

### MMLIS Wealth Management Services UMA Select Premier Programs Wrap Fee Brochure

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This wrap fee program brochure ("Brochure") provides information about the qualifications and business practices of MML Investors Services, LLC ("MMLIS" or the "Firm"). If you have any questions about the contents of this Brochure, please contact us at (800) 542-6767 (options 1, 1). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about MMLIS is also available on the SEC's website at <http://adviserinfo.sec.gov>. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 10409.

MML Investors Services, LLC is an SEC registered investment adviser and securities broker-dealer. Please note that registration does not imply a certain level of skill or training.

#### ITEM 1. COVER PAGE

#### ITEM 2. MATERIAL CHANGES

The following is a summary of certain material changes made to this Brochure since the last annual update of this Brochure on March 26, 2019.

##### March 30, 2020 Update:

Item 4 has been updated to explain that a client's existing mutual fund positions in B and C share mutual funds held outside of a Program may not be transferred into and held in client's Account.

Items 4 and 9 have been updated to clarify that Envestnet will review accounts on at least an annual basis to determine if rebalancing should occur, and if no trade has taken place in the last 366 days, Envestnet will initiate a rebalance event.

Item 5 has been updated to include additional information about new or additional contributions. Clients should be aware that it can take at least one business day for new or additional contributions to be available for investment. As a result, executions of trade orders can occur at prices that are significantly different from the market price at the time of a contribution.

Item 9 has been updated to include information about a settlement that MMLIS, in its capacity as a broker-dealer, entered into with FINRA in March 2020. FINRA made findings that the Firm failed to ensure that access to a third-party system was limited to only those former registered representatives of a company that was acquired by the Firm for whom access was agreed to be given. As a result, additional former registered representatives and associated persons of the Firm had access to the third-party system after the acquisition. Because MMLIS was unaware that these additional registered representatives and associated persons had access to the third-party system after the acquisition, the Firm did not notify the third party when those registered representatives and associated persons ceased to be associated with the Firm. As a result, the third-party did not timely shut off those former registered representatives' and associated persons' access to the third-party system. The third party system stored customer records and information, including nonpublic personal information. Without admitting or denying the findings, the Firm consented to a censure, a fine of \$75,000, and the entry of findings that it failed to prevent certain registered and associated persons who had been terminated from the Firm from continuing to access customer records and information, including nonpublic personal information, in violation of the SEC's Regulation

S-P and FINRA Rule 2010. This settlement does not relate to the advisory services described in this Brochure.

Item 9 has also been revised to provide updated information about the Firm's Conference and Strategic Partner Programs.

In addition, Item 9 has been revised to include information about the bank sweep option. If client rejects the default cash sweep option selected by the Firm and elects the bank sweep arrangement as the cash sweep option for client's account, MMLIS will earn fees on funds invested in the bank sweep arrangement.

January 2, 2020 Update:

Item 4 has been updated to (1) eliminate the Minimum Firm Fee, (2) decrease the minimum of the range for the IA-Rep Fee from 0.30% to 0.00%, and (3) decrease the brokerage termination fee for accounts other than retirement accounts from \$75 to \$50.

November 21, 2019 Update:

Items 4, 5, and 9 have been updated to reflect changes to the cash sweep option for accounts in the Programs. Items 4 and 9 have been updated to add information about MMLIS' relationship with National Financial Services LLC ("NFS") (the clearing firm for the Programs), including information about the revenue from certain mutual funds and mutual fund share classes that NFS shares with MMLIS and the calculation of the fee MMLIS pays to NFS. The fee is based on the aggregate assets invested in accounts in the Programs, excluding client account assets invested in NTF and INTF mutual fund shares, cash and cash equivalents. Item 4 has been updated to include information about tax loss harvesting strategies and to reflect a change in the fee applicable to assets designated to the Pending Distribution Feature – the applicable fee will be the standard Client Fee. Item 4 has also been updated to include additional information about mutual fund share classes and Item 9 has also been updated to include information about the excess trading fee NFS charges MMLIS when trading in a client's account exceeds a certain threshold.

July 19, 2019 Update: This Brochure has been updated to reflect the addition of the UMA Select Premier Series 7/6 Program to this Brochure. This Brochure has also been updated to (1) change the name of the UMA Select Premier Mutual Fund Only Program to the UMA Select Premier Series 6 Program, and (2) change the name of the UMA Select Premier Program to the UMA Select Premier Series 7 Program.

June 27, 2019 Update: Item 9 has been updated to reflect the sale of MassMutual's formerly affiliated asset management business, OppenheimerFunds, to Invesco.

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### **ITEM 4. SERVICES, FEES AND COMPENSATION**

MMLIS is a registered investment adviser and broker-dealer. MMLIS began conducting business in 1981 and has been registered as an investment adviser since 1993. MassMutual Holding LLC is the Firm's principal owner. Massachusetts Mutual Life Insurance Company ("MassMutual") is MassMutual Holding LLC's principal owner.

#### **Overview of the Advisory Services Offered by the Firm**

The Firm makes available to you a number of proprietary and nonproprietary investment advisory programs and services. This Brochure provides you with information about the UMA Select Premier Series 7, UMA Select Premier Series 7/6, and the UMA Select Premier Series 6 Programs (the "UMA Select Premier Programs" or "Programs") available through the Firm. If you wish to learn about other investment advisory programs and services that the

Firm offers, you may contact the Firm or an investment adviser representative of the Firm ("IA-Rep") to receive a similar disclosure brochure for those programs and services. Such brochures are also available on the SEC's website at <http://adviserinfo.sec.gov>.

### **Overview of the UMA Select Premier Programs**

The Programs are unified managed account programs under which MMLIS, through its IA-Reps, manage client accounts on a discretionary basis. Under each Program, a client's investment advisory account ("Account") will be divided into multiple "sleeves" that can be filled with one or more Investment Options (defined below). Each client selects a portfolio ("Portfolio") designed by IA-Reps and risk scored by Envestnet. Envestnet creates portfolio guidelines ("Portfolio Guidelines") that set parameters for the investments that can be made in a particular Portfolio, depending on the associated Investment Objective (defined below). MMLIS and Envestnet are co-advisers for the Programs. Envestnet also serves as the "Overlay Manager" as described in more detail below.

In the **UMA Select Premier Series 7 Program**, Portfolios can consist of a large selection of (i) asset allocation models created and maintained by independent third-party money managers ("Model Sub-Managers") consisting of mutual funds and/or exchange-traded funds ("ETFs"), (ii) asset allocation models created and maintained by independent third party money managers ("SMA Model Sub-Managers") consisting of equity and/or fixed income securities ("SMA Models"), (iii) mutual funds, and/or (iv) ETFs. IA-Reps are required to have their Series 7 license to offer the UMA Select Premier Series 7 Program.

The UMA Select Premier Series 7 Program was previously named the UMA Select Premier Program.

In the **UMA Select Premier Series 7/ 6 Program**, Portfolios can consist of a large selection of (i) asset allocation models created and maintained by independent third-party money managers ("Model Sub-Managers") consisting of mutual funds and/or exchange-traded funds ("ETFs"), (ii) asset allocation models created and maintained by independent third party money managers ("SMA Model Sub-Managers") consisting of equity and/or fixed income securities ("SMA Models"), and/or (iii) mutual funds. This Program can be offered by IA-Reps with a Series 7 license, and by IA-Reps with a Series 6 license if they partner with an IA-Rep with a Series 7 license.

In the **UMA Select Premier Series 6 Program**, Portfolios can consist of a large selection of (i) asset allocation models created by Model Sub-Managers consisting of mutual funds, and/or (ii) mutual funds. This Program can be offered by IA-Reps with a Series 7 license or a Series 6 license.

The UMA Select Premier Series 6 Program was previously named the UMA Select Premier Mutual Fund Only Program.

For purposes of this Brochure, asset allocation models consisting of mutual funds and/or ETFs, are referred to as "Models." Models, SMA Models, ETFs, and mutual funds are referred to herein as "Investment Options." Model Sub-Managers and SMA Sub-Managers are referred to herein as Sub-Managers. If a client selects Envestnet as a Model Sub-Manager or an SMA Sub-Manager, these terms shall also refer to Envestnet in that capacity unless specifically stated otherwise. Certain of the Sub-Managers will participate in the Firm's Conference Partner or Strategic Partner Programs. Please see Item 9 of this Brochure for more information about these programs, including any associated conflicts.

In the MMLIS Wealth Management Terms and Conditions ("Program Agreement"), you authorize each Sub-Manager that provides a Model or SMA Model for your account to exercise discretion by selecting the securities to be held by a Model and delivering such Model to the Overlay Manager to implement.

The Programs may be appropriate for those clients seeking ongoing investment advice. These Programs are not appropriate for clients who prefer to manage their investment portfolio on their own, without the assistance of a financial professional, or who are not looking for ongoing or comprehensive investment advice. Clients should understand that where MMLIS expressly agrees to act as an adviser, as it does under the Programs, the IA-Rep's primary role is to provide advice. Where MMLIS acts solely as a broker, its primary role is to execute trades based on client instruction. MMLIS's obligations are different when it acts as adviser and when it acts as broker. Clients should further discuss with their IA-Reps the differences between advisory and brokerage relationships so that they can make an informed decision as to what type of relationship is most appropriate for their needs.

Clients have the opportunity to impose reasonable investment restrictions on the investment of their assets under the selected Program by requesting them through the Statement of Investment Selection ("SIS"). See Item 7 below for additional information about investment restrictions.

In limited circumstances, the Firm will treat certain assets in client's Account as "Unsupervised Assets." Unsupervised Assets are excluded from the Account's asset allocation and the calculation of client's advisory fees. In addition, the Unsupervised Assets will not be included in determining client's Account balance (for purposes of assessing whether client's Account meets the Program minimum requirements). Unsupervised Assets can be assets that are ineligible for the selected Program that the Firm is permitting a client to hold in client's Account. Once a security has been designated as an Unsupervised Asset, all of client's holdings in that particular security or cash investment style position will be designated as an Unsupervised Asset. Assets that qualify for Fee Forgiveness (as defined below) may not be designated as Unsupervised Assets.

For the limited purpose of implementing a tax loss harvesting strategy, on a temporary basis, the Firm will permit ETFs to be held in a client's Account in the UMA Select Premier Series 6 Program (either in a Model or outside of a Model) and in the UMA Select Premier Series 7/6 Program (outside of a Model) if client's IA-Rep has a Series 7 license.

### **Account Opening Process**

If a client wishes to participate in one of the Programs, the first thing the IA-Rep will do is assist the client in determining whether the Program is appropriate for the client. The IA-Rep will also provide the client account opening documents, disclosures and other documents necessary for the client to make an informed decision about participation in the Program. If the client determines that a Program is appropriate given the client's needs, the IA-Rep will collect information from the client about the client's present investment objectives, risk tolerance and time horizon and input such information into the Investment Questionnaire ("Questionnaire") which will determine a risk profile scoring (an "Investment Objective") for client's Account, and generate an investment proposal ("Proposal") and SIS. As described in more detail below, the Proposal and SIS recommend an asset allocation investment portfolio ("Portfolio") and corresponding Investment Options for client's Account based on the client's Investment Objective. The more aggressive Portfolios generally have greater small/mid cap equity and foreign exposure and the more conservative Portfolios generally have more bond, large cap equity and alternatives exposure. The Portfolios emphasizing balance contain significant portions of both equity and fixed income exposure and generally provide a combination of both capital appreciation and income.

The IA-Rep will review the information in the Proposal and the SIS with the client. The client is ultimately responsible for determining whether to participate in the Program, and whether to accept or reject the recommended Portfolio and Investment Options. Client must approve a Proposal and SIS prior to implementation. By signing the SIS, the client is also agreeing to the MMLIS Wealth Management Services Terms and Conditions ("Program Agreement"), a separate agreement that governs the relationship among the client, MMLIS and Envestnet and sets forth the parties' responsibilities and obligations with respect to the client's Account.

The IA-Rep also assists the client in completing a Brokerage Account Application ("Account Application") and Customer Agreement (or equivalent document for certain retirement accounts) ("Brokerage Agreement"), which the client will use to apply for an Account with the Firm and Envestnet, accepts any inquiry from the client about the Program, coordinates the provision of responses to the client, and provides all Account opening documents, disclosures and other necessary documents.

In addition to this Brochure, you will receive from your IA-Rep Envestnet's Form ADV Disclosure Brochure ("Envestnet Brochure"). In addition, you should review the Form ADV Disclosure Brochure for any selected Sub-Managers (each, a "Sub-Manager Brochure") available on the SEC's website or from your IA-Rep. You should carefully review this Brochure, the Envestnet Brochure, and each Sub-Manager Brochure, since they outline important information about the Firm's, Envestnet's and the asset manager's roles and responsibilities under your selected Program. You should also review the informational guide that you will receive from your IA-Rep entitled "Additional information about MML Investors Services Wealth Management Services" ("Informational Guide"). The Informational Guide contains important information and disclosures about the Firm.

### **Portfolio Construction and Monitoring**

IA-Reps create and maintain the Portfolios available under the Programs. IA-Reps can make a Portfolio available to multiple clients, or create customized Portfolios for specific clients.

In order for IA-Reps to construct Portfolios, Envestnet has assembled and is responsible for creating and maintaining the portfolio guidelines ("Portfolio Guidelines") that set the risk parameters for the investments that can be made in a particular Portfolio, depending on Program and the associated Investment Objective. Envestnet has created five different Investment Objective classifications. Client's Account will be assigned one of the five classifications based on client's risk tolerance, time horizon and investment objectives.

In addition to the Portfolio Guidelines, MMLIS establishes and maintains asset allocation and concentration parameters that are applicable to the Investment Objective selected by the Client. MMLIS reserves the right to instruct Envestnet to modify a client's asset allocation and/or investments in order to comply with such parameters.

Each client's Account will have a portion of the assets maintained in cash in order to, among other things, pay the client's fees. As described herein, MMLIS provides a "cash sweep" program where uninvested cash balances (such as from securities transactions, dividends, interest payments, or deposits) in a client's Account are deposited into a selected investment option each business day. The Firm, in its capacity as broker-dealer, selects the sweep investment options available for client's portfolio. Please see "Additional Information" below for additional information about the MMLIS Sweep Program.

Envestnet monitors and designates a risk score for each Investment Option. Please refer to Item 6 for additional information on how Investment Options are selected for inclusion in the Programs.

In addition, Envestnet serves as a Sub-Manager available under the applicable Programs. In its role as Sub-Manager, Envestnet may, in its discretion, remove a mutual fund, ETF or other investments underlying a model, from a Model or SMA Model that it manages, if such asset fails to meet its screening and monitoring criteria and replace it with another investment, as applicable. Please refer to Item 6 and the Envestnet Brochure for additional information. Please also refer to Item 9 for additional disclosure regarding the conflicts of interest associated with Envestnet serving as a Sub-Manager available within the Programs.

### **Other Services**

#### *Envestnet Services:*

Envestnet conducts due diligence and ongoing monitoring of certain of the eligible Investment Options for use in the Programs, as discussed further in Item 6. In many instances, Envestnet will provide MMLIS with research or performance information relating to a particular Investment Option. MMLIS does not prepare, review, or verify the performance information provided by Envestnet. For historic information on performance other than for Envestnet's proprietary Investment Options, Envestnet receives performance data from third party Sub-Managers and/or other sources, such as reporting service providers, but does not independently verify such performance information.

