



HIGHTOWER

well-th. rebalanced.

Hightower Advisors, LLC

**Wrap Fee Program Brochure
Form ADV Part 2A – Appendix 1**

Hightower Advisors, LLC
200 W. Madison St., Suite 2500
Chicago, IL 60606 www.Hightoweradvisors.com

March 31, 2021

This wrap fee program brochure provides information about the qualifications and business practices of Hightower Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 312-962-3800 or compliance@Hightoweradvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange commission or by any state securities authority. Registration as a registered investment adviser does not imply that a certain level or skill or training has been obtained.

Additional information about Hightower Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Table of Contents

<u>ITEM 1. MATERIAL CHANGES</u>	2
<u>ITEM 2 SERVICES, FEES AND COMPENSATION</u>	4
<u>ITEM 3. ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS</u>	7
<u>ITEM 4. MANAGER SELECTION AND EVALUATION</u>	7
<u>ITEM 5. CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS</u>	9
<u>ITEM 6. CLIENT CONTACT WITH PORTFOLIO MANAGERS</u>	10
<u>ITEM 7. ADDITIONAL INFORMATION</u>	10

ITEM 1. MATERIAL CHANGES

This “Summary of Material Changes” describes material changes made to the last annual updated filing of Hightower’s ADV Part IIA – Appendix 1. The most recent updated filing of this Appendix was March 31, 2020. There are no material changes to report.

ITEM 2 SERVICES, FEES AND COMPENSATION

Hightower Advisors, LLC (“HTA” or “Hightower”) is an investment advisory firm registered with the U.S. Securities and Exchange Commission (“SEC”), and a wholly-owned subsidiary of Hightower Holding, LLC. Detailed information about Hightower is available in its Form ADV, Part IIA (“Firm Brochure”). Hightower is also affiliated with an SEC-registered broker-dealer, Hightower Securities, LLC (“HTS”), and several SEC-registered investment advisors. Please refer to Item 9 below for a list of those affiliates.

Clients may select from a variety of investment management services, including portfolio management (implemented by HTA, or an independent, third-party money manager (“Money Manager”)), investment consulting, financial planning, and estate planning. HTA provides services to clients through individuals registered as investment adviser representatives, whom are referred to internally as “Financial Advisors”. HTA’s Financial Advisors may be specialists in areas such as wealth management, investment consulting, portfolio management, asset allocation, cash management/treasury services, financial planning, and/or estate planning.

This Form ADV, Appendix 1- Wrap Program Brochure is offered to potential and existing clients to provide an understanding of available programs sponsored by Hightower and its related conflicts of interest. Clients typically include high and ultra-high net worth families as well as individuals, businesses, pension and profit-sharing plans, trusts, estates and charitable organizations, corporations or other business entities, and institutional clients.

Clients are advised that the same or similar programs or services as those described herein may be available from other investment advisors for an annual fee lesser or greater than set forth herein, and that the programs described in this brochure may cost the client more or less than purchasing the different services within each program separately depending upon such factors as trading activity, account size, portfolio management fees, mutual fund no-load or load charges, etc.

Financial Advisors will be reasonably available for consultation with clients regarding the management of their account. HTA will provide necessary financial information to the Money Manager including material changes as notified by the client as needed.

Hightower Advisors, LLC Sponsored Program (“Advisor Directed Program”)

A. Program Description

This section describes the Advisor Directed Program offered by HTA. The minimum amount of assets required to participate in the Advisor Directed Program is generally \$100,000, subject to negotiation. Each client participating in the Advisor Directed Program enters into an agreement with Fidelity, Charles Schwab (“Schwab”), TD Ameritrade or Pershing Advisor Solutions (“Selected Custodians”), the clearing and custodial firms selected by HTA. HTA has an agreement with the Selected Custodians that sets forth the services that HTA will provide the client and the fee the client will pay. HTA also has agreements with the third-party Money Managers chosen to participate in the Advisor Directed Program. The Selected Custodians provide execution, custody and administrative services to HTA. Securities and/or cash designated by the client for inclusion in the Advisor Directed Program are maintained in one or more accounts held at a Selected Custodian.

