



**ADVISORY SERVICES –
CONSULTING SERVICES**

SEC Number: 801-10746

DISCLOSURE BROCHURE

March 28, 2013

This brochure provides information about the qualifications and business practices of Stifel, Nicolaus & Company, Incorporated. This brochure focuses on our Advisory Consulting Services; we also offer financial planning services and the wrap fee programs, 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 or by any state securities authority. Additional information about Stifel, Nicolaus & Company, Incorporated is available on the SEC's website at www.adviserinfo.sec.gov.

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MATERIAL CHANGES

March 28, 2013

Since Stifel, Nicolaus & Company, Incorporated's last annual update on March 31, 2012, the firm has experienced the following change which may be considered material.

- In the section "Stifel Guidepost Program" starting on page 6 of the Brochure, we added the option for Clients to grant Stifel the right to deduct fees from independent qualified custodians as a means to pay for associated fees.
- In the section "Other Advisory Services" starting on page 8 of the Brochure, we added a list of private investment funds to which Stifel served as investment manager and/or general partner.
- In the section "Fees and Compensation" starting on page 8 of the Brochure, we enhanced the discussion of the compensation-related conflicts that our Financial Advisors may face with respect to the various Programs that we offer or certain products that may be recommended.
- In the section "Methods of Analysis, Investment Strategies and Risk of Loss" starting on page 10 we added risk disclosures relating to bond duration as well as foreign transaction taxes.
- Effective February 15, 2013, our parent company, Stifel Financial Corp., acquired Keefe, Bruyette & Woods (KBW), a full-service boutique investment bank and registered broker-dealer specializing in the financial services sector. Our Financial Advisors may use research produced by KBW in connection with the services provided under this Brochure. More details about our relationship with KBW are provided under the section "Other Financial Industry Activities and Affiliations" starting on page 13 of the Brochure.
- In the section "Brokerage Practices" starting on page 15 of the Brochure, we added a discussion of our Trade Error Policy, which is that we seek to put the account in the position it would have been in if the error had not occurred.
- The firm entered into a consent agreement with the Financial Industry Regulatory Authority (FINRA) on September 28, 2012, and paid a fine of \$5,000 to settle allegations that it failed to make timely TRACE reports. More details about the consent agreement is provided under the section "Additional Information – Disciplinary Information," starting on page 11 of the Brochure.
- Effective September 13, 2012, we added a discussion of the interest payments that we receive with respect to Cash Sweep Program and other arrangements in the section "Fees and Compensation – Interest and Similar Fees" beginning on page 9 of the Brochure.
- Effective September 13, 2012, with respect to new accounts and October 1, 2012 for all existing accounts, Stifel has a new Cash Sweep Program pursuant to which idle cash in certain advisory accounts will be automatically deposited into interest-bearing bank deposit accounts with certain banks with which Stifel has entered into deposit arrangements. As a result, subject to very limited exceptions, Stifel generally will not offer taxable money market funds as a sweep option for advisory accounts. Please refer to the section "Cash Sweep Program" on page 16 of the Brochure for additional information,

including the types of advisory accounts and programs that are affected.

- In the section “Client Referrals and Other Compensation” starting on page 20 of the Brochure, we added references to our Revenue Share discussion and certain other subsection of “Additional Information on Fees and Compensation”.
- In the section “Investment Discretion” starting on page 20 of the Brochure, we disclosed that investment restrictions imposed on an account generally will affect account performance.
- In the section “Voting Client Securities” starting on page 20 of the Brochure, we deleted the language stating we provide our proxy voting procedures to clients at account opening. Rather, clients should refer to this Brochure section for a summary of our Proxy Voting Policies and Procedures. Clients may request a copy of the same at any time.
- The section “ERISA Rule 408(b)2 Disclosure Information for Qualified Retirement Plans” was added as the last section in the Brochure to provide the disclosures required by the Department of Labor in accordance with Rule 408(b)2 of the Employee Retirement Income Security Act of 1974, as amended (ERISA) effective as of July 1, 2012. We have also added disclosure that our Trade Error Policy may result, from time to time, in indirect compensation to us in respect of any gains that we retain as a result of correcting a trade error. ERISA clients may request a summary of any resulting losses and/or gains from trade errors at any time.
- The firm has entered into consent agreements with the following additional States in connection with auction rate securities: State of Ohio on April 14, 2011; Maryland on May 13, 2011; Florida on April 23, 2012; Georgia on May 1, 2012; Pennsylvania on August 10, 2012 and Illinois on August 29, 2012. Additional information about these consent orders is available under the section “Additional Information – Disciplinary Information” starting on page 11 of the Brochure.

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EXECUTIVE SUMMARY

About Stifel, Nicolaus & Company, Incorporated

Stifel, Nicolaus & Company, Incorporated (“Stifel”) is a leading full-service brokerage, investment advisory (“Advisory”), and investment banking firm, serving investment and capital needs of individual, corporate, institutional, and municipal clients. Stifel 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”). Stifel is a registered investment adviser with the Securities and Exchange Commission (“SEC”); however, this does not imply a certain level of skill or training. 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 and in this brochure, which is provided free of charge before or at the time we enter into an advisory agreement with you and annually thereafter.

Services We Provide

Stifel is registered with the SEC as a broker-dealer and an investment adviser offering both brokerage and Advisory services, respectively. 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 that each is governed by different laws and separate contracts with clients. While there are similarities among brokerage and Advisory services, the firm’s contractual relationship with and legal duties to clients are subject to a number of important differences, depending on whether Stifel is acting in a brokerage or Advisory capacity.*** We may, directly or through an affiliate, act as a general partner to investment partnerships. These investment partnerships may be offered to brokerage clients, some of whom may also be Advisory clients. Solicitation activities for investment partnerships are typically made via an offering circular or prospectus and may only be made to clients for whom the partnership interests are deemed suitable. To the extent that an Advisory client invests in an investment partnership in which our firm or an affiliate acts as general partner, the related partnership interests are not held in Advisory accounts unless specifically agreed upon with the Client, in which case Stifel will charge a fee that is separate and in addition to any fees charged by the underlying funds held in the account.

ADVISORY BUSINESS

About our Investment Adviser

Stifel has been a registered investment adviser with the SEC since May 7, 1975. Our firm is owned by Stifel Financial Corp., a publicly held company. Our Advisory services include discretionary account and/or portfolio management, non-discretionary investment advice, financial planning services, and assistance with the selection of securities and third-party investment advisers. Such advisers may include firms that are independent of our firm as well as firms that are owned by Stifel Financial Corp. We enter 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, both that are exchange-listed and over-the-counter. We may also invest Client assets in rights and warrants, securities, options, certificates of deposit, variable annuities, variable life insurance, open and closed-end funds, exchange-traded funds (ETFs), unit investment trusts (UITs), real estate investment trusts (“REITs”), American Depositary Receipts (“ADRs”), foreign ordinary shares, and publicly traded master limited partnerships and other securities. Subject to review for reasonableness, Clients may impose restrictions on investing in certain securities or types of securities. More information regarding any securities and/or services offered is available upon request. Information about our consulting services is contained herein.

Wrap Fee Programs

As set forth on the cover page, we offer other Advisory services, including financial planning and wrap fee programs, which are not covered in this brochure. We offer various wrap fee programs, as sponsor and/or portfolio manager, and receive a fee for our advisory services. Clients enrolled in such wrap fee programs generally pay one all-inclusive fee that is not based on transactions in the account. The wrap fee program brochure contains more detailed discussion of these wrap programs as well as the related fees, and is available upon request. We generally manage accounts enrolled in wrap fee programs with the same level of care as we manage non-wrap fee program accounts.

Assets Under Management

As of December 31, 2012, we managed Client assets worth \$13,784,830,121 on a discretionary basis, and \$7,101,467,319 on a non-discretionary basis. We also advised clients with respect to an additional \$2,309,027,723 managed by unaffiliated investment advisers.

Our Responsibilities as an Investment Adviser

As an investment adviser, our firm is held to the legal standards of the Investment Advisers Act of 1940 and state laws where applicable. Such standards include, but are not limited to, fair and equal treatment of Clients, full disclosure of material and potential conflicts of interest, full disclosure of any and all compensation received from Clients or third parties as a result of our fiduciary relationships with Clients, Client consent prior to engaging in transactions for our own account when dealing with Clients in an Advisory capacity, reasonable basis for believing that investment recommendations are suitable and consistent with Client’s objectives and goals, including any restrictions placed on the account, and reasonable belief that we are acting in the best interest of Clients. Additional information about our fiduciary obligations, including the policies and procedures that we undertake to fulfill those obligations, is available throughout this Brochure, including under Participation or Interest in Client Transactions section of this brochure.

