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**UBS INSTITUTIONAL CONSULTING PROGRAM
OUTSOURCED CHIEF INVESTMENT OFFICER PROGRAM**

This wrap fee program brochure provides information about the qualifications and business practices of UBS Financial Services Inc., the UBS Institutional Consulting and Outsourced Chief Investment Officer Programs that you should consider before becoming a client of either program.

If you have any questions about the content of this brochure, please contact us at 888-526-7454. 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 UBS Financial Services Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Please note that registration as an investment adviser does not imply a certain level of skill or training.

This Form ADV Disclosure Brochure applies to both wrap and non-wrap fee advisory accounts in the Institutional Consulting Program and wrap accounts in the Outsourced Chief Investment Officer Program at UBS Financial Services Inc. Annually we will provide you with a copy of our updated Form ADV Disclosure Brochure or a summary of material changes from the brochure previously provided to you.

Please retain these documents for future reference as they contain important information if you decide to add services or open new advisory accounts with our Firm.

Our Client Relationship Agreement, Disclosure booklet and other related documents are available at ubs.com/accountdisclosures or by calling your Financial Advisor. You may obtain a copy of the current Form ADV Disclosure at any time by contacting your Financial Advisor.

ITEM 2. MATERIAL CHANGES

This section describes the material changes to our UBS Institutional Consulting Services Program since the last amendment of our Form ADV on October 19, 2016.

Item 4 (Fees and Compensation), Section D (Compensation to Financial Advisors Who Recommend Advisory Services Described in this Brochure)

This section has been revised to include a description of the 2017 Financial Advisor Compensation Plan. Material changes from the prior plan include:

- Cash compensation consists of two components, a guaranteed monthly minimum draw required by applicable law and production payout if it exceeds the monthly minimum draw; the standard payout rate (or Grid rate) is now 28% to 50%.
- Team members may qualify for a higher grid rate (but not above the established schedule) than they would receive as an individual.
- New Financial Advisor compensation combines base compensation, production payout and potential awards; there is a minimum grid rate of 45% and asset based fee programs are no longer paid a different grid rate.
- Two Strategic Objective Awards are available to Financial Advisors and the top award rates have increased. Financial Advisors in the Institutional Consulting and Retirement Plan Consulting Services ("RPCS") programs may qualify for an additional 1% with regard to the net new assets award based upon the number of net new qualified contracts in the IC, RPCS, or OCIO program.
- Given changes to our Financial Advisor compensation, including the discontinuation of a previously available Institutional and Retirement Plan Consulting award, some Financial Advisors in the Institutional and Retirement Plan Consulting program will be eligible for a transition award in 2017.

We reserve the right, at our discretion and without prior notice, to change the methods by which we compensate our Financial Advisors and employees, including reducing and/or denying production payout and/or awards at our discretion for any reason.

Additional Sources of Compensation in Connection with Investments in Advisory Accounts (Item 11.A.2)

NextShares. In July 2016, UBS entered into an agreement with NextShares Solutions, a wholly owned subsidiary of Eaton Vance Corp., to offer NextShares funds in 2017.

NextShares are an exchange-traded product sharing some characteristics of both mutual funds and exchange-traded funds ("ETFs"). As part of the agreement to develop and launch the product at UBS, Eaton Vance is funding the technology development, which is a revenue sharing payment from Eaton Vance to UBS. It is expected that, upon the launch of NextShares, UBS will enter into a separate revenue sharing agreements with NextShares sponsors that would provide for asset-based revenue sharing payments, and that such payments would be in addition to the technology and development payment described above. These revenue-sharing payments are to be made by NextShares sponsors and not out of the funds' assets, and are not paid to the Financial Advisors or branch offices.

In addition to the revenue sharing payments described above, UBS will also receive non-cash compensation from Eaton Vance in the form of training and education support at a value of up to \$1,500,000 per year. The revenue sharing and non-cash compensation payments are made to UBS or to independent resources and consultants over no fewer than five years, and will be capped at \$9,750,000 combined.

Disciplinary History (Item 9)

Please see Item 9 for updated firm disciplinary information.

ITEM 3.TABLE OF CONTENTS

ITEM 2. MATERIAL CHANGES	2
ITEM 3.TABLE OF CONTENTS	3
ABOUT UBS FINANCIAL SERVICES INC.	8
ITEM 4. SERVICES, FEES AND COMPENSATION	11
A. About Our Advisory Services	11
B. ADVISORY PROGRAMS; FEE SCHEDULES, MINIMUM INVESTMENTS AND MINIMUM ANNUAL FEES 12	
C. FEES/OTHER CHARGES NOT COVERED BY YOUR PROGRAM FEE.....	14
D. COMPENSATION TO FINANCIAL ADVISORS WHO RECOMMEND ADVISORY SERVICES DESCRIBED IN THIS BROCHURE	16
E. UBS INSTITUTIONAL CONSULTING – DESCRIPTION OF SERVICES	19
(1) Investment Policy Assistance	19
(2) Asset Allocation Studies and Analysis	19
(3) Investment Searches	19
(4) Portfolio Evaluation, Review, Analysis and Reporting	20
(5) Consultant Investment Discretion Services	20
(6) Retirement Plan Consulting for Participant Directed Retirement Plans	21
(7) Additional Consulting	22
(8) Various Other Services	22
F. OUTSOURCED CHIEF INVESTMENT OFFICER PROGRAM	23
G. Limitations of our Advisory Services	27
H. ASSETS UNDER MANAGEMENT.....	28
ITEM 5. ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS.....	29
A. Type of Clients.....	29
B. Requirements for Participation in the IC and OCIO Programs	29
1. ESTABLISHING YOUR ACCOUNT AT UBS	29
Minimum Asset Requirement.....	29
Agreements	29
Custody and Account Documentation	29
Custody 30	
Information Provided	31
Your Responsibilities	31
2. FUNDING YOUR ACCOUNT AT UBS; ELIGIBLE AND INELIGIBLE ASSETS.....	32

3.	INVESTMENT RESTRICTIONS	35
4.	PERFORMANCE REPORTING FOR YOUR ACCOUNT	35
5.	TRADE CONFIRMATIONS AND ACCOUNT STATEMENTS.....	36
6.	PROXY VOTING, CORPORATE ACTIONS AND OTHER RELATED EVENTS	36
7.	ELECTRONIC DELIVERY OF DOCUMENTS	37
8.	CASH BALANCES IN YOUR ADVISORY ACCOUNTS	38
C.	BILLING PRACTICES	40
D.	TRADING, EXECUTION AND CUSTODY PRACTICES APPLICABLE TO IC ACCOUNTS.....	43
E.	CLOSING YOUR ADVISORY ACCOUNTS; TERMINATING YOUR AGREEMENT.....	46
ITEM 6.	PORTFOLIO MANAGEMENT SELECTION AND EVALUATION	47
A.	QUALIFICATIONS OF FINANCIAL ADVISORS WHO PROVIDE CONSULTING SERVICES IN THE INSTITUTIONAL CONSULTING PROGRAM AND OCIO PROGRAM	47
B.	SELECTING AN SMA MANAGER; OUR INVESTMENT MANAGER EVALUATION PROCESS	48
	Limitations on Statistical Analysis	50
C.	PERFORMANCE REVIEWS OF SMA MANAGERS, PORTFOLIO	51
D.	ADVISORY BUSINESS.....	53
	1. CORPORATE STRUCTURE	53
	2. ADVISORY SERVICES	53
	3. HOW WE TAILOR OUR ADVISORY SERVICES	53
	4. PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT.....	54
5.	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.....	54
	A. Our Asset Allocation Analysis and Portfolio Evaluation Services	54
	B. Risks Associated with Eligible Investments in the Institutional Consulting Program and the OCIO Program.....	57
ITEM 7.	CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS	59
ITEM 8.	CLIENT CONTACT WITH PORTFOLIO MANAGERS	60
ITEM 9.	ADDITIONAL INFORMATION.....	60
A.	Executive Officers and Board of Directors	60

B. Disciplinary History	62
ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	67
ITEM 11. INVESTMENT ADVISER CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	68
A. Investment Adviser Code of Ethics	68
B. Participation or Interest in Client Transactions	69
1. Principal transactions and agency cross trades	69
2. Additional Sources of Compensation from SMA Managers or Vendors Whose Products We May Recommend to Our Advisory Clients	71
3. Affiliated Money Market Funds Available as Sweep Vehicles in Advisory Accounts	77
4. Other forms of Compensation from Third Parties	77
5.MARGIN AND LENDING.....	79
ITEM 12. PERSONAL TRADING	81
ITEM 13. REVIEW OF ACCOUNTS	81
ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION.....	82
ITEM 15. FINANCIAL INFORMATION.....	83
ITEM 2. MATERIAL CHANGES	86

References in this brochure to:

- **"Agreement"** means, as relevant, given the context the IC Program Services Agreement or the OCIO Agreement. **"IC Program Services Agreement"** means the UBS Institutional Consulting Services Agreement. **"OCIO Agreement"** means the Consulting and Investment Management Service Agreement for the OCIO Program.
- **"ERISA"** means the Employee Retirement Income Security Act (ERISA) of 1974, as amended.
- **"Account,"** "IC Account," or "Program Account" means an account held at UBS and opened under the IC Program or the OCIO Program.
- **"DC Plan"** or **"DC plan"** means: a defined contribution retirement plan for self-employed individuals, a defined contribution employee benefit plan subject to ERISA, a defined contribution plan for a municipal entity or a nonqualified retirement plan.
- **"DB Plan"** or **"DB plan"** means a defined benefit retirement plan for self-employed individuals, or a defined benefit employee benefit plan subject to ERISA, a defined benefit employee benefit plan for a municipal entity or a nonqualified retirement plan.
- **"Eligible Investments"** means the securities and strategies your Consultant may identify as part of an investment search: investment managers, mutual funds, exchange traded funds, exchange traded notes, collective trusts, stable value funds, alternative investments and other investments as agreed and those that may be held in IC Accounts.
- **"Eligible Funding Securities"** means the securities that may be used to fund your initial OCIO Accounts. These consist of mutual funds, money market funds, exchange traded funds, common stocks listed on a U.S. exchange, U.S. fixed income securities and preferred stocks where a liquid market for trading exists.
- **"Consultant"** means, depending on your Program selection, your UBS Institutional Consulting Services Financial Advisor or your OCIO Program Financial Advisor.
- **"IC Account"** means an account opened at UBS under the IC program where the client custodies their Eligible Investments. All-inclusive wrap fee pricing covering investment advice, custody, trading and execution costs, and performance reporting is only available when the client opens an IC Wrap Account.
- **"IC Consultant"** means your UBS Institutional Consulting Services Financial Advisor.
- **"IC Consultant Investment Discretion Program"** or **"CID"** means the IC Program in which your IC Consultant will make investment decisions, invest, and trade securities on your behalf typically for assets held at UBS, based on your stated goals, without obtaining your consent before selecting or terminating an investment manager or effecting a transaction.
- **"IC Held Away"** means the IC program services are provided to clients who have chosen to custody their assets away from UBS. When a client custodies their assets away, the IC Program Fee, although still based on assets under management, will **not** include custody or investment transaction costs.
- **"IC Program"** means the UBS Institutional Consulting Services Program.
- **"IC Program Fee"** means the fee payable under the IC Program Services Agreement.

- **"IC Wrap"** means the IC program services are provided to clients who have chosen to custody their assets at UBS, in an IC Account.
- **"IPS"** means your Investment Policy Statement.
- **"OCIO Client"** means a client participating in the OCIO Program.
- **"OCIO Program"** means the UBS Outsourced Chief Investment Officer Program where you engage UBS-FS and UBS Asset Management to provide certain consulting and discretionary investment management services to you.
- **"OCIO Program Fee"** means the fee payable under the OCIO Program Agreement.
- **"Plan"** means a DC Plan or a DB Plan.
- **"Programs"** means our investment advisory programs.
- **"SMA Manager"** means the investment managers you selected for the management of your IC Account.
- **"UBS"** and **"UBS-FS"** unless otherwise noted, means UBS Financial Services Inc.
- **"UBS Asset Management"** and **"UBS-AM"** means UBS Asset Management (Americas) Inc., an affiliate of UBS-FS.
- **"You"** and **"your"** refer to the IC Program or OCIO Program client.
- **"We"** or **"us"** unless otherwise noted, refers to UBS Financial Services Inc.

About UBS Financial Services Inc.

UBS Financial Services Inc. ("UBS") is one of the nation's leading securities firms, serving the investment and capital needs of individual, corporate and institutional clients. We are a member of all principal securities and commodities exchanges in the United States including the New York Stock Exchange ("NYSE"). Our parent company, UBS Group AG is a global, integrated investment services firm and one of the world's leading banks. We are registered to act as a broker-dealer, investment adviser, and futures commission merchant.

As a registered investment adviser, we complete a Part I of Form ADV, which contains additional information about our business and our affiliates. This information is publicly available through our filings with the U.S. Securities and Exchange Commission (SEC) at www.adviserinfo.sec.gov.

The information in this brochure is current as of the date of this document and is subject to change at our discretion.

Conducting Business with UBS: Investment Advisory and Broker Dealer Services

As a wealth management firm providing services to clients in the United States, we are registered with the U.S. Securities and Exchange Commission (SEC) as a broker-dealer and an investment adviser, offering both investment advisory and brokerage services.¹

Our clients work with their Financial Advisors to determine the services that are most appropriate given their goals and circumstances. Based on the services you request, we can fulfill your wealth management needs in our capacity as an investment adviser, as a broker-dealer, or as both. Most of our Financial Advisors are qualified and licensed to provide both brokerage as well as advisory services depending on the services as you have requested.

In addition, some of our Financial Advisors hold educational credentials, such as the Certified Financial Planner™ (CFP®)² designation. Holding a professional designation typically indicates that the Financial Advisor has completed certain courses or continuing education. However, use of a designation does not change UBS' or the Financial Advisor's obligation with respect to the advisory or brokerage products and services that may be offered to you.

It is important to understand that investment advisory and brokerage services are separate and distinct and each is governed by different laws and separate contracts with you. While there are similarities among the brokerage and advisory services we provide, depending on the capacity in which we act, our contractual relationship and legal duties to you under Securities Laws are subject to a number of important differences.

Our services as an Investment Adviser and our Relationship with You

We offer a number of investment advisory programs to clients, acting in our capacity as an investment adviser, including fee-based financial planning, discretionary account management, non-discretionary investment advisory programs, and advice on the selection of investment managers, mutual funds, exchange traded funds and other securities offered through our investment advisory programs.

¹ Examples of our advisory programs and services include our fee-based financial planning services and our ACCESS, Portfolio Management Program, Managed Accounts Consulting, CAP Program, UBS Institutional Consulting, Retirement Plan Consulting Services Program, UBS Strategic Advisor, UBS Strategic Wealth Portfolio, UBS Managed Portfolio Program, Mutual Fund Discretionary Program and PACE programs. Examples of our brokerage accounts include our Resource Management Account® and the International Resource Management Account.

² Certified Financial Planner Board of Standards Inc. owns the certification marks CFP®, Certified Financial Planner™ and federally registered CFP (with flame design) in the U.S., which it awards to individuals who successfully complete CFP Board's initial and ongoing

Generally, when we act as your investment adviser, we will enter into a written agreement with you expressly acknowledging our investment advisory relationship with you and describing our obligations to you. At the beginning of our advisory relationship, we will give you our Form ADV brochure(s) for our advisory program(s) which provides detailed information about, among other things, the advisory services we provide, our fees, our personnel, our other business activities and financial industry affiliations and conflicts between our interests and your interests.

How We Charge for Investment Advisory Services

We may charge for our investment advisory services in any of the following ways:

- A percentage of the amount of assets held in your advisory account
- A flat annual fee

- Periodic fees
- Advisory financial planning services are available for a fee

Your Financial Advisor will receive a portion of the fees you pay us.

Our Fiduciary Responsibilities as an Investment Adviser

When you participate in one of our investment advisory programs, we are considered to have a fiduciary relationship with you.³ The fiduciary standards are established under the Investment Advisers Act of 1940 and state laws, where applicable, and include:

- Responsibilities to disclose to you all material conflicts between our interests and your interests.
- If we or our affiliates receive additional compensation from you or a third-party as a result of our relationship with you, we must disclose that to you.
- Obtaining your informed consent before engaging in transactions with you for our own account ("principal trading") or for an affiliate or another client
- when we act in an advisory capacity.
- Treating you and our other advisory clients fairly and equitably and not unfairly advantaging one client to the disadvantage of another.
- The investment decisions or recommendations we make for you must be suitable and appropriate for you and consistent with your investment objectives and goals and any restrictions you have placed on us.
- Acting in what we reasonably believe to be your best interests and in the event of a conflict of interest, we must place your interests before our own.

Termination of your advisory account will end our investment advisory fiduciary relationship with you as it pertains to the terminated account or services and, depending on the terms of your investment advisory agreement with us, will cause your account to be converted to, and designated as, a brokerage account only.

Our Services as a Broker-Dealer and Our Relationship With You

As a full-service broker-dealer, our services are not limited to taking customer orders and executing securities transactions. As a broker-dealer, we provide a variety of services relating to investments in securities, including providing investment research, executing trades and providing custody services. We also make recommendations to our brokerage clients about whether to buy, sell or hold securities. We consider these recommendations to be part of our brokerage account services and do not charge a

³ Fiduciary status under the Investment Advisers Act is different from fiduciary status under ERISA or the Internal Revenue Code. While in our investment advisory programs we act as a fiduciary under the Investment Advisers Act, we do not act as a fiduciary under ERISA or the Internal Revenue Code unless we expressly agree to do so in writing.

separate fee for this advice. Our recommendations must be suitable for each client, in light of the client's particular financial circumstances, goals and tolerance for risk.

Our Financial Advisors can assist clients in identifying overall investment needs and goals and creating investment strategies that are designed to pursue those investment goals. The advice and services we provide to our clients with respect to their brokerage accounts is an integral part of our services offered as a broker-dealer.

In our capacity as broker-dealer, we do not make investment decisions for clients or manage their accounts on a discretionary basis. Instead, we will only buy or sell securities for brokerage clients based on specific directions from you.

How We Charge for Brokerage Services

If you choose to establish a brokerage account with us, you may elect to:

- Pay us for our brokerage services each time we execute a transaction for your account in a Resource Management Account (RMA). If you choose to pay on a transaction-by-transaction basis, we can act as either your agent or "broker," or as a "dealer."
- When acting as your agent or broker, we will charge a commission to you each time we buy or sell a security for you.
- When acting as a "dealer," we act as a principal for our own account on the other side of a transaction from you. Using our own inventory, we will buy a security from or sell a security to you, and seek to make a profit on the trade by charging you a "mark up," "mark-down" or "spread" on the price of the security in addition to the commissions you pay on these transactions.

We pay our Financial Advisors a portion of commissions, profits on principal trades, and other charges.

Our Responsibilities to You as a Broker-Dealer

As a broker-dealer we are subject to the following:

- The Securities Exchange Act of 1934
- The Securities Act of 1933
- The rules of self-regulatory organizations such as the Financial Industry Regulatory authority (FINRA)
- The rules of the New York Stock Exchange
- State laws, where applicable

These laws and regulatory agencies have established certain standards for broker-dealers which include:

- A duty to deal fairly with you. Consistent with our duty of fairness, we must ensure that the prices you receive when we execute transactions for you are reasonable and fair in light of prevailing market conditions and that the commissions and other fees we charge you are not excessive.
- We must have a reasonable basis for believing that any securities recommendations we make to you are suitable and appropriate for you, given your individual financial circumstances, needs and goals.
- We are permitted to trade with you for our own account or for an affiliate or another client and may earn a profit on those trades. When we engage in these trades, we disclose the capacity in which we acted on your confirmation, though we are not required to communicate this or obtain your consent in advance, or to inform you of the profit earned on the trades.
- **It is important to note that when we act as your broker-dealer, we are not held to the same legal standards that apply when providing investment advisory services. Our legal obligations to disclose detailed information to you about the nature and scope of our business, personnel, fees, conflicts between our interests and your interests**

and other matters are more limited than when we have a fiduciary relationship with you.

ITEM 4. SERVICES, FEES AND COMPENSATION

This brochure describes the UBS Institutional Consulting Services Program and the Outsourced Chief Investment Officer investment advisory programs. These Programs are fee-based investment advisory programs but wrap-fee or "all inclusive fee" pricing is available only for accounts held at UBS Financial Services Inc. The fee for accounts held away from UBS Financial Services Inc. is an asset based fee but it is not a wrap-fee as it does not include custody or trading costs. Please see "Fees/Other Charges Not Covered by your Program Fee" for additional information.

We will acknowledge our status as a fiduciary for the services provided under each Program under the Investment Advisors Act of 1940. In addition, for retirement plans, we will acknowledge our status as a fiduciary under Section 3(21) of ERISA for the investment advice we provide to the Plan and where discretionary services are offered by UBS Financial Services, we will acknowledge fiduciary status under Section 3(38) of ERISA. For the OCIO Program where UBS Asset Management, our affiliate, provides discretionary services to the Plan, UBS Asset Management will also acknowledge that it is a fiduciary to the Plan under Section 3(21) of ERISA and an investment manager under Section 3(38) of ERISA.

We do not hold ourselves out as specializing in a particular type of advisory service or strategy. Instead, our Programs offer a broad variety of strategies, SMA Managers and asset allocations and features.

A. About Our Advisory Services

These Programs offer wrap fee advisory services for assets held at UBS, which allow you to manage your account in a number of ways:

- You can access the services of SMA investment managers
- You can delegate investment discretion to your IC Consultant or to UBS Asset Management
- You can work with your Consultant in those programs over which you retain investment discretion

IC also provides consulting services to clients who choose to custody their assets away from UBS. Under those circumstances, the consulting services are offered in a non-wrap fee relationship. Please see Item 4, Section E.7, Implementation Options in IC, for additional information.

Generally these Programs are designed for:

- Clients seeking advice on the establishment of a strategic asset allocation and assistance in the development and review of an investment policy statement
- Clients who want to implement a medium to long-term investment plan
- Clients who seek and use the advice and guidance of an investment professional either in their self-directed accounts or by delegating management of their assets to a portfolio manager and/or SMA Manager
- Investors who prefer the consistency of fee-based pricing
- Clients who are looking for investment advice, custody, trading and execution services, and performance reporting in an all-inclusive account instead of accessing those services separately

However, these programs may not be appropriate for clients with the following preferences:

- A short-term investment horizon
- A desire to maintain consistently high levels of cash or money market funds in their accounts
- Clients who want to maintain highly concentrated positions that will not be sold regardless of market conditions

- Investors who anticipate regular periodic or continuous withdrawals from their accounts

While we offer an extensive list of investment options and SMA Managers, the offerings are limited to those approved for sale or recommendation at the firm. We do not offer or recommend every SMA Manager, investment or strategy available in the industry.

There are important differences among these Programs in terms of services, structure and administration, and Program Fees. Please review this brochure carefully as you decide which program is appropriate for your investment needs.

Programs Available at UBS Outside the IC and OCIO Programs

UBS-FS provides portfolio management services in other programs not covered by the IC Agreement or relationship, and in some of those programs our Financial Advisors act as discretionary portfolio managers in the wrap fee programs we sponsor. We receive a wrap fee for those services and share a portion of that fee with Financial Advisors who participate in the wrap programs. Details of the programs are available in our Wrap Fee Disclosure Brochure which is available from your Financial Advisor. Our activities as portfolio manager and sponsor of these other wrap fee programs are separate from our IC and OCIO Program services.

B. Advisory Programs; fee schedules, minimum investments and minimum annual fees

Program Fees

The fee that you pay for the Programs described in this Brochure are negotiable and is generally expressed as a fee based on a percentage of assets under management. For the IC Program, the fee can also be expressed as a flat fee for services, or may be for a specific project or for ongoing services, and it covers the specific services, paid for in the manner agreed to in your IC Program Services Agreement.

In our sole discretion, fees in our Programs may be waived and may differ from client to client based on a number of factors which include, but are not limited to:

- whether we will provide nondiscretionary or discretionary services to you,
- type and size of the institution,
- other eligible relationships,
- the number and type of services selected,
- the scope of the engagement,
- the complexity of the services provided and preferences of the institution,
- the expected frequency with which services may be needed, and
- the nature and amount of client assets involved.

Fees as well as other account requirements may vary as a result of the application of prior policies depending upon when you engaged us to provide advisory services.

Subject to the maximum fee schedules below, in the IC Program, we may customize the fee structure so that some services may be obtained under one payment option and other services under a different option or a combination thereof.

In addition, we reserve the right, in our sole discretion, to institute special pricing features, to waive or discount annual fees, or increase any applicable minimum asset requirements. Individual projects may be provided for a negotiated fee.

With a flat fee option, the agreed upon annual fee is a flat fee and does not change as the value of the assets changes.

IC Program Fees

Our services under the IC Program do not include portfolio management services, except when providing Consultant Investment Discretion services. Flat dollar fees are only a payment option when IC services are provided on a non-discretionary basis and the assets are held away from UBS.

Fee Schedule for the IC Program: Non-Discretionary Services

Assets	Maximum Program Fee
\$0-10 mil	2%
\$10-25 mil	1.50%
\$25-50 mil	1.30%
\$50-100 mil	1.10%
\$100-250 mil	0.90%
\$250-500 mil	0.70%
\$500-1 Billion	0.50%
> \$1 Billion	0.30%

Fee Schedule for the IC Program: Discretionary Services

Assets	Maximum Program Fee
\$10-25 mil	1.80%
\$25-50 mil	1.55%
\$50-100 mil	1.30%
\$100-250 mil	1.05%
\$250-500 mil	0.80%
\$500-1 Billion	0.58%
> \$1 Billion	0.33%

The minimum fee is \$20,000 or 2% of the value of Eligible Investments, whichever is less.

Our fees in the IC Program are negotiable based on the services selected and, if ongoing services are being provided, are expressed as an annual rate. The same fee schedule applies to wrap-fee arrangements (for accounts held at UBS) and asset-based arrangements for accounts held at other financial institutions.

Fee Schedule for the OCIO Program: Foundations, Endowments, & Other Pooled Investments (excluding Pension Funds)

On the first	\$10,000,000	0.60%
On the next	\$20,000,000	0.50%
On the next	\$50,000,000	0.30%
On assets over	\$80,000,000	0.20%

If total asset value is less than \$10,000,000, the minimum program fee is \$60,000

Fee Schedule for the OCIO Program: Pension Funds

On the first	\$10,000,000	0.70%
On the next	\$20,000,000	0.60%
On the next	\$50,000,000	0.35%
On assets over	\$80,000,000	0.25%

If total asset value is less than \$10,000,000, the minimum program fee is \$70,000.

OCIO Program Fees cover the OCIO Program services provided by both UBS-FS and UBS-AM. OCIO Program Fees are normally split equally between UBS-FS and UBS-AM, but UBS-FS and UBS-AM may, from time to time, agree to alter or vary their OCIO Program Fee split.

Similar Services Available at No Charge. Our investment advisory services are separate and distinct from our brokerage services and entail comprehensive, sophisticated or specialized asset allocation studies and analysis and portfolio evaluation and review services as an investment advisory service, for which we charge a separate fee. Depending on the services you select, you may find that components or variations of the individual services described in this Brochure are available to you outside of these Programs for more or less than you would pay in the program. For example, as a brokerage service, Financial Advisors can provide certain asset allocation modeling, mutual fund selection services and basic portfolio analytics to clients either free of charge or for the 12b-1 payments we receive from your mutual funds.