Clients in the Advisor Directed Program generally grant HTA authority to manage their accounts on a discretionary basis in

accordance with the client's investment objectives, risk tolerance and investment time horizon, subject only to any reasonable restrictions that the client has provided to HTA in writing. The client's Financial Advisor will be responsible for making investment decisions for the account on HTA's behalf. Pursuant to this grant of discretion, clients authorize HTA to invest in securities and other investments of any nature whatsoever, at the time and in the manner that the Financial Advisor determines, and to act on the client's behalf in all other matters necessary or incidental to the handling of the account, without discussing these transactions or actions with the client in advance. The specific terms of the investment advisory relationship between each client, HTA and the Financial Advisor are set forth in the Client Advisory Agreement.

Program accounts utilizing an individual investment style and strategy in accordance with each client's financial situation and investment objective for the Advisor Directed Program account. If a third-party Money Manager is selected, its investment style and strategy will also be chosen in accordance with the client's financial situation and investment objective for the Advisor Directed Program Account.

Transactions in Advisor Directed Program accounts generally are executed through unaffiliated broker-dealers, including Schwab, Fidelity, TD Ameritrade or Pershing Advisor Solutions. Third-party Money Managers must meet certain requirements as established by HTA and as determined through HTA's due diligence.

Any restrictions on the management of the Advisor Directed Program account imposed by the client or by such written investment policies or guidelines may cause HTA or the Money Manager to deviate from the investment decisions it otherwise would make in providing services under the Advisor Directed Program. HTA will have no liability for a client's failure to provide HTA with accurate or complete information or to inform HTA promptly of any change in the information previously provided.

Financial Advisors and Money Managers will be reasonably available for consultation with clients regarding the management of their account. HTA will provide necessary financial information to the Money Manager including material changes as notified by the client as needed.

B. Wrap Fee

Clients in the Advisor Directed Program pay a fee that covers, among other things, services provided by the custodian and services provided by applicable Money Manager(s) (a "program fee"). Clients also pay advisory fees to HTA for the services it provides. The program fee and the HTA advisory fee are bundled into one fee (the "Wrap Fee"). The Wrap Fee covers investment advisory services, execution of transactions, custody with Selected Custodians, and reporting.

C. General Fee Issues

HTA, in its discretion, may negotiate the fee (and the rate of any other fees charged by HTA for services not covered by the Wrap Fee) in appropriate circumstances, based on a number of factors including, but not limited to, the type and size of the account, the size or number of trades anticipated to be executed for the account, services provided to the account, the client's other accounts with HTA, and the accounts of the client's family with HTA. The fees applicable to the wrap account may be higher or lower than the fees that HTA charges other clients in this or other programs and may be higher or lower than the cost of similar services offered through other financial firms when considering the unbundled cost of the services provided and the transaction costs the account would otherwise have been expected to cover. The account may be subject to a minimum fee specified in the Client Advisory Agreement.

In connection with the Advisor Directed Program, Financial Advisors may utilize an investment strategy that generally seeks investments that are long term in nature with a buy and hold bias. Due to the nature of these strategies, investments in accounts could incur low turnover. However, the client continues to pay the Wrap Fee regardless of the number of transactions incurred in the account. Client should also be aware that services similar or comparable to those provided to them might be available to the client at a lower aggregate cost elsewhere on an "unbundled" basis.

The Wrap Fee does not cover brokerage commissions or other charges resulting from transactions not effected through the qualified custodian broker-dealers, nor does it cover custody services provided by any non-core custodian. The Wrap Fee does not cover certain costs or charges that may be imposed by HTA or third parties, including, but not limited to, costs associated with exchanging foreign currencies, odd lot differentials, activity assessment fees, transfer taxes, exchange fees, wire transfer fees, postage fees, auction fees, foreign clearing, settlement and custodial fees, and other fees or taxes required by law. The Wrap Fee does not cover "mark-ups" or "mark-downs" that broker-dealers may receive or "dealer spreads" that other broker-dealers may receive when acting as principal in certain transactions. The Wrap Fee also does not cover the annual fee that qualified custodians charge Individual Retirement Accounts or certain other retirement plans. Costs associated with using margin are not covered in the Wrap Fee and may result in additional compensation to HTA and the Financial Advisor representative. As such, Financial Advisors are subject to a conflict of interest in recommending that Advisory Clients open margin accounts and maintain debit balances.

