

**Item 1: Cover Page
Part 2A Appendix 1 of Form ADV: Wrap Fee Program Brochure
December 2021**

HighTower 6M Holding, LLC Wrap Program

Sponsored by:



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This brochure provides information about the qualifications and business practices of HighTower 6M Holding, LLC (“6 Meridian” or the “Firm”). If clients have any questions about the contents of this brochure, please contact us at (855) 334-2110 or contact@6meridian.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. Additional information about our firm is also available on the SEC’s website at www.adviserinfo.sec.gov by searching CRD #317694.

Please note that the use of the term “registered investment adviser” and description of our Firm and/or our associates as “registered” does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and Brochure Supplements for our Firm’s associates who advise clients for more information on the qualifications of our Firm and our employees.

Item 2: Material Changes

This is an initial brochure prepared by HighTower 6M Holding, LLC following its acquisition of the business assets of 6 Meridian LLC. Accordingly, there have been no changes.

Item 3: Table of Contents

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Item 4: Services, Fees & Compensation

The Firm's Wrap Program (the "Program") is an investment advisory program sponsored by the Firm. In addition to the Program, the Firm offers a variety of advisory services, which include financial planning, consulting, and investment management services under different arrangements than those described herein. Prior to the Firm rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with the Firm setting forth the relevant terms and conditions of the advisory relationship (the "Advisory Agreement").

The Firm registered as an investment adviser in December 2021 and is owned by HighTower Holding, LLC ("HighTower"). HighTower is the owner of other registered investment advisory firms, broker dealers, wealth managers and trust companies that provide wealth management services to high net worth individuals and institutional investors. The Firm's predecessor entity, 6 Meridian LLC, had operated as a registered investment adviser since July 2016. HighTower acquired the business assets and client relationships of 6 Meridian LLC in December 2021. While the Firm is operationally independent from HighTower, the Firm may share certain resources and back-office support with HighTower. As of December 31, 2021, the Firm had no assets under management; however, assets under management are expected to increase promptly following the acquisition and related transactions.

While this Brochure generally describes the business of the Firm, certain sections also discuss the activities of its employees (or "Access Persons"), which include the Firm's officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on the Firm's behalf and is subject to the Firm's supervision or control.

Description of the Firm's Wrap Program

The Firm's Wrap Program (or "Program") is offered as a wrap fee program (i.e., an investment account where you are charged a single, bundled, or "wrap" fee for investment advice, brokerage services, administrative expenses, and other fees and expenses.), which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is also considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts. Clients must also open a new securities advisory account and complete a new account agreement with Pershing Advisor Solutions ("Pershing") or another broker-dealer that 6 Meridian approves under the Program (collectively "Financial Institutions").

At the onset of the Program, clients complete an investor profile describing their individual investment objectives, liquidity and cash flow needs, time horizon and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, the Firm assists its clients in developing an appropriate strategy for managing their assets. Clients' investment portfolios are generally managed on a discretionary or non-discretionary basis by the Firm's Principal(s) and investment adviser representatives as well as independent investment manager (collectively "Independent Managers"), as recommended or selected by the Firm. The Firm and/or the Independent Managers generally allocate clients' assets among the various investment products available under the Program, as described further in Item 6 (below).

Investment and Wealth Management Services

The Firm provides clients with wealth management services which include a broad range of comprehensive financial planning and consulting services as well as discretionary and/or non-discretionary management of investment portfolios.

the Firm primarily allocates client assets among various mutual funds, closed-end funds, exchange-traded funds (“ETFs”), individual debt and equity securities, options and independent investment managers (“Independent Managers”), liquid and illiquid alternative investments, private placements, unregistered pooled investment vehicles (or “Private Funds”) and structured notes in accordance with their stated investment objectives.

the Firm serves as sub-adviser to ETFs managed by Exchange Traded Concepts (“ETC”) and to unregistered pooled investment vehicles (or “private funds”) that are exempt from registration under the Investment Company Act of 1940 and managed by BlueArc Capital Management, LLC (“BlueArc”). These relationships are described at length in Item 9, below.

Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios. Clients may engage the Firm to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans or ABLE plans). In these situations, the Firm directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

The Firm tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. The Firm consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify the Firm if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if the Firm determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

The financial planning and consulting services may include any or all of the following functions. The Firm does not provide legal or tax advice in regard to these services and clients are encouraged to seek guidance from their legal or tax representatives.