Please discuss our various product offerings, their features and costs with your Financial Advisor for more information on the other available services.

You should consider these factors carefully before participating in these Programs.

Important Considerations of an Asset-Based Fee Option. You may pay more or less in a UBS Financial Services Inc. wrap-fee program than you might otherwise pay if you purchased the services separately. For example, depending on your asset allocation or strategy selection, you may find that the individual components of your strategy or allocation are available to you outside of the Program for more or less than you would pay in the Program. Several factors affect whether your costs are more or less in a wrap fee program, including:

- Size of the portfolio
- Whether we serve as custodian for your account assets
- The types of investments made by the SMA Manager, or Financial Advisor
- Whether such investments carry additional administrative or management fees
- The trading activity in the Account
- Whether your SMA Manager uses our trading and execution capabilities or those of other broker-dealers to execute transactions for your accounts
- The actual costs of the services if purchased separately

You should consider these factors carefully before establishing accounts in the Program. For example, while you may be receiving investment advice and other services from us in the Programs, if your account has little or no trading activity (either through your direction or that of your SMA Manager – for example – for low turn-over fixed income strategies) you should consider whether a wrap fee program continues to be appropriate to your investment needs.

Your Program Fee will not be adjusted for:

- low or no trading activity,
- if your SMA manager chooses to trade away from us,
- if you choose to custody your assets at another financial institution, or
- If you decide not to implement or follow the investment advice we provide to you.
- For custody and trading fees you incur for holding and trading assets away from UBS.

C. Fees/Other Charges not covered by your program fee

You may pay other charges in addition to the wrap fee, some of which may add to the compensation that we receive. Program Fees will not be reduced or offset by these fees. Instead, these additional fees will reduce the overall return of your account. Your Program Fee does not cover:

- Any other services, accounts or products we provide to you outside of the Programs.
- Our expenses in delivering services to you, such as travel expenses (which may be separately billed), as agreed in the Agreement.
- Unless you utilize an IC Account at UBS, the transaction based charges or commissions, account maintenance fees or any other charges you may incur in implementing investment searches performed as part of the Institutional Consulting services.
- Management fees imposed by an investment manager you select or we select on your behalf on a discretionary basis, whether you hold your assets in an IC Account or not.
- **IC Held Away.** If you choose to custody your assets away from UBS, the IC Program Fee does not cover charges for transactions effected through other broker-dealers or custody fees charged by other custodians. If you choose to custody your assets away from UBS, you will not have the option to execute investment transactions at UBS. Therefore, you will incur additional costs if you choose to hold your assets away from UBS.
- **Trade Execution Costs through other Broker Dealers:** The IC Program Fee does not cover commission charges for transactions that your investment manager may effect through other broker-dealers. This is the case if your Account is an IC Account held at UBS or an account held at another financial services institution. These transactions, which are referred to as "step out" trades because your investment manager directs or "steps out" the trade to another broker-dealer, are generally traded from broker to broker and are usually cleared net, without any commissions. However, under certain circumstances, you may be assessed commissions or other trading related costs (for example, mark-ups) by the other broker-dealers executing the step out trades. These trading costs may be embedded into the price of the security allocated to your account. Your investment manager has the option to trade through us or with other financial institutions, in accordance with its best execution obligations to you and to ensure that any additional commissions or mark-ups assessed to you when they decide to step-out trades to other broker-dealers are consistent with their best execution obligations. **If you elect to utilize the IC Account and your investment manager does not execute transactions with UBS, the IC Account may not be an appropriate option if your SMA Manager does not take action to ensure that you do not incur redundant costs.**

IC Commission Accounts: Certain legacy clients have established IC Accounts and pay all or a portion of their Program Fee through mutual fund 12b-1 fees and finders fees ("IC Commission Accounts"). In IC Commission Accounts, these legacy clients use these mutual fund fees as a method of payment of the IC program fee. Any mutual fund fees received in excess of the IC program fee are rebated to the client.

- Custody fees imposed by other financial institutions if you choose to custody your assets at other financial institutions.
- Fees for recordkeeping, trust and plan administration charges.
- Precious metals custody fees imposed by affiliates, or other financial institutions.
- Mark-ups/mark-downs on principal transactions with us, our affiliates or other broker-dealers.
- Internal trust fees.
- Costs relating to trading in and holding of foreign securities (other than commissions otherwise payable to us).
- Internal administrative, management, redemption and performance fees that may be imposed by collective investment vehicles such as open-end and closed-end mutual funds, UITs, hedge funds and other alternative investments, exchange-traded funds or real estate investment trusts.
- Redemption fees for active trading imposed by mutual fund sponsors.

- Other specialized charges, such as transfer taxes, and fees we charge to customers to off-set fees we pay to exchanges and/or regulatory agencies on certain transactions.

Either UBS Financial Services or UBS Credit Corp. will also charge interest on any outstanding loan balances (including margin loans) to clients who borrow money from us or UBS Credit Corp. Clients also may be charged additional fees for specific account services, such as:

- Account Transfer Fee
- Wire Transfer Charges
- Annual Account Service Fees for Retirement Accounts
- Physical Security Safekeeping for RMAs or Business Services Accounts (BSAs)

If you are opening a non-discretionary IC Program Account, for IC Eligible Investments, please review the applicable prospectus and offering documents for a detailed description of the additional fees associated with these securities.

You have the option to invest in or retain IC Eligible Investments through other broker-dealers or agents not affiliated with us. You may also be able to invest in or retain these investments directly in the open market without incurring the fee under an IC Account.

D. Compensation to Financial Advisors who recommend advisory services described in this brochure

In general, we pay our Financial Advisors cash compensation consisting of two components: a guaranteed monthly minimum draw required by applicable law and production payout if it exceeds the monthly minimum draw. The production payout is a percentage (called a payout or grid rate) of the product-related revenue that each Financial Advisor generates from the clients he or she serves, minus certain adjustments that are specified by our Financial Advisor Compensation Plan. The payout rate is generally determined according to an established schedule and ranges from 28% to 50%, but may be reduced or eliminated in certain circumstances. Financial advisors working as part of a team that meets minimum production requirements can qualify for a higher grid rate (but not above the established schedule) than they would receive working as an individual. Financial Advisors generally earn more for products sold in initial offerings than for those purchased and sold in secondary offerings.

We reserve the right, at our discretion and without prior notice, to change the methods by which we compensate our Financial Advisors and employees, including reducing and/or denying production payout and/or awards at our discretion for any reason.

Investment Advisory Programs: For our Investment Advisory Programs (asset-based fee programs) the payout rate is applied to the program fees credited to the Financial Advisor by the Firm, but may be lower for accounts priced below certain thresholds. See "*Discount Sharing*". Advisory accounts in relationships with assets over certain thresholds may have customized pricing and payouts as approved by the Firm.

We reduce or terminate the payouts described above to Financial Advisors in connection with accounts they service that do not meet certain prescribed asset levels on a household basis or for transactions or fees below specified amounts. Financial Advisors also may receive certain awards based on their production, length of service with UBS, and net new business.

The compensation structure creates financial incentives for Financial Advisors to encourage clients to

purchase multiple products and services or to choose a method of payment for products and services that generate compensation in excess of that for other products.

Under certain circumstances (e.g., acquisitions and recruitment; or particular programs or designations, such as Wealth Advice Center, Wealth Planning Analyst, New Financial Advisors,), some Financial Advisors or producing Branch Managers may be compensated differently.

Compensation for New Financial Advisors: New Financial Advisors in the Development Program ("NFA" or "Trainees") are eligible for a 48-month compensation structure that combines base compensation, production payout and potential awards. Production payout is based on a payout rate that is applied to the production credited to the NFA and there is a minimum grid rate of 45%.

Compensation to Financial Advisors in the Wealth Advice Center: In general, our Wealth Advice Center Financial Advisors receive an annual fixed salary plus they are eligible to participate in the Wealth Advice Center incentive compensation program, which consists of quarterly incentive awards and an annual discretionary compensation award. The quarterly incentive awards are derived from individual and team performance against defined quarterly performance goals as determined in UBS's sole discretion. This incentive compensation program is operated at UBS's sole and absolute discretion and may be amended or discontinued at any time.

Recruitment: In general, if your Financial Advisor is joining UBS from another firm, you should discuss the reasons your Financial Advisor decided to change firms and any costs or changes in services you may incur if you transfer your accounts to UBS. In many cases, UBS pays Financial Advisors financial incentives when they join and on an ongoing basis as described below.

Many Financial Advisors who join UBS are eligible to receive incentives, including loans, bonuses and/or other compensation, if they reach certain asset and/or revenue production levels or other targets. The amount paid to Financial Advisors under these arrangements is largely based on the size of the business serviced by the Financial Advisor at their prior firm and the Financial Advisor achieving a minimum percentage of their prior firm gross revenue production and asset levels within a specific time period after joining UBS.

These payments may be substantial and may take various forms, including salary guarantees, loans, transition bonus payments and various forms of compensation to encourage Financial Advisors to join UBS, and are contingent on your Financial Advisor's continued employment. Therefore, even if the fees you pay at UBS remain the same or may be reduced, the transfer of your assets to UBS may contribute to your Financial Advisor's ability to meet such targets and to receive additional loans and/or compensation even if not directly related to your account or the fees you pay to us. [Recruiting offer letters issued after November 1, 2016 do not include recruitment incentives triggered by revenue production, assets levels or other targets at UBS.](#)

These practices create an incentive and a conflict of interest for your Financial Advisor to recommend the transfer of your account assets to UBS since a significant part of the Financial Advisor's compensation is often contingent on the Financial Advisor achieving a pre-determined level of revenue and/or assets at UBS. ***You should carefully consider whether your Financial Advisor's advice is aligned with your investment strategy and goals.***

Awards: Financial Advisors are generally eligible to qualify for strategic objective awards and recognition programs, which are based on production, length of service at the firm and net new assets brought to the firm by the Financial Advisor. These awards are subject to various caps and deferrals. Additionally, we may reduce or deny any such awards for any reason at our discretion.

The payment structure of the awards generally consists of deferred cash awards paid annually over a

specified time frame, and restricted equity/notional shares subject to the plan's vesting schedule, or some combination thereof. Total awards below a certain threshold will be paid in cash. Financial Advisors who meet minimum award thresholds may be eligible to receive a loan based upon a percentage of their total strategic objective awards. If the Financial Advisor leaves the Firm before the term of the loan ends, he or she must pay back any outstanding loan balance.

The recognition programs and awards include the following:

- Recognition Councils. At UBS, there are four Recognition Councils for top-performing Financial Advisors. They are Pinnacle Council, Chairman's Council, President's Council and Director's Council. Membership is based on a combination of production and net new asset rankings and other eligibility factors set by the firm, including disciplinary history and compliance with firm rules, standards and policies. Recognition Council members participate in training and education events that may involve travel paid for by the firm.
- The Expense Allowance Program. Recognition Council members and other Financial Advisors with a minimum production level are generally eligible to participate in the Expense Allowance Program, which provides an expense allowance for the purpose of promoting business. The amount of the expense allowance awarded is based on production level and Recognition Council Membership.
- Net New Business Award. This award is granted to a Financial Advisor based on his or her year-end result for net new business, subject to minimum requirements and overall caps, and can include assets in certain accounts referred by Financial Advisors to the Wealth Advice Center. Financial Advisors in the Institutional Consulting and Retirement Plan Consulting Services ("RPCS") programs may qualify for an additional 1% with regard to the net new assets award based upon the number of net new qualified contracts in the IC, RPCS, or OCIO program. Consultants that do not qualify for the Consulting Net New Business Award will still be eligible to receive the Net New Business Award otherwise available to Financial Advisors. Consultants that do qualify for the Consulting Net New Business Award will **not** also receive the Net New Business Award otherwise available to Financial Advisors.
- UBS Length of Service Award. This award is based on a Financial Advisor's current year production and length of service with UBS. It is subject to minimum production and length of service requirements.

The Net New Business and Length of Service awards are deferred and may be credited to the Deferred Cash Award and/or a restricted equity/notional share program. Both plans credit interest on a tax-deferred basis at a turbo rate for a certain period, then at a market rate. The plans are subject to certain vesting requirements and are conditioned upon continued employment with the firm.

- GrowthPlus program. Each year some Financial Advisors may be eligible to receive a grant based upon their length of service and annual eligible production. Financial Advisors may be able to receive a loan based upon the grant. If the Financial Advisor leaves the Firm before the term of the loan ends, he or she must pay back any outstanding balance.
- Aspiring Legacy FA Program. Subject to specific program requirements, Financial Advisors with minimum production and length of services requirements who are leaving the financial services industry and transition their client relationships to other UBS Financial Advisors can earn production on transitioned accounts over a specified period, and may qualify to receive an up-front cash loan and annual cash transition payments.
- Given changes to our Financial Advisor compensation, including the discontinuation of a previously available Institutional and Retirement Plan Consulting award, some Financial Advisors in the Institutional and Retirement Plan Consulting program will be eligible for a transition award in 2017.

Defined contribution plan clients must provide permission for their recordkeeping providers to

provide asset data to UBS. If the client does not provide permission, these held away assets will not be included for compensation or awards.

E. UBS Institutional Consulting – Description of Services

UBS Institutional Consulting is available through a select group of Financial Advisors (referred to as Institutional Consultants) who provide specialized investment consulting services. IC is a program designed to provide advisory services primarily to institutional clients, although we may also provide services to family offices and high net worth individuals that meet the requirements of the IC Program. The services outlined below are available through the IC program. The services may be offered on an ongoing basis charged as an annual rate, as a project charged as a flat fee, or some combination of the two.

The IC Program offers the following services:

- (1) **Investment Policy Assistance.** Assist in the development and preparation, as well as periodic review of an investment policy statement that describes your overall investment objectives and guidelines. On an exception basis the IC Program Services Agreement may also provide for investment monitoring services, whereby your Institutional Consultant will assist you on a quarterly basis in monitoring your portfolio's adherence to asset allocation and agreed upon investment parameters identified in your investment policy statement.
- (2) **Asset Allocation Studies and Analysis.** We will provide initial and ongoing asset allocation recommendations. These services typically involve analyzing your final IPS, as well as your liquidity requirements, performance goals and risk tolerance levels based on the information you have provided to us. The asset allocation is intended to be the basis for the initial and ongoing investment of assets. Asset Allocation reviews may include investment managers or investments which you retained or purchased without our recommendation. Inclusion of these investments, and any other investments outside of the IC Program including assets held in other UBS Programs, is solely for the purpose of providing a holistic asset allocation analysis and does not constitute an endorsement that you continue to hold those investments or retain those managers, and we will ask you for a written acknowledgement that UBS does not provide recommendations regarding such investments.
- (3) **Investment Searches:** We can identify and present IC Eligible Investments which are offered by the Firm and/or for which the Firm has conducted due diligence or has otherwise reviewed. IC Eligible Investments can include:
 - investment managers,
 - mutual funds,
 - Exchange Traded Funds (ETFs)
 - Exchange Traded Notes (ETNs)
 - Collective trusts,
 - Unit Investment Trusts (UITs)
 - stable value funds
 - alternative investments, and
 - other investments as agreed

We gather information regarding IC Eligible Investments from the Firm's proprietary databases, third-party databases, directly from investment managers and/or from various commercially available means.

Affiliated/Proprietary Investments Managers and Investments: For non-retirement clients, we may, upon your request and after a review of your needs and available options, identify other UBS entities and proprietary investments for your consideration. Identifying proprietary investments or the services of our affiliated companies raises a conflict of interest because, if such affiliated companies and investments are retained or purchased, we or our affiliates will earn additional compensation from management and other fees. Your IC Account's actual investment return will be reduced by those fees, plus any related expenses and the Program Fees. Please review the applicable prospectus, offering documents or disclosure brochure carefully for a detailed description of the fees associated with these investments.

We address the conflicts of interest presented by identifying affiliated investment managers and investments by disclosing our practices to you to ensure you make fully informed decisions in your selection of investment strategies.

- (4) **Portfolio Evaluation, Review, Analysis and Reporting.** We provide periodic portfolio evaluation, review and analysis of your IC Eligible Investments and your other assets as agreed upon for your convenience. We will assist you in evaluating your portfolio including the review of your investment performance on an absolute and relative basis. We can also assist you in determining whether and how an adjustment should be made and implemented. For accounts held at other institutions, those reports and evaluations will be based on information provided by your custodian. For assets held in a UBS account, those reports and evaluations will be based on the information that appears on your UBS account statement. The past performance of an investment does not guarantee or indicate future results.

For our nondiscretionary services, our portfolio evaluation and review may also include investment managers or investments which you retained or purchased without our recommendation. Our inclusion of these investments is solely for the purpose of providing the portfolio evaluation and review and does not constitute an endorsement that you continue to hold those investments or retain those managers and we will ask you for a written acknowledgment that UBS does not provide recommendations regarding such investments.

In addition, assets held in other UBS programs may also be included in our portfolio evaluation and review in order to provide a holistic evaluation of your portfolio, but those assets are included for informational purposes only and are not part of the assets for which Institutional Consulting services are provided.

If you also maintain an account(s) in one of our investment advisory programs, you will receive performance reporting for each advisory account through that program, unless otherwise agreed.

- (5) **Consultant Investment Discretion Services.** Upon your delegation of authority to us by executing a Power of Attorney, we will exercise investment discretion over the selection, review and termination of investment managers and other Eligible Investments. CID services are generally available only over assets held at UBS. We will exercise discretion in a manner reasonably consistent with your Investment Policy Statement, including your agreed upon asset allocation strategy and any agreed upon reasonable restrictions you may impose on Eligible Investments (other than pooled investments like mutual funds and alternative investments). The Power of Attorney may also authorize the Firm to take any actions necessary to open and maintain the UBS accounts that are subject to the exercise of discretion, negotiate and sign investment manager agreements and fees and to complete and pay for transactions for such accounts, including the payment of investment manager fees. While you may authorize UBS to sign subscription documents, we will require that you review, complete and execute certain forms and documents prior to investing in an alternative investment fund.

- (6) **Retirement Plan Consulting for Participant Directed Retirement Plans.** On a limited basis, IC may provide non-wrap retirement plan consulting services to participant directed retirement plans. Within that context, we offer the following services:

A. Plan Program Consulting.

- **Program Provider Search.** Assist plan sponsors with service provider searches to retain third party record keepers. This service may include an analysis of your current program; development of criteria used in selecting service providers; and evaluation of proposals received from prospective service providers.

Searches may include program providers who are available through the UBS Select for Corporate Plans program ("UBS Select program") as well as program providers who are not available through the UBS Select program and which are not subject to review by UBS.

- **Conversion Assistance.** Assist plan sponsors with conversion to a new record keeper, which may include investment fund mapping and planning employee education strategies with respect to the conversion.
- **Fiduciary Support.** We can provide you with the UBS Defined Contribution Plan Fiduciary Kit, as well as periodic newsletters and/or whitepapers which address retirement plan issues for plan fiduciaries.
- **Plan Feature Review.** We can assist you in benchmarking and reviewing various plan features including determining whether they are meeting the needs of the plan and the plan participants.
- **Fee Analysis and Benchmarking.** We can assist you in conducting a benchmarking analysis of your plan's fees and at your direction will utilize data obtained from your program provider.
- **Plan Program Liaison.** We can assist you in communicating with record keepers and other third party service providers regarding plan features, investments, services and fees.
- **Additional Consulting.** As agreed between us, we may also consult on matters related to news and developments in the capital markets and asset classes based on information generally available from us or our affiliates, or more specifically prepared for you based on publicly available information.

B. Investment Consulting.

- **Investment Policy Statement ("IPS") Assistance.** We can assist you in the development and preparation, as well as periodic review, of an Investment Policy Statement or investment selection and review criteria for investments on the plan investment menu. The IPS describes your overall investment objectives and guidelines and outlines the criteria utilized to review the investments offered in the plan. Certain minimum investment selection and review criteria will be required in order to receive Discretionary Program services.
- **Investment Searches.** We will identify investment funds consistent with your IPS criteria and which are offered by the Firm or for which the Firm has conducted a review. In determining which share classes of an investment fund to identify, we will consider the limitations of the plans record-keeper platform and/or custodian and the plan fiduciary's direction regarding plan expenses.

- **Investment Reviews, Evaluation and Reporting.** We can provide a review of the performance of mutual funds, ETFs and other Eligible Investments held within your plan and assist you in evaluating the type and number of investments offered to plan participants. Our review may include graphic and tabular presentations of performance, and risk/return analyses. When evaluating the performance of the funds available to the plan, we will review the funds' performance and not the specific investment performance of plan participant accounts.
- **Non-discretionary Model Portfolio Service.** We can provide risk-based asset allocation advice using six strategic risk-based model portfolios ("Risk Based Models") established by UBS's Wealth Management Americas Asset Allocation Committee (the "WMA AAC") and can identify those investment funds offered on the plan investment menu that are consistent with the asset class components of each of the Risk-Based Model Portfolios. Changes made by WMA AAC to the Model Portfolios will be communicated to you within a reasonable time period. You may request that UBS provide education to plan participants in regard to the Risk-Based Model Portfolios and risk tolerance through various approved educational pieces, however any such education will not constitute UBS either providing investment advice to participants, exercising discretion, or expanding its fiduciary responsibilities.

C. Employee Education Consulting.

We will evaluate the Plan's existing education program and recommend strategies for improving participation and education. We can work with your program provider to implement these strategies and to deliver materials. We can provide general investment education, which may include educational newsletters, seminars and other materials which have been reviewed and approved for use by our Firm. Any material provided is intended to help the recipients understand financial topics including investing, saving for retirement, distribution planning and retirement planning and transition. Topics are generic in nature and do not contain recommendations to invest in a particular security.

Where requested, employee education seminars can be the only service provided under our contract. Under those circumstances, we may charge a flat fee by day or by seminar as provided in the contract for services. The seminar subjects offered cover topics such as investing, saving for retirement, distribution planning and retirement planning and transition. Additional seminar subjects may be offered if available. Seminars offered are generic in nature and do not contain recommendations to invest in any particular security or strategy. The seminars we provide to you may include information obtained from third-party sources. Any information we provide to you that has been obtained, computed, formatted or displayed by outside sources is believed accurate, but the third-party information has not been independently verified and we cannot guarantee its accuracy or validity.

- (7) **Additional Consulting.** As agreed between us, we may also consult with you on matters related to news and developments in the capital markets and asset classes based on information generally available from us or our affiliates, or more specifically prepared for you based on publicly available information.
- (8) **Various Other Services.** The Program offers other consulting services, including assistance in identifying custodial services, third-party administrators, and/or record keepers. Additional services may be available as agreed to between us.
- (9) **Implementation Options in the IC Program**
Non-Discretionary Services. You can decide to implement the results of investment searches performed as part of Institutional Consulting over assets held away at other financial institutions, through UBS Institutional Consulting Account(s) ("IC Account"). The annual fee

for the IC Account includes Institutional Consulting services as well as custody of securities and all brokerage and execution services for the purchase and sale of securities at our Firm through an IC Account. Institutional Consulting services of a non-discretionary nature do not include advice with respect to how to implement the results of the investment searches or whether to hold an account at UBS.

If you decide to implement the results of investment searches performed as part of an Institutional Consulting relationship through an account held at another financial institution, it is important that you understand that such implementation is not part of the Institutional Consulting service and will result in your payment of custody, brokerage and execution fees collected by the other financial institution. Those costs may be avoided through utilization of an IC Account.

If your account is managed by a third-party investment manager, your manager may still execute trades through another broker-dealer, as it is solely responsible for meeting its best execution obligations to you. Please see Item 5 for additional information regarding third-party investment manager best execution responsibilities.

If you hold assets through another UBS investment advisory program (e.g., Managed Account Consulting (MAC), Strategic Advisor, , UBS Managed Portfolio Program PACE, SWP etc.) it is important that you understand that these programs are separate and distinct from Institutional Consulting. **While we may include certain of these assets in consolidated performance reports and/or asset allocation studies at your request, the inclusion of such assets is done solely as an accommodation and such assets are not subject to the IC program fees or the terms and conditions of our Institutional Consulting Services Agreement.** You will be charged a separate investment advisory fee for these other programs, which may be greater or lesser than the fee you pay for Institutional Consulting services, and the terms and conditions of the respective contracts and disclosure statements for these other programs will be applicable.

For non-retirement clients, if you decide to implement the results of investment searches performed as part of your IC relationship through the UBS ACCESS advisory program, these assets will receive UBS-IC services to the extent not provided through the ACCESS program. You will not pay a separate UBS-IC fee for such assets and instead the assets are subject to the terms, conditions and fees of the ACCESS program, which may differ from those of UBS- IC.

Consultant Investment Discretion

The annual fee for the IC Consultant Investment Discretion Program includes Institutional Consulting services, with UBS acting on your behalf to select and terminate investment managers, and buy, sell, and exchange IC Eligible Investments, as well as custody of securities and all brokerage and execution services for the purchase and sale of securities at our Firm. We generally do not offer discretionary services with respect to assets held at other financial institutions.

For non-retirement clients that have a discretionary relationship, the Power of Attorney will also provide us with the ability to implement at UBS the results of investment searches performed as part of Institutional Consulting through the ACCESS program, and these assets will receive UBS-IC services to the extent not provided through the ACCESS program, as provided in our IC Program Services Agreement. You will not pay the UBS-IC fee for such assets and instead the assets are subject to the terms, conditions and fees of the ACCESS program.

F. Outsourced Chief Investment Officer Program

In addition to the implementation options described above, you may also engage the services of your Consultant as well as the discretionary asset management services of our affiliate, UBS Asset Management, through the OCIO Program. Clients who wish to participate in the OCIO Program must enter into an OCIO Agreement with UBS-FS and UBS-AM. Below is a description of the services provided by each of UBS-FS and UBS-AM in connection with the OCIO Program.

The OCIO Program is available only for accounts held at UBS-FS.

1. Consulting Services Provided by UBS Financial Services. UBS-FS will provide the following consulting services to you in connection with the OCIO Program:

- (a) **Investment Policy Statement Development and Asset Allocation Selection Services.** Your Consultant will assist you in the development and preparation of an IPS that describes your overall investment policies, objectives and guidelines, including asset allocation guidelines and investment restrictions and preferences. UBS-FS will review the IPS with you on a periodic basis for potential changes. Based on your final IPS, objectives and risk tolerance, your Consultant will recommend an asset allocation model for your Account. Your final IPS, and if you agree, the asset allocation model recommended by UBS-FS, will be the basis of the discretionary investment management services provided by UBS Asset Management.
- (b) **Portfolio Review, Evaluation and Reporting.** UBS-FS will provide quarterly portfolio evaluation and review. Based on your overall objectives set forth in the IPS and performance of your investments, UBS-FS will evaluate potential adjustments to your IPS and/or asset allocation. As part of the UBS-FS review, UBS-FS will review your portfolio for alignment with your IPS and selected asset allocation.
- (c) **UBS-FS Non-Discretionary Services.** All services provided by UBS-FS in the OCIO Program are non-discretionary. UBS-FS will not exercise any investment discretion over your Account or otherwise direct, solicit or recommend securities transactions in your Account.