The Financial Advisor or the Money Manager may invest account assets in open-end mutual funds (including money market funds), closed-end funds, exchange traded funds ("ETFs"), and other collective investment vehicles that have various internal fees and expenses, which are paid by such funds, but which are ultimately borne by the client as an investor.

Besides general equities and fixed income securities, Financial Advisors and Money Managers may employ strategies that utilize the following types of investments: (i) American Depositary Receipts ("ADRs"), which are receipts issued by a U.S. bank or trust company that evidence ownership of non-U.S. securities and are traded on a U.S. exchange or in the over the counter market; (ii) Global Depositary Receipts ("GDRs"), which are receipts issued generally by a non-U.S. bank or trust company that evidence ownership of non-U.S. securities; (iii) World Equity Benchmark Shares ("WEBS"), which are shares of Foreign Fund, Inc., an open end investment company organized in series, each of which invests primarily in non U.S. common stocks in an effort to track the performance of a specified foreign country equity market index compiled by Morgan Stanley Capital International ("MSCI"); or (iv) closed end investment companies that invest a substantial portion of their assets in the securities of specified foreign countries ("closed end country funds"). Clients will bear, in addition to the Wrap Fee, a proportionate share of any fees and expenses associated with these securities, if applicable, in which account assets are invested, and may also bear any fees and expense associated with converting non-U.S. securities into ADRs or GDRs, if applicable.

A portion of the Wrap Fee is paid to the Financial Advisor. The Financial Advisor receives compensation as a result of the client's participation in the Advisor Directed Program, and the amount of this compensation may be more or less than what the Financial Advisor would receive if the client participated in other HTA or affiliate's programs or paid separately for investment advice, brokerage, and other services. The Financial Advisor may have a financial incentive to recommend the Advisor Directed Program over other HTA or affiliate's programs and services.

The Wrap Fee is an agreed upon annual fee that will be payable quarterly in advance or in arrears. This determination will be made and disclosed at the time of the client advisory agreement signing. Billing for the quarter will be in arrears or advance, and based on the average daily balance and the number of days assets are in the Account(s), or for the billing period ending balance. Please refer to the Firm Brochure, Item 5 for billing practices.

HTA is not compensated based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds of any client.

Transactions in the account may be effected through the Client's chosen custodian, unless otherwise required by applicable law. When a transaction is executed through the Client's qualified custodian the custodian will be entirely responsible for the execution and clearance of the transaction.

D. Additional Fees

Hightower complies with its duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Hightower determines, in good faith, that

the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Hightower will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

In addition, HTA may receive certain products and services from broker/dealers that are customary in the course of an institutional brokerage relationship. To the best of Hightower's knowledge, these services are generally made available to all institutional investment advisers doing business with these broker/dealers. These bundled services are made available to Hightower on an unsolicited basis and without regard to the rates of commissions charged or paid by clients or the volume of business directed to these broker/dealers. Since these products and services are merely made available by broker/dealers as part of a bundled business package to Hightower, Hightower does not consider products and services received in this context to be "soft dollars".

ITEM 3. ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

Clients participating in the Advisor Directed Program may include endowments, foundations, retirement plans, corporations, individuals, and other entities. There may be minimum account sizes required to participate in the various programs; these minimums are dependent on the Adviser Directed Program and manager preferences.

ITEM 4. MANAGER SELECTION AND EVALUATION

A. Advisory Business

All of Hightower's Financial Advisory teams in some fashion act as portfolio managers. Some advisory teams are one hundred percent portfolio managers and run their own models, while some teams only manage a portion of their client's assets as a portfolio manager, with the remainder going to other money managers or mutual funds. The advisory business offered when Hightower is acting as portfolio manager for a wrap account is no different than any other advisory business offered as described in the Advisory Business section of Form ADV Part IIA. As described above in Item 4, a portion of the client's Wrap Fee is paid to the Financial Advisor.

