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the type of business we intend to
enter in to.

Smith Group Asset Management, LLC

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10022

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March 3, 2021

This Brochure provides information about the qualifications and business practices of Smith Group Asset Management, LLC ("Smith Group"). If you have any questions about the contents of this Brochure, please contact us at 212.915.1722. 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.

Smith Group is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of Smith Group provide you with information about which you determine to hire or retain Smith Group.

Additional information about Smith Group is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Currently, our Brochure may be requested by contacting Walter D Karle at 212-915-1722

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Item 4 – Advisory Business

Smith Group is a registered investment advisory firm established in 2021.

Smith Group focuses on providing equity investment advisory services. Smith Group manages the investment and reinvestment of clients’ assets through the investment in various securities including equities, and, in certain cases, money market instruments.

Currently the firm manages assets for a diverse list of clients that includes individuals, high net worth individuals, banking and thrift institutions, investment companies including mutual funds, corporate pension and profit-sharing plans, multi-employer plans, other pooled investment vehicles, charitable institutions, corporations and businesses not listed above, state or municipal government entities, WRAP platforms and UMA’s.

Smith Group uses a team of portfolio managers to provide advisory services to clients. Because Smith Group is primarily in the business of managing equity portfolios, the typical investment objective of our clients is to produce investment performance that exceeds that of a stock market benchmark. To ensure that portfolios are consistently managed, a model portfolio approach is generally utilized and all clients utilizing the same investment strategy receive similar securities with appropriate consideration given to any client’s specific restrictions and tailored needs.

Smith Group seeks to and does act as a portfolio manager for wrap fee programs. Smith Group employs the same model portfolio approach in the management of wrap fee program accounts as is utilized for non-wrap fee program accounts. Smith Group also seeks to and does serve as sub-advisor for unified managed accounts, multiple strategy portfolios, multiple discipline accounts, and other forms of model portfolio structures (collectively “UMA’s”). Within these UMA’s Smith Group generally does not have final security selection authority and serves in a sub-advisor role recommending security buys/sells and target position weightings to the client’s advisor.

As of December 31, 2020, Smith Group’s assets under management and advisement were:

	<u>U.S. Dollar Amount</u>
Managed on a discretionary basis	\$0
Managed on a non-discretionary basis	\$0
Assets under Advisement	<u>\$0</u>

Item 5 – Fees and Compensation

Clients pay Smith Group a fee for managing portfolios (the "Advisory Fee") which is based upon the market value of the portfolio, including cash equivalents, as determined at the close of the last day of each quarter. In some instances, clients pay monthly or use a daily average balance to calculate payments. In most cases, the Advisory Fee will be computed quarterly in arrears and the client will either authorize Smith Group to withdraw the fees from the portfolio or will be billed for the fee. For certain accounts, when specified by the client, fees are billed in advance. In these cases, if a client closes their account during the billing period, pro-rated fees will be calculated and refunded to the client as specified in their advisory agreement.

Clients pay according to the fee schedule as specified in their Investment Advisory Agreement. Based on the mandate size and client servicing requirements, fees may be negotiated to a level lower than the Maximum Advisory fee schedule outlined below for each Smith Group strategy. Fees charged for separate accounts are based on the assets under management and are negotiated between Smith Group and the client.

Maximum Advisory Fee Schedules (per annum) are as follows:

Large Cap Focused Growth

Fee Type	Fee Structure
Management Fee Only	0.60% on all managed assets
Management Fee plus Performance Based Fee	0.25% of managed assets and +25% of the excess return over the benchmark charged quarterly in arrears for the previous trailing twelve-month period

Global Large Cap Equity/International Large Cap Equity

Fee Type	Fee Structure
Management Fee Only	1.00% on first \$10 million 0.75% on next \$15 million 0.50% all over \$25 million
Management Fee plus Performance Based Fee	0.25% of managed assets and +25% of the excess return over the benchmark charged quarterly in arrears for the previous trailing twelve-month period

Large Cap Diversified Growth

Fee Type	Fee Structure
Management Fee Only	0.50% all assets
Management Fee plus Performance Based Fee	0.25% of managed assets and +25% of the excess return over the benchmark charged quarterly in arrears for the previous trailing twelve-month period

For qualified clients, and at the client's option, the management fee may be charged as a combination of a percentage of assets under management plus a performance-based fee. The fees to be charged for this service will be determined by the client's individual circumstances and will never exceed 25% of the account's excess return over the benchmark. Once agreed upon with the client, the actual fees will be documented in the client's investment advisory agreement. The performance fee offered for the Large Cap Focused Growth, Global Large Cap Equity, and Large Cap Diversified Growth products is paid based on the performance produced within the client's account. Anyone considering the usage of this type of fee should be aware that it might encourage the manager to take an undue amount of risk with the client's capital in order to potentially increase the fee paid to the manager. Although Smith Group carefully monitors the risk level of each client's portfolio, the potential does exist for clients using the variable fee to have a higher risk level than if that fee were not used. Although there is potential for increased risk associated with the use of performance based fees, Smith Group maintains policies and procedures designed to mitigate such a risk including those related to investment allocations.