STIFEL VANTAGE PROGRAM

About Stifel Vantage Program

Under the Stifel Vantage Program (“Vantage”), our Financial Advisors provide discretionary account management services to Clients, and are compensated for their services on the basis of transactions effected in the account (that is, clients pay commissions). In order to qualify for the Vantage Program, prospective Financial Advisors must meet certain criteria established by our firm, including, but not limited to, prior approval from their Branch Manager and Compliance Department. Clients wishing to enroll in the Vantage Program must grant their Vantage Financial Advisor(s) full discretionary authority to execute transactions in the account. Vantage Financial Advisors then make discretionary buy and sell decisions for a Client based upon the Client’s investment objectives, risk tolerance, time horizon, and investment experience. Securities purchased for Clients in the Vantage Program may include (but are not limited to) common and preferred stocks, corporate bonds, municipal bonds, treasury and agency issues, options (subject to a separate options agreement signed by Client and approved by Stifel), mutual funds, ETFs, and UITs. As with our other discretionary programs, Clients may impose reasonable restrictions on investing in certain securities or types of securities. The minimum initial investment is \$50,000 and can be waived at our discretion.

Vantage Commission Schedule

As set forth above, Clients in the Vantage program pay transaction-based charges (commissions) for the services provided by their Financial Advisor. Commissions are charged based on our standard commission schedule (subject to negotiation) for brokerage transactions. Our standard commission schedule is provided to Clients upon account opening and is applicable to all transactions executed in the Vantage account. Clients may terminate an Advisory relationship upon written notice to Stifel or by submitting Automated Customer Account Transfer (ACAT) paperwork. Upon receipt of written termination notice, Stifel will, at the Client’s direction, either liquidate the account or transfer the assets to a custodian of the Client’s choice.

STIFEL SUMMIT PROGRAM

About Stifel Summit Program

The Stifel Summit Program (“Summit”) offers typically non-discretionary investment advice to sponsors and/or trustees of qualified retirement plan subject to the Employee Retirement Income Security Act (ERISA) with respect to assets held at other financial institutions. Non-discretionary investment services offered may include assisting plan Clients with the selection of independent investment managers to manage assets of the plan and/or offering advice as to the appropriateness of individual investments, including stocks, bonds, mutual funds, UITs, ETFs, closed-end funds, options, alternative investments, and insurance products. Stifel Financial Advisors provide investment advice to the plan client in accordance with Client’s objectives as communicated to the Financial Advisor, typically through the plan’s investment policy statement or other applicable plan documents. Plan Clients are solely responsible for implementing any non-discretionary advice provided by the Financial Advisor(s). The minimum initial investment is \$1,000,000 and can be waived at our discretion.

From time to time, Financial Advisors may provide discretionary investment management services with respect to Client assets held at other financial institutions through the Summit Program. In such event, the Client (not Stifel or the FA) determines the specific qualified independent custodian to be used, which custodian also will provide all brokerage execution services relating to transactions in the Client account. The Client (not Stifel) is solely responsible for all brokerage and custodial charges imposed by Client’s qualified custodian. Clients

who elect to hold their discretionary-managed assets at other institutions should be aware that Stifel also offers other programs through which Clients pay one all-inclusive fee for discretionary management, brokerage, and custodial services, which programs may be a cheaper alternative.

Summit Fee Schedule

The minimum annual fee is \$5,000. The annual fee charged is a percentage of the total value of investments on which advice is provided, not to exceed 3%. In certain circumstances, the Financial Advisor may negotiate a one-time flat dollar fee arrangement with the Client. The initial annual fee is calculated based on the account’s most recent account statement, quarterly or otherwise. The fee is billed quarterly in advance, meaning that one-fourth of the annual fee is charged each calendar quarter on the first day of each quarter. The initial quarter is prorated based on the number of calendar days from the date of the agreement to the end of the quarter. Each year thereafter, beginning with the first quarter of the next calendar year (January 1), the annual fee is calculated based on the value of investments in the account on the year-end account statement provided by the Client. In the event that the Client fails to promptly provide account statements, we may calculate the annual fee based on the most current information available.

Client may elect to pay for Stifel’s services by check or by debiting another non-ERISA Stifel account. Clients may also grant Stifel the right to deduct fees directly from their brokerage account held at the independent qualified custodian. In such cases, Stifel will determine the applicable fees, and forward the invoice to the third-party custodian. The third-party custodian does not independently verify Stifel’s calculation and, as such, Clients are strongly encouraged to closely review the periodic custodial statements for a listing of the actual fees charged.

In each case, we require that Client establish a Stifel billing account for the sole purpose of processing fees. These fees are separate and independent from any other charges that may be imposed by the independent custodian and/or executing brokers used in connection with Client’s accounts.

Clients may terminate the Summit account with written notice to Stifel and/or the Financial Advisor. When an account is terminated, we generally refund Clients the pro-rata amount from the time that the Summit account was terminated to the last day of the quarter. However, we reserve the right to retain the pre-paid fee in the event that the agreement is terminated in the first quarter of the first year of service.

STIFEL GUIDEPOST PROGRAM

About Stifel Guidepost Program

The Stifel Guidepost Program offers non-discretionary investment advisory services to participants of employer-sponsored, participant-directed retirement plans (e.g., 401(k) plans). In this regard, our Financial Advisors may review the available investment options of employer-sponsored plans and recommend written allocation strategies to the participant Client. After recommending an initial allocation strategy, Financial Advisors may continue to provide advice on a regular basis if current information has been made available. Clients are solely responsible for implementing any advice provided by their Financial Advisor(s).

Guidepost Fee Schedule

The minimum annual fee is \$200. The annual fee typically is charged as a percentage of the total value of investments on which advice is provided, not to exceed 3%. The initial annual fee is calculated based on the account's most recent account statement, quarterly or otherwise. In certain limited cases, Stifel may negotiate a flat-fee arrangement with the Client. In each case, the fee is billed in arrears on a quarterly basis. This means that one-fourth of the annual fee is charged each calendar quarter on the first day of each quarter. The initial quarter is prorated based on the number of calendar days from the date of the agreement to the end of the quarter. Each year thereafter, beginning with the first quarter of the next calendar year (January 1), the annual fee is calculated (where applicable) based on the value of investments in the account as set forth on the year-end account statement provided by the Client. In the event that the Client fails to promptly provide account statements, we may calculate the annual fee based on the most current information available.

Client may elect to pay for Stifel's services by check or by debiting another non-ERISA Stifel account. Clients may also grant Stifel the right to deduct fees directly from their brokerage account held at the independent qualified custodian. In such cases, Stifel will determine the applicable fees, and forward the invoice to the third-party custodian. The third-party custodian does not independently verify Stifel's calculation and, as such, Clients are strongly encouraged to closely review the periodic custodial statements for a listing of the actual fees charged.

In each case, we require that Client establish a Stifel billing account for the sole purpose of processing fees. These fees are separate and independent from any other charges that may be imposed by the independent custodian and/or executing brokers used in connection with Client's accounts.

Clients may terminate the Guidepost arrangement with written notice to Stifel and/or the Financial Advisor. Because fees are billed in arrears, no refunds are necessary when a Client terminates an account; however, a Client will be billed for any earned but unpaid fees as of the termination date.

MORNINGSTAR® MANAGED PORTFOLIOSSM PROGRAM

Stifel offers the Morningstar® Managed PortfoliosSM program ("Program") pursuant to which the Client will enter into an agreement with both Stifel and Morningstar Investment Services, Inc. ("MIS"), an independent federally registered investment advisor. The Client gives MIS discretionary authority to manage Client's assets in the Program. Under the arrangement, Stifel's Financial Advisors are responsible for assisting the Client in completing a questionnaire and other applicable account opening forms, determining suitability, meeting with the Client at least annually to obtain any changes in the Client's financial situation and acting as liaison between MIS and the Client. For these services, Stifel will receive a portion of the fee paid by each Client participating in this Program to MIS.

Investment Minimums

The initial investment minimums vary based on the specific portfolio as follows: Mutual Fund Strategies - \$50,000; Enhanced Portfolio Service - \$1,000,000; Individual 401(k) Account - \$40,000; Select Stock Basket Custom Strategy - \$250,000; Select Stock Basket Strategist Strategy - \$100,000; ETF Strategy - \$100,000. The required subsequent investment minimum for each of the Mutual Fund Strategies, Enhanced Portfolio Service and Individual 401(k) Account is \$500 for regular accounts, and \$250 for IRAs. At MIS' sole discretion, an initial or subsequent investment of less than the above stated minimums may be allowed.