The advisory team will obtain the necessary client information to make an informed decision on the tailored asset allocation for the client. In addition, clients may impose restrictions on investing in certain securities or types of securities, which may be accepted in the discretion of the relevant Financial Advisory team.

B. Performance-Based Fees and Side-by-Side Management

Hightower does not charge or accept any performance-based fees (i.e. fees based on a share of the capital gains on a Client's account or on the capital appreciation of the Client's assets). In certain cases, Hightower receives revenue sharing or similar ongoing compensation from sponsors of alternative investment products that is based on a share of performance-based fees payable to the third-party manager of the alternative investment product fund on other investment products.

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

Hightower utilizes a variety of methods and strategies when formulating investment advice and managing client assets. Investing in securities involves risk, and the investor should be prepared to bear such losses. The methods of security analysis and strategies include, but are not limited to, the following:

Analysis	Description	Risk involved
Charting	Displaying the performance of a security for review in a graphic version. It can be setup for any length of time and helps determine how the security will perform over time. Normally it is used to predict trends within the security during certain time frames.	There is no guarantee that past trends will reoccur. Individuals can project that based on the chart a security will perform one way when there is no guarantee of that performance.
Fundamental Analysis	Looking at the historical and present financial statements of a company. Reviewing the revenue, expenses, assets and liabilities to gain insight on a company's future performance. This analysis will also factor in the overall economy and industry specific conditions.	Individuals can read and project the statements differently and therefore believe different outcomes will occur.
Technical Analysis	Reviewing patterns and trends of a specific security/sector. Using data of past prices and volume the goal is to predict what a security will do in the future.	Analysis and execution of the data is at the discretion of the person reviewing the data. Past performance is not a guarantee of future performance.
Quantitative Analysis	Technique that tries to understand the behavior of a security/sector by using complex mathematical and statistical modeling. It can be used for performance evaluation, valuation of an instrument or in an attempt to predict market events.	Quantitative analysis does not factor in all variables. This technique uses what are believed to be appropriate formulas and processes to determine the proper path. There is no way to guarantee that this thinking is correct.

Investment strategies	Description	Risks involved
Long term purchases	Securities held at least a year	Not able to take advantage of short-term gains or get out during a losing period.
Short term purchases	Securities sold within a year	Potential to sell/buy too early/late. Miss out on gains or receive too many losses. Increased trading costs and greater tax liabilities.
Margin transactions	Transactions in which a broker-dealer extends credit to a customer in a margin account to assist in the purchase of a security	Purchasing securities on margin can amplify potential returns and losses. As such, purchasing securities on margin may result in losses greater than an advisory client's original principal. Clients should carefully review disclosures regarding risks, fees, and other considerations appearing in margin account agreements prior to opening margin accounts.
Lending/Collateral	Using the securities within your account as collateral for a loan or borrowing a security. In addition, there is a fee/interest to pay to borrow the security/maintain the loan.	Some securities are "hard-to-borrow" and therefore there will not be a market to redeem securities and the lender will charge a higher fee for borrowing. In addition, the collateral security is still exposed to credit, interest and liquidity risks. If you are borrowing a security the stock may move opposite of what you believed would happen and you are at an unlimited risk position.
Option writing	Investing in an option to execute an investment at a certain price expecting the price of the underlying stock to increase or decrease	The type of option will determine the level of risk. You can have anywhere from an unlimited loss to just a minimal fee per month for holding the option.

Covered options	Investor writes a call option while owning the same number of shares of the underlying stock	The risks involved with covered options are the amount you invested. If the security you are writing an option against becomes worthless than you would lose your whole investment minus the premiums received for holding the option.
Uncovered options	Investor writes a call option while not owning the underlying stock	The risk potential is for an unlimited loss if the market moves opposite of what is expected and the underlying security cannot be located.
Spreading strategies	Buying and selling of the same option contract	You are limiting the potential gain you could receive by using spreads. The costs are higher because you are purchasing 2 options to setup the strategy.
Shorting	Sale of a stock that an investor does not own or a sale which is consummated by the delivery of a stock borrowed	The loss potential, in theory, has no limit.

