



FORM ADV DISCLOSURE BROCHURE

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This brochure provides information about the qualifications and business practices of 1919 Investment Counsel, LLC (“1919”). If you have questions about the contents of this brochure, please contact us at (410) 454-2171. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

1919 Investment Counsel, LLC is a registered investment adviser. Additional information about 1919 is available on the SEC’s website at www.adviserinfo.sec.gov. Investment adviser registration does not imply a certain level of skill or training.



ITEM 2. MATERIAL CHANGES

There have been no material changes since the last filing of the Form ADV.

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ITEM 4. ADVISORY BUSINESS

A. Firm Description

Founded in 1919, 1919 Investment Counsel, LLC ("1919") has been a wholly-owned subsidiary of Stifel Financial Corp. ("Stifel"), a publicly held company whose common stock trades under the symbol "SF", since November 8, 2014, when it was acquired from Legg Mason, Inc. 1919 was originally founded as Scudder Stevens & Clark and later known as Scudder Private Investment Counsel while under the ownership of Zurich Insurance Co., from 1997 to 2001, and Deutsche Bank from 2002 to 2004.¹

1919 is managed on a day-to-day basis by its CEO Harry O'Mealia.

1919 is a Maryland limited liability company formed in 2004 and is registered with the SEC as an investment adviser. As of December 31, 2025, 1919 managed approximately \$23.036 billion of both discretionary and non-discretionary assets. 1919 is a separately registered investment adviser that generally operates independently of other Stifel-affiliated advisers and broker-dealers. Information about 1919's qualifications, business practices, portfolio management techniques and affiliates is accessible on our website at www.1919ic.com.

B. Advisory Services

When serving as an investment adviser, we have a fiduciary relationship with clients and are therefore held to the legal standards set forth in the Investment Advisers Act of 1940, certain state laws, and common law standards applicable to fiduciaries. These standards include the duty of care, including the obligation to have a reasonable basis for believing that our investment recommendations are suitable and consistent with each client's stated objectives and goals, and the duty of loyalty, including the obligation to provide the client with full disclosure of material conflicts of interest. It is 1919's philosophy to put our clients' interests first and to provide investment services based on client-driven guidelines. Our duties differ depending on the authority that a client has granted us and the services that we have agreed to provide – for example, whether we have agreed to provide non-discretionary versus discretionary services or when we provide episodic (e.g., financial planning, generational planning) versus continuous advice. 1919's core business is providing comprehensive investment counsel services including, but not limited to, equity, fixed income, and private funds, discretionary and non-discretionary investment advisory services, financial planning, family office services, and estate and generational wealth planning. 1919 is also the investment manager to mutual funds.

1919 tailors investment advisory services to clients' needs and manages client portfolios according to the investment guidelines and investment objectives defined by the client on their investment policy statement. The firm's investment professionals work directly with individual and institutional clients to develop these investment policy statements and tailor portfolios to reflect individual client considerations including time horizon, risk tolerance, liquidity needs, restrictions on investing in specific securities or types of securities, portfolio income and cash flow needs, tax considerations, and clients' changing needs. Investment professionals primarily focus on, but are not limited to, liquid mid- to large-cap stocks and investment grade fixed income securities, while also using third-party managers to supplement with strategies they believe complement these core assets. For certain client accounts, 1919 directs the investment of client assets in mutual funds. From time to time, 1919 presents a variety of alternative investments, including private equity, hedge funds, and real estate investments, to clients if appropriate. Clients can define investment restrictions and/or positive screenings with respect to any of their accounts (or specific assets within the accounts), such as restricting investments in specific securities, types of securities, industries, or

¹ Unless otherwise stated, references to 1919 also includes Arthur Karafin Investment Advisors ("AKIA"), a department of 1919. AKIA is not a separately registered investment advisor.

sectors. The performance of accounts will differ (potentially significantly) from the performance of other accounts in the same strategy, without similar restrictions, considerations or different entry points.

Clients should promptly notify us if any significant life or financial changes occur so we may assist with adjusting their investment portfolio accordingly.

C. Strategies

In addition to the core offering of tailored investment management, 1919 also manages a variety of investment strategies that can be made available to clients through direct accounts or certain wrap platforms. These strategies include the following:

1919 largely provides discretionary investment management services, which involve 1919 making investment decisions for client accounts. However, 1919 also provides certain clients with non-discretionary investment advisory services. When 1919 provides non-discretionary investment advisory services, the client directs investment decisions, including whether to approve

Type	Strategies	
Responsible Investing	▪ Inclusive Investing Equity ▪ Sharia Equity ▪ SRI / ESG Balanced ▪ SRI / ESG Catholic Values Equity ▪ SRI / ESG Climate Aware ▪ SRI / ESG Equity	▪ SRI / ESG Full Range Duration Fixed Income ▪ SRI / ESG Intermediate Duration Fixed Income ▪ SRI / ESG International ADR Equity
Equity	▪ Disruptive Innovation Equity ▪ Dividend Growth Equity ▪ Equity Income ▪ Global Growth Equity-ADR	▪ Quality Growth Balanced ▪ Quality Growth Equity ▪ Real Estate Strategy ▪ Core Growth Strategy
Fixed Income	▪ Core Taxable Short Duration ▪ Full Range Duration Fixed Income ▪ Intermediate Duration Fixed Income ▪ Intermediate Govt/Credit Fixed Income ▪ Intermediate Municipal Fixed Income ▪ Municipal 1-10 Year Ladder ▪ Municipal California Long Income Focused	▪ Municipal Intermediate Duration ▪ Municipal Short Duration ▪ National Municipal Long Income Focused ▪ Tax Responsive Intermediate Duration ▪ Tax Responsive Short Duration ▪ Taxable Intermediate Duration

1919's investment recommendations. If 1919 provides non-discretionary advice, then 1919 will implement the recommendations only after receiving the client's approval.

1919's non-discretionary investment advisory services include:

- providing another financial firm, if that firm is itself a 1919 client, with, and continuously monitoring and updating, a model investment portfolio that it, in turn, can implement for accounts of its own clients; or
- reviewing, monitoring and/or making investment recommendations for specific client accounts.

D. Additional Services

Family Office Services

1919 offers family office services for which fees are assessed on a client-by-client basis based on the account value and servicing level required. Such fees are separate from and in addition to investment management fees. These services, which represent an extension of 1919's core business of providing comprehensive investment counsel, can include (i) outsourced Chief Investment Officer, (ii) financial planning services (see below), (iii) administrative services, (iv) coordinating outsourced tax preparation and reporting services, (v) providing consolidated and/or customized reporting, and/or (vi) bill pay. Family office services may be on either a one-time or ongoing basis. When evaluating or recommending affiliates' services, 1919 addresses potential conflicts of interest by acting solely in the clients' best interests. 1919 may delegate certain family office services to third parties or may refer clients directly to the providers of such services. 1919 will not be responsible for a third party's provision of services.

Financial Planning Services

We offer financial planning with additional investment advisory services (specifically, discretionary investment management) at the wishes of the client. For clients who have greater than routine financial planning servicing needs, 1919 reserves the right to negotiate a separate fee prior to providing services. 1919 will consider a client request to waive this fee at its discretion, including, without limitation, for a client that has not already retained 1919 as its investment manager and does so in connection with, or after, receiving financial planning services. 1919 can also provide financial planning services together with certain third parties that have expertise in certain specialties, such as the client's legal, tax and/or insurance advisers. 1919 is not responsible for advice or services provided by such third parties. Once we have provided a finalized financial plan, the client decides whether to implement or instruct 1919 to implement the recommendations based on their needs and preferences.

Financial plans can help clients evaluate their financial situation and how best to pursue their long-term goals. The financial planning process is collaborative and tailored to each client's unique circumstances. We encourage clients to set clear financial goals and to provide a complete description of their financial circumstances. To develop a comprehensive and personalized financial plan, we generally request information such as cash flow needs, investment goals, objectives, risk tolerance, bank and brokerage statements, employee benefits statements, and insurance policies, all of which will assist us in understanding the client's financial situation. Clients should notify us promptly if any significant life or financial changes occur so we may assist with adjusting the financial plan as needed. We will use the information a client provides to prepare our financial planning recommendations and guidance, which cover a variety of topics. As appropriate, this can include:

- Cash Flow Analysis: Analyze monthly spending needs and income.
- Retirement Analysis: Goal funding retirement analysis calculating the results of a plan by running trials, where each trial has a different sequence of returns. The analysis identifies the probability of funding all goals without exhausting all resources over the estimated time horizon.
- Net Worth Overview: A snapshot of the client's current financial position looking at the difference between assets and liabilities.
- Asset Allocation Comparison: Compares the allocation of the client's current portfolio to a target risk-based portfolio. Identify changes associated with investment strategies and allocation changes the client should consider.
- Insurance Needs Analysis: Analyzes whether the client has adequate investment assets and resources to support their family if the client passes away earlier than expected (e.g., compares income needs to income sources across multiple disability periods, identifies how an extended long-term care event could adversely impact the client's investment portfolio).

Estate and Generational Wealth Planning

In addition to investment advisory services, 1919 also offers estate and generational wealth planning, trust advisory services, and philanthropic planning. 1919 can design a plan for managing and distributing a client's assets in the event the client becomes incapacitated or passes away. This process includes working with our clients' other advisers, such as attorneys and accountants, to create estate planning documents that can be used to achieve our clients' goals, such as a will, revocable trust, power of attorney, and healthcare power of attorney (or healthcare proxy). If appropriate for the client's circumstances, we also advise on tax-efficient generational wealth planning strategies such as Grantor Retained Annuity Trusts, Charitable Remainder Trusts, Charitable Lead Trusts, Irrevocable Life Insurance Trusts, Marital Trusts and gifts to minors.

Philanthropic Planning Services

Federal law provides incentives to donors making a gift to charity. These include income, gift and estate tax deductions as well as tax-exempt status for various types of charitable entities, including private foundations and donor-advised funds. After meeting with clients and understanding their goals, we might suggest utilizing a type of charitable planning vehicle, such as a donor-advised fund or private foundation. Although 1919 does not provide tax advice, we are able to guide clients through the planning process and help them think through the issues and possibilities.

Scope and Limits of Financial, Estate and Generational Wealth, and Philanthropic Planning Services

Topics or Areas Not Covered. Our financial, estate and generational wealth, and/or philanthropic plans, may not address every aspect of a client's financial life or intentions (e.g., areas not covered include analysis of property and casualty, homeowners, and excess liability coverage, etc.). In addition, a topic may not be included in a financial, estate, generational wealth, or philanthropic plan for a variety of reasons (for example, because we did not receive sufficient data from the client to complete an analysis); unless we explicitly state otherwise, a client should not take any such omission as an indication that the topic is not applicable to their particular situation.