2. Investment Management Services Provided by UBS Asset Management. UBS-AM will provide the following investment management services to you in connection with the OCIO Program:

- (a) **Asset Allocation Implementation.** UBS-AM will implement the asset allocation described in your IPS on a discretionary basis, including rebalancing the portfolio and making strategic changes to the Account's exposure to various asset classes. While the asset allocation ranges included in your IPS will provide a guide for UBS-AM's asset allocation services, the Account's actual asset allocation may, at any time, vary from the IPS for various reasons, including, but not limited to, fund flows into or out of the Account, market movements, holding certain investments with liquidity restrictions, and asset allocation decisions.
- (b) **Pension Risk Management.** If the Account holds assets of a defined benefit employee retirement plan subject to the provisions of ERISA, UBS-AM will provide pension risk management services utilizing a liability-driven investment (LDI) strategy that incorporates the risk profile of benefit liabilities in the determination of the risk profile of the portfolio assets. Through this process, pension risk management seeks to help manage the volatility of the plan's funding status. As a result, the investments held by and asset allocations implemented for ERISA plan assets may differ significantly from those for non-ERISA assets in the Program.
- (c) **UBS-AM Discretionary Authority.** In providing its services in the OCIO Program, UBS-AM has full discretion to invest the assets in the Account in any mutual funds, exchange-traded funds, exchange-traded notes, commingled funds, collective trusts, liquid alternative investment funds, and, if permitted by the IPS, privately-offered alternative investment funds (collectively, "Eligible Investments") selected by UBS-AM, subject to any restrictions set forth in your OCIO Agreement or IPS. In connection with such investment discretion, each OCIO Client will be required to appoint UBS-AM as such OCIO Client's agent and attorney-in-fact with complete and unlimited discretionary trading authorization to buy and

sell Eligible Investments for the Account in OCIO Client's name and at OCIO Client's risk. Pursuant to such authorization, UBS-AM may, in its sole discretion and at OCIO Client's risk, purchase, sell, exchange, convert and otherwise trade Eligible Investments in the Account, as well as arrange for delivery and payment in connection with the above, and act on behalf of OCIO Client in all other matters necessary for or incidental to the purchase or sale of Eligible Investments for the Account. **In connection with managing the Account, UBS-AM may make and execute any and all documents on behalf of OCIO Client as UBS-AM deems necessary, appropriate or desirable for it to exercise its discretionary authority under the OCIO Agreement, including, without limitation, subscription agreements, partnership agreements and other documents required to invest in an Eligible Investment. In connection with such documents, OCIO Client acknowledges that UBS-AM may, on behalf of OCIO Client, make certain representations and warranties and agree to certain contractual provisions (including indemnification and arbitration provisions) without consulting you. In addition, you agree to provide such additional information as UBS may reasonably request or require to make and execute such documents truthfully, accurately and completely. If you do not provide such information in a timely manner, your Account may be unable to invest or remain invested in certain investments.**

- (d) **Directing Securities Transactions in Your Account.** UBS-FS will provide you with a recommended IPS. Upon your acceptance of the recommended IPS, UBS-FS will open an Account for you. After your Account is accepted for discretionary management by UBS-AM, you can no longer place orders to trade the Account. However, we may accept your instructions for transactions associated with tax planning (i.e., tax gain and loss sales), if your instructions are consistent with UBS-AM's investment strategy for your Account.
- (e) **Implementation.** Initial implementation of an investment strategy that aligns with your IPS and asset allocation and subsequent changes and rebalancing will be completed as promptly as possible but market conditions, illiquid securities, securities with limited subscription and redemption schedules, restricted investments, the availability of funds and orderly purchase and redemption procedures will impact the timing of implementation and subsequent changes and rebalancing. Securities transactions in your Accounts, liquidations, redemptions, rebalancing and other portfolio changes may result in you incurring gains or losses for income tax purposes. Neither UBS-FS, nor UBS-AM, nor any of their employees, nor any of their affiliates provide legal, tax or accounting advice. Please consult with your legal, tax, accounting or other professional advisors regarding such matters.

5. Investment in Affiliated Funds

In connection with the OCIO Program, you consent to UBS-AM causing the Account to invest in portfolios or pooled investment funds managed or sponsored by UBS-AM or its affiliates (each an "Affiliated Fund"). Such Affiliated Funds may include privately-offered alternative investment funds managed by UBS Hedge Fund Solutions LLC (if your IPS permits alternative investments) and collective investment funds managed by UBS Asset Management Trust Company (if your Account holds ERISA plan assets). You will not pay any additional fees or compensation to UBS-AM or its affiliates in connection with such investments, but you will normally bear fund investment and operating expenses associated with such Affiliated Funds. In connection with investments in portfolios or pooled investment funds managed or sponsored by third parties that are unaffiliated with UBS, you will normally bear investment management fees paid to such third parties as well as other fund investment and operating expenses.

6. Important Information About Certain Investments

- (a) **Alternative Investment Funds.** If you adopt an IPS that permits privately-offered alternative investment funds, such as hedge funds, in your asset allocation, you acknowledge that interests of such funds are sold only to qualified investors, and only by means of offering documents that include information about the risks, performance and expenses of the funds. Offering documents for privately-offered alternative investment funds purchased for you will be provided to you. You further acknowledge your understanding and acceptance of the following risks regarding investments in

alternative investments: alternative investment funds are speculative and involve significant risks, performance may be volatile, and investors may lose all or a substantial amount of their investment in an alternative investments fund, an alternative investment may engage in leveraging and other speculative investment practices that may increase the risk of investment loss. Interests in alternative investments funds typically will be illiquid and no secondary market for interests usually develops, are long-term investments (e.g., 10-15 years), are subject to restrictions on transfer, may suspend redemptions, may not be required to provide periodic pricing or valuation information to investors. In addition, an alternative investment fund may hold back a portion of redemption proceeds to cover accrued expenses, contingencies and liabilities.

- (b) **Funds Exclusive to Advisory Programs/Accounts.** In certain cases, your assets may be invested in certain Affiliated Funds that are alternative investment funds or commingled funds with share classes that have been created for use or are eligible **exclusively** within investment advisory programs or accounts sponsored or managed by UBS and its affiliates. Most of these investments contain restrictions that limit their use exclusively to investment advisory programs or accounts sponsored or managed by UBS, and may be unavailable for purchase or holding outside of such programs or accounts. When you end your participation in the Program for any reason, that termination will result in the **automatic redemption** of such Affiliated Funds held by or on your behalf and may have tax consequences to you. When you authorize UBS-AM to invest in these types of funds, you also agree to the automatic redemption of the investments upon termination of your account and direct us to effect such liquidation. We recommend that you consider the potential impact of such liquidations and restrictions carefully before participating in the Program.
- (c) **Pooled Investment Funds.** Pooled investment funds, such as mutual funds, exchange traded funds, commingled funds and alternative investment funds, are subject to the fees, expenses, terms and conditions contained in the respective prospectus or offering document. UBS-FS will provide you with the prospectus or offering document for these types of investments purchased for the Account. Where UBS-FS receives a 12b-1 fee in connection with the purchase of mutual funds in an Account, such amounts received will be credited directly to your Account. UBS-FS may receive other compensation in connection with the sale of mutual funds in Program Accounts (e.g. processing fees) and these amounts will not be credited to your Account.

7. ERISA Plan Assets.

If assets in an OCIO Account are assets of an employee benefit plan subject to the provisions ERISA, OCIO Client will be required to make certain ERISA representations, including, among others, that (i) the plan's governing instruments provide that an "investment manager", as defined in ERISA, may be designated for the plan; (ii) the person executing and delivering the OCIO Agreement is a "named fiduciary", as defined in ERISA, or designated as a named fiduciary pursuant to the procedure described in ERISA, who has the power to appoint an investment manager for the plan and to authorize UBS Asset Management and its affiliates to manage plan assets and to appoint investment managers on behalf of the plan; (iii) the plan's governing instruments authorize the plan to invest in common, collective or group trust funds for commingling assets of participating plans, including assets of retirement plans that are qualified under Section 401(a) of the Internal Revenue Code, as amended, and the instruments governing such common, collective or group trust funds are adopted by the plan; and (iv) the plan is a "Qualified Trust", as defined in the Declaration of Trust of the UBS (US) Group Trust, as amended and/or restated from time to time.

In addition, each of UBS-FS and UBS-AM will acknowledge that it is a fiduciary, as that term is defined under ERISA, with regard to the ERISA plan assets held in the Account and in connection with its services provided under this Agreement. UBS-AM will also represent that it will act as an investment manager, within the meaning of Section 3(38) of ERISA, with respect to any investment management services that it provides with respect to plan assets. Unless otherwise agreed in writing, UBS-FS and UBS-AM will not be fiduciaries with respect to any other functions, programs or services rendered to you by UBS as well as the services provided by other entities or persons.

UBS-AM may, from time to time, cause the Account to invest in certain pooled investment vehicles whose underlying assets are ERISA plan assets for purposes of ERISA (each a "Plan Asset Fund"). Certain Plan Asset Funds selected by UBS-AM may be Affiliated Funds managed by UBS Asset Management Trust Company ("UBS-AM-TC") and/or, if your IPS permits privately-offered alternative investment funds, UBS Hedge Fund Solutions LLC ("UBS-HFS"). If a Plan Asset Fund is not an Affiliated Fund, OCIO Client authorizes UBS-AM to appoint the investment manager of such Plan Asset Fund as an investment manager for the plan as necessary to comply with ERISA and the rules and regulations thereunder, unless such appointment would result in an ERISA prohibited transaction. If a Plan Asset Fund selected by UBS-AM is managed by UBS-AM-TC, OCIO Client will appoint UBS-AM-TC as the plan's investment manager with respect to OCIO Client's plan assets invested in such Plan Asset Fund and authorize UBS-AM-TC to appoint investment managers (within the meaning of Section 3(38) of ERISA) for such Plan Asset Fund. If a Plan Asset Fund selected by UBS-AM is managed by UBS-HFS, OCIO Client will appoint UBS-HFS as the plan's investment manager with respect to OCIO Client's plan assets invested in such Plan Asset Fund and authorize UBS-HFS to appoint investment managers (within the meaning of Section 3(38) of ERISA) for such Plan Asset Fund.

G. Limitations of our Advisory Services

Please note the following limitations on the advisory services described in this Brochure.

- **We do not provide legal, tax or actuarial advice.**
- **We are not responsible for ensuring:** (1) that your investment policy statement, asset allocation, investment choices and/or your Plan complies with specific legal requirements, including ERISA, federal, state or municipal law, or other regulations, actuarial or other requirements that apply to you, (2) that the investment managers you select in the IC Program are provided with a copy of your investment policy statement unless you have enrolled in the IC Program on a discretionary basis in which case we will provide your investment managers with your investment policy statement, (3) that your investment manager complies with your investment policy statement or other investment restrictions.
- **Ineligible Investments:** Neither UBS-FS, UBS Asset Management nor your Financial Advisor will act as your investment advisor or discretionary manager with respect to Ineligible Investments. Investment restrictions will apply only to those assets over which we or your investment managers have discretion.

These above responsibilities rest solely with you, and you should consult with your other advisers as needed.

- **SMA Managers:** With regard to SMA Managers you select in the IC Program, we are not responsible for your choice of SMA Manager (in the non-discretionary IC Program), their day-to-day investment decisions, their performance, their compliance with applicable laws, rules or regulations and best execution obligations, or any other matters within the SMA Manager's control.

We reserve the right to refuse to execute any transaction in our program accounts if we reasonably believe that it would violate any applicable law or rule—including the rules of any regulatory agency or self-regulatory organization. We may also refuse to execute any transaction that would be inconsistent with any of our policies and procedures.

- **Model Portfolio Service in the IC Program.** When non-discretionary Risk-Based Model Portfolio Services are provided, you are responsible for the final choice of funds to populate each component of the Model Portfolios which you can then make available to plan participants. Our non-discretionary services do not include ensuring that Model Portfolios can be implemented on the plan recordkeeping platform. UBS may assist in determining the capabilities of your record-

keeper; however you are responsible for ensuring that Model Portfolios are implemented, updated and offered to participants in a manner that is consistent with your overall goals and objectives. Performance reporting for the non-discretionary UBS Model Portfolios, including model performance comprised of the fund performance within the model, must be provided by your record keeper. We do not rebalance Model Portfolios used by participants. It is the responsibility of plan participants using the Model Portfolios to elect to rebalance to the extent the record-keeper is able to rebalance.

- **Investment Searches and Third-Party Information:**

- **Search limitations:** While we can conduct our investment searches for an extensive list of investment options, investment managers, and investment strategies, our searches are limited to those available through, or reviewed by, the firm. We do not search for every investment strategy or investment manager available in the industry.
- **Affiliated/Proprietary Products:** For Retirement Plan clients enrolled in the IC program, our investment searches will not include UBS affiliated/proprietary mutual or sub advised funds. Inclusion of affiliated or proprietary mutual or sub advised funds in our investment searches raises a conflict of interest as purchasing those funds will result in increased compensation to UBS and/or a member of the UBS organization. You understand that we will exclude the value of the plan's investments in any UBS affiliated/proprietary fund when calculating the program Fee.
- **Employer Securities:** If Retirement Plan assets include employer securities, our services do not include a review of the performance nor will we make recommendations regarding whether the Plan should offer or continue to offer employer securities as an investment option under the Plan.
- **Investment Managers Hired and Investments Purchased which are not Identified by UBS:** For our nondiscretionary IC services, the services you select may include asset allocation and performance reporting of investment managers and investments which you retained or purchased without our recommendation. In such cases, we will ask you to acknowledge, in writing, that the manager or investment has not been reviewed or recommended by our Firm.
- **Third-Party Information.** In connection with the provision of our services, we rely on third party information. We can obtain this information from publicly available sources or from your third party custodian or your plan providers. While we believe the information and reports obtained from external sources are accurate, we do not independently verify or guarantee the information presented or its accuracy.

Third-Party Providers. In the provision of IC and OCIO Program Services to our clients, we may engage third-party providers to obtain and process information regarding these relationships. While we believe the information, reports and analyses obtained from external sources and parties is accurate, we do not independently verify or guarantee the information presented or its accuracy.

H. Assets Under Management

Our assets under management as of December 31, 2016 are listed below. These figures include asset values for DVP accounts as of 12/31/16 (where data is available), but excludes assets in separately managed accounts for which we do not have the authority to hire and fire managers.

- Non-discretionary Programs: \$213,387,513,437
- Discretionary Programs: \$178,322,058,941

Total: \$391,709,572,378

Item 5. Account Requirements and Types of Clients

A. Type of Clients

The IC and OCIO Programs are designed to provide advisory services principally, but not exclusively to, institutional clients such as:

- sponsors of qualified retirement plans,
- corporations,
- endowments and foundations,
- municipalities,
- Taft-Hartley plans,
- religious and charitable organizations

We may also agree to provide Consulting Services to individuals and other client types that meet IC Program requirements.

B. Requirements for Participation in the IC and OCIO Programs

1. Establishing Your Account at UBS

Minimum Asset Requirement. Typically the advisory services described in this Brochure are provided to institutional clients with investable assets in excess of \$10 million, although we may provide Consulting services to clients with less than \$10 million in investable assets under certain conditions. For the OCIO Program, your Account must have at least \$25 million in investable assets to be eligible for privately-offered alternative investments.

Agreements

As a client in any of the programs described in this Brochure, you will enter into a written agreement with us. The agreement will identify the services to be provided, the fees charged, and our respective rights and obligations under the agreement.

Custody and Account Documentation.

With respect to services provided to participant directed defined contribution plans, we do not custody plan participant assets at UBS, nor do we execute securities transactions on their behalf.

If you decide to open an IC Account at UBS and for accounts established in the IC or OCIO Programs, you will also be required to execute a brokerage agreement. It is important to note that once you open the IC or OCIO Account, that Account will be designated as "advisory" and our obligation to you will be that of an investment adviser instead of a broker-dealer. ***See "Conducting Business with UBS: Investment Advisory and Broker Dealer Services."*** In addition, if you enter into a discretionary relationship with us in the IC Program, you will also execute a Power of Attorney that will allow us to execute a brokerage agreement and open an IC Account for you, select and terminate selected investment managers, and place transactions in IC Eligible Investments for your IC Account.

Confirmation of Your Account Record

If we are custodian for your assets, after a new account is opened or whenever your investment objectives or risk tolerance is updated, we confirm your personal information and/or responses to the

Questionnaire to verify that our records are correct. Please review those materials carefully and report any discrepancies to your Financial Advisor as soon as possible. Updates to existing accounts are reflected in your next account statement. Information for new accounts is confirmed and sent promptly after account acceptance.

Important Information in Provision of Services

Whether we are your custodian or you custody your assets at another financial institution, it is your responsibility to inform us of any material changes in your objectives, financial condition or other changes that could affect how your Program Assets are being invested.

You are responsible for providing us with your current address. If we are unable to contact you by mail, we will be required to terminate your account from the program. Upon termination, the assets will continue to be invested in the existing positions when permissible given the nature of the securities, and will be held in a brokerage account. Your Advisory agreement with us no longer applies. Any securities that cannot be held in a brokerage account will be liquidated.

In certain cases, the Advisory and consulting services available in our programs may be provided by Financial Advisors that are registered with companies that are affiliated with us.

Ownership of Securities and Investment Discretion

You are the beneficial owner of all securities in your IC accounts and, you retain all rights related to the ownership of those securities including trading authority and proxy voting. Please note that securities transactions in your account(s), liquidations, redemptions, rebalancing and other portfolio changes may result in you incurring gains or losses for income tax purposes. Neither UBS Financial Services Inc. nor its employees provide legal or tax advice. Please consult with your legal and tax advisors regarding this matter.

You may designate your investment manager(s) in the IC Program and UBS Asset Management in the OCIO Program to receive and vote proxy and related materials for securities they manage on your behalf and held in your Account. **You may change your preference at any time by notifying us in writing. See "Proxy Voting, Corporate Actions and Other Related Events"**

Custody:

UBS Financial Services Inc. is a qualified custodian and has custody of client funds and securities.

With the exception of DC Plans, clients participating in the IC program may elect to custody their assets with UBS-FS through an Institutional Consulting Account ("IC Account"). Clients participating in the OCIO Program are required to custody their account assets with UBS-FS through an IC Account. UBS Asset Management does not take custody of client assets in the OCIO Program.

For assets custodied at another financial institution subject to an IC Program Services Agreement, you understand that you will be incurring additional costs in excess of any program fees (for example, custody and trading costs). Certain legacy clients have elected to enter into delivery versus payment ("DVP") arrangements where some or all of their IC Program assets are custodied at other financial institutions who meet the definition of a qualified custodian. For legacy DVP arrangements, we provide the client with periodic account statements reflecting DVP transactions which we suggest be compared to the statements they receive from their custodian. Also, billing for any of your accounts held at another financial institution for these costs, including the accurate processing of rebates if applicable, is the responsibility of your custodian.

If you do not custody your advisory account assets with us, you agree to use only a qualified custodian that is a bank, a U.S. registered broker-dealer, a futures commission merchant or a foreign financial

institution. This custodian must meet the definition of a “qualified custodian” that is established in Rule 206(4)-3(c)(3) under the Investment Advisers Act of 1940.

We will send you periodic account statements for Accounts custodied at UBS reflecting the transactions in your account.

Information Provided. In providing advisory services to you, we rely on the information you provide to us. This means that:

- It is your responsibility to provide us with all material and pertinent information regarding investment objectives, risk tolerance, asset allocation, and the historical performance of your investments, income and liquidity requirements as well as any other relevant matters that we may request from time to time.
- We will rely on the information you provide without further verification. You should notify us promptly of any material changes in your financial condition, risk tolerance, needs or objectives.
- You should notify us promptly of any material changes in the financial condition, risk tolerance, needs or investment objectives, or reasonable investment restrictions you wish to impose so we can work with you to update your investment policy statement to reflect these changes. These changes may also impact our advisory services and ongoing advice or the manner in which your assets are invested.

Your Responsibilities: For non-discretionary advisory services, it is your responsibility to determine if, and how, the advice and suggestions we provide to you should be implemented or otherwise followed. You should carefully consider all relevant factors in making these decisions, and we encourage you to:

- consult with your legal counsel
- consult with your accountant or tax professional regarding the legal or tax implications of a particular recommendation, strategy or investment, **before you invest or implement a particular strategy.**

You should also understand that the non-discretionary UBS Institutional Consulting service is not a portfolio management program. Neither we nor your UBS Institutional Consultant:

- manage your assets or exercise any investment discretion or control over your account.
- assume any responsibility nor are we liable for the conduct or investment performance, either historical or prospective, of any investment manager, mutual fund, alternative investment, other managed investments, ETF or ETN identified in an investment search.

You should also understand that UBS does not provide any legal, tax, accounting or actuarial advice to you or prepare any legal, accounting or actuarial document.

With respect to services provided to participant directed defined contribution plans, we do not advise plan participants regarding their investment options in the plan.

You are not required to establish accounts, purchase products that we distribute or otherwise transact business with UBS Financial Services or any of our affiliates to implement any of the suggestions made in connection with the non-discretionary IC Program services we provide.

Broker of Record

Neither UBS nor any of our Financial Advisors may be listed as broker of record for any of the mutual funds you select for your plan platform. The plan’s record-keeper must confirm in writing that neither UBS nor

any of its Financial Advisors are listed as broker of record for the plan's investments.

2. Funding Your Account at UBS; Eligible and Ineligible Assets

a. Funding Your OCIO Account

You may fund your OCIO Account **only** by depositing cash and/or securities designated as "Eligible Funding Securities" by UBS. Eligible Funding Securities consist of mutual funds, money market funds, exchange traded funds, common stocks listed on a U.S. exchange, U.S. fixed income securities and preferred stocks where a liquid market for trading exists. If a security is not designated as an "Eligible Funding Security," then that security must be converted to cash before it can be deposited in your Account. Accounts may not be funded with UBS equity or debt securities.

Class A shares and Class C shares (that are not subject to a contingent deferred sales charge and are otherwise Eligible) of mutual funds used to fund the Account will be automatically converted, on a tax-free exchange basis (subject to availability of that service by the mutual fund sponsor), to the new share class available for the relevant fund. By executing the Application and Agreement you authorize UBS to make these exchanges on your behalf.

If you fund your OCIO Account through the transfer of securities, you authorize and direct UBS-AM to liquidate those securities on your behalf and to allocate the proceeds in accordance with your investment policy statement and asset allocation agreed upon for the Account. We will not advise you regarding the liquidation of these securities. UBS-FS will execute those transactions free of commission charges, but, depending on the type of security involved, those liquidations may result in you incurring redemption charges, taxable gains or losses, and other possible tax consequences. UBS and its affiliates do not provide legal, tax or accounting advice, so you are responsible for reviewing the potential legal, tax and accounting consequences of these liquidations with your legal, tax, accounting and other professional advisors before funding the Account with securities.

When liquidating Eligible Funding Securities for purposes of establishing your Account, UBS-FS will be acting as your broker, not your investment adviser. Liquidations will occur promptly at prevailing market prices after you fund your Account. UBS is not responsible for the liquidations and any consequences if we are not informed by you of existing Account portfolios or other security holdings, the overall effect of liquidations on your portfolio, or the loss of potential gains due to movements in the market prices or changes in market conditions.

If you attempt to fund an Account with ineligible securities, we will request that you remove those securities from the Account, liquidate those securities **outside of UBS** and fund the Account with the proceeds of the liquidation. If you choose not to remove the ineligible securities from the Account UBS reserves the right to terminate the OCIO Agreement.

Securities that are ineligible for the Programs should be transferred to a brokerage account. If immediately prior to funding an Account, you choose to liquidate eligible and/or ineligible securities to fund an Account with the cash proceeds, those liquidations will not be subject to commission charges, or if charged, commissions will be reversed.

b. Funding Your IC Consultant Investment Discretion Account

Your CID Account may only be funded with cash and Eligible Investments that are offered through UBS or for which UBS has conducted a review. If you are an existing client and you hold an ineligible asset at UBS already, that asset must be liquidated, commission-free, before the account will begin to receive IC services. Generally, illiquid alternative investments that are Eligible Investments but not offered or reviewed by the firm must be liquidated as soon as full redemption can occur without penalty. With respect to such investments, we will not assume any fiduciary duty during the time you hold these investments or in the course of effecting their sale and/or redemption. Until such time as those investments can be sold or redeemed, the value of such investments will be excluded from the calculation of the CID Program fee, described below.

c. Funding Your Non-discretionary IC Account

If you fund your IC Account with investment managers, IC Eligible investments and/or alternative investment funds which are not offered by the Firm and/or for which the Firm has not conducted due diligence or has not otherwise reviewed, we will recommend that you sell or redeem those investments within a reasonable time frame or, in the case of alternative investments, when full redemption can occur without penalty. With respect to such investments, we will not assume any fiduciary duty during the time you hold these investments or in the course of effecting their sale and/or redemption. Until such time as those investments can be sold or redeemed, the value of such investments will be included in your asset allocation and performance report and in the calculation of the IC Program fee, described below.

Impact of Ineligible Assets in Your Accounts:

Neither UBS-FS, UBS Asset Management nor your Financial Advisor will act as your investment advisor or discretionary manager with respect to Ineligible Investments. Investment restrictions will apply only to those assets over which we or your investment managers have discretion. Since Ineligible Investments are not considered part of the IC or OCIO Services, the inclusion of such securities will impact the actual performance of the advisory assets in your Account.

Classification and Availability of Investments and SMA Managers

We categorize all eligible SMA Managers, mutual funds, ETFs, and other pooled investment vehicles into asset categories. These categories are defined by UBS. We may add or remove asset categories at any time. We also may change an investment's asset category, based on various factors, including for example, a mutual fund's portfolio holdings. In assigning each mutual fund to an asset category, we may rely solely on third-party vendors or on the fund's prospectus and other information that is publicly available or provided to us by the fund's agents.

In the event of these changes, you will be required to accept such changes to the Advisory program, investment, and/or the funds. If you choose not to accept such changes, you will no longer be eligible to participate in the Advisory program.

There can be no assurance that any of the investments that are available or eligible in our Advisory programs will always remain available for purchase through the program. We may add or remove securities or issuers at any time, or an issuer or sponsor may stop offering its securities through or participating in the program. Depending on the circumstances, those investments may be sold, transferred to a brokerage account or registered directly in your name with the issuer's transfer agent. This may result in additional costs or be a taxable event for you.

Share Class Conversion: Advisory/Institutional Share Classes of Mutual Fund and Alternative Investments Eligible in the Programs.

Mutual funds and alternative investments available for purchase through IC and OCIO Accounts include, as appropriate affiliated and non-affiliated investments. We will provide you with mutual fund prospectuses, the offering documents for alternative investments and other fund information as you may reasonably request to assist you in completing appropriate forms for purchases, redemptions, account designations, address changes and other transactions involving these investments.

Institutional and/or Advisory share classes are the primary eligible share classes for proprietary and non-proprietary mutual funds available for purchase in IC and OCIO Accounts, with the exception of offshore mutual funds and legacy IC Commission Accounts.

If you hold Institutional Shares in your Account and the Advisory share class becomes the share class eligible for purchase, your Institutional shares will become "hold only" (even if, in the case of offshore funds, you elect not to convert your Class A shares to Advisory shares.).. That means you may sell but you cannot add to those positions in the IC Accounts.