Dividend Growth

Fee Type	Fee Structure
Management Fee Only	0.50% on all managed assets

Small Cap Diversified Growth/Small Cap Focused Growth and Custom Strategies

Fee Type	Fee Structure
Management Fee Only	0.75% on all managed assets

Equity Opportunity Fund, LP, Global Large Cap Series and International Series

Fee Type	Fee Structure
Management Fee	Founders Series Interest - 0.79% of managed assets Series A Interest – 1.00% of managed assets

Smith Group fees are exclusive of brokerage commissions, transaction fees, custodial fees and other related costs and expenses which may be charged by non-affiliated firms to transact trades and provide custodial services to the client. In addition, mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees, and commissions are exclusive of and in addition to Smith Group's fee, and Smith Group does not receive any portion of these commissions, fees, and costs.

Smith Group may, however, in its sole and absolute discretion, waive the payment of all or part of the performance fee payable with respect to any Limited Partner (including persons employed by Smith Group and its affiliated persons as Smith Group determines is appropriate).

Portfolio values are computed quarterly based on the quarter end market value and multiplied by the applicable percentage/basis points. This amount is then divided by four (4) and deducted from the portfolio value, unless the client chooses to be billed for the fee. All fees and payment specifications are detailed in the client's investment advisory agreement

Item 12 further describes the factors that Smith Group considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

The operational expenses of the Global Large Cap Fund exclusive of the fees as described above, are paid by Smith Group.

Most Favored Nation Clauses for Institutional Separate Accounts

Certain Institutional Separate Account clients have negotiated “most favored nation” clauses in their investment advisory agreements with Smith Group. These clauses may require Smith Group to decrease the fees charged to the “most favored nation” client whenever Smith Group enters into an advisory agreement at a lower fee rate with another Institutional Separate Account client. The applicability of a “most favored nation” clause may depend on the degree of similarity between institutional clients, including reporting requirements, investment restrictions, the amount of assets under management and the particular investment strategy selected by each client. Smith Group does not agree to “most favored nation” clauses in most circumstances.

Fees for Sub-Advisory Services to Registered Investment Companies

Smith Group provides sub-advisory services to a number of mutual funds. The advisory fees that Smith Group receives for providing those services are negotiated between Smith Group and the principal adviser for each sub-advised fund, and are set forth in the sub-advisory agreement between Smith Group and that principal adviser. Smith Group’s fee is a component of the total investment advisory fee paid by an investor in the specific sub-advised mutual fund. Additional detail about the fees charged to an investor in any such fund is available in the then-current prospectus for that fund.

Fees for Wrap Program

A client in a Wrap Program typically pays the sponsor of the program an annual fee typically ranging from 1% to 3% of the client’s annual assets under management. In the event that Smith Group is engaged by a Wrap Program sponsor to provide investment sub-advisory services to clients of the program, Smith Group’s sub advisory agreement with the sponsor will specify the amount of Smith Group’s sub-advisory fee. In general, Smith Group receives an annual fee ranging from 0.25% to 0.45% of the client assets managed by Smith Group. The specific fee amount will be negotiated between Smith Group and the program sponsor and will depend on a number of factors, including the size of the Wrap Program and the particular Smith Group investment strategy(ies) that the program will offer to clients. The Wrap Program client does not pay any fees directly to Smith Group; instead, the sponsor pays Smith Group’s fee out of the

proceeds of the “wrap fee” paid by the client. In the event that Smith Group’s service to the Wrap Program is terminated, any pre-paid advisory fee will be refunded to the client on a pro rata basis. Wrap Program fees collected by a sponsor typically cover all brokerage commissions on trades that are executed with the sponsor. A Wrap Program client will pay fees in addition to the Wrap Program fees when trades are “stepped-out” to broker-dealers other than the sponsor. The additional fees that are charged to the client are reflected in the “net price” a client pays for or receives from the transaction. For more information about the types of brokerage commissions that may be separately charged to Wrap Program clients, see Item 12.

Fees for Unified Managed Account Programs

Smith Group charges a fee to each sponsor of a UMA Program that enters into a contract to use a Smith Group model portfolio to assist in the management of the sponsor’s client accounts. Smith Group typically charges UMA Program sponsors an average annual fee of 0.25% to 0.50% of the assets under management using a particular strategy, but the amount of the fee is negotiated between Smith Group and the sponsor and may vary depending on a number of factors, including the number of model portfolios that the sponsor utilizes.

Services to Employees, Family and Friends of Smith Group

In most cases, Smith Group provides portfolio management services to Smith Group, Smith Group affiliates, Smith Group principals, employees, and their family members and friends without charge, or for fee rates that are lower than the rates available to other clients. Smith Group’s employees are also eligible to invest in certain other pooled investment vehicles advised by Smith Group, despite the fact that Smith Group’s employees may not otherwise satisfy the eligibility requirements for investment in these pooled vehicles. Furthermore, in most cases, Smith Group chooses to waive applicable performance-based fees with respect to assets invested by Smith Group’s principals, affiliates, employees, and their family members and friends.

Termination

Clients shall have the right to terminate the Investment Advisory Contract ("Agreement"), without penalty, at any time within five (5) business days after the effective date of the Agreement. Thereafter, either party may terminate the Agreement upon thirty (30) days written notice to the other party by certified or registered mail to the address set forth in the contract. In the event the Agreement is terminated, and the client has advanced any fees which have not been earned as of the effective date of termination, such unearned fees shall be refunded to the client.