In addition, Envestnet is responsible for creating and maintaining the system that generates, among other things, the Questionnaire, Proposal and SIS used by the Firm and IA-Reps to advise clients and provides MMLIS with tools to monitor asset allocation and concentration parameter compliance.

Envestnet is also responsible for performing administrative and/or trading duties at the direction of the Sub-Managers via a licensing agreement between Envestnet and each Sub-Manager. Please refer to the Envestnet Brochure for additional information.

In addition, Envestnet will generate reports concerning the performance of client's Account on at least a quarterly basis. Envestnet will provide such reports to clients and the Firm.

### **Envestnet Tax and Impact Overlay Services**

In the UMA Select Premier Program, clients may elect tax overlay services and/or impact overlay services, which are provided by Envestnet. The tax overlay services are only available to accounts with at least 50% of assets in equity securities contained within SMA Models. In providing these services, Envestnet provides discretionary investment advice as described below.

## Envestnet Tax Overlay Services

The tax overlay services offer clients a solution to (i) help limit long and short-term gains, and/or (ii) attempt to limit their potential tax liabilities. They also offer more customizable solutions for clients who are seeking to attempt to control the realization of large unrealized gains that are embedded in their portfolios.

If tax overlay services are selected by a client, Envestnet will provide discretionary investment advice by evaluating the tax impact of any trades recommended by an equity SMA Sub-Manager. Envestnet may elect to prevent the transaction or make additional changes to the client's portfolio to balance the recommended change. Envestnet seeks to keep the client's portfolio reasonably close to the model portfolio selected by the client.

The tax overlay services are designed for taxable investors who are willing to allow some deviation from their selected portfolios. The use of the tax overlay services may result in recommendations from Envestnet that differ from those made by MMLIS or the IA-Rep and/or may be inconsistent with the client's chosen investment model and strategy. This may cause trading, holdings and/or performance of the client's portfolio to deviate from a portfolio that does not apply tax overlay services. Additionally, the use of these services may cause the client's account risk to differ from the risk profile identified for the client during the proposal process.

The tax overlay services are not suitable for all clients, and are not intended to be general tax planning services. They may be appropriate for clients who, for example, want to limit net long-term or short-term gains, who own "appreciated securities" (i.e., low cost basis) and want to manage how gains may be realized for selling these securities, who may be subject to the Alternative Minimum Tax, or those clients who specifically budget for taxes associated with their Account(s).

Envestnet relies solely on the tax information provided by the client. To the extent such information is inaccurate or incomplete, the tax strategy developed for the client may be adversely affected. The provision of complete and accurate tax information is the sole responsibility of the client. In order to enroll in the tax overlay services, clients must complete an Envestnet Tax Overlay Services questionnaire. Clients should consult with their tax and legal advisors regarding their specific situation prior to completing the form or enrolling. Neither MMLIS nor IA-Reps provide tax or legal advice.

The tax overlay services may be used individually or in combination with impact overlay services. If both tax and impact overlay services are selected, only one overlay fee will be charged. The minimum Account size for the tax overlay services is \$250,000. The Fee Schedule for these services is listed below and is paid to Envestnet. This fee is in addition to the Client Fee (as defined below).

### **Envestnet Tax Overlay Services Fee Schedule**

<b>Amount of Assets in Account</b>	<b>Tax Overlay Fee</b>
First \$10 Million	0.08%
Next \$15 Million	0.07%
>\$25 Million	0.05%

## Envestnet Impact Overlay Service

The impact overlay service allows clients to apply customized socially responsible investment restrictions to their investment portfolio to minimize exposure to companies with specific products, services and operations that do not meet the client's values and personal convictions. These restrictions are designed for investors who are willing to allow some deviation from their selected portfolios. The use of the impact overlay services may result in recommendations from Envestnet that differ from those made by MMLIS or the IA-Rep and/or may be inconsistent with the client's chosen investment model and strategy. This may cause trading, holdings and/or performance of the client's portfolio to deviate from a portfolio that does not apply impact overlay services. Additionally, the use of these services may cause the client's account risk to differ from the risk profile identified for the client during the proposal process.

In providing impact overlay services, Envestnet leverages software that applies predefined screens and rules to help keep the client's portfolio reasonably close to the model portfolio selected by the Client.

The impact overlay service may only be selected within the UMA Select Premier Series 7 and UMA Select Premier Series 7/6 Programs. The minimum Account size for the impact overlay service is \$250,000. The Fee Schedule for this service is listed below and is paid to Envestnet. This fee is in addition to the Client Fee.

**Envestnet Impact Overlay Services Fee Schedule**

<b>Amount of Assets in Account</b>	<b>Impact Overlay Fee</b>
First \$10 Million	0.08%
Next \$15 Million	0.07%
>\$25 Million	0.05%

*NFS Services:*

MMLIS, in its capacity as a registered broker-dealer, also acts as introducing broker for all transactions in Accounts. In order to effectuate trades under a Program, clients must establish a brokerage account through the Firm with National Financial Services LLC ("NFS" or "Custodian"), which will act as clearing firm and custodian for clients' assets under the Programs. Accordingly, it is expected that trading activity in connection with all of the Programs will be effected through the Firm and cleared by NFS. Client understands that if trades are not executed by NFS, which will occur if Envestnet (or a Sub-Manager, where applicable) reasonably believes in good faith, and consistent with applicable fiduciary standards, that another broker or dealer will provide better execution considering all factors including but not limited to net price, client will be subject to fees and charges associated with the transaction costs that are in addition to the Client Fee. These additional costs are reflected in the net purchase or sale price shown on the trade confirmation clients receive for the particular trade but are not disclosed separately in the trade confirmation.

NFS will act in its capacity as a clearing firm and perform centralized cashiering, bookkeeping, and execution, clearing and settlement functions for all accounts in the Programs. NFS will handle the delivery and receipt of securities purchased or sold in clients' brokerage accounts, receive and distribute dividends and other distributions, and process exchange offers, rights offerings, warrants, tender offers and redemptions. NFS will send client statements of all activity in client's brokerage account on no less than a quarterly basis, and written confirmations of trades executed through clients' brokerage accounts. Clients should review such statements carefully.

**Advisory Services Under the Programs**

The Firm's advisory services entail assisting the client in reviewing whether the Program and Portfolio selected by the client are suitable to client's financial situation, as provided by the client; and for each investment style, and asset class underlying the client's Portfolio, recommending how to allocate assets among the Investment Options. The IA-Rep may recommend changes to the Portfolio's asset allocation, as long as the Account remains within the Portfolio Guidelines and risk scoring parameters for the Account's Investment Objective. Such flexibility enables the IA-Rep to make recommendations that are closely tailored to the financial circumstances communicated by the client. The client must approve the initial Proposal and SIS.

On an ongoing basis, the IA-Rep will be able to make adjustments to an account's asset allocation within a risk scoring range and change the Investment Options without obtaining client's prior approval. The IA-Rep cannot, however, change the Investment Options such that it would change the Investment Objective for client's Account identified in client's Proposal and SIS, unless the client approves a new Proposal and SIS.

MMLIS also has ongoing responsibility to advise clients regarding the appropriateness of the mutual funds, ETFs, Model(s), SMA Model(s) and Sub-Manager(s) selected by the client for the Account in light of the client's objectives, assets, risk tolerance and investment experience as disclosed to MMLIS. Neither MMLIS nor the IA-Rep is responsible for the security selections underlying the Models or the SMA Models. Rather, Envestnet is responsible for investing assets attributable to Models and SMA Models in the securities that correspond to the applicable Model for client's Account. Each third-party Sub-Manager actively manages the applicable Model and instructs Envestnet as to the transactions to be placed in client's Account in accordance with each selected Model or SMA Model.



With respect to qualified retirement accounts (such as an individual retirement account or a retirement plan subject to Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA")), MMLIS and our IA-Rep(s) act as fiduciaries under ERISA, or the Internal Revenue Code of 1986, as amended ("Code"), or both, when providing recommendations, with respect to your Account, that are treated as fiduciary investment advice under section 3(21)(A)(ii) of ERISA or section 4975(e)(3)(B) of the Code.

For a description of the ongoing services that the Firm provides under the Programs, please see Item 9 of this Brochure.

#### **Other Investnet Services**

Investnet serves as the Overlay Manager in trading and re-balancing between the multiple sleeves of the Account. Investnet has Models that it has developed that are available on the platform and thus, may also serve as a Sub-Manager if client selects such Model.

Investnet reviews Accounts on at least an annual basis to determine if rebalancing should occur. If no trade has taken place in an Account in the last 366 days, Investnet will initiate a rebalance event. During a rebalance event, additional shares of certain securities may be purchased in the Account and/or shares of other securities may be sold in order to bring the account into closer alignment to the model Portfolio assigned to the account. It is possible that no trades will occur in an Account during the rebalance event. Redemptions and exchanges resulting from rebalancing a client's Account may have tax consequences.

#### **Additional Information**

##### *MMLIS Sweep Program*

MMLIS provides a "cash sweep" program where uninvested cash balances (such as from securities transactions, dividends, interest payments, or deposits) in a client's Account are deposited into a selected investment option each business day. The Firm, in its capacity as broker-dealer, selects the sweep investment vehicles available for client's Account. Please review the Program Agreement, as well as other account opening documents or if applicable, communications provided by the Firm, for information about the MMLIS Sweep Program.

##### *Mutual Funds*

Clients should understand that mutual funds generally offer multiple share classes depending on certain eligibility and purchase requirements. For instance, in addition to the more commonly offered retail share classes (typically, Class A, B and C shares), mutual funds may also offer institutional share classes and other share classes that are specifically designed for accounts that participate in fee-based investment advisory programs. Institutional share classes or classes of shares designed for purchase in an investment advisory program usually have a lower expense ratio than other share classes. Clients should not assume that they will be invested in the share class with the lowest possible expense ratio or that a particular mutual fund company will allow all share classes to be available to MMLIS for the Programs. In addition, only the mutual fund share classes that are available on NFS' platform are available in a Program. MMLIS will request that NFS add certain lower cost mutual fund share classes to its platform, as they are made available by particular mutual funds, if not already available on the platform.

While MMLIS generally seeks to obtain the lowest cost share class available, clients may not, at all times, hold the lowest cost share class available. For Models and SMA Models, the mutual funds and mutual fund share classes are selected by the applicable Sub-Manager. Outside of a Model or SMA Model, as a general matter, in the Programs, MMLIS only makes one share class of a mutual fund available for purchase at a given time. MMLIS will periodically review the universe of share classes that it offers for purchase outside of a Model or SMA Model in light of share classes that become available to MMLIS. If a more favorable share class for a particular mutual fund becomes available (as determined by MMLIS in its sole discretion), MMLIS will make such share class available within the Programs (outside of a Model or SMA Model). MMLIS will then convert any holders of such mutual fund (outside of a Model or SMA Model) to the more favorable share class. MMLIS has discretion to change a client's share classes (outside of a Model or SMA Model) at any time, as it deems appropriate. There may be transitional periods when a more expensive share class of a particular fund is held within a client's Account (outside of a Model or SMA Model) prior to being converted to a lower cost share class. In addition, if a client would be charged a fee by the mutual fund company to convert to the newly available share class, or under other circumstances as MMLIS may determine, MMLIS may refrain from converting such client's share class.



The Firm earns asset-based distribution or servicing fees (12b-1 fees or otherwise) from certain mutual funds (or their related persons) for providing distribution and/or administrative services to the mutual funds. When these mutual funds are held in a client Account, the 12b-1 fees are paid by the client as a shareholder in the underlying funds. However, the Firm instructs NFS to rebate the 12b-1 fees directly to such client Account.

Clients should contact their IA-Rep for more information about share classes.

As an accommodation to clients, a client's existing mutual fund positions (excluding B and C share mutual funds) held outside of a Program, may be transferred into and held in client's Account. Such transferred positions will be included in the calculation of Fees applicable to the Account so long as such assets remain in the Account. As with all other types of assets, and as further discussed below, in instances where the Firm receives distribution fees associated with a client Account, the Firm credits client Accounts an amount equal to any such distribution fees the Firm receives on such assets held in the Account in order to offset Client Fees.

Clients should consider all relevant factors before contributing mutual fund shares to a Program, including the fact that clients may have paid a front-end sales charge and any applicable contingent deferred sales charges or redemption fees will remain the client's responsibility and will be in addition to the Client Fee. Clients should also consider that the contributed mutual fund shares may not be the lowest cost share class available. Certain mutual funds may offer only one class of shares, while other mutual funds may offer multiple share classes which are available for investment based upon certain eligibility and/or purchase requirements. Mutual funds often permit the conversion of shares from one class to another, subject to certain conditions as determined by the mutual fund. If clients contribute or hold mutual fund shares that the Firm deems to be ineligible for the applicable Program, such shares will be converted into a class of shares of the same mutual fund the Firm deems to be eligible, and will be subject to the Client Fee; depending on a client's circumstances, the client could be subject to higher expenses overall once the shares convert to a class the Firm deems to be eligible. The Firm may not elect to convert particular share classes of a mutual fund if, for example, there is no equivalent class eligible for the Program or other circumstances as the Firm may determine. Prior to contributing any mutual fund shares to a client's Account, the client should discuss the impact of a conversion of these shares with an IA-Rep. If the client does not want mutual fund shares converted, the client should not contribute such shares to its Account.

As described below under "Fee Forgiveness," certain clients may be eligible for Fee Forgiveness.

#### *Mutual Funds and Revenue Share from NFS*

NFS charges mutual fund companies a recurring fee to make their mutual funds available to broker-dealers that use NFS as their clearing firm. The amount of the fee varies and depends on whether a mutual fund's share classes are part of NFS' NTF or INTF programs (no transaction fee) or TF (transaction fee) program, or are not part of the NTF, INTF or TF programs. Different share classes of the same mutual fund can be available on NFS' platform, and one share class of a mutual fund can be part of a program (the NTF program, for example) while another share class of the same mutual fund is not. NFS shares with MMLIS a portion of the fee NFS receives ("revenue share payments") for the assets in the Programs that are invested in NTF, INTF and TF mutual fund share classes, with some exceptions (Fidelity funds, for example). MMLIS does not receive revenue share for assets invested in qualified plan accounts or IRAs.

NFS generally charges mutual fund companies a higher fee for NTF mutual fund share classes than for other mutual fund share classes. Therefore, MMLIS generally receives a higher revenue share payment from NFS for each investment in an NTF mutual fund share class than for mutual fund share classes that are not included in the NTF program. Certain fund companies with share classes in the NTF program pay a lower fee to NFS than other fund companies with share classes in the NTF program. This means that MMLIS receives a lower revenue share payment for each investment in such companies' mutual fund share classes in the NTF program than other mutual fund share classes in the NTF program.

Mutual fund share classes that are part of NFS' NTF program are generally more expensive for clients. In addition, clients are not charged transaction fees for transactions in any mutual funds in the Programs regardless of whether the share classes are in NFS' NTF, INTF or TF program.