Class A Shares: Class A shares transferred to IC Accounts will be converted monthly on a tax-free basis to the Institutional or Advisory share class. Institutional and Advisory share classes do not pay a 12b-1 distribution fee. Class A shares are available for funds that do not offer Institutional or Advisory share classes or that declined to make those shares available and those clients will receive a credit of 12b-1 fees for Class A shares held in IC Accounts. If the 12b-1 fee remains in your account at the time of billing, it will be subject to the Program Fee.

Class A shares of offshore funds are **not** automatically converted to the advisory share class. If you hold Class A shares of offshore mutual funds, you may elect (but you are not required) to convert those positions to advisory share classes upon reviewing your Account and providing an attestation regarding your understanding of tax consequences that may occur as a result of the conversion.

Class C Shares: Class C shares transferred to IC Accounts will be converted monthly on a tax-free basis to the Institutional or Advisory share class so long as those shares are not subject to a contingent deferred sales charge ("CDSC").

Conversion of Class A or Class C shares will be reflected on quarterly Account statements.

Advisory/Institutional Share Classes of Alternative Investments:

IC permits you to hold advisory/institutional share classes of certain alternative investments (proprietary and non-proprietary) as part of your IC Account or Program Relationship. Only funds that offer advisory/institutional share classes and permit conversion of the brokerage share class on a tax free basis are eligible and billable in the Programs.

Unlike mutual funds where the conversion of share classes is automatic, the tax free conversion of alternative investment share classes is subject to additional documentation and may take up to 120 days to complete. These assets will not be approved for the IC Program until the Share Class Conversion is complete. UBS and our Financial Advisors will continue to receive a portion of the management fee and other compensation until the effective date of such conversion. See Item 5.C for additional information about billing.

Termination of your Advisory Account and Impact on Share Classes: Generally, you may continue to hold most Institutional and/or Advisory share classes after you terminate your IC Account. However, in certain limited cases, mutual fund companies and alternative investment fund sponsors require that Institutional and/or Advisory share classes that have been created for use or are eligible exclusively within wrap fee Advisory programs be converted to the respective brokerage share class of the fund (for example, Class A shares for mutual funds) on termination of the IC Account. When required by the prospectus for mutual funds, on termination of your advisory account, we will convert your Institutional and/or Advisory share classes to Class A shares of the same fund on a tax-free basis unless you are terminating your account to establish another one in a separate program where the same share class is eligible. **Unless the issuer requires automatic redemption of these investments, you can continue to hold them in your brokerage account.** Please see *"Automatic Liquidation or Exchange of Certain Assets at Account Termination"* for more information.

Transferring Mutual Funds Shares into Your Accounts. We may accept the transfer of certain assets and shares of mutual funds purchased outside of an Account at UBS or at other financial institutions into an IC Account. Assets transferred into an IC Account are referred to as "Transferred Assets." Transferred Assets may have been assessed a sales load, sales charge or distribution fees previously and, once transferred, will be included in the calculation of the Program Fee based on the value of those assets except in certain instances.

If your Transferred Assets were purchased in a UBS brokerage account and were assessed a:

- Front-end sales load,

- Placement fees, or
- Syndicate/underwriting fees,

those assets will not be included in the Program Fee until 12 months have elapsed from the date of initial purchase.

If your transferred mutual fund or alternative investment shares (for example Class A shares of mutual funds or the brokerage share class of an alternative investment purchased with a sales charge) are converted to an Institutional or Advisory share class on transfer to the Advisory Program, the new share class will be designated as a "Transferred Asset" and will be excluded from the Program Fee until 12 months have elapsed from the initial purchase date of the Class A share or brokerage share class.

Transferred Assets purchased at other financial institutions will be included in the calculation of the Program Fee immediately. Because the exception is not available for assets and mutual fund shares purchased at another financial institution, the overall cost to you of transferring these assets into an Account may be higher for assets you purchased at another financial institution. Please review the costs carefully before making a decision to transfer assets into an IC Account. If you sold mutual fund shares or alternative investment funds prior to entering into, or while in our IC Program, you may have paid certain fees with respect to that sale or incurred charges on the initial purchase of certain share classes. You will now incur the Program Fee on mutual fund shares held in your IC Accounts, in addition to the operating fees and expenses applicable to mutual funds.

3. Investment Restrictions

You may request reasonable investment restrictions on the management of your IC Consultant Investment Discretion Account or OCIO Program Account by indicating such restrictions in your IPS.

UBS Asset Management and UBS-FS will review proposed restrictions and may reject an Account if they determine that the proposed restrictions are not reasonable or appropriate for the Program.

You understand that restrictions may cause the Account's holdings to differ from those of clients with similar investment policies and may result in different performance from accounts without investment restrictions, and performance may be lower. Investment restrictions will apply only to those assets over which UBS-AM has discretion in the OCIO Program and for which UBS-FS has discretion in the IC Program.

Investment restrictions are not applicable to, and may not be imposed on, "ineligible" assets you may hold in the Account. Restrictions on Accounts will not flow through to the underlying securities owned by pooled investment vehicles such as mutual funds, exchange-traded funds, exchange-traded notes, commingled funds, and alternative investment funds.

To comply with your investment restrictions, we obtain and rely on information about company and industry classifications, credit ratings and industry groupings from third parties. The category restrictions we offer may be overly or less inclusive, depending on the methodology used by the third parties to define the categories. Although we believe this information to be reliable, we do not independently verify or guarantee its accuracy. The change of the classification of a company, the grouping of an industry or the credit rating of a security may force UBS-FS or UBS-AM, as applicable given your Program selection, to sell securities in a client's account at an inopportune time, possibly causing a taxable event to the client. In addition, due to corporate actions at an issuer, including but not limited to mergers, spin-offs and other types of reorganizations, new securities may be issued and/or certain securities will no longer exist following the corporate action and we may or may not restrict the security owned following a corporate action depending on the classification of those securities by the vendor.

4. Performance Reporting for Your Account

We will provide you with a quarterly performance review once your Account is enrolled in our Program for one full calendar quarter, and for each quarter thereafter. The performance review summarizes the performance of your Account during the preceding quarter as well as historical periods, if applicable. We use our best efforts to ensure timely delivery of these reports, but reserve the right to delay delivery to

ensure accuracy and completeness. You are responsible for reviewing these materials and reporting any discrepancies to your Financial Advisor as soon as possible.

Please see “Portfolio Management Selection and Evaluation—Performance Reviews of SMA Managers, Portfolio Managers and Financial Advisors in our Advisory Programs” for a description of our performance evaluation process and our selection of indices in the various Programs.

Impact of non-researched and ineligible assets on performance reporting: At your request, we may include ineligible assets in performance reporting. Since ineligible assets are not considered Advisory assets, the inclusion of such securities will impact the actual performance of the Advisory assets in your account. We will automatically include non-researched investments that would otherwise be Eligible Investments in your performance reporting. However, those assets are also not considered Advisory assets and, therefore, the inclusion of such securities will impact the actual performance of the Advisory assets in your account.

5. Trade Confirmations and Account Statements

We will send trade confirmations and monthly account statements in any month in which there is activity in your UBS account.

To the extent permitted by applicable law and regulation, you may elect to have all trade confirmation information for trades placed by your investment manager(s) provided to you on your UBS account statement. Doing so will waive your right to receive immediate trade confirmations for transactions directed by your investment manager(s). You are not required to select this option in order to receive or continue to receive consulting services. In addition, you will not pay any additional fee for your election. You may change this instruction at any time by giving UBS Financial Services Inc. written notice.

6. Proxy Voting, Corporate Actions and Other Related Events

Proxy Voting for IC Accounts: You expressly retain the right and obligations to vote any proxies or corporate actions, like tender offers, relating to mutual funds, exchange traded funds or alternative investment funds held in your IC Account. Neither your Financial Advisor nor UBS will exercise voting discretion or have input regarding voting decisions made by you with respect to these securities.

By executing the IC Program Services Agreement, you designate any investment manager(s) retained to receive and vote all proxy and related materials for securities held in the IC Account they manage on your behalf. Your investment manager will also vote on corporate actions, like tender offers. You may change or cancel these instructions at any time by giving us prior written notice. UBS and its Financial Advisors do not have any responsibility for taking action or rendering advice with respect to the voting of proxies or corporate actions related to securities held in an IC Account managed on your behalf by an investment manager. Our obligations with respect to any such proxy or corporate action solicitation are limited exclusively to forwarding, within a reasonable period of time, to your investment manager any materials or other information received by us with respect to such solicitation.

Neither UBS, your investment manager nor your Financial Advisor will vote proxies concerning, provide advice with respect to, or respond to correspondence relating to, legal proceedings, including bankruptcies and class actions, involving an issuer whose equity or debt securities are held in your IC Account, even if you delegated proxy voting authority to your investment manager.

Your proxy related preferences for IC Accounts do **not** apply to legal proceedings, including bankruptcies and class actions, relating to securities in an IC Accounts, or their issuers, except to the extent required by law.

Proxy Voting for OCIO Accounts: By executing the OCIO Agreement, you will designate UBS-AM to receive and vote, except to the extent otherwise prohibited by law, all proxies and related materials for

any Investment held in the Account. When you delegate proxy voting authority to UBS-AM, UBS-AM will vote on matters requiring a proxy vote for the Investments held in the Account. UBS-AM will also vote on other corporate actions, like tender offers, which do not require a proxy or are not solicited via proxy. Class action lawsuits, legal proceedings and bankruptcy proceedings involving an issuer whose equity or debt securities are held in the Account will be OCIO Client's responsibility even in instances in which OCIO Client has delegated proxy voting authority to UBS-AM. Correspondence with respect to such lawsuits will be mailed directly to OCIO Client. UBS will **not be** authorized to respond to such correspondence.

You may change or cancel these instructions at any time by giving UBS prior written notice and such instruction shall become effective when accepted by UBS-AM. Copies of UBS-AM's proxy voting policies and procedures are available to you upon your request. You may also request specific information as to how proxies for your securities were voted. Some of the information, format, and period covered by the proxy reports will vary depending on the individual investment manager's policies and procedures.

Neither UBS-FS nor any of its employees are involved in, or vote proxies for the Investments in your Account.

Proxy Voting in our Capacity as a Broker-Dealer: Except for ERISA Plans and Individual Retirement Accounts, if we forward proxy materials to you or your investment manager, as applicable, but we do not receive voting instructions from you (or from your investment manager) within the designated time frame, we will, in our capacity as a broker-dealer vote these uninstructed shares in proportion to the voting instructions we have received from our brokerage retail clients on "routine" ballot items under the rules of the New York Stock Exchange, or as otherwise permitted under such rules. We may in some circumstances decide not to vote the uninstructed shares, however, upon request from an issuer or other party in order to permit the issuer to reach a quorum, or where casting a vote as described above would have the unintended consequence of impacting the voting results on "non-routine" ballot items.

7. Electronic Delivery of Documents

To the extent permissible by applicable law, we may, with your prior consent, deliver trade confirmations, Form ADV Disclosure brochures, performance monitors, prospectuses, offering documents and other documents and notices related to your accounts, trades and relationship with us via electronic format. UBS offers certain communications through electronic delivery. Examples include: statements, trade confirmations and notices; shareholder communications, including fund reports, prospectuses and proxies; all account documents related to Investment Advisory Accounts and fee-based financial planning services; quarterly performance reports; tax reporting documents; Client and account information documents; other firm documents that may be available now or in the future.

Documents related to Advisory Accounts will be delivered electronically when you enroll in electronic delivery of Shareholder Communications. The documents related to Investment Advisory Accounts include Form ADV disclosure brochures, manager profiles, asset allocations, performance reports, and other disclosures, reports and notices related to advisory accounts. These reports and notices contain information relating to your accounts and investments, such as account attributes, account profile, investment elections and preferences, investment strategy and fees. We may deliver documents relating to Investment Advisory Accounts as a link to a UBS website or as an attachment to an email. When sending attachments to emails, for your protection, we will exclude and/or mask certain personal information such as name, address, and account number. We may also include important notices, disclosures and updates relating to your investment Advisory Accounts in or with your monthly account statements or quarterly performance reports.

By signing the Advisory Relationship Agreement you confirm that 1) your Electronic Delivery elections apply to your Investment Advisory Accounts, and 2) your enrollment in electronic delivery of Shareholder Communications authorizes UBS Financial Services Inc. to electronically deliver all reports, disclosures and notices related to your Investment Advisory accounts. Based on that authority, we will automatically enroll you in electronic delivery for your Investment Advisory accounts if you select the electronic delivery of Shareholder Communication option in your brokerage account agreement. **If you are enrolled in UBS**

Online Services, you may change your delivery preferences at any time by logging into UBS Online Services at: <http://www.ubs.com/edelivery>. You may also change your delivery preferences by contacting your Financial Advisor.

Mutual Fund Prospectus(es): When a new prospectus is available, we will send you an e-mail notification to the e-mail address you have provided to us. The e-mail will include a link that will take you directly to where the prospectus can be viewed and downloaded. Prospectuses contain important information regarding your investments. We recommend that you read them carefully and consider investment objectives, risks, charges and expenses before investing, and maintain them in your files for future reference. If you have any questions, please contact your Financial Advisor. If your e-mail address becomes outdated or we receive messages that a prospectus sent to you is not deliverable to the e-mail address you provided, we will send the document to you via regular mail.

8. Cash Balances in your Advisory Accounts

Generally, some portion of your advisory account will be held in cash, cash equivalents or money market mutual funds as part of an overall investment strategy. You should consider the following in connection with the investment vehicles into which such cash is "swept":

- UBS Proprietary Investments: When permitted by law, available cash in your advisory account is swept into UBS money market funds for which we or our affiliates receive compensation for services in addition to the Program Fees you pay us. Please see *"Participation or Interest in Client Transactions -- Additional sources of compensation - Affiliated Money Market Funds available as sweep vehicles in Advisory Accounts"* for a description of the Advisory fees that we and our affiliate receive from the money market funds.
- If you close your advisory account, we will sell the assets held in certain money market funds. Please see section *"Closing Your Advisory Accounts; Terminating Your Agreement – Automatic Liquidation of Certain Assets at Account Termination"* for details.
- When your advisory account is closed, it becomes a brokerage account and is subject to the terms and conditions of your brokerage account agreement. The sweep options in Advisory and brokerage accounts are different and depending on the circumstances, may yield significantly different rates of return on the free cash in your brokerage account. The resulting change in sweep vehicles may result in additional compensation to UBS, its Financial Advisors and UBS affiliates. The sweep options for the cash held in brokerage accounts are defined in the brokerage account agreement.
- Your Program Fee applies to the cash and cash equivalents in your account, including cash that is swept into the various sweep funds or International Deposit Accounts (IDAs). Certain programs may limit the amount of cash that is subject to the Program Fee. Please see section *"Billing Practices – Billing on Cash and Cash Equivalents in Your Strategic Advisor, UBS Managed Portfolio and PACE Accounts"* for details.
- If you hold high levels of cash, please note that you may hold cash in a brokerage account without incurring the Program fee.

We offer a sweep feature for our Accounts as a service to you pursuant to which we automatically invest or "sweep" cash balances in Account to an available investment option. We may change or discontinue the sweep feature, programs or specific sweep options at any time in our sole discretion. We will notify you of material changes to this account feature. You may obtain information about current yields on available sweep options online at www.ubs.com/sweeppyields.

- **Domestic accounts.** We will automatically invest cash balances in your Advisory accounts in UBS money market mutual funds including, as permitted by law, those affiliated with UBS for which we or our affiliates receive compensation for services in addition to the Program fees you pay us.
- **Retirement accounts.** For certain programs, cash balances in accounts subject to ERISA or IRAs may also be invested in funds serviced by UBS or our affiliates. Our compensation from these funds will be limited to reimbursement of our direct costs and expenses for providing services to the funds, excluding overhead costs or profits. All fees and reimbursements for direct costs and expenses paid to us by a fund are in addition to the fees you pay us.
- **Sweep vehicle for NRA clients – International Deposit Account (IDA).** Cash held in Program accounts of clients who are non-resident aliens (NRA) of the U.S is automatically swept into a demand deposit account at the New York Branch of UBS AG (UBS NY), from which the cash is then swept and re-deposited each business day into an interest-bearing overnight deposit account (or IDA) at the Cayman Islands Branch of UBS AG (UBS Cayman). The cash swept from the UBS NY account becomes payable only at the UBS Cayman account, and not at the UBS NY account, and is thus temporarily exposed to the sovereign risk of the Cayman Islands. **Funds on deposit in the accounts at UBS NY and UBS Cayman are not eligible for federal deposit insurance from the Federal Deposit Insurance Corporation (FDIC) and are not protected by SIPC.** For more detailed information on the IDA for NRA clients, please see the International Deposit Account Sweep Program Disclosure Statement.
- **Sweep vehicle for Puerto Rico residents:** The Puerto Rico Short Term Investment Fund is available as a sweep option only for customers who hold accounts with UBS Financial Services Incorporated of Puerto Rico and who are Puerto Rico residents. **The Puerto Rico Short-Term Investment Fund Inc. is not a money market fund registered under the U.S. Investment Company Act of 1940. Because it does not comply with rules applicable to U.S. registered funds, it may present a higher degree of risk than U.S. registered money market funds. The fund is sold by prospectus only; it is not FDIC Insured; it is not bank guaranteed; and it may lose value. UBS Asset Managers of Puerto Rico, a Division of UBS Trust Company of Puerto Rico, Inc. serves as investment advisor to the Fund. See the Fund's prospectus for additional information.**

For more information about these funds and sweep options please contact your Financial Advisor for a copy of the prospectuses. If your sweep option changes as a result of your Advisory selection, the prospectus will be sent to you as part of your welcome package when we confirm that your account has been accepted.

Other sweep options may be available, and you should discuss your options with your Financial Advisor. You may also choose to maintain any cash component of an asset allocation strategy outside of your UBS Advisory Accounts.

SIPC Protection: Please note the following:

We are a member of SIPC. SIPC provides protection for securities in your accounts with us up to \$500,000, including \$250,000 for free cash balances in the unlikely event that we fail financially. For details please see www.sipc.org. The SIPC asset protection limits apply, in total, to all accounts that you hold in a particular capacity. Investments in the sweep money market funds are not bank accounts and are not protected by the FDIC. However, balances in those funds are covered by both the SIPC as well as the excess SIPC insurance that we have obtained for the benefit of our clients. The maintenance of a given share price value (e.g., \$1.00 per share) by the funds is not insured or guaranteed. **See the**

Account Information Booklet and the Disclosure Statement for more information regarding SIPC protection.

UBS AG and/or UBS may receive substantial financial benefits for activities related to the deposit accounts and investments in the money market funds.

C. Billing Practices

The billing process described below is subject to change upon prior written notice to you.

Valuation. If UBS is your custodian, we rely on third party quotation services to determine the value of Eligible IC Investments in your UBS accounts. If a price is unavailable or believed to be unreliable, we may determine the price in good faith and may use other sources such as the last recorded transaction. When securities are held at another custodian or program provider, we will rely on the last reported value provided by that custodian or program provider. We do not review or verify the valuation information provided to us.

If your investment strategy includes mutual funds, shares of UBS mutual funds will be valued at their respective net asset values on the valuation date calculated in accordance with the fund's current prospectus. Shares of non-affiliated funds will be valued at their net asset values on the valuation date as provided by pricing sources we believe to be reliable. This pricing information may not be accurate, complete or provided in a timely manner. If the net asset value for particular shares is not available for the valuation date, the most recent available net asset value will be used. The valuation for certain alternative investments may not be provided to us in a timely manner, resulting in valuations that are not current in your statements and Performance Reviews.

We will generally rely on the value provided by you (through your custodial statement), the custodian or issuer of that security, when (i) securities are held at another custodian and security-specific detail is not provided to UBS to value them; (ii) investments you hold in your accounts are not available through UBS or that our systems do not recognize.

Impact of Alternative Investments Valuation

The valuation of alternative investments held at UBS, or at other financial institutions, reflects the records of the issuers and administrators of those funds. UBS does not guarantee the accuracy of the information. The value shown is not necessarily the value you would receive from the issuer if you sold the assets. Funds actively sold by UBS are subject to ongoing due diligence, although the level performed may vary. A closed fund may be subject to no ongoing diligence. A fund that you purchased elsewhere may never have been subject to UBS FS diligence.

The NAV is primarily based on **estimated** portfolio values provided by the underlying fund sponsor. Reported estimates may not reflect resale, liquidation or repurchase value, if any, and may not reflect distributions of capital until the next valuation is reported, generally on an annual or semi-annual basis. ***These valuation practices are important because we calculate the Program Fee for alternative investments you hold in Advisory Accounts based on these estimates.***

For purposes of calculating the Program Fee, we will use the valuation of alternative investments available/reported to us as of the billing date. Valuation for alternative investments is often delayed, sometimes significantly, and is not provided to us in a timely manner. As a result, the valuation we use for purposes of calculating the Program Fee may not be current with the actual value of your investments at the time billing is processed and, depending on the circumstances, may result in a higher Program Fee. You should carefully consider the impact of these valuation delays on the Program Fee you pay to us. In addition, for Program Accounts holding eligible alternative investment (non-daily traded alternative funds), initial cash proceeds from redemptions may not be received into the account

for a period that can extend over several months. Proceeds from "hold back" promissory notes are usually received within 18 months of issuance.

Redemptions and "Hold Back" Promissory Notes: For accounts holding eligible alternative investments, proceeds from redemptions are not received into the IC Account for a period that can extend over several months after a redemption request is submitted and is effective. As a result, the Program Fees charged originally are based on the value of the alternative investment fund inclusive of the value of the alternative fund pending redemption.

Starting in July 2017, you will receive a credit of the Program Fee imposed on alternative investments you redeem in whole or in part while you hold these investments in Advisory Programs. Credits will be based on the effective date of redemption and will apply to redemption proceeds received by UBS after June 30, 2017.

Example for illustration purposes only. Fund ABC has a quarterly redemption period. Notice of redemption is due 9/30 and processed 12/31 (the "effective date"). Although the redemption is processed by the fund on 12/31, UBS may not receive the proceeds of the redemption for up to 120 days after the effective date of 12/31. Once received by UBS, the cash proceeds due to client will include a promissory note if the fund imposes a "holdback."

Program Fees will be imposed on the value of the alternative investment only until the effective date of redemption (in this example: 12/31). Thereafter, the Program Fee may not include the investment proceeds until such time as the cash proceeds are received which could be 120 days later. Fees previously imposed will be credited to your Account.

In addition, the advisory fee may not be imposed on any promissory notes received as a result of a holdback. Once the cash is added to the account, it may not be charged a contribution fee.

Calculation of Fees

- For assets custodied at another financial institution, fees will generally be billed in arrears at the beginning of the current quarter. Your initial fee will be pro-rated to cover the period your agreement is in effect through the end of the current calendar quarter. For asset based fees, the fee will be calculated based on the value of the eligible assets (including cash and assets for which UBS has not performed a review or due diligence) at the end of the preceding quarter or if not available the last reported value provided by your custodian.
- For assets custodied at UBS in an IC Account, fees will be billed in advance and your initial fee will be due in full as soon as your IC Program Services Agreement is effective or as otherwise agreed to by us. The fee will be calculated on the value of the eligible assets (including assets for which UBS has not performed a review or due diligence) on that date, pro-rated to cover the period your agreement is in effect through the end of the current calendar quarter. Thereafter the fee will be based on the value of your investments, including if applicable the value of accrued interest, dividends, cash and margin loans, on the last business day of each calendar quarter and billed in advance for the next calendar quarter.
- For OCIO Accounts, notwithstanding execution and acceptance of the Program Agreement by all parties, UBS-AM reserves the right to approve or reject individual accounts if, in its opinion, the selected asset allocation, IPS, investment restrictions or other preferences are inconsistent with the services offered in the Program or would otherwise interfere with its ability to manage the Account on a discretionary basis. We will notify you in writing if your Account is not accepted in the Program and no fees will be charged to your Account for the non-discretionary consulting services provided by UBS-FS. Fees for OCIO Accounts will be imposed commencing acceptance of the Account by UBS-AM. Fees will be assessed and calculated as described above.

- Asset based fees are calculated based on the number of days in the calendar quarter [i.e. Annual Fee/365* (number of days in the quarter)].
- Generally flat fees are calculated by dividing the annual flat fee into four equal quarterly payments and in some situations, the flat fee may be calculated based on the number of days in the calendar quarter.
- Fees for projects will be billed once we complete the agreed upon project services.
- The following assets are not subject to either our IC Program Services Agreement or our OCIO Program Services Agreement and therefore will be excluded from the asset value for purposes of calculating our fees: the value of ineligible investments, including employer securities and individual stocks, bonds and other securities held in a brokerage account
- for ERISA clients only: (i) the value of UBS affiliate/proprietary investments purchased prior to our engagement; (ii) the value of outstanding participant loans; and (iii) the value of self-directed brokerage accounts

Clients not subject to ERISA may decide to implement the results of investment searches performed by UBS-IC through the UBS ACCESS program, and these assets will receive UBS-IC services to the extent not provided through ACCESS. You will not pay a separate UBS-IC fee for such assets and instead the assets are subject to the terms, conditions and fees of the ACCESS program which may differ from those of UBS- IC.

If you invest all or a portion of your assets through another investment advisory program offered by UBS (i.e., Managed Account Consulting (MAC), Strategic Advisor, Portfolio Management Program (PMP), PACE, SWP, etc.), these Firm programs are separate and distinct from UBS-IC and assets included in these programs will not be included in the assets upon which Institutional Consulting services will be performed or fees billed. You will be charged a separate fee for these other programs, which may be greater or lesser than the fee you pay for UBS-IC services, and the terms and conditions of the respective contracts and disclosure statements for these other programs will be applicable.

Payment of Fees

The fee is payable as described in the Program Agreement even if you decide not to implement or follow the investment advice we provide to you. For Clients in the IC and OCIO Program with assets custodied at UBS, the initial asset-based fee is due in full on the day you open your account at UBS and is based on the market value of the account on that date. The initial fee payment covers the period from the opening date through the last business day of the current quarter or the next full calendar quarter and is prorated as described in the preceding section ***"Calculation of Fees"***. Thereafter, the fee is paid quarterly in advance based on the account's market value on the last business day of the previous calendar quarter and is due the following business day. The Client Agreement authorizes UBS to deduct fees when due from the assets in the account.

For Clients in the IC program who elect to custody their assets at a third party custodian, we will invoice you for our services or in certain limited situations we can bill the custodian. Fees will be invoiced in arrears as described in the preceding section "Calculation of Fees".

Debiting Program Fees. For assets custodied at UBS, Program Fees are debited from your Program Account unless you have designated another one of your eligible UBS accounts to pay the Program fee. For an IC Account subject to an IC Program Discretionary Services Agreement, the investment manager(s)'s fee will also be paid from your IC Account. The Program Fee for OCIO Accounts includes the fee payable to UBS Asset Management. Payment of your Program Fee (and investment manager fees if a discretionary IC Account or OCIO Account) will be reflected on your monthly account

statement. If you direct us to automatically debit your Program fees from another UBS account, at the time billing is processed, we will confirm that your other UBS account has sufficient funds to cover your Program Fee. If that account does not have sufficient funds, we will directly debit the Program Account.

