Stonecrest Capital Markets, Inc.

BROKERAGE COMPENSATION AND CONFLICTS DISCLOSURE

Introduction

STONECREST CAPITAL MARKETS, INC. is a broker-dealer registered with the Securities and Exchange Commission (SEC) and member of the Financial Industry Regulatory Authority (FINRA). Stonecrest Capital Markets, Inc. is also affiliated with a state registered investment adviser, **STONECREST ADVISORS, INC.** Stonecrest Capital Markets, Inc. operates in 32 U.S. States and Territories.

Stonecrest Capital Markets, Inc. boasts a network of individuals, referred to as “financial professionals”, who offer brokerage services, investment advisory services, or both, depending on their licenses. Some of Stonecrest Capital Markets, Inc.’s financial professionals are investment adviser representatives (IARs) of our affiliate, Stonecrest Advisors, Inc. Stonecrest Capital Markets, Inc. sometimes refers to these specific financial professionals as “financial advisors” or “advisors.”

Some of Stonecrest Capital Markets, Inc.’s financial professionals are independent contractors. In other cases, our financial professionals may be employees of Stonecrest Capital Markets, Inc. and Stonecrest Advisors, Inc. Stonecrest Capital Markets, Inc.’s financial professionals operate throughout the U.S. and often market services under our marketing name, **STONECREST PARTNERS**. Some of the investment products offered may include various securities products, including mutual funds, exchange-traded funds, options, variable annuities, variable life insurance, municipal fund securities, alternative investments, private placements and general securities such as stocks and bonds.

This disclosure document contains information about the business practices, compensation and conflicts of interest related to the brokerage business of Stonecrest Capital Markets, Inc. (referred to as “we,” “us,” or “SCMI”). Additional information about SCMI and its financial professionals is available on FINRA’s website at http://brokercheck.finra.org. Information related to our advisory practices can be found in our Form ADV at http://www.stonecrestpartners.com/legal-disclosures.

Capacity and Restrictions on Recommendations

Capacity: Brokerage and Advisory Services

As a SCMI client, you receive a broad scope of services whether we serve you as a broker-dealer, investment advisor or both. While there are similarities between the brokerage and advisory services we provide, there are important differences, including the pricing structures for these services and the provision of ongoing monitoring of accounts.

Brokerage relationships generate transaction-based compensation. In brokerage relationships, investors pay transaction-based fees in connection with the products and services they receive, such as buying and selling stocks, bonds, mutual funds, annuity contracts and other investment products. These include commissions, transaction fees, loads and sales charges. Compensation to SCMI includes these commissions, transaction fees, trail commissions, loads and sales charges that are embedded in the purchase price as well as compensation from third parties in some cases.

In a brokerage account, your total costs generally increase or decrease as a result of the frequency of transactions in the account and the type of securities you purchase. This presents a conflict in that the more you trade or invest, the more revenue we can generate from your account. When handling your brokerage account, we are obligated to ensure that our recommendations are in your best interest.

> **No Ongoing Monitoring in Brokerage Accounts:** In brokerage accounts, our financial professionals do not provide ongoing monitoring of your account after the recommendation. Our best interest obligation to you applies only at the time of the recommendation. If you desire to have your account monitored on an ongoing basis, ask your financial professional about establishing an advisory account relationship.

Advisory relationships have fee-based compensation. In advisory relationships, clients pay a set fee, or a fee based on a percentage of the assets in the account according to an investment advisory program agreement.

> **Ongoing Monitoring in Advisory Accounts**: When handling an investment advisory account, your financial professional will act as a fiduciary to you. Advisory services are provided pursuant to a written agreement with you. In an advisory relationship, we do provide ongoing monitoring of your account in accordance with the terms of the written agreement with you.

For more information about SCAI and the services financial professionals provide when they act as IARs, please see SCAI's Form ADV disclosure brochure available on http://www.stonecrestpartners.com/legal-disclosures or go to www.adviserinfo.sec.gov.

This disclosure discusses important information regarding financial professionals who act as registered representatives of SCMI, a broker-dealer.