- Business Planning
- Cash Flow Forecasting
- Trust and Estate Planning
- Financial Reporting
- Retirement Planning
- Education Planning

In performing these financial planning and consulting services, the Firm is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. The Firm may recommend clients engage the Firm for additional related services, its Access Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer and/or

other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if clients engage the Firm or its affiliates to provide additional services for compensation.

Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by the Firm under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising the Firm's recommendations and/or services.

Use of Independent Managers

As mentioned above, the Firm may select certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets. The Independent Manager's fees may be separate, and in addition, to the Firm's fees.

The Firm evaluates a variety of information about Independent Managers, which may include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. The Firm also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

The Firm continues to provide services relative to the discretionary or non-discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. The Firm seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

Fees for Participation in the Program

The Program is offered on a fee basis, meaning participants pay a single annualized fee based upon assets under management ("Program Fee"). Additionally, certain of the Firm's Access Persons, in their individual capacities, may offer securities brokerage services and/or insurance products under a separate commission-based arrangement. The Firm's wealth management fee will vary depending upon the assets under management and services provided.

Annual fees for clients will be subject to the following tiered fee schedule:

| Assets Under Management | Annual Percentage of Assets Charge |
|--------------------------------|---|
| \$0 to \$2,500,000 | 1.00% |
| \$2,500,000 to \$7,500,000 | 0.75% |
| Over \$7,500,000 | 0.50% |

The annual fee is prorated and charged monthly, in arrears, based upon the average daily account balance for the month, including cash positions. Since the asset-based fee is determined by average daily account balance, if assets are deposited into or withdrawn from an account after the inception of a month, the base fee payable with respect to such assets is adjusted accordingly. In certain cases, the Firm will agree to charge a monthly flat fee in an amount agreed by the client, typically \$10,000 per month. If an advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), the Firm may charge no fee or may negotiate a fee rate that differs from the range set forth above.

Fee Comparison

As referenced above, a portion of the fees paid to the Firm are used to cover the securities brokerage commissions and transactional costs attributed to the management of its clients' portfolios. For certain legacy clients of the Firm's Access Persons, the fees charged by the Independent Managers engaged to provide services under the Program will also be included. Typically, however, the Independent Managers fees are in addition to the Firm's fees.

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs. Because the Firm pays for the brokerage fees and Independent Managers' fees, the Firm has an incentive to engage in less transactions, or transactions that cost less to the Firm.

Fee Discretion

The Firm, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, client holdings, pre-existing/legacy client relationship, account retention and pro bono activities.

Other Charges

In addition to the advisory fees paid to the Firm, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These additional charges may include fees charged by the Independent Managers (charged separately to all clients other than certain legacy clients whose agreements will reflect the inclusion of these fees), fees attributable to alternative assets, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund Program Fees and other fund expenses), fees and commission for assets not held with Pershing (such as 401(k) or 529 plan assets), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees.

Clients may also have accounts at Pershing or another broker-dealer to hold assets that are not being managed by the Firm. These accounts exist to hold assets including cash, treasuries and

legacy securities positions not managed by the Firm or the Independent Managers. The Firm does not charge the Program Fee for these assets, but the client will be responsible for any transaction charges or other charges at Pershing or elsewhere.

Authorized Direct Fee Debit

Clients generally provide the Firm and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to the Firm. Alternatively, clients may elect to have the Firm send a separate invoice for direct payment.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to the Firm's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to the Firm, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. The Firm may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charge) and/or tax ramifications.

Use of Margin

The Firm may be authorized to use margin in the management of the client's investment portfolio. In these cases the fee payable will be assessed net of margin such that the market value of the client's account and corresponding fee payable by the client to the Firm will not be increased.

Commissions and Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with the Firm (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with the Firm.

Under this arrangement, the Firm's Access Persons, in their individual capacities as registered representative employees of an affiliated brokerage firm, HighTower Securities, LLC ("HighTower Securities"), may provide securities brokerage services and implement securities transactions under a separate commission based arrangement. As registered representatives of HighTower Securities (in addition to the Firm), these individuals may be entitled to a portion of the brokerage commissions paid to HighTower Securities, as well as a share of any ongoing distribution or service (trail) fees from the sale of investment. The Firm may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with HighTower Securities. For more information regarding HighTower Securities, refer to its Form CRS, available at <https://hightoweradvisors.com/resources/HTS-Form-CRS-03312021.pdf>.