When the Manager's fee is deducted directly from the account, the fee billing will be done in accordance with UBS's billing practices which in some cases may be different from those described in the Investment Management Agreement you signed with your Manager. . This could result in Manager fee billing that is higher or lower than if the Manager were to bill you directly.

Invoicing Program Fees. Certain Legacy Clients in the IC program with assets custodied at UBS may have chosen to be invoiced for the Program fee by directing us to do so in the Program Services Agreement. Payment will be due within thirty (30) days of the mailing of the invoice. If the fee is not received within thirty (30) days, the account may be debited.

Plan fiduciaries for defined contribution plans may be able to direct the plan provider to automatically calculate and pay our fees from the assets of, or generated by, the plan. We will not bill the custodian or program provider directly for our fees. In those situations in which your program provider automatically calculates and remits the program fees to us, we will provide you with an annual statement, rather than an invoice, with details on the amount of fees we have received. We will not independently verify the calculations made by the plan provider.

For clients with an IC and OCIO Account and Accounts in other UBS Wrap Fee Programs: Relating Accounts for Billing Purposes. You may choose to have your IC and OCIO Account related to other eligible advisory accounts for the purposes of taking these assets into consideration in order to calculate the fees that are directly debited from both your IC Accounts and such other eligible advisory accounts. Relating the IC/OCIO Account and other eligible advisory accounts held at UBS for billing purposes can provide the opportunity for price reductions at certain breakpoints for those other advisory accounts. Please contact your Financial Advisor for more information on the definition of eligible accounts and the forms needed to choose this billing option. Retirement accounts may not be linked where a prohibited transaction under ERISA or the Internal Revenue Code may result. Accounts may only be related for billing purposes if specifically agreed to in writing between you and UBS.

Refund of Fee Paid

Clients may terminate the Program Services Agreement and receive a full refund of fees paid by contacting their Financial Advisor within five (5) business days from the date the Agreement is accepted by us. After that period, if you terminate your Program Services Agreement, any fees billed in advance will be refunded to you on a pro-rata basis. Any other fees are non-refundable.

D. Trading, Execution and Custody Practices Applicable to IC Accounts

The following provides a general summary of our trading, execution and custody practices of accounts in the OCIO Program and IC Program Accounts custodied at UBS.

Execution of transactions for your account

You should note that in order to comply with principal trade restrictions, orders for most of our Advisory clients are routed for agency execution. Where permissible by applicable law, and after complying with applicable regulatory requirements, we may route orders for our Advisory clients for execution as principal.

If your account is managed by a third-party investment manager, your manager is solely responsible for meeting its best execution obligations to you, and you should review carefully the manager's trading for your account, UBS does not analyze or evaluate whether your manager is meeting its best execution obligations on trades executed for your account.

All trading in your Accounts is at your risk. Accounts are subject to a variety of market and other risks, including illiquidity and volatility. Investment performance of any kind can never be and is not guaranteed—nor is past performance an indicator of future results. In executing transactions for your Accounts, we will not be liable for losses caused directly or indirectly by government restrictions, exchange controls, exchange or market rulings, suspension of trading, acts of war, strikes or other conditions beyond our control, including but not limited to, extreme market volatility or trading volumes.

UBS uses automated systems to route and execute orders for the purchase and sale of securities for all Advisory accounts, unless you direct us otherwise. Generally, an order is routed to an execution center that we believe will provide the best execution. Certain large orders that may require special handling may be routed to a market center for execution via the telephone or in the case of large ETF orders, an Authorized Participant for that ETF. UBS regularly monitors existing and potential execution venues and may route orders in exchange listed or OTC securities to other venues if we believe that such routing is consistent with best execution principles. . Additionally, third party investment managers in meeting their requirements around best executions may determine that this can only be achieved by executing order flow for UBS managed accounts away from UBS trading platform, and then having the executing broker "Step Out" the transactions to UBS for clearance & settlement purposes.

In determining the best way to execute an order for a client, (for non-step out flow) we evaluate the following:

- The speed and certainty of execution
- The price and size improvement
- The overall execution quality

Exchange-listed securities, NASDAQ and OTC securities

The vast majority of our exchange-listed securities and over-the-counter (OTC) orders are executed through our affiliate, UBS Securities LLC—which executes orders as either principal or as agent, depending on the circumstances and type of program involved. These orders will be executed by UBS Securities LLC as principal when there is an opportunity for execution at a price equal to or superior to the price quoted on the primary exchange. If that is not the case, the order will be routed immediately to a different execution center or an unaffiliated execution center for execution. UBS Securities LLC may have a profit or loss when executing orders as principal. For orders requiring agency execution, UBS Securities LLC routes the orders to a primary exchange or an unaffiliated market maker for execution. In some instances, however, for certain securities, we place OTC orders directly with unaffiliated market makers for execution. All routing decisions are in accordance with the principles of best execution.

If we (or another investment manager managing the portfolio) execute securities transactions through other broker-dealers, we may choose brokers who provide us with research services if the commissions charged by these broker-dealers are reasonable in relation to the value of the brokerage and/or research services. We do not try to place a specific dollar value on the research or brokerage services of any broker-dealer or to allocate the relative costs or benefits of research, because we believe that the research we receive is beneficial in fulfilling our overall responsibilities to clients. Accordingly, research received for a particular client's brokerage commissions may not be used for that client's account or may be useful not only for that client but for other clients' accounts as well. Similarly, clients may benefit from the research received for the commission of other clients.

Aggregation of trades for Advisory clients

We may aggregate transactions for Advisory clients for execution under appropriate circumstances. This practice will 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 security

transaction may be allocated among Advisory clients' accounts randomly, pro rata, or by some other equitable procedure adopted by the investment manager. In certain cases, investment managers may use a computer system that allocates purchases and sales transactions either on a random or pro rata basis. In any case, clients may pay higher or lower prices for securities than may otherwise have been obtained.

Payment for order flow

At this time, we have determined not to direct the order flow from our Advisory programs to specific destinations in exchange for payment for that order flow. Payment for order flow is defined to include any monetary payment, service, property or benefit that result from remuneration, compensation or consideration to a broker-dealer from another broker-dealer in return for routing customer orders to that broker-dealer. We may route orders to electronic communication networks (ECNs) or similar enterprises in which we may have a minority ownership interest. If we direct orders for our Advisory programs accounts to such a trading network, we may receive indirect compensation from the ECN with respect to these trades due to our ownership interest. These arrangements will not cause you to pay additional fees directly to us. We believe that, in the course of executing trades for our clients, we may be able to obtain best execution through other exchanges or trading networks. We may direct order flow for these programs to trading networks in which we have an interest in the future if we determine that it is in the interest of our clients and consistent with our obligations under applicable laws.

Best Execution

If you custody your assets in an IC Account, your SMA Manager has the option to trade through us or with other financial institutions, in accordance with the manager's obligation to achieve best execution on all trades for your account. Although use of our trading systems is not required for a manager to participate in our IC program, the system makes it easier, and therefore encourages, a manager to place trades for program accounts with UBS instead of with other financial institutions. SMA Managers typically will place transactions through UBS on an unsolicited basis, as your SMA Manager deems appropriate. Your Program Fee covers the costs of trades executed with UBS but not the costs of trades executed elsewhere. We refer to trades on which we are not the executing broker as "step out trades." These transactions are generally traded from broker to broker and are usually cleared net, without any commissions. However, under certain circumstances, if your SMA Manager trades with another firm, you may be assessed commissions or other trading related costs (for example, mark-ups) by the other broker-dealer, which are embedded into the price of the security allocated to your account. Those fees are in addition to your Program Fee. For this reason, your SMA Manager may find that placing trades with UBS is often the most favorable trading option for you. However, your manager may direct transactions to other broker-dealers (for additional fees or sometimes, commissions) if your manager decides that its best execution obligations so require. Some managers have historically directed 100% of their trades to outside broker- dealers.

UBS requests from SMA Managers information regarding step-out details at least annually but typically in the first quarter of each year. UBS relies upon the information provided by our SMA Managers in an annual client disclosure notice regarding step-outs.

Your SMA Manager is responsible for meeting its best execution obligations to you, and to ensure that any additional commissions or mark-ups assessed to you when they decide to step-out trades to other broker- dealers are consistent with their best execution obligations. If your SMA Manager will not be executing transactions with UBS, our SMA programs may not be an appropriate option if your SMA Manager does not take action to ensure that you do not incur redundant costs.

UBS does not analyze or evaluate whether your SMA Manager is meeting its best execution obligations on trades executed for your account. See the description of our execution and order routing practices above.

E. Closing Your Advisory Accounts; Terminating your Agreement

You may instruct the withdrawal or liquidation of all or a portion of your assets from your Account. Closing your account will not affect your obligation to pay balances due on the Account.

You may terminate UBS Institutional Consulting Agreement or OCIO Program Agreement within five (5) business days of executing the Agreement and receive a full refund of all fees paid to us. Unless provided otherwise in your Agreement, either party may terminate this relationship by notifying the other in writing. The termination will become effective upon receipt of the notice. Upon termination, we will have no further obligation to you to act or advise you with respect to your assets. Termination of your Agreement will end our investment advisory fiduciary relationship and, as applicable, our ERISA fiduciary relationship with you as it pertains to the Program.

With respect to your Program Account(s), your Advisory Agreements will no longer apply to those terminated accounts and the accounts will be governed solely by the terms of your UBS brokerage account. Terminating your IC or OCIO Account may result in a change to your money market sweep fund in instances in which your IC or OCIO Account was swept into a money market fund that is exclusively for advisory accounts.

In certain cases, your assets may be invested in securities, special mutual funds or shares of mutual funds that have been created for use or are eligible exclusively within certain investment advisory programs. Most of these investments contain restrictions that limit their use exclusively in wrap fee Advisory programs, and may be unavailable for purchase or holding outside of wrap fee programs. If you end your participation in either the IC Account or the OCIO account and do not move such assets to another UBS wrap-fee Advisory program, that termination results in the **automatic redemption** of shares or investments held by or on your behalf—which will have tax consequences for you. When you select one of these types of strategies or investments for your portfolio, you agree to the automatic sale of the investments upon termination of your account, and you direct us to execute these sales. We recommend that you consider the potential impact of such sales and restrictions carefully before participating in these types of strategies.

As part of your instructions to withdraw from the Program, you may request that we liquidate your securities. If you select or discontinue use of an SMA Manager without consulting us, you are solely responsible for that decision. We do not restrict your access to the SMA Managers during the selection process or thereafter.

We will liquidate the securities held in your Program account if you specifically instruct us to do so when you tell us to close your account. Liquidation of your account will depend upon market conditions at the time and, absent unusual circumstances, generally will be processed by the end of the next business day after instructions have been received by us. However, certain managers may take longer to liquidate securities for terminated accounts, including high yield securities, convertible securities and other less liquid securities.

If we are unable to obtain an agency bid on small bond or illiquid fixed-income positions, after a number of attempts, we will seek to sell the position on a principal basis if a bid is available. This will allow us to comply with your liquidation request in an expeditious manner.

Security sales will be executed free of commission charges. Trade confirmations for liquidating transactions executed on an agency basis (i.e., by a third-party on behalf of UBS) will be sent to you monthly or “bulked” if you selected that option for your account.

In addition, certain pooled investment funds have redemption restrictions (e.g., redemptions permitted only on a monthly or quarterly basis, redemption gates, etc.) and may be illiquid. If your Account includes

securities with limited liquidity or redemption schedules, such as privately-offered alternative investments, we may be unable to liquidate those securities upon your request. When processing your liquidation request in such cases, we will liquidate readily marketable and otherwise unrestricted securities in your account, leaving any securities that we are not able to liquidate in your account. Your Account will be closed once we submit the redemption request on your behalf. Once the account is closed, you may have to wait for specific liquidity windows for the fund to process your redemption request and deposit the proceeds in your Account. **In addition, an alternative investment fund may hold back a portion of redemption proceeds, usually in the range of 10%, to cover accrued expenses, contingencies and liabilities.**

Liquidations will be executed free of commission charges. Trade confirmations for liquidating transactions effected on an agency basis will be sent to you monthly on your account statement if you selected that option for your account.

Automatic Liquidation or Exchange of Certain Assets: Closing your Account will result in the liquidation of assets held in the UBS Money Market Funds in instances in which your underlying brokerage account is eligible to use the UBS Bank USA as a sweep option or if the cash in your Account is swept into a money market fund that is available exclusively in Accounts.

ITEM 6. PORTFOLIO MANAGEMENT SELECTION AND EVALUATION

A. Qualifications of Financial Advisors Who Provide Consulting Services in the Institutional Consulting Program and OCIO Program

Most of our Financial Advisors are registered as broker-dealer and investment adviser representatives. Financial Advisors who provide institutional consulting services are given the UBS firm designation of Institutional Consultant and are usually required to have at least five years of industry experience, meet certain client asset thresholds at UBS and have either the CIMA⁴ designation from the Investment Management Consultants Association or the CFA⁵ designation from the CFA Institute. Waivers of the education requirements may be granted for Financial Advisors who have sufficient industry experience. The timeframe to meet the requirements may be extended under certain circumstances including recruitment situations. Certain Financial Advisors holding other firm designations may also provide institutional consulting services.

In addition, UBS Financial Advisors with the firm designation of Private Wealth Advisors (PWAs) may deliver certain services under the OCIO program. PWAs are focused exclusively on the ultra-high net worth (UHNW) segment, serving the needs of individuals and families with +\$10 million of liquid assets and/or a net worth of +\$25 million. PWAs are trained in sophisticated wealth management techniques and have completed a training and accreditation program that complements their experience serving clients of significant wealth.

When you enter into an IC or OCIO Program Services Agreement, we will provide to you a Form ADV Brochure Supplement for your Financial Advisor(s) involved in providing investment advisory services to you. The Brochure Supplement includes information regarding their education, business experience, disciplinary history, outside business activities, their compensation and supervision. You may also obtain information about your Financial Advisor(s), their licenses, educational background, employment history, and if they have had any problems with regulators or received serious complaints from investors through the FINRA BrokerCheck service available from FINRA at <http://www.finra.org>, or from the Securities and Exchange Commission at www.adviserinfo.sec.gov.

⁴ CIMA® is a registered certification mark of the Investment Management Consultants Association, Inc. in the United States of America and worldwide.

⁵ CFA® and Chartered Financial Analyst® are trademarks owned by the CFA Institute.

You can also contact your state securities regulator through the North American Securities Administrators Association's website at <http://www.nasaa.org> and request information about our firm and your Financial Advisor.

B. Selecting an SMA Manager; Our Investment Manager Evaluation Process

Our investment searches will recommend and present for your consideration investment manager(s), mutual funds, exchange traded investments, collective trusts, and/or alternative investments that align with your investment policy statement and asset allocation strategy and which are offered by the Firm and/or for which the Firm has conducted due diligence or has otherwise reviewed. We cannot assure you that we will continue to offer or review any of the investments identified through our searches.

Investment Manager Searches. We will identify investment managers that have been reviewed by us for recommendation to Institutional Consulting or other Advisory program clients. In addition, at your request we may also include publicly available information on managers that you currently hold or that you have requested that we have not reviewed or we no longer review.

Our Investment Manager Evaluation Process Manager Research Process

We select investment managers and strategies to participate in UBS programs in order to offer our clients the choice among a range of investment styles and products, such as:

- Value
- Growth
- Growth and income
- Income
- Contrarian
- Tactical asset allocation
- Strategic asset allocation (through multi-style accounts)
- Municipals
- Global
- International
- Convertible bonds
- Long/short investing
- Real estate investment trusts (REITs)
- Preferred Securities
- MLPs

Our Investment Management Research Group conducts a thorough review of each SMA Manager that participates in our UBS researched programs. The Investment Management Research Group first identifies a pool of potential candidates by using public and proprietary databases and industry contacts of the Investment Management Research Group or others at UBS (including Financial Advisors). We also consider those investment managers who approach the Investment Management Research Group directly on an unsolicited basis. General screens such as assets under management, portfolio manager longevity, investment style, and risk adjusted performance are often used to narrow the initial pool of candidates.

As of the date of this brochure, our selection procedures include an examination of performance, performance drivers, investment philosophy and process, and may include interviews with portfolio managers, principals and key staff members, a review of trading practices and portfolio performance, and other criteria. We may also use third parties to help gather and analyze information used in the review process. We review SMA Managers on a periodic basis to confirm and validate our earlier conclusions. That process may include contact with the portfolio managers and key staff members as well as ongoing performance monitoring. Some SMA Managers in turn, delegate their management responsibilities to affiliated and non-affiliated sub-advisors. All SMA Managers and associated strategies

in our programs and their sub-advisors, with the exception of those managers categorized as Managed Accounts Consulting (MAC) Eligible, are subject to the initial and ongoing due diligence process.

Our review process leverages the resources of a third party research firm to gather and analyze information regarding the SMA managers and strategies. The final review and decision to include the Manager/Strategy in the UBS researched programs continues to be conducted by the UBS Investment Management Research Group.

Selecting an SMA Manager. Our SMA Programs offer you the portfolio management services of a select, pre- screened group of SMA Managers. Our role is to identify managers that have been examined and deemed suitable for your needs. Your Financial Advisor will review the results of the Risk Profile Questionnaire with you after which you will select your SMA Managers for your accounts from a group of SMA Managers recommended by us. During your selection process, you have enrolled in IC discretionary program the option of choosing managers who may or may not be affiliated with us. If you have enrolled in the Consultant Investment Discretion Program, your Financial Advisor is authorized to undertake these actions on your behalf.

While we offer a number of different investment strategies for your wealth management needs, we do not offer every investment manager or strategy available in the marketplace. Instead, we provide you with access to those managers who have been approved by our firm and, in our professional judgment, are appropriate to help you pursue your financial goals. We cannot guarantee, however, that the managers presented will be the best available managers either in the industry or the best available managers among the managers included in our firm-sponsored programs.

If we decide, in our sole discretion, that circumstances make a change necessary or appropriate, you authorize UBS to delegate management discretion of your account to a model service provider or overlay manager and/or to remove or replace your SMA Manager, for all or a part of your ACCESS or SWP Account, and to hold the existing assets in your Account until we receive instructions from you. We will notify you in advance of any change in your SMA Manager unless you have granted discretion to us to hire, fire and change such managers under the terms of the CAP Program. Your continued acceptance of services under ~~by this Agreement~~ will constitute your approval and agreement of any replacement SMA Manager, overlay manager or model service provider.

Diversification. Unless the assets allocation or investment strategy you selected is identified as a fully diversified strategy (for example, diversified across all asset classes), your investment in a particular strategy should only be viewed as a portion of your overall portfolio. It should not, however, be considered as a diversified asset allocation plan to investing— either overall or within a single asset class/style.

SMA Manager Searches. To help you select an SMA Manager, at your request, we may provide information from third party or proprietary databases regarding different managers. We do not verify or guarantee this information, including past performance information, which may not be calculated on a uniform or consistent basis. Our inclusion of an SMA Manager in the database or in the manager search report is not an endorsement or recommendation of that SMA Manager by us.

Investment Managers No Longer Reviewed. We may discontinue reviewing an investment manager at any time. Circumstances under which we may discontinue review include (but are not limited to) persistent underperformance, significant departure from the manager's stated investment discipline, or material changes in the manager's organization. Your Institutional Consultant will notify you if we discontinue our review of an investment manager you have retained and if you decide to continue to hold such manager, we will ask you for a written acknowledgment that UBS will no longer provide recommendations regarding such manager. For discretionary relationships, if an investment manager is no longer reviewed, we will terminate such manager within a reasonable time frame.

Mutual Fund, Exchange Traded Fund, Stable Value Funds and Collective Trusts Searches. We will identify mutual funds, exchange traded funds, stable value funds and collective trusts that have been reviewed by us, and/or included in our Firm's databases and made available for use in UBS-IC.

Alternative Investment Searches. We will identify such investments reviewed by us, and offered by us or third parties. With respect to alternative investments not offered by us, you must request offering documents, performance or other materials directly from the alternative investment manager. In addition, at your request we may also include publicly available information on alternative managers that you currently hold or that you have requested. Similarly, you may request publicly available information regarding alternative investment managers that meet certain investment criteria.

Information Provided to you Regarding Investment Searches. To evaluate investment searches provided through the Institutional Consulting services, we will use and provide information from third party or proprietary databases regarding different managers. We do not verify or guarantee this information, including past performance information, which may not be calculated on a uniform or consistent basis.

We may make available descriptive profiles of selected investment strategies that include past performance information. Profiles are not available for every investment manager or investment strategy identified in our search services. We may also include composite investment performance. We believe that composite performance information is meaningful. Composites that we provide may be prepared by us, or, in the case of some investment managers or alternative investment funds, by the managers or funds, or obtained from third party sources.

While we believe that information provided by managers is accurate, we do not independently verify or guarantee it. While a manager's investment process for a strategy is consistently applied across all UBS Programs where the strategy is offered, performance results achieved in each UBS Program will differ among programs, and from the performance shown. In addition, we cannot assure you that any performance information provided has been calculated on a uniform or consistent basis. As such, the performance shown should not be considered actual UBS Program account performance and should not be relied upon in making a decision to select a strategy or continue to have an account managed in a strategy.

As with other investments, past performance does not guarantee or indicate future results.

In addition, our Financial Advisors and clients have access to research from UBS Wealth Management Research Americas (WMR), which is part of UBS Wealth Management Americas. WMR is designed specifically for use by private clients and our Financial Advisors. As a result, subject to certain exceptions, we expect that product areas in UBS Financial Services Inc. will incorporate insights and economic perspectives of WMR, where appropriate, in their products and services.

Clients and Financial Advisors also have access to certain categories of UBS Investment Research (INV Research) that is issued by UBS Investment Bank. Because both sources of research reflect the different assumptions, views and analytical methods of the analysts who prepared them, there may be a difference of opinions between WMR and INV Research. Neither source is necessarily more reliable than the other. The various research content provided does not take into account the unique investment objectives, financial situation, or particular needs of any specific individual investor.

Limitations on Statistical Analysis.

Historical statistical data, based on the performance of various market indices, may be provided, to show relative historic risk and return information regarding the asset allocation strategies presented. In addition, forward looking analyses are presented based upon various risk and return assumptions, including those developed by UBS Financial Services Inc. Forward looking analyses, including probabilistic modeling (which presents the likelihood that the client may be able to achieve certain

goals) are hypothetical in nature, do not reflect actual investments results and are not a guarantee of future results. These analyses do not analyze specific securities. Rather, the asset allocation presented is analyzed. Actual market conditions may result in outcomes significantly different than those illustrated. With respect to probabilistic modeling, the results may vary over time and with each use if any of the underlying assumptions or profile data is adjusted. In addition, the analysis does not present the results that could occur from an extreme market event, either positive or negative, due to the low probability of such an occurrence.

C. Performance Reviews of SMA Managers, Portfolio Managers and Financial Advisors in our Advisory Programs

We provide quarterly performance reviews for Accounts in our Programs whose assets are held at our firm. The performance reviews display the performance of your Account, and/or SMA Manager compared to certain indices. These benchmarks are shown for informational purposes only. The comparisons relate to the historical performance of market indexes (e.g., S&P 500, Dow Jones, etc.) and not the performance of actual investments. Our selection and use of benchmarks for comparison purposes is not a promise or guarantee that your Account will meet or exceed the stated benchmark.

Please note that the investment strategy in your Account(s) is not restricted to the securities in the benchmark. Also, Indexes are not available for direct investment and represent an unmanaged universe of securities that does not take into account advisory or transaction fees, all of which will reduce overall return.

Benchmark Selection for Performance Evaluation: SMA Programs: We assign index benchmarks to those SMA Managers that we have researched, based on our understanding of their strategy, their investment style and our research. Those benchmarks are used for researched SMA Managers.

Discretionary Programs: We also assign comparative benchmarks to the strategies managed by IC Consultants in the IC Consultant Investment Discretion Program.

UBS IC Program – Investment Management Portfolio Managers. For the IC Program, the UBS-FS Investment Management team continuously oversees the Managed Portfolio Program investment portfolios for many metrics, including performance. The UBS Investment Management team reviews investment portfolio performance against comparative benchmarks assigned to each of its investment strategies.

On a quarterly basis, the UBS Investment Management team presents its investment portfolio performance to the Quantitative Service Group so that the Quantitative Service Group may conduct a performance test. If the strategy has performed within established criteria, no other action is needed. If the strategy's performance is outside the established criteria, the Quantitative Service Group will investigate the drivers of performance. Strategies that have extended performance outside of established criteria will be brought to the attention of the Head of Wealth Management Solutions Advice and Platforms for further review and discussion to determine whether that particular strategy should continue in the Program. Our Quantitative Service Group, which is responsible for conducting a performance test for these programs, reports into the same function as the portfolio investment team that manages the investment portfolios.

OCIO Program – Investment Manager Selection and Evaluation. UBS Asset Management is responsible for selecting and evaluating investment managers for the OCIO Program. The OCIO Program obtains exposure to third party and affiliated portfolio managers primarily through investing in pooled investment vehicles selected by UBS-AM, including mutual funds, exchange-traded funds, exchange-traded notes, commingled funds, collective trusts, liquid alternative investment funds, funds-of-

funds, and, if permitted by the client's IPS, privately-offered alternative investment funds (collectively, "Funds").

UBS-AM may select investment managers that employ either an actively-managed or passively-managed investment strategy. UBS-AM selects investment managers for the OCIO Program based on a number of factors. Such investment managers generally have:

- An established performance track record demonstrative of skills in the strategy or related strategies;
- High quality investment management services, including appropriate depth and breadth of human capital resources, and a reputation for integrity and investment competence;
- An investment process that can be understood, monitored, and has shown consistency of style and purpose over the life of the strategy in question;
- Reasonable investment management fees and other operating costs and expenses; and
- Strong administrative capabilities—including transparent, rigorous attention to legal, operational, compliance and trading related risks as well as strong risk management procedures and policies.

If UBS-AM selects an investment manager which manages a "fund-of-funds" (i.e., a fund or strategy that invests in other funds or strategies), UBS-AM will also consider such investment manager's process for selecting and monitoring the underlying investment managers and strategies that comprise the fund-of-funds.

On an ongoing basis, UBS-AM will regularly review information provided by investment managers as well as information from relevant performance databases. UBS-AM will compare the investment manager's performance to similar investment managers and market indices. UBS-AM maintains profiles for each investment manager in the OCIO Program.

UBS or UBS Affiliates and Employees Acting as Portfolio Managers.

UBS Affiliated Managers and UBS Financial Services Inc. investment portfolios and research exceptions for proprietary strategies.

At your request, the IC program may offer the services of UBS affiliated managers. We also offer the services of Financial Advisors as portfolio managers in the IC Consultant discretion offering and UBS-AM in the OCIO Program.

While we seek to apply the same review criteria to all researched managers available in our SMA Programs, certain UBS affiliated strategies and UBS-AM discretionary investment portfolios, may not have been screened or approved as researched strategies at the time they were initially included in the IC or OCIO Programs.