Limitations on Investment Recommendations

Although many financial professionals offer both brokerage and investment advisory services, some offer only brokerage services and others offer only investment advisory services. When you are discussing services with a financial professional, you should ask what capacity the financial professional is acting or will be acting – as a broker-dealer registered representative and/or an IAR – when providing services to you. You should also ask if there are limitations on the products or services a financial professional may offer by virtue of any of the following:

> **Limited Product Shelf**: There are literally thousands of investment products on the market and SCMI does not offer all of them for sale to clients. Moreover, the scope of products and services we offer may be more limited than what is available through other financial service firms. SCMI and its financial professionals often recommend investment products only from investment sponsors with whom SCMI has entered into selling and distribution agreements. Other firms may offer products and services not available through SCMI, which presents a conflict since you are not able to purchase those products or services through SCMI. We disclose this conflict to you and mitigate it by maintaining a robust offering of products and services.

> **Restrictions Based on Licensing**: A financial professional's ability to offer individual products and services depends on his/her licensing. A financial professional holding a Series 6 license is limited to providing mutual funds, 529 plans, Unit Investment Trusts (UITs) and variable annuity contracts. A financial professional holding a Series 7 license can offer all of the investment

products a Series 6 representative can offer as well as individual stocks, bonds, exchange traded funds (ETFs), alternative investments, real estate investment trusts (REITs), limited partnerships (LPs), 1031 exchanges, Business Development Companies (BDCs), and private equity. A financial professional may also hold either the Series 65 or 66 license, or have attained a certification such as the Certified Financial Professional certificate, which enables them to offer advisory services.

You should ask your financial professional about the investment products or services he/she is licensed or qualified to sell, and his/her ability to service investments that you transfer to SCMI from another firm. You should also review the licenses held by your financial professional by visiting the FINRA BrokerCheck system at http://brokercheck.finra.org. Licensing presents a conflict in that individuals have an incentive to offer you products or services that correspond to their licensing. We disclose this conflict to you and mitigate it by reviewing recommendations made to you by our financial professionals to ensure these recommendations are in your best interest.

Minimum Investment Amounts: Some products may impose minimum investment amounts, which precludes purchases under that amount. Purchase minimums can vary by issuer, but they are common in mutual funds (typically between $250 - $1000), annuities (typically $5,000 – 10,000), and alternative investments (typically between $2,500 - $5,000). Ask your financial professional or refer to the official product offering document if there are minimum purchase amounts applicable to the investment product you are considering.

Distinction Between Holding Products Directly with Sponsor or in a Brokerage Account: Exchange traded securities (i.e., stocks, bonds, options, ETFs) are only available for purchase in a brokerage account maintained at our custodian Pershing, LLC., which sends you confirmations and account statements. Other securities, including mutual funds, variable annuities, and alternative investments, may be owned in either a brokerage account or directly held with the product sponsor ("directly held").

With a directly held account, SCMI purchases the investment directly with the product sponsor, which is responsible for sending you confirmations and account statements. In a brokerage account, you can hold several different types of securities, which can be more efficient because all the securities are included on one statement and you receive one Form 1099. With a directly held account, you may only hold products issued by that product sponsor. Brokerage accounts typically have annual maintenance fees and fees for transactions and other services while directly held accounts typically do not charge such fees, which makes directly held accounts less expensive.

While there are important differences between brokerage and directly held accounts, we do not require your financial professional to open a particular type nor do we incent the financial professional to open one type over the other. Talk to your financial professional about which type of account is best for you.

Firm Revenue: Commissions, Fees, and Third-Party Compensation

We earn revenue primarily from clients. We also earn revenue from product sponsors and money managers ("third parties") who assist us in providing the investments and services that we offer you.

A. Revenue from Clients

Our brokerage revenue from clients includes:

1. **Commissions:** We receive Commissions you pay when you buy or sell equities and fixed-income

investments (this applies when we act as agent or broker). We share this revenue with your financial professional.

2. Markups and markdowns: We receive revenue from markups and markdowns on your price when you buy or sell securities (this applies when we act as principal buying and selling from our own inventory, primarily for bonds). We share this revenue with your financial professional.