The revenue sharing arrangements between NFS and MMLIS create a conflict of interest for MMLIS. Specifically, MMLIS has an incentive to make available, select and recommend the mutual funds and mutual fund share

classes for which NFS pays revenue share to MMLIS over the mutual funds and mutual fund share classes for which NFS does not pay revenue share to MMLIS, even if these mutual fund share classes are more expensive for clients. MMLIS has a similar incentive to make available, select and recommend the mutual funds and mutual fund share classes for which NFS pays a higher revenue share payment over other mutual funds and mutual fund share classes even if the investments for which NFS pays a higher revenue share payment are more expensive for clients.

These conflicts are mitigated in several ways. IA-Reps do not receive any of the revenue share payments that NFS pays to MMLIS, and IA-Reps do not receive any more or less compensation based on what mutual funds or mutual fund share classes they select or recommend to clients. Additionally, MMLIS makes only one share class of a mutual fund available for purchase as an investment option in the Programs outside of a Model or SMA Model and MMLIS endeavors for the available share class to be the least expensive share class of a mutual fund available for advisory programs through NFS, such as the "Institutional," "Advisory," or "Clean" share class of a mutual fund. If a more favorable share class for a particular mutual fund becomes available (as determined by MMLIS in its sole discretion), MMLIS will make such share class available within the Programs outside of Models and SMA Models and, as previously discussed in more detail, will convert any holders of such mutual fund outside of Models and SMA Models to the more favorable share class. Furthermore, the mutual funds and mutual fund share classes that are included in the Models and SMA Models are selected by the Sub-Managers, not MMLIS or the IA-Reps.

#### *Mutual Funds and MMLIS Fee to NFS*

MMLIS pays a recurring fee to NFS based on the aggregate assets invested in accounts in the Programs, excluding any investments in NTF and INTF mutual fund share classes, cash and cash equivalents. This creates conflicts of interest. MMLIS has an incentive to make available, select and recommend mutual fund share classes that are excluded from the calculation of the fee MMLIS pays to NFS, even if such investments are more expensive for clients. MMLIS also has an incentive to maintain client assets in the Programs in cash or cash equivalents.

These conflicts are mitigated in several ways. IA-Reps do not receive any benefit if MMLIS pays lower fees to NFS and IA-Reps do not receive any more or less compensation based on what investments, including mutual funds or mutual fund share classes, are held in client Accounts. In addition, MMLIS makes only one share class of a mutual fund available for purchase as an investment option in the Programs outside of a Model or SMA Model and MMLIS endeavors for the available share class to be the least expensive share class of a mutual fund (available for advisory programs through NFS). If a more favorable share class for a particular mutual fund becomes available (as determined by MMLIS in its sole discretion), MMLIS will make such share class available within the Programs outside of Models and SMA Models and, as previously discussed in more detail, will convert any holders of such mutual fund outside of Models and SMA Models to the more favorable share class. Furthermore, the mutual funds and mutual fund share classes that are included in the Models and SMA Models are selected by the Sub-Managers, not MMLIS or the IA-Reps. MMLIS has also established parameters regarding the amount of cash that can be allocated in client Accounts in the Programs and monitors for adherence to these parameters.

#### **Fee Forgiveness**

When a client contributes assets to its Account from a previously established MMLIS brokerage account or contributes mutual funds for which MMLIS is the broker-dealer of record (either from the redemption of such assets and mutual funds or the assets and mutual funds themselves) such clients may be eligible for "Fee Forgiveness." The Firm Fee and the IA-Rep Fee may be reduced for a limited period of time to take into account the cost of certain sales charges previously paid by the client or to be paid upon redemption. Fee Forgiveness is not available for assets for which MMLIS is not the broker-dealer of record. In addition, sales charges previously paid by the client will only be taken into account for Fee Forgiveness to the extent the client paid such sales charges in the previous two years (for A-share mutual funds) or previous 13 months (for C-share mutual funds, stocks, bonds, options and ETFs) and MMLIS was the broker-dealer of record for the mutual funds or applicable brokerage account at the time client paid the sales charges.

If the assets that qualified for Fee Forgiveness leave the Account, the Fee Forgiveness associated with such assets will be discontinued and any remaining fees associated with such assets scheduled to be forgiven will not be forgiven.

Fee Forgiveness is available only while a client's Account is open. If the Account is terminated for any reason, any remaining fees scheduled to be forgiven will not be forgiven.

Additional details regarding Fee Forgiveness can be found in the Program Agreement.

Please note that the second chart below showing the range of fees does not take Fee Forgiveness into account.

### **Non-Purpose Loan Programs**

The Firm may contract with third parties to make non-purpose loans (each an "NPL") available to clients. Clients in the may apply using their Account as collateral and must enter into an NPL agreement directly with the financial institution providing the NPL (the "Loan Provider"). Client should fully understand the following before using assets in an Account as collateral to obtain an NPL:

- Neither the Firm nor the Firm's IA-Reps will make recommendations or provide advice in connection with an NPL.
- The client will not be permitted to withdraw any of the assets in the Account that is used as collateral to secure the NPL.
- The client will pay interest to the Loan Provider directly. These payments are in addition to the Client Fee and other fees charged to the client's Account for services provided under the Program.
- The Loan Provider can demand repayment at any time and may require liquidation of some or all of the collateral in the Account to meet the NPL requirements.
- The Loan Provider can sell (or direct the Firm to sell) a client's securities or other assets without contacting the client. Clients are not entitled to choose which securities or other assets in an Account are liquidated or sold to meet a call. Forced liquidation of assets in an Account can affect a client's long-term investment strategies, result in adverse tax consequences and impact the performance of the Account and the ability of the Advisor to manage the Account.
- Neither the Firm nor the Firm's IA-Reps will act as investment adviser to a client with respect to the liquidation of securities held in an Account to meet an NPL demand or call.
- The Loan Provider can loan the securities held in your Account which collateralize your NPL. As a result of these loans, you may not be entitled to receive certain benefits of a securities owner, such as the ability to exercise voting rights and/or receive interest, dividends, and/or other distributions with respect to the securities lent.

### **Cash Management Features**

MMLIS makes available three cash management features for client Accounts: Dollar-Cost Averaging (DCA), Protected Cash and Pending Distribution. If you or your IA-Rep designate cash in your Account to one of these features, such amount will be removed from your Account's asset allocation. Any amounts designated to DCA or Protected Cash will be charged a negotiable annual fee ranging from 0.20% to 0.50%. Any amount designated to Pending Distribution will be charged the Client Fee. DCA is an investment technique in which a fixed dollar amount will be invested into your Account on a periodic schedule. The Protected Cash feature may be used to remove an amount from your Account's allocation and hold such amount as cash for a certain period of time. The Pending Distribution feature is generally used to set aside cash for expected withdrawals. Any amount in client's Account designated for DCA, Protected Cash, or Pending Distribution will be included in the cash sweep option available within each Program.

Due to system limitations, any account with Fee Forgiveness will not be eligible to utilize the DCA or Protected Cash features.

### **Fees and Charges**

#### **Overview**

Clients will pay a fee to MMLIS, the "Client Fee," for the services provided under the selected Program. The services include the brokerage and advisory services provided by the Firm and the IA-Rep, the technology related services provided by Envestnet, the advisory related services provided by Envestnet, the advisory services provided by any Sub-Managers, the brokerage services involved in purchasing and selling the securities in a client's Account, and the custodial and clearing services provided by NFS. The Client Fee will be paid in advance, on a quarterly basis. The Client Fee is separated into different components. The IA-Rep's portion of the Client Fee

(the "IA-Rep Fee") is negotiable at the discretion of each IA-Rep within a range of breakpoints as set forth below. Information about the Client Fee and the breakpoint schedule for a specific client is provided in the SIS.

The Firm and the IA-Rep each receive a portion of the Client Fee.

Clients may purchase the same or similar securities without paying the Client Fee or may pay less than the Client Fee if such securities were purchased outside of a Program. Thus, in some cases, it may be more cost efficient for clients to purchase securities outside of a Program. However, clients will not receive the services provided under the selected Program if they choose to do so. The Client Fee a client pays may be higher than those charged by the Firm for other advisory programs offered through the Firm, or higher than those charged by other sponsors of comparable programs.

Fees charged for similar services often vary by office and by IA-Rep. Certain IA-Reps provide comparable services for fees that are different from those charged by other IA-Reps, and some IA-Reps charge higher fees than other IA-Reps for similar services.

The Firm reserves the right to reduce the Client Fee for employees, associated persons, agents, or independent contractors of the Firm or its affiliates and their immediate family members or for any other person for any other reason at its discretion.

The Client Fee will be calculated in accordance with the Program Agreement. The Custodian is responsible for deducting the Client Fee from client's Account in accordance with the Program Agreement.

The mutual funds that are Investment Options are "no load" or "load" waived mutual funds, meaning the sales charges associated with mutual funds will not be charged to client.

#### **Client Fee**

The Client Fee consists of two components. The first component is the overall Investment Management Fee, derived from using Sub-Manager(s) in the Account. Typically, a sub-manager charges an investment management fee for the cost of managing a model within the account. The fee applicable to each sub-manager is assessed to the overall percentage of assets managed by the sub-manager within the account. In addition, a portion of this investment management fee also includes additional compensation retained by Envestnet for providing support to the Sub-Manager and for the trading of sub-manager models.

Investment Management Fees	
Type of Fee	Range of Investment Management Fees Charged to Client
Portfolio Management of Model	0.02% – 0.55%*
Portfolio Management of SMA Model	0.09% – 0.75%
Envestnet Fee for Providing Tax or Impact Overlay Services (if selected)	0.05% - 0.08%

\*Please note that for Accounts with fees negotiated prior to June 1, 2017 certain sub-manager fees were lower than 0.02%.

Please see each applicable Sub-Manager Brochure (and the Envestnet Brochure, if Envestnet is selected as a sub-manager) for additional information about the fees charged by such Sub-Manager, including whether any breakpoints apply. Please also see the Envestnet Brochure for more information about the additional fees collected by Envestnet.

An IA-Rep will have a financial incentive to recommend Sub-Managers with lower fees if the IA-Rep believes a lower sub-manager fee will allow the IA-Rep to negotiate a higher IA-Rep Fee.

The second component of the Client Fee is the Program Fee which is based on an annualized percentage of assets that client invests in the Account, including any portion of the assets maintained in cash or other short-term investments. The Program Fee consists of two sub-components. The first sub-component is the IA-Rep Fee, and the second sub-component is the Firm's portion of the Program Fee ("Firm Fee"). The Firm Fee is 0.30% of the assets in client's Account declining to 0.18% based on account size as shown in the chart below.

Additional information about the Program Fee and breakpoint schedule applicable to client's Account is included in the Client's SIS.

Please note that as the assets in client's Account increase, the Firm's portion of the Program Fee decreases and the IA-Rep's portion of the Program Fee may increase. Please also note that the following chart does not take into account the fee associated with assets that have been designated to the DCA or Protected Cash features.

Client Fee for UMA Select Premier Programs*					
Amount of Assets in Account	Range of IA-Rep Fee**	Firm Fee	Range of Program Fee**	Maximum Program Fee at Sample Account Sizes (Flat Rate Basis Points)**	Client Fee
First \$250,000	0.00%*** – 1.30%	0.30%	0.30% - 1.60%	- At \$250,000 = 1.60%	Program Fee plus Investment Management Fee
Next \$250,000	0.00%*** – 1.30%	0.28%	0.28% - 1.58%	- At \$500,000 = 1.59%	
Next \$500,000	0.00%*** – 1.30%	0.26%	0.26% - 1.56%	- At \$1 Million = 1.575%	
Next \$1 Million	0.00%*** – 1.15%	0.24%	0.24% - 1.39%	- At \$2 Million = 1.483%	
Next \$1 Million	0.00%*** – 1.15%	0.22%	0.22% - 1.37%	- At \$3 Million = 1.445%	
Next \$2 Million	0.00%*** – 0.80%	0.20%	0.20% - 1.00%	- At \$5 Million = 1.267%	
> \$5 Million	0.00%*** – 0.80%	0.18%	0.18% - 0.98%	- At \$10 Million = 1.124%	

\* This chart does not take into account the Tax Overlay Service Fee or the Impact Overlay Service Fee that applies to UMA Select Premier accounts if tax overlay and/or impact overlay services have been selected. See Investnet Tax and Impact Overlay Services above for information about these additional fees.

\*\* Certain accounts opened prior to June 9, 2017 may have a higher IA-Rep Fee. As a result, the Client Fee may also be higher than the ranges shown above. In addition, prior to January 1, 2020, the minimum Client Fee was higher because the minimum IA-Rep Fee was 0.30%.

\*\*\* As of January 1, 2020, 0.00% is the minimum IA-Rep Fee.

#### *Accounts in the UMA Select Premier Series 7 and UMA Select Premier Series 6 Programs Opened Prior to March 27, 2017*

For accounts opened prior to March 27, 2017 in the UMA Select Premier Series 7 and the UMA Select Premier Series 6 Programs, the Client Fee includes an "IA-Rep Fee" and a "Firm Fee" and may include "Manager Fees." In addition, for accounts opened in the UMA Select Premier program prior to March 27, 2017, clients will be charged the lower of the Firm Fee in effect prior to July 1, 2017 or the new standard Firm Fee detailed in the chart above (ranging from 0.18% to 0.30%).

In the UMA Select Premier Series 7 Program, the maximum Client Fee is 2.25% depending on account size. For the UMA Select Premier Series 6 Program, the maximum Client Fee is 2.10% depending on the account size. The Client Fee includes the IA-Rep Fee, Firm Fee, and Manager Fees, as described below:

- 1) The IA-Rep Fee ranges between 0.30% and 1.20% and is paid to the MMLIS IA-Rep; and

2) The Firm Fee is paid to MMLIS and is tiered and ranges depending on investment style as follows: 0.30% for the portion of the account under \$250,000, 0.28% for the next \$250,000, 0.25% for the next \$500,000, 0.20% for the next \$1 million, and 0.17% for the next \$3 million, and 0.15% for the portion over \$5 million.

3) Manager Fees generally range from 0.25% to 0.60% depending on the size of the account and the particular Sub-Manager selected.

Fees associated with the Programs are assessed on all assets in the client's account including any assets maintained in money market funds, cash or cash equivalents.

#### **Additional Client Fees**

Client Accounts are subject to the following brokerage account termination fees (the "Termination Fees"):

- Retirement Accounts - \$125
- All Other Accounts (if transferred to a different firm) - \$50

Termination Fees are deducted from the Account at termination. The Client Fee does not include Termination Fees.

#### **Additional Information about the IA-Rep Fee**

As previously described, IA-Reps are compensated with a portion of the Client Fee. The final net compensation received by the IA-Rep may be subject to additional adjustments of fees between the IA-Rep and MMLIS. MMLIS utilizes compensation schedules to calculate the overall compensation paid to IA-Reps for their work associated with the Programs and other offerings at MMLIS. MMLIS also has an incentive program where an IA-Rep will receive an additional percentage of the compensation paid to MMLIS based on total client assets attributable to that IA-Rep or the IA-Rep's team. For these purposes, the total client assets include assets across certain advisory programs offered by MMLIS (including the Programs). This creates an incentive for IA-Reps to recommend these advisory programs (including the Programs) to clients over other types of accounts or services offered by MMLIS. This incentive applies to both the initial recommendation to open an Account in a Program and to make subsequent contributions to such Account. MMLIS addresses this conflict through clear and prominent disclosure to clients. In addition, this incentive program does not take into account how the assets in an advisory program are invested. IA-Reps do not receive any more or less compensation based on what mutual funds or mutual fund share classes clients are invested in, or what percentage of a client's account is invested in cash or cash equivalents.