For example, for our discretionary investment portfolios, while the Firm itself would satisfy the general research screens, an investment portfolio on its own, may fail to meet several research screens, including: total assets under management, length of a performance track record with client assets, and a requirement of having a minimum number of accounts that are normally imposed on third-party managers. In these cases, however, we may either research these managers subsequent to being included in our SMA Program or we may monitor them periodically to ensure that they meet specific criteria. In these cases, however, we may monitor these strategies periodically subsequent to being included in our SMA Program to ensure that they meet specific criteria.

The Manager Research process described above does not apply to our Financial Advisors participating in our discretionary Advisory Programs or UBS Asset Management in their capacity as portfolio managers in the OCIO Program.

D. Advisory Business

1. Corporate Structure

UBS Financial Services Inc. was organized as a Delaware corporation on June 30, 1969. UBS Financial Services Inc. became a registered investment adviser on January 22, 1971. It is a wholly owned subsidiary of UBS Americas Inc., a Delaware corporation. UBS Americas Inc. is a wholly owned subsidiary of UBS Americas Holding LLC, which in turn is a wholly owned subsidiary of UBS AG, a Swiss stock corporation whose business purpose is the operation of a bank, with a scope of operations extending to all types of banking, financial, advisory, trading and service activities in Switzerland and abroad. UBS AG is in turn a wholly owned subsidiary of UBS Group AG, the holding company of the UBS Group.

2. Advisory Services

Advisory Services and Programs Other than the UBS IC, and OCIO Programs

We offer other Advisory services separate from the UBS IC, and OCIO Programs that are not described in this brochure. We do not hold ourselves out as specializing in a particular type of advisory service or strategy. Instead, our advisory programs and services offer a broad variety of strategies, investment options and asset allocations and features. If you would like more information please ask your Financial Advisor for the Form ADV Disclosure Brochure for those programs and services.

- Wrap Fee Programs:

Program type

Programs included

Discretionary Programs	UBS Managed Portfolio Programs, Portfolio Management Program
Separately Managed Accounts (SMA) Programs	ACCESS and Managed Accounts Consulting (MAC)
Unified Managed Accounts Program	UBS Strategic Wealth Portfolio
Non-Discretionary Advisory Programs	PACE and UBS Strategic Advisor Program
Portfolio Based Advisory Program	UBS Consolidated Advisory Program ("CAP Program")

- Financial Planning Services.

There are important differences among these Programs in terms of services, structure and administration, the depth of research conducted on the managers available in the programs, Program Fees and the compensation that Financial Advisors receive. Please review the details of each service and program carefully as you decide which program is appropriate for your investment needs.

3. How We Tailor Our Advisory Services

All of our Institutional Consulting and OCIO Services are customized based on information you provide regarding your particular needs, goals and circumstances.

We tailor our IC Program and OCIO Program services, reports, asset allocations and investment policy statement services to your specific investment objectives, risk tolerance, goals and circumstances in various ways, including the following:

- **Investment Policy Statement Assistance.** We will work with you to identify and review the criteria which will be used to select and monitor investments based on the needs and preferences of your organization.
- **IC Program Asset Allocations and Strategies.** For the IC Program, asset allocations made or recommended by UBS-FS are based on a proprietary process which offers (depending on the software program) various customized asset allocations.
- **OCIO Program Asset Allocations and Strategies.** For the OCIO Program, UBS Asset Management's makes asset allocations using its proprietary asset allocation investment process. UBS-AM will implement the asset allocation described in a client's IPS on a discretionary basis, including rebalancing the portfolio and making strategic changes to the account's exposure to various asset classes. While the asset allocation ranges included in a client's IPS will provide a guide for UBS-AM's asset allocation services, the Account's actual asset allocation may, at any time, vary from the IPS for various reasons, including, but not limited to, fund flows into or out of the Account, market movements, holding certain investments with liquidity restrictions, and asset allocation decisions.
- **OCIO Pension Risk Management.** For defined benefit pension plans in the OCIO Program, UBS-AM utilizes a liability-driven investment (LDI) strategy that incorporates the risk profile of the benefit liabilities in the determination of the risk profile of the portfolio assets. In this manner, the strategy seeks to help manage the volatility of the plan's funding status.
- **Model Portfolios for Defined Contribution Plans.** UBS-FS will identify which of the Plan's existing investment options are consistent with the components of the asset allocation models provided. You may then make these customized asset allocation models available to participants.
- **Investment Searches.** Searches are based on your needs and are aligned with your Investment Policy Statement.
- **Reports.** The reports and analysis we provide can be tailored to meet your particular needs and goals. You and your Financial Advisor can determine which types of analysis to include in your reports. See "Our Advisory Services" for details about the services offered in the Institutional Consulting Services Program.

4. Performance Based Fees and Side by Side Management

Our advisory services in the IC and OCIO Programs do not impose performance fees. UBS Financial Services Inc. does not serve as investment manager to hedge funds, private equity or similar types of investment vehicles. However, as a distributor of alternative investments, including hedge funds and fund of funds, UBS receives a portion of the performance fees charged by the investment adviser to those funds. Financial Advisors who sell those alternative investments receive a portion of those fees.

5. Methods of Analysis, Investment Strategies and Risk of Loss

A. Our Asset Allocation Analysis and Portfolio Evaluation Services

All investments carry the risk of loss. Please review the documents, profiles and investment proposals we provide to you when you establish accounts in the Programs for a description of the specific risks associated with the investment strategy you selected. We obtain information from various sources, including:

- Financial publications

- Inspections of corporate activities
- Company press releases and securities filings
- Research and due diligence material prepared by UBS Financial Services Inc., our affiliates and third parties
- Rating or timing services
- Regulatory and self-regulatory reports
- Third party data providers and research consultants
- Outside consultants, experts and other professionals
- Other public sources

In addition, we receive a broad range of research and information about the following:

- 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
- Other information that may affect the economy or securities prices

Research can be received through various channels, including:

- Written reports
- Telephone contacts and personal meetings with research analysts
- Economists
- Government representatives
- Corporate and industry spokespersons

We may receive research, model portfolios and asset allocation services generated by UBS, UBS affiliates, third parties, by or through brokers or dealers or investment advisers, including research, model portfolios and asset allocation advice purchased through economic arrangements with such parties.

Our Investment Advisory services generally rely on a variety of fundamental, technical, quantitative and statistical tools and valuation methodologies. As a result of these different methodologies employed, technical or quantitative research recommendations may differ from, or be inconsistent with, fundamental opinions for the same security. We may use computer technology to more readily display these factors and to create asset allocation recommendations. Personnel involved in providing Investment Advisory services may have access to specialists or other information for all major industry groups.

Our Financial Advisors and clients have access to research from UBS CIO Wealth Management Research Americas (CIO WMR), which is part of UBS Wealth Management Americas. CIO WMR is designed specifically for use by private clients and our Financial Advisors. As a result, subject to certain exceptions, we expect that product areas in UBS Financial Services Inc. will incorporate insights and economic perspectives of CIO WMR, where appropriate, in their products and services.

Clients and Financial Advisors also have access to certain categories of UBS Investment Research (INV Research) that is issued by UBS Investment Bank. Because both sources of research reflect the different assumptions, views and analytical methods of the analysts who prepared them, there may be a difference of opinions between CIO WMR and INV Research. Neither source is necessarily more reliable than the other. The various research content provided does not take into account the unique investment objectives, financial situation, or particular needs of any specific individual investor. Investments and strategies available in our Advisory Programs are subject to varying degrees of due diligence (quantitative and/or qualitative) and depth of research. For example, the Investment Management Research Group conducts enhanced research on a select group of SMA Managers and mutual funds and makes that research available to Financial Advisors. These "Select Lists" represent a diversified selection of mutual funds and SMAs within various investment categories with different investment philosophies. The Select Lists are published for internal use only and can be, but are not required to be used as a resource by Financial Advisors when recommending SMAs and mutual funds to clients. These lists are updated periodically. Financial Advisors have access to various resources to review and select the investments and managers they recommend to clients. As such, the SMA managers and mutual funds in which you invest may or may not be part of these Select Lists. We will not notify you if the SMA or investment you select is on one of these Lists initially or if it is removed after you invest.

SMA Managers

Managers in our Advisory programs are not required to use UBS research as the source of their investment decisions. Any research that we or one of our affiliates may provide to an SMA Manager is separate and apart from our Advisory programs and does not affect or otherwise limit the manager's discretionary investment responsibility for your program account. **You should be aware that we or our affiliates (or employees thereof) may have conflicts of interest in connection with the research reports we publish.** UBS and its affiliates (or any of our employees) may happen to fall into any one of these categories, which could potentially create a conflict of interest:

- Holding long or short positions in a specific security being researched
- Deal as principal or agent in a specific security being researched
- May provide Advisory or other services to an issuer or their affiliate that is covered in research reports issued by CIO WMR and/or INV Research

CIO WMR and INV analyst compensation is not based on investment banking, sales and trading or principal trading revenues, however, their compensation may relate to the revenues of UBS business groups as a whole, of which investment banking, sales and trading and principal trading are a part.

Our Proprietary Asset Allocations

Our asset allocations are based on a proprietary methodology. In developing those allocations, UBS considers asset class risk and return results that are based on estimated forward-looking return and risk assumptions, as measured by standard deviation ("capital market assumptions"), which are based on UBS proprietary research. The development process includes a review of a variety of factors, including the return, risk, correlations and historical performance of various asset classes, inflation and risk premium. These capital market assumptions do not assume any particular investment time horizon. UBS periodically reviews the economic or market conditions or other general investment considerations that it believes may impact the capital market assumptions. The capital market assumptions may change from time to time at the discretion of UBS. UBS has changed its risk and return assumptions in the past and may do so in the future. We will not provide you with an updated investment proposal automatically based upon changes to these or other underlying assumptions, but you may request an updated proposal from your Financial Advisor. Changes in the assumptions may affect your Target Allocation on the broad, subclass or style level. We may also add or remove asset classes, subclasses and styles from our allocation methodology at any time. We will send you a written notice in the event that changes in our capital market assumptions result in a change to your Target Allocation. It is

important to note that changes to your Target Allocation may result in tax consequences to you. Please consult your tax advisor if this occurs.

UBS employs a variety of asset allocation models and tools. As a result, our modeling outside of the programs may vary depending upon the asset allocation model, amount invested and software program used for analysis.

For the OCIO Program, UBS Asset Management's makes asset allocations using its proprietary asset allocation investment process. UBS-AM will implement the asset allocation described in a client's IPS on a discretionary basis, including rebalancing the portfolio and making strategic changes to the account's exposure to various asset classes. While the asset allocation ranges included in a client's IPS will provide a guide for UBS-AM's asset allocation services, the Account's actual asset allocation may, at any time, vary from the IPS for various reasons, including, but not limited to, fund flows into or out of the Account, market movements, holding certain investments with liquidity restrictions, and asset allocation decisions. In addition, if an OCIO account holds pension plan assets, UBS-AM will provide pension risk management services utilizing a liability-driven investment (LDI) strategy that incorporates the risk profile of the benefit liabilities in the determination of the risk profile of the portfolio assets. In this manner, the strategy seeks to help manage the volatility of the plan's funding status. As a result, the investments held by and asset allocations implemented for ERISA plan assets may differ significantly from those for non-ERISA assets in the Program. Certain investment guidelines and/or market conditions may present greater investment risks than others.

B. Risks Associated with Eligible Investments in the Institutional Consulting Program and the OCIO Program.

All investments involve risk, the amount of which will vary, and that your ability to implement any financial strategy may be affected by a number of factors including:

- market fluctuations
- the actual value of assets held at other financial institutions
- your ability to make the contributions required, and
- the impact of your other investment decisions.

This section is not intended to enumerate all the risks associated with the following investments:

- **Mutual Funds, ETFs and ETNs**

Mutual funds, ETFs and ETNs are sold by prospectus. To determine whether a particular investment is an appropriate investment for you, carefully consider the important information on the investment objectives, risks, charges and expenses. Please read the prospectus and offering documents carefully before you invest. Your Financial Advisor can provide a copy of the prospectus. You should be aware that the return and principal value of the Fund, ETF and ETN will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. We recommend that you read these documents carefully and consider investment objectives, risks, charges and expenses before investing, and maintain them in your files for future reference. If you have any questions, please contact your Financial Advisor.

Shareholders of these investments pay fees to the service providers of the funds, for example, management and administrative fees. The actual returns of your investment will be reduced by those fees and expenses.

There are risks involved with investing, including possible loss of principal. There is no guarantee that the investments will appreciate during the time that you hold them and some or all may depreciate in price. The risks for each investment will vary depending on the investment objective and underlying

investments of each mutual fund, ETF and ETN. The prospectus lists the applicable risks. Please review those risks carefully before investing.

- **Exchange Traded Funds**

When you purchase an ETF share, you purchase an interest in an underlying basket of securities, designed to obtain investment results that correspond generally to price and yield performance of a particular index of securities, such as the S&P 500 index. There is no assurance that the ETF investments will match the index it aims to replicate. Investors in ETFs are subject to different risks than investors in mutual funds, as some of these instruments do not issue and redeem shares on a continuous basis. As a result, these securities may not be as liquid as open-end mutual funds. The price of these securities trading on an exchange can move independently of, and at a discount to, the net asset value (NAV) of securities comprising the fund's portfolio.

- **Exchange Traded Notes**

Exchange Traded Notes, or "ETNs", are unsecured debt obligations of a particular issuer with returns that generally track the total return of an underlying index. Unlike standard debt securities, ETNs may not return the principal amount at maturity and, therefore, depending on the specific terms of the product, investors could lose all or a substantial portion of their investment based on the performance of the underlying index. Investors could also lose their entire investment if the issuer becomes insolvent.

UBS Financial Services Inc. does not guarantee in any way the obligations or the financial condition of any issuer or the accuracy of any financial information provided by any issuer of ETNs.

ETNs are not traditional investments and investing in ETN is not equivalent to investing directly in the underlying asset. ETNs may contain a call feature which allows the issuer to repurchase the ETN at its option prior to maturity. If this call feature is exercised, investors may not be able to reinvest the proceeds received at a comparable rate of return. While ETNs are generally listed on an exchange, the issuer is not obligated to maintain such listing or to ensure that there is a secondary market for the ETNs. As a result, there may be limited or no liquidity in the ETNs and investors should be prepared to hold their investment to maturity.

- **Collective Investment Trusts or Funds**

A collective fund is not open to individual investors. The strategies may be speculative and involve significant risk. Unlike a mutual fund, the only way that an investor can gain access to a collective fund is through a retirement plan such as a 401(k) plan. Additionally, regulation of mutual and collective funds varies. For instance, the mutual fund industry is governed by the Securities and Exchange Commission (SEC). Mutual funds lay out an investment strategy in legal documents that are filed with financial regulators in a region so investors are aware of the risks and rewards that are likely with a fund.

Managers of collective funds are not regulated by the SEC. Instead, these investment advisers adhere to less stringent guidelines and are overseen by the U.S. Office of the Comptroller of the Currency or by a state banking authority. As a result of less stringent governance, managers of collective funds have to disclose fund performance and the components of a portfolio only once a year, although most fund managers communicate performance to investors on a more frequent basis.

- **Stable Value Funds**

The objective of most stable value funds is to provide safety of principal and an investment return that is generally higher than a money market return, while providing participants the ability to withdraw their assets for ordinary transactions at book rather than market value. The ability to withdraw stable

value assets at book value has limitations based on the insurance contracts that wrap the underlying assets. In addition, most stable value funds require a hold period before assets can be withdrawn from the fund by the plan sponsor at book value and may refuse to honor book value withdrawals after communications from a plan sponsor or plan fiduciaries that it determines caused participants withdrawals. Additionally, the Plan is often restricted from offering investment alternatives or plans that are viewed as competitive with the stable value offering. Stable value funds are subject to counterparty risk of the insurers that provide the fund's book value liquidity.

- **Alternative Investments**

Interests of Alternative Investment Funds are sold only to qualified investors, and only by means of offering documents that include information about the risks, performance and expenses of the Funds, and which clients are urged to read carefully before subscribing and retain.

An investment in a Fund is speculative and involves significant risks as the Funds:

- are not mutual funds and are not subject to the same regulatory requirements as mutual funds,
- performance may be volatile, and investors may lose all or a substantial amount of their investment in a Fund,
- may engage in leveraging and other speculative investment practices that may increase the risk of investment loss. Interests of the Funds typically will be illiquid and no secondary market for interests usually develops, are long-term (e.g., 10-15 years), and are subject to restrictions on transfer, and
- may not be required to provide periodic pricing or valuation information to investors.

Alternative Investment Funds generally involve complex tax strategies and there may be delays in distributing tax information to investors. The Funds are subject to high fees, including management fees and other fees and expenses, all of which will reduce profits. The Funds may fluctuate in value. Interests in the Funds are not deposits or obligations of, or guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board, or any other governmental agency.

Prospective investors should understand these risks and have the financial ability and willingness to accept them for an extended period of time before making an investment in a Fund. Investors should consider a Fund as a supplement to an overall investment program.

Item 7. Client Information Provided to Portfolio Managers

We share certain information you provide to us during the account opening process with your SMA Managers, Financial Advisors and for OCIO Accounts, UBS Asset Management, in order to assist them in the management and servicing of your Account. The information we provide to them includes: personal information, such as your name, address, social security number (TIN) and account type. We also provide your responses to the Profile Questionnaire and general account information, such as risk profile and account objectives, and any investment restrictions on the account. We report account activity and make trade confirmations and monthly account statements available to them as well. We also provide trade confirmations at your direction. Our Financial Advisors who service your Account have access to the same information as listed above. You understand and consent to the release of such information for these purposes.

Data Downloads. To service and reconcile your Accounts, we automatically provide your SMA Managers or sub- advisors with copies of the confirmations for trades they place in the Accounts they manage for you, unless you instruct us otherwise in writing. Upon request by your SMA Managers, we provide copies of your monthly account statements. From time to time, your SMA

Managers or sub- advisors may request that we provide them with a data download of all transactions they effected on your behalf in order to reconcile your Account. We consider your selection of the sub- advisors and SMA Managers for your Accounts and your continued participation in the program as your consent to our providing that data and copies of your account statements. You may revoke that consent at any time by contacting us in writing.

Item 8. Client Contact with Portfolio Managers

We do not restrict your ability to contact or consult with your SMA Managers, Portfolio Managers or Financial Advisors.

ITEM 9. ADDITIONAL INFORMATION.

A. Executive Officers and Board of Directors

- **Thomas C. Naratil** is President of UBS Group Americas and UBS Wealth Management Americas, (WMA), Chairman of the Board of UBS Americas Holding LLC, UBS Americas Inc., UBS Financial Services Inc. and a member of the Group Executive Board of UBS Group AG. UBS WMA comprises the registered broker-dealer, UBS Financial Services Inc., as well as UBS Bank USA and the Private Banking operation. As regional President, he brings together the firm's resources, talent and capabilities to benefit UBS's clients in the Americas.
- **William T. Carroll** is a Managing Director and Head of Wealth Management Advisor Group West of WMA.
- **Jason R. Chandler** is the Group Managing Director and Head of WMA Investment Platforms and Solutions, which includes Advisory and Planning, is co-head of global investment Platforms and Solutions, and a member of the Board of UBS FS.
- **Amy E. Fainsbert** is a Managing Director and the Chief Financial Officer of UBS FS and is a member of the Board of UBS FS.
- **Paul M. Hatch** is a Group Managing Director, Northeast Divisional Director, Chairman of the Private Bank and a member of the Board of UBS FS.
- **Brian P. Hull** is a Group Managing Director and the Head of the Client Advisory Group of WMA. He is the President of UBS Financial Services Inc. and a member of its Board of Directors.
- **Kathleen Lynch** is the Chief Operating Officer for UBS Group Americas and WMA and is a member of the Board of UBS FS.
- **Michael McGovern** is the Chief Financial Officer UBS Group Americas and WMA and a member of the Board of UBS FS.
- **John J. McDermott** is Group Managing Director and Head of Compliance and Operations Risk Control for UBS Group Americas and WMA.
- **Samuel L. Molinaro** is Group Managing Director; President of UBS Americas Holding LLC, Head of Legacy and a member of the boards of UBS Securities LLC and UBS Americas Holding LLC.

CIO Wealth Management Research Americas

- **Mike Ryan** is a Group Managing Director, Regional Chief Investment Officer for the US and

Head of CIO Wealth Management Research for UBS Wealth Management Americas, which comprises the registered broker-dealer, UBS Financial Services Inc., as well as the Private Banking operation.

Management for the Investment Advisory Products Covered in this Brochure

- **Jim Hausmann** is a Managing Director and Head of the Corporate Solutions & Retirement Services Business for UBS Wealth Management Americas.
- **Eric Weisser** is a Director and Head of Institutional Consulting.
- **Andrew Duren** is an Executive Director and Head of the Institutional Consulting and Retirement Plan Consulting Program Administration

General Counsel, Director of Compliance and Chief Compliance Officer

- **Michael L. Crowl**, is Group Managing Director and General Counsel of UBS Wealth Management Americas, which includes the registered broker-dealers, UBS Financial Services Inc. and UBS Financial Services Incorporated of Puerto Rico, as well as UBS Bank USA, UBS Trust Company of Puerto Rico Inc., and the Private Banking Operation which is comprised of UBS AG branches in the United States.
- **Brent H. Taylor** is a Managing Director and Head of Legal for the UBS Wealth Management Americas ("WMA") businesses (other than banking). He is the General Counsel of UBS Financial Services Inc., a registered broker-dealer and investment adviser.
- **Sharyn Handelsman** is a Managing Director and Head of Compliance and Operational Risk Control for UBS Wealth Management Americas, which includes UBS Financial Services Inc., and the Private Banking Operation as well as UBS Bank USA, and UBS Trust Company of Puerto Rico Inc. Ms. Handelsman is also the Chief Compliance Officer and member of the board of UBS Financial Services Inc.
- **Lisa M. Francomano** is an Executive Director, Deputy Director of Compliance and Chief Compliance Officer for UBS Financial Services' advisory business.

B. Disciplinary History

Below is a summary of the material legal and disciplinary events against UBS Financial Services Inc. during the last ten years. As of the date of this brochure, there are no reportable legal and disciplinary events for our senior management personnel or those individuals in senior management responsible for determining the general investment advice available to our clients.

The disciplinary reporting requirements for broker-dealers and investment advisers differ in some ways, with FINRA requiring broker-dealers to report on matters (for example, pending complaints and arbitrations) which are not required to be reported by investment advisers. Since our firm operates as both broker-dealer and investment adviser we file the information as required by each entity. The information in this report is not the only resource you can consult. You can access additional information about our firm and our management personnel on the Securities and Exchange Commission's website, located at www.adviserinfo.sec.gov, as well as the Financial Industry Regulatory Authority's website, brokercheck.finra.org.

The UBS Institutional Consulting and OCIO Programs were not involved in any of the instances described below.

Please note that in each instance described below, the Firm entered into the various orders, consents and settlements without admitting or denying any of the allegations.

Disciplinary History	
1	<p>Date of Action: September 28, 2016</p> <p>Brought by: Securities and Exchange Commission</p> <p>Rule: Section 15(b)(4)(E) of the Exchange Act</p> <p>Allegations: The SEC alleged that during the period of 2011-2014, UBS failed reasonably to fulfill supervisory responsibilities within the meaning of Section 15(b)(4)(E) of the Exchange Act because UBS failed to establish reasonable policies and procedures, and a system for applying such procedures, that would reasonably be expected to prevent and detect the violations of Section 17(a)(3) of the Securities Act. The product under review was the Reverse Convertible Note ("RCN") with a single stock as the underlying asset, also called single-stock-linked RCNs. The Order finds that the Firm failed to reasonably supervise its RCN sales by failing to develop and implement adequate education and training for its Financial Advisors regarding certain aspects of single stock-linked RCNs, including for example, the role of implied volatility of the underlying stock in the selection of the stock as the asset underlying the RCN. The Order highlighted the Firm's significant cooperation and prompt enhancement of procedures addressing the SEC's concerns.</p> <p>Disposition: SEC censure order and fine</p> <p>Fine: \$8,227,566 in disgorgement (to the SEC), \$798,316 in interest, and \$6 million in penalty, for a total of \$15,025,882.</p>
2	<p>Date of Action: December 2014</p> <p>Brought By: State of Vermont Department of Financial Regulation</p> <p>Entity: UBS Financial Services Inc.</p> <p>The firm was fined \$325,000 for inaccurate books and records, breaches of policies and procedures which prohibited the solicitation of MAC Eligible managers and failure to provide a reasonable supervisory system to prevent such breaches. The Consent Order highlights the Firm's substantial cooperation with the investigation and its enhancements to procedures which were made to prevent recurrence of these facts.</p>

Disciplinary History

- 3 Date of Action: December 2013
 Brought By: FINRA
 Entity: UBS Financial Services Inc.

The firm was fined a total of \$260,000 for rule breaches involving fair pricing of 5 municipal bond transactions, best execution obligations relating to 51 transactions and late reporting to TRACE of 303 trades. The breaches occurred over sporadic periods between 2008 and 2012.

Censure & Fine: \$260,000

- 4 Date of Action: August 2013
 Brought By: North American Securities Administrators Association
 Entity: UBS Financial Services Inc.

UBS employed client service associates who accepted client orders without being registered with relevant state authorities and failed to supervise those associates adequately. UBS settled the matter without admitting or denying the findings of fact. UBS agreed to enter into separate settlements with each state and the civil penalty will be divided amongst the states in individual settlement amounts.

Fine: \$4.58 million

- 5 Date of Action: December 12, 2012
 Brought By: FSA, FINMA, CFTC
 Entity: UBS AG

On 19 December 2012, UBS AG entered into settlements with the US Department of Justice (DOJ), UK Financial Services Authority, and the Commodity Futures Trading Commission (CFTC) in connection with their investigations of manipulation of LIBOR and other benchmark interest rates. The Swiss Financial Market Supervisory Authority (FINMA) also issued an order concluding its formal proceedings with respect to UBS. UBS agreed to pay a total of approximately CHF 1.4 billion in fines and disgorgement. UBS will pay GBP 160million in fines to the FSA and CHF 59million as disgorgement of estimated profits to FINMA.

FINMA: Reprimand and disgorgement of estimated profits CHF 59 million
 FSA: Fine GBP 160 million
 CFTC: Fine, USD 700 million

- 6 Date of Action: May 1, 2012
 Brought By: SEC
 Entity: UBS Financial Services of Puerto Rico

UBS Financial Services of Puerto Rico, a subsidiary of UBS Financial Services, settled with the SEC without admitting or denying charges regarding misrepresentations and omissions of material facts to numerous retail customers during the period 2008 and 2009 regarding the secondary market liquidity and pricing of UBS PR affiliated closed end funds. The Firm is required to retain an independent consultant to review its sales and trading policies, procedures and practices in connection with such funds. "

Disposition and Fines: Censure \$14,000,000; Disgorgement \$11,500,000; Interest \$1,109,739

- 7 Date of Action: May 1, 2012
 Brought By: FINRA
 FINRA Rule 2010, NASD Rules 2110, 2310, 3010 -

Allegations: FINRA alleged that the Firm failed to establish and maintain a supervisory system, including written procedures, reasonably designed to achieve compliance with NASD and FINRA rules in connection with the sale of non-traditional exchange-traded funds (ETFs) in accounts where the firm provided brokerage services to certain retail customers and the firm failed to provide adequate formal training and guidance to its registered representatives and supervisors regarding non-traditional ETFs.