Subject to the Client's advisory agreement, Hightower invests and reinvests a Client's assets in a variety of securities and other investments. These securities and other investments include classes/types of securities and/or other investments permitted under a Client's investment guidelines. Clients should carefully review the relevant issuer's risk disclosures to learn more about the specific risks of their investments.

D. Voting Client Securities

Hightower has express authority to vote proxies on behalf of clients in compliance Advisers Act Rule 206(4)-6, unless otherwise stated in the Client Advisory Agreement. Proxy voting policies and procedures and information about how proxies are voted are available on request by emailing compliance@hightoweradvisors.com. Institutional Shareholder Services, Inc. ("ISS") has been engaged as an independent third party to vote proxies in order to mitigate risks involved with any conflicts of interest that might otherwise arise in the voting of client proxies. Hightower does not charge an additional fee for this service.

Proxies are assets of Hightower's advisory clients that must be voted with diligence, care, and loyalty. Hightower will vote each proxy in accordance with its fiduciary duty to its advisory clients. Hightower will seek to vote proxies in a way that maximizes the value of advisory clients' assets. However, Hightower will document and abide by any specific proxy voting instructions conveyed by an advisory client with respect to that advisory client's securities.

Absent specific advisory client instructions, Hightower has adopted the following proxy voting procedures designed to ensure that proxies are properly identified and voted, and that any conflicts of interest are addressed appropriately:

- As part of the account opening process, Hightower and/or the approved custodian will code the account and notify ISS of accounts for which Hightower will vote proxies.
- If an advisory client gives specific proxy voting instructions, the advisory client must inform Hightower by contacting compliance@hightoweradvisors.com.
- If an advisory client declines to assign proxy-voting authority to Hightower during the account opening process, proxies will be sent to the address of record by default. If proxy materials are inadvertently received by Hightower, Hightower or designee will return the materials to the sender along with a statement that Hightower does not have authority to vote proxies for that advisory client and that future materials should not be sent to Hightower.
- Proxies received after an advisory client terminates its advisory relationship with Hightower will not be voted. Hightower or designee will promptly return such proxies to the sender, along with a statement indicating that Hightower's advisory relationship with the advisory client has terminated, and that future proxies should not be sent to Hightower.
- For accounts that Hightower is to vote proxies, all voting is done by ISS following their policies and procedures, including any addressing conflicts of interest.
- ISS occasionally refers proxies to Hightower to vote on. In these instances, the IAR servicing the corresponding account votes the proxy how he or she deems prudent.

In most instances, proxies will be voted the same for all client accounts held by Hightower at our various custodians. The client's custodian will send proxy paperwork to ISS and the client will not receive copies. In the case of accounts managed by third party money managers, proxies will be voted by the third-party money manager.

ITEM 5. CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

Initially HTA will interview prospective clients to determine their financial position, investment goals and objectives (e.g., risk tolerance and time horizon), investment limitations, reasonable investment restrictions and risk tolerance (collectively "Investor Profile"). The Investor Profile is used to help determine the clients' investment needs. At least annually, HTA will contact clients to determine whether they have had any changes to their Investor Profile. Should changes occur to a client's Investor Profile before the annual conference call or meeting, it is the client's responsibility to contact HTA as soon as possible.

ITEM 6. CLIENT CONTACT WITH PORTFOLIO MANAGERS

Where Hightower's Financial Advisory teams act as the Portfolio Manager on the client accounts, generally there are no restrictions placed on the client contacting them. HTA will be reasonably available for consultation with clients regarding the management of their account. Questions about client accounts and/or the investment activity should be directed to the client's Financial Advisor at HTA. HTA will serve as the liaison between clients and their third-party Money Managers, where applicable.

ITEM 7. ADDITIONAL INFORMATION

Disciplinary History

The firm and its management personnel have no reportable disciplinary events to disclose. The firm determines whether an incident is reportable based on its materiality and in accordance with applicable regulatory guidance.