No Verification of Outside Assets Analyzed. In developing a financial plan for a client, we generally consider and analyze information relating to assets that a client holds at other financial institutions if the client has provided us with the relevant information. In considering such information, we will assume that the information that the client has provided is accurate and will not take any steps to verify or ensure the accuracy of information regarding any assets that are managed by parties other than 1919.

No Tax or Legal Advice. 1919 does not offer tax or legal advice, and does not prepare legal documents or tax returns. Any information provided in financial, trust, or estate plans regarding tax matters should not be considered tax or legal advice, nor relied upon to avoid tax penalties or liabilities. We generally coordinate with a client's independent legal and tax advisers during the financial planning process so that they may assess any legal and tax considerations relating to the strategies we recommend. If a client is not comfortable involving those advisers during planning, we recommend that the client separately consults with these advisors to review the client's personal circumstances.

Residency Assumption in Our Plans. Unless a client has explicitly informed us otherwise, our financial, estate and generational wealth, and philanthropic planning services assumes that the client, and their family and heirs are U.S. citizens or residents and subject to U.S. taxes. Our services may therefore not be applicable to or appropriate for those who are subject to non-U.S. tax jurisdictions and requirements.

Implementation of Recommendations. No current or potential client is required to implement or to instruct 1919 to implement any of the recommendations that we provide in a financial, estate, generational wealth or philanthropic plan or to do so through our firm. Clients who would like us to assist in implementing the recommendations will need to enter into an investment advisory agreement.

No Obligation to Update the Plan. While updates to a financial plan are made upon client request, 1919 considers life changes we become aware of when managing a client's portfolio.

Mutual Fund Investment Manager

1919 is the investment manager to two mutual funds that are registered with the SEC. As investment manager, 1919 implements each fund's investment strategy in accordance with its investment guidelines and manages all trading activity and valuation oversight. 1919 is overseen by the funds' boards through U.S. Bank's Advisor Managed Portfolios.

ITEM 5. FEES AND COMPENSATION

Generally, clients pay a management fee on a quarterly basis based on the client's aggregated assets under management with 1919 at that point in time. The fee schedule set forth below is 1919's standard fee schedule as of January 1, 2026. Fees vary for a variety of circumstances that include, but are not limited to, (i) clients who opened accounts under prior fee schedules, (ii) clients who transition their accounts to 1919 from a firm that is affiliated with, or acquired by, 1919, (iii) clients who obtain 1919 investment advisory services pursuant to agreements such clients have with other firms, such as wrap fee program sponsors and 1919 affiliates, Stifel Trust Company, National Association ("Stifel Trust") and Stifel, Nicolaus & Company, Incorporated ("Stifel Nicolaus"), or (iv) clients who have greater servicing needs. Additionally, fees may vary if a client is accessing 1919's investment advisory services through select programs at unaffiliated firms. 1919 and clients will mutually agree to a fee structure prior to entering into an agreement. Clients have the option to purchase investment products that 1919 recommends through brokers or agents that are not affiliated with us.

Account Type	Individual Accounts	Institutional Accounts
	<i>Based on a \$2 million minimum account or client relationship</i>	
Equity / Balanced <i>(excluding AKIA clients)</i>	1.00% on the first \$3 million under management	0.75% on the first \$10 million under management
	0.70% on the next \$7 million under management	0.60% on the next \$15 million under management
	0.50% on the next \$30 million under management	0.50% on the next \$25 million under management
	0.40% on the balance	0.40% on the balance
Fixed Income <i>(excluding AKIA clients)</i>	0.50% on the first \$3 million under management	0.30% on the first \$10 million under management
	0.35% on the next \$7 million under management	0.20% on the next \$15 million under management
	0.25% on the next \$30 million under management	0.15% on the next \$25 million under management
	0.20% on the balance	0.10% on the balance
AKIA	0.50% to 1.00% of assets under management	0.50% to 1.00% of assets under management

Clients may request to "household" accounts serviced by 1919 (that is, group accounts of different clients together when those clients have a pre-existing relationship to one another for an aggregate value that qualifies for a lower fee tier). It is a client's responsibility to determine whether they have multiple accounts that could be placed in a billing household and potentially result in lower overall fees. Special tax rules may apply to the inclusion of IRAs and Keogh plans in a household, and 1919 may decline requests to combine retirement accounts subject to ERISA with non-retirement accounts into a single fee household. Requests for alternative fee arrangements are considered using several factors – such as longevity of relationship, aggregate assets under management across asset types, and requested additional services (e.g., 1919's family office or financial planning services) - and approval is at 1919's discretion.

Wrap Fees

In a wrap fee program, a client pays an asset-based fee to the program sponsor that typically covers the sponsor's investment advisory and custody services, and the cost of brokerage transactions executed by the sponsor or by a broker-dealer designated by the sponsor. 1919's fees are included in the wrap fee when 1919's Wrap Fee Strategy manages the client's wrap fee account. If managed outside of 1919's Wrap Fee Strategy, clients pay 1919 a fee for such investment management services that is separate from the wrap fee paid to the sponsor. Clients with accounts in a wrap fee program should contact the program's

sponsor for information regarding fees and expenses associated with program accounts.

Employee Investment Programs

1919 offers certain investment programs exclusively to 1919 employees, and their children, parents, and in-laws. The standard fee rates and minimum account sizes for these programs are as follows:

Program	Minimum Account Size	Fees
Fund Asset Allocation Program	\$10,000	Range of 0.35% to 0.50% of assets under management
Investment Strategies Program	\$100,000	Equity: Range of 0.35% to 0.50% of assets under management Fixed Income: Range of 0.15% to 0.25% of assets under management
Tailored Investment Strategy	\$500,000 (Minimum Relationship)	Range of 25% to 50% discount to the fee schedule below: 1.00% on the first \$3 million under management 0.70% on the next \$7 million under management 0.50% on the next \$30 million under management 0.40% on the balance

Mutual Fund Investment Manager

For mutual funds that 1919 manages, compensation is based on the fund's average daily net assets as follows:

Fund	Management/Advisory Fee Rate
1919 Financial Services Fund	0.80%
1919 Socially Responsive Balanced Fund	0.65% up to and including \$100 million 0.61% of assets in excess of \$100 million and up to and including \$200 million 0.51% of assets in excess of \$200 million and up to and including \$300 million 0.46% of assets in excess of \$300 million

Fee Billing

Billing Methods. 1919's standard forms of client agreements include client authorization for 1919 to collect (or debit) 1919's agreed-upon fees directly from the client's account. To do so, 1919 sends an invoice to the client's custodian for fee(s) due to 1919 or by electronically instructing the custodian to remit payment. 1919 considers client requests to instead collect fees by invoicing the client directly and has agreed to do so for certain clients. 1919, in its sole discretion, has the right to refuse requests for this alternative billing method. The fees are based on market value as of the last business day of the applicable billing quarter.

Arrears and Advance Fee Billing Frequency. Excluding AKIA, clients of the former Rand & Associates, and certain clients onboarded to 1919 through acquisitions, 1919 generally charges fees quarterly in arrears – i.e., billing of fees at the end of the quarter during which 1919 provided the services covered by the fees. In addition, 1919 has agreed with certain clients to bill fees in advance or at monthly, semi-annual or other intervals. Where 1919 provides tax and certain other services, it generally bills separate fees for such services on an annual basis.

AKIA fees are due in advance (at the beginning of the quarter to which such fees apply). The fee is calculated based on the value of the assets under management at the close of business on the last day of the preceding calendar year or, for new accounts, as of the account funding date. AKIA will adjust an account's value accordingly in the event of (i) a withdrawal that equals or exceeds 20% of the account's value (at close of business on date of withdrawal) and is at least \$200,000, or (ii) an

addition that equals or exceeds 20% of the account's value (at close of business on date of addition) and is at least \$200,000. Any such adjustments generally will take effect with respect to the next quarterly fee charged during the year.

In 2018, 1919 acquired Rand & Associates, a San Francisco-based investment advisor. Clients of Rand & Associates prior to 1919's acquisition generally continue to be billed in advance on a quarterly basis and calculated based on the value of the assets under management as of the close of business on the last day of the preceding quarter. Clients being serviced primarily from 1919's San Francisco office and who were onboarded after the acquisition are generally billed in advance as described above.

If a client is billed in arrears and terminates their relationship with 1919 during a billing period, 1919 will be entitled to a final pro-rated fee for the billing-period-to-termination-date period during which 1919 provided the client with services. If the client's agreement authorizes 1919 to collect or debit agreed-upon fees directly from the client's account, 1919 typically will collect its final fee, as well as any other owed but still unpaid agreed-upon fees, in this manner. Alternatively, 1919, in its discretion, may instead send the client an invoice for such fees.

Clients subject to advance billing who terminate their relationship with 1919 will receive a pro-rated refund for the period beginning with the termination effective date and ending with the last day of the billing period.

1919 pays fee refunds by mailing checks to client custodians for deposit into the accounts previously managed by 1919, directly depositing funds into client accounts, or, if the client requests, mailing checks directly to the client.

Where 1919 manages client accounts as a sub-adviser to another firm or as part of a wrap fee program in which another firm collects and pays 1919 its investment advisory fees, clients should contact such other firm for information on potential fee refunds in the event 1919's investment advisory services are terminated.

Middle and Back Office Services Agreements

1919 provides certain current and former affiliates with limited middle- and back-office services and support. 1919 does not hold itself out as offering such services as generally available and therefore, 1919 does not make any representation that costs under such agreements are negotiated on an arms'-length basis. The service and support level varies by party but can include technology and trading. Personnel delivering services under these bespoke agreements are employed by 1919. Fees for these services are determined by the service levels required and vary on a case-by-case basis.

Other Fees and Expenses

In addition to the fees 1919 charges for its services, a client generally will incur custody, and brokerage and trade execution costs, for securities transactions 1919 effects or recommends for the client's account. Expenses paid to third parties in connection with the acquisition or disposition of investments are borne by the client. These expenses include wire fees, appraisal fees, third-party tax preparation fees, SEC fees on certain security transactions, tax withholding on certain securities, custody specialty reporting or accounting fees, wrap fees (when applicable), mutual fund, ETF or private investment imbedded fees, brokerage commissions (direct or in the form of a spread), prime brokerage and other account fees, custodial expenses, agent bank and other bank service fees, and other investment costs, fees, and expenses incurred in connection with completed investments. Clients that hold investments in American Depositary Receipts ("ADRs") typically pay fees charged by the ADR's depositary bank when the ADR pays dividends – these small fees are deducted from the dividends. When an ADR is purchased or sold in a non-U.S. market for the ADR's underlying ordinary shares, associated conversion and foreign exchange fees typically are included in the ADR price paid or received by the client's account. Brokerage and other transaction costs are also discussed in more detail in Item 12 – "Brokerage Practices".