Disciplinary History

Disposition: Letter of Acceptance, Waiver and Consent, Censure and Fine

Fine: 1.5 million; \$431,488 in restitution

8 Date of Action: Feb. 22, 2012

Brought By: Pennsylvania Securities Commission

Allegations: The Pennsylvania Securities Commission alleged that the Firm failed to reasonably supervise three agents in one branch office relating to the sale of certain structured products issued by Lehman Brothers to two investors and that such conduct formed a basis to sanction the Firm under Section 305 (A)(VII) of the Pennsylvania Securities Act of 1972, 70 P.S. Section 1-305(A)(VII)

Disposition: Consent to the Commission's Findings of Fact, Conclusion of Law, and Order. Administrative Assessment of \$200,000

Legal and investigation costs of \$75,000

9 Date of Action: Sept. 30, 2011

Brought By: FINRA

Allegations: FINRA alleged that during the period of November 2004 to September 2006, the Firm violated Municipal Securities Rulemaking Board Rule G-27 by failing to reasonably supervise certain cross-trading of municipal bonds by retail customers, in that the Firm lacked adequate policies and procedures to monitor this type of trading and did not conduct adequate follow-up on red flags which put it on notice that one of its registered representatives may have been exercising discretion in customer accounts to engage in unsuitable cross-trading of municipal bonds.

Acceptance, Waiver and Consent

Censure and Monetary Fine: \$300,000

10 Date of Action: August 22, 2011

Brought By: New Hampshire Bureau of Securities Regulation

Allegations: UBS sold Lehman Structured Products to clients (specifically referencing three particular investors), who were not made aware of the risks of these products and failed to inform clients of Lehman's financial condition prior to Lehman's bankruptcy. It was also alleged that the firm's recommendations to a small number of New Hampshire residents to purchase Lehman Structured Products were unsuitable.

Disposition: Consent Order

Administrative fine of \$100,000; Investigation costs of \$200,000; Administrative payment of \$700,000

11 Date of Action: May 4, 2011

Brought By: SEC, Internal Revenue Service (IRS), Dept. of Justice (DOJ), State Attorney General of 24 States

UBS AG and UBS Financial Services Inc. reached settlements with the SEC, the IRS, the DOJ and a group of State Attorneys General regarding investigations into the conduct of certain former employees in UBS Financial Services' former municipal reinvestment and derivatives group from 2001 to 2006. Allegations included violations of: Section 15(c)(1)(A) of the Securities Exchange Act of 1934, Section 1 of the Sherman Act, and IRS regulations in bidding practices and representations made involving the investment of proceeds of municipal securities transactions.

Disposition: SEC: Waiver and Consent to Final Judgment enjoining UBS from violating Section 15(c) of the Act, disgorgement of profits, interest and civil penalty; IRS: Closing Agreement; DOJ: Non-prosecution Agreement

SEC: Disgorgement of \$9,606,543 plus interest of \$5,100,637 and civil penalty of \$32,500,000; IRS: penalty of \$18 million and restitution of 4.3 million; States: \$70.8 million plus \$20 million credited from the SEC settlement

12 Date of Action: April 11, 2011

Brought By: FINRA

Allegations: Violations of NASD Rules 2110, 2010, 2210, 2211, 2310, 3010 and IM2310-2 with regard to Lehman Brothers Holdings Inc. 100% Principal Protection Notes ("Notes"): violated NASD Rule 2110 by making statements and omitting certain facts through communications through some financial advisors that may have misled certain customers, failed to disseminate adequately to financial advisors certain market information relating to Lehman's financial condition, violated NASD Rules 3010 and 2110 by failing to maintain and establish adequate supervisory systems in connection with marketing and sale of the Notes, violated NASD Rules 2310 and 2110 and IM-2310-2 by not adequately analyzing the suitability of sales to certain customers, and use of advertising and marketing materials and training and education materials that were not fair and balanced in violation of Rules 2210(d)(1) (A) and (B), 2211 and 2110.

Disciplinary History

	Disposition: Letter of Acceptance Waiver & Consent.; Censure, Fine, and Restitution to specific classes of customers Fine: \$2.5 million; Restitution: \$8.5 Million
13	<p>Date of Action: Jan. 5, 2011</p> <p>Brought By: FINRA</p> <p>Allegations: From October 1, 2007 through December 31, 2007, the Firm failed to use reasonable diligence to ascertain the best inter-dealer market and failed to buy or sell in such market so that the resultant price to five of its customers was as favorable as possible under prevailing market conditions.</p> <p>Disposition: AWC Censure, Fine</p> <p>Monetary/Fine: \$30,000 Disgorgement/ Restitution</p>
14	<p>Date of Action: Nov. 3, 2010</p> <p>Brought By: FINRA</p> <p>Allegations: Violation of NASD Rules 1021, 1031, 2110 and 3010, FINRA Rule 2010 by permitting 70 individuals to act as principals without registration, and inadequate supervisory procedures.</p> <p>Disposition: Letter of Acceptance, Waiver & Consent.; Censure, Fine.; Establish supervisory procedures</p> <p>Fine: \$200,000 - Test of Supervisory procedures with written report within 120 days and certification of supervisory changes and written report within 90 days</p>
15	<p>Date of Action: Sept. 29, 2010</p> <p>Brought By: FINRA</p> <p>Allegations: Violation of NASD Rules 2110, 3010(a) and 3010(b), FINRA Rule 2010 by lending customer securities to facilitate short selling without disclosing certain facts to customers and failing to adequately supervise.</p> <p>Disposition: Letter of Acceptance, Waiver & Consent, Censure, Fine, Establish supervisory procedures</p> <p>Fine: \$175,000</p>
16	<p>Date of Action: June 26, 2009</p> <p>Brought By: FINRA</p> <p>Allegations: Inadequate systems/procedures, to detect patterns of unsuitable short-term trading of Closed-End Funds.</p> <p>Disposition: Letter of Acceptance, Waiver & Consent, Censure & Fine</p> <p>Fine: \$100,000</p>
17	<p>Date of Action: February 2009</p> <p>Brought By: SEC and US Department of Justice</p> <p>Allegations: UBS entered into a Deferred Prosecution Agreement with the D.O.J. and a Consent Order with the SEC in connection with an investigation into the firms Cross-Border business. UBS AG agreed to disgorge profits and pay back taxes. UBS AG will terminate cross-border business serving private clients out on non SEC registered entities.</p> <p>Disposition: Disgorgement (\$200,000,000 is to the SEC); Back Taxes Payment, Monetary Sanctions: \$380,000,000; \$400,000,000</p>
18	<p>Date of Action: Feb. 26, 2009</p> <p>Brought By: FINRA</p> <p>Allegations: Violated NASD Rules 2110, 3010, 2320, 3110, 3360, 3370, 6130, 6955(A) by failing to find the best inter-dealer market, did not obtain a favorable price, did not mark short-sales as such, did not note delivery instructions. The supervisory procedures were not adequate to achieve compliance.</p> <p>Disposition: Letter of Acceptance, Waiver & Consent, Censure and Fine Restitution to customer and revision of firm procedures</p>

Disciplinary History

Fine: \$110,000; Restitution: \$2,719.65

-
- 19 Date of Action: December 2008
 Brought By: Swiss Federal Banking Commission
 Allegations: The cross-border business of UBS AG private clients was investigated and the firm was required to cease operating its non-W9 relationships, and to establish an adequate risk management and control system for this business.
 Disposition: Injunction
-
- 20 Date of Action: Dec. 22, 2008
 Brought By: SEC and the 50 states
 Auction Rate Securities (ARS): UBS is permanently enjoined from violations of the broker/dealer anti-fraud provisions.
 Allegations: Violations of 34 Act Section 15(c) regarding the marketing and sale of Auction Rate Securities.
 Disposition: Cease & Desist Injunction; Civil Penalty; Consent Judgment
 Cease & Desist, and Fines in varying amounts currently being paid to all 50 states out of a total fine of \$75 million
-
- 21 Date of Action: Feb. 28, 2008
 Brought By: FINRA
 Allegations: UBS effected transactions in Mutual Fund shares where other share classes were advantageous, or within the NAV transfer program, Failure to maintain supervisory procedures designed to identify NAV Programs.
 Disposition: Letter of Acceptance, Waiver & Consent, Censure and Fine. Firm to undertake initiative to provide remediation to certain customers who purchased Class B or C shares or who did not receive benefit of the NAV transfer program.
 Fine: \$1,000,000
-
- 22 Date of Action: Dec. 3, 2007
 Brought By: State of Missouri
 Allegations: Firm failed to supervise former FA's for public seminars and recommendations to customers re: mutual fund share sales.
 Disposition: Consent Order, Censure, Fine & Disgorgement
 Civil : \$ 75,000; Investor Restitution: \$247,680; Disgorge: \$135,946; Investor Education: \$230,000; Cost to Investigate: \$8,584
-
- 23 Date of Action: Oct. 24, 2007
 Brought By: FINRA
 Allegations: Firm did not file certain amendments to U-4's and U-5's during the period 1.1.02 to 12.31.04 and did not have adequate supervisory procedures re: late filings.
 Disposition: Letter of Acceptance Waiver & Consent & Fine
 Fine: \$370,000
-
- 24 Date of Action: Oct. 2, 2007
 Brought By: FINRA
 Allegations: Violations of NYSE Rule 401(a) and 342 by failing to deliver prospectuses and failing to maintain supervisory and control procedures.
 Disposition: Letter of Acceptance, Waiver & Consent, Censure & Fine Certification to NYSE re: policy & procedure revisions within 90 days.
 Fine: \$500,000
-

Disciplinary History

25 Date of Action: July 16, 2007

Brought By: Attorney General State of NY

Allegations: Non-discretionary fee-based brokerage accounts were unsuitable for certain clients and fees/commissions were higher than non-fee based accounts

Disposition: Remediation to Customers & Penalty to State of NY

Remediation: \$21,300,000; Penalty: \$2,000,000

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

UBS Financial Services Inc. is a member of all principal securities and commodities exchanges in the United States including the New York Stock Exchange ("NYSE"). Our parent company, UBS AG ("UBS"), is a global, integrated investment services firm and one of the world's leading banks. We are registered to act as a broker-dealer, investment adviser and a futures commission merchant. Please note that registration as an investment adviser does not imply a certain level of skill or training.

As a full service broker-dealer and investment adviser, we offer our customers and investment Advisory clients a broad range of financial services and products, and we are engaged in various aspects of the securities and investment business. Our financial services include:

- Underwriting securities offerings
- Acting as a market maker in securities
- Trading for our own account
- Acting as a clearing firm for other broker-dealers
- Buying or selling securities, commodity futures contracts and other financial instruments for customers as their broker or buying them from or selling them to clients, acting as principal for our own account
- Providing investment advice and managing investment accounts or portfolios
- Acting as a commodity pool operator, futures commission merchant or commodity trading advisor and providing custodial services
- Through our affiliates, we provide clients with trust and custodial services
- We manage, sponsor and distribute registered investment companies and other public and private pooled investment vehicles, including hedge funds, whose shares or other interests are sold to clients

Currently, our principal business, in terms of its revenues and personnel, is that of a broker-dealer in securities.

UBS Financial Services Inc. Subsidiaries & Other Affiliates

There are a number of related persons that provide investment management and other financial services and products to our investment advisory clients, which may be material to our advisory business. UBS, our subsidiaries or affiliates act in one or more capacities, including investment adviser, sub-adviser, consultant, administrator and principal underwriter (as applicable) to a number of open-end and closed-end investment companies with varying investment objectives. As a futures commission merchant, and through affiliates registered as commodity pool operators and commodity trading advisors, we or an affiliate also provide advice on commodities and commodity-related products. Certain of our subsidiaries, affiliates and related entities include the following:

- Sydling Futures Management LLC.
- UBS Financial Services Insurance Agency Inc.
- UBS Financial Services Incorporated Puerto Rico, a separately registered broker-dealer
- UBS Insurance Agency of Puerto Rico Incorporated
- UBS International Hong Kong Limited
- UBS Trust Company of Puerto Rico
- UBS Credit Corp. provides loans to clients that are either unsecured or secured by securities or other financial instruments. These loans may be used to buy securities or for other purposes. These loans are not subject to the maintenance requirements and potential capital charges that are imposed on broker-dealers.
- UBS Bank USA is an FDIC-insured Utah industrial bank. UBS Bank USA provides deposit services and secured and unsecured loans to clients, including loans secured by securities or other financial instruments and residential real estate. The securities based loans made by the Bank are predominately loans that are "non-purpose" and may be used for purposes other than buying, trading or carrying securities. Non-purpose securities backed loans are not subject to the maintenance requirements and potential capital charges that are imposed on broker-dealers.
 - UBS Business Solutions US LLC is an affiliate of UBS Group AG that provides certain services to UBS Group AG's affiliates and subsidiaries that operate in the United States. Services currently include Finance, Risk Control, Compliance, Legal, Human Resources, Technology and Operations.

UBS Group AG (UBS Financial Services Inc.'s ultimate parent) offers investment advisory services through a variety of direct and indirect subsidiaries. These entities are separately registered investment advisors and, in some cases, registered broker-dealers and commodity- trading advisors. Their principal lines of business range from developing and distributing investment products including wrap fee products, mutual funds, closed-end funds, privately placed funds and other pooled investment products, providing investment advice to individuals, pension and other employee benefit plans, other tax-exempt organizations, insurance companies, investment companies, commingled trust funds, corporations, and other institutional investors, and serving as investment managers, administrators, distributors and/or placement agents for a number of funds, including (in the case of UBS Asset Management (US) Inc., the PACE Select Advisors Trust and a number of UBS and UBS Asset Management-advised mutual funds. Certain of the investment advisers listed below may serve as investment manager for clients participating in our MAC, ACCESS program or SWP programs.

The UBS Group AG subsidiaries registered as investment advisers in the United States include the entities below. These companies manage the assets of, or serve as general partners or managers of registered investment companies and private investment funds that may be offered and sold to our advisory clients. Information on those investment vehicles can be found on the respective Form ADV of each affiliated advisor.

- UBS Farmland Investors LLC
- UBS Hedge Fund Solutions LLC
- UBS Fund Advisor, LLC
- UBS Asset Management (Americas) Inc.
- UBS Asset Management (UK) Ltd.
- UBS O'Connor LLC
- UBS Realty Investors LLC
- UBS Swiss Financial Advisers AG

ITEM 11. INVESTMENT ADVISER CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Investment Adviser Code of Ethics

The Firm maintains and enforces a written code of ethics in accordance with Rule 204A-1 under the Investment Advisers Act of 1940. The code and any subsequent amendments, are provided to all Wealth Management Americas employees of the Firm and each employee is responsible for acknowledging receipt.

The code, which supplements the Firm's code of conduct, has a dual purpose:

- To set forth standards of conduct that apply to all employees of the firm, including the firm's fiduciary obligation to its clients
- To address conflicts of interest associated with the personal trading activities of a subset of employees defined as "access persons."⁶

Employees are required to promptly report any suspected violation of the code. Violations of the code may result in discipline, up to and including termination. Clients or prospective clients may obtain a copy of the Investment Adviser Code of Ethics upon request.

A. Participation or Interest in Client Transactions

1. Principal transactions and agency cross trades.

We may enter into principal transactions for some investment advisory clients after making appropriate disclosure and obtaining client consent when necessary. In accordance with the provisions of Section 11(a) of the Securities Exchange Act of 1934, we may execute transactions on the floors of national or regional securities exchanges for managed client accounts where appropriate.

Additionally, if appropriate client consent is obtained and required disclosure is made, agency cross transactions may be effected for customer accounts to the extent permitted by law. Agency cross transactions are transactions in which we or our affiliates act as broker for the party or parties on both sides of the transactions. In these circumstances, we will receive compensation from parties on both sides of these transactions (the amount of which may vary) and, consequently, we will have a potentially conflicting division of loyalties and responsibilities. Your consent to "agency cross" transactions may be revoked at any time by written notice to us. For MAC accounts, we may execute "agency cross" transactions on a routine basis, consistent with best execution, unless we or one of our affiliates is acting as investment manager.

Conflict of Interest

UBS and our affiliates expect to earn a profit whenever we engage in principal transactions with you, and depending on the type of security, we may include a profit margin in the price we pay or charge you, by marking up or marking down the price of the security.

The profits we or our affiliates earn on these transactions will be in addition to the fees you pay us under the Program for investment advice, trading, execution, custody and other program services. As a result, principal transactions present a conflict between your interests and our interests and those of our affiliates, because we have a financial incentive to recommend these transactions to you when they might not be in your best interest.

⁶ Access Person: all branch office employees, regardless of their job function, and any other Firm employee who works from a branch location or home office employees who place trades on behalf of money managers who participate in the Firm's advisory programs and home office employees that develop, manage or place trades for the UBS Managed Portfolio Program.

When we execute a principal transaction for your account, it is possible that better prices or other terms for the trade could be obtained from alternative sources not known to UBS. Since there may be securities offered by other dealers only to their clients, you may not be able to compare the price on securities offered by these dealers to those offered by UBS. These conflicts are addressed as follows:

- We have an obligation to provide you with best execution and we believe we can provide best execution to you by routing certain orders to our affiliate, UBS Securities LLC, for execution on a principal basis
- We monitor our execution services and measure how we meet our best execution obligation by taking into account many factors, including the degree to which our affiliate, UBS Securities, executes principal trades in client accounts and, specifically, the pricing and service quality that we receive in connection with principal trades versus the costs associated with foregoing a trade (if UBS is the only dealer in a security) or executing on an agency basis through another dealer
- The mark-up or mark-down on securities in advisory accounts is not shared with your Financial Advisor
- Although we are not required to waive or offset our compensation under applicable rules or regulations, for certain security types such as new issue fixed-income securities, we may waive some of the compensation we earn in executing principal trades, or waive a portion of the fee imposed on your account for a period of time as an offset for other compensation we receive.

Advice/Services to Other Clients and Activities in our Proprietary Accounts

We and our affiliates provide investment banking, research, brokerage, investment advisory and other services for different types of clients, and may give advice to or take actions for those clients, or for our own accounts for those of our affiliates that differs from advice given to, or the timing and nature of actions taken for you. We and our affiliates may buy and sell securities for our own or other accounts, or we may act as a market maker or an underwriter for securities recommended, purchased or sold. UBS and our affiliates occasionally may not be free to divulge or act upon certain information in their possession on behalf of investment advisory or other clients. We are not obligated to execute any transaction for your account that we believe to be improper under applicable law or rules or contrary to our own policies. In particular, you should note that some of our programs may recommend asset allocations or analyze markets and the economy in a different way than would be recommended by some of our research, trading or other departments.

We have adopted policies and procedures that limit transactions for our proprietary accounts and the accounts of our employees. These policies and procedures are designed to prevent, among other things, improper or abusive conduct trades on behalf of money managers who participate in the Firm's advisory programs and home office employees that develop, manage or place trades for the UBS Managed Portfolio Program. Additional home office employees may be deemed Access Persons depending upon their work location when there may be a potential conflict with the interests of a client.

Trading Activity

The vast majority of our exchange-listed securities and over-the-counter (OTC) orders are executed through our affiliate, UBS Securities LLC—which executes orders as either principal or as agent, depending on the circumstances and type of program involved. See the section Trading and Execution Practices— *Execution of Transactions for your Account* for more information.

Trade Errors

We have a trade error procedure, pursuant to which we resolve trading errors that may occur from time to time. We require the appropriate supervisory personnel to review and approve the correction for certain trades. The correction must be processed on a timely basis and may not adversely affect a client, with very minor exceptions. The firm maintains an error account to facilitate handling trading errors. Gains may be offset by losses in the error account. At the end of the calendar year, if the net ending value of the Firm's error account is a gain the firm will donate funds to charity. If an outside investment adviser causes a trade error, the outside investment adviser's trade error procedure will govern, unless it conflicts with our internal procedure.

2. Additional Sources of Compensation from SMA Managers or Vendors Whose Products We May Recommend to Our Advisory Clients

- Contributions to Training and Education Expenses.

Investment managers, mutual fund vendors, unit investment trust sponsors, annuity, life insurance companies or their affiliates and sponsors of ETFs whose products are available on our platform may contribute funds to support our Financial Advisor education programs. The contributions are used to subsidize the cost of training seminars we offer to Financial Advisors through specialized firm-wide programs and regional training forums. These seminars are designed to provide training and education to Financial Advisors, Branch Office Managers, Field Leadership, and other personnel who regularly solicit clients to participate in the various types of businesses listed above. These contributions also subsidize a significant portion of the costs incurred to support the Financial Advisor training, Financial Advisor and Client education, and product marketing efforts conducted regionally and nationally by product specialists employed by UBS. The training events and seminars can (and often) include a non-training element to the event such as business entertainment which is not subsidized by vendors.

Not all vendors contribute to our education efforts. Neither contribution towards these training and educational expenses, nor lack thereof, is considered as a factor in analyzing or determining whether a vendor should be included or should remain in our programs or our platform. Contributions can vary by vendor and event. In some instances, the contributions per vendor (as well as the aggregate received from all vendors) are significant. Some vendors may decide to contribute at levels different than those we request. Additional contributions may be made by certain vendors in connection with specialized events or education or training forums. Your Financial Advisor does not receive a portion of these payments. However, their attendance and participation in these events, as well as the increased exposure to vendors who sponsor the events, may lead Financial Advisors to recommend the products and services of those vendors as compared those who do not.

Please see the section "Non-Cash Compensation" for a description of additional types of support and/or contributions we receive from vendors.

- Directed brokerage compensation from managers available in our advisory programs

Financial Advisors who recommend or, otherwise solicit the hiring of investment managers in our Advisory Programs, including but not limited to, ACCESS, IC, and SWP programs are generally not permitted to receive any directed commission income or other transaction revenue from any investment manager who is also employed in any of their ACCESS, or IC, account relationships subject to certain exceptions. However, the firm and other Financial Advisors may execute securities transactions directed to us by affiliated and unaffiliated investment managers for other clients. These transactions and the compensation we receive may not be pursuant to any specific oral or written arrangement between us and any of the affiliated and unaffiliated investment managers.

Domestic Mutual Funds

Payment Type	Current Rate	Source of Payment	Do Financial Advisors Receive a Portion of These Fees?
Trailers & 12b-1 Fees	<ul style="list-style-type: none"> Affiliated funds in Advisory Programs: No trailers or 12b-1 fees. Non-affiliated funds: Fees on A shares generally range from 0% to 0.50% per year—although the average current annual rate is approximately 0.25%, however, the majority of assets in the Programs are Advisory and Institutional shares and carry no trailers or 12b-1 fees. 	<p>Investors/Shareholders pay these fees to the sponsors of the Funds.</p> <p>We receive these payments from the sponsors for distribution and shareholder services we provide in connection with the purchase and sale of mutual fund shares.</p>	No. 12b-1 fees for Class A shares in PACE, Strategic Advisor and SWP are retained by the Firm and are not paid to Financial Advisors. The 12b-1 fees are treated as non-compensable revenue. See “Revenue Sharing” below for a description of that process.
Networking Fees ⁷	<ul style="list-style-type: none"> Typically \$4-\$16 for each mutual fund position that is held at UBS. Some fund companies may choose to calculate this rate expressed in basis points on assets. Exclusions may apply to positions below \$500 and certain discretionary retirement accounts. 	<p>These fees are paid by mutual fund sponsors from investor assets, but in some cases may be subsidized, in part, by affiliates of the mutual fund.</p> <p>Networking fees are paid in consideration for services provided by us ancillary to effecting mutual fund transactions including transmission of shareholder data between UBS and the fund companies.</p>	No
Omnibus Processing Fees ⁸	<ul style="list-style-type: none"> These payments, which usually range from \$10 to \$26 per position are assessed per client and can vary by share class. Some fund companies may choose to calculate this rate expressed in basis points on assets, which may result in payments in excess of \$26 per position. The asset managers making these payments may consider the excess of what the mutual fund would otherwise have paid for these services on a per position fee schedule as a form of revenue sharing. Exclusions may apply to positions below an asset level mutually agreed upon by UBS and the fund company, certain 	<p>These fees are paid by mutual fund sponsors from investor assets but in some cases may be subsidized, in part, by affiliates of the mutual funds.</p> <p>Omnibus fees are paid in consideration for sub-accounting services we provide.</p> <p>A portion of this fee is paid to the transfer agent.</p>	No

⁷ For an individual fund company, UBS may receive either Networking Fees or Omnibus Processing Fees.

⁸ For an individual fund company, UBS may receive either Networking Fees or Omnibus Processing Fees.

Domestic Mutual Funds			
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Payment Type	Current Rate	Source of Payment	Do Financial Advisors Receive a Portion of These Fees?
	discretionary advisory and retirement accounts and certain funds and/or shares classes. A portion of the payments we receive for Omnibus processing is paid to a sub-account vendor contracted by UBS.		
Account Services Fees For Affiliated Funds	The amount of such fees may vary depending on the fund, but generally average \$12 per account per year, billed quarterly.	Fees are paid by the fund sponsor out of investor assets.	No
Revenue Sharing Payments	(see below for details)	Fees are paid by the fund sponsor or investment adviser out of their legitimate profits and resources.	No

Mutual Fund Revenue-sharing compensation. The revenue-sharing information below is current as of the date of this brochure and is subject to change in our discretion. Updated and current information on these arrangements is available at our website, www.ubs.com/mutualfundrevenuesharing.

UBS Financial Services generally receives revenue sharing compensation in connection with all mutual fund assets custodied at UBS Financial Services Inc. subject to certain exceptions. Revenue sharing is not received for mutual funds custodied in an IC Account.

In addition to sales loads, 12b-1 fees and processing fees, UBS receives other compensation from certain distributors or advisors of mutual funds that we sell. These separate compensation amounts (commonly referred to as revenue sharing) may be a negotiated flat fee or may be based on two components:

- The amount of sales by UBS of a particular mutual fund family to our clients (excluding sales through wrap-fee programs and the IC Program) and
- The asset value of a particular mutual fund family's shares held by our clients at UBS.

We require that these payments be made directly from the distributor or advisor, and not from the mutual funds or indirectly through mutual fund portfolio trading commissions. Revenue-sharing payments are intended to compensate us for assisting with the sales of mutual fund shares. **Except as noted below, none of these amounts are rebated to you or paid to the Financial Advisor or his or her branch office.** However, these amounts are allocated to the individual branch offices as "non-compensable revenue" (revenue that is not paid out to Financial Advisors or Branch Office managers) but are considered as part of the overall profitability of the branch, and as one of several components used in determining Branch Office Manager compensation.

Many mutual funds companies pay revenue-sharing to us, including our affiliate, UBS Asset Management. UBS determines the level of access to our branches based on our own review and evaluation of mutual funds and fund families. There are multiple factors involved in determining a particular mutual fund's level of access to our branches. Although revenue sharing may be one factor, others include understanding of business goals, quality of sales personnel and marketing material,

range of products, level of service to Financial Advisors and Branch Managers, participation of funds in researched investment models, and branch discretion.

In general, we charge each mutual fund family up to the following amounts:

- Up to 0.15% per year (paid quarterly) on all sales of mutual fund shares (excluding sales through wrap-fee programs)
- Up to 0.20% per year (paid quarterly) of the asset value of all equity mutual fund shares held at UBS
- Up to 0.20% per year (paid quarterly) of the asset value of all fixed-income mutual fund shares held at UBS (other than money market, institutional or offshore funds)
- Some mutual fund families may be subject to a minimum annual payment which, in some instances, may result in a fee that exceeds the percentages described above.
- Certain mutual fund companies may pay a flat fee annually, which may or may not exceed the rates listed above.