Other Financial Industry Affiliations

Brokerage - Hightower has arrangements with Hightower Securities, a "related person" of Hightower. Hightower is affiliated through common ownership with Hightower Securities, a broker-dealer registered with the SEC. Hightower Securities is also a licensed general insurance broker and agency, a member of FINRA, the MSRB, and SIPC, and registered in various states as required. Hightower Securities operates as a full-service introducing broker-dealer.

Registered Investment Advisors - Hightower is also affiliated with certain other registered investment advisers through Hightower Holding, LLC's ownership of such entities. Such affiliates include: The Rikoon Group, LLC; Duncker Streett & Co., LLC; WealthTrust Axiom, LLC; Delta Asset Management, LLC; Harvey Investment Company, LLC; Kanawah Capital Management, LLC; and Bel Air Investment Advisors LLC. Though Hightower shares a common holding company and corporate resources with these entities, each of the above entities are discrete and separate investment advisers registered with the SEC.

General Partner - Salient Teton Private Equity GP, LLC, a Hightower affiliate, currently serves as general partner to one or more private funds advised by Hightower. Other funds advised by Hightower are managed by third-party general partners. More information about those funds, including a description of its operation and activities, management fees, performance fees (if any) and structure are available in such fund's offering documents.

Trust - Hightower Trust Services LTA provides fiduciary services to its Texas Clients and fills the role of corporate trustee to ensure generational continuity, as well as providing accounting and bill-pay services.

Insurance - Hightower Securities sells whole life insurance, term life insurance and long-term care insurance.

Code of Ethics

Hightower has adopted a code of ethics (the “Code”) Establishing rules of conduct for all employees, officers and directors of the investment advisory entity and is designed to, among other things, govern personal securities trading activities in the accounts of associated persons. The Code is based upon the principle that Hightower and its employees, officers and directors owe a fiduciary duty to Hightower’s clients to conduct their financial affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. A copy of the Code is available to any Client or prospective Client upon request.

General Standards of Business Conduct; Insider Trading

The Code was developed to provide general ethical guidelines and specific instructions regarding the duties owed to advisory clients. All access persons must act with competence, dignity, integrity, and in an ethical manner, when dealing with clients, the public, prospects, third-party service providers and fellow access persons. Access persons must use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, trading, promoting Hightower’s services, and engaging in other professional activities. All access persons are expected to adhere to the highest standards with respect to any potential conflicts of interest with clients. As a fiduciary, Hightower must act in its clients’ best interests. In addition, and in compliance with Section 204A of the Advisers Act, and Rule 204-1 thereunder, Hightower has adopted written policies and procedures that are embodied in the Code, designed to detect and prevent the misuse of material, nonpublic information.

Personal Securities Transactions of “Access Persons”

Through its professional activities, Hightower and its supervised persons are exposed to potential conflicts of interest and the Code contains provisions designed to mitigate certain of these potential conflicts, by governing the personal securities transactions of certain of its employees, officers and directors. In particular, the Code governs the conduct of so-called “access persons” in instances, among others, where Hightower or certain individuals associated with Hightower may desire to purchase or sell securities for their personal accounts that are identical to those recommended by Hightower to its clients. For these purposes, the Code defines an “access person” as a supervised person of Hightower that (i) has access to nonpublic information regarding any clients’ purchase or sale of securities, (ii) has access to nonpublic information regarding the portfolio holdings of any fund the adviser or its control affiliates manage, or (iii) is involved in making securities recommendations (or has access to such recommendations) to clients that are nonpublic.

Access persons’ trades must be executed in a manner consistent with the following principles: (i) the interests of client accounts will at all times be placed first; (ii) all personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual’s position of trust and responsibility; and (iii) access persons must not take inappropriate advantage of their positions. In addition, the code requires pre-clearance of transactions in securities in an initial public offering and in any securities in a limited offering or private placement. No Access Persons are investment managers or general partners of a private fund.