From time to time, 1919 employees are asked to serve as trustee or executor for client trusts or as executors of client estates. Such trusts and estates are not funded by or for the benefit of 1919 and therefore, to the extent a 1919 employee is offered standard compensation for their services, which is entirely at the discretion of the client, such compensation is not subject to a management fee offset.

Periodically, 1919 benefits from group discounts which have been negotiated with various vendors and service providers alongside Stifel affiliates. Such discounts, or the failure to obtain a discount, do not impact 1919's clients as clients do not bear organizational or other costs outside of management fees and their own, respective custody, brokerage and trade execution costs.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

1919 does not charge performance-based fees.

ITEM 7. TYPES OF CLIENTS

1919 provides investment advisory services to high-net-worth individuals and families, endowments, foundations, other charitable organizations, public/government-related clients, pension and profit-sharing plans, investment companies, corporations, individual retirement plans, partnerships, trusts, and estates. For new client accounts and relationships, 1919 generally charges the minimums described in Item 5 of this brochure. As described in Item 5, 1919, in its sole discretion, can waive otherwise applicable minimums for any one or more clients.

In addition, 1919 reserves the right to refuse or terminate business for any reason, except as otherwise prohibited by law, even if such business would meet applicable standard 1919 account and relationship minimums in accordance with the investment advisory agreement or applicable services agreement.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The investment strategy descriptions in this brochure may not apply to all clients depending on a client's requested portfolio customization. Each investment strategy involves risk of loss, which clients should be prepared to bear. There is no express or implied assurance or guarantee that client investment objectives will be met.

1919 employs comprehensive sector and company analyses to manage risk in client portfolios. In determining portfolio composition, 1919 both conducts its own research and analyzes what we believe to be credible third party data taking into account current economic and market conditions applicable to the asset, and other factors, as appropriate (e.g., the nature of the asset, the ratings assigned by certain rating agencies, the operational history of the issuer, the issuer's cash position, leverage and cash flow, the issuer's position in the industry, the structure of the issuer's debt obligations and political dynamics). Such third parties may rely on various analytical techniques that include artificial intelligence models and machine learning technologies that use their own internal data and external data as inputs. 1919 monitors asset-specific factors and market trends that influence an asset's performance and, consequently, the current composition of a client portfolio to achieve the client's objectives at any given point in time.

Investment portfolios are constructed based on the specific objectives, constraints, and circumstances of each individual client. As a result, investment activity - such as the sale of a particular security - may occur in some client portfolios at a given time while other portfolios do not take the same action. 1919 cannot provide any assurance that target investment opportunities will materialize or, if they do, that clients will realize a return on the securities of any particular company or portfolio of companies. There can be no assurance that any investment strategy will be able to generate returns for clients or that returns will be in proportion to the investment risks. Additionally, distributions resulting from certain types of investments may be subordinated in the event of a default under any credit facility by the issuer of securities held by the client. **Forecasts or forward looking statements of market trends or returns are not guaranteed. Past performance is not a guarantee or indicator of future results. All investments carry a degree of risk and clients may lose a portion or all of their invested capital.**

1919's core investment capabilities are rooted in the construction of actively managed portfolios. The exact portfolio composition is unique to each client based on their risk tolerance, return objectives, cash flow needs, tax considerations and other factors salient to the particular client.

When selecting individual large and mid-cap equities, 1919:

- focuses on high quality companies, employing a hybrid bottom-up and top-down approach;
- employs independent proprietary research to discover unrecognized or underutilized sources of value;
- focuses on companies with demonstrable competitive advantages to enhance long-term returns;
- emphasizes a portfolio of high-quality companies to reduce fundamental risk and significant loss; and
- identifies promising sectors that have the potential to offer above-average opportunities and diversification benefits.

When selecting investment grade fixed income investments, 1919:

- manages our fixed income portfolios actively and tailors portfolio construction with an aim to achieve a total return consistent with client goals;
- capitalizes on our bond sector research to identify undervalued and overvalued sectors and utilize proprietary credit research to address potential positive and negative credit ratings changes; and
- makes duration and term structure decisions that are top-down while our sector weighting decisions are bottom up.

If consistent with a client's guidelines and objectives, 1919 employs a "core and satellite" approach to asset management. To complement 1919's internally managed, core investment strategies listed above, we engage third party investment managers who focus on specific sub-asset classes or styles of management and who 1919 believes execute those strategies particularly well. When selecting third party investment managers, 1919's Third Party Committee evaluates investment philosophy and process, experience, reputation, and costs. 1919 typically accesses third party managers via mutual funds, exchange traded funds (ETFs), private investment funds or other collective investment vehicles, including REITs, managed by such managers. From time to time, 1919 also accesses such managers by retaining them as sub-advisors to manage client assets.

Material Risks

The following is a summary of the material risks associated with asset types that 1919 typically seeks to include in client accounts and the methods of analysis used by the firm. Clients should be aware that not all of the risks listed herein will pertain to every account as certain risks may only apply to certain investment strategies. Furthermore, the risks listed herein are not intended to be a complete description or enumeration of the risks associated with the significant strategies and significant methods of analysis used by 1919. Among other things, an account may invest in assets that are underperforming or non-performing and/or in securities of issuers who are under financial stress. By their nature, such investments involve a high degree of financial risk, and there can be no assurance that a client's return objectives will be realized or that there will be any return of capital.

General Investment Risk. Stocks, bonds and other equity and fixed income securities may decline in value for various reasons. The potential reasons these securities may decline in value are almost without limit and may not be foreseeable. Some common reasons securities may decline in value include:

Actual or anticipated negative developments affecting the issuer of the securities or the assets backing the securities, including: losses, earnings, revenues, expenses, profit margins, cash flow, growth rates, component unavailability, dividend levels or other financial or business metrics that do not meet expectations; deterioration in financial position; competition; changes in technology or governmental regulation; loss of or failure to obtain customers, personnel or necessary government approvals; product failures; lawsuits, corruption; government investigations or enforcement actions; loss of intellectual property protection; and loss or reduction of benefits such as exclusive distribution or supplier rights.

Actual or anticipated negative developments affecting (a) one or more industries in which the issuer of the securities participates, (b) in the case of governmental issuers, the tax base, economy or other attributes of the country or region where the issuer is located; or (c) in the case of securities backed by specified assets, the type of assets backing the securities, such as

mortgages, finance receivables, toll roads, hospitals, etc.

Broader declines in security prices, including global, regional, country-specific, asset class-specific (e.g., equity, fixed income) and investment style-specific (e.g., growth, value) price declines. Potential reasons for these declines include changes in investor preferences; actual or anticipated global, regional or country-specific political, economic, regulatory or social developments (e.g., government changes, monetary policy, inflation, demographic changes, recessions), wars, terrorism, civil unrest, labor stoppages, infrastructure problems (e.g., power outages), and disasters such as earthquakes, floods, droughts, epidemics, oil spills, nuclear incidents, tsunamis, volcano activity, hurricanes and tornadoes.

Below Investment Grade Risk. Below investment grade fixed income securities, which are sometimes referred to as “junk” bonds or high yield securities, are fixed income securities that are rated below Baa or BBB and unrated fixed income securities of comparable quality. These securities have a higher risk of declining in value and defaulting than investment grade (i.e., higher quality) fixed income securities. In particular, below investment grade fixed income securities typically are more volatile and involve greater credit risk than investment grade fixed income securities. See “**High Volatility Risk**” and “**Credit Risk**” below for explanations of these risks. Below investment grade fixed income securities also tend to be less liquid and more susceptible to general investment risk than investment grade fixed income securities. See “**Illiquidity Risk**” and “**General Investment Risk**” for explanations of these risks.

Convertible Securities Risk. A convertible security is a bond, debenture, note, preferred stock, right, warrant or other security that may be converted into or exchanged for a prescribed amount of common stock or other security of the same or a different issuer or cash within a particular period of time at a specified price or formula. A convertible security generally entitles the holder to receive interest paid or accrued on debt securities or the dividend paid on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Before conversion, convertible securities generally have characteristics similar to both debt and equity securities. Convertible securities ordinarily provide a stream of income with generally higher yields than those of common stock of the same or similar issuers. Convertible securities generally rank senior to common stock in a corporation’s capital structure but are usually subordinated to comparable nonconvertible proportionate securities.

Convertible securities generally do not participate directly in any dividend increases or decreases of the underlying securities although the market prices of convertible securities may be affected by any dividend changes or other changes in the underlying securities. Investments in convertible securities may be subject to the risks that prevailing interest rates, issuer credit quality and any call provisions may affect the value of the securities. Rights and warrants entitle the holder to buy equity securities at a specific price for a specific period of time. Rights typically have a substantially shorter term than do warrants. Rights and warrants may be considered more speculative and less liquid than certain other types of investments in that they do not entitle a holder to dividends or voting rights with respect to the underlying securities nor do they represent any rights in the assets of the issuing company. Rights and warrants may lack a secondary market.

The value of convertible securities tends to decline as interest rates rise and, because of the conversion feature, tends to vary with fluctuations in the market value of the underlying securities.

ETF Risk. Investments in exchange-traded funds (“ETFs”) (which may, in turn, invest in equities, bonds, and other financial vehicles though the ETF’s overall performance may not mimic any individual asset or asset type that it holds) may involve the duplication of certain fees and expenses. ETF Shareholders are subject to the fees and expenses of that ETF. Because ETFs are listed on national stock exchanges and are traded like stocks listed on an exchange, ETF shares may be acquired at a discount or premium to their NAV. Finally, because the value of ETF shares depends on the demand in the market, we may not be able to liquidate the ETF holdings at the most optimal time, adversely affecting the strategy’s performance.

Emerging Market Risk. Non-U.S. investment risk is increased for securities issuers and markets in emerging market countries. Emerging markets tend to have economic, political and legal systems that are less developed and less stable than those of the United States and other developed countries. In addition, securities markets in emerging market countries may be relatively illiquid and subject to extreme price volatility. See “**Illiquidity Risk**” and “**High Volatility Risk**” below.