Clients who pay a performance based fee and elect to terminate their contracts will be charged the performance-based fee based on the performance of the account for the measuring period going back from the termination date and pro-rated from the date on which the performance-

based fee was last assessed. In measuring the client's assets for the calculation of the performance-based fees, Smith Group shall include: for the securities for which market quotations are readily available, the realized capital losses and unrealized capital losses of securities over the period and, if the unrealized capital appreciation of the securities over this period is included, the unrealized capital depreciation of securities over the period. The client should note that the performance-based fee arrangement may create an incentive for Smith Group to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Smith Group may receive increased compensation with regard to unrealized appreciation as well as unrealized gains in the client's account. The client must understand the proposed method of compensation and its risks prior to entering into the contract. Performance-based fees will only be charged in accordance with the provisions of Reg. 205-3 of the Investment Advisers Act of 1940.

Item 6 – Performance-Based Fees and Side-By-Side Management

In some cases, Smith Group has entered into performance fee arrangements with qualified clients that differ from the above stated fee structures: such fees are subject to individualized negotiation with each such client. Smith Group will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (The Advisors Act) in accordance with the available exemptions there under, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Smith Group shall include realized and unrealized capital gains and losses. Performance-based fee arrangements might encourage Smith Group to take an undue amount of risk with the client's capital in order to potentially increase the fee paid to the Smith Group. Although Smith Group carefully monitors the risk level of each client's portfolio, the potential does exist for clients using the variable fee to have a higher risk level than if that fee were not used. Although there is potential for increased risk associated with the use of performance based fees, Smith Group maintains policies and procedures designed to mitigate such a risk including those related to investment allocations, see Item 12 for more detailed trade allocation information.

Item 7 – Types of Clients

Smith Group provides portfolio management services to individuals, high net worth individuals, banking and thrift institutions, investment companies including mutual funds, corporate pension and profit-sharing plans, multi-employer plans, other pooled investment vehicles, charitable institutions, corporations and businesses not listed above, state or municipal government entities, WRAP platforms and UMA's.

Smith Group principals, employees and affiliates may invest in Smith Group managed strategies, mutual funds and private funds which could create an incentive for Smith Group to favor those

accounts over other clients. Although a potential for conflict of interest does exist, Smith Group maintains policies and procedures designed to mitigate these conflicts.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Principal Investment Strategy: Growth, Core/Growth oriented strategies – Large Cap Focused Growth, Large Cap Diversified Growth, Global Large Cap Equity, International Large Cap Equity, Small Cap Diversified Growth, and Small Cap Focused Growth:

The specialized investment philosophy employed by Smith Group dates back to the late 1970s, at which time Stephen S. Smith, CFA, participated in a study in conjunction with several researchers from the Finance Department of the University of North Carolina. The study focused on determining the market's efficiency in the pricing of companies that report earnings greater than investor expectations, also known as an earnings surprise. The conclusion was that the market was inefficient in its pricing of earnings surprises and excess return could be gained by investing in stocks that report an earnings surprise.

Smith Group applies an engineering approach to investment management. By leveraging technology and fundamental research, we identify companies with undiscovered growth potential, creating portfolios designed to produce attractive return patterns. Using both quantitative and qualitative analysis, we invest in high quality companies poised to accelerate earnings growth and exceed investor expectations.

Smith Group invests, under normal market conditions, in common stocks and other equity securities. These securities may be traded over the counter or listed on an exchange.

When selecting investments, Smith Group employs quantitative and qualitative analysis to identify high quality companies that it believes have the ability to accelerate earnings growth and exceed investor expectations. The security selection process consists of three steps. Beginning with a universe of stocks appropriate for the objectives of the investment strategy, Smith Group's investment team first conducts a series of risk control and valuation screens designed to eliminate those stocks that are more likely to underperform the market. Stocks that pass the initial screens are then evaluated using a proprietary methodology that attempts to identify stocks with the highest probability of producing an earnings growth rate that exceeds investor expectations. In other words, the investment team seeks to identify stocks that are well positioned to benefit from a positive earnings surprise. The first two screening steps produce a list of eligible companies that may be subjected to traditional fundamental analysis to further understand each company's business prospects, earnings potential, strength of management and competitive positioning. The investment team uses the results of this analysis to construct the portfolio for the Fund or client accounts.

The same systematic approach utilized in portfolio construction is utilized in rebalancing and Smith Group employs systematic and fundamental analyses to evaluate portfolio holdings.

Holdings in the portfolio become candidates for sale if the investment team identifies negative investment or performance characteristics. Reasons to sell a stock may include: negative earnings forecast or report, valuation concerns, company official's downward guidance on company performance or earnings, or announcement of a buyout.

Principal Investment Strategy: Customized Solutions – Dividend Growth, Sector specific strategies

Smith Group has developed and managed customized investment strategies for clients based on their specific investment requirements in the past and will develop them in the future.

The same basic philosophy and engineering approach as described in the Growth/Core Growth section above are utilized when constructing custom solutions while incorporating the client's specific investment parameters to achieve their overall stated investment objective.