Morningstar® Managed PortfoliosSM Fee Schedule

Clients will be charged an annual Program fee (the "Program Fee") quarterly either in advance or in arrears based on the account value either at the beginning of or the end of the applicable period. The Program Fee has two components (i) the portion that will be retained by MIS (MIS Fee) and, (ii) the portion that MIS will pay to Stifel for its services (Stifel Fee) as follows:

MIS Fee

- **Mutual Fund Strategy ("MFS")** - MIS Net Fee* is 40 bps on the first \$500,000; 35 bps for next \$500,000; 30 bps for next \$1 million; and 20 bps for all amounts thereafter. The MIS Net Fee for the Enhanced Cash Option (ECO) will be assessed a fee of 20 bps, across all breakpoints. Investments in the ECO are not bank deposits and therefore, are not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency.

In addition, an Annual Minimum MIS Advisory Fee of \$200 will be applied to those accounts not held with PFPC, Inc.

- **Stock Basket Strategies¹ ("SBS")** - MIS Advisory Fee is 55 bps for the first \$1 million, 50 bps for next \$4 million, and 45 bps thereafter (or as negotiated). The annual minimum MIS Advisory Fee for Custom Series is \$1,375, and \$550 for the Strategic Series
- **ETF Strategy** - MIS Advisory Fee is 31 bps for the first \$1 million, 25 bps for the next \$4 million, and 20 bps thereafter (or as negotiated). The annual minimum MIS Advisory Fee for this Strategy is \$310.

Stifel Fee

As set forth above, in addition the MIS Fees, each Client in the Program will also pay as a fee to Stifel as follows (subject to negotiation):

	<u>MFS</u>	<u>SBS</u>	<u>ETF Strategy</u>
First 500,000	110 bps	110 bps	110 bps
Next 500,000	105 bps	110 bps	110 bps
Next 1,000,000	100 bps	110 bps	110 bps
Over 2,000,000	90 bps	110 bps	110 bps

General Information About Program Fees. Each Client will grant to MIS the authority to deduct the Program Fee out of Client's custodial account. The Program Fee generally covers the costs associated with middle-office services such as a trading infrastructure and client accounting and reporting. However, the Program Fee does not include fees/commissions associated with executing brokerage transactions (including clearing fees) nor the internal expenses of mutual funds or exchange-traded funds. Clients may also incur certain charges by the custodian or clearing firm (or its affiliates) related to retirement plan accounts such as IRAs. Client is solely responsible for paying any such fees, which the custodian or clearing firm typically will charge directly against Client's account held at such firm. Such fees and expenses are in addition to the above-mentioned Program Fee.

OTHER ADVISORY SERVICES

Stifel Financial Advisors may also provide other Advisory services outside of the programs listed above, including as a manager and/or sub-advisor to pooled investment vehicles, such as private equity funds or fund of funds. In each such case, the

applicable Financial Advisors' advice to each such Client will vary based on the Client's stated investment objectives, goals, and limitations. Similarly, fees will vary as negotiated between the parties and set forth in the applicable agreement. As of the date of this agreement, Stifel served as investment manager and/or general partner to the following private investment funds:

- BC Holdings I, LLC
- Distressed Opportunities Fund LLC
- Distressed Opportunities Fund II LLC
- Diversified Inflation Protection Fund I LLC
- EI Fund I LLC
- EI Fund II LLC
- International Value Investments LLC
- KC Partners Investment Fund
- MC Holdings I LLC
- MC Holdings II LLC
- MP Concentration Fund I
- Real Assets LLC
- Real Estate Recovery Fund
- Value Real Estate Investments LLC

FEES AND COMPENSATION

How We Charge For Advisory Services Covered in This Brochure

Please refer to each program description for corresponding fee schedules, including the frequency with which such fees are charged. Fee schedules may be subject to negotiation depending on a range of factors, including, but not limited to, account size and overall ranges of services provided. The following payment options may be available to Clients depending on the type of program selected:

Letter of Authorization

The Advisory fee or other applicable charges deducted from a separate Stifel 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

Each Client receives 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.

Brokerage Commissions

Clients in the programs included in this Brochure typically pay brokerage commissions either to (i) Stifel (in the case of the Vantage Program) in lieu of an annual fee if transactions are executed through Stifel, or (ii) the unaffiliated custodian holding the Client's assets or other executing broker-dealer effecting transactions for the Client account. Where applicable, Clients should refer to the "Brokerage Practices" section for more details about Stifel's execution services.

Insurance Commissions

In addition to being a dual registered investment adviser and broker-dealer, our firm is also licensed as an insurance agency with various states. As such, our Financial Advisors are able to offer various insurance products to Clients as part of our comprehensive investment services to Clients. We receive a portion of any commissions that the issuing insurance company pays with respect to insurance products sold by our Financial Advisors.

Compensation to Financial Advisors

We remit a percentage of any commissions and/or fees that we receive from Clients to our Financial Advisors. Payout rates range from 25% to 50% and are determined by many factors, including the total revenue generated by each Financial Advisor. 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 Financial Advisors are compensated. As licensed securities salespersons ("Registered Representatives"), Financial Advisors may effect securities transactions for commission compensation. Most Financial Advisors are licensed to provide both brokerage and Advisory services. Financial Advisors may also be licensed as insurance agents and, as such, can effect insurance transactions for separate and customary commission compensation. ***In certain limited circumstances, the payout rate for our Financial Advisors in connection with Advisory fees may be higher than their payout rate for brokerage commissions only. Financial Advisors may, therefore, have an incentive to recommend Advisory accounts over brokerage accounts.*** In addition, the payout rate may differ depending on the program in which a Client is enrolled, and as a result of the different fee structures available, Financial Advisors may also have incentive to recommend certain programs over others. Our firm and/or our Financial Advisors may, from time to time, receive incentive awards from issuers of various investment products for the recommending or introducing the issuer's investment products to Clients. The receipt of this compensation may affect the Financial Advisor's judgment in recommending such investment products to Clients as it incentivizes the Financial Advisors to recommend investment products based on the compensation received rather than their Clients' needs. In general, Clients will be notified in the event that Stifel and/or the Financial Advisor will be compensated by a third-party in connection with recommendations given to the Client. Clients have the option to purchase investment products that we recommend through brokers who are not affiliated with us.

Mutual Fund Fees and Compensation

Clients should consider all risks and charges prior to investing in any mutual fund. Clients who own mutual funds may incur certain internal expenses charged directly by the mutual fund company. These expenses are separate and in addition to fees charged for Advisory services. Internal expenses are described in each mutual fund prospectus. The prospectus contains important information about the mutual fund being offered and should be reviewed carefully before investing. Mutual funds are sold by prospectus only. Our firm and affiliates may receive payments from mutual fund companies for selling the related mutual fund shares and/or for providing custodial and other services to Clients holding such mutual fund shares. This compensation may include shareholder services or distribution fees addressed below under 12b-1 Compensation. Although paid directly by the mutual fund company, the compensation received is derived from fees that the Client pays to the mutual fund. The amount of compensation received will vary depending on our arrangement with the applicable mutual fund company. Each mutual 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 or, in some circumstances, may extend beyond the termination of the agreements if Clients continue to hold mutual fund shares through brokerage accounts held at Stifel. A listing of the types and ranges of compensation that we receive from various mutual fund companies is available at www.stifel.com/ImportantDisclosures/ERISA.

Networking Compensation

Our firm receives networking fees in consideration for ancillary services provided in connection with mutual fund positions held through Stifel. These fees are generally paid from fund assets, but in some cases may be subsidized in part by affiliates of mutual fund companies (such as the fund manager). The fees are generally calculated by applying the standard networking range of up to \$10 per fund account annually.

12b-1 Compensation

Mutual fund expenses may include 12b-1 distribution fees ("12b-1s") that may be paid from mutual companies to Financial Advisors via the firm as a conduit. This means that Financial Advisors may, from time to time, receive compensation in connection with the placement of Client funds into particular mutual funds. This compensation is in addition to and separate from fees paid by Clients for Advisory services. 12b-1s may be in excess of the amount that would qualify as "no-load." We receive 12b-1 compensation from non-affiliated mutual fund companies which is intended to compensate Stifel for effecting purchases of mutual fund shares or for other services ancillary thereto. The current rate of 12b-1 compensation that we may receive from mutual fund companies generally ranges from 0% to 0.25% annually.