Fund Investments. Unless otherwise agreed with a client, 1919 may invest any client account partly or wholly in shares of mutual funds, ETFs, private investment funds and other collective investment funds, including funds that invest in other funds and funds managed by 1919 or its affiliates (“Affiliated Funds”). Situations in which a 1919 portfolio manager may invest client accounts in funds, including Affiliated Funds, include (i) to provide diversified investment exposure for client accounts or account portions, and (ii) to provide investment exposure in areas where 1919 believes a Fund manager has greater expertise.

Mid Cap Risk. Mid cap risk is the additional risk of loss typically associated with investments in securities of mid cap companies. Negative company-specific developments tend to cause securities of mid cap companies to decline in value more than securities of large cap companies. See clause (i) of “General Investment Risk” above for examples of such developments. Reasons for mid-cap companies’ increased risk of loss from such developments include the tendency of mid cap companies to have more limited product lines, operating histories, markets and financial resources, and also to be dependent on more limited management groups. Securities of mid cap companies also tend to be more volatile and less liquid than securities of large cap companies. See “**High Volatility Risk**” and “**Illiquidity Risk**” below.

Non-U.S. Investment Risk. Non-U.S. investment risk is the additional risk of loss typically associated with investments in securities of non-U.S. issuers. Investments in securities of non-U.S. issuers tend to involve greater risk than investments in U.S. issuers. This increased risk arises from factors that include: many non-U.S. countries having securities markets that are less liquid and more volatile than U.S. securities markets; political and economic instability in some non-U.S. countries; lesser availability of issuer and market information in some non-U.S. countries; and less rigorous accounting and regulatory standards in some non-U.S. countries. In addition, currency exchange rate fluctuations may have a greater negative effect on the value of investments in securities of non-U.S. issuers.

Private Placement Risk. If appropriate for qualified clients, 1919 invests assets in private investment funds from time to time, the shares or units of which are not publicly traded or freely transferable. Investments in private placements generally will be subject to significant Illiquidity Risk as a result, and this typically will make such investments more susceptible to losses. See “**Illiquidity Risk**” below for an explanation of this risk.

REIT and Real Estate Risk. The value of investments in real estate investment trusts (“REITs”), a type of fund that invests in real estate-related assets, may change in response to changes in the real estate market. Investments in REITs may subject clients to additional risks including, but not limited to declines in the value of real estate, changes in interest rates, lack of available mortgage funds or other limits on obtaining capital and financing, overbuilding, extended vacancies of properties, increases in property taxes and operating expenses, changes in zoning laws and regulations, casualty or condemnation losses, and tax consequences of the failure of a REIT to comply with tax law requirements. These additional risks typically will be magnified for REITs that leverage their investments – i.e., use debt financing to increase real estate investment exposure above the amount of the REIT’s net assets.

Short Selling Risk. Short selling involves selling securities that are not owned by the seller and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows a portfolio to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss upon such repurchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short-selling exposes a portfolio to unlimited risk with respect to that security due to the lack of an upper limit on the price to which an instrument can rise.

Small Cap Risk. Small cap risk is the additional risk of loss typically associated with investments in securities of small cap companies. Negative company-specific developments tend to cause securities of small cap companies to decline in value more than securities of large cap and mid cap companies. See clause (i) of “General Investment Risk” above for examples of such developments. Reasons for small cap companies’ increased risk of loss from such developments include the tendency of small

cap companies to have more limited product lines, operating histories, markets and financial resources, and also to be dependent on more limited management groups. Securities of small cap companies also tend to be more volatile and less liquid than securities of large cap and mid cap companies. See “**High Volatility Risk**” and “**Illiquidity Risk**” below.

Responsible Investing Criteria Risk. Responsible Investing strategies may have a smaller universe of available investments than investment strategies that do not apply responsible investing criteria and this may prevent investment in certain otherwise attractive opportunities. Also, responsible investing criteria may underperform other types of investments or the market as a whole.

Additional Risks Information

Geographic Concentration Risk. Geographic concentration risk is the risk of loss from concentrating investments in a particular geographic region, such as a single U.S. state or region, and not more broadly diversifying investments across multiple geographic regions. An investment management portfolio that concentrates investments in a particular geographic region will have a greater risk of loss from developments that negatively affect securities issuers with significant business or other financial exposure to the region. Examples of such developments include: regional disasters such as earthquakes, hurricanes and floods; deteriorating finances of regional governmental securities issuers (e.g., states, municipalities); regional infrastructure problems such as power outages or transport facility shutdowns or restrictions; and economic, demographic or regulatory changes that negatively affect the region’s business environment.

Industry Concentration Risk. Industry concentration risk is the risk of loss from concentrating investments in a particular industry and not more broadly diversifying investments across multiple industries. An investment management portfolio that concentrates investments in a particular industry will have a greater risk of loss from developments that negatively affect companies in that industry. Examples of such developments include: regulatory or other government policy changes that negatively affect the industry; changes in business methods, technologies or consumer preferences that reduce demand for the industry’s products or services; alternative product/service competition from new or pre- existing industries; and shortages of, or increased costs for, industry personnel, raw materials or product components.

Issuer Concentration Risk. Issuer concentration risk is the risk of loss from concentrating investments in individual securities (i.e., making larger investments in individual securities) instead of more broadly diversifying investments across a larger number of securities. An investment management portfolio that concentrates investments in individual securities will have a greater risk of loss from developments that negatively affect the issuers of those securities. See clause (i) of “**General Investment Risk**” above for examples of developments that may negatively affect the value of a particular issuer’s securities.

Credit Risk. Credit risk, which is sometimes referred to as “default risk”, is the risk that the value of a fixed income security will decline because of investor perception that the security issuer’s or guarantor’s future payment of the principal and/or interest obligation represented by the security has become less likely, increasing the likelihood of default; or actual default by the issuer or guarantor of the security.

Extension Risk. Extension risk is the risk that issuers of fixed income securities, including mortgage-backed and other asset-backed securities, will repay their obligations more slowly than the market anticipates in the event market interest rates rise. This repayment extension may cause the prices of these securities to fall because their interest rates are lower than market rates and they remain outstanding for longer than originally anticipated.

High Volatility Risk. High volatility risk is the risk of loss associated with investments that tend to fluctuate in value more than other investments. An investment management portfolio with high volatility risk typically involves more speculative investments than a portfolio that does not have such risk. More speculative investments may increase the risk of loss.

Illiquidity Risk. Illiquidity risk is the risk that securities held in a client’s account may be difficult to sell at prices close to recent valuations because few or no market participants are willing to purchase the securities at such prices. This risk, which generally is greater during times of market turmoil, may result in increased losses (or lesser gains) relative to sales of securities for which more active trading markets exist. Illiquidity risk may also result in client accounts realizing lower prices from

smaller-sized sales of securities, including municipal bonds that usually trade in larger amounts. For example, selling a single \$5,000 lot of a municipal bond for a client's account may result in a lower per-bond price than a contemporaneous sale of a \$100,000 lot of the same bond.

Interest Rate Risk. Interest rate risk is the risk that market interest rates will rise, causing fixed income security prices to fall. This risk stems from the tendency of increases in market interest rates to generally make payment obligations associated with already-outstanding fixed income securities less attractive to investors and therefore the securities themselves less valuable. The risk of securities price declines caused by interest rate increases generally is higher for fixed income securities with longer-term maturities.

Prepayment Risk. Issuers of many fixed income securities, including certain mortgage-backed and other asset-backed securities, have the right to pay their payment obligations ahead of schedule. If interest rates fall, an issuer may exercise this right. This would reduce the bondholder's ability to reinvest the prepayment proceeds and obtain the same yield. In addition, prepayment may cause the bondholder to lose any premium paid upon purchase of the security.

Counterparty Risk. Events such as reduced liquidity, defaults, non-performance, or other negative developments affecting financial institutions - or even concerns or rumors about such events - have previously caused, and may again cause, widespread liquidity issues, defaults, and other adverse effects for financial institutions, their clients, and related parties. Investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs, tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult to acquire financing on acceptable terms or at all. Significant declines in available funding or access to cash and liquidity resources could, among other risks, adversely impact the ability to meet operating expenses, satisfy financial obligations, liquidate portfolio holdings, withdraw capital, or fulfill other obligations, or result in breaches of financial and/or contractual obligations. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on portfolio holdings, fund performance, or business operations.

Regulatory Risk. The financial services industry is subject to complex and extensive regulation by numerous primary Federal regulators, including: the Office of the Comptroller of the Currency, the Federal Reserve Board and the Federal Deposit and Insurance Corporation ("FDIC"). State chartered financial institutions also are subject to regulation and supervision by state bank regulatory agencies. Further, all federally insured depository institutions are subject to certain oversight and supervision by the FDIC as the insurer of deposit accounts. These regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities.

The laws, rules and regulations comprising such regulatory framework are constantly changing, as are the interpretation and enforcement of existing laws, rules and regulations. The regulatory framework governing the financial services industry is generally under close Congressional and regulatory agency scrutiny and is the subject of pending and contemplated legislation and rulemaking initiatives that could drastically alter the manner in which financial services companies operate and are structured. Financial services organizations are also subject to non-industry specific regulatory requirements that may be impactful, such as compliance with economic sanctions, cyber security and data privacy.

Banking Industry Investment Risk. Banking institutions may be materially affected by general economic conditions, changes in the level of interest rates, national and local cycles in real estate and the monetary and fiscal policies of the federal government. Even during periods of general financial market stability, there may be a high level of troubled depository institutions and therefore likely consolidation in the financial services industry, and uncertainty in other markets that affect the U.S. market.

Other Financial Services Company Risk. Many of the investment considerations discussed in connection with banks, mortgage brokers and insurance companies also apply to other financial services companies. These companies are all subject to extensive regulation, rapid business changes and volatile performance dependent on the availability and cost of capital, prevailing interest rates and significant competition. General economic conditions significantly affect these companies. Credit and other losses resulting from the financial difficulty of borrowers or other third parties have a potentially adverse effect on

companies in this industry.

Derivatives Risk. Derivatives, which may be used in funds in which 1919 client assets are invested, are financial instruments that have a value which depends upon, or is derived from, a reference asset, such as one or more underlying securities, pools of securities, options, futures, indexes or currencies. Derivatives may result in investment exposures that are greater than their cost would suggest; in other words, a small investment in a derivative may have a large impact on a fund's performance. The successful use of derivatives generally depends on the fund manager's ability to correctly predict market movements.

In addition to Illiquidity Risk, Interest Rate Risk, Credit Risk and General Investment Risk (each described above), derivatives may also be subject to the:

- risk of default by the other party to the derivatives transaction;
- risk that the derivatives transaction may result in losses that partially or completely offset gains in other positions; and
- risk that derivative instruments may be mispriced or improperly valued and that changes in the value of the derivatives may not correlate perfectly with the underlying asset or security.

