’s primary performance system. Stifel’s primary system calculates total performance returns (after deduction of actual trading expenses) using a daily calculation methodology that adjusts for cash flows in the account as of the applicable date. In certain limited cases, Client account performance may be calculated using one of Stifel’s secondary performance systems. The

secondary performance systems generally calculate performance returns using the Modified Dietz Method, which is a time-weighted method that also identifies and accounts for cash flows in the account. If the date of a cash flow is not known, we will assume a mid-month date for cash flows. Regardless of the system from which performance is calculated, a sampling of the performance returns is reviewed to confirm their accuracy or compliance with presentation standards.

Stifel relies on publicly recorded information, use various vendor systems, and/or rely on valuations provided by third-party custodians holding assets and/or accounts that are part of a Client’s Advisory relationship in determining the values used in the performance reports that we provide to Clients. If Client accounts include privately issued alternative investments, Stifel rely on values provided by the management, administrators, and sponsors of each such investment and may, as a result of delays in getting information from such parties, use estimated values in reporting the performance of such investments. **Stifel does not independently verify any such valuations.** The actual value, once determined, may differ from the estimates previously provided by the third-party to Stifel and, therefore, used by Stifel in previous reports and calculations. Clients may, thus, not be able to realize the same value as shown for such assets upon a sale or redemption of the same. **Each Client should also note that Stifel will not amend previously issued calculations or reports as a result of changes in the valuation figures provided by such third-parties.** Clients may notice a difference in the ending market values displayed on the quarter-end custodial statements issued by our firm versus our performance reports for the same account. Performance reports generally include any income that is earned (accrued) but not yet posted to Client accounts. Custodial statements also include accrued income, but the calculation may not match the calculation used for performance reporting purposes. Clients should contact their Financial Advisors if they have any questions relating to figures shown on their performance reports.

### Transaction Statements

Clients with discretionary accounts held at Stifel typically receive monthly (but in no event less than quarterly) statements that identify buys, sells, dividends, interest, deposits, and disbursements in their accounts during the previous month, as well as the overall market value of the portfolio at month’s end. A summary of portfolio holdings as of the end of each reported quarter is also listed. Clients may not waive receipt of account statements. Clients whose accounts are held away from Stifel, with a qualified custodian (but who trade through Stifel), will receive a statement with respect to each month in which a transaction is effected in their Stifel account. However, if no transactions are effected in accounts held away from Stifel, such Clients may receive their statements on a quarterly basis. All other clients utilizing an unaffiliated third-party custodian will receive statements from their applicable

### Realized Gain/Loss Summary

Custodial statements from Stifel include annual listings of all closed transactions in their accounts during each calendar year, as well as the offsetting cost of each transaction and, thus, the realized gains/losses for each closing transaction.

### Year-End Tax Report

As custodian, Stifel also provides Clients comprehensive 1099 statements for the previous tax year. 1099 statements include both reportable and non-reportable information including cost basis for securities that have been sold and additional information to assist with tax preparation.

### Transaction Confirmations

Clients may elect to receive trade confirmations immediately upon execution in their accounts or defer confirmations until the end of each quarter. Clients who elect to defer confirmations receive summary reports at the end of each quarter outlining the transactions posted to their accounts during the most recent calendar quarter. The election to receive confirmations immediately or quarterly may be changed at any time upon the Client's written notice. Clients of non-discretionary programs are not eligible to defer confirmations.

## CLIENT REFERRALS AND OTHER COMPENSATION

In general, we require that all solicitation or referral arrangements comply with applicable regulatory requirements, including, but not limited to, disclosures to Clients about the referral arrangement as well as any fees received (or paid) in connection with such referral at the time of the referral or execution of the Client agreement. We have policies and procedures designed to assure that proper disclosures are provided to Clients at the time of solicitation and/or account opening, as well as that all Clients sign appropriate disclosure delivery receipts. Each affected Client will receive disclosures from the applicable solicitor disclosing the solicitation arrangement, as well as the fee paid by Stifel to such solicitor (or received by Stifel) in respect of the solicitation.

Our firm may enter into solicitation arrangements with one or more of our Affiliated Advisers, for us to act as solicitor for the Affiliated Adviser and/or the Affiliated Adviser to act as solicitor for our firm. In either case, the solicited Clients should be aware that our Financial Advisors may have an incentive to recommend Affiliated Advisers over Independent Advisers as the Affiliated Adviser's receipt of additional revenues for portfolio management services not otherwise available with the Financial Advisor may have a positive impact on our affiliated group. Similarly, our Affiliated Adviser may have an incentive to recommend our firm over other financial institutions. As of the date of this brochure, our firm has not entered into any solicitation arrangements with any of our Affiliated Advisers; this may change at any time in our sole discretion.