Access persons must submit quarterly reports regarding securities transactions and newly opened accounts, as well as annual reports regarding holdings and existing accounts. Hightower monitors access persons’ personal trading activity at least quarterly to ensure compliance with internal control policies and procedures. Hightower strives to ensure that all access persons act in accordance with applicable regulations governing registered investment advisory practices as they apply to Hightower. Any access person not in observance of this goal is subject to sanctions, including termination of employment.

Participation Or Interest In Client Transaction

The Code does not prevent or prohibit access persons from trading in securities that Hightower may recommend, or in which Hightower may invest client assets. Rather, it prescribes the principals that must govern all access persons' personal trading activities (i.e. that (i) the interests of client accounts will at all times be placed first; (ii) all personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and (iii) access persons must not take inappropriate advantage of their positions). As such, it is possible that (i) Hightower and its advisory personnel, could recommend to clients, or buy or sell for client accounts, securities in which one or more access persons (or even Hightower) has a material financial interest, (ii) access persons (or even Hightower) could invest in the same securities (or related securities) that Hightower or its advisory personnel recommends to clients, or (iii) Hightower or its advisory personnel, could recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that one or more access persons buys or sells the same securities for their own account. This presents a potential conflict in that the access person might seek to benefit himself or herself from this type of trading activity in the same securities, either by trading for personal accounts in advance of client trading activity, or otherwise. These types of potential conflicts are precisely why Hightower has articulated clear principles regarding such conduct and has required the submission of regular reports regarding personal securities transactions of its access persons. As noted above, conduct by an access person that is contrary to the Code may subject the access person to possible sanctions including, in appropriate cases, termination of employment.

Account Reviews

Each account receives at minimum an annual review by the advisory team. In most cases, accounts are reviewed more frequently through various means, including telephone calls, in-person meetings, overall strategy reviews, and/or the review of monthly and quarterly statements. Reviews are based on objectives and parameters established by clients, which are generally memorialized through their individual advisory agreements, investment policy statements, or other suitability and investment objectives documentation.

Periodic reviews and face-to-face meetings or conference calls may be triggered by events such as client requests, a change in financial goals or objectives, and significant world, economic or market events.

While Hightower will typically evaluate the continued suitability of specific third-party money managers (as applicable), managed account platforms, and wrap programs during account reviews, the administrators of such platforms and programs can also perform their own reviews of managers appearing on the platforms and programs (independent of any review Hightower may conduct). The administrator reviews will be disclosed in the third-party manager's separate disclosure documents sent at account opening, after material changes and/or annually and are maintained by the administrators to applicable platforms and programs. Hightower's Compliance and Field Supervision teams perform regular and rigorous reviews of client accounts to determine adherence with the client's account suitability, risk tolerance and goals, among other things.

Regular Reports Provided to Clients

Hightower will provide investment management clients with a quarterly performance report. This report is typically an account appraisal and may identify some or all of the following information: current positions, security cost basis and current market value, and capital contributions and withdrawals from the account. In addition, a customizable summary performance analysis report, which shows the portfolio rate of return, will be provided for the most recent quarter and will also show the return from inception of the account. Taxable clients may receive a realized gain and loss report for tax purposes. Hightower's reports are in addition to, and separate from, custodial statements and transaction confirmations received from the client's custodian, and Hightower's reports in no way replace the custodial statements. These reports will often be provided electronically or presented in face-to-face meetings. Additional reporting may also be provided by third-party money managers and the administrators of managed account platforms and wrap programs, depending on the particular third-party money manager, platform, or program selected. Any such additional reporting will be disclosed in the separate disclosure documents maintained by third-party money managers and the administrators to applicable platforms and programs.

Aggregate Compensation Policy

Hightower, or its affiliates, may receive compensation from third parties in respect of a client account in addition to the investment advisory fee paid to Hightower by the Client. Such compensation may include asset-level fees as described in Item 12 of the Firm Brochure, commissions and other transaction-based fees as described in Item 5 of the Firm Brochure, or referrals and other compensation as more fully described below. In general, Hightower monitors its fees and generally seeks to structure its compensation so that it does not exceed 2.5% annually (250 basis points), depending upon the scope and amount of services provided to the client. Advisory fees and other compensation from third parties may for some Hightower clients be higher than that charged by other advisers that provide the same or similar services.