Cyber Security. In general, cyber security incidents can result from deliberate attacks or unintentional events and can arise from either external or internal sources for purposes of misappropriating assets or sensitive information, corrupting data, equipment, or systems, or causing operational disruption. Although 1919 takes protective measures and endeavors to modify its systems, software and networks as circumstances warrant, these remain vulnerable to hacking/unauthorized access, misuse, social engineering, viruses, malware, ransom ware, denial of service attacks, other malicious code and other events that could have an impact on the security of our information.

We believe we have established reasonable controls to secure our systems, so they work as intended. Furthermore, we conduct reasonable due diligence on our service providers both at the stage of initial procurement and on an ongoing basis. Cyber incidents affecting 1919, or any of our service providers, could affect business operations; create impediments to trading transacting business which could result in financial losses, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. 1919 has plans in place to respond to both internal and external breaches by making a financial and operational assessment, quickly recovering and resuming operations, protecting the firm's books and records, and allowing our clients to transact business as promptly and prudently as reasonably practicable. In addition, 1919 seeks contractual terms requiring our service providers to notify us of any security breaches or inadvertent disclosures that may affect us or the data we manage. However, there is no guarantee that (i) such efforts will succeed, (ii) service providers will promptly notify us, especially when we do not directly control the systems of third-party service providers, or (iii) clients will not be harmed because of cyber-attacks or similar issues.

Artificial Intelligence ("AI"). The increasing adoption of AI and machine learning technologies (collectively, "AI Technologies") creates opportunities for 1919 that we believe can benefit our clients. The firm expects to expand our use of AI Technologies in investment activities, and middle- and back-office operations. Actual AI Technologies usage will vary across functions and 1919 will adjust protocols governing the use of AI Technologies by its associates on an ongoing basis. However, the failure of such AI Technologies to be available or to perform, or data leakage on account of use of such AI Technologies, could cause material harm to 1919 and/or our clients.

AI Technologies, the current and potential future applications, and the legal and regulatory frameworks within which they operate, continue to rapidly evolve, and it is not possible to predict the full extent of current or future risks related thereto. Regulations related to AI Technologies may impose certain obligations on organizations and costs for monitoring and responding to such regulations.

Further, AI Technologies are highly reliant on the collection and analysis of large amounts of data and complex algorithms. Data in such models may contain a degree of inaccuracy and error, which could have adverse impacts to the extent 1919 or the firm's service providers rely on the work product of such AI Technologies. 1919 expects to be involved in the collection of such data only in the context of limited custom development of tools supporting bespoke AI product developments, but these tools are

likely to contain and produce inaccurate information from time to time that may be difficult to immediately identify and mitigate. 1919 will not be able to control the manner in which third party products are developed, maintained or the manner in which they are used to provide services, even where the firm has sought contractual protections.

Personnel. The success of 1919's investment methodologies depends in part upon the firm's ability to attract and retain talented investment professionals, the skill and expertise of the investment professionals who manage each client's portfolio. There can be no assurance that such professionals will continue to be employed by 1919 throughout the entire term of a client's investment advisory relationship and a loss of the services of key personnel could temporarily impair 1919's ability to provide services. Moreover, there can be no assurances that such professionals will remain in the same roles at 1919 for the entirety of their tenure. Investment professionals involved in providing advisory services to a client may in the future cease providing such services while nonetheless remaining employed by 1919 if the employee's role has changed.

Risks Related to Investment Analysis and Market Conditions. 1919 seeks to conduct reasonable and appropriate analysis and due diligence of its investments based on the facts and circumstances applicable to each investment to identify attractive investment opportunities. When conducting due diligence and making an assessment regarding an investment, 1919 relies on available resources, including information provided by the target company, third party research and 1919's proprietary research. As a result, the due diligence process is at times subjective. Accordingly, 1919 cannot be certain that investment research with respect to any investment opportunity will reveal or highlight all relevant facts (including irregular accounting, employee misconduct and other fraudulent practices) that are necessary or helpful in evaluating such investment opportunity, including the existence of contingent liabilities. In the event of fraud by a company whose securities clients own, there is a greater likelihood of clients suffering a partial or total loss of capital invested in such company, and there can be no assurance that any such losses will be offset by gains (if any) realized with respect to a client's other investments.

In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the assumptions will be accurate or that the estimated results will be achieved, and actual results can vary significantly from the projections. General economic, political and market conditions, which are difficult to predict, can have a material adverse impact on the reliability of such projections. If, due to extraordinary market conditions or other reasons, clients were to incur substantial losses, the revenues of 1919 would decline accordingly. Such losses increase the risk of hampering 1919's ability to (i) retain employees and (ii) provide the same level of service to clients as the firm has in the past.

The success of a client's activities will be affected by general economic and market conditions, such as inflation rates, economic uncertainty, changes to tax codes, environmental and socioeconomic circumstances (including wars, terrorist acts, political uncertainty or widespread health crises).

ITEM 9. DISCIPLINARY INFORMATION

There are no reportable legal or disciplinary events for 1919 or its employees.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As a wholly-owned subsidiary of Stifel, 1919 has the following business arrangements with affiliates that clients may wish to consider:

- (1) **1919 Investment Companies.** 1919 serves as investment adviser to the 1919 Financial Services Fund, and the 1919 Socially Responsive Balanced Fund. 1919 receives a fee for the investment advisory services it provides to these investment companies and also seeks and obtains reimbursement from these investment companies for certain

Fund-related marketing expenses 1919 incurs. As described in Item 11 of this brochure, 1919 will have certain financial incentives that conflict with client interests in certain limited situations associated with investments in shares of these investment companies.

- (2) Stifel Trust Company, National Association. 1919 and Stifel Trust Company, National Association (“Stifel Trust”), a national trust bank, have entered into a Relationship and Investment Management Agreement pursuant to which 1919 serves as investment manager and relationship manager for certain trust and other accounts of Stifel Trust that have been sourced by 1919. Also, under this agreement, 1919 may refer clients – but does not do so exclusively – to Stifel Trust for trust services and these services are expected to typically involve Stifel Trust, as trustee, retaining 1919 to manage accounts opened as result of the referral. As described in Item 12 of this brochure, 1919 will have a conflict of interest in making such a referral.
- (3) Affiliated Broker-Dealer Firms. Stifel is a financial services holding company that owns multiple broker-dealer firms, including Stifel, Nicolaus & Company, Incorporated (“Stifel Nicolaus”), Century Securities Associates, Inc., Miller Buckfire & Co., LLC, Keefe, Bruyette & Woods, Inc. (“KBW”), Eaton Partners, LLC, Vining Sparks IBG, LLC, and First Empire Securities, Inc. As described in Items 11 and 12 of this brochure, 1919’s affiliation with Stifel-owned broker-dealers presents 1919 with conflicts of interest in certain situations. In addition, 1919 has soft dollar arrangements under which client commissions are used to pay Stifel Nicolaus and KBW for certain research services. As described in Item 12, these arrangements involve conflicts of interest due to 1919’s affiliation with Stifel Nicolaus and KBW.
- (4) Affiliated Paid Referral, Managed Account, and Model Portfolio Arrangements. 1919 has arrangements with its affiliate, Stifel Nicolaus, pursuant to which (i) Stifel Nicolaus, in certain limited situations, may receive cash compensation from 1919 for referring clients to 1919, (ii) 1919 manages accounts of Stifel Nicolaus clients as a sub-adviser to Stifel Nicolaus and pursuant to agreements 1919 enters into directly with Stifel Nicolaus clients, (iii) 1919 provides non-discretionary model portfolios to Stifel Nicolaus, which Stifel Nicolaus uses to manage accounts for its clients, and (iv) Stifel Nicolaus provides a non-discretionary model portfolio to 1919, which 1919 uses to manage a client’s account. Refer to Item 14 of this brochure for additional information on 1919’s affiliated and unaffiliated paid referral arrangements.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

1919 has established and approved a Code of Ethics (the “Code”) that sets forth standards of ethical conduct for employees and is designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act. Among other things, the Code prescribes standards for treating clients ethically, addresses conflicts of interest issues, and supplements personal trading and operating procedures. The Code provides guidance in specific areas, including but not limited to, confidentiality of 1919 and client information, personal investments, gifts and entertainment, protection of persons who engage in “whistle blowing” activities from retaliation and personal political activities (e.g., “pay-to-play”).

Existing and prospective clients can request a copy of the Code by mailing a written request to:

1919 Investment Counsel, LLC

ATTN: Compliance

One South Street, Suite 2500 Baltimore, MD 21202

B. Discussion of Potential Conflicts of Interest Associated with Employee Personal Trading

Subject to the requirements of 1919's Code, 1919 employees are permitted to make personal investments in the same securities 1919 invests in for client accounts, as well as in securities that 1919 does not invest in for client accounts. Employees can also make personal investments in related securities or financial instruments, such as options, futures and warrants. When done in compliance with 1919's Code, employees can make personal investments at or about the same time 1919 is making the same investments or related investments for client accounts. These possibilities involve potential conflicts between client interests and the personal interests of the employees – i.e., the potential that employee trades in a security will compete with client trades for the same or related securities or otherwise adversely affect the prices obtainable for client trades. 1919 believes that, for the liquid, larger cap securities that constitute 1919's primary investments for clients, the risk of employee personal trading and associated conflicts disadvantaging clients is small or nonexistent because neither employee trades nor client trades generally are large enough to significantly affect market prices.

1919 addresses the potential conflicts presented by employee personal trading by prohibiting employee personal trades that have a higher risk of affecting securities prices. Specifically, the Code prohibits personal trades of all sizes in certain, generally less liquid securities (equity securities of certain small cap companies, municipal fixed income securities) when 1919 has open orders at its trading desk for the same or related securities, subject to certain exceptions described in the Code. 1919 applies personal trades in certain generally more liquid securities, such as corporate bonds and equity securities of larger cap companies, to this prohibition only if the trade size exceeds *de minimis* amounts specified in the Code.

C. Discussion of Potential Conflicts of Interest Associated with Affiliated Fund Investments

As part of 1919's investment advisory services, 1919 can invest client assets in shares of mutual funds, private investment funds or other collective investment vehicles for which 1919 or one or more 1919 affiliates act as investment manager ("Affiliated Funds"). See Item 8 of this brochure for information on the circumstances in which 1919 considers investing client assets in Affiliated Funds.

Although 1919 does not charge account-level fees on client assets it invests in Affiliated Funds managed by 1919, 1919 will have a conflict of interest when making such an investment if the aggregate fee rate payable by such Affiliated Fund to 1919 exceeds the rate of the account-level fee 1919 would receive if 1919 did not make the investment.