A conflict of interest exists to the extent that the Firm recommends the purchase or sale of securities where its Access Persons receive commissions or other additional compensation as a result of the Firm's recommendation. The Firm has procedures in place to ensure that any recommendations made by such Access Persons are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that the Firm, in its sole discretion, deems appropriate, the Firm may provide its investment advisory services on a fee-offset basis. In this scenario, the Firm may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Access Persons in their individual capacities as registered representatives of HighTower Securities.

Compensation for Recommending the Program

The Firm has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients' participation. A person recommending the Program will not earn more compensation than he or she would otherwise receive if a client elected another investment management program.

Item 5: Account Requirements & Types of Clients

the Firm offers services to individuals, high net worth individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, unregistered pooled investment vehicles (or "private funds"), investment companies, corporations and other business entities.

Minimum Account Fee

The Firm does not impose minimum account balance requirements for opening and maintaining accounts.

Item 6: Portfolio Manager Selection & Evaluation

Clients' investment portfolios are generally managed directly by the Firm. The Firm may also utilize the discretionary investment of certain Independent Managers, as referenced above. Where the Firm provides services outside of the Program, there is no difference in how assets are managed other than those non-wrap clients paying transaction fees separately.

Side-By-Side Management

The Firm does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets). The Firm may, however, have other accounts managed outside of the Program where clients pay directly for transaction charges.

Portfolio Management Services

The Firm considers a client's goals and risk tolerance before reaching a mutual decision with the client on how best to build an investment portfolio. The Firm follows a rigorous and detailed planning process to create a diversified portfolio aimed at meeting client objectives.

Upon completion of the analysis the Firm and the client will review the different investment options that are available to meet the objectives. These investment options may include a combination of (i) portfolios that are managed internally by the Firm, (ii) portfolios that are actively managed by outside managers via ETFs, mutual funds, closed-end funds, investment partnerships and/or

SMA's and (iii) passive portfolios with investments in ETFs and/or mutual funds. On occasion the Firm's Access Persons may utilize other financial products including annuities and insurance to meet client objectives in their individual capacities as licensed insurance agents.

The Firm is focused on delivering attractive risk-adjusted returns for our clients. The Firm seeks to accomplish this through a combination of fundamental and quantitative analysis of countries, asset classes, money managers and issuers. Fundamental analysis involves an evaluation of the financial condition and competitive position of a particular country, asset class, fund or issuer. Quantitative analysis involves analyzing historical performance of issuers based on certain criteria including beta, value, momentum, yield and quality. This screening is designed to build portfolios of securities which possess those positive traits that have historically delivered attractive risk-adjusted returns.

the Firm manages a variety of portfolios internally which are comprised of individual equity securities, individual bonds, ETFs, derivatives, illiquid alternatives, closed-end funds and open-end mutual funds. These portfolios are built using the Firm's in-house fundamental and quantitative research as well as third-party research. When examining outside managers or mutual funds the Firm looks at historical return and risk performance, the portfolio management team, minimum investment amounts and fees.

Risk of Loss

Market Risks

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of the Firm's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that the Firm will be able to predict those price movements accurately or capitalize on any such assumptions.

Alternative Investments:

Hedge funds, commodity pools, Real Estate Investment Trusts ("REITs"), Business Development Companies ("BDCs"), and other alternative investments involve a high degree of risk and can be illiquid due to restrictions on transfer and lack of a secondary trading market. They can be highly leveraged, speculative and volatile, and an investor could lose all or a substantial amount of an investment. Alternative investments may lack transparency as to share price, valuation and portfolio holdings. Complex tax structures often result in delayed tax reporting. Compared to mutual funds, hedge funds and commodity pools are subject to less regulation and often charge higher fees. Alternative investment managers typically exercise broad investment discretion and may apply similar strategies across multiple investment vehicles, resulting in less diversification.