Economic Benefits Received from Third Parties for Providing Services to Clients.

Please see Item 12 of the Firm Brochure for further information on services and products Hightower may receive from non-clients, including the Firm's procedures for addressing conflicts of interest that arise from such practices. Hightower policies prohibit our related persons from accepting any form of compensation, including cash, sales awards or other prizes, in conjunction with the advisory services Hightower provides to its clients.

Compensation to Non-Supervised Persons for Client Referrals.

Hightower occasionally pays referral fees to third-party individuals or entities ("Solicitors") for introducing Clients to us. Compensation for Client solicitations are structured to comply fully with the Investment Advisers Act, related SEC staff and other applicable laws, including relevant client disclosure obligations.

In no event will any solicitation services include providing investment advisory services. The compensation paid by Hightower for these solicitation services is paid completely by Hightower from the management fees earned, which are not increased or passed through to the referred Client in any way as a result of a third-party solicitor's involvement in the introduction.

Share Class Policy

Hightower may invest account assets in open-end mutual funds (including money market funds), closed-end funds, ETFs, and other collective investment vehicles that have various internal fees and expenses, which are paid by such funds, but which are ultimately borne by the Client as an investor ("asset-level fees"). In selecting or recommending share classes in such investments for Client accounts, it is Hightower's policy to identify the lowest available fee class for which the applicable Client account is eligible through the Hightower platform. Additionally, in some circumstances Hightower may recommend a commission-free ETF or another commission-free product for a wrap account notwithstanding the fact that they are available on a commission-free basis outside of the wrap account. Such determinations will be based on the Client's investment objectives, the performance and characteristics of the product under consideration, and the available investment alternatives. As part of its policy to identify suitable share classes may and commissionable or commission-free investments, Hightower provides ongoing training to its employees, and conducts periodic monitoring of commission-free ETFs and mutual fund share classes in which Client accounts are invested.

Hightower from time to time utilizes commission-free ETFs in its account management, including within wrap accounts. This creates a conflict because it benefits Hightower in that the overall fee collected for the wrap account is higher than it would be if commissionable ETFs were utilized. The firm mitigates this risk by ensuring that the investment decision is based on suitability, performance and fund objective, not transaction costs. This is accomplished through advisor training and education, periodic review of transactions and product access through the applicable custodians.

Third-party Managers and Alternative Investment Products

Hightower may have revenue-sharing arrangements with respect to certain third-party managed accounts, mutual funds and alternative investment products (including hedge funds and private equity/debt funds) recommended to Hightower advisory clients. Hightower may also receive a percentage of the advisory fees (both alternative investment products and managed accounts) and incentive allocations (alternative investment products) from the funds or their sponsors. Hightower's receipt of such compensation presents a conflict of interest because it provides an incentive for Hightower to invest assets with a particular third-party manager or fund in order to generate additional income for Hightower. Hightower

has adopted policies and procedures for the purpose of mitigating this conflict, including its policy to seek the lowest available fee class for which a Client is eligible, as discussed more fully in Item 12 of the Firm Brochure. Hightower also seeks to structure its receipt of fees so that the aggregate of the advisory fees, revenue-sharing and other compensation payable to Hightower does not generally exceed 2.50%.

Event Sponsorship

Periodically Hightower holds advisor-focused meetings or industry conferences. These meetings provide sponsorship opportunities for Hightower's vendors and other third-party providers. Sponsorship fees allow these companies access to Hightower's advisors and employees to discuss ideas, products or services. Sponsorship fees are not dependent on assets placed with any specific provider, or the revenue generated by asset placement, but such sponsorship fees could create a conflict where Hightower utilizes a vendor due to their attendance or sponsorship. Hightower mitigates the conflict by using the sponsorship fees exclusively for past or future meeting expenses and not as a revenue stream.

Financial Information

Hightower is not required to include a balance sheet for its most recent fiscal year end because it does not require or solicit more than \$1,200 in fees per Client, six months or more in advance. Hightower has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. Additionally, Hightower has not been the subject of a bankruptcy petition during the past ten years.