Revenue Sharing Compensation

In addition to sales loads, 12b-1s, and processing fees, we may receive other compensation ("Revenue Sharing") from mutual fund distributors and/or private funds in which Client assets may be invested. Revenue Sharing with a particular mutual fund company is generally based on either the amount of sales or the value of assets Stifel Clients hold with the mutual fund company. Because Revenue Sharing is intended to compensate us for ancillary services in connection with effecting sales of mutual fund shares, we require that such payments be made directly from mutual fund distributors; not from mutual fund companies themselves. Revenue Sharing gives us a financial incentive to recommend particular mutual funds to Clients. ***We generally receive Revenue Sharing in connection with mutual funds in Stifel accounts, excluding accounts that are held at other financial institutions. Revenue Sharing is not rebated to Clients (unless the Client account is covered by ERISA) and is not paid to Financial Advisors. While not all mutual fund companies participate in Revenue Sharing with us, the compensation amount we receive may be based on either the total sales up to 0.15% of purchases, a portion of the mutual fund assets held by Clients up to 0.25% on an annual basis, or a fixed dollar amount.*** Although we seek to apply a standard payment schedule, it is recognized that not all mutual fund companies approach Revenue Sharing the same way, and some mutual fund companies may decline to pay Revenue Sharing exactly at the levels listed above, or at all, which may present a financial disincentive for us to promote the sale of those mutual funds. This Revenue Sharing information is current as of the date of this brochure and is subject to change at our discretion. Updated and current Revenue Sharing arrangements are available at www.stifel.com.

To the extent that we have a Revenue Sharing arrangement with a private fund in which Client assets will be invested, the Client will typically receive, at or prior to the time the investment is made, disclosures relating to the Revenue Sharing fees that Stifel will receive in respect of the investment, including whether or not such Revenue Sharing fees will otherwise reduce the Advisory fee to which Stifel is entitled. Clients should consider such arrangements in determining whether to implement a Financial Advisor's recommendations relating to private funds.

Interest and Similar Fees

As set forth in more detail under the section "Cash Sweep Program" below, we retain a portion of the fees that we receive from participating banks in our Cash Sweep Program. In addition, to the extent that a Client uses margin in connection with an Advisory account, we charge interest

with respect to the amount borrowed by such Client through the margin arrangement. ***We do not reduce our fees by the value of any interest or similar payments that we receive from Clients in this regard.*** The portion that we retain with respect to the Cash Sweep Program is intended to reimburse for the costs that we incur in connection with such Cash Sweep Program. However, from time to time, we 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 we charge the interest charged 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. Each Client is strongly advised to carefully review the impact (including the long-term effects) that each of these practices will have on his or her overall account.

Training and Education Expense Contributions

Mutual fund companies may subsidize a portion of the cost of training and achievement seminars offered to our Financial Advisors through specialized firm-wide programs and consulting training forums. These seminars are designed to provide education and training to Financial Advisors who regularly solicit Clients to participate in a particular mutual fund platform. The subsidies may vary among mutual fund companies, and no mutual fund company is required to participate in the seminars or to contribute to the costs of the seminars in order to have their funds distributed through our platform. Financial Advisors do not receive a portion of these payments.

Unit Investment Trust ("UIT") Fees and Compensation

Clients should consider all risks and charges prior to any UIT transaction. Clients who own UITs may incur certain internal expenses charged directly by the UIT. These expenses are separate and in addition to fees charged for Advisory services. Internal expenses are described in each UIT prospectus. The prospectus contains important information about the UIT being offered and should be reviewed carefully before investing. UITs are sold by prospectus only. Most UIT sponsors make additional payments to firms, including our firm, for selling their UITs. These payments are typically calculated as a percentage of the total volume of sales of the sponsor's UITs made by the firm in a brokerage capacity during the UIT's initial offering period. That percentage typically increases as higher sales volume levels are achieved. Detailed descriptions of the terms of these additional payment programs are provided in each UIT's prospectus. UIT sponsors may also pay Stifel fixed amounts for marketing, promotional, or related expenses intended to result in additional sales of a sponsor's products, or to defray a portion of the costs incurred to facilitate UIT sales, such as the costs of developing or purchasing UIT trading systems. Payment rates and total payment amounts vary from sponsor to sponsor. These payments are made by the UIT sponsor and not out of UIT assets. These amounts are not paid to Financial Advisor or branch offices.

Exchange Traded Fund ("ETF") Fees and Compensation

Clients should consider all risks and charges prior to any ETF transaction. Clients who own ETFs may incur certain internal expenses charged directly by the ETF. These expenses are separate and in addition to fees charged for Advisory services. Internal expenses are described in each ETF prospectus. The prospectus contains important information about the ETF being offered and should be reviewed carefully before investing. ETFs are sold by prospectus only.

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.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Stifel does not charge performance-based fees.

TYPES OF CLIENTS

Please refer to the Advisory Business section for a description of the types of clients to whom we generally provide investment advice. Please refer to the program descriptions for requirements, such as minimum account size, for opening or maintaining an account.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

In general, our Advisory services combine strategic asset allocation and disciplined rebalancing to grow and/or preserve principal. Our personnel generally design Clients' portfolios with a long-term perspective, and periodically rebalance the portfolios to manage risk.

In determining the appropriate allocations and/or investments for our Client accounts, our Financial Advisors 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, our personnel also use research provided by our 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 personnel 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. We also use computer technology in our investment analysis and to create asset allocation recommendations.

Risk of Loss

Our personnel make a number of assumptions during the Advisory process, including when determining an appropriate asset allocation for each Client and/or recommending investments or outside managers. These assumptions may be wrong, and as a result, a Client's projected returns may be less than we anticipated.

Our personnel recommend a wide array of investments. Each investment that we recommend will be subject to general market risk, which is the risk that the security's value will decline because of downturns in the general securities markets. The following additional risks may also be applicable to our recommendations:

Investment Company Securities Risks: A number of Portfolios covered in this Brochure are heavily invested in mutual funds. In addition,

Advisory accounts may invest in other investment companies, including ETFs, UITs, and/or closed-end funds. Each fund in a 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).

ETFs 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.

The performance of funds (and, therefore, the realized return) will also depend on other factors, including the success of each fund manager's style and investment strategy. Each Client that invests in a fund will also bear a proportionate share of any fees and expenses charged by the fund – higher than expected expenses will reduce a client's realized returns. Each Client should review the prospectus and consider the ETF's investment objectives, risks, charges, and expenses carefully before investing.

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 risks. Some foreign securities also may be subject to taxes and other charges imposed by the issuer's country of residence or citizenship. As set forth 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.

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 risk measures a debt security's price sensitivity to interest rate changes. 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. 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. In general, each Client is urged to carefully consider the risks associated with the specific type of debt securities in which a Portfolio or a Financial Advisor intends to invest prior to selecting such portfolio and/or accepting a recommendation.

Derivatives Risks: A number of Portfolios covered in this Brochure may engage in derivative transactions, including, but not limited to, options and futures, for any purpose consistent with the Portfolio 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 Portfolio may also use derivative instruments to obtain market exposure (that is, for speculative purposes rather than hedging). A Portfolio 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. Portfolios 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, managed futures, 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). The use of derivative instruments involves multiple risks, including counterparty risk (i.e., the risk that the institution on the other side of their trade will default), as well as the risk that the instrument may not work as intended due to unanticipated developments in market conditions. 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. Each Client should carefully review the product's offering document to understand the applicable risks.

DISCIPLINARY INFORMATION

1. On September 28, 2012, Stifel entered into a Letter of Acceptance, Waiver, and Consent with FINRA to settle allegations that the firm failed to report Trade Reporting and Compliance Engine (TRACE) 29451 transactions in TRACE-eligible debt securities within 15 minutes of the time of execution, in violation of FINRA Rule 6730(A) and Rule 2010. While not admitting or denying the allegations, the firm agreed to pay a fine of \$5,000.

2. On March 26, 2012, Stifel entered into a Letter of Acceptance, Waiver, and Consent with FINRA to settle allegations that the firm failed to adequately supervise a former Missouri agent who sold unregistered securities, and failed to detect or respond adequately to warning signs and/or evidence that should have alerted the firm to the agent's misconduct. Stifel neither admitted nor denied FINRA's findings. The firm consented to findings, a censure, and agreed to pay a regulatory fine of \$350,000 and restitution in an amount not to exceed \$250,000 plus interest to customers affected by the agent's misconduct (subject to various other procedural requirements).

3. On January 24, 2012, Stifel entered into a consent order with the Missouri Securities Division to settle allegations that the firm failed to supervise a former Missouri agent who sold unregistered securities, failed to disclose material facts, made material misstatements, and who engaged in an act, practice or course of business that operated as a fraud or deceit. The Division further found that Stifel failed to make, maintain, and preserve records as required under the Securities and Exchange Act and Stifel's written supervisory procedures. Stifel neither admitted nor denied the Division's findings. The firm consented to findings, a censure, and agreed to pay \$531,385 in restitution and interest to investors, \$500,000 to the Missouri Secretary of State's Investor Education and Protection Fund, and \$70,000 as costs of the Division's investigation. In addition, Stifel is required to retain an outside consultant to review and report to Stifel concerning certain of the firm's policies and procedures. The report will be made available to the Division.