Liquidity Risk

Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV. The Firm, as noted, may also invest client account portfolios in closed end funds ("CEFs"). CEFs have a fixed number of shares outstanding. There are differing risks with CEFs which include use of leverage and share prices that trade at a discount from their net asset value.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares. Risks specific to the funds held by a client will be further discussed in each fund's prospectus which will be delivered to each investor.

Use of Independent Managers

As stated above, the Firm may select certain Independent Managers to manage a portion of its clients' assets. In these situations, the Firm continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, the Firm generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

Options

Options allow investors to buy or sell a security at a contracted "strike" price at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (i.e., limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Real Estate Investment Trusts (REITs)

The Firm may recommend an investment in, or allocate assets among, various real estate investment trusts ("REITs"), the shares of which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle's shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

Use of Margin

While the use of margin borrowing can substantially improve returns, it may also increase overall portfolio risk. Margin transactions are generally effected using capital borrowed from a Financial Institution, which is secured by a client's holdings. Under certain circumstances, a lending Financial Institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the Financial Institution may liquidate account assets to satisfy the client's outstanding obligations, which could have extremely adverse consequences. In addition, fluctuations in the amount of a client's borrowings and the corresponding interest rates may have a significant effect on the profitability and stability of a client's portfolio.

Pandemic Risk.

The recent COVID-19 pandemic has caused and continues to cause disruptions in economies and individual companies and volatility in financial markets throughout the world, including those in which our clients invest. The impact of the pandemic and resulting economic disruptions may negatively impact the clients and the performance of their portfolios due to, among other things, (i) interruption of business operations resulting from travel restrictions, reduced consumer spending, and quarantines of employees, customers and suppliers in areas affected by the outbreak, (ii) closures of manufacturing facilities, warehouses and logistics supply chains, and (iii) uncertainty about the duration of the virus' impact on global financial markets. Governments and central banks throughout the world have responded to the pandemic and resulting economic disruptions with a variety of fiscal and monetary policy changes, including direct capital infusions into companies and other issuers, new monetary policy tools and lower interest rates, but the ultimate impact of these efforts is uncertain. It is not possible to determine the duration or severity of the disruption in financial markets or the long-term economic impact of the COVID-19 pandemic, or other future epidemics or pandemics, which may adversely affect the Clients' performance and investment strategies and significantly reduce available investment opportunities.

Voting of Client Securities

The Firm may accept the authority to vote a client's securities (i.e., proxies) on their behalf. When the Firm accepts such responsibility, it will cast proxy votes only in a manner it believes consistent with the best interest of its clients. At any time clients may contact the Firm to request information about how the Firm voted proxies for that client's securities.

A brief summary of the Firm's proxy voting policies and procedures is as follows:

The Firm has engaged ProxyEdge by Broadridge of North America, Inc. ("ProxyEdge"), a third-party, independent proxy advisory firm, to provide it with research, analysis, and recommendations on the various proxy proposals for the client securities that the Firm manages with the aim of maximizing shareholder value. In engaging ProxyEdge for that purpose, the Firm has reviewed ProxyEdge's Proxy Guidelines and has approved ProxyEdge's positions on voting positions it recommends for the types of proposals most frequently presented, including: election and composition of directors; financial reporting; compensation of management and directors; corporate governance structure and anti-takeover measures; and environmental and social risks to operations. The Firm is in agreement with the approach ProxyEdge has set forth in its current Proxy Guidelines for voting proxies. Although the Firm, based on its approval of the positions in the Proxy Guidelines, expects to vote proxies according to ProxyEdge's recommendations, certain issues may need to be considered on a case-by-case basis due to the diverse and continually evolving nature of corporate governance issues. If such cases should arise, then the Firm will devote appropriate time and resources to consider those issues.

Where the Firm is responsible for voting proxies on behalf of a client, the client cannot direct the Firm's vote on a particular solicitation. The client, however, can revoke the Firm's authority to vote proxies. In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that the Firm maintains with persons having an interest in the outcome of certain votes, the Firm will take appropriate steps, whether by following ProxyEdge's third-party recommendation or otherwise, to ensure that proxy voting decisions are made in what it believes is the best interest of its clients and are not the product of any such conflict.