In addition to the arrangements set forth above, our firm also participates in the following solicitation or referral arrangements applicable to our Advisory services covered in this brochure:

### Stifel Alliance Program

Under the Stifel Alliance Program ("Alliance"), Century may directly or indirectly compensate individuals or companies for Client referrals by sharing a portion of the fees charged. Our policies prohibit our Financial Advisors from up-charging any Client to make up for the portion paid to or otherwise expended in connection with an Alliance solicitor. We and/or our associated persons may pay for registration costs (if any) relating to the solicitor to facilitate the solicitor's state registration (if required). As a result, such solicitors may have incentive to refer Clients to Stifel over other firms.

### Compensation for Client Referrals

Our firm and/or Financial Advisors may be compensated by third-party investment advisers for Client referrals. Compensation received in such arrangements may be based on a percentage of the total fees paid by each Client to the third-party adviser for the period of time each Client remains with the third-party Adviser. In other cases, a third-party adviser may agree to use our trade execution and custodial services for all

referred Clients, and may also agree to open brokerage accounts for clients not introduced by us. By providing trade execution and custodial services to such advisers, our firm and/or our Financial Advisors act in a brokerage capacity and may receive brokerage compensation. As such, Financial Advisors have an incentive to recommend third-party advisers with whom the Financial Advisor and/or our firm has a referral arrangement over those with no such arrangement. To the extent that such arrangements affect Clients' Advisory accounts, the Financial Advisor's brochure supplement generally will include a discussion of the applicable referral arrangements (if any).

### Other Compensation

As set forth above under "Fees and Compensation," we may receive Revenue Sharing from private fund sponsors or managers to whom we refer Clients for investments. We may similarly receive payments from mutual funds in which Clients invests. Clients should also refer to the Brokerage Practices section above for a discussion of research services that our firm may receive for recommending certain products to our Clients.

## CUSTODY

Unless agreed upon otherwise, our affiliate, Stifel, maintains custody of Client assets. We have adopted policies and procedures that are designed to mitigate risks involved with using an affiliate as the custodial firm to ensure that each such client's assets are protected. Among other things, we undergo an annual surprise audit by an independent registered accounting firm, which audit is designed to verify the Clients' assets. Our independent auditor files a report with the Securities and Exchange Commission attesting to, among other things, our compliance with regulatory requirements. In addition, we receive an internal control report issued by an independent auditor in connection with s custodial services to our Clients by Stifel or other applicable affiliates.

## INVESTMENT DISCRETION

Some Programs may require Clients to provide us with a limited power of attorney so that account and/or portfolio management services may be provided on a discretionary basis. Discretion is authorized by Clients by signing the discretionary program's Client Agreement. Discretionary authority is limited to selection of securities as well as the number of shares to buy or sell and, if directed by the Client, voluntary corporate actions and proxy voting. Clients may impose reasonable restrictions on our discretionary authority and modify existing restrictions by notifying us in writing. Such modifications are honored after being reviewed and accepted our firm. Clients that elect to impose investment restrictions on their account should note that such restrictions generally will affect account performance and that, in some cases, the impact may be material and adverse.

## VOTING CLIENT SECURITIES

Clients who receive **discretionary** investment advisory and/or portfolio management services may appoint Stifel (as our delegate) or an Independent or Affiliated Adviser who manages their account on a discretionary basis, as applicable, to vote proxies on their behalf. Clients may change their proxy voting election at any time upon written notice.

In voting proxies, Stifel has a fiduciary responsibility to make investment decisions that are in the best interest of Clients and vote Client securities accordingly. As required by applicable



regulations, Stifel has adopted policies and procedures to govern the proxy voting process. Stifel's policies provide that, in general, Stifel will vote with management on routine issues, and will vote non-routine issues in a manner calculated and intended to maximize shareholder value. Stifel has retained a third-party proxy voting service to provide independent, objective research and voting recommendations, and to vote proxies on our behalf. In the event of a conflict between our firm's and/or Stifel's interests and the interests of our Clients, Stifel may decline to vote a proxy if the independent proxy voting service is unable to provide a voting recommendation and vote the securities on our behalf. In such cases, we may forward the proxies to the Client for voting.

Clients may request a copy of Stifel's Proxy Voting Policies and Procedures at any time, including a record of the proxies voted in respect of the Client's account.