#### **Other Fees and Expenses**

The Client Fee does not include certain other fees and charges such as any fees imposed by the SEC, fees resulting from any special requests client may have, fees or commissions for securities transactions (including without limitation dealer mark-ups or mark-downs) that are not executed through MMLIS and cleared by the Custodian, or costs associated with temporary investment of client funds in a money market account. In addition, when applicable, NFS charges additional miscellaneous fees (including, but not limited to, ACAT fees and IRA maintenance fees).

Fees will not be charged on the basis of a share of capital gains or capital appreciation of a client's funds or any portion of a client's funds. Other costs that are charged to the client, when applicable, and that are not part of the Client Fee include spreads paid to market-makers, exchange fees, and other fees and charges customary to securities brokerage accounts.

The Client Fee also does not include the internal management, operating or distribution fees or expenses imposed or incurred by a mutual fund or ETF held in a client's Account. If a client's assets are invested in any mutual funds, ETFs, or pooled investment vehicles, in addition to the Client Fee, client will incur the internal management and operating fees and expenses, which may include 12b-1 fees, mutual fund management fees, early termination fees (which include fees on whole or partial liquidations of client's assets) and other fees and expenses that may be assessed by the investment vehicle's sponsor, custodian, transfer agent, adviser, shareholder service provider or other service providers. These expenses generally include administration, distribution, transfer agent, custodial, legal, audit and other fees and expenses. Further information regarding charges and fees assessed are discussed in the appropriate prospectus, annual report and/or custodial agreement applicable to the corresponding



investment vehicle ("Fund Disclosure Documents"). Clients should review the Fund Disclosure Documents of the mutual funds and ETFs held in their Account.

As indicated above, the Firm also serves as the broker-dealer for client Accounts under the Programs. The Firm earns asset-based distribution or servicing fees (12b-1 fees or otherwise) from certain mutual funds (or their related persons) for providing distribution and/or administrative services to the mutual funds. When these mutual funds are held in a client Account, the 12b-1 fees are paid by the client as a shareholder in the underlying funds. This compensation to the Firm from such mutual funds is in addition to the advisory and other fees the Firm receives under the Programs. This compensation creates a financial incentive for the Firm to recommend for clients to invest in mutual funds that pay 12b-1 fees. In order to mitigate this conflict, when available, the Firm seeks to offer share classes of mutual funds that do not have 12b-1 fees. In addition, the Firm instructs NFS to rebate the 12b-1 fees directly to such client Account. Furthermore, the mutual funds and mutual fund share classes that are included in the Models and SMA Models are selected by the Sub-Managers, not MMLIS or the IA-Reps. More information regarding these fees and other charges assessed by mutual funds may be found in the applicable mutual fund prospectus.

In order to effectuate trades under the Programs, clients need to establish a brokerage account through the Firm with the Custodian, which will act as clearing firm and custodian for clients' assets under the selected Program. Accordingly, it is expected that Envestnet will place transactions for the purchase and/or sale of securities and other investments for client's Accounts through MMLIS which will be cleared by the Custodian. However, if Envestnet (or a Sub-Manager, where applicable) reasonably believes in good faith, and consistent with applicable fiduciary standards, that another broker or dealer will provide better execution considering all factors including the net price, then it may trade through firms other than the Custodian. Client understands that if trades are not executed through the Custodian the client may be subject to transaction costs and fees that are in addition to the Client Fee. These additional costs are reflected in the net purchase or sale price shown on the trade confirmation clients receive for the particular trade but are not disclosed separately in the trade confirmation. Please see the Envestnet Brochure (or a Sub-Manager Brochure, where applicable) for information on how trades are sent or directed to the Custodian or other broker-dealers.

Trustees may also charge ERISA Accounts additional fees.

#### **Payment of Fees and Expenses**

Upon acceptance of the Account Application, the Program Agreement and the Account being funded at the "Required Account Opening Amount," which is the greater of (i) an amount at or above the Program minimum, unless waived by the Firm, or (ii) an amount at or near the investment amount identified in the Proposal which was agreed upon between the client and the IA-Rep, clients pay an initial Client Fee that is based on the initial market value of the Account. The first payment is prorated to cover the period from the date the Account is opened through the end of the current calendar quarter. Thereafter, the quarterly Client Fee is paid at the beginning of each calendar quarter for such quarter. The quarterly Client Fee is based on the fair market value of the assets in the Account on the last business day of the preceding calendar quarter as calculated in accordance with the Program Agreement and as described above.

Please see Item 5 below for information about the Program minimums.

Clients also are subject to a Client Fee for any additional lump sum contribution(s) in a calendar quarter equal to or greater than \$10,000. Such clients will pay for that portion of the ongoing quarterly Client Fee that relates to the number of days remaining in the calendar quarter on the date of an additional contribution equal to or greater than \$10,000. Payment of the Client Fee will be made in the month following any such contribution and will be based on the amount of the contribution.

Clients may withdraw assets from their Account at any time, subject to the usual and customary settlement procedures. All withdrawals are first funded from the amount in the client's cash sweep option and other cash balances. If the amount maintained in the cash sweep option and other cash balances is not enough to meet a withdrawal request, the remaining amount of the withdrawal request will be satisfied by redeeming securities in the client's Account. Withdrawals may have tax consequences such as capital gains taxes, the sale of securities or other assets in or outside of the cash sweep option and other cash balances may trigger taxable event, to which capital gains (or other) taxes apply. Envestnet will rebalance the Account back toward the selected allocation, thus triggering a possible taxable event.

MMLIS will adjust or refund Client Fees paid by client that are attributable to partial withdrawals equal to or greater than \$10,000 that client made during any calendar quarter. MMLIS will refund such clients for that portion of the ongoing quarterly Client Fee that relates to the number of days remaining in the calendar quarter on the date of a partial withdrawal equal to or greater than \$10,000. Payment of such refund will be made in the month following any such withdrawal and will be based on the amount of the withdrawal.

If an Account is terminated, MMLIS will refund to clients a pro rata portion of any pre-paid, but unearned Client Fee for the current quarter. The amount refunded to clients will be based on the number of days remaining in the quarter after the date of termination.

Clients pay the Client Fee and other applicable fees and expenses under the selected Program by instructing NFS through the Program Agreement to automatically debit the Client Fee, and applicable fees and charges (collectively "Expenses"), from their Account. The amount debited to pay the Expenses under the selected Program will appear on statements clients receive from NFS. The Expenses are first deducted by NFS from assets a client has in the cash sweep option and other cash balances. Envestnet will automatically rebalance a client's Accounts if payment of the Expenses under a Program causes the client's cash sweep option and other cash balances to fall below the percentage threshold (and if the dollar threshold is met) and/or to cover any Account debit balances. If this occurs, the remaining amount of the Expenses and/or Account debit balances that cannot be covered by assets in the cash sweep option and other cash balances will be paid by redeeming shares of Securities in the client's Account. In such cases, the client may face a taxable event, to which capital gains (or other) taxes may apply. Clients should consult with a qualified independent tax advisor.

#### **Termination**

The Program Agreement will continue in effect until terminated by either the client, the Firm or Envestnet in accordance with the termination provisions of the Program Agreement. Notwithstanding the foregoing, the Firm may retain amounts in a client's Account sufficient to effect any open and unsettled transactions. In this respect, clients are responsible to pay for services rendered, and for transactions effected. Any termination will therefore not affect any liabilities or obligations that are incurred or that arise from transactions before such termination.

#### **ITEM 5. ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

MMLIS generally provides investment advisory services to individuals, high net worth individuals, various types of business organizations, pension and profit-sharing plans, charitable institutions, foundations, endowments, trusts and different types of retirement accounts, including SEP, Simple, and traditional IRAs.

The Firm generally requires a client to enter into a Program Agreement and a Brokerage Agreement and complete an Account Application and SIS in order to participate in a Program. Some clients (e.g., a trust or a corporate pension plan) may be required to submit additional documentation in order to open an Account. The Brokerage Agreement governs the brokerage services provided by MMLIS in connection with a client's participation in a Program.

The minimum initial contribution to open an Account in the Programs, unless the minimum is waived, is \$25,000. Particular Investment Options may have higher minimum requirements which the Firm cannot waive. As a result, clients may not be able to invest in a particular Investment Option if the amount to be invested in the Investment Option would be less than the Investment Option minimum. Clients should speak to their IA-Reps for a description of the Investment Option investment minimums and with respect to Models and SMA Models, refer to each Sub-Manager Brochure for more information.

Accounts cannot be aggregated, even if they are beneficially owned by the same person or entity, for the purpose of meeting the minimum thresholds. Initial asset value less than the Required Account Opening Amount will not be managed under the selected Program but will be placed in the cash sweep option until the asset value reaches the Required Account Opening Amount. Once the Required Account Opening Amount is reached, client assets will then be invested in accordance with client's selected Portfolio.

If an Account falls below the account minimum requirement at any time and for any reason, the Firm may, in its discretion, close the Account and transfer the assets therein to a standard brokerage account. Once in a standard brokerage account, such assets will not be managed and will be subject to the fees and charges normally assessed by the Firm on its brokerage accounts.

Clients may make additional contributions to their Accounts at any time subject to the above minimums. Clients may fund contributions to a Program with cash or securities. Additional contributions are allocated initially to the cash sweep option and will remain there until a client's Account is rebalanced or the cash allocation in client's Account exceeds certain parameters. Clients should be aware that it can take at least one business day for new or additional contributions to be available for investment. As a result, executions of trade orders can occur at prices that are significantly different from the market price at the time of a contribution. Please see the Envestnet Brochure for more information.

If a client contributes securities to an Account, the Firm and Envestnet have the right to liquidate those securities holdings in their sole discretion. Clients should be aware that a reasonable amount of time is necessary for the Firm to execute such trades. Clients should consider the cost, if any, of sales charges previously paid or to be paid upon such redemption, which are in addition to the Client Fee paid under the applicable Program. Clients should be aware that such redemptions might have tax consequences that should be discussed with an independent tax advisor before making any redemptions.

If a client owns shares of a security outside of a Program that can be accepted into a Program and wants to transfer such shares into the Program, Envestnet will rebalance the client's Account in accordance with the client's Portfolio Guidelines, if necessary. This means that if all of the shares of the securities cannot be transferred into the Program without causing the client's Account to be out of balance with the selected Investment Objective for client's Account, those shares that would cause the client's Account to be out of balance will be sold by Envestnet at its discretion. The proceeds of the sale will be used to purchase other securities in accordance with the client's Portfolio Guidelines. MMLIS and Envestnet retain the right to liquidate any securities transferred in-kind into your Account. Since transferring shares of a security held outside the Program into the Program may trigger sales of securities in the Account, such transfers may result in a taxable event in which capital gains or other taxes apply. Clients therefore should consult with a tax professional before initiating the transfer. Client understands that transferring securities held outside the Program into the Program may thus result in a taxable event to which capital gains or other taxes apply. The proceeds of the sale will be used to purchase other securities in accordance with client's Portfolio Guidelines.

## **ITEM 6. PORTFOLIO MANAGER SELECTION AND EVALUATION**

### *Selection of Available Investment Options*

MMLIS selects the Investment Options to be available in the Programs. In general, for Investment Options other than mutual funds and ETFs, MMLIS selects the Investment Options from the universe of Investment Options that Envestnet has granted an Approved research status. Having this research status means that the mutual fund, ETF, Model, or SMA Model has met Envestnet's proprietary review criteria. For a discussion of Envestnet's due diligence procedures, please refer to the Envestnet Brochure. MMLIS may also select other Investment Options based on its own due diligence.

Notwithstanding MMLIS's and Envestnet's review processes, clients should be aware that investing in the Investment Options is subject to market risk and possible loss of principal. The purpose of each screening process is to identify Investment Options that satisfy certain minimum investment criteria.

Envestnet's Investment Option selection criteria and screening process are not applied to the cash sweep option. Neither Envestnet's nor MMLIS's Investment Option selection criteria and screening process or applies to mutual funds or ETFs included in a third party Sub-Managers' Models or SMA Models.

### *Model Sub-Managers*

MMLIS selects the Sub-Managers and Models for the Programs. MMLIS will monitor the Sub-Managers and Models and at any time at its discretion, remove and replace a Model based on MMLIS' due diligence or other factors such as regulatory considerations. MMLIS will select any replacement Models.

Envestnet creates a Manager Profile information sheet on each Model Sub-Manager, which includes information on the Models that each Model Sub-Manager creates and/or manages for the Programs. Manager Profiles are available from the IA-Rep.

### *SMA Sub-Managers*

MMLIS selects the SMA Sub-Managers and SMA Models for the UMA Select Premier Program. MMLIS generally monitors the SMA Sub-Managers and SMA Models and at any time at its discretion, may remove and replace an SMA Model. Envestnet will notify MMLIS when a SMA Sub-Manager fails to meet Envestnet's screening criteria and will recommend appropriate replacement SMA Sub-Managers.

Envestnet creates a Manager Profile information sheet on each SMA Sub-Manager, which includes information on the SMA Models that each SMA Sub-Manager creates and/or manages for the Programs. Manager Profiles are available from the IA-Rep.

### *Mutual Funds and ETFs*

MMLIS selects the mutual funds and ETFs available as Investment Options, as applicable. MMLIS uses a Morningstar-based methodology and/or reports produced by Envestnet in determining which mutual funds and ETFs should be Investment Options. MMLIS will monitor the mutual funds and ETFs and, at any time at its discretion, may direct Envestnet to remove and replace a mutual fund or ETF as an Investment Option and from Client Accounts. MMLIS will select the replacement mutual fund or ETF. For information regarding the mutual funds and ETFs available under a Program, including any associated fees, please read the prospectus of each particular mutual fund and ETF.

### *Services Provided by IA-Rep*

Client's IA-Rep will assist the client in selecting Investment Options for the client's Account. The IA-Rep may discuss with the client various factors, including but not limited to client preferences, any additional fees and charges, performance history, and any account minimum requirements when making a recommendation. When appropriate, IA-Reps may also assist clients in determining whether existing Investment Options should be replaced. Client's IA-Rep may discuss some or all of the foregoing factors with the client in order to assist the client in making an appropriate decision. The IA-Rep will be able to change Investment Options without client's approval. The IA-Rep will consider some or all of the foregoing factors when deciding whether to change an Investment Option. The IA-Rep cannot, however, change an Investment Option such that it would change the Investment Objective for client's Account identified in the Proposal and SIS unless the client approves a new Proposal and SIS.