ProxyEdge will also file class action information for clients automatically. If a client receives a settlement for such class action, ProxyEdge will take 20% of the settlement. The Firm does not receive any of this compensation. Clients can opt out of having the Firm engage ProxyEdge for all proxy and class action services. Clients opting out would be responsible for all such activities.

Item 7: Client Information Provided to Portfolio Manager(s)

In this Item, the Firm is required to describe the type and frequency of the information it communicates to the Independent Managers, if any, managing its clients' investment portfolios. Clients participating in the Program generally grant the Firm the authority to discuss certain non-public information with the Independent Managers engaged to manage their accounts. Depending upon the specific arrangement, the Firm may be authorized to disclose various personal information including, without limitation: names, phone numbers, addresses, social security numbers, tax identification numbers and account numbers. The Firm may also share certain information related to its clients' financial positions and investment objectives in an effort to ensure that the Independent Managers' investment decisions remain aligned with its clients' best interests. This information is communicated on an initial and ongoing basis, or as otherwise necessary to the management of its clients' portfolios.

Item 8: Client Contact with Portfolio Manager(s)

In this Item, the Firm is required to describe any restrictions on clients' ability to contact and consult with the portfolio managers managing their investment portfolios. There are no restrictions on clients' ability to correspond with the Firm. Clients can generally contact the Independent Managers managing their portfolios through the Firm by providing the Firm with written request and identification of the questions or issues to be discussed with the Independent Managers. After receiving the client's written request, the Firm, at its sole discretion, may contact the Independent

Managers for the client or arrange for the Independent Managers and the client to communicate directly.

Item 9: Additional Information

Disciplinary Information

The Firm has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Other Financial Industry Activities and Affiliations

Sub-Advisor for BlueArc Capital Management, LLC's Funds

the Firm is a sub-advisor of the BlueArc Global Private Credit Opportunity Fund (QC); BlueArc Global Private Credit Opportunity Fund (QC), L.P.; BlueArc Global Private Credit Opportunity Fund (QP); BlueArc Credit Alternatives Fund, LLC; BlueArc Real Estate Investments, LLC; BlueArc Real Estate Income Fund (QC); and BlueArc Real Estate Income Fund (QP), which are collectively referred to hereafter as "Funds." The Funds are managed in conjunction with BlueArc Capital Management, LLC ("BlueArc"). The management fee charged by BlueArc Capital Management, LLC is in addition to the Firm's advisory fee and will not exceed 1.25%. The Firm receives a portion of BlueArc Capital Management, LLC's management fee. This presents a conflict of interest because the Firm has a financial incentive to recommend the Funds. The Firm will only recommend the Funds to accredited investors. An investment in the Funds involves a high degree of risk and should only be considered by sophisticated investors able to assume the risks of loss (including the risk of loss of such investor's entire investment) and illiquidity inherent with these types of investments. These offerings do not waive the Firm's fiduciary duty to its clients or infringe upon any clients right to remedy under state or federal laws.

In compliance with SEC Rule 206(4)-2(b)(4)(i), BlueArc Capital Management, LLC sends an audited financial statement, audited by a registered Public Company Accounting Oversight Board ("PCAOB") accountant, to each Fund investor within 120 days of each Fund's fiscal year end.

Sub-Advisor for Exchange Traded Concepts, LLC's Exchange Traded Fund

The Firm acts as a sub-advisor for ETFs in conjunction with Exchange Traded Concepts, LLC ("ETC"). The Firm receives a portion of ETC's management fee. When appropriate, the Firm may recommend that clients invest a portion of their assets in ETC's exchanged traded funds. This presents a conflict of interest because the Firm has a financial incentive to recommend ETC's exchange traded funds. In order to mitigate this potential conflict of interest, the Firm will reduce the wealth management fee for participating clients by an amount equal to the lessor of: 1) the amount of compensation the Firm receives as the sub-advisor for those assets (0.49% per annum); or 2) the amount of wealth management fees that would have been billed for those assets.

Brokerage and Insurance

Certain of the Firm's Access Persons are registered representatives of HighTower Securities, a "related person" of the Firm, and may provide clients with securities brokerage services under a separate commission-based arrangement. The Firm is affiliated through common ownership with Hightower Securities. HighTower Securities is a broker-dealer registered with the SEC under the

Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”). 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. This arrangement is described at length in Item 5.