3. Sales loads: Sales loads (sales charges), commissions or concessions derived from the offering and sale of various managed investments such as mutual funds, unit investment trusts, insurance and annuities. A commission, or sales load, is typically paid at the time of the sale and can reduce the amount available to invest. For more information about other commissions that apply to a particular transaction, please refer to the applicable product disclosure form, investment prospectus, or offering document. We share this revenue with your financial professional.

B. Revenue from Third Parties

Our revenue from third parties includes:

1. Trail Compensation and/or 12b-1 Fees: Payments from mutual fund and insurance companies in the form of distribution and/or service fees (12b-1 fees), trail commissions or renewal commissions, which are fully described in the applicable prospectus or offering document. Trails are typically paid from the assets of the investment product and the amount is calculated as an annual percentage of assets invested by SCMI customers. The more assets you invest in the product, the more trails we earn. Therefore, we have an incentive to encourage you to increase the size of your investment. The percentage of assets received varies by product, which creates an incentive to recommend products paying higher trails. We share this revenue with your financial professional. This creates a conflict for your financial professional to recommend funds paying higher trail compensation. We manage this conflict by disclosing it to you.

- **Mutual Funds and 529s:** The ongoing 12b-1 trail payment depends on the class of shares but is typically between 0.25% and 1% of assets annually.

- **Annuities:** The amount and timing of trail payments varies depending on the issuer and type of policy purchased. The maximum trail payment for annuities is typically 1.5%.

- **Alternative Investments.** For alternative investment products, such as private funds, trail payments may be as high as 1.25% on an annual basis.

2. Revenue Sharing Payments: We may receive payments known as revenue sharing from certain mutual fund companies, 529 plan program managers and insurance companies (collectively referred to as “product partners”). Our receipt of revenue sharing payments creates a potential conflict of interest in that we have an incentive to offer products from product partners that pay us revenue sharing. There is also a conflict in that SCMI receives more revenue for certain product types than others. We address these conflicts by disclosing them to you and by not sharing any of the payments with our financial professionals, who are free to offer various product types, as well as products from firms that do, or do not, pay revenue sharing to SCMI.

- Mutual Fund Sponsors. SCMI may receive compensation of up to 0.25% on an annual basis of customer assets invested with certain mutual fund families. SCMI also receives flat annual payments at the discretion of certain fund sponsors as support for SCMI's product marketing and the education and training efforts for financial professionals in connection with the sale of their products.

- Insurance Carriers: SCMI may receive compensation from insurance carriers that ranges from .05% to.50% annually of insurance product sales.

- Direct Participation and Alternative Investment Sponsors: SCMI offers alternative investment products, including direct participation programs (DPPs), REITs, LPs, 1031 exchanges, BDCs, and private equity. While the revenue sharing agreements with each alternative investment company may vary, we may receive up to 1.5% of the gross amount of sale for these products. Providers of alternative investment products also may make payments to SCMI to support and participate in marketing and educational efforts, such as conferences and seminars.

- UIT Sponsors. SCMI may receive fees, often referred to as volume concessions, from UIT sponsors that are based on a percentage of sales volume. These fees are set by the UIT sponsor and vary. The UIT prospectus contains detailed descriptions of these additional payments.

3. Revenue from Pershing, LLC:

A. Miscellaneous Fee Revenue: For accounts held at our clearing firm Pershing, LLC, customers may pay miscellaneous fees directly for account services, including but not limited to, transaction fees for purchases of products on the Pershing, LLC platform, wire transfers, returned checks, transfer on death services, outgoing account transfers, account inactivity, margin extension fees, margin interest fees, IRA annual maintenance fees, and IRA termination fees. These charges may be assessed against the customer's account and may include additional charges, or markups, that SCMI assesses for these account services. In some instances, when a new financial professional joins SCMI, her former customers may determine to follow her to SCMI by moving their accounts from the prior firm, often incurring account closing fees in the process. In some instances, SCMI reimburses clients these account closing or termination fees and then receives reimbursement from Pershing, LLC. We do not share this revenue with your financial professional.

B. Money Market Funds Revenue: SCMI offers a cash sweep option through Pershing, LLC and receives revenue sharing payments for assets that are held within the money market deposit program. None of the financial revenue sharing payments received for this arrangement are shared with any financial professional who recommends a cash sweep option.