### *Additional Information*

#### *IA-Rep Prerequisites*

In order to become an IA-Rep of the Firm and provide services to clients under a Program on behalf of the Firm, the IA-Rep must fulfill a series of prerequisites including, but not limited to completing on-line training courses, meeting certain Firm defined compliance and business conduct standards, and adhering to the Firm's Code of Ethics, which is described in Item 9 of this Brochure. Once an IA-Rep has been approved to provide advisory services under a Program, the IA-Rep must annually certify that the IA-Rep continues to comply with the Firm's policies and procedures. If an IA-Rep is unable to continue servicing a client's account for any reason, client's account will be assigned by the Firm to another qualified IA-Rep, who will service client's account on the Firm's behalf.

#### *Due Diligence on Envestnet*

The Firm conducts due diligence on Envestnet, generally on an annual basis. The due diligence includes a review of Envestnet's organization, personnel, investment philosophy, investment process (asset allocation and investment selection), due diligence process, performance, and back office. The annual due diligence typically includes site visits to some of the Envestnet offices. The Firm does not calculate Envestnet's investment performance, or reviews its performance information in order to determine or verify i) its accuracy or compliance with any presentation standards, or ii) if such information is calculated on a uniform or consistent basis. Furthermore, the Firm does not advertise or publish any information about its own investment performance.

### **ITEM 7. CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

As described in Item 4, the information that client supplies in the Account Application, the Investment Questionnaire, the SIS and any other documentation provided by client is used by the Firm and its IA-Reps to

provide clients with investment advisory services under each Program. The Firm also makes available such information to Envestnet so that Envestnet may fulfill its obligations under the Programs as described in Item 4 of this Brochure and in the Envestnet Brochure. Client has the obligation to inform the IA-Rep of any change in client's financial and personal circumstances that may have a material impact on the management of client's Account. Any updated information that client provides is also shared with Envestnet and any applicable Sub-Managers.

Clients have the opportunity to impose reasonable investment restrictions applicable to their assets in any of the Programs by identifying them on the SIS. The Firm will forward any investment restrictions requested by the client to Envestnet and to any applicable Sub-Managers, through Envestnet, for review. Investment restrictions must be reasonable, as determined by MMLIS, Envestnet and the Sub-Managers, and must be complete and consistent with applicable law. MMLIS, Envestnet and Sub-Managers observe the investment restrictions that a client provides in the SIS, if deemed reasonable; provided that Envestnet and the Sub-Managers reserve the right to seek further direction from the client through the Firm before any such investment restrictions are observed. Clients may impose new, or modify any existing, investment restrictions on the investments in their Account at any time by contacting their IA-Rep.

#### **ITEM 8. CLIENT CONTACT WITH PORTFOLIO MANAGERS**

Clients have access to their IA-Rep for information on their Account. IA-Reps will also accept inquiries from clients about Envestnet and Sub-Managers as well as each of their roles under each Program and coordinate the provision of responses to clients.

#### **ITEM 9. ADDITIONAL INFORMATION**

##### **Disciplinary Information**

On June 17, 2011, MMLIS entered into a Letter of Acceptance, Waiver and Consent (an "AWC") for the resolution of charges with FINRA. The alleged rule violations relate to the Firm's compliance with FINRA Rules applicable to Firm compensation in connection with Trade Reporting and Compliance Engine ("TRACE") eligible securities during the period October 9, 2008 through June 26, 2009 (the "Review Period"). During the Review Period, in 14 transactions, the Firm purchased or sold TRACE-eligible securities as agent for a customer in transactions for a commission or service charge that was in excess of a fair amount, taking into consideration all relevant circumstances. The Firm also failed to enforce its written supervisory procedures by charging commission in excess of the procedure's limits. The conduct constituted violations of NASD Rule 2440, NASD Rule 3010, NASD Rule 2110 (for conduct prior to December 15, 2008) and FINRA Rule 2010 (for conduct on or after December 15, 2008). Under the Acceptance, Waiver and Consent, the Firm consented to a censure and a fine of \$32,500.

On November 16, 2011, MMLIS entered into an AWC for the resolution of alleged rule violations with FINRA. The alleged rule violations related to the Firm's compliance with FINRA Rules applicable to filing Forms U5 and amendments to Forms U4 and U5. From approximately May 13, 2008 through October 10, 2010, the Firm failed to file in a timely manner at least 98 filings, including 5 Form U5 filings and 93 amendments to Forms U4 and U5. Forms U4 and U5 contain information regarding the firm's registered representatives and the rule requires timely updates to these forms. FINRA also found that the Firm failed to establish and maintain a supervisory system and establish, maintain and enforce supervisory procedures that were reasonably designed to achieve compliance with the reporting requirements set forth in Article V of FINRA's By-Laws. This conduct constituted violations of NASD Conduct Rule 2110 (for conduct prior to December 15, 2008) and 3010 and FINRA Rule 2010 (for conduct after December 14, 2008). Under the Letter of Acceptance, Waiver and Consent, the Firm consented to a censure, a fine of \$300,000 and undertakings related to a review of the Firm's supervisory systems, written supervisory procedures and quarterly reporting in 2012 to FINRA of any Form U5 filings or amendments to Forms U4 or U5 the were not timely filed during that quarter.

On December 6, 2012, the Director of The Rhode Island Department of Business Regulation (the "Director") entered into a Consent Order Making Findings and Imposing Remedial Sanctions (the "Order") for the resolution of a matter involving MMLIS. The matter was resolved prior to instituting administrative proceedings. MMLIS neither admitted, nor denied the findings. The matter arose out of the conduct of two former representatives of MMLIS who have been barred from engaging in any securities business in the state of Rhode Island as a result of their conduct. On March 28, 2011, MMLIS advised the Securities Division that one of these representatives had

embezzled money from one of his clients over the course of ten years by inducing the client to invest in fraudulent and non-existent promissory notes sold through the representative's outside business activity. The Director alleged that MMLIS failed to reasonably supervise these representatives in violation of R.I. Gen. Laws Section 7-11-212(b)(1). The Order directs MMLIS to: (i) immediately cease and desist from any further violations of the Rhode Island Uniform Securities Act of 1990 and the rules promulgated thereunder; (ii) pay a penalty in the amount of \$250,000 to the Rhode Island Department of Business Regulation; (iii) confirm in writing that it has reimbursed the client for losses according to the terms of a settlement negotiated amongst the parties; and, (iv) retain an independent consultant to conduct a comprehensive review of its Rhode Island Detached Branch Offices and registered representatives in such locations and issue a written report to be filed with the Director.

On August 21, 2013, MMLIS entered into an AWC with FINRA. The AWC found that that MMLIS violated FINRA rules by failing to reasonably supervise and investigate certain of its registered representatives engaged in the sale of promissory notes not approved by MMLIS. Without admitting or denying the findings, MMLIS consented to a censure, a fine of \$125,000 and agreed to pay restitution to investors totaling \$787,847.70.

MMLIS entered into a Consent Agreement and Order ("Order") with the Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Licensing, Compliance and Examinations ("Bureau") for the resolution of a matter effective July 6, 2015. The Firm neither admitted, nor denied the allegations. The matter arose out of the conduct of a deceased former representative of the Firm who operated an unapproved outside business activity through which he issued, offered and sold unregistered promissory notes to certain Pennsylvania residents. The issuance, offer and sale of the notes by the representative were not approved by the Firm. The Bureau received five complaints and was aware of twelve notes totaling approximately \$385,000. The Firm was subject to a sanction under Section 305(a)(vii) of the 1972 Act, 70 P.S. §1-305(a)(vii) for a failure to reasonably supervise an agent of the Firm. The Order directed the Firm to (i) pay an administrative assessment in the amount of \$100,000; (ii) pay legal and investigative costs in the amount of \$25,000; (iii) comply with the 1972 Act, and its Regulations as adopted by the Department, 70 P.S. §1-101, et. seq; and (iv) represent to the Department that it had made payments to certain Pennsylvania residents related to the securities activities of the representative and his outside business. Payment to certain Pennsylvania residents in the amount of \$150,840.62 was made on June 30, 2015.

MMLIS entered into an AWC with FINRA for the resolution of a matter effective November 15, 2016. FINRA made findings that the Firm disadvantaged certain retirement plan and charitable organization customers that were eligible to purchase Class A shares in certain mutual funds without a front-end sales charge ("Eligible Customers"). FINRA found that these Eligible Customers were instead sold Class A shares with a front-end sales charge or Class B or C shares with back-end sales charges and higher ongoing fees and expenses. The AWC stated that the Firm failed to establish and maintain a supervisory system and written policies and procedures reasonably designed to ensure that Eligible Customers who purchased mutual fund shares received the benefit of applicable sales charge waivers. The AWC also stated that the Firm failed to reasonably supervise the application of sales charge waivers to eligible mutual fund sales. FINRA found that the firm relied on its financial advisors to determine the applicability of sales charge waivers, but failed to maintain adequate written policies or procedures to assist financial advisors in making this determination, including failing to establish and maintain written procedures to identify applicable sales charge waivers in fund prospectuses for Eligible Customers. Without admitting or denying the findings, the Firm consented to a censure and agreed to pay restitution to investors totaling \$1,864,167.77, plus interest.

MMLIS (and three other broker-dealers affiliated with MassMutual) entered into an AWC with FINRA for the resolution of a matter effective June 30, 2017. FINRA made findings that the Firm failed to maintain certain electronic books and records in a non-erasable and non-rewritable format known as the "Write Once, Read Many" (WORM) format that is intended to prevent the alteration or destruction of broker-dealer records stored electronically. The findings also stated that the Firm failed to (i) provide the required 90-day notice to FINRA prior to retaining a vendor to provide electronic storage, (ii) implement an audit system as required for such electronic books and records, (iii) provide letters of undertaking from independent third-parties with the ability to access and download information from the Firm's electronic storage media; and (iv) enforce written supervisory procedures concerning the Firm's storage of electronic brokerage records in WORM format. Without admitting or denying the findings, the Firm consented to a censure and agreed to a fine in the amount of \$750,000 (to be paid jointly and severally by the three other MassMutual affiliated broker-dealers). The Firm also agreed to certain undertakings, mainly to submit to FINRA within 60 days a written plan of how the Firm will conduct a comprehensive review of



the adequacy of the relevant policies and procedures (written and otherwise), including a description of remedial measures leading to full compliance.

MMLIS entered into an AWC with FINRA for the resolution of a matter effective March 20, 2020. FINRA made findings that the Firm failed to ensure that access to a third-party system was limited to only those former registered representatives of a company that was acquired by the Firm for whom access was agreed to be given. As a result, additional former registered representatives and associated persons of the Firm had access to the third-party system after the acquisition. Because MMLIS was unaware that these additional registered representatives and associated persons had access to the third-party system after the acquisition, the Firm did not notify the third party when those registered representatives and associated persons ceased to be associated with the Firm. As a result, the third-party did not timely shut off those former registered representatives' and associated persons' access to the third-party system. The third party system stored customer records and information, including nonpublic personal information. Without admitting or denying the findings, the Firm consented to a censure, a fine of \$75,000, and the entry of findings that it failed to prevent certain registered and associated persons who had been terminated from the Firm from continuing to access customer records and information, including nonpublic personal information, in violation of the SEC's Regulation S-P and FINRA Rule 2010.

## **MATERIAL RISKS**

### *Risks*

Investing in securities involves risk of loss that clients should be prepared to bear. Clients may experience loss in the value of their Account under a Program due to market fluctuation. There is no guarantee that a client's investment objectives will be achieved by participating in a Program. Clients should read carefully a copy of the Sub-Manager Brochure, current prospectus, or other disclosure documents, associated with the Investment Options prior to investing. Those disclosure documents contain information regarding any fees, expenses, investment objectives, investment techniques, and risks associated with their respective Investment Options. The investment returns on a client Account will vary and there is no guarantee of positive results or protection against loss. No warranties or representations are made by the Firm concerning the benefits of participating in a Program.

The Firm and its IA-Reps do not provide legal or tax advice. Clients with tax or legal questions should seek a qualified independent expert.

In general, MMLIS relies on third party investment advisers and money managers to perform investment related research and to provide allocation and securities recommendations, including recommendations to reallocate and rebalance portfolios to clients. Please refer to Item 4 for a description of our services and the services provided by third party investment advisers and money managers. When reviewing third party investment advisers and money managers, the Firm examines factors such as the experience, expertise, investment philosophies, firm infrastructure and past performance of investment advisers and money managers, initially and on an ongoing basis, in an attempt to determine if that investment adviser or money manager has reasonably demonstrated an ability or the potential to meet their investment objectives over a period of time and in different economic conditions. A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. Third party managers may themselves utilize third party research as the basis for their investment recommendations under these programs. Please refer to the Envestnet Brochure and each Sub-Manager Brochure for more information.

Given the wide range of investments in which a client's Account may be invested, there is similarly a very wide range of risks to which a client's assets may be exposed. This Brochure does not include every potential risk associated with an investment strategy, or all of the risks applicable to a particular Account. Rather, it is a general description of the nature and the risks of the strategies and securities and other financial instruments in which Accounts may invest. The client should refer to the prospectus or other offering materials that it receives in conjunction with certain investments made in their Account for a complete list of risks associated with that investment.

Set forth below are certain material risks to which a client might be exposed in connection with the Programs:

Your Account may be a stand-alone asset allocation strategy or part of an overall asset allocation strategy and your IA-Rep may recommend a focused or completion Model primarily to complement an existing investment strategy. All strategies implemented by MMLIS involve a risk of loss that clients should be prepared to bear.

*Asset Allocation Risk* — Asset allocation, often referred to as “traditional” or “strategic” asset allocation, is a strategy that seeks to diversify assets across various types of asset classes. Asset classes could include broad asset classes (such as equity or fixed income), or sub-asset classes (such as large cap, small cap, or international). The weights assigned to each asset class are expected to result in an overall portfolio with risk and return characteristics that meet the client’s investment objectives. Asset allocation assumes that the mix of asset classes will remain fairly consistent over a long period of time. The client’s asset allocation targets typically are not changed unless the client’s circumstances or objectives change. There are risks associated with asset allocation. One such risk is that the client may not participate in sharp increases in a particular security, industry or market sector. Clients with an asset allocation may not achieve their investment objectives and may lose money.

Tactical asset allocation is a strategy that actively adjusts a portfolio’s asset allocation based upon short-term trends that could include financial market trends, economic cycles and asset class valuations. Based upon short-term assumptions, the portfolio allocations to certain asset classes are increased, while the portfolio allocations to other asset classes are decreased. There are risks associated with tactical asset allocation. Clients with a tactical asset allocation may not achieve their investment objectives and may lose money. Tactical asset allocation is a market timing strategy, but its risk lies more in asset categories rather than individual securities. At different points in time, the tactical asset allocation and structure of the client’s portfolio vary significantly. There is no guaranty a tactical asset allocation will correctly predict or track market movements or that it will provide comparable returns or decreased volatility relative to traditional strategic asset allocation programs. Clients in tactical asset allocations are relying significantly on the skills and experience of the manager’s ability to correctly judge changes in market behavior and construct a portfolio that predicts market behavior. In addition, even if the portfolio is correctly positioned, there is no guaranty that the client will not experience substantial losses. The tactical asset allocation results in a portfolio may experience frequent trading in order to take advantage of anticipated changes in market conditions. A high level of portfolio turnover may negatively impact performance by generating greater tax liabilities and brokerage and other transaction costs.