Except as noted below, and for the Multi-Select Securities Puerto Rico Fund, which does not pay revenue-sharing to us, this calculation includes shares of affiliated and non-affiliated funds in our wrap-fee programs, but does not include UBS PACE Money Market investments or mutual fund assets held at other financial institutions. We may exclude certain mutual fund shares from the above calculations. And although we seek to apply a level, standard payment schedule for all of the mutual fund companies whose funds we sell, we recognize that mutual fund companies approach revenue sharing in a variety of ways, and that 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 funds that do not pay us at the levels listed above.

Revenue-sharing payments present a conflict between our interests and those of our customers, because the payments give us a financial incentive to recommend that our customers buy and hold shares of those funds that we maintain on our distribution platform and for which we receive revenue-sharing payments. Although mutual funds from over 300 different mutual fund families are available through our distribution platform, this is only part of the universe of mutual funds that are available to our customers in the marketplace. Certain "no load" and "institutional" mutual fund shares may be purchased by our customers at a charge of \$75 per transaction, plus other customary sales charges in brokerage accounts. No portion of the transaction fees are paid to Financial Advisors.

NextShares. In July 2016, UBS entered into an agreement with NextShares Solutions, a wholly owned subsidiary of Eaton Vance Corp., to offer NextShares funds in 2017. NextShares are an exchange-traded product sharing some characteristics of both mutual funds and exchange-traded funds ("ETFs"). As part of the agreement to develop and launch the product at UBS, Eaton Vance is funding technology development, which is a revenue sharing payment from Eaton Vance to UBS. It is expected that, upon the launch of NextShares, UBS will enter into a separate revenue sharing agreements with NextShares sponsors that would provide for asset-based revenue sharing payments, and that such payments would be in addition to the technology and development payment described above. These revenue-sharing payments are to be made by NextShares sponsors and not out of the funds' assets, and are not paid to the Financial Advisors or branch offices.

Offshore Funds			
Payment Type	Current Rate	Source of Payment	Do Financial Advisors Receive a Portion of These Fees?
Trail Commissions	<ul style="list-style-type: none"> Equity offshore funds: generally range from 0.65% to 0.75%. Fixed income offshore funds: 0.50% to 0.60%. <p>Please ask your Financial Advisor for our fee schedule that shows the specific trail commissions that are paid to your Financial Advisor as these amounts are typically not clearly disclosed in the offering materials of offshore funds.</p>	Asset-based fees typically paid by the distributor or advisor of the offshore fund.	Yes - Trails are received in brokerage accounts only. Trails are rebated back to clients in the advisory programs.

Revenue Sharing	<p>Most offshore funds pay revenue sharing to UBS.</p> <p>Affiliated Offshore Funds: Where revenue-sharing compensation is paid, we receive an amount that ranges from 0.05% to 0.60% per annum of the average daily net asset value of the fund attributable to the shares owned by our clients, during each month.</p> <p>Unaffiliated Offshore Funds: Where revenue-sharing compensation is paid, we receive an amount that ranges from 0.10% to 0.50% per annum of the average daily net asset value of the fund attributable to the shares owned by our clients, during each month. Alternately, this could be paid as a percentage of the fund's stated management fees and could be up to 65% of these fees, which would include both revenue sharing payments and trails/commissions.</p>	Revenue-sharing compensation is paid directly from the distributor or advisor, and not from the offshore funds or indirectly through fund portfolio trading commission. Revenue-sharing compensation is intended to compensate us for ancillary services related to the sales of offshore fund shares.	No
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Alternative Investment Funds			
Payment Type	Current Rate	Source of Payment	Do Financial Advisors Receive a Portion of These Fees?
<ul style="list-style-type: none"> Referral Fees Distribution Fees Management Fees Administrative Fees Performance (incentive-based fees) 	<p>Proprietary Funds:</p> <p>SWP Program, Strategic Advisor, UBS-IC, and UBS-CAP: Proprietary funds available in these Programs either on an ongoing basis, or as legacy investments are managed or administered by an affiliate. The management/administrative fees range between 1.25 and 1.75 bps. Our affiliate pays us approximately 90 bps for distribution of these funds. These payments are shared with your Financial Advisor in SWP legacy statements.</p>	These fees are usually paid by the fund sponsor out of investor assets. The management, administrative, distribution and performance based fees are paid by investors/shareholders of the funds to the sponsor/adviser.	Yes

Proprietary Master/Feeder funds: For brokerage investments, UBS may receive a one-time service fee between 50 and 200 bps depending on the size of the investments. This payment is made by the sponsor of a fund into which a proprietary feeder fund invests. In addition, Financial Advisors may impose placement fees: of up to 2% from its clients.

Advisory Master/Feeder Fund Investments: Neither management, placement nor administrative fees will be imposed at the UBS Feeder level. You will incur the management and other fees imposed by the Master Fund.

Non-Proprietary Funds:

For Brokerage Investments: UBS receives a distribution, administrative and shareholder service fee ranging between 15 to 125 bps of the assets of UBS investors in the non-proprietary funds. Financial advisors receive compensation of up to 90 bps. Financial Advisors do not receive this compensation in connection with the placement of share classes that are designed to be sold exclusively in investment advisory programs.

Incentive Fees: UBS may receive a portion of the incentive allocation of up to 2.5%.

Placement Fees: UBS receives a fee of up to 2% from its clients.

Referrals: UBS may refer a client to a third party manager for investment into one of the manager's funds for a negotiable referral fee.

Advisory/Institutional Share Classes: For advisory share classes the administrative and shareholder servicing fee are usually in the range of 10 to 20 bps and apply to taxable assets only.. The fee is not paid in connection with IRA or Qualified Plan assets. We receive these fees in connection with Non-Proprietary fund investments and the Master Funds in which proprietary feeder funds are invested. **Financial Advisors do not receive a portion of the administrative and shareholder servicing fees. We expect to implement a process to terminate the receipt of these fees for all advisory accounts by the end of 2017.**

Unit Investment Trusts. Most UIT sponsors make additional payments to the firms that sell their UITs, including UBS. These payments are typically calculated as a percentage of the total volume of sales of the sponsor's UITs made by the firm 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 a UIT's prospectus. UIT sponsors may also pay UBS 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. None of these amounts are paid to the Financial Advisor or his or her branch office.

3. Affiliated Money Market Funds Available as Sweep Vehicles in Advisory Accounts

Our affiliate, UBS Asset Management (Americas) Inc. ("UBS AM Americas"), is the advisor and/or administrator for the money market funds used as sweep vehicles in Program accounts. Another affiliate, UBS Asset Management (US) Inc. ("UBS AM – US"), serves as the principal underwriter for those funds. Under the terms of our agreements with UBS AM - US, we receive service 12b-1 or non 12b-1 fees paid by these funds (except UBS Liquid Assets Fund), as well as revenue sharing payments paid by UBS AM-Americas (or UBS AM-US) related to these funds. Service 12b-1 or non-12b-1 fees for these funds are paid at an annual rate of up to 0.15% of the fund's average daily net assets. Revenue sharing payments related to these funds are paid to us out of the legitimate profits or other resources of UBS AM-Americas and/or UBS AM-US and may be up to the annual rate of 0.37% of the fund's average daily net assets.

We also provide certain services pursuant to a delegation of authority from BNY Mellon Investment Servicing (US) Inc. ("BNY Mellon"), the transfer agent of the funds, for which we are compensated by BNY Mellon.

UBS AM – Americas and/or UBS AM – US may receive up to 0.25% annually for service fees in connection with money market sweep funds. Revenue sharing payments related to these funds paid to us out of the legitimate profits or other resources of UBS AM – Americas and/or UBS AM

US may be up to the annual rate of 0.12% of the fund's average daily net assets.

Your Financial Advisor receives a portion of the service fees paid to us in connection with these money market funds. Your Financial Advisor does not receive a portion of either the revenue sharing payments paid to us in connection with these money market funds.

The available sweep options for advisory accounts are UBS RMA Government Money Market Fund (for non-retirement accounts) and UBS Liquid Assets Government Fund (for Individual Retirement Accounts and qualified retirement plans).

The prospectuses and Program Disclosure are available online at www.ubs.com/sweepyields.

You could lose money by investing in a money market fund. Although each of the money market funds named above seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Each money market fund's sponsor has no legal obligation to provide financial support to the fund, and you should not expect that the sponsor will provide financial support to the fund at any time.

Investors should consider the investment objective, risks, and charges and expenses of a money market fund carefully before investing. The fund's prospectus contains this and other information about the fund. You may obtain a prospectus from your Financial Advisor. The prospectus should be read carefully before investing.

Money Market Funds - Not FDIC Insured. May lose value. No bank guarantee.

UBS Asset Management (US) Inc. is each money market fund's distributor.

4. Other forms of Compensation from Third Parties

Non-Cash Compensation

In addition to the revenue-sharing payments described above, we and our Financial Advisors, receive non-cash compensation from mutual fund companies, investment managers, unit investment trust sponsors, annuity providers, life insurance companies and sponsors of products (including ETFs and NextShares) and other investment products that we distribute and/or the affiliates of any of them (collectively "vendors"). This compensation may include the following:

- Occasional gifts up to \$100 per vendor per year
- Occasional meals, tickets or other entertainment of reasonable and customary value
- Sponsorship support of educational or training events and seminars and/or payment of expenses related to training and education of Financial Advisors
- Access to industry tools which facilitate the delivery of certain services
- Various forms of marketing and servicing support and in certain limited circumstances, the development of tools used by the Firm for training or record-keeping purposes.

Non-cash compensation can vary by vendor and event.

As described in the section *Additional Sources of Compensation in Connection with Investments in Advisory Accounts*, UBS entered into an agreement with NextShares Solutions, a wholly owned subsidiary of Eaton Vance Corp., to offer NextShares in 2017. In addition to the revenue sharing payments described in that section, UBS will also receive non-cash compensation from Eaton Vance in the form of training and education support at a value of up to \$1,500,000.00 per year. The revenue sharing and non-cash compensation payments shall be made to UBS or to independent resources and consultants over no fewer than five years, and will be capped at \$9,750,000.00 combined.

These payments do not relate to any particular transactions or investments made by Institutional Consulting clients.

Compensation for Data Analytics (Strategic Insights). Our Strategic Insights program offers vendors whose products are offered on the UBS Financial Services platform the opportunity to enter into agreements with us pursuant to which, for a fee ranging from \$150,000 – \$300,000, we will provide analytics and data relating to Financial Advisors in order to help vendors streamline and tailor the way they do business with our Financial Advisors. The list of Financial Advisors will be a complete list of all of our Financial Advisors including those that sell their products and those who do not.

Vendors that have this data have an advantage over others as they have a greater level of information and can tailor their wholesaling efforts in our branches, which may result in increased sales of those products by our Financial Advisors. Financial Advisors do not receive a portion of these fees. Although opportunities for these strategic relationships are available to all vendors whose products are available on our platform, not all vendors participate in these relationships. Participation in this program is optional and is not a consideration when determining whether or not a vendor's products will be made available on the platform.

Other Compensation

In addition, our affiliates receive trading commissions and other compensation from mutual funds and insurance companies whose products we distribute.

UBS or our affiliates may engage in a variety of transactions with (or provide other services to) the investment managers, mutual funds, their affiliates or service providers with which you are doing business. We may, in turn, receive compensation from these entities. Those transactions and services that we provide may include:

- Executing transactions in securities or other instruments
- Broker-dealer services for our own account
- Research services
- Consulting services
- Performance evaluation services

- Investment banking services
- Banking or insurance services

5. Margin and Lending

You may choose to engage in leverage strategies involving the assets in your eligible non-retirement, non-custodial accounts. Margin is generally not recommended or permitted in advisory accounts. However, we may from time to time, approve margin on an exception basis when requested by a client or for use in specialized strategies available in our advisory programs. You may also use certain managed account assets to collateralize margin lending in your brokerage account or non-purpose loans referred to as credit line loans below. Certain accounts in Strategic Advisor may use margin upon request.

You must meet certain eligibility requirements and complete loan documentation prior to using margin in your advisory account or applying for a UBS Credit Line Loan. Specifically, you will be required to execute a separate margin agreement with us or loan documents with UBS Bank USA or UBS Credit Corp.

Margin. Using margin in an Advisory Account or using the advisory assets as collateral for margin used in another account is a more aggressive, higher risk approach to pursuing your investment objectives. Before you decide to use margin in your managed account or to use such assets as collateral for margin, you must carefully consider:

- whether or not you can afford, and want, to assume the additional risks that losses in your account may be significantly greater than if you decide not to invest with borrowed funds (i.e., not to use leverage).
- that the use of leverage will increase your costs of investing, as well as your risks, and depending upon the return achieved through the use of margin, may make your investment objectives more difficult to realize.
- If we provide a margin loan to you, you will pay us interest on the outstanding loan balance. Since the wrap fee is calculated as a percentage of assets under management, the use of margin to purchase securities in a managed account generally will increase the amount of (but not the percentage of) the wrap fee that you pay to us. This will result in additional compensation to us, the Financial Advisor and your selected investment manager.

The decision to use leverage in a managed account or use those assets as collateral rests with you and should only be made if you understand:

- The risks of margin borrowing and the impact of the use of borrowed funds on a managed account
- How the use of margin may affect your ability to achieve investment objectives.
- **You may lose more than your original investment.**
- **Also**, a positive or negative performance of a margined managed account, net of interest charges and other account fees, will be magnified by virtue of using borrowed money. As a result, gains or losses in a leveraged managed account will be greater than would be the case with an unleveraged managed account.
- **You may not benefit from using margin in an Advisory Account if the performance of your account does not exceed the interest expense being charged on the loan plus the additional advisory account fees incurred by your account as a result of the deposit of the loan proceeds.**

Credit Lines. You also may apply to borrow money from our affiliates, UBS Bank USA or UBS Credit Corp., using an eligible securities account. These eligible securities accounts may include one or more of your advisory accounts, which may be used as collateral pursuant to the UBS Credit

Line Program. The proceeds of this loan may not be used to purchase, trade or carry securities or to repay debt (a) used to purchase, trade or carry securities or (b) to any affiliate of UBS Bank USA. In order for an Advisory Account to be eligible to serve as collateral for a credit line loan the Advisory Account may not serve as collateral for any margin lending.

As a result, if you wish to collateralize a credit line loan with an Advisory Account, we will automatically discontinue the margin for that Account. Since your Advisory Account will be pledged to support any loans extended under the UBS Credit Line Program, you will not be permitted to withdraw any of the assets in the Account unless there is a sufficient amount of collateral otherwise supporting the loans (as determined by UBS Bank USA or UBS Credit Corp. in its sole discretion).

If you participate in the UBS Credit Line Program, you will pay interest to UBS Bank USA or UBS Credit Corp. in addition to any Advisory Account Program Fees charged. We and your Financial Advisor will receive additional compensation as a result of your participation in the UBS Credit Line Program.

Defaults

- **Margin Accounts:** Margin loans are full recourse, demand loans and clients with margin accounts may need to deposit additional cash or collateral or repay part or all of the margin loan if the value of the portfolio declines below the required loan-to-value ratio. We may demand repayment at any time. You are personally responsible for repaying the margin loan in full, regardless of the value of the collateral.
- **Credit Lines:** Likewise, Credit Line Loans extended under the UBS Credit Line Program are full recourse demand loans and are "margin loans" subject to collateral maintenance requirements. UBS Bank USA or UBS Credit Corp. may demand repayment at any time. If the required collateral value is not maintained, UBS Bank USA or UBS Credit Corp. can require you to post additional collateral (commonly referred to as a "margin call"), repay part or all of your loan and/or sell your securities. You are personally responsible for repaying the Credit Line in full, regardless of the value of the collateral.

Failure to promptly meet a request for additional collateral (a margin call) or repayment or other circumstances (e.g., a rapidly declining market) could cause us, in the case of margin loans, or our affiliate, in the case of credit lines, and in our discretion, to liquidate or instruct us to liquidate some or all of the collateral account or accounts to meet the margin loan or credit line requirements or to repay all or a portion of the outstanding margin or credit line obligations. Depending on market circumstances, the prices obtained for the securities may be less than favorable. Any required liquidations may result in adverse tax consequences. UBS and our affiliates do not provide legal or tax advice. You should consult your legal and tax advisors regarding the legal and tax implications of margin borrowing and using securities as collateral for a loan.

Neither UBS, our affiliates nor our Financial Advisors will act as investment adviser to you with respect to the liquidation of securities held in an advisory account to meet a margin call or credit line loan demand. In addition, as creditors, we and our affiliate may have interests that are adverse to you. Additional limitations and availability may vary by state. Those liquidations will be executed in our capacity as broker-dealer and creditor and may, as permitted by law, result in executions on a principal basis in your Account.

Securities backed financing involves special risks (including, without limitation, being subject to a margin call if certain collateral value requirements are not met) and is not suitable for everyone. For further information, please see the UBS Financial Services Inc. Loan Disclosure Statement, which is available from your Financial Advisor.

ITEM 12. PERSONAL TRADING

The Investment Advisers Act of 1940 imposes a fiduciary duty on portfolio managers to always act in the best interests of clients and to put their clients' interests ahead of their own. With respect to trading in a Financial Advisor's own account or one over which he/she has control or a beneficial interest (a Control Account*), there is a potential conflict of interest in situations where Financial Advisors buy or sell securities for their own accounts as well as the accounts of their clients.

To ensure that Financial Advisors exercising discretion and UBS Financial Services Inc. avoid any potential conflicts with respect to personal trading, we have a Personal Trading Policy for Control Accounts. Generally, when a security is bought or sold in an account over which a Financial Advisor exercises discretion, that security may not be bought or sold in the Financial Advisor's Control Account(s) during a defined timeframe.

The Personal Trading Policy applies to trades in an advisor's Control Account unless the Control Account participates in the same program and is traded in a block transaction receiving an average price along with other program client accounts.

All members of UBS Investment Management are Covered Employees and adhere to the Firm's Confidential Information Policy. With regards to personal trades, members of the UBS Investment Management team must pre-clear certain trades and are not permitted to buy or sell the same securities that are traded in the Managed Portfolio Program (equities, mutual funds or ETFs) during a defined timeframe.

Directors, officers and employees of UBS-AM and our affiliates may from time to time have acquired or sold, or may subsequently acquire or sell, for their personal accounts, securities that may also be held, or have been purchased or sold, for the accounts of OCIO Clients. UBS-AM has adopted a Code of Ethics intended, among other things, to ensure that personal investing activities by employees and certain of their family members are consistent with UBS-AM's fiduciary duty to clients. Unless specifically exempted, UBS-AM's Code of Ethics generally requires employees to pre-clear all securities transactions, and imposes certain "lockout" periods whereby certain employees may not be able to trade in a particular security if UBS-AM is recommending a transaction in that security for clients. These lockout periods are subject to certain exceptions upon approval by a compliance officer. UBS-AM employees also are required to hold securities, including mutual funds that UBS-AM advises or sub-advises, for a period of at least 30 days. The restrictions generally do not apply to accounts in which an employee has an interest but which is subject to a discretionary investment management agreement, whether with UBS-AM, an affiliate or an unaffiliated manager. UBS-AM employees may be investors in certain pooled vehicles for which UBS-AM or an affiliate acts as investment adviser. For purposes of UBS-AM's Code of Ethics, such investment vehicles are treated as clients and are not subject to the personal trading restrictions described above. UBS-AM will provide a copy of its Code of Ethics to any client or prospective client upon request.

ITEM 13. REVIEW OF ACCOUNTS

We have various policies and procedures applicable to the review and supervision of consulting services provided through the IC Program. Those policies are designed to comply with the requirements of the Investment Advisers Act of 1940, and where applicable, ERISA and other applicable rules and regulations.

IC Program clients meet with the Institutional Consultants periodically (usually, quarterly). Items generally reviewed include, but are not limited to the following:

- Consistency of the client's investments with the Investment Policy Statement
- Portfolio evaluation, review and analysis of your investment holdings

- Review of performance compared to peers and benchmarks and style drift of investments
- Determination whether a portfolio adjustment should be made

Branch Office Managers are responsible for the supervision of Institutional Consultants who provide IC Program services, while home office Program Managers are responsible for enforcing the various program guidelines.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

Arrangements with Affiliates: We have referral agreements with our affiliates that outline:

- how we refer clients to them
- how they refer clients to us
- how we act as solicitor for their advisory services and/or wrap fee programs
- how we refer clients to them for services other than advisory services.

In certain cases, the advisory and consulting services available in our Programs may be provided by Financial Advisors registered with companies affiliated with us through a solicitation agreement with us or we may serve as a clearing broker for those affiliated entities.

Under those agreements, we share fees with, or receive fees from, our affiliates for the referral or solicitation of clients or for services provided to clients. These payments may vary, depending on the type of agreement, product or the nature and extent of the services provided, and may continue as long as the client account is maintained with UBS or our affiliate or for an agreed upon period. Arrangements may also be based on a percentage of revenue received.

Third Party Arrangements: We also have a referral program that allows UBS to enter into solicitation arrangements with third parties that we compensate for referring or soliciting clients to participate in our advisory or trust services programs. The compensation solicitors receive includes a portion of the advisory fees we receive from referral clients.

We also have solicitation arrangements under which either we and/or our Financial Advisor may receive compensation for referring clients to a third party who will provide investment Advisory or other services to the client. The compensation we receive is usually a portion of the advisory fee the third party receives from its clients. In certain circumstances we may also receive commission revenue for transactions those third parties execute through our firm.

It is our practice to disclose to the client being referred the terms of the arrangement, including the maximum compensation payable to us and/or our Financial Advisors or a third party, as the case may be.

We and our affiliates also have arrangements with some third party investment managers under which we and/or certain of our Financial Advisors provide research (within the meaning of Section 28(e) of the Securities Exchange Act of 1934), and in return, the investment manager places brokerage transactions with us for execution, subject to best execution practices and requirements. The research services provided generally may be in the form of written reports or telephone contacts or personal meetings with security analysts, economists, or meetings hosted by our Financial Advisors with corporate or industry spokespersons. UBS or our Financial Advisors also may recommend or refer clients to third-party investment managers that place brokerage transactions with us.

The differences in the form or amount of compensation paid to us by different investment managers for client referrals or research products create a conflict between our interests and the interests of the clients referred because of the incentive to make referrals to those investment managers that offer us greater compensation than others.

Referral arrangements for financing business

We have certain agreements whereby we refer our customers to certain lenders, on a non-exclusive basis, for specific financing opportunities not available at UBS or its affiliates. These lenders may be able to assist clients in securing financing for specialized borrowing needs. It is our practice to disclose to the client being referred the roles of UBS and the lender in connection with such referral and that we receive a referral fee from the lender. Upon the successful completion of a transaction, the lender will pay us a referral fee, which will vary depending upon the lender and/or the amount of the financing. A portion of the fee we receive is paid to the Financial Advisor.

ITEM 15. FINANCIAL INFORMATION

UBS Financial Services, Inc. is a qualified custodian (as defined in SEC Rule 206(4)-2). As a result, we have not included the balance sheet required under the "Financial Information" of this Form ADV.

- As of the date of this Brochure, there is no financial condition that is reasonably likely to impair our ability to meet our contractual commitment to our clients.
- Our Firm has not been the subject of a bankruptcy petition at any time during the last ten years.

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EXHIBIT A – SUMMARY OF MATERIAL CHANGES

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SEC File Number 801-7163
March 31, 2017

Summary of Material Changes to Form ADV Disclosure Brochure

UBS INSTITUTIONAL CONSULTING PROGRAM OUTSOURCED CHIEF INVESTMENT OFFICER PROGRAM

This Summary of Material Changes applies to the Form ADV Disclosure Brochure for our UBS Institutional Consulting and Outsourced Chief Investment Officer Programs.

If you have any questions about the content of this brochure, please contact us at 888-526-7454. 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 UBS Financial Services Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Please note that registration as an investment adviser does not imply a certain level of skill or training.

You may obtain a copy of our updated Form ADV Disclosure Brochure by contacting us at the number listed above to make your request. The Brochure is available to you free of charge. You may also access the document at our website:

<http://www.ubs.com/us/en/wealth/misc/AccountDisclosures.html>

Please retain this document for future reference as it contains important information regarding our UBS Institutional Consulting and Outsourced Chief Investment Officer Programs.

ITEM 2. MATERIAL CHANGES

This section describes the material changes to our UBS Institutional Consulting Services and OCIO Programs since the last amendment of our Form ADV on October 19, 2016.

Item 4 (Services Fees and Compensations), Section D (Compensation to Financial Advisors Who Recommend Advisory Programs)

This section has been revised to include a description of the 2017 Financial Advisor Compensation Plan. Material changes from the prior plan include:

- Cash compensation consists of two components, a guaranteed monthly minimum draw required by applicable law and production payout if it exceeds the monthly minimum draw; the standard payout rate (or Grid rate) is now 28% to 50%.
- Team members may qualify for a higher grid rate (but not above the established schedule) than they would receive as an individual.
- New Financial Advisor compensation combines base compensation, production payout and potential awards; there is a minimum grid rate of 45% and asset based fee programs are no longer paid a different grid rate.
- Two Strategic Objective Awards are available to Financial Advisors and the top award rates have increased. Financial Advisors in the Retirement Plan Consulting Services ("RPCS") program may qualify for an additional 1% with regard to the net new assets award based upon the number of net new qualified contracts in the Institutional Consulting, OCIO or RPCS program.
- Given changes to our Financial Advisor compensation, including the discontinuation of a previously available Institutional and Retirement Plan Consulting award, some Financial Advisors in the Institutional and Retirement Plan Consulting program will be eligible for a transition award in 2017.

We reserve the right, at our discretion and without prior notice, to change the methods by which we compensate our Financial Advisors and employees, including reducing and/or denying production payout and/or awards at our discretion for any reason.

Additional Sources of Compensation in Connection with Investments in Advisory Accounts (Item 11.A.2)

NextShares. In July 2016, UBS entered into an agreement with NextShares Solutions, a wholly owned subsidiary of Eaton Vance Corp., to offer NextShares funds in 2017.

NextShares are an exchange-traded product sharing some characteristics of both mutual funds and exchange-traded funds ("ETFs"). As part of the agreement to develop and launch the product at UBS, Eaton Vance is funding the technology development, which is a revenue sharing payment from Eaton Vance to UBS. It is expected that, upon the launch of NextShares, UBS will enter into a separate revenue sharing agreements with NextShares sponsors that would provide for asset-based revenue sharing payments, and that such payments would be in addition to the technology and development payment described above. These revenue-sharing payments are to be made by NextShares sponsors and not out of the funds' assets, and are not paid to the Financial Advisors or branch offices.

In addition to the revenue sharing payments described above, UBS will also receive non-cash compensation from Eaton Vance in the form of training and education support at a value of up to \$1,500,000 per year. The revenue sharing and non-cash compensation payments are made to UBS or to independent resources and consultants over no fewer than five years, and will be capped at \$9,750,000 combined.

Disciplinary History (Item 9)

Please see Item 9 for updated firm disciplinary information.