If permitted by applicable laws, 1919 does charge account-level fees on client assets it invests in Affiliated Funds managed by its Stifel affiliates. These account-level fees are paid to 1919 and are in addition to the Affiliated Fund-level fees that 1919's affiliates receive from these investments. The aggregate fees received by 1919 and its affiliates from such investments typically will exceed the account-level fees that 1919 would receive if 1919 did not make such an Affiliated Fund investment.

In the above scenarios, 1919 will have an incentive to make and hold investments in Affiliated Funds for clients in order to maximize the aggregate compensation to 1919 and its affiliates. 1919 addresses the conflict of interest presented by this incentive by selecting Affiliated Funds (and unaffiliated funds) for investment, and making decisions to continue to hold their shares, based solely on the best interests of clients and without regard for the amount of compensation payable to 1919 and its affiliates in connection with such investments. As described in Item 8 of this brochure, 1919's Third Party Committee at least annually reviews any Affiliated Funds (other than Affiliated Funds managed by 1919) that it has selected for investment to determine whether they continue to be appropriate investments. In addition, 1919 makes investments in Affiliated Funds managed by 1919 only to provide diversified investment exposure for client accounts or account portions or in response to client requests for such investments. 1919 will comply with laws applicable to the investment of client assets in Affiliated Funds.

D. Discussion of Conflicts of Interest Associated with Participation in Offerings Underwritten by Affiliates

Certain Stifel-owned broker-dealer firms participate in the underwriting of securities offerings for companies and other issuers. See Item 10 of this brochure for the names of certain of these firms. If participating in such an offering is in the best interest of the client or if directed by the client, 1919 can purchase such securities offerings for which one or more such firms is a

member of the offering syndicate for client accounts. Due to 1919's affiliation with these firms, 1919 will have an incentive to benefit them by causing client accounts to purchase securities in such offerings. 1919 addresses this conflict of interest by making investment decisions solely in the interests of its clients and without regard for any benefits particular investments result in for affiliates. Also, participation in any such offering will be subject to compliance with applicable law.

E. Discussion of Potential Conflicts of Interest Associated with Private Investments

As noted in Item 8 of this brochure, 1919 from time to time recommends certain private investments to qualifying clients. 1919 will be subject to a conflict of interest in making such a recommendation if it has, or is seeking, a client relationship with any one or more of the private investment's sponsors, service providers, or any of such firms' personnel – i.e., firms and personnel who will benefit from investments in the private investment. In this situation, 1919 will have a conflict between the interests of clients who are potential investors in the private investment and 1919's interest in currying favor with such firms and personnel (by recommending the investment) so that they are favorably inclined to establish a client relationship with, or maintain or add to an existing client relationship with, 1919. 1919 addresses this conflict of interest by recommending private investments solely in the interest of the clients to whom it is making such recommendations.

ITEM 12. BROKERAGE PRACTICES

To the extent practical and consistent with client directions and applicable laws, 1919 seeks to obtain best execution when selecting broker-dealers to execute securities trades for client accounts. 1919 defines best execution as placing trades such that, considering all appropriate circumstances, the value of 1919's investment decisions is maximized over time for clients. Commission cost is a factor in equity securities trades is not necessarily determinative. In seeking best execution for such trades, 1919 typically considers research it receives from broker-dealers, as and to the extent described below.

1919 generally selects broker-dealers to execute securities trades only if 1919's Investment Policy Committee has approved the broker-dealer. The Investment Policy Committee, which meets quarterly, oversees 1919's brokerage practices and is currently comprised of 1919's Chief Executive Officer, Chief Investment Officer, Head Trader, Director of Finance, Director of Operations and Administration, Chief Compliance Officer, and certain senior portfolio managers.

1919 investment and trading personnel proposes broker-dealers for Investment Policy Committee approval for reasons that include the broker-dealer's execution capabilities, expertise and personnel, and also research the broker-dealer provides (in the case of broker-dealers proposed for equity securities trading). The Investment Policy Committee typically considers these factors, as applicable, and also information regarding the proposed broker-dealer's financial position.

Unless otherwise noted, orders portfolio managers place with 1919's Trading Desk to buy or sell securities are considered not-held orders, and are placed for execution with an approved broker-dealer at the discretion of a 1919 trader. The factors 1919 traders consider when selecting broker-dealers to execute securities trades and seeking best execution generally are as follows:

- Competitiveness of commission rates for equity trades and of spreads for fixed income trades
- Any 'external costs' relevant to the execution (i.e. any external costs charged by third parties which are related to the execution of the transaction and which are directly passed on to a client, such as, execution venue fees, clearing and settlement fees and any other fees paid to third parties)
- Speed and accuracy of trade execution, and likelihood of execution and settlement
- Broker commitment of own capital as necessary
- Likely market impact
- Electronic trading, reporting and clearing capabilities
- Back office clearing and settlement capabilities and responsiveness
- Specialty abilities in particular markets and securities

- Broker familiarity with 1919 investment focus
- Broker provision of useful market information and research
- Size and nature of the order;
- Nature of the market for the financial instrument
- Any other consideration deemed relevant to the execution of client transactions (e.g., such as the degree of liquidity and volatility in the market)
- Prior experience trading with 1919

Not all factors are applicable for every trade. 1919 determines the reasonableness of commissions charged by considering commission rates then prevailing in the market for similar-sized trades in similar securities, as well as the overall quality of the trade execution services provided for the benefit of 1919's clients. In addition, as and to the extent described below, 1919 considers the value of research it receives.

1919's fixed income traders seek best execution for fixed income securities trades by placing dealers in competitive situations and utilizing offers and bids from numerous local and national broker-dealers. The fixed income traders review the market environment, the new issue calendar, and secondary offerings to help determine a competitive price for the bonds they are trading. By seeking to obtain the highest bid when selling securities, or selecting the broker-dealer with the lowest-priced offers, 1919 generally seeks to ensure that clients obtain best execution on fixed income securities trades.

For wrap fee program accounts or other arrangements in which clients pay asset-based fees for services that include execution of agency trades, 1919 typically selects the program's or arrangement's sponsor or the sponsor's designated broker-dealer to execute equity trades, since the client has already paid for that firm's execution of such trades via the wrap fee or other asset-based fee. In such instances, 1919 typically compares trade execution prices against current market quotations for reasonableness and otherwise is not in a position to, and does not otherwise, monitor for best execution. This means the directed brokerage disclosures in below apply for all wrap fee programs and other arrangements in which clients pay asset-based fees for services that include execution of agency trades.

For one or more client accounts in wrap fee programs and such other asset-based-fee arrangements, 1919 in its discretion can deviate from the approach described in the above paragraph and instead select other broker-dealers to execute equity trades (causing trade-specific commissions to be incurred, in addition to the wrap fee or other asset-based fee) if 1919 determines the execution-related benefit of doing so is likely to outweigh the added commission and other costs involved.

Subject to compliance with applicable laws, 1919 will cause an affiliated broker-dealer, such as Stifel Nicolaus, to execute trades only for (i) clients in wrap fee programs sponsored by the affiliated broker-dealer, or (ii) clients that direct 1919 to use such affiliated broker-dealer.

1919's Investment Policy Committee conducts a quarterly review of 1919 trading for clients, which includes review of (i) 1919's allocation of transactions and commissions to broker-dealers, (ii) commission rates and other trading-related fees paid, (iii) 1919 research analysts' ratings of broker-dealers, (iv) soft dollar arrangement-related transactions, and (v) 1919 traders' ratings of executing broker-dealers on certain best execution-related factors.

1919's Use of Client Commissions to Obtain and Pay for Research

As noted above, 1919 regularly receives research from broker-dealers it uses to execute securities trades for client accounts. For equity trades, 1919 generally considers the value of such research in selecting broker-dealers to execute trades and in determining the reasonableness of the commissions charged.

Where 1919 considers the value of research, it does so by considering:

- soft dollar arrangements 1919 has established;
- ratings 1919's research analysts assign to executing broker-dealers based on research services these broker-dealers have provided; or
- for certain equity investment strategies, research-based broker-dealer preferences communicated by the strategy's portfolio manager.

For certain equity securities trades, 1919's traders consider target commission amounts that are part of soft dollar arrangements 1919 has established with certain executing broker-dealers. Each arrangement includes an annual target commission amount that 1919 seeks, but is not obligated, to cause client accounts to pay the broker-dealer in return for trade execution and research that is used to benefit clients as described below. The soft dollar arrangements are structured to comply with the safe harbor under Section 28(e) of the Securities Exchange Act of 1934, which permits an investment adviser to pay more than the lowest available commission in return for trade execution and eligible research if the investment adviser determines in good faith that the commissions paid are reasonable in relation to the value of the brokerage and research provided, viewed in terms of the specific trade or the investment adviser's overall responsibilities to client accounts. 1919's Investment Policy Committee approves and periodically reviews the arrangements, including the target commission amounts and research services, and periodically reviews the arrangements to determine that the commissions paid meet this reasonableness standard.

For certain equity securities trades for which 1919 does not consider soft dollar arrangements, 1919's traders consider ratings 1919's research analysts periodically assign to certain of 1919's approved executing broker-dealers based upon research the broker-dealers have provided to them that aids in furthering 1919's performance of its investment-decision-making responsibilities to clients.

For equity securities trades in certain 1919 investment strategies, 1919 can consider the research-based preferences communicated by the strategy's portfolio manager before soft dollar arrangements or analyst ratings in selecting broker-dealers to execute equity securities trades.

The commissions 1919 causes client accounts to pay to obtain or pay for research (and trade execution services) as described in this section typically are higher than they would be if 1919 did not consider research in selecting brokers to execute trades. 1919 does not require that research obtained or paid for with commissions be used only to benefit the accounts that paid the commissions, and there is no guarantee that each account will benefit from research paid for by their commissions in each instance. 1919 generally uses research obtained or paid for with commissions to benefit a broad range of client accounts. 1919 does not seek to allocate the benefits of research obtained or paid for with commissions to client accounts in proportion to the commissions such accounts paid for such research.

However, 1919 generally seeks to cause a broad range of client accounts to pay commissions to obtain or pay for research so that client accounts do not receive the benefits of the research without having to contribute to its cost. Exceptions to this approach apply for (i) client accounts for which the use of a specific executing broker is directed, and (ii) client accounts in wrap fee programs and client accounts that pay brokers asset-based fees for services that include trade execution. Although accounts of clients in these categories generally do not contribute to the cost of research obtained or paid for with 1919 client commissions, these accounts typically do receive the benefits of such research.