Focused or completion strategies are portfolios that are concentrated in a certain asset class or deploy a specific strategy. Generally, focused or completion strategies are used to complement other holdings. There are unique risks associated with focused and completion strategies, such as increased volatility since portfolios are often concentrated in a particular asset class.

*Alternative Mutual Funds Risk* — Alternative mutual funds have many of the same protections as other registered investment companies, but accomplish investment objectives through non-traditional investments and trading strategies. Alternative mutual funds may present risks including but not limited to those associated with the use of derivative instruments for hedging or leverage, liquidity and volatility risks associated with distressed investments, liquidity risks associated with restrictions on securities purchased in an initial public offering or from privately held issuers, currency risk due to investments in or exposure to foreign assets or instruments, and risks associated with short selling of securities.

*Convertible and Preferred Securities* — Convertible and preferred securities have many of the same characteristics as stocks, including many of the same risks. In addition, convertible securities may be more sensitive to changes in interest rates than stocks. Convertible securities may also have credit ratings below investment grade, meaning that they carry a higher risk of failure by the issuer to pay principal and/or interest when due.

*Corporate Fixed Income Securities Risk* — Corporate fixed income securities respond to economic developments, especially changes in interest rates, as well as to perceptions of the creditworthiness and business prospects of individual issuers.

*Credit Risk* — The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation.

*Depository Receipts* — Depository receipts, such as ADRs, are certificates evidencing ownership of shares of a foreign issuer that are issued by depository banks and generally trade on an established market. Depository receipts are subject to many of the risks associated with investing directly in foreign securities, including among other things, political, social and economic developments abroad, currency movements, and different legal, regulatory and tax environments.

*Duration Risk* — Longer-term securities in which an Account may invest tend to be more volatile than short-term securities. A Portfolio with a longer average portfolio duration is more sensitive to changes in interest rates than a portfolio with a shorter average portfolio duration.

*Equity Market Risk* — The risk that stock prices will fall over short or extended periods of time.

*Exchange-Traded Funds (ETFs) Risk* — The risks of owning shares of an ETF generally reflect the risks of owning the underlying securities the ETF is designed to track, although lack of liquidity in an ETF could result in its value being more volatile than the underlying securities.

*Fixed Income Market Risk* — The prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to perceptions about the creditworthiness of individual issuers, including governments and their agencies. Generally, fixed income securities will decrease in value if interest rates rise and vice versa. Declines in dealer market-making capacity as a result of structural or regulatory changes could decrease liquidity and/or increase volatility in the fixed income markets. In the case of foreign securities, price fluctuations will reflect international economic and political events, as well as changes in currency valuations relative to the U.S. dollar. In response to these events, a Portfolio's value may fluctuate and its liquidity may be impacted. Additionally, a mutual fund may experience increased redemptions from shareholders, which may impact the mutual fund's liquidity or force the mutual fund to sell securities into a declining or illiquid market.

*Investment Company Risk* — When a Portfolio invests in an investment company, including mutual funds, closed-end funds, UITs and ETFs, in addition to directly bearing the expenses associated with its own operations, it will bear a pro rata portion of the investment company's expenses. Further, while the risks of owning shares of an investment company generally reflect the risks of owning the underlying investments of the investment company, the Portfolio may be subject to additional or different risks than if the Portfolio had invested directly in the underlying investments. For example, the lack of liquidity in an ETF could result in its value being more volatile than that of the underlying Portfolio securities. Closed-end investment companies issue a fixed number of shares that trade on a stock exchange or over-the-counter at a premium or a discount to their net asset value. As a result, a closed-end fund's share price fluctuates based on what another investor is willing to pay rather than on the market value of the securities in the fund.

*Investment Style Risk* — The risk that the Portfolio's strategy may underperform other sectors of the markets or the markets as a whole.

*Market Risk* — The risk that the market value of a security may move up and down, sometimes rapidly and unpredictably. Market risk may affect a single issuer, an industry, a sector or the equity or bond market as a whole.

*Money Market Funds Risk* — With respect to an investment in money market funds, an investment in the money market fund is not a bank deposit nor is it insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the money market fund seeks to maintain a constant price per share of \$1.00, client may lose money by investing in the money market fund. The money market fund may experience periods of heavy redemptions that could cause the money market fund to liquidate its assets at inopportune times or at a loss or depressed value, particularly during periods of declining or illiquid markets. This could have a significant adverse effect on the money market fund's ability to maintain a stable \$1.00 share price, and, in extreme circumstances, could cause the money market fund to suspend redemptions and liquidate completely.

*Portfolio Turnover Risk* — To the extent that a Portfolio buys and sells securities frequently, such activity may result in increased brokerage or other higher transaction costs and additional capital gains tax liabilities. These costs affect the Portfolio's performance. To the extent that a Portfolio invests in an underlying fund, the Portfolio will have no control over the turnover of the underlying fund. In addition, the withdrawal of a Portfolio from an underlying fund could involve expenses, such as redemption fees, to the Portfolio under the terms of the Portfolio's investment.

*REITs Risk* — REITs are trusts that invest primarily in commercial real estate or real estate-related loans. Investments in REITs are subject to the risks associated with the direct ownership of real estate, including fluctuations in the value of underlying properties, defaults by borrowers or tenants, changes in interest rates and risks related to general or local economic conditions. Some REITs may have limited diversification and may be subject to risks inherent in financing a limited number of properties.

*U.S. Government Securities Risk* — Although U.S. Government securities are considered to be among the safest investments, they are not guaranteed against price movements due to changing interest rates. Obligations issued by some U.S. Government agencies are backed by the U.S. Treasury, while others are backed solely by the ability of the agency to borrow from the U.S. Treasury or by the agency's own resources.

### **Other Financial Industry Activities and Affiliations**

The Firm is registered with the SEC as an investment adviser and a broker-dealer and its principal officers are registered as IA-Reps and/or registered representatives ("RRs") of the Firm. In its capacity as a broker-dealer, the Firm sells variable insurance products and general securities, including, but not limited to, stocks, bonds, municipal and government securities, and mutual funds to the public. The products available through the Firm include products issued by our affiliated insurance companies as well as those issued by unaffiliated issuers. As part of this business, the Firm, through its RRs who may also be IA-Reps, provides a broad range of securities brokerage services which may include clients who participate in the Programs. The Firm, as a broker-dealer, effects securities transactions for these brokerage customers for compensation and may recommend that customers buy or sell securities or investment products in which the Firm or its officers, directors, employees or RRs have a financial interest or may themselves purchase or sell. Clients should be aware that compensation earned by the Firm and its RRs vary by product and by issuer. Therefore, the Firm and its RRs may receive more compensation for selling certain products issued by a Firm affiliate than for selling certain products issued by companies that are not affiliated with the Firm.

The following describes the relationship or arrangement that the Firm has with its affiliates and other nonaffiliated companies that may be material either to the advisory business of the Firm or to clients.

### **Broker Dealers, Other Investment Advisers and Investment Companies**

MMLIS's management persons, including its directors and executive officers, are registered representatives and/or associated persons of MMLIS. Management persons may also be registered or associated with the Firm's affiliated broker-dealers MML Distributors, LLC and MML Strategic Distributors, LLC and with its affiliated investment advisers, including MML Investment Advisors, LLC.

MMLIS is owned by MassMutual Holding LLC. Massachusetts Mutual Life Insurance Company ("MassMutual") is MassMutual Holding LLC's principal owner. MMLIS' registered representatives and IA-Reps are all licensed insurance agents or brokers of MassMutual and/or other affiliated or unaffiliated insurance companies. MMLIS' RRs are all licensed to sell securities and may effect securities transactions for compensation for any client.

MML Investment Advisors, LLC acts as an investment adviser, and MML Distributors, LLC acts as principal underwriter, for certain mutual funds, including the MassMutual Select Funds, the MassMutual Premier Funds, MML Series Investment Fund and the MML Series Investment Fund II. MML Distributors, LLC is owned by MassMutual Holding LLC. MMLIS may recommend these mutual funds to clients in its broker-dealer capacity or investment adviser capacity.

MassMutual Holding LLC is the sole shareholder of Barings LLC ("Barings"), a registered investment adviser. MMLIS had entered a solicitor's agreement with Barings whereby MMLIS received compensation for referring clients to Barings for asset management services. Barings accounts have been assigned, with client's consent, to LMCG Investments, LLC (formerly known as Lee Munder Capital Group LLC). MMLIS continues to receive a referral fee on those accounts. MMLIS may also recommend that its advisory clients invest in mutual funds advised by Barings.

Recommending a mutual fund advised or distributed by an affiliate (an "Affiliated Fund") creates a conflict of interest between MMLIS and advisory clients. Investing in an Affiliated Fund results in additional compensation being paid to MMLIS and/or one of its affiliates. In many cases there are alternative funds that are available for investment that will provide clients with substantially similar exposure to the asset class or sector represented by an Affiliated Fund. This conflict of interest is addressed through clear and prominent disclosure to clients. In addition, MMLIS generally relies on third parties to provide the underlying analysis to determine whether a mutual fund is eligible to be recommended in an advisory program.

Affiliated Funds are ineligible Investment Options (outside of Models and SMA Models) for qualified plan accounts and IRAs.

Affiliated Funds may also be available as underlying investments in a Model or SMA Model. When an Affiliated Fund is an underlying investment in a Model or SMA Model, MMLIS and/or one of its affiliates receives a financial benefit. This conflict of interest is mitigated because neither MMLIS nor the IA-Reps select the investments within a Model or SMA Model.

MassMutual, directly and/or through one or more of its affiliates, owns common shares (approximately 16% of outstanding common shares) and preference shares of, and has certain shareholder rights with respect to, Invesco Ltd. ("Invesco") as a result of the sale of MassMutual's formerly affiliated asset management business, OppenheimerFunds, to Invesco. MMLIS, in its broker-dealer or investment adviser capacity, may recommend that a client invest in an investment product advised and/or distributed by one or more Invesco entities. This conflict of interest is addressed through clear and prominent disclosure to clients. In addition, MMLIS generally relies on third parties to provide the underlying analysis to determine whether a mutual fund is eligible to be recommended in an advisory program. Investment products advised and/or distributed by one or more Invesco entities may be available as underlying investments in a Model or SMA Model. This conflict of interest is mitigated because neither MMLIS nor the IA-Reps select the investments within a Model or SMA Model.

MMLIS is the sole shareholder of MMLIS Financial Alliances, LLC, a Delaware limited liability company which operates as an insurance agency and investment adviser. MMLIS previously received client referrals from MMLIS Financial Alliances, LLC and paid a solicitor's fee for such referrals. MMLIS no longer receives referrals for new advisory clients from MMLIS Financial Alliances, LLC as of September 30, 2016.

MMLIS is the co-underwriter for, and a distributor of, variable products of MassMutual and its subsidiaries. Such variable products are issued by separate accounts which are registered as investment companies. MMLIS may recommend these products to clients in its broker-dealer capacity.

MMLIS owns MML Insurance Agency, LLC ("MMLIA"), a Massachusetts limited liability company which has authority to sell life, health and annuity products. Variable products available through MMLIA are recommended to clients only in MMLIS's broker-dealer capacity.

Additional information on certain related entities is specifically disclosed on Schedule D of Form ADV, Part 1 at Item 7.A. Part 1 of Form ADV can be accessed by following the directions provided on the Cover Page of this Brochure.

### **Relationship with NFS**

Not all investment advisers are dually registered as broker/dealers or have affiliates that are broker/dealers. Further, not all investment advisers that are dually registered as broker/dealers or that have affiliated broker/dealers require their clients to use the related broker/dealer as introducing broker. MMLIS has an incentive to select itself as the introducing broker-dealer for the Programs. In addition, although MMLIS is often able to obtain price improvement through its trade executions with NFS that it believes is beneficial to its clients, MMLIS' clearing relationship with NFS provides MMLIS with economic benefits by using itself as the broker/dealer and NFS as the clearing firm for accounts. For example, MMLIS receives revenue-sharing payments from NFS as described below and in Item 4 – Mutual Funds and Revenue Share from NFS. MMLIS' agreement with NFS also provides that NFS shall pay to MMLIS incentive credits for reaching and maintaining certain levels of assets with NFS.

MMLIS receives revenue sharing payments from NFS for investments in mutual fund shares in NFS' NTF, iNTF and TF programs. If available, the Firm, as a broker-dealer, also earns 12b-1 fees from certain mutual funds for providing distribution and/or administrative services to mutual funds. In addition, the fee MMLIS pays to NFS is based on the aggregate assets clients invest in advisory accounts, excluding any investments in NTF and iNTF mutual fund share classes, cash and cash equivalents. Please see Item 4 of this Firm Brochure for additional information about the revenue-sharing payments MMLIS receives from NFS, 12b-1 fees and the fee MMLIS pays to NFS, and the resulting conflicts of interest.

MMLIS receives service credits from NFS, based on the total assets that MMLIS customers' custody with NFS, including the assets in the Programs. Therefore, MMLIS has an incentive to recommend products and services that will lead to more assets being custodied with NFS, including the Programs. These credits are paid directly to the Firm and are not shared with IA-Reps.

NFS will also pay fees to attend Firm sponsored sales and/or training conferences.

This additional compensation received by MMLIS creates a conflict of interest with MMLIS' clients because MMLIS has an economic incentive to use NFS as its clearing firm for trade execution and custody over other firms that do not or would not share revenue with MMLIS. In selecting NFS as the clearing firm, MMLIS considers the full range and quality of NFS' services including, among other things, the value of research provided as well as execution capability, commission rate, financial responsibility, and responsiveness. Further detailed discussion of the economic benefits MMLIS receives from its relationship with NFS can be found in this Item 9.

#### **Relationship with Envestnet**

In addition to the advisory business relationship between Envestnet and the Firm as described in Item 4 above, MMLIS has entered into other agreements with Envestnet and Envestnet affiliated investment advisers to offer other advisory programs. Please contact MMLIS or your IA-Rep for additional information about such programs. Furthermore, Envestnet and, if applicable, its affiliates and subsidiaries, from time to time pay fees to attend Firm sponsored sales and/or training conferences. In 2019, Envestnet paid \$150,000 in such fees to the Firm and in 2020, Envestnet is expected to pay approximately \$125,000 in such fees to the Firm. Representatives from Envestnet and, if applicable, its affiliates and subsidiaries, generally network with and provide training to IA-Reps and the Firm's personnel at these conferences. The fees received by the Firm are generally used to offset expenses associated with hosting conferences and other expenses, and are not paid directly to IA-Reps. While IA-Reps do not receive a portion of these fees, IA-Reps may be more likely to recommend the Programs, other Envestnet advisory programs, or products offered through Envestnet's affiliates or subsidiaries that are accessible through the Firm, to prospective clients because of the education and the exposures that IA-Reps receive on such services and products.

Certain IA-Reps of the Firm are also be affiliated with and provide investment advisory services, primarily financial planning services, through an investment adviser that is not affiliated with the Firm ("Third Party Adviser"). In that respect, such IA-Reps may offer investment advisory programs through both the Firm and the Third Party Adviser. The compensation that they receive from the Third Party Adviser for offering investment advisory services may be more or less than the compensation that they receive from the Firm. While the investment advisory programs made available by the Third Party Adviser may differ materially from the programs made available by the Firm, the IA-Reps may potentially recommend an investment advisory program that offers them the greatest compensation potential.