Principal Risks of Investing in Smith Group's investment portfolios

Equity Securities Risk: Since the portfolios predominantly hold equity securities, the portfolios are subject to the risk that equity security prices will fall over short or extended periods of time. Price volatility is the principal risk of investing in the portfolios. You could lose all or some of your investment in the portfolio. In addition, common stocks represent a share of ownership in a company, and rank after bonds and preferred stock in their claim on the company's assets in the event of bankruptcy.

Market Risk: All portfolios are also subject to the risk that their primary market segment may underperform other market segments or the equity markets as a whole. Moreover, Smith Group's investment approach may be contrary to general investment opinion at times or otherwise fail to produce the desired result, causing the portfolio securities to underperform securities that also seek capital appreciation but use different approaches to select stocks.

Large Cap Company Risk: Investment in larger companies is subject to the risk that larger companies are sometimes unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion.

Small and Microcap Company Risk: Investing in securities of small and microcap sized companies may involve greater volatility than investing in larger and more established companies. The securities of small-sized companies may have greater price volatility and less liquidity than the securities of larger companies. Smith Group may hold a significant percentage of a company's outstanding shares and may have to sell them at a discount from quoted prices.

Liquidity Risk – Due to a lack of demand in the marketplace or other factors, an account may not be able to sell some or all of the investments promptly or may only be able to sell investments at less than desired prices or to sell the investment in a timely manner or at an acceptable price.

Economic Risk – The value of an account's investments may decline due to changes in general economic and market conditions. The value of a security held in an account may change in response to developments affecting entire economies, markets or industries, including changes in interest rates, pandemic events, political and legal developments, changes in Federal Reserve policy, and general market volatility.

Growth Investment Risk: A principal risk of growth stocks is that investors expect growth companies to increase their earnings at a certain rate that is generally higher than the rate expected for other companies. If a growth company does not meet these expectations, the price of its stock may decline significantly, even if it has increased earnings. Growth companies also typically do not pay dividends. Companies that pay dividends may experience less significant stock price declines during market downturns.

Short Selling Risk: Those investment strategies where Smith Group may sell a security short are subject to special risks. A short sale results in a loss if the price of the securities sold short increases. In a generally rising market, short positions may be more likely to result in losses because securities sold short may be more likely to increase in value. A short sale results in a gain if the price of the securities sold short declines between the date of the short sale and the date on which securities are purchased to replace those borrowed. Any gain is decreased, and any loss is increased, by the amount of any payment, dividend or interest that the account may be

required to pay with respect to the borrowed securities, offset (wholly or partly) by short interest credits. A short sale involves a finite opportunity for appreciation, but a theoretically unlimited risk of loss.

Foreign Investment Risk: Investment strategies that make foreign investments are subject to special risks not typically associated with U.S. stocks. These stocks may underperform other types of stocks, and they may not increase or may decline in value. Investing in issuers headquartered or otherwise located in foreign countries poses additional risks since political and economic events unique to a country or region will affect those markets and their issuers. These events will not necessarily affect the U.S. economy or similar issuers located in the United States.

Currency Risk: Investments are generally subject to the risk that the value of a particular currency will change in relation to one or more other currencies, particularly when an investment is denominated in a currency other than a client's home currency or when a company's revenue or operating expenses are subject to fluctuating exchange rates. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Officials in foreign countries may, from time to time, take actions with respect to their currencies that could significantly affect the value of a client's assets denominated in those currencies or the liquidity of such investments. For example, a foreign government may unilaterally devalue its currency against other currencies, which would

typically have the effect of reducing the U.S. dollar value of investments denominated in that currency. A foreign government may also limit the convertibility or repatriation of its currency or assets denominated in that currency.

Cybersecurity Risk: Smith Group, the clients' service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the clients and the accounts, despite the efforts of Smith Group and the clients' service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the clients and the investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of Smith Group, the clients' service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of Smith Group's systems to disclose sensitive information in order to gain access to Smith Group's data or that of the clients. A successful penetration or circumvention of the security of Smith Group's systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause Smith Group, the clients or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. Similar types of operational and technology risks are also present for the companies in which clients invest, which could have material adverse consequences for such companies, and may cause a client's investments to lose value.

Geopolitical and Pandemic Risk: The investment strategies are subject to the risk that war, terrorism and related geopolitical events or a Global Pandemic may lead to increased short-term market volatility and have adverse long-term effects on the U.S. and world economies and markets generally, as well as adverse effects on issuers of securities and the value of a client's investments. A Pandemic, War, terrorism and related geopolitical events have led, and in the future may lead, to increased short term market volatility and may have adverse long-term effects on U.S. and non-U.S. economies and markets generally. Those events as well as other changes in U.S. and non-U.S. economic and political conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment and other factors affecting the value of a client's investments. At such times, a client's exposure to a number of other risks described elsewhere in this section can increase.

Risk of Loss: The portfolios should only be purchased by investors seeking capital appreciation who can withstand the share price volatility of equity investing. Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Smith Group or the integrity of Smith Group’s management. Smith Group has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Smith Group is the general partner and the investment adviser to the Smith Asset Management Group Equity Opportunity Fund, LP, a private fund. The Fund is exempt from registration as investment companies pursuant to Section 3(c)(1) of the Investment Company Act of 1940, as amended (“1940 Act”). Partners, employees and related persons invest in these funds.