C. Loan Advance Revenue: SCMI also may participate in Pershing, LLC's Loan program, which allows clients to access credit in the form of a non-purpose loan. SCMI receives revenue sharing payments from Pershing, LLC for its assistance in facilitating this program and shares this revenue with your financial professional. SCMI and its financial professionals do have an incentive to recommend that customers borrow money rather than liquidating some of their account assets so that SCMI and the financial professional can continue to receive brokerage commissions and fees on those assets.

4. Fees Received from our Financial Professional: SCMI may provide services and technology to its financial professionals for which it may charge monthly fees. SCMI may also charge fees for other administrative, compliance, and supervision services. Depending on the situation, these fees can make it more or less profitable for the financial professional to offer and recommend certain services or products over others. Additionally, SCMI may charge your financial professional transaction fees, which can vary by product. This can serve as an incentive to recommend investment products that carry the lowest transaction charges.

Financial Professional Compensation

SCMI compensates financial professionals pursuant to either an independent contractor agreement or a W2 employment agreement. Described below are the compensation and other benefits that independent contractor and/or W2 employee financial professionals may receive from SCMI.

1. Cash Compensation: When you buy or sell certain investments, such as stocks, bonds, exchange-traded funds, and other investment products, you pay to SCMI a commission or a sales charge. The amounts differ depending on the investment and the amount of the transaction. SCMI may also receive payment from the mutual fund or insurance company if you buy mutual funds, annuities, or insurance policies. SCMI pays your financial advisor a portion of these charges and payments. The payout level may vary based on the financial professional's agreement with SCMI. Some investments provide more compensation to your financial professional than others, which creates a conflict in that it can influence the investment product recommendation. For information on the amount of the sales charge or commission applicable to your investment, please refer to either the product offering document (or prospectus) or the trade confirmation, as applicable.

2. Trail Compensation and/or 12b-1 Fees: As discussed above under the Firm Compensation section, the firm receives, and shares with financial professionals, payments from mutual fund and insurance companies in the form of distribution and/or service fees (12b-1 fees), trail commissions or renewal commissions, which are fully described in the applicable prospectus or offering document. Trails are typically paid from the assets of the investment product and the amount is calculated as an annual percentage of assets invested by SCMI customers. The more assets you invest in the product, the more trails we earn. Therefore, we have an incentive to encourage you to increase the size of your investment. The dollar amount of trails received varies by product, which creates an incentive to recommend products paying higher trails. This creates a conflict for your financial professional to recommend funds paying higher trail compensation. We manage this conflict by disclosing it to you.

3. Recruitment Compensation: In many cases, SCMI provides financial professionals financial incentives when they join our firm from another firm. In general, if your financial professional is joining SCMI from another firm, you should discuss the reasons your Financial Professional decided to change firms and any costs or changes in services you would incur by transferring your accounts to SCMI.

Financial Professionals joining from other firms are eligible to receive incentives, including loans, bonuses and/or other compensation, if they reach certain asset and/or production levels or other targets. The amount paid to Financial Professionals under these arrangements is largely based on the amount of the business serviced by the Financial Professional at their prior firm and the Financial Professional achieving a minimum percentage of their prior firm production and asset levels within a specific time period after joining SCMI.
These payments are often substantial and take various forms, including loans, forgivable loans, transition bonus payments and various forms of compensation to encourage Financial Professionals to

join SCMI, and are contingent on your Financial Professional's continued affiliation with SCMI. Therefore, even if the fees you pay at SCMI remain the same or are less, the transfer of your assets to SCMI contributes to your Financial Professional's ability to meet such targets and to receive additional loans and/or compensation even if not directly related to your account or the fees you pay to us.

These practices create an incentive and a conflict of interest for your Financial Professional to recommend the transfer of your account assets to SCMI because a significant part of the Financial Professional's compensation is often contingent on the Financial Professional achieving a pre-determined level of revenue and/or assets at SCMI.