4. In 2009, 2010, and 2011 Stifel entered into consent agreements with a number of state regulatory authorities regarding the sale of securities commonly known as "Auction Rate Securities" (ARS). The state regulatory authorities claimed that Stifel failed to reasonably supervise the sales of ARS by failing to provide sufficient information and training to its registered representatives and sales and marketing staff regarding ARS and the mechanics of the auction process applicable to ARS. As part of some or all of the consent agreements, Stifel agreed to pay various levels of fines to the states, to accept the regulator's censure, to cease and desist from violating securities laws and regulations, to retain at Stifel's expense a consultant to review the firm's supervisory and compliance policies and procedures relating to product review of nonconventional investments, and/or repurchase certain auction rate securities from the firm's clients. The states with which Stifel entered into agreements of consent and the amounts of the fines paid to the respective states are:

<u>STATE</u>	<u>DATE RESOLVED</u>	<u>FINE PAID</u>
VIRGINIA	09/18/09	\$ 17,500.00
MISSOURI	01/22/10	\$ 250,000.00

WASHINGTON	04/26/10	\$ 1,512.29
VERMONT	04/22/10	\$ 1,116.04
SOUTH DAKOTA	04/19/10	\$ 1,050.00
IOWA	04/19/10	\$ 2,172.71
CALIFORNIA	05/05/10	\$ 11,220.45
ALABAMA	05/13/10	\$ 1,050.00
LOUISIANA	05/25/10	\$ 1,116.04
NEBRASKA	05/10/10	\$ 1,248.13
TENNESSEE	06/16/10	\$ 3,889.80
UTAH	06/01/10	\$ 1,116.04
WEST VIRGINIA	06/28/10	\$ 1,050.00
DELAWARE	07/08/10	\$ 1,182.08
OKLAHOMA	07/14/10	\$ 1,050.00
COLORADO	08/24/10	\$ 24,720.67
KANSAS	08/19/10	\$ 13,597.95
RHODE ISLAND	08/10/10	\$ 1,050.00
US VIRGIN ISLANDS	09/14/10	\$ 1,050.00
CONNECTICUT	09/23/10	\$ 8,512.73
MAINE	09/24/10	\$ 1,116.04
MICHIGAN	09/29/10	\$ 35,788.02
ARKANSAS	10/19/10	\$ 1,314.17
NEW JERSEY	10/29/10	\$ 15,381.10
ALASKA	10/27/10	\$ 1,446.25
WISCONSIN	12/08/10	\$ 18,286.93
SOUTH CAROLINA	10/04/10	\$ 1,446.25
OREGON	02/17/11	\$ 2,502.92
MINNESOTA	01/31/11	\$ 5,805.01
NEVADA	02/03/11	\$ 17,164.21
OHIO	04/14/11	\$ 15,645.25
MARYLAND	05/13/11	\$ 16,663.56
FLORIDA	04/23/12	\$ 29,617.71
GEORGIA	05/01/12	\$ 2,040.63
PENNSYLVANIA	08/10/12	\$ 9,450.00
ILLINOIS	08/29/12	\$ 32,619.00

5. On October 27, 2010, Stifel entered into an agreement of acceptance, waiver, and consent with FINRA resolving FINRA's claim that Stifel failed to buy or sell corporate bonds at a price that was fair, taking into account all relevant circumstances; that the firm transmitted reportable order events to the Order Audit Trail System (OATS) that were rejected by OATS for repairable context or syntax errors that went uncorrected by the firm; that the firm incorrectly reported principal trade transactions as "agent" or "riskless principal" trades; and that the firm failed to report correctly the first leg of riskless principal transactions as "principal." While not admitting or denying the allegations, the firm agreed to a regulatory censure and to pay a \$32,500 fine.

6. On September 23, 2010, Stifel entered into an agreement of acceptance, waiver, and consent with FINRA resolving FINRA's claim that, prior to its acquisition by Stifel, Ryan Beck & Co., Inc. had failed to establish an effective supervisory system and written supervisory

procedures reasonably designed to ensure that discounts were correctly applied on eligible unit investment trust (UIT) purchases. FINRA alleged that Ryan Beck failed to identify and appropriately apply sales charge discounts and misstated to certain clients that discounts and breakpoint advantages had been properly applied. While not admitting or denying the allegations, the firm agreed to an undertaking by which the firm would submit to FINRA a proposed plan of how it will identify and compensate customers who qualified for, but did not receive, the applicable UIT sales charges discount. The firm will determine the excess sales charges paid by customers and calculate monies owed, plus interest, and provide FINRA with a schedule of the same and a program of restitution.

7. On March 10, 2010, Stifel agreed to pay a \$133,000 fine to the State of Missouri and disgorgement of customer commissions in the amount of \$78,617 arising out of the State's allegations that the firm failed to reasonably supervise a Missouri-registered agent with regard to transactions in certain securities accounts of three Missouri residents.

8. On April 6, 2009, Stifel entered into an agreement of acceptance, waiver, and consent with FINRA resolving FINRA's claim that the firm had failed to report to NASDAQ Market Center (NMC) last sale reports of transactions in designated securities and failed to report to NMC the second leg of "riskless: principal" transactions. While not admitting or denying the allegations, the firm agreed to pay a fine of \$5,000.

9. On September 18, 2007, Stifel entered into an agreement of acceptance, waiver, and consent with FINRA resolving FINRA's claim that the firm failed to make available a report on the covered orders in National Market Securities (NMS) that it received for execution from any person. While not admitting or denying the allegations, the firm agreed to a regulatory censure and to pay a fine of \$7,500.

10. On September 12, 2007, Stifel entered into an agreement of acceptance, waiver, and consent with FINRA resolving FINRA's claim that the firm failed to report information about the purchase and sale transactions effected in municipal securities to the Real-Time Transaction Reporting System (RTRS) in a manner prescribed by MSRB Rule G-14. While not admitting or denying the allegations, the firm agreed to pay a fine of \$5,000.

11. On August 21, 2007, Stifel entered into an agreement of acceptance, waiver, and consent with FINRA resolving FINRA's claim that the firm had failed to immediately display a limited number of customer limit orders in NASDAQ securities in its public quotation, when such order was equal to or would have improved the firm's bid or offer and the national best bid or offer for such security, and the size of such order represented more than a de minimis change in relation to the size associated with the firm's bid or offer in each such security. While not admitting or denying the allegations, the firm agreed to a regulatory censure and to pay a fine of \$10,000.

12. On June 14, 2007, Stifel entered into an agreement of acceptance, waiver, and consent with NASD resolving NASD's claim that Stifel failed to establish, maintain or enforce a supervisory system and written procedures reasonably designed to prevent and detect late trading. While not admitting or denying the allegations, the firm agreed to a regulatory censure and to pay a \$125,000 fine.

13. On March 7, 2007, Stifel entered into an agreement of acceptance, waiver, and consent with FINRA resolving FINRA's claim that the firm, acting in its capacity as an underwriter of municipal securities, failed to file, or cause to be filed, the required MSRB Rule G-36 forms with MSRB in a timely manner; and that the firm failed to establish and maintain a supervisory system reasonably designed to achieve compliance with the filing requirements of MSRB G-36. While not admitting or denying the allegations, the firm agreed to a regulatory censure and to pay a fine of \$15,000.

14. On October 26, 2006, Stifel entered into a stipulation and consent to penalty with the New York Stock Exchange (NYSE) resolving NYSE's claim that the firm had failed to adhere to principles of good business practice by providing customers' nonpublic personal information to a third-party without first entering into a contractual agreement with the third-party prohibiting the third-party from disclosing or using the information in noncompliance with federal and regulatory rules and regulations; that the firm had failed to preserve and maintain instant messaging communications in the required format for the required retention period; that the firm had failed to establish and maintain appropriate procedures for supervision, control, and review of email communications; that the firm had failed to apply for NYSE approval of affiliated entities that engaged in securities or kindred business that were under common control by firm's parent entity; and that the firm had failed to obtain NYSE approval for one branch manager. The firm agreed to a regulatory censure and to pay a fine of \$100,000.

15. On September 2, 2005, Stifel entered into an agreement of acceptance, waiver, and consent with NASD resolving NASD's claim that the firm acting in its capacity as an underwriter of municipal securities, failed to file, or cause to be filed, the required MSRB Rule G-36 forms with MSRB in a timely manner. While not admitting or denying the allegations, the firm agreed to a regulatory censure and to pay a fine of \$5,000.