Item 11 – Code of Ethics

Smith Group operates for the purpose of providing investment management services to its clients. The firm has a code of ethics (“Code”) that governs the behavior of its employees. An important element of the Code is to ensure that client benefit overrides employee benefit in the area of obtaining a profit from investment ideas developed by Smith Group. The Code details the employee reporting and approval mechanism used to monitor the activities of employees. Occasionally employees may buy and/or sell securities for their own account when Smith Group holds the same securities in its clients’ accounts. This practice is allowed as long as (a) proper documentation of this trading is reported and (b) the trading does not have a detrimental impact on any client’s account and (c) all personal trading policies and procedures have been adhered to.

In an effort to minimize any potential impact employee trading may have on client accounts, Smith Group has placed several restrictions on the trading activities of employees. Smith Group employees, directors and officers (each an “Access Person”), may purchase or sell securities within the parameters for personal securities transactions stipulated in the Code. In addition, an Access Person must comply with the blackout period restrictions detailed in the Code. Generally, the blackout period restrictions prevent an Access Person from purchasing or selling, either directly or indirectly, any security in which the person had any beneficial ownership where the person knew that the security was being considered for purchase or sale by Smith Group on behalf of its clients or was being purchased or sold by Smith Group on behalf of its clients. The blackout period extends seven calendar days before and after the time that the Smith Group investment team has implemented a model change for the same (or a related) security or the person has issued an investment recommendation for the model regarding that (or a related) security.

A copy of Smith Group's Code is available to clients and prospective clients upon request.

Item 12 – Brokerage Practices

Brokerage Discretion

Smith Group makes investment decisions and arranges for the placement of buy and sell orders and the execution of portfolio transactions for each of the Funds and all other discretionary client accounts.

Smith Group in its sole discretion, unless otherwise provided, directs the execution of all securities transactions through broker-dealer firms of its own choosing. In some instances, clients may direct Smith Group, in writing, to place orders for execution whenever practicable with a specifically identified broker-dealer. If a client elects to direct securities transactions to a particular broker-dealer, Smith Group may not be able to obtain best execution and may not have the flexibility to negotiate commissions, which may result in increased commissions for that client.

Smith Group uses its best efforts to obtain execution of securities transactions at prices that are advantageous to the client and a reasonable, competitive commission rate. In choosing broker-dealers for execution of securities transactions, Smith Group considers various relevant factors, including without limitations, the size and type of the transactions, the nature and character of the market for the securities, the broker-dealer firm's financial stability, confidentiality, back office capabilities, trading desk capabilities, referrals, custody, settlement, familiarity with derivative securities strategies and the overall value and quality of the services offered by the broker dealer firm.

Soft Dollars

Smith Group receives research, statistical and quotation services, data, information and other services and materials that assist Smith Group in the performance of its investment advisory responsibilities from broker-dealer firms that execute transactions for Smith Group's clients. Where such services are provided, Smith Group has agreed to compensate such broker-dealer or third party in either "hard" dollars (directly paid by Smith Group), "soft dollars" (commission generated) or some combination of the two. A broker-dealer providing such research services may receive a commission that is in excess of the amount of commission another broker-dealer would have received for effecting that transaction provided Smith Group determines in good faith that such commission was reasonable in relation to the value of the research and brokerage services provided by the broker-dealer. Any such research service may be broadly useful and of value to Smith Group in rendering investment advice to all or a significant portion of its clients, or may be relevant and useful for the management of one client's account or only a few clients' accounts, regardless of whether such account or accounts paid commissions to the broker-dealer through which the research service was provided. Smith Group will only make securities transactions that it in good faith believes are in the best interest of the client.

The exact amount paid is negotiated by Smith Group to be commensurate with the value of the brokerage service provided. This amount is typically higher than is available from brokerage firms

which do not provide research services. Brokers are selected based on their ability to transact the trades with the best price and execution. These trading relationships are not exclusive and are subject to change at any time without notification. Smith Group conducts periodic analysis to measure transaction costs.

The research services which are paid for by trading commissions are selected because Smith Group believes they will add value to the client's portfolio. The vast majority of these services are databases of financial information which are used by the portfolio managers in the investment decision-making process.

Services provided to Smith Group as a result of these trading commissions include, but are not limited to: information and analyses relative to the economy, industries or specific companies; technical and quantitative information about the markets; research reports on companies, industries, and securities; financial publications; access to computer databases; order routing and

quotation services; other brokerage and research services. Smith Group makes extensive use of these services in its investment decision-making processes. In order to coordinate soft dollar credits (trading commissions) with its executing brokers, Smith Group has a standing request with each of its executing brokers with whom they have soft dollar arrangements that all soft dollar credit balances are remitted to Investment Technology Group, Inc. (ITG), an effecting broker. The balances at ITG are then used solely for the payment of the research and brokerage services described above on Smith Group's behalf.

When the cost of a research service exceeds the commission amount generated by an individual account, commissions are commingled with other accounts to pay for the research service. Soft dollar benefits are not limited to those clients who may have generated a particular benefit, although certain soft dollar allocations are connected to particular clients or groups of clients.