4. Noncash Compensation: Third-party providers may also give financial professionals gifts up to a total value of $100 per provider per year, consistent with industry regulations. Third parties may occasionally provide financial professionals with meals and entertainment of reasonable value. We want you to understand that this creates a potential conflict of interest to the extent that this may cause financial professionals to prefer those Product Partners that provide these noncash incentives. We address these conflicts of interest by maintaining policies and procedures regarding the sale and supervision of the products and services we offer to you, and by disclosing our practices to ensure you make a fully informed decision.

5. Recognition and Awards: We may receive payments from product sponsors to offset expenses for financial professional meetings and allow product sponsors to sponsor events or meals at these meetings. These payments create a conflict of interest in that financial professionals could have an incentive to recommend investment products offered by these product sponsors.

6. Revenue from a Financial Professional's Outside Business Activities (OBAs): Financial professionals are permitted to engage in certain SCMI-approved business activities other than the provision of brokerage and advisory services through SCMI or SCAI. Financial professionals receive compensation and benefits from these activities and in certain cases they may earn more compensation from their OBAs than they earn through SCMI. Examples of common OBAs in which our financial professionals participate:

- Insurance product sales (e.g., fixed life insurance, property & casualty)
- Tax preparation and/or accounting
- Realtor activities

A financial professional's OBAs are separate and distinct from their SCMI activities. Your financial professional may own the company through which the OBA is conducted. By engaging in OBAs, your financial professional may have an incentive to recommend you purchase products or services through the OBA and away from SCMI. If you engage with a financial professional for services separate from SCMI, you may wish to discuss with him/her any questions you have about the compensation he/she receives from the engagement. Additional information about your financial professionals outside business activities is available on FINRA's website at http://brokercheck.finra.org.

Products: Fees, Costs, and Compensation

A. Mutual Funds, Closed-end Funds, and Exchange Traded Funds

1. Mutual Funds

Mutual funds are professionally managed portfolios of securities that pool the assets of individuals and organizations to invest toward a common objective, such as current income or long-term growth. All mutual funds are offered for sale through a prospectus, which you should read prior to investing in a fund. The prospectus describes the sales charges and expenses applicable to the fund and it describes the fund's investment objective.

All mutual funds charge investment management fees and ongoing expenses for operating the fund and these expenses can vary by the share class purchased. The most common types of mutual funds are Class A and Class C shares. Some funds offer no-load share classes available in advisory programs. Funds may also offer special share classes for qualified retirement plans and other types of accounts. The key distinctions between share classes relate to costs: the sales charge and operating expenses. Your financial professional's compensation is determined by the type of share class purchased.

> **Class A Shares**: For class A share mutual funds, you typically pay a front-end sales charge, called a sales load, which is deducted from the initial investment. Mutual funds with front-end loads generally reduce the sales charge as the amount of your investment increases above certain levels, according to a breakpoint schedule. Sales charges for mutual funds investing predominantly in equities generally are higher than those of mutual funds investing primarily in bonds. Your front-end charges may be reduced or eliminated as the amount of your investment with the mutual fund company increases above certain levels. Such reduced charges are known as breakpoint discounts. At a certain level, typically $1 million, you may stop paying sales charges. Annual operating expenses for class A shares are generally lower than for class C shares. Please refer to the prospectus for the specific sales charges and expenses.
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> **Class C Shares**: For class C share mutual funds, you are normally not charged a front-end sales charge or a contingent deferred sales charge (CDSC) unless you sell shares within a short period of time, usually one year. The operating expenses are usually higher than those of class A shares. Class C shares do not offer breakpoint discounts. Class C shares typically are more appropriate for investors with a shorter investment time frame.

The mutual fund company pays SCMI a commission at the time you make your investment with the amount varying depending on the share class purchased and any applicable break point discounts. SCMI pays a portion of this commission to your financial professional. The product sponsor also pays us an ongoing distribution and/or service fee (12b-1 fees) that are paid out of fund assets for as long as you own your shares and we are the broker of record. Your financial professional receives a portion of these trail payments. Please ask your financial professional how he or she is paid for mutual fund transactions.

SCMI offers a cash sweep option through Pershing, LLC and receives revenue sharing payments for assets that are held within the money market deposit program. None of the financial revenue sharing payments received for this arrangement are shared with any financial professional who recommends a cash sweep option.