16. On January 28, 2005, the firm entered into an agreement of acceptance, waiver, and consent with NASD resolving NASD's claim that from January through March, 2002, the firm failed to immediately display a limited number of customer limit orders in NASDAQ securities in its public quotation, when such order was equal to or would have improved the firm's bid or offer and the national best bid or offer for such security, and the size of such order represented more than a de minimis change in relation to the size associated with the firm's bid or offer in each such security; and that the firm transmitted a limited number of orders to the OATS system that contained improperly formatted, inaccurate or incomplete data, or on some occasions, the correct order receipt time. While not admitting or denying the allegations, the firm agreed to a regulatory censure and to pay a fine of \$20,000.

17. On June 13, 2003, Stifel entered into a stipulation and consent to penalty with NYSE resolving NYSE's claim that the firm had failed to establish and maintain appropriate procedures for supervision and control, including follow-up and review with respect to the activities of the firm's qualifying member on the trading floor of the Exchange; the timely filing of accurate Form U-5AS and Form RE-3S with the NYSE; the failure to prevent one or more employees with inactive registrations from performing duties and functions that required registrations and failing to withhold compensation from such persons during the periods when their registrations were inactive; the failure to approve and review certain employee-related accounts held outside the firm; the failure to obtain NYSE approval for various officers and directors to be allied members; and the failure to submit to the firm's clearing agent accurate account type indicators for certain transactions; the failure to receive all commissions of the firm's floor broker; the failure of the firm to properly accrue commissions received from its floor broker; and the failure to

preserve certain required books and records. The firm agreed to a regulatory censure and to pay a fine of \$50,000.

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 Stifel, 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 using their discretionary authority to purchase Stifel Financial stock for the benefit of a discretionary client account. If a client determines, notwithstanding the foregoing, to require the purchase of Stifel Financial stock in the discretionary account, our firm purchase such securities and may, at our *sole* option, 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 – We have a number of arrangements with our affiliated investment advisers and broker-dealers that are applicable to Clients enrolled in our Programs. As set forth above, our Financial Advisors may use research and/or recommendations from our affiliates, KBW and Choice Financial Partners, Inc. in managing Client accounts. Unless specifically in our Score Program, which is structured to use such research sources, Clients in Programs covered under this Brochure are not charged for any such research. Furthermore, Stifel does not use any such affiliate to execute client trades or otherwise provide services to Client accounts. We also have arrangements with our affiliates, Missouri Valley Partners, Inc. and Timberline Asset Management LLC, to serve as portfolio manager or Investment Manager to a number of accounts offered through our Wrap Brochure. As with all other sub-Advisers, we pay our affiliates out of the Advisory fee that we receive from Clients, typically in the same range as unaffiliated Advisers. We may be deemed to have an incentive to recommend an affiliated Adviser and/or internal or affiliated research sources. 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. We also serve as clearing broker and custodian to accounts sourced by our affiliate, Century Securities Associates, Inc. We receive a share of the fees and/or charges paid by such Century clients in connection with the services provided.

Stifel Trust Company, National Association (NA) – Our affiliate, Stifel Trust Company, N.A., provides personal trust services (including serving as trustee or co-trustee, investment manager, or custodian) for individuals and organizations. From time to time, as trustee or managing agent, Stifel Trust may open an Advisory account with Stifel Nicolaus. In such cases, the fees

charged by our affiliate are structured in a manner that is consistent with applicable fiduciary principles.

Stifel Nicolaus Insurance Agency, Incorporated – As set forth above, 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, in a few states, insurance products are sold through our affiliate, Stifel Nicolaus Insurance Agency, Incorporated. In such cases, the affiliate, and not our firm, will receive customary commission 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.

Limited Partnerships – As discussed in the Executive Summary, our firm and/or affiliates may act as general partner to various investment partnerships in which Advisory Clients may be invested. Clients that invest in any such partnership are required to hold their limited partnership interests in their brokerage accounts. As such, these Clients are not charged Advisory fees with respect to the holdings, but may be charged transaction-specific brokerage commissions. As with other pooled investment vehicles, each such investment partnership charges its own fees and expenses. .

Timberline Small Cap Growth Fund (formerly, TW Small Cap Growth Fund) – From time to time, Client assets may be invested in shares of a mutual fund managed by our affiliate, Timberline Asset Management LLC. Our Financial Advisors may also recommend this fund to non-discretionary clients, or may purchase shares of the fund in a discretionary Client account; provided, however, that the fund shares may not be purchased on behalf of any account that is subject to ERISA. The fund charges its own fees and expenses, including management fees that are paid to our affiliate. Clients should note that Stifel does not reduce its 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, Stifel in its capacity as a broker may offer various products that are connected to its affiliates, such as where an affiliate receives fees relating to such products. These may include, but are not limited to, 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. Such 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 or KBW, 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 Stifel does not reduce its 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 typically is the first bank into which idle cash swept from eligible Client accounts is deposited as part of our Cash Sweep Program discussed in more detail below. In addition, from time to time, Advisory Clients may also have a direct relationship with SB&T through deposit and other bank accounts held with our banking affiliate. Clients with personal deposit accounts with the affiliate other than through the Cash Sweep Program will be responsible for any customary banking fees that are charged with respect to bank deposit accounts.

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. For example, we periodically review our lines of service to identify applicable risks and make appropriate disclosures to Clients (as and when deemed appropriate) in respect of those risks.

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 firm's Investment Advisory Code of Ethics. A copy of the Advisory Code of Ethics is available to any Client upon request. Set forth in the Advisory 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 access to 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 reviews the Code of Ethics annually 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 only. However, from time to time, we may trade with Clients and seek to earn a profit for its own account (known as principal transactions). Such 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. Similarly, discretionary Advisory accounts may not purchase securities sold pursuant to an underwriting in which Stifel is a member of the underwriting syndicate or selling group. In certain limited circumstances, we may allow Advisory Clients in certain Programs to participate in principal transactions to the extent the Client consents, in writing, to the specific transaction within the regulatory required time period. Principal transactions are disclosed as such on trade confirmations sent to Clients after trade execution. From time to time, we may execute agency cross transactions (in which securities are purchased from one Client account and sold to another Client account). We generally allow agency cross transactions only to the extent the securities to be bought and sold are exchange-traded (and certain other prerequisites), and only if the Financial Advisor has made all necessary disclosures to the affected Clients and obtained prior consent. In general, we do not effect cross transactions between Client accounts if the Financial Advisor has recommended the security to both Clients (that is, at least one side of the transaction has to be unsolicited). Each Client should refer to the applicable Client Agreement for more details about whether any of the transactions listed above are allowed in the enrolled program.

Personal Trading

Our written supervisory procedures are designed to detect and prevent the misuse of material, non-public information by

employees. Our firm and affiliates, directors, officers, stockholders, employees, and members of their families may have positions in and, from time to time, buy or sell securities that we recommend to Advisory Clients. Our employees and affiliates may invest in any of our Advisory programs. We prohibit transactions in our proprietary account and the accounts of associated persons in any security that is the subject of a recommendation by our Research department until the recommendation has been disseminated to Clients and a reasonable time has elapsed following the dissemination. Our directors, officers, and employees are prohibited from buying or selling 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 our firm's proprietary account(s) and the accounts of persons who may have access to Advisory recommendations. We emphasize the unrestricted right of the Client to decline to implement any advice rendered. Additionally, under NYSE Rules, Financial Advisors affiliated with Stifel Financial Corp. ("SF") are prohibited from recommending SF securities except on an unsolicited basis.

BROKERAGE PRACTICES

Stifel as Broker-Dealer

Our principal business in terms of revenue and personnel is that of a securities broker-dealer. As a broker-dealer, we provide brokerage services by executing securities transactions per Client instructions. Advice provided to Clients is an integral part of services offered by Financial Advisors when providing brokerage services; therefore, Financial Advisors who are acting in a brokerage capacity may help Clients identify investment goals, create strategies that are reasonably designed to meet those goals, and make suitable buy, hold, and sell recommendations based on risk tolerance and financial circumstances. However, investment decisions are not made on behalf of Clients and fees are not charged for any 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, our firm 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.

Broker - Stifel acts as broker, in an agency capacity, when executing securities transactions on behalf of Clients. When executing agency trades, our firm charges commissions on a per transaction basis to the extent that Client transactions are executed through Stifel.

Dealer - Stifel acts as dealer, in a principal capacity, when executing securities transactions for proprietary accounts. When executing principal transactions, Stifel is operating on the opposite side of Client transactions by using its own inventory to buy securities from or sell securities to Clients. When executing principal transactions, Stifel seeks to earn profits and, therefore, charges mark-ups, mark-downs, or spreads on the prices of securities in addition to regular commissions.