As previously discussed, IA-Reps receive a portion of the compensation paid to MMLIS for the services described in this Brochure. MMLIS utilizes compensation schedules to calculate the overall compensation paid to IA-Reps for their work associated with the Programs and other offerings at MMLIS. MMLIS also has an incentive program where an IA-Rep will receive an additional percentage of the compensation paid to MMLIS if the total client assets attributable to that IA-Rep or the IA-Rep's team reach certain thresholds. For these purposes, the total client assets include assets across certain advisory programs offered by MMLIS (including the Programs). This creates an incentive for IA-Reps to recommend these programs (including the Programs) to clients over other types of accounts or services offered by MMLIS. This incentive applies to both the initial recommendation to open an Account in a Program and to make subsequent contributions to such Account. The Firm addresses this conflict through clear and prominent disclosure to clients. In addition, this incentive program does not take into account how the assets in an advisory program are invested. IA-Reps do not receive any more or less compensation based on what mutual funds or mutual fund share classes clients are invested in, or what percentage of a client's account is invested in cash or cash equivalents.

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

MMLIS has adopted an Investment Adviser Code of Ethics ("Code") for certain persons of the Firm in compliance with Rule 204A-1 under the Investment Advisers Act of 1940. This Code establishes required standards of business conduct, as well as policies and procedures that are reasonably necessary to detect and prevent personal trading activities that are, or might be an abuse of fiduciary duties or create conflicts of interest.

The Code requires that all IA-Reps and certain other affiliated personnel (together, "Access Persons") acknowledge receipt and report violations of the Code. The Code sets forth standards with regard to an Access Person's personal trading and establishes general prohibitions, including but not limited to, the observance of



personal trade blackout periods for certain persons. The Code places additional obligations on Access Persons including the obligation to submit periodic reports to MMLIS regarding their personal accounts, including initial and annual holdings reports and quarterly transactions. SEC rules and guidance exempt certain types of securities and transactions from Code of Ethics reporting.

The principles set forth in the Code that govern personal trading activities for Access Persons include:

- The duty at all times to place the interest of advisory clients first;
- The requirement that all covered personal trades be consistent with the Code so as to avoid any actual or potential conflict of interest; and
- The fundamental standard that individuals should not take inappropriate advantage of their positions with respect to the Firm and/or its advisory clients.

To prevent and detect violations of the Code, the Firm reviews transactions within accounts that have been reported by Access Persons. A copy of the Code of Ethics will be provided to any client or prospective client upon request. Please refer to the cover page of this Brochure for our contact information.

The Firm (including the IA-Rep), and/or its affiliates, may have investment responsibilities, render investment advice to, and perform other investment advisory services for, other individuals and entities ("Other Accounts"). Clients should be aware that the Firm and its affiliates, and their respective partners, directors, trustees, officers, agents, IA-Reps and employees may buy, sell or trade in any securities for their respective accounts ("Affiliated Accounts") or Other Accounts. The Firm (including IA-Reps) and its affiliates may give advice or exercise investment responsibility and take such other actions with respect to Other Accounts and Affiliated Accounts which may be similar to, differ from, or contradict, the advice given or the timing or nature of action taken with respect to clients' Account(s).

Additionally, Other Accounts and Affiliated Accounts may at any time, hold, acquire, increase, decrease, dispose of or otherwise deal with positions in investments in which client's Account may have an interest from time to time, whether in transactions which involve client's Account or otherwise. The Firm shall have no obligation to purchase for client's Account a position in any investment which Other Accounts or Affiliated Accounts may acquire, and that the client shall have no first refusal, co-investment or other rights in respect of any such investment.

MMLIS does not affect any principal or agency cross securities transactions for client accounts. The Firm will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys securities from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlling, controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Personal transactions in securities by affiliated persons of MMLIS will be subject to the procedures described in MMLIS's Code of Ethics and Compliance Manual. MMLIS may from time to time perform a variety of services for, or solicit business from, a variety of companies including issuers of securities that the Firm may recommend for purchase or sale by its clients. In connection with providing these services, the Firm and its affiliated persons may come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell or hold a security.

Under applicable law, the Firm and its affiliated persons are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether such other person is a client of MMLIS. Accordingly, should the Firm or any of its affiliated persons come into possession of material nonpublic or other confidential information concerning any company, they will be prohibited from communicating such information to clients, and MMLIS will have no responsibility or liability for failing to disclose such information to clients as a result of following its policies and procedures designed to comply with applicable law.

## Review of Accounts

### Services Provided by the Firm

The Firm, through the IA-Reps, will be available during business hours to answer any questions that the client may have regarding their Account and/or to provide client services related to client's Account. The Firm will notify clients in writing at least quarterly to contact the Firm if there have been any changes in their financial situation or investment objectives that might affect the manner in which their Account assets should be managed, and whether they wish to add, or modify any existing, investment restrictions imposed on the investments in their Account, or whether there have been any changes in their investment objectives that might affect the manner in which their assets should be managed.

The Firm, or the IA-Reps, will also contact clients at least annually to review each client's Account and to inquire whether anything has changed in client's financial circumstances or investment objectives that might affect the manner in which the client's Account assets should be managed and if the client would like to add to, remove or modify any previously accepted investment restrictions imposed on the Account.

Additionally, the Firm and Envestnet monitors the activities of client Accounts on a periodic basis. The Firm will notify the IA-Rep and/ or the IA-Rep's supervisor regarding an Account, or to take any corrective actions as required by the Firm's policy, where appropriate.

The IA-Rep is available on an ongoing basis to discuss the client's participation in the selected Program or the client's investments in general.

### Services provided by Envestnet

On an ongoing basis, Envestnet maintains the software utilized to generate the Proposal and SIS. Additionally, Envestnet has an ongoing responsibility for implementing securities trades according to the Models and SMA Models for Accounts. Envestnet shall also observe any client imposed investment restrictions that Envestnet has accepted.

Envestnet has the authority to make securities trades through NFS in client's Account as necessary to fulfill its obligations under the Programs. This includes the authority to make appropriate Investment Option and securities replacements and Portfolio changes as described herein. The client will be notified of such changes through confirmations and account statements from the Custodian. The client does not have the ability to opt out of this aspect of the Programs.

### Cash Allocation and Rebalancing

**Cash Allocation.** The Portfolios are designed to maintain a minimum cash allocation in the cash sweep option to facilitate administration of the investment portfolio, including, but not limited to, trading and fee collection. There may be instances when the cash allocation temporarily exceeds the target due to standard operational processing, such as the changing of Investment Options, processing of client contributions or withdrawals, or during the initial investment of a client Account. If the amount of a client's Account invested in the cash sweep option varies beyond a determined maximum cash allocation, then the client's Account will have purchases made into other positions in the client's allocation. Each of Envestnet, MMLIS and Sub-Managers has the right to invest cash into other positions in the allocation to resolve for drift in the assets invested in the cash sweep option.

**Periodic Rebalancing.** Envestnet may rebalance a client's Account at any time at its discretion to make the Account's asset allocation consistent with the Portfolio Guidelines and the applicable asset allocation and concentration parameters.

Additionally, Envestnet reviews Accounts on at least an annual basis to determine if rebalancing should occur. If no trade has taken place in an Account in the last 366 days, Envestnet will initiate a rebalance event. During a rebalance event, additional shares of certain securities may be purchased in the Account and/or shares of other securities may be sold in order to bring the account into closer alignment to the model Portfolio assigned to the account. It is possible that no trades will occur in an Account during the rebalance event. Redemptions and exchanges resulting from rebalancing a client's Account may have tax consequences.

The Program Fee and other expenses under each Program are deducted from assets clients have in the cash sweep option and other cash balances (initially, before other assets), as outlined in greater detail in the Program Agreement. By executing the Program Agreement, clients authorize the Custodian to pay the Program Fee and all other fees and charges that are due and payable in a given calendar quarter under a Program from assets client has in the sweep option and other cash balances. If a client's sweep option and other cash balances do not have enough cash to pay for the Program Fee, account debit balances or other charges, the Firm will, in accordance with the Program Agreement, sell any assets in Client's Account it deems appropriate to make such cash available. In such cases, clients may face a taxable event, to which capital gains (or other) taxes may apply.

**Portfolio Guidelines Changes.** Envestnet, in its discretion, may modify the assumptions underlying its risk methodologies, which could result in changes to the risk scores associated with particular Investment Options. In such an instance, the Investment Options held by an Account may fall outside of the Portfolio Guidelines identified on the client's SIS. Client understands that any modification to risk scoring classification may trigger the need to make modifications to the assets in client's Account or to the Investment Objective assigned to client's Account.

Further details of Envestnet's ongoing responsibilities under the Programs can be found in the Envestnet Brochure.

#### **Client Statements and Performance Reports**

On a quarterly basis, clients will receive a copy of their Account performance report created by Envestnet. The IA-Reps are available to discuss the quarterly performance report, Account allocations, Account performance or any other matter relating to the selected Program.

NFS will send client statements of all activity in clients' brokerage accounts on no less than a quarterly basis, and, unless client requests confirm suppression written confirmations of trades cleared and settled through the brokerage accounts. Clients should carefully review their brokerage account statements and confirmations issued by NFS and contact the Firm or their IA-Rep immediately upon discovery of any errors, discrepancies or irregularities.

#### **Client Referrals and Other Compensation**

##### **Additional Compensation Related to Advisory Activities and Referral Arrangements**

Certain associates of the Firm ("Investment Specialists") receive compensation from the Firm to provide sales support to IA-Reps. The compensation may be based on criteria related to new Program Accounts or subsequent contributions to Program Accounts for which they may have provided sales support. While Investment Specialists do not sell products or provide product recommendations directly to clients, clients should be aware that Investment Specialists may have an incentive to favor the presentation of these Programs over products for which they do not receive compensation to IA-Reps for their review as potential products to discuss with their clients. Clients should also be aware that the compensation received by Investment Specialists is not shared with IA-Reps or their sales manager. Furthermore, not all IA-Reps will use Investment Specialists for sales support or for support on products available through the Firm.

MMLIS has a Conference Partner Program pursuant to which certain Sub-Managers ("Conference Partners") contribute to and/or participate in MMLIS conferences and/or training meetings attended by IA-Reps. In 2019, MMLIS received payments from each of the following Conference Partners who may be available as a Sub-Manager, listed in alphabetical order: City National Rochdale, Clark, LMCG, Morningstar, PIMCO, Russell Investments, SEI, Symmetry, Vanguard and W.E. Donoghue. The amount of such payments ranged from \$2,500 to \$150,000. Each payment was used to offset some of the expenses of the applicable conference or training meeting. These Conference Partners are expected to make similar payments in 2020. One additional Sub-Managers — Northern Trust — is expected to participate in the Conference Partner Program in 2020. Other Sub-Managers also contribute to and/or participate in MMLIS conferences and/or training meetings attended by IA-Reps as part of the Strategic Partner Program, as described below.

MMLIS also has a Strategic Partner Program pursuant to which MMLIS has marketing support arrangements with certain investment companies ("Strategic Partners") that offer mutual funds and/or ETFs that are (a) available Investment Options in the Programs and/or (b) underlying investments in a Model or SMA Model. Certain Strategic Partners are also Sub-Managers. These Strategic Partners are provided with increased access to our personnel

and registered representatives and investment adviser representatives (referred to herein collectively as "Representatives"). This access includes some or all of the following: participation in sales conferences, training and education seminar sponsorship, receipt of MMLIS sales information and Representative lists, access to various enhanced methods of communication with our sales force and/or other services as agreed to between the Strategic Partners and MMLIS. In addition, MMLIS publicizes these Strategic Partners and their products and services within proprietary marketing materials and/or web sites and also provides links to their own web sites. Strategic Partners also provide support and help create targeted marketing campaigns for MMLIS Representatives. You should be aware that the Strategic Partners compensate us for such access and marketing services, as discussed further below.

Under these arrangements, each Strategic Partner makes cash payments to MMLIS to participate as a Strategic Partner. Such compensation permits MMLIS to offset some of the expenses (i.e., marketing, training and education, conferences and/or other expenses as permitted by applicable law) associated with offering the Strategic Partner's products and services, and gives the Strategic Partners access to resources and arrangements that we believe may enhance our Representatives' understanding of the Strategic Partner's products or services.

In 2019, the following Sub-Managers made cash payments to MMLIS to participate as a Strategic Partner: American Funds, BlackRock, Brinker Capital, Invesco, BNY Mellon and Fidelity, in order of largest contribution to smallest contribution. American Funds, BlackRock and Brinker Capital each paid more than \$1.7 million, and Invesco, BNY Mellon, and Fidelity each paid between \$500,000 and \$1.2 million. These Strategic Partners are expected to make similar payments in 2020.

We understand that these cash payments are not paid out of the assets invested by a client in a mutual fund or with a Sub-Manager in a Program. In addition, no portion of these payments is made by means of brokerage or advisory commissions generated by the Strategic Partners, and none of the cash payments described in this section are made directly to our branch managers or Representatives who sell these products and services. You should read each prospectus, Statement of Additional Information, offering materials or documents, Form ADV disclosure brochure, or other disclosures (collectively, "Disclosures") provided to you in connection with your selected Program.

Strategic Partners make payments to MMLIS in any one, or a combination, of the following methods: 1) a percentage of initial and/or additional investment amount made by MMLIS customers, 2) a percentage of total assets sold by MMLIS, 3) a flat fee, 4) fee(s) for attending MMLIS conferences or events, 5) networking fees, where applicable to an investment company, which are fees incurred by MMLIS to process electronically certain mutual funds issued by such investment company, and/or 6) other formula as agreed upon between a Strategic Partner and MMLIS as permitted by applicable law.

Other investment companies that offer mutual funds and/or ETFs that are (a) available Investment Options in the Programs and/or (b) underlying investments in a Model or SMA Model are Conference Partners. These companies include CIBC National Trust, First Trust, Franklin Templeton, JP Morgan, and Lord Abbett. During 2019, MMLIS received between \$50,000 and \$150,000 from each of these investment companies and expects to receive similar payments from each investment company in 2020. MMLIS also received an annual conference credit of \$150,000 from NFS and expects to receive a similar payment in 2020. In addition, in 2019, MMLIS received networking fee income less than \$60,000 from each of Franklin Templeton and DWS Investments.

As a fiduciary, we endeavor at all times to put the interest of our clients ahead of our own interest. Clients should be aware that the receipt of such compensation creates a financial incentive for MMLIS and its Representatives to favor Strategic Partners and Conference Partners when making recommendations to clients. Specifically, MMLIS has a financial incentive to recommend the mutual funds provided by Strategic Partners and Conference Partners over mutual funds offered by entities that do not make marketing support payments to MMLIS, and to recommend the Strategic Partners and Conference Partners over Sub-Managers that do not make marketing support payments to MMLIS or contribute to or participate in MMLIS conferences or training meetings. You should also be aware that the rate associated with marketing support and conference support payments differs among certain of the Strategic Partners, and the basis on which the payments are calculated differs among certain of the Strategic Partners. Therefore, MMLIS has a financial incentive to favor those Strategic Partners and Conference Partners whose payment structure would result in the most compensation for MMLIS. We address this conflict by assuring that MMLIS's Representatives do not share in the marketing support payments received by

MMLIS and do not receive differential compensation based on whether clients choose the mutual funds, Models or SMA Models offered by Strategic Partners and Conference Partners.