Money Market Mutual Funds: A money market mutual fund contains short term debt and monetary investments and has an objective of maintaining a stable net asset value of $1 per share. There are no sales charges when you buy a money market fund. There typically is no fee to redeem money fund shares unless the fund's board has determined to impose liquidity fees in certain circumstances. The fund's prospectus contains information regarding the fund's objectives, risks, investments, fees and expenses.

SCMI does not charge commissions or fees for the purchase or liquidation of money market funds. We do receive 12b-1 fees for distribution services we provide and share these with your financial professional.

Certain mutual funds may pay SCMI additional amounts known as revenue sharing payments, which are based on overall sales and/or assets on behalf of the fund or its fund family. For information about revenue sharing, please see the section of this document entitled Firm Revenue.

2. Exchange Traded Funds (ETFs)

An ETF is an exchange-traded security combining attributes of conventional stocks with mutual funds. ETFs are pooled investment funds that offer investors an interest in a professionally managed portfolio of securities that track an index, a commodity or a basket of assets. ETFs may be actively managed or passively-managed and they trade on stock exchanges where they may experience price changes throughout the day as they are bought and sold. Certain types of ETFs, namely leveraged ETFs and inverse ETFs are significantly riskier than basic ETFs.

We act as an agent for your ETF transactions, which means we send your order to an external venue to buy or sell shares of the ETF. You pay a commission based on the amount of the transaction, which we share with your financial professional. ETFs also carry built-in operating expenses that affect the ETF's return. For more information, please refer to the applicable offering document.

3. Closed-end Funds

A closed-end fund is a type of investment company that is typically actively managed in an effort to outperform market indexes. Close-end funds have a fixed number of shares that are publicly traded on an exchange. The share prices fluctuate based on investor supply and demand and there is no requirement that the share price match the Net Asset Value (NAV). Many closed-end funds trade at a discount to NAV. Open end mutual funds, on the other hand, are priced each day at NAV. Closed-end funds are not required to redeem shares.

We act as an agent for your closed-end fund transactions. This means we send your order to an exchange to buy or sell shares of the closed-end fund. You pay a commission based on the amount of the transaction. Closed-end funds also carry built-in operating expenses that affect the fund's return. Your financial advisor receives a percentage of the commissions from closed-end fund trades.

B. Unit Investment Trusts (UITs)

A UIT is an SEC-registered investment company that invests in a fixed, diversified group of professionally selected securities according to a specific investment strategy. Unlike open end mutual funds, the securities within the UITs portfolio generally are not actively traded and instead maintains more of a buy and hold approach to investing. As a holder of a UIT you own a portion of the securities in the trust.

UITs have a set termination date where the portfolio securities are sold and the proceeds are paid to investors. Prior to the UIT's termination, a holder may redeem shares by tendering back to the sponsor. The amount received will be based on the current value at the date of redemption, which may be less than the original amount invested. UIT sponsors continuously offer new series of UITs, which makes it possible for investors to purchase a new series of the UIT upon expiration of the current UIT.

In brokerage accounts, you typically pay either a front-end sales charge or a combination of front-end and deferred sales charges. The deferred sales charge is usually deducted from your account in periodic installments. We receive a portion of that sales charge from the provider sponsoring the UIT. The trust sponsor may also charge a “creation and development” fee (C&D) to compensate for the costs of organizing and offering the portfolio.

UITs have built-in operating expenses that affect their return. Details on the operating expenses and organizational fees are included in each UIT’s prospectus. We may receive additional compensation based on our overall sales, or volume concessions, which are received from the unit trust sponsor. The potential volume concession amounts are detailed in each UIT’s prospectus. For information about volume concession, please see the corresponding prospectus.

Your financial professional receives a percentage of the overall dealer concessions the product sponsor pays to SCMI as outlined in the prospectus. For fixed-income trusts, the dealer concession may vary based on the number of units underwritten. For information about underwriting concession, please see the corresponding prospectus. Your financial professional does not receive commissions from the sale or liquidation of UITs. Also, your financial professional does not receive direct compensation or any portion of volume concession payments we may receive from UIT sponsor.