Smith Group may allocate brokerage on the basis of the broker's agreement to pay all or part of certain research-related expenses. Smith Group will enter into such allocation arrangements, however, only where it determines that the commission charges are reasonable relative to the amount of expenses paid. In general, any and all brokerage allocations for Smith Group will be subject to principles of best execution and the other allocation policies described above as well as any restrictions imposed by applicable law.

Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides a "safe harbor" to investment managers who use commission dollars of their advisory accounts to obtain investment research, brokerage and other services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities, provided that the amount of any increased commission costs on account of such research or other services is reasonable relative to the value of the services provided. Smith Group will utilize allocations of commission dollars solely to pay for (1) certain expenses which would otherwise be borne by the Smith Group, as described above (and which therefore do not involve the conflict of interest issues normally presented by "soft dollar" arrangements covered by the Exchange Act) and/or (2) products or services that qualify as "research and brokerage services," within the meaning of Section 28(e), pursuant to arrangements that meet the other requirements of that Section.

In certain cases, Smith Group may deem research provided by the broker-dealer to be an important consideration when executing a trade. Subject to the Exchange Act, Smith Group may pay higher commissions than would be obtainable for execution by other broker-dealers where research is not obtainable in recognition of the value of the useful information provided by such brokerage firms. In paying the higher commissions, Smith Group will make a good faith determination that the higher commission is reasonable in relation to the value of the research and brokerage services provided viewed in the terms of either that particular transaction or Smith Group believes that access to research provided by brokers is an important resource for its research and investment processes; however, research services furnished or paid for by broker-dealers through whom Smith Group effects transactions for a particular client may be used by Smith Group in servicing its other clients, and not all such services may be used for the benefit of the client that pays the brokerage commission that results in the receipt of such research services. The use of soft dollar arrangements could create a potential conflict of interest between Smith Group and its clients. Although this conflict is possible, Smith Group has adopted policies and procedures to mitigate this risk.

Trade Allocations

Smith Group has adopted a trade allocation policy ("Policy") to promote fair and equitable treatment for the advisory clients of Smith Group. The Policy applies to the allocation of securities purchased or sold by Smith Group on behalf of its clients, including those purchased or sold through an aggregation ("bunching") of trades. The Policy is designed to minimize the risk that any particular client would be systematically advantaged or disadvantaged by the allocation of trades among clients. Smith Group may aggregate trade orders for clients if Smith Group deems it appropriate to do so and if such practices are not inconsistent with disclosures made to clients. Smith Group may consider various factors when determining whether an investment is appropriate for allocation, including, but not limited to: (i) the investment objectives of the client; (ii) the potential investment needs of the client; (iii) the existing diversification of the portfolio; (iv) existing levels of portfolio ownership in the investment and in similar types of companies; and (v) liquidity factors, including the availability of cash to fund the investment. Smith Group will typically make preliminary allocation determinations before placing a block order.

If a pre-allocated block trade is partially filled, Smith Group will allocate the securities among participating client accounts in the pre-allocation on a pro rata basis. Accounts in which Smith Group or any officer, partner or employee of Smith Group has a beneficial interest that in the aggregate exceeds 10% of the net assets of such account ("Affiliated Accounts") may not participate in partial executions of a pre-allocated security transaction until after all non-affiliated, participating client accounts have been filled.

If a complete execution of a pre-allocated block trade occurs on a trade date, the purchased or sold securities will be allocated among the applicable accounts in accordance with the pre-determined allocation at a single average execution price, before taking into consideration the commission, mark-up or mark-down. Affiliated Accounts may participate in a complete execution of a pre-allocated block trade with unaffiliated client accounts if the Affiliated Accounts

participate at the same average execution price as the client accounts, before taking into consideration the commission, mark-up or mark-down.

In some instances, Smith Group may not make preliminary allocations prior to placing a trade order. In such instances, Smith Group will allocate those securities among suitable client accounts in an equitable manner, taking into account such factors as it deems appropriate. If there is a “partial fill” of client portfolio needs, Smith Group will allocate the order among client portfolios on a *pro rata* basis. However, Affiliated Accounts, including the Funds, may not participate in partial executions until after all non-affiliated client accounts have been filled.

For the purposes of the policy, *pro rata* trade allocation means an allocation of the trade at issue among applicable advisory clients in amounts that are proportional to the participating advisory client’s relative net assets.

Cross Trading

It is Smith Group’s policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Effective January 2019, Smith Group will not consent to broker initiated 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 from or sells any security to any advisory client.

Directed Brokerage

Smith Group seeks to implement all transactions in a manner consistent with best execution practices. Smith Group selects brokers based on their ability to provide the lowest available net execution price as well as efficient back office operations such as clearing and settling of trades. Smith Group will generally aggregate directed orders into a block order and use step-outs to satisfy certain clients’ restrictions to direct brokerage to preferred broker-dealers. In a step-out arrangement, Smith Group selects a broker to execute the block order and requires the executing broker to step-out a portion of the brokerage commissions to another broker. Step-outs permit Smith Group to seek to achieve best execution and the orderly transaction of the block trade, and at the same time satisfy client restrictions with regard to the direction of brokerage to desired broker-dealers. Smith Group has a substantial number of clients with directed brokerage arrangements.