How We Charge For Brokerage Services

Brokerage clients pay commission charges on a per transaction basis for securities execution services in their brokerage accounts. Clients with accounts in the Vantage Program set forth in this Brochure also pay commission charges on a per transaction basis for the Advisory services provided by the Financial Advisor. Clients in all other Programs do not pay any commission to Stifel because Stifel does not provide any brokerage, execution, or custodial services to such Clients.

Execution of Transactions

Transactions for Vantage accounts are executed through Stifel; our Vantage Financial Advisors also are registered agents of Stifel in its capacity as a broker-dealer and, as such, are bound by FINRA regulations which require that such Financial Advisor effect their trades through their employing brokerage firm. Notwithstanding the foregoing, Stifel, as a broker-dealer, periodically conducts a best-execution analysis during which we evaluate the speed and certainty of our execution, price and size improvement, and overall execution quality. Orders for Advisory programs generally are routed for agency execution.

On the execution end, Advisory Client orders generally are treated with the same priority and procedural flow as non-advisory brokerage trades. We generally use automated systems to route and execute orders for the purchase and sale of securities for all Advisory accounts, unless directed by Clients to do otherwise. Orders are routed to an execution center that is believed to provide the best execution. Certain large orders that require special handling may be routed to a market center for execution via telephone. We regularly monitor 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, we monitor the performance of competing market centers and generally route orders to those that consistently complete transactions timely and at a reasonable cost and which guarantee executions at the national best bid or offer. We execute load-waived mutual fund transactions on a fully disclosed basis through National Securities Clearing Corporation ("NSCC"). No-load mutual fund transactions are executed through NSCC or TD Waterhouse Institutional Services. ETF transactions are generally executed through the American, Midwest, or New York Stock Exchange. Whenever possible, orders are routed to market centers that offer opportunities for price improvement through automated systems.

Aggregation of Trades in Advisory Portfolios

We may aggregate orders for the same security for the Accounts of several Clients in the Vantage Program into a single transaction (a "block trade") in order to seek a more advantageous trade price. We do not block trade in connection with any non-discretionary account, or an account that is not held at Stifel. Block trading generally allows us to execute equity trades in a timely, equitable manner. 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, generally pro rata. However, from time to time, allocations may be made randomly by some other equitable procedure where (for example) pro rata allocation

would result in undesirable position sizes, would affect account portfolio weightings, or otherwise as a result of applicable investment restrictions, client tax status, client cash positions, or other client preferences. In any case, Clients may pay higher or lower prices for securities than may otherwise have been obtained.

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. At this time, our firm has determined not to direct order flow for Advisory accounts to specific destinations in exchange for payment. Orders may be routed to electronic communication networks ("ECNs") or similar enterprises in which our firm 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 Stifel for such arrangements, but our firm does receive cash payments from certain market centers in exchange for routing orders.

Trade Error Correction

It is Stifel's policy that if there is a trade error for which Stifel 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 as 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, the gain may be retained by Stifel.

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

Research and Other Soft Dollar Benefits

As set forth above, our Financial Advisors and Clients have access to research published by Stifel's research analysts ("Stifel Research"), as the primary source of research. As a result, subject to certain exceptions, we expect all Financial Advisors and other product areas to incorporate insights and economic perspectives of Stifel Research, where appropriate, into their products and services. ***As a result, Clients should be aware that we may have conflicts of interest in connection with recommendations made based on Stifel Research.*** 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 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. Our firm generally pays for independent third-party research. However, our firm 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 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.

Brokerage for Client Referrals

Our firm may be compensated by Independent Advisers for Client referrals to such Independent Advisers. The compensation that we receive is based on a percentage of the total fees paid by each Client to the Independent Adviser for the period of time each Client remains with the Independent Adviser. Independent Advisers may open brokerage accounts for clients not introduced by Stifel and elect to use our firm for trade execution and/or custodial services. By providing such services, our firm and our Financial Advisors act in a brokerage capacity and may receive brokerage compensation. Our Financial Advisors may have an incentive to recommend Affiliated Advisers over Independent Advisers as the receipt of additional revenues may have a positive impact on the firm.

Margin

Clients may choose to employ margin strategies in eligible non-retirement, non-custodial accounts. This use of leverage, or investing with borrowed funds, is generally not recommended or permitted in Advisory programs; however, may be approved on an exception basis when requested specifically by individual Clients, or for use in specialized strategies. Employing margin strategies in Advisory accounts is a more aggressive, higher risk approach to pursuing investment objectives. Clients should carefully consider whether the additional risks are affordable prior to employing margin strategies due to the potential to experience significantly greater losses than if not employing margin strategies. The risks associated with investing, as well as costs, may be increased when employing margin strategies, and depending upon the return achieved, may make investment objectives more difficult to realize. Clients pay interest to us on the outstanding loan balance of their original margin loan. Fees are calculated as a percentage of assets under management;

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 fee.** The decision to leverage Advisory accounts is the sole decision of Clients and should only be made if 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. Specifically, 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 may 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. Certain eligibility requirements must be met and documentation must be completed prior to using leverage in Advisory accounts. Specifically, Clients are required to execute separate margin agreements.

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, Stifel Bank & Trust (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. 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. ***Neither Stifel nor our Financial Advisors provide legal or tax advice. Clients should consult legal counsel and tax advisors before using borrowed funds as collateral for loans. Neither Stifel nor our affiliates act as investment adviser with respect to the liquidation of securities held in Advisory accounts to meet margin calls or Credit Line Loan demands, and as creditors, Stifel and such 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.***

Execution and/or Custody through Unaffiliated Firms (Directed Brokerage)

Clients in certain of the programs covered in this Brochure may select their own independent qualified custodian, who generally also acts as executing broker for transactions in the Client's account(s). Neither our firm nor our Financial Advisors will recommend that Clients use any specific third-party custodian. Rather, each Client that determines to use an independent custodian must make that decision. Clients that direct brokerage to a particular independent broker should note that we may be unable to achieve the most favorable execution of transactions for the account, and that this practice may result in higher costs to the Client. Fees for Advisory services are not covered, and if warranted, Clients are responsible for brokerage commissions, mark-ups, mark-downs, and/or other costs associated with transactions effected through or with unaffiliated broker-dealers. Additionally, our Advisory fees do not include, and Clients are solely responsible for, custodial services provided by other financial institutions. Clients also are responsible for interest on debit account balances, the entire public offering price including underwriting commissions or discounts on securities purchased from underwriters or dealers involved in distribution of securities, exchange fees, regulatory fees, transfer taxes (including any foreign transaction taxes), and other fees required by law.

We do not assess the reasonableness of commissions and other charges assessed by third-party brokers mandated by the Client. When securities can be traded in more than one marketplace, Client's independent custodian or clearing firm will generally use its discretion in selecting the market in which such orders are entered. Each affected Client should be aware that the clearing firm may receive remuneration, compensation or other consideration for directing orders to particular broker-dealers or market centers for execution (i.e., payment for order flow) and that Stifel generally does not participate in such arrangements.

CASH SWEEP PROGRAM

Effective as of September 13, 2012, we have made important changes to the automatic deposit – or "sweep" – feature for available cash balances in certain Advisory account(s), as discussed in more detail below. Under the new feature, 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 will be deposited through Stifel's Insured Bank Deposit Program (the "Cash Sweep 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 our website at www.stifel.com or obtained from your Financial Advisor. Our affiliated bank, Stifel Bank & Trust ("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 Securities Investor Program Corporation ("SIPC"). Under the Cash Sweep Program, funds will be swept into deposit accounts at up to 10 or more participating banks and, upon deposit, will 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 Cash Sweep Program applies to accounts whose underlying assets are held at Stifel and, therefore, affects the Vantage Program, which is covered in this Brochure. It also affects the following other Programs which are covered in our Wrap Fee Program Brochure: Score, Opportunity, IMC, Solutions, Fundamentals, Horizon, Unison, and Spectrum.

Excluded Accounts – The new sweep feature is available for all types of Advisory accounts in the 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).

Interest Rate Earned on Deposit Accounts in the Cash Sweep Program

The interest rate earned on deposit accounts in the Cash Sweep Program will depend on, among other things, the amount of cash held in the deposit account(s). All deposit accounts held at any of the participating banks in the Cash Sweep Program will utilize the same interest rate tiers and will receive the same rate of interest.

The annual percentage yields (“APY”) for the corresponding interest rate tiers described below are as of August 17, 2012. Current rates, *which may change daily*, and additional information is available at www.stifel.com under the Section Important Disclosures / Money Market Disclosure.