C. Variable Annuities

Variable annuities are contracts issued by insurance companies into which the buyer makes a lump-sum payment or series of payments. In return, the insurer agrees to provide either a regular stream of payments beginning immediately (or at some future date) or a lump sum payout at a future time. The client pays premiums to the issuing insurance company. At the client’s direction, the insurer allocates the client’s premium payments to investment options, or sub-accounts (which are similar to mutual funds) comprised of stocks, bonds, or other investments. When you invest in a variable annuity, any growth credited to your account is credited to your account but is not taxed until you take distributions, at which point you pay taxes on any gains. Withdrawals before the age of 59 ½ may also incur a federal tax penalty. Please refer to the prospectus for information specific to the variable annuity you purchase.

Fees and charges: Because variable annuities possess insurance features, they have fees and/or expenses that are not found in other investment products. The fees or expenses that you pay vary depending on the terms and share class of the annuity purchased. The most common fees are as follows:

- **Surrender charge.** Most variable annuities do not have an initial sales charge. However, insurance companies usually assess a surrender charge — often called a contingent deferred sales charge (CDSC) — to an annuity owner who liquidates a contract or makes a withdrawal in excess of the free withdrawal provision (typically 10%) during the surrender charge period specified in the prospectus. The CDSC typically decreases over several years. Please read the prospectus carefully with regard to the applicable surrender charges.

- **Mortality & Expense Risk charge (M&E).** The insurance company charges you this fee for the insurance risks it assumes by providing you guaranteed[1] future payments and basic death benefits. In addition, this fee helps offset the cost of commissions paid.
- **Administrative fees.** These fees cover administrative costs associated with servicing the annuity, including the cost of transferring funds, tracking purchase payments, issuing confirmations and

statements, recordkeeping, and customer service.

- **Contract maintenance fee.** This is an annual flat fee — approximately $25 or $30 a year — to keep the contract active. This fee may be waived on variable annuity contracts with account values over a certain dollar amount (for example, $50,000). See the prospectus for details.

- **Underlying fund expenses on subaccounts:** These fees cover the cost of managing the investments within the subaccounts.

- **Optional Rider costs.** Additional riders that provide protection for death and/or provide income may cost extra.

Commissions and Compensation: In brokerage accounts, we primarily offer B-share variable annuities, which are characterized by deferred sales charges that typically range from 5% - 7% in the first year and subsequently decline to zero after five to seven years. The commission payable to SCMI, which we share with your Financial Professional, ranges from between 3-6% of your initial investment, with an annual trail commission of up to 1% of the total value of the annuity. Your financial professional has the option to choose from a higher upfront commission with a lower trail payment or, conversely, a lower upfront commission with a higher trail payment. The total compensation paid with each of these options is generally comparable over time.

Certain insurance companies may pay us additional amounts known as revenue sharing. Please see the section of this document entitled Firm Compensation for additional information.

D. Fixed Indexed Annuities and Buffered Annuities

Fixed indexed annuities are contracts issued by insurance companies where the returns are based upon the performance of a market index, such as the S&P 500. The index annuity provides a guaranteed minimum accumulation value, subject to the solvency of the issuer. The performance is subject to predetermined rate caps and floors, meaning the performance of your fixed indexed annuity will not exceed or fall below the specified return levels as described in the prospectus, regardless of market conditions.

A buffered annuity is similar to a fixed indexed annuity except that there is a potential to lose principal if the index falls farther than the level of protection offered by the annuity. For example, a buffered annuity might offer protection against the first 10% of a market decline; if the market declines beyond 10%, you would be responsible for any loss beyond 10%

Typically, index annuities do not have a front-end sales charge when you purchase them, but you may pay a CDSC to the insurance company if you liquidate the contract before the end of a certain period of time. The percentage amount of the CDSC usually declines over time. Typically, you do not pay any sales charges or annual operating expenses when you purchase a fixed indeed or buffered annuity. The insurance company considers all its costs, including commissions, when determining the interest rate, caps, participation rates, and CDSC.