We do not provide any form of assistance in the proxy voting process to, nor do we accept proxy voting authority from clients who receive account and/or advisory services on a non-discretionary basis. Such clients generally will receive proxy materials directly from the issuer's transfer agent, and are responsible for voting their own proxies. If a Client's Horizon account is managed by a Dual Contract Manager, the Dual Contract Manager may or may not vote proxies for Client's account. Clients should carefully review the separate agreement with the Dual Contract Manager to determine its proxy voting policies. If Dual Contract Manager does not vote proxies on behalf of its clients, Client will be responsible for voting proxies in the account.

Advisers to whom Clients grant discretionary authority typically vote proxies held in Client accounts enrolled in their applicable Strategies, provided that the Client has elected to grant the Investment Manager proxy voting authority. To the extent applicable, each Client enrolled in a Strategy managed directly by the third-party Adviser receives a copy of the Adviser's proxy voting policy as part of the account opening process. Clients should carefully review each such proxy voting policy to ensure a good understanding of the process and the related risks prior to granting proxy voting authority to the Investment Manager.

## FINANCIAL INFORMATION

We do not have any adverse financial conditions to disclose under this Item.

## ERISA RULE 408(b)(2) DISCLOSURE INFORMATION FOR QUALIFIED RETIREMENT PLANS

This section generally describes the fiduciary status of, investment advisory services provided by, and compensation paid to Stifel with respect to ERISA qualified retirement plans (each, a "Plan").

### General Description of Status and Services Provided by Century to Plans

As set forth above in the section titled "Services, Fees, and Compensation" of this Brochure, we offer and provide a variety of investment advisory Programs that are intended to assist responsible Plan fiduciaries with their prudent investment duties under ERISA. A thorough description of the services provided to a specific Plan is set forth in the applicable Advisory agreement, and may include investment management, trade execution and clearing, and/or custody services, as well as participant education and guidance.

**Discretionary Investment Management Services** – We (or Stifel) offer and provide discretionary ERISA fiduciary investment advisory services through a variety of Programs covered in this brochure. These Programs are as follows: Score, Solutions, Opportunity, CDUMA, Unison, and

Spectrum. Depending on the Program, discretionary portfolio management services may be provided directly through a Century Financial Advisor, by Stifel home office personnel, or we may provide the Plan access to an Independent or Affiliated Adviser that provides such discretionary investment management services.

**Non-Discretionary Advisory Services** – We also offer and provide non-discretionary ERISA fiduciary and investment advisory services through the non-discretionary Fundamentals Program and the Horizon Program, both of which are detailed above. Non-discretionary investment advisory services are provided directly by your Financial Advisor

More detailed information about these services and Programs is provided in, and each Plan Client should review, the section above entitled "*Fees, and Compensation.*"

### General Description of Compensation Paid to Century

We accept direct compensation in the form of fees paid pursuant to the Advisory agreement entered into with the Plan at the time of account opening. Plan Clients should refer to the applicable Advisory agreement for the fee calculation formula specific to the Plan account.

As set forth above under "Trade Error Correction," our policy is to put the Client's account in the position that it would have been in if an error had not occurred. As a result, to the extent a trade error results in a gain, we will retain the resulting gain. Pursuant to applicable guidelines, such gains may be deemed additional compensation. We maintain a record of any losses and/or gains resulting from trade errors in any account, and will provide such information to an account holder upon request.

Plan accounts that invest in ADRs may also incur pass-through-fees, which are typically charged by the sponsors of certain ADRs as custody-related expenses. When applicable, Stifel collects ADR pass-through fees from applicable Plan assets, then forwards all such ADR pass-through-fees to the Depository Trust Company (or other applicable central securities depository).

### Accounts Managed by Third-Party Managers

Plan accounts enrolled in Stifel's Opportunity and/or Horizon Programs may utilize the services of an Independent Adviser (which, for purposes of this section, will encompass Investment Managers and Dual Contract Managers, as defined above) that is engaged to provide discretionary investment management services to the Plan. As the Independent Adviser for the Plan, such Independent Adviser is a fiduciary to the Plan for purposes of both the Advisers Act and ERISA. For the Opportunity Program, the Independent Adviser's direct compensation is bundled into the wrap fee set forth in the applicable Advisory agreement; in the Horizon Program, the Independent Adviser's fee is in addition to the Horizon Program fee. In addition to the management fee, an Independent Adviser may also receive indirect compensation, often referred to as "soft dollars" or other benefits, from other brokerage firms with which the Independent Adviser executes trades for its client accounts. These benefits may or may not relate to trades effected for the Plan account. Plan Clients should refer to the applicable Independent Adviser's separate Rule 408(b)2 disclosure statement or Form ADV Part 2A for information about whether or not the Independent Adviser receives soft dollars or similar benefits, and if so, the specific benefits received.