When 1919 uses client commissions to pay for or obtain research, 1919 receives a benefit since it does not have to produce the research itself or pay for the research with its own money. As a result, 1919 has an incentive to select a broker-dealer based on its interest in receiving research. Also, as noted in Item 10 of this brochure, 1919 has soft dollar arrangements under which client commissions are used to pay Stifel Nicolaus and KBW, each an affiliated broker-dealer, for certain research services they provide to 1919. Because of 1919's affiliation with Stifel Nicolaus and KBW, 1919 has an incentive to implement these arrangements in order to use 1919 client commissions to benefit its affiliates, Stifel Nicolaus and KBW. The affiliates are part of the firm's overall vote process and are not afforded any advantage or accommodation through the vote due to their status. 1919 addresses this conflict – potentially using 1919 client commissions to benefit the firm's affiliates – by having its Investment Policy Committee review the continued appropriateness of these arrangements (including the value of the research

to 1919's investment decision-making) on a quarterly basis and holding the arrangements to the same standards to which the Committee holds soft dollar arrangements involving research provided by unaffiliated firms.

The research 1919 obtains that is funded by client commissions can include:

- Advice as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; and
- Analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and the performance of accounts.

Specific types of research 1919 obtains and pays for with client commissions consist of: (i) fundamental, quantitative and technical issuer, industry, sector, market, economic and policy research reports and analyses, (ii) portfolio strategy research, (iii) meetings and calls with company management representatives and analysts and access to investment conferences, (iv) information and analysis on company activities, operations and properties relevant to the making of investment decisions, and (v) assistance in further developing and refining a valuation framework 1919 uses in making investment decisions. The research is generated by either an executing broker-dealer or a third party.

Under 1919's policy, research paid for with client commissions must be eligible under the Section 28(e) safe harbor and must be used only to provide lawful and appropriate assistance to 1919's performance of its investment decision-making responsibilities. 1919's Investment Policy Committee determines whether or not to allocate a portion of an eligible research service subject to a soft dollar arrangement to client commissions (i.e., soft dollars) and a portion to hard dollars (i.e., 1919's own money).

A research service for which 1919 makes such an allocation is generally referred to as a "mixed-use" service. Any allocation for a mixed-use service will be in proportion to 1919's good faith estimate of the value of the service for investment decision-making assistance purposes and the value of the service for non-28(e)-eligible purposes, such as client communications. The Investment Policy Committee will have a conflict of interest in making this allocation, given that 1919 by definition will pay hard dollar costs out of its own pocket. The Investment Policy Committee will record in writing all mixed-used service allocation decisions and will periodically review such decisions to confirm that they continue to be appropriate.

1919's Practices When a Client Directs Brokerage (Also Applicable to Wrap Fee Program Accounts and Accounts in Other Asset-Based Fee Trade Execution Arrangements)

If a client or wrap fee program sponsor directs 1919 to use a specific broker-dealer to execute securities trades, 1919 will do so unless 1919, in its discretion, determines that selecting one or more other broker-dealers would result in better execution and, in the case of a wrap fee program, the program sponsor permits this.

When clients or their wrap fee program sponsors direct 1919 to use a specific broker-dealer to execute securities trades, or when 1919 uses a specific broker-dealer for clients in a wrap fee program or other arrangement involving payment of asset-based fees for services that include trade execution to execute securities trades:

- 1919 will not negotiate the broker-dealer's trade execution services or compensation for such services on behalf of the client account
- 1919 will not be in a position to, and will not, monitor for best price and execution of trades the broker-dealer executes for the client account.
- The prices and execution quality achieved for the account may be less favorable than the prices and execution quality 1919 achieves for other client accounts, thereby costing clients more money.
- 1919 will not be able to aggregate trade orders of such client accounts with trade orders of other client accounts, and this may prevent 1919 from being able to reduce trading costs for accounts that direct brokerage or that are in

wrap fee programs or other arrangements involving payment of asset-based fees for services that include trade execution.

- 1919 generally will place trades for such accounts after placing trades for client accounts that do not direct 1919 to use a specific broker-dealer and are not in wrap fee program or such other arrangements. This may result in such accounts receiving worse prices on securities trades than other 1919 client accounts. Also, due to operational requirements in wrap fee programs and other arrangements involving payment of asset-based fees for services that include trade execution, 1919 tends to complete placing trades for accounts in wrap fee programs and such other arrangements after trades for other directed brokerage accounts are completed.

In addition, 1919's business relationship with a sponsor firm or broker-dealer may give 1919 an incentive to recommend that a client or sponsor firm issue or continue such a direction, as described below. Conversely, 1919's interest in receiving research paid for with client commissions, instead of 1919's own money, will give 1919 an incentive to recommend that a client or sponsor firm terminate such a direction.

For a broker-dealer that is affiliated with 1919, such as Stifel Nicolaus, this affiliation will give 1919 an incentive to recommend that a client issue or continue a direction to use such broker-dealer. 1919 mitigates this conflict of interest by prohibiting the use of affiliated broker-dealers unless directed to do so by the client or approved by both the Head Trader and Compliance. See Item 10 of this brochure for the names of certain 1919-affiliated broker-dealers.

A client or sponsor firm can terminate a direction to use a specific broker-dealer by notifying 1919 in writing.

Trade Aggregation and Allocation

1919 treats all client accounts for which it exercises investment discretion impartially. If 1919's trading desk receives (from one or more 1919 portfolio managers) multiple orders for the same security on the same side of the market at the same time, the trading desk typically will block the orders together to minimize execution costs and seek best execution. Because portfolio managers manage accounts individually, however, the trading desk often will not receive such orders at the same time and therefore will not block or aggregate the orders.

If an aggregated order is executed in multiple trades at varying prices, each client account participating in the order receives the average price. Under certain circumstances, 1919 will exercise its discretion to make an exception to its standard approach of aggregating, such as when multiple large trades would likely have an adverse market impact. In addition, trades for wrap fee program clients and clients who direct their brokerage to a specific brokers-dealer generally will not be aggregated with those of clients for which 1919 selects the executing broker-dealer. As a result, these clients would likely incur greater trading costs and receive less favorable execution.

Most of 1919's investments are in highly liquid securities. Aggregated orders 1919 places for such securities typically are completely filled on the day the order is placed – i.e., the aggregate amount of securities desired to be purchased or sold is actually purchased or sold. However, there may be circumstances in which aggregated trade orders are only partially filled. 1919 allocates partially filled orders pro rata, based on the amounts sought for participating client accounts, or in another manner that 1919 concludes is fair and equitable to each client. Pro rata allocations will be subject to any minimum acceptable amounts for each account. If the pro rata allocations result in odd block sizes, they will be rounded to the nearest acceptable block size. If the order is only partially filled and the securities would be insignificant if spread over all accounts participating in the trade, 1919 will remove an entire account objective from the trade. In this way, the amount of bonds or shares of equity securities purchased or sold is significant to the accounts participating in the trade, and accounts with the same investment objective are treated equally. If 1919 bases the allocation on reasons other than the preceding, it will maintain a record of this decision, which includes a description of the reasons that the general allocation policy was not followed.

The usual practice of 1919 portfolio managers when submitting equity securities orders to 1919's trading desk is to specify the client account or accounts for which the order is being submitted, including the amount of equity securities to be purchased or sold for each participating account. For fixed income securities trades, a portfolio manager will either also follow this

approach or will initially specify only an aggregate amount of the securities desired to be purchased without specifying the accounts for which the securities are sought. This aggregate amount is based on an acceptable position size for all accounts managed by the portfolio manager and then estimated by the portfolio manager to be eligible for the purchase. When the securities are obtained in this situation, the portfolio manager will then allocate them across such accounts, generally on a pro rata basis but subject to account-specific considerations such as (i) applicable investment restrictions, (ii) account cash position, (iii) securities of issuer already held by account, and (iv) effect on account duration. 1919 considers these factors when determining whether certain accounts initially estimated to be eligible for the purchase can receive more or less than a pro rata allocation, including in some cases no allocation at all.

Dissemination and Implementation of Investment Decisions

As part of 1919's discretionary investment management services, portfolio managers implement the investment decisions he or she makes for the client's account by placing trades with 1919's Trading Desk for execution as described above. Because of the typically customized nature of 1919's services and the related need to individually consider each client's or account's particular needs and/or investment situation, a portfolio manager will determine whether to implement similar investment decisions (e.g., the purchase of a particular stock) for different client accounts at different times, and this may result in clients receiving different prices for the same investment. Alternatively, a portfolio manager holds discretion as to submitting an aggregate order to 1919's Trading Desk for the client accounts he or she manages as described above.

In addition to discretionary investment management services, 1919 provides certain other financial firms with model investment portfolios, which such firms have the option to implement for accounts of their clients. 1919 endeavors to communicate all changes to such model portfolios to these financial firms at approximately the same time 1919 portfolio managers are able to start implementing the change for client accounts. In certain cases, a financial firm's operational requirements for communicating model portfolio changes may delay 1919's communication of model portfolio changes to such firm. Also, any implementation delays by the financial firm receiving the model portfolio changes may extend the head start 1919 has in terms of being able to implement the changes for client accounts for which 1919 has implementation responsibility. The above factors could result in client accounts of financial firms receiving 1919 model portfolios obtaining worse securities purchase and sale prices than 1919 obtains for its own clients.

Recommendation of Broker-Dealers, Custodians and other Service/Product Providers

1919 generally recommends that clients do not use a directed brokerage arrangement. Upon request, 1919 recommends custodians (typically banks or broker-dealer firms) to clients, as well as other service and product providers such as providers of trust services, insurance policies, accounting and tax services and products, legal services, and mortgage lending services on the basis of the client's needs and 1919's reasonable belief that the recommended vendor can meet those needs. Certain of these service and product providers, such as Fidelity, may refer investment advisory business to 1919, provide products or services to 1919, and/or provide 1919 with access to their representatives so that 1919 or other persons can promote 1919's investment services or products to such representatives. In addition, certain of these firms are affiliated with 1919, such as Stifel Bank & Trust (which 1919 may recommend as a lender) and Stifel Trust Company, National Association (which 1919 may recommend as a custodian and/or provider of trust services). In these situations, 1919 will have a conflict between recommending the service and product provider in the client's interest and recommending such firm in order to (i) to obtain favorable terms on any products or services the recommended provider provides or may provide to 1919, (ii) to preserve or obtain additional referred business or promotion-related access from the recommended provider, and/or (iii) in the case of a recommended provider that is affiliated with 1919, to benefit its affiliate.