TIER	HOUSEHOLD BALANCE	APY
1	\$0 TO \$99,999	0.01%
2	\$100,000 TO \$499,999	0.01%
3	\$500,000 TO \$999,999	0.01%
4	\$1,000,000 OR MORE	0.03%

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 will be eligible to be linked for Household Balance purposes. In general, Clients with greater Household Balances will receive a higher interest rate than Clients with lower Household Balances. We will determine each Client’s Household Balance each month. The previous month’s Household Balance will determine a Client’s eligibility for a particular interest rate tier. *Advisory accounts opened intra-month will initially be assigned an interest rate tier 3 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 – We periodically negotiate 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 then pays a portion of the fee that it receives from the banks to the independent administrator of the Cash Sweep Program for its services, and retains a portion as reimbursement for other costs associated with offering the Cash Sweep 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 our agreement with the participating banks with respect to the amount of fee that each bank will pay, and then by the portion that we retain as our fees (including the amount that we pay to the administrator), *our fees will partially impact the interest rate that Clients will earn on deposit accounts in the Cash Sweep Program.* As set forth above, the portion of the fee that we retain is intended to reimburse us for the costs that we incur in connection with offering the Cash Sweep Program. However, from time to time, we may receive more or less than the actual costs that we incur with respect to the Cash Sweep Program.

Participation in the Cash Sweep Program will not affect Client’s Advisory Fees – The amounts that we retain in connection with the Cash Sweep 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 Cash Sweep Program.

Benefits to Stifel Financial Advisors. Under the Cash Sweep Program as currently structured, Financial Advisors *may* be entitled to receive a portion of the fee paid to us by the participating banks. However, our Financial Advisors do not currently share in any of the fees received in connection with the Program.

Benefits to Stifel Bank & Trust. The Cash Sweep Program also provides financial benefits to our affiliate, SB&T, a participating bank and typically the first bank to which deposits from Advisory accounts are swept. 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 Cash Sweep Program due to the fees that we (including our Financial Advisors) receive 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 Cash Sweep 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 Cash Sweep Program. Stifel acts as the Client’s agent in establishing the 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 maintained by Stifel as the 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 deposits 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 Cash Sweep 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 he or she has with the Banks to determine the extent of FDIC deposit insurance coverage available to him or her.**
- *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, such investments are not bank deposits, are not FDIC-insured, are not bank-guaranteed, and may therefore lose value.
- *Funds Remaining in 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 Cash Sweep Program as a Sweep Investment (“Opting Out”)

We offer a sweep feature as a service to our Advisory Clients. We may change or discontinue the Cash Sweep Program or specific sweep options at any time, and those changes may not necessarily benefit Clients.

Clients that wish to “opt out” of the Cash Sweep Program may select a tax-exempt money fund as their sweep option. Available tax exempt funds are listed in the table below. 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 under the Section Important Disclosures / Money Market Disclosure. Clients should read each tax-exempt money fund’s prospectus carefully. We will not charge Clients that elect to opt out of the Cash Sweep Program any additional fees for opting out.

AVAILABLE TAX-EXEMPT MONEY FUNDS

DREYFUS GENERAL MUNICIPAL MONEY MARKET CLASS B

DREYFUS GENERAL CALIFORNIA MUNICIPAL MONEY MARKET FUND CLASS B

DREYFUS GENERAL NEW YORK MUNICIPAL MONEY MARKET FUND CLASS B

DREYFUS MASSACHUSETTS MUNICIPAL MONEY MARKET FUND

DREYFUS NEW JERSEY MUNICIPAL MONEY MARKET FUND, INC.

DREYFUS PENNSYLVANIA MUNICIPAL MONEY MARKET FUND

Clients that elect to opt out of the Cash Sweep Program should understand that, unlike deposit accounts in the Cash Sweep 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.

Please contact a Financial Advisor for further details and additional information, including how to obtain a prospectus, for any of the available money funds.

REVIEW OF ACCOUNTS

Account Review

Accounts are reviewed by members of Stifel personnel upon account opening. Thereafter, Financial Advisors perform account reviews regularly.

Portfolio Performance

Clients with accounts held at Stifel typically receive quarterly analyses of their portfolio performance relative to comparable market indices. Performance information is verified by our Consulting Services Operations staff by reviewing the performance results for consistency among similar sectors and identifying any unusual variations or inaccuracies. Quarterly performance reports typically include analyses of prevailing market conditions for the previous fiscal quarter prepared by our firm or other Adviser. Independent and Affiliated Advisers may also provide quarterly performance reports directly to Clients.

With very limited exceptions, Stifel generally does not provide performance reports for accounts in the Summit or Guidepost programs.

Transaction Statements

Clients with accounts where Stifel is custodian will receive monthly 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 with independent custodians will receive their statements directly from their third-party custodians.

Realized Gain/Loss Summary

As custodian, Stifel provides annual listings of all closed transactions in their accounts during each calendar year, as well as the offsetting cost of each transaction providing realized gains/losses for each closing transaction.

Year-End Tax Report

As custodian, Stifel provides comprehensive 1099 statements by February 15 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

Discretionary accounts trading through Stifel 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.

Mutual Fund Prospectus

Clients receive a current prospectus for each mutual fund, ETF, and UIT purchased.

CLIENT REFERRALS AND OTHER COMPENSATION

Stifel Alliance Program

Under the Stifel Alliance Program ("Alliance"), we may directly or indirectly compensate individuals or companies for Client referrals by sharing a portion of the fees charged by our firm. We and/or our associated persons may pay for registration costs (if any) relating to the solicitor for Advisory Client referrals. As a result, such solicitors may have incentive to refer Clients to Stifel over other firms. We have policies and procedures to ensure 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.

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 Stifel has a referral arrangement over those with no such arrangement. Clients should refer to their Financial Advisor's supplement for a discussion of the referral arrangements (if any) applicable to such Financial Advisor.

In general, we require that applicable arrangements comply with regulatory requirements applicable to soliciting arrangements, 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 generally do not have solicitation arrangements with Affiliated Advisers. However, Financial Advisors may nevertheless 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.

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 invest; Clients should refer to the section "Fees and Compensation" above for a more detailed discussion about such other payments. 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

Our firm maintains physical custody of Advisory Client assets in the Vantage program covered in this Brochure, and provides all required reports directly to the Client. We have adopted policies and procedures that are designed to mitigate risks involved with being a custodial firm to ensure that each such client's assets are protected. Among other things, Client accounts undergo an annual surprise audit by an independent registered accounting firm, which audit is designed to verify the clients' assets. Each applicable year, the auditor will file a report with the Securities and Exchange Commission attesting to, among other things, our firm's compliance with regulatory requirements.

As set forth above under "BROKERAGE PRACTICES - Execution and/or Custody Through Unaffiliated Firms," Clients in certain programs offered through this Brochure may elect to have their assets maintained by an independent qualified custodian.

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 voluntary corporate actions, proxy voting, selection of securities, as well as the number of shares to buy or sell. 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 by our personnel. 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 account and/or portfolio management services on a discretionary basis may appoint Stifel to vote proxies on their behalf. Clients may change their proxy voting election at any time upon written notice to us. In voting proxies, we have 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, we have adopted policies and procedures to govern the proxy voting process. Our policies provide that, in general, we will vote with management on routine issues, and will vote non-routine issues in a manner calculated to maximize shareholder value. We have 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 interests and the interests of our Clients, we 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 our Proxy Voting Policies and Procedures at any time, including a record of the proxies voted in respect of their account.

We do not 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. Our personnel generally do not provide any form of assistance in the proxy voting process.

FINANCIAL INFORMATION

Stifel does 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 Stifel to the Plan

As set forth above in the section "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 advisory services, investment management services, trading services, and/or custody services, as well as participant education and guidance.

Discretionary Investment Management Services - We offer and provide discretionary ERISA fiduciary investment advisory services through the Vantage Program covered in this Brochure. Discretionary investment management services through this Program are provided directly through a Stifel Financial Advisor. Each Plan Client should review the Program description as set forth in the section "Services, Fees and Compensation" above in this Brochure.

Non-Discretionary Advisory Services - We also offer and provide non-discretionary ERISA fiduciary and investment advisory services through our Summit Program which is covered in this Brochure. Non-discretionary investment advisory services for this Program are also provided through a Financial Advisor as our registered representative and investment advisory representative. More detailed information about the Summit Program is provided in the section "Services, Fees and Compensation" of this Brochure.

General Description of Compensation Paid to Stifel

Stifel Nicolaus accepts direct compensation in the form of fees paid pursuant to the Advisory agreement entered into with the Plan at the opening of your account. 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 the error had not occurred. As a result, to the extent a trade error results in a gain, Stifel 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.