A number of the Firm’s Access Persons are also broker agents of HighTower Securities whereby they maintain certain broker registrations and insurance licensures and may offer certain insurance products on a fully disclosed commissionable basis. A conflict of interest exists to the extent that the Firm representatives recommend the purchase or sale of insurance products where the Firm and its Access Persons may be entitled to brokerage or insurance commissions as well as other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients’ best interest regardless of any such affiliations.

Other Investment Advisers

The Firm is affiliated with HighTower Advisors LLC (“HighTower Advisors”), an investment adviser registered with the SEC. Certain personnel of HighTower Advisors act on behalf of the Firm pursuant to a personnel sharing agreement. While the Firm and HighTower Advisors each maintain its own compliance program, certain policies and practices are similar and aggregated across both entities.

The Firm 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; HighTower Altium Holding, LLC; and Bel Air Investment Advisors LLC. Though the Firm 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.

Trust Services

HighTower Trust Services LTA, the Firm’s affiliate through common control, provides fiduciary services, serves as corporate trustee, and provides certain accounting and bill-pay services to the Firm’s related persons and their clients.

Code of Ethics

The Firm has adopted a code of ethics in compliance with applicable securities laws (“Code of Ethics”) that sets forth the standards of conduct expected of its Access Persons. The Firm’s Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Access Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of the Firm’s personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, the Firm’s Access Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm’s policies and procedures. This Code of Ethics (or “Code”) has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets

of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Access Person with access to this information may knowingly effect for a securities account covered by the Code (or "Covered Account") for which they or for their immediate family (i.e., spouse, minor children and adults living in the same household) maintain beneficial ownership or discretion in a transaction in a security not exempted under the Code (or "Covered Security") other than under the conditions described herein. These conditions required an Access Persons to seek and obtain approval in advance (or "pre-clearance") from designated members of Firm Management or the Chief Compliance Officer for any subject transaction governed by the Code including:

- Reportable Securities including any registered investment company that the Firm serves as primary investment adviser or sub-adviser;
- Initial Public Offerings;
- Limited Offerings (e.g., Private Placements or Unregistered Pooled Investment Vehicles); and
- Other Covered Securities. Subject to the Firm's discretion, Access Persons shall be subject to pre-clearance of any individual common stocks or ETFs (not covered under the Reportable Securities category above) in any Covered Account.

These requirements are not applicable to accounts not subject to the Code, such as, brokerage accounts in which the Access Person does not maintain discretionary authority and/or such accounts that exclusively invest in securities not covered under the Code (or "Exempt Securities"). Exempt securities generally encompass the following investments: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact the Firm to request a copy of the Firm's Code of Ethics.

Account Reviews

The Firm monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on at least an annual basis. Such reviews are conducted by the Firm's Principals and investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with the Firm and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and General Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from the Firm and/or an outside service provider, which contain certain account and/or market-related

information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from the Firm or an outside service provider.

Client Referrals

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

Receipt of Economic Benefit and Brokerage Practices

The Firm requires that clients utilize the custody, brokerage and clearing services of Pershing for investment management accounts in the Program.

Factors which the Firm considers in recommending Pershing or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. The Firm does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

In seeking best execution in recommending Pershing, 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 Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker/dealers in return for investment research products and/or services which assist the Firm in its investment decision-making process. The receipt of investment research products and/or services poses a conflict of interest because the Firm does not have to produce or pay for the products or services.

The Firm may receive without cost from Pershing computer software and related systems support, which allow the Firm to better monitor client accounts maintained at Pershing. The Firm may receive the software and related support without cost because the Firm renders investment management services to clients that maintain assets at Pershing. The software and support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The software and related systems support may benefit the Firm, but not its clients directly. In fulfilling its duties to its clients, the Firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the Firm's receipt of economic benefits from a broker/dealer creates a conflict of interest since these benefits may influence the Firm's choice of broker/dealer over another that does not furnish similar software, systems support or services.

Specifically, the Firm may receive the following benefits from Pershing:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

Trade Aggregation

Transactions for each client generally will be effected independently, unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. the Firm may (but is not obligated to) combine or “batch” such orders to obtain best execution or to allocate equitably among the Firm’s clients differences in prices that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among the Firm’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which the Firm’s Access Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. The Firm does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Financial Information

The Firm is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.