If a client’s broker-dealer is unable to accept a step out, Smith Group implements a trade rotation policy for each trade which determines the timing of order releases. This list is made up of all directed accounts, the discretionary block order and assets under-management (UMA) accounts. For purposes of speed, all clients who share a particular broker are assumed to be a single block on the trade rotation schedule. The execution of trades is rotated among all members of the list. If a trade for a particular rotation is not completed during the trading day, any remaining portion of the trade will be completed on the following day(s) before any trade in the same security may be initiated for the next rotation. WRAP and assets under-management accounts are included as a single member within the main trade rotation and there is a secondary rotation within each group. There is a wide disparity in the implementation time and

communication received from various UMA sponsors. If a sponsor notifies Smith Group of the start of their trading activity, provides updates as to the status of their trading activity and notifies Smith Group when trading is completed, orders for the next rotation member will not be released until this communication is received. If the sponsor does not provide this level of communication, the UMA sponsor will be notified of the trade(s) and the trading staff will determine the appropriate time to release orders for the next member in the rotation. After the trades have been completed, the schedule is moved up in order and the next broker is put first on the list for the next implementation of trades.

If a client decides to direct where its brokerage is placed by Smith Group, the client should consider: (1) Smith Group's brokerage placement practices; (2) a client who directs Smith Group to use a specific broker may pay higher commissions on some transactions that might be attainable by Smith Group, or may receive less favorable execution of some transactions, or both; (3) a client who directs Smith Group may forego any benefit from savings on execution costs that Smith Group could obtain for its clients through negotiating volume discount on batched transactions; (4) a client who directs Smith Group may restrict Smith Group from receiving research-related products and services available from other brokers; and (5) clients directing commission may not generate returns equal to clients which do not direct commissions.

Consultant Payments

Occasionally clients use the brokerage commissions paid as a result of trading in their account to compensate their investment consultant. Smith Group accepts these relationships under the following conditions: (1) The client must send written documentation requesting that their account's trades be conducted by a trading firm affiliated with the consultant, (2) Unless directed in writing to cease this trading relationship for any reason, including the client's determination that they are not receiving best execution, all trades will be directed to the firm affiliated with the consultant. These accounts are considered by Smith Group to be directed brokerage and are included in the rotation described above.

Item 13 – Review of Accounts

Review of accounts

Smith Group uses a team of portfolio managers to review the client accounts. Smith Group's portfolio managers work together to review all client accounts on a regular basis, at least quarterly. Most if not all accounts will be reviewed more frequently, as often as daily. Among other things, the reviewers evaluate the composition of the portfolios relative to the benchmark and review tracking error, risk and other statistics. They have access to a proprietary daily risk assessment report that monitors each portfolio's growth and valuation characteristics along with the largest over weighted and underweighted positions relative to the benchmark. Portfolio managers also utilize external risk tools to conduct portfolio risk assessments.

Reporting

Smith Group will provide comprehensive portfolio performance reports to clients quarterly, unless otherwise agreed upon with the client. These reports typically contain (1) a list of the assets held, (2) a report of the investment performance, and (3) information to help explain the performance. Such reports are usually sent to the client in the month after the end of the calendar quarters March, June, September, and December.

Reporting for the Private Fund

Smith Group will cause to be sent, within 45 days after the close of each quarter of each Fiscal Year of a Fund, to each person who was a Limited Partner of that Fund at any time during that quarter an unaudited account statement and any other information that Smith Group believes to be appropriate. In addition, within 120 days after the end of each Fiscal Year of a Fund, Smith Group will cause to be sent to each person who was a Limited Partner of that Fund at any time during that year a report, in narrative form, that summarizes the status of the Fund's business and activities during that year and that contains a balance sheet as of the end of that year and statements of operations, Limited Partners' equity, and changes in financial position for that year, accompanied by an auditor's report.

Item 14 – Client Referrals and Other Compensation

In addition to its own internal marketing efforts, Smith Group has in the past and may enter into written agreements in the future with other third-party marketers, and pays compensation to any person or organization which the firm determines is instrumental to the acquisition and/or servicing of a client relationship. This payment will be borne solely by Smith Group, and will not increase the amount paid by the client for the services provided by Smith Group.

In accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940, as amended, Smith Group requires all third-party marketers to distribute to prospective clients (i) Part 2A & 2B of Form ADV of Smith Group, and (ii) the solicitor's disclosure statement.

From time to time, Smith Group makes payments to firms or persons that offer Smith Group's services in a wrap fee, UMA or other managed account program. These payments may be for conference attendance, participation, sponsorship or exhibition fees; educational and training fees; or fees tied to program participation or for a specific marketing initiative within a program. Smith Group may pay travel, meal and other expenses for a firm's representatives and others who visit Smith Group's offices or other locations to learn about its products and services.

Smith Group also makes charitable contributions and sponsors charitable events at the request of others.

Smith Group is not required to make such payments to firms as a condition of participating in a program.

These payments vary from firm to firm depending on, among other things, the amount of the program's separate account client assets under Smith Group's management. Clients should review their program sponsor's brochure (Schedule H of Form ADV) for a description of business arrangements between program sponsors and investment advisers.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank, or other qualified custodian that holds and maintains client's investment assets. Smith Group urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Smith Group usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Smith Group observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies Smith Group's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Smith Group in writing.