The insurance company pays SCMI a commission at the time you pay your premium and, for some contracts, at the time of any subsequent renewal. The commission is not deducted from your initial premium or renewal amount. We share this commission with your financial professional. We may also receive a revenue sharing payment from the insurance company, which we do not share with the financial professional.

E. General Securities (Stocks and Bonds and Certificates of Deposit)

1. Common and preferred stocks: when you buy or sell stock, we will act as your agent and route your order to an exchange to buy or sell shares. You pay a commission based on the amount of the transaction, which we share with your financial professional. In the event of trade errors and corrections, we can either earn a profit or loss.

2. Bonds (Corporate, Municipal, Government): When you purchase bonds, we act as either principal or agent. If we act as agent, we will charge you a commission, expressed as a percentage of the dollar amount you buy and sell. If you buy a bond from our inventory or sell a bond that we purchase directly from you, we act as a principal and will either markup the price (for a purchase) or markdown the price (for a sale). The amount of the commission or markup or markdown will be reflected on the trade confirmation. We share this compensation with your financial professional.

3. Certificates of Deposit (CDs) and Structured CDs:
CDs issued by banks or S&Ls and have fixed interest rates and set maturity dates. We also offer market-linked CDs, which are CDs with a return based on a collection of stocks or a market index, such as the Dow Jones Index or a basket of equities. CDs and market linked CDs are FDIC insured.

Structured CDs are offered by private issuers, are usually senior unsecured obligations of the issuer, and are not FDIC insured. While not FDIC insured, these CDs are principal protected if held to maturity, subject to the creditworthiness of the issuer. Some structured CDs may be callable, which gives the issuer the right to or obligation to call the security away from the owner at preset dates and index levels. Please read the prospectus to information relating to investment objectives, risks, charges, and expenses of structured CDs before investing.

For new issues, clients pay the initial offering price, which is set by the issuer. The offering price includes costs and fees associated with purchasing the security and includes selling concessions paid to SCMI. Clients are not charged additional sales charges or commissions. The offering price and a description of the costs and fees associated with a security can be found in the prospectus. SCMI imposes limits on the amount of structured CDs an investor may purchase. We share the selling commission received with your financial professional.

For CDs purchased in the secondary market, clients pay a markup (in the case of a purchase) or a markdown (in the case of a sale), which generally consists of (1) the sales credit (effectively a commission) that varies based on the time to maturity and (2) the markup or markdown that the trading desk has included as part of the transaction. We share the markup/markdown with your financial professional.

F. Alternative Investments

SCMI offers alternative investment solutions that can include non-traded real estate investment trusts (non-traded REITs), non-traded business development companies (non-traded BDCs), non-traded closed-end funds, hedge fund offerings, private equity offerings, real estate private placement funds, oil and gas programs, interval funds, 1031 exchanges via DSTs and other various private placement offerings.

These products are classified as "alternative" because they are unlike traditional brokerage securities, such as stocks and bonds, and are generally not traded on an exchange. In some cases, alternative investments have a negative correlation to traditional investments and are used to further diversify portfolios beyond the traditional asset classes to help manage risk.

Alternative investments are generally illiquid long-term investments (7-10+ years) and there typically does not exist a secondary trading market. For this reason, converting an alternative investment to cash prior to liquidation is extremely difficult and may not be possible. In some cases, it may be difficult to determine the current value of the asset. Units or shares of these types of investments may fluctuate in value. Therefore, at the time of redemption, they may be worth more or less in value than the original amount invested. Most of these offerings are sold by prospectus or offering memorandum, which contains more complete information including risks, costs and expenses. Investors should read these carefully before investing.

Additionally, these investments contain fees and expenses that are higher than those of other investment types. These products are complex, risky, and not appropriate for everyone. For this reason, there are heightened investor qualification requirements for purchases. There also could be a less expensive or less complicated product that is similarly appropriate for you.

When you invest in an alternative investment, the product sponsor pays us a sales charge or commission, which we share with your financial professional. In addition to this sales charge you will also be responsible for paying additional expenses relating to the organization and operation of the investment. As much as 12-15% of your investment can go pay for these expenses (which includes the sales charge). A complete description of these expenses can be found in the product prospectus. We share the sales charge received with your financial professional.