Clients should also be aware that marketing or educational activities paid for with these payments lead to greater exposure of Strategic Partner's and Conference Partner's products and services with the Firm's RRs and IA-Reps. Therefore, these payments create an incentive, and lead to a greater likelihood, for the Firm or its IA-Reps to make available and recommend (or select on a client's behalf) a mutual fund of a Strategic Partner over the mutual fund of another entity, or a Sub-Manager who is a Strategic Partner or a Conference Partner over other Sub-Managers. These payments are in addition to the fees received by the Firm under the Programs and any distribution or servicing fees described above.

From time to time, the Firm and its RRs receive other compensation from mutual fund companies that issue mutual funds that are Investment Options or underlying securities in a Model or SMA Model in a Program. Such mutual fund companies sponsor their own conferences for training and educational purposes, which certain of the Firm's RRs are invited to attend. In addition to the Firm's RRs attending these conferences without charge, these mutual fund companies also reimburse or pay for the travel and other related expenses incurred by the Firm's RRs or reimburse a Firm's branch office for expenses related to dinners or events for clients and other miscellaneous business-related expenses incurred by RRs. These conferences and the related reimbursements create an incentive for the Firm and the IA-Reps to make available and recommend (or select on a client's behalf) the mutual funds provided by the sponsoring mutual fund companies.

The Firm enters into certain agreements with various organizations and associations pursuant to which such entities endorse financial products and services offered by or through the Firm and its affiliates. Typically, such entities provide access to their members in exchange for a flat fee or other negotiated compensation arrangement permitted by applicable law.

The Firm enters into marketing arrangements with third parties ("Solicitors") who will receive compensation from the Firm for referring prospective investment advisory clients to the Firm. Where required by federal or state law, each marketing arrangement will be governed by a written agreement between the Firm and the Solicitor that complies with the SEC's "cash solicitation" rule (Rule 206(4)-3). In particular, clients will be provided with copies of Part 2A of the Firm's Form ADV, a separate solicitor disclosure statement that describes the nature of the marketing or referral arrangement (including compensation features) applicable to the client being referred, and any other document required to be provided under applicable law. The fees and expenses that the Firm pays to a Solicitor under these referral arrangements are not passed on to referred clients, but depending on the circumstances, the existence of such marketing or referral arrangements may affect the amount of the Firm's overall fees or its willingness to negotiate fee reductions in particular instances.

Under these marketing arrangements, a Solicitor introduces prospective clients to the Firm or an IA-Rep to further discuss whether the Firm's investment advisory services, including a Program, may be appropriate for the prospective clients. The Solicitor's sole responsibility under the marketing arrangement is to refer prospective clients to the Firm or an IA-Rep and may not provide investment advice to prospective clients or the Firm's clients on behalf of the Firm or the IA-Reps. Additional information about this arrangement, including the relationship between the Solicitor and the Firm, the role of the Solicitor and any compensation that the Firm pays to the Solicitor for introducing prospective clients, is outlined in a separate solicitor disclosure statement, which the Solicitor will provide to prospective clients before they are introduced to the Firm or an IA-Rep.

The Firm and certain banks and credit unions (collectively "Financial Institutions") have entered into alliance arrangements where employees of Financial Institutions may refer individuals who may be interested in learning more about the Firm's advisory services to IA-Reps. The Firm will share a portion of the fees earned by the Firm with Financial Institutions for referring individuals who eventually obtain advisory services from the Firm. Employees of the Financial Institutions are not authorized to provide investment advice, or discuss the features of, or qualify individuals for, advisory services, on behalf of the Firm. Employees of Financial Institutions may receive nominal compensation for referring individuals to IA-Reps regardless of whether such individuals obtain advisory services from the Firm. To the extent that a referred client participates in a Program, the compensation paid to Financial Institutions or their employees as described herein can increase or otherwise affect the fees a customer pays for obtaining advisory services from the Firm. The fees and expenses that the Firm pays to a Financial Institution under these arrangements are not passed on to referred clients, but depending on the circumstances, the existence of

such marketing or referral arrangements can affect the amount of the Firm's overall fees or its willingness to negotiate fee reductions in particular instances.

Envestnet pays the Firm a fee to attend Firm sponsored sales and/or training conferences. Envestnet generally networks with and provides training to the IA-Reps and Firm personnel during these conferences. The fee received by Firm is used to offset expenses associated with hosting the conferences and is not paid to the IA-Reps or other associated persons. While the IA-Reps do not receive a portion of the fee, the IA-Reps may be more likely to recommend the Programs to prospective clients because of the education and the exposure they receive on the Programs and/or Envestnet.

Your IA-Rep is compensated by the Firm and its affiliates for the services described in this brochure, for other advisory services provided to customers and for the sale, renewal and servicing of various investment products. Your IA-Rep's overall compensation includes base commissions and other forms of compensation that vary from product to product, service to service, and/or by the amount of the assets in his or her clients' accounts. You should be aware that the amount of his or her compensation will increase in part based upon the opening of your account and the amount of assets in your account within a defined period of time. He or she also is eligible for additional cash compensation (such as medical, retirement and/or other benefits) and non-cash compensation (such as conferences and sales support services) based upon similar criteria, including overall sales and productivity, as applicable. Also, IA-Reps are required to meet minimum overall sales requirements in order to continue their affiliation with MassMutual and its affiliates and/or to continue to qualify for certain compensation arrangements described above.

Therefore, your IA-Rep has an incentive to offer you programs referenced in this Brochure in order to meet these requirements and to recommend that you increase the amount you have invested in such programs. Additionally, your IA-Rep's manager is compensated by the Firm and its affiliates generally based on overall sales goals, including those that include the Programs referenced in this Brochure, achieved by the IA-Reps whom they supervise and may qualify for additional compensation based on non-sales related factors as set by the Firm and/or its affiliates from time to time. Generally, the manager's compensation is aligned with that of your IA-Rep, as noted above.

MMLIS pays Envestnet and NFS a fee for the services that they provide in the Programs. MMLIS pays Envestnet an annual licensing fee. MMLIS pays Envestnet an additional, tiered platform fee in the event MMLIS exceeds a level of assets under management in the advisory programs on Envestnet's platform. For all of its advisory program accounts held at NFS, MMLIS pays fees to NFS relating to clearing, custody and administrative services that NFS provides for these accounts.

## **Other Disclosures**

### *Administrative Reimbursement*

From time to time, MMLIS provides its IA-Reps with an administrative reimbursement to reimburse IA-Reps for their administrative activities related to establishing Accounts in a Program for existing clients of MMLIS. The reimbursement is usually based on a percentage of the assets transferred by an existing client of MMLIS into such Program at the time the Account is opened. This administrative reimbursement has no impact on the amount of the Client Fee or other fees and charges paid by client under the Program and is paid by MMLIS out of the revenues it receives under the Program. However, not all advisory programs available through MMLIS offer such an administrative reimbursement. Accordingly, IA-Reps have an incentive to recommend that client transfer assets currently invested in other advisory programs available through MMLIS to a Program that offers an administrative reimbursement (over other advisory programs available through MMLIS).

### *Trade Errors*

The Firm attempts to effect transactions correctly and resolve any trade errors promptly and fairly. Should a trade error occur as a result of our handling of transactions for an Account, and the error correction results in a gain, the gain will be kept by the Firm. Gains that are captured due to trade errors are placed in the Firm's general account and may be used at the Firm's discretion. If gains are not used to cover an expense within a fiscal year, such gains will be considered a profit and used for the benefit of the Firm. If the error correction results in a loss, the amount of the loss will not be charged to the client. In addition, clients will not bear any costs associated with the correction of an error.



### *Bank Sweep Arrangement*

If client rejects the default cash sweep option selected by the Firm and elects the bank sweep arrangement as the cash sweep option for client's account, MMLIS will earn fees from NFS on funds invested in the bank sweep arrangement. MMLIS receives a higher amount than Client on funds invested in the bank sweep arrangement. In addition, as interest rates rise, the payment the Firm receives from NFS increases. As a result, MMLIS has an incentive for clients to select the bank sweep arrangement as the cash sweep option for their accounts. MMLIS mitigates this conflict of interest by selecting a cash sweep option for which it does not earn fees as the default option for client accounts. In addition, IA-Reps do not receive any of the fees that NFS pays to MMLIS, and IA-Reps do not receive any more or less compensation based on what cash sweep option is selected by a client.

The Custodian and the financial institutions that participate in the bank sweep arrangement ("Program Banks") may also earn a fee in connection with offering and/or administering the arrangement. Please refer to the disclosure document for the bank sweep arrangement for full details. MMLIS is not affiliated with Custodian or any of the Program Banks. MMLIS and its affiliates may provide offer products and services to Custodian, Program Banks and each of their employees, officers, directors, agents and independent contractors in MMLIS's normal course of business.

### *NFS Excess Trading Fee*

MMLIS does not pay transaction fees to NFS and MMLIS does not charge transaction fees to clients. However, when the number of trades in a client's account exceeds a certain threshold, NFS will charge MMLIS a set fee per trade. MMLIS does not pass this fee on to the client. This presents a conflict of interest because MMLIS has an incentive to limit the number of trades in a client's account below the threshold that would lead to NFS charging MMLIS a transaction fee. This conflict is mitigated with respect to trading outside of Models and SMA Models because the threshold is high relative to average trading volumes. With respect to trading in Models and SMA Models, Sub-Managers, not MMLIS or IA-Reps, have discretion over these trades.

### *Additional Information About Envestnet*

Certain Investment Options are managed or provided by Envestnet or an advisory firm that is an affiliate of Envestnet. In such instances, Envestnet may have an indirect financial incentive to include such Investment Options in a Program. For any Investment Option that Envestnet recommended or selected for a Program, Clients should refer to the prospectus for each mutual fund and ETF, each Sub-Manager Brochure or other applicable disclosure document for an Investment Option. Clients should also refer to the Envestnet Brochure for a description of Envestnet's due diligence process.

### *Corporate Actions*

The Firm and its IA-Reps' responsibility under the Programs does not include taking any action or rendering any advice with respect to proxies, consents, waivers or other documents regarding any securities held in client's Account. Except with respect to voluntary corporate action notices, the client has the responsibility for responding to proxies, consents, waivers and other documents with respect to any securities held in a client's Account. Such notices may be received from NFS or the issuer's corporate communications service provider. Provided that Envestnet timely receives voluntary corporate action notices, Envestnet will determine on behalf of the client whether the client's Account will participate in particular voluntary corporate actions. Envestnet will make such determinations in its full discretion, consistent with its policies and procedures. Client should refer to the Envestnet Brochure for additional details on its policies and procedures in this regard.

### *Making an Informed Decision*

The Firm wants its clients to make an informed decision when they purchase products or receive services from the Firm's RR or IA-Rep. Therefore, the Firm is disclosing material arrangements and any potential conflicts of interest that clients may find informative when making their decisions. In addition to providing disclosures to its clients, the Firm, on an ongoing basis, communicates, trains and/or supervises its RRs and IA-Reps on its policies and procedures regarding conflicts of interest.

Furthermore, when an RR or an IA-Rep makes a product or program recommendation to a client, the Firm reviews whether the recommendation is suitable for client against any financial information provided by the client, such as the client's risk tolerance, time horizon and investment objective. Nevertheless, clients should always carefully and independently review all product or program features and risks, along with any applicable disclosures before making any investment decisions.

*Financial Information*

The Firm does not require clients who participate in any of the Programs to prepay its fees six months or more in advance. Additionally, the Firm does not have any material financial conditions that would impair its ability to meet its contractual commitments to clients. Clients should review the Envestnet Brochure for any disclosures that Envestnet may be required to make under this Item.

## Important Notices to Clients

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account. What this means for you: When you open an account, we will ask you for your name, address, date of birth and other information that will allow us to identify you. We may ask to see your driver's license or other identifying documents. Similarly, we will ask for identifying information and/or documents for accounts opened on behalf of an entity, rather than an individual (e.g. trusts, corporations). If you cannot provide the information or documentation we require, we may be unable to open an account or effect a transaction for you.

### PRIVACY POLICY

We recognize that our relationships with you are based on integrity and trust. As part of that trust relationship, we want you to understand that in order to provide our products and services to you, we must collect, use and share personal information about you. This Privacy Notice describes policies and practices about how we protect, collect and share personal information related to the financial products and services you receive from us. It also describes how you can limit some of that sharing.

#### ***We Protect Your Personal Information By:***

- Using security measures that include physical, electronic and procedural safeguards to protect your personal information from unauthorized access or use in accordance with state and federal requirements.
- Training employees to safeguard personal information and restricting access to personal information to employees who need it to perform their job functions.
- Contractually requiring business partners with whom we share your personal information to safeguard it and use it exclusively for the purpose for which it was shared.

#### ***Personal Information We May Collect:***

The types of personal information we may collect depends on the type of product or service you have with us and may include:

- Information that you provide to us on applications or forms, during conversations with us or our representatives, or when you visit our website (for example, your name, address, Social Security number, date of birth, income and assets).
- Information about your transactions with us and our affiliates, including your account balances and transactional history.
- Information from third parties such as consumer or other reporting agencies or other institutions if you transfer positions or funds to us.

#### ***We May Share All of the Personal Information We Collect, As Described Above, With:***

- Registered representatives who provide our products and services to you;
- Our affiliated companies, such as insurance or investment companies, insurance agencies or broker-dealers that market our products and services to you;
- Companies that perform marketing or administrative services for us;

- Nonaffiliated companies in order to perform standard business functions on our behalf including those related to processing transactions you request or authorize, or maintaining your account;
- Courts and government agencies in response to court orders or legal investigations;
- Credit bureaus; and
- Other financial institutions with whom we may jointly market products, if permitted in your state.

In addition, we may share certain of your personal information with your registered MMLIS representative, when he or she leaves MMLIS to join another financial institution (whom we call a “departing representative”) so that he or she can continue to work with you at his or her new firm.

### **Important Privacy Choices**

MMLIS respects your privacy choices. If you prefer that we do not share your personal information about your accounts held with us with your departing representative, you can opt out of such sharing, that is, you may direct us not to do so. If you wish to opt out of the sharing of your personal information with your departing representative you may:

- Call us at (855) 520-7715.

You may make this privacy choice and contact us at any time, however, if we do not hear from you we may share your information with your departing representative as described above. If this is a joint account, if one joint owner tells us not to share information that choice will apply to the other owner or owners. If you have already told us your choice, there is no need to do so again.

Other than as described above, we will only share your personal information as permitted by law and, if the law requires us to obtain your consent or give you the opportunity to opt-out of some types of sharing, we will do so before sharing the information.

For California and Vermont residents, we will not share your personal information with your departing representative unless we receive your express consent.

If you are no longer our customer, we may continue to share your personal information as described in this Privacy Notice.

If you have questions or concerns about this Privacy Notice, please contact us at (855) 520-7715.