The preceding statements are qualified in that 1919 *may* recommend these service providers because we do not always recommend these parties for services to clients. 1919's recommendations are made solely in the best interest of the individual client without regard to whether the recommended party is an affiliate or provides an incentive to 1919. Currently, 1919 has the conflicts of interest in clauses (i) and (ii) above in situations in which 1919 recommends Fidelity and NFS as custodian. Each of Fidelity and NFS provide 1919 with limited practice management and/or similar business services from time to time, typically at no charge to 1919. Also, with respect to Fidelity and NFS, the conflict of interest in clause (ii) will exist in part because of 1919's participation in the Fidelity Wealth Advisor Solutions® Program, through which Fidelity clients may be

referred to 1919 as potential advisory clients. 1919 will have an incentive to recommend these firms in order to influence their affiliate, Fidelity Personal Workplace Advisors LLC (“FPWA”), to continue to authorize 1919 to receive referrals in this program.

In addition, when a client requests that 1919 recommend a custodian, 1919 will be subject to a conflict between its interest in minimizing the number of client custodians with which 1919 has to interact, which will enable 1919 to minimize internal 1919 operational costs, and the client’s interest in receiving superior custody services. Consistent with 1919’s status as a fiduciary, however, 1919 will base any recommendations of custodians, directed brokers, or other service and product providers only on what it believes is in the best interests of clients. The main factors 1919 considers recommending custodians to clients include the level of fees such custodians will charge clients for custody services, accounting and reporting capabilities, the level of custody and account servicing such custodians provide to clients, and the manner in which such custodians interact with 1919 in its capacity as the client’s investment manager.

For clients referred to 1919 in connection with the Fidelity Wealth Advisor Solutions® Program, 1919 has agreed not to (i) recommend that such clients transfer their brokerage accounts from Fidelity, NFS and their affiliates, or (ii) interfere with or jeopardize a client’s relationship with any such firm, except in each case where 1919 believes its fiduciary duties to the client require such action. 1919 has agreed to pay Fidelity Personal and Workplace Advisors LLC a one-time fee based on client account assets for any violation of this agreement if the client transfers its brokerage account. These agreements and this fee will pose a conflict of interest for 1919 by giving it a financial incentive to recommend that clients in the program maintain, or continue to maintain, their brokerage accounts with Fidelity, NFS and their affiliates. See Item 14 of this brochure for additional information on 1919 participation in the Fidelity Wealth Advisor Solutions® Program.

Trade Error Correction Policy

In the event of a trade error attributable to 1919, 1919’s general policy is to place the client in the position it would have been in absent the error unless otherwise directed by the client. When an error is identified prior to settlement, 1919 normally will move the trade to its error account. In such cases, the profit or loss resulting from the reversing transactions will be owned by 1919.

The Investment Policy Committee, along with certain investment professionals, review trade errors to identify trends and areas for improvements.

ITEM 13. REVIEW OF ACCOUNTS

Client accounts are generally reviewed at least annually by the portfolio manager for the account, typically with the assistance of the client service associate or investment associate assigned to the account. Portfolio managers also receive monthly and quarterly reports and analytics for the accounts they oversee. Portfolio managers will generally review multiple accounts together as part of a larger client relationship. Each review involves monitoring for adherence to client investment objectives, guidelines, needs and preferences, including tax situation, and restrictions, as well as adherence to appropriate investment allocations. This review is most often completed by a client meeting conducted annually to discuss the relationships and any changes contemplated. These meeting can be in person or virtual.

The frequency and scope of the review for each account is based on a combination of the following factors: (i) the type of client; (ii) the size and complexity of the relationship; (iii) the type of the client mandate; (iv) the type of investment product(s) utilized; (v) general market conditions and associated factors; (vi) specific client needs and objectives; (vii) turnover in investment management personnel; and (viii) change in client committee structure or management team.

Clients can opt-in to use the 1919 Client Portal, which is available online 24 hours per day, 7 days per week, to view account information. The Client Portal is accessible at www.1919ic.com.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

1919 compensates certain persons for client referrals. Some of these persons include 1919 affiliates in addition to unaffiliated other investment advisers, broker-dealers, financial planners, and individuals, including clients. Such arrangements create a conflict of interest for the firm making the referral because of the fee the firm will receive for making the referral. As noted in Item 10 of this brochure, 1919 has paid referral arrangements with Stifel, Nicolaus & Company, Incorporated an affiliated firm. 1919 also has paid referral arrangements with certain unaffiliated firms. The terms of certain agreements require 1919 to continue to compensate affiliates or third parties for prior client referrals for the duration of 1919's relationship with the referred client though the firm no longer participates in receiving new referrals.

If referrals made in accordance with a paid referral arrangement materialize into new clients, 1919 will compensate the referring party for making the introduction. Compensation is generally based on a percentage of (i) the client's annual management fee, or (ii) the amount of the referred client's assets managed by 1919. The range of compensation has included a recurring payment of 20 – 50% of the client's annual management fee. The payment typically is made quarterly based on 1919's billing cycle. Clients are not charged additional fees as a result of any 1919 referral arrangements. 1919 has entered into agreements with these third parties that govern their referral activities. These agreements also contemplate that the third parties will have involvement in 1919's ongoing servicing of referred client accounts.

ITEM 15. CUSTODY

Client assets are held by qualified custodians that are selected by the client. Qualified custodians maintain the client assets in a manner that segregates them from assets of other clients of the custodian. 1919 is deemed to have custody of the underlying assets of many of its clients due to being able to deduct advisory fees, acting as trustee for the client, or having discretionary authority over the client account. These accounts are also subject to a year-end audit by a major accounting firm that is a member of, and examined by, the Public Company Accounting Oversight Board ("PCAOB").

Clients should carefully review the account statements they receive from their custodians and compare them to any account statements they receive from 1919. Clients are discouraged from sending their funds (e.g., cash or checks made payable to cash, to 1919 or to 1919 personnel) or securities (e.g., original stock certificates or limited partnership interest certificates, originally signed promissory or demand notes) to 1919, but instead should send such assets directly to their custodians. In the event that 1919 is in receipt of funds or securities, the firm promptly forwards them to the intended recipient.

ITEM 16. INVESTMENT DISCRETION

1919's standard investment advisory agreement grants the firm discretionary authority over client accounts, authorizing 1919 to make purchase and sale decisions for client accounts or to select other advisers for the client. Alternatively, clients can elect to enter into a non-discretionary agreement with 1919. Under such agreement, 1919 must receive client approval before making any purchase and sale decisions for the client's accounts.

Clients can place limitations on 1919's investment authority. Specific client investment restrictions will limit 1919's ability to manage a client's account like accounts of other clients with the same or similar investment objectives and/or guidelines but without similar client-imposed restrictions to varying degrees depending upon the nature of the restrictions. This may impact the performance of the account relative to these other accounts and the benchmark index.

ITEM 17. VOTING CLIENT SECURITIES

1919 generally accepts proxy voting authority on behalf of clients that wish to grant 1919 proxy voting authority and has adopted a proxy voting policy and procedure that the firm believes are reasonably designed to comply with the requirements of the Advisers Act. Unless directed otherwise by the client, the client opts out, or in the event of a conflict among clients, 1919 will vote all proxies for client accounts in a manner that is consistent with the client's investment guidelines. As a result, 1919 would vote one client's securities differently than the firm votes those of another client in accordance with differing client investment guidelines.

In the absence of applicable investment guidelines, 1919 generally votes proxies in accordance with proxy voting guidelines prepared by an independent proxy voting firm and approved by 1919's Proxy Voting Committee. These guidelines seek to maximize the economic interests of shareholders. For clients receiving responsible investing services, 1919 generally votes proxies in accordance with responsible investing proxy voting guidelines prepared by this firm and approved by the Proxy Voting Committee. 1919 can vote proxies other than in accordance with applicable guidelines, and in situations where such guidelines do not cover a particular vote, if the Committee approves of such vote. The vote approval process will include seeking to ensure that the vote does not involve a material conflict between the interests of 1919 and its clients. 1919 will consider a conflict to be material if it is significant enough to potentially influence or appear to influence 1919's decision in the voting process.

Except for extraordinary circumstances, in any such instance, the material conflict will be resolved by the Proxy Voting Committee, voting in accordance with the otherwise applicable approved guidelines (if any), or by obtaining the client's consent to the vote after disclosure of the conflict. Alternatively, in its sole discretion, the Proxy Voting Committee determines whether to vote in accordance with the advice or recommendation of an independent third party.

In exercising its voting authority, 1919 will not consult or enter into agreements with officers, directors or employees of Stifel Financial Corp. or any of its affiliates regarding the voting of any securities owned by its clients. An account owner can direct 1919 to refrain from voting a specific security, and name themselves or another person to so vote, while 1919 retains voting authority over the other securities in the account. With respect to shares over which 1919 has voting authority, 1919 will not decline to vote proxies except in extraordinary circumstances where 1919 believes that refraining from voting is in the client's best interests. Nor will 1919 accept direction from others with regard to the voting of proxies. 1919 will vote proxies related to the same security differently for different clients in accordance with clients' differing investment guidelines.

The Proxy Voting Committee will meet annually to review and approve proxy voting guidelines. 1919's proxy voting policy at all times shall be directed toward maximizing the value of the assets of managed accounts, for the benefit of the accounts' ultimate owners or beneficiaries. On proxy vote matters specific to a company, such as the election of directors, the appointment of auditors, granting of options, re-pricing of options, mergers and other material issues, the voting decision typically shall be made in accordance with the proxy voting guidelines approved by the Proxy Voting Committee, consistent with the policy of maximizing value.

There are times when 1919 is unable to vote a proxy or elects not to vote a proxy. Examples of these times include, but are not limited to, (1) the meeting notice was received too late, (2) fees imposed to exercise the vote are high and outweigh the benefit of voting, or (3) a proxy voting service is not offered by the client's custodian. If a custodian does not provide 1919 with the materials necessary to vote proxies for securities held in the client's account, 1919 will be unable to vote proxies and will so notify the client. For clients that grant 1919 proxy voting authority, a complete record and file of all votes cast, and where appropriate, the reason therefor, shall be maintained by 1919 with a third party voting service, Institutional Shareholder Services Inc. (ISS). Clients can obtain information on how their proxies were voted, and the more detailed policies and procedures upon which this summary is based, by contacting 1919 at One South Street, Suite 2500, Baltimore, Maryland, 21202, Attention: Compliance Department.

ITEM 18. FINANCIAL INFORMATION

At this time, 1919 is not aware of any financial condition that is reasonably likely to impair 1919's ability to meet its contractual obligations to its clients. 1919 has not been the subject of any bankruptcy petitions, including in the past ten years.