The portfolio managers of Smith Group have discretion as to the stock selection made in client's account including (1) which securities are to be purchased and sold; (2) the amount of the securities to be traded; and (3) the timing for which trades are to be made. However, Smith Group's authority may be restricted by conditions placed by the client. These restrictions could include, but not be limited to, investing in specific companies or industries. Smith Group does not have access to any customer funds or securities since these will be held in custody at the client's selected broker/dealer, commercial bank, or other qualified custodian, with the exception of our private funds where we are deemed to have custody. These funds submit to an annual audit by an independent CPA firm and are distributed to the limited partners of the Fund within 120 days of the fiscal year end. In addition, neither Smith Group nor any affiliated person trades ahead of any stock selections made on behalf of a client's account.

Item 17 – Voting Client Securities

Clients may obtain a copy of Smith Group’s complete proxy voting policies and procedures upon request. Clients may also obtain information from Smith Group about how Smith Group voted any proxies on behalf of their account(s).

Proxy Voting Procedures

Smith Group has a written policy for the voting of proxies. Smith Group believes that voting client proxies is an important tool for maintaining long-term shareholder value for its clients in conjunction with the overall portfolio management process. This policy is designed to ensure that these ideals are effectively maintained in accordance with the client's best interests.

Voting Responsibility and Oversight

An advisory committee has been established by Smith Group that consists of senior members of the management team as well as senior portfolio managers and the CCO. It is this committee’s responsibility to construct Smith Group’s overall voting guidelines as well as the procedures in order to ensure compliance. The committee meets quarterly to address ongoing issues and adapt guidelines to meet changes in the corporate governance environment.

To ensure proper implementation of Smith Group’s stated proxy guidelines; Smith Group has adopted the following procedures for voting proxies.

- ✓ For each client with whom Smith Group has received stated proxy voting authority, as outlined in its advisory contract, the custodial bank or trustee has been instructed to forward proxy materials to Smith Group’s designated third-party proxy vendor.
- ✓ Smith Group has contracted with a third-party proxy vendor to help with administrative functions such as collecting and sorting proxy materials and to vote the proxies per stated guidelines.
- ✓ Proxy items that do not fall under the stated guidelines set forth by Smith Group are reviewed on a case-by-case basis and voted in the client’s best interest as determined by the proxy committee.

Conflicts of Interest

There may be certain situations that arise where Smith Group’s interests potentially conflict with the interests of the client. These situations could include:

- ✓ Smith Group provides advisory services to public firms that the company also owns in its client’s portfolio.
- ✓ Smith Group, its affiliates, and/or its employees have business or personal relationships with public firms that Smith Group also holds in its client portfolios.

- ✓ Smith Group may be partially owned by a publicly traded company whose shares may also be held for its client's portfolios.

If these situations arise and management is soliciting proxy votes, the following guidelines will be applied:

- ✓ If the proxy voting guidelines already determine a course of action, votes will be cast according to the guidelines.
- ✓ If the proxy item does not fall under the specified guidelines or has been identified to be voted on a case-by-case basis, votes will be cast in accordance with the third-party proxy vendors corporate governance policy. The third-party proxy vendor has been contracted by Smith Group to provide guidance on proxy items determined to be in the best interest of Smith Group's clients.

Proxy Voting Record Keeping

Smith Group will maintain records of all policies, procedures and guidelines as well as any amendments or updates. In addition, Smith Group will maintain records of proxy votes recorded for each client and any documentation that was used to determine the basis on which to vote the specific item. Client requests for documentation will also be maintained by Smith Group in order to comply with current rules and regulations governing proxy voting.

Item 18 – Financial Information

Smith Group is required to provide you with certain financial information or disclosures about Smith Group's financial condition. Smith Group has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Smith Group Asset Management, LLC

110 E 59th Street
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Privacy Policy

March 3, 2021

Our Privacy Principles

- ✓ We only collect customer information that we need in order to perform our investment management service.
- ✓ We do not sell customer information.
- ✓ We do not provide customer information to persons or organizations outside our firm for their own marketing purposes.
- ✓ We require any person or organization providing services to customers on our behalf to protect the confidentiality of your customer information.
- ✓ We afford prospective and former customers the same protections as existing customers with respect to the use of personal information.

Information We May Collect

To provide our investment management service, we collect nonpublic personal information about you from the following sources:

- ✓ Information we receive from you on applications, agreements, or other forms; and
- ✓ Information about your transactions with us, or others.

To facilitate trading the securities in your account, we may disclose nonpublic personal information about you to the following types of third parties:

- Financial service providers, such as securities broker-dealers.

We may also disclose nonpublic personal information about you to nonaffiliated third parties as permitted by law, for example, outside auditors.

We may disclose the following information to companies that perform marketing services on our behalf:

- Information we receive from you on applications such as your name.

If you prefer that we not disclose nonpublic personal information about you to nonaffiliated third parties, you may opt out of those disclosures, that is, you may direct us not to make those disclosures (other than disclosures permitted by law or required to facilitate the fulfillment of duties in our role as investment adviser). If you wish to opt out of disclosures to nonaffiliated third parties, you may call Ms. Luci Neumann at (214) 880-4600 and request that your information be removed.

We restrict access to nonpublic personal information about you to those employees who need to know that information to provide service to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.