Item 1. Cover Page

HTK

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Clients may also visit us on the web at www.htk.com

HTK Wrap Fee Program Brochure

As of March 31, 2023

(Form ADV Part 2A Appendix)

This Wrap Fee Program Brochure provides information about the qualifications and business practices of Hornor, Townsend & Kent, LLC ("HTK"), a registered investment adviser with the U.S. Securities and Exchange Commission (SEC). If you have any questions about the contents of this Wrap Fee Brochure, please contact us at (800) 873-7637.

The information in this Wrap Fee Brochure has not been approved or verified by the SEC or by any state securities authority. Furthermore, registration with the SEC does not imply a certain level of skill or training.

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

Item 2. Material Changes

The last annual update of this Wrap Fee Brochure was March 31, 2022. Since the last annual update, HTK has made no material changes to this Wrap Fee Program Brochure.

However, since the last annual update, under Item 1, HTK Advisory Series Programs, the minimum investment in the Adviser as Portfolio Manager program has been reduced from $75,000 to $25,000 and accounts no longer need to be linked to meet the minimum investment. For the Fee Based Annuity Platform Fee Schedule, the cap of $7,500,000 has been removed and the annual minimum client fee has been reduced from $250 to $200.

If you would like another copy of this Wrap Fee Brochure, you can either download it from the SEC website or we will send you a copy by contacting us at HTK Client Services at (800) 873-7637.

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Item 4. Services, Fees and Compensation

Our Firm

Hornor, Townsend & Kent, LLC ("HTK", "firm", "us", "we" or "our") is registered with the U.S. Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940 and as a broker-dealer under the Securities Exchange Act of 1934. HTK is also a registered broker-dealer with the Financial Industry Regulatory Authority, Inc. ("FINRA") and a member of the Securities Investors Protection Corporation ("SIPC").

HTK is based in Horsham, Pennsylvania and is organized as a limited liability company under the laws of Delaware. HTK is a wholly owned subsidiary of The Penn Mutual Life Insurance Company ("Penn Mutual") and serves as a principal underwriter and distributor for variable insurance and annuity products issued by Penn Mutual and, its insurance affiliate, The Penn Insurance and Annuity Company ("PIA"). The principal business of Penn Mutual is life insurance.

HTK has been registered with the SEC providing investment advisory services to clients since February 25, 1999. As of December 31, 2022, HTK manages $6,845,795,281 of client assets on a non-discretionary basis and $269,110,000 of client assets on a discretionary basis.

As a registered investment adviser, HTK provides advisory services to clients by and through our investment adviser representatives ("Advisers"). For more information about your Adviser providing advisory services, please refer to their Brochure Supplement (Form ADV Part 2B). The Brochure Supplement is a separate document that is provided by the Adviser along with this Disclosure Brochure before or at the time the client engages with them. Clients who did not receive a Brochure Supplement from the Adviser should contact the Adviser directly or HTK Client Services at (800) 873-7637.

This Disclosure Brochure provides clients and prospective clients with information about HTK advisory services. Clients are advised that there can be no assurance that any particular strategy will be successful in achieving the client's investment goals and objectives. Any investment in the securities markets involves risk, including the realization of investment loss.

Our Fiduciary Role

HTK and its Advisers are fiduciaries under the law. We must make full disclosure of all material facts relating to the advisory relationship, seek to avoid conflicts of interest, and make full disclosure of any material conflicts of interest between us and clients that could affect the advisory relationship. We must also act in the client's best interest. The level of monitoring in your advisory account will depend on the type of account and the advisory program you select.

Where Advisers have full discretionary trading authority, which means that the Adviser has the authority, without consulting with the client, to decide which securities to purchase, sell or retain for the client's account, Advisers provide ongoing monitoring and will make changes in a client's account as deemed necessary. For all other advisory accounts, the client and the Adviser will review the advisory account's objectives, investments and performance relative to the client's objectives and financial situation, at least annually, to allow the Adviser the opportunity to recommend changing or maintain the objectives or investments in the client's account.

Our Wrap Fee Programs

HTK offers the following wrap fee programs. A more detailed description of each program is provided under the **Description of Wrap Fee Programs** heading below. Information related to fees and compensation for these programs may be found under the **Fees and Compensation** heading.

HTK Wrap Fee Programs:

- HTK Advisory Series Programs
  - HTK Professional Asset Management Program ("PAM")
  - HTK Adviser as Portfolio Manager ("Adviser as PM")
  - HTK Discretionary Asset Management Account ("DMA")
  - HTK Non-discretionary Asset Management Account (Mutual Fund Only) ("NDMA6")
  - HTK Non-discretionary Asset Management Account ("NDMA7")
  - HTK Fee-Based Annuity ("FBA")
- HTK Asset Management Program ("AMP")
- HTK Digital Investment Management Program ("Smart Journey")

A wrap fee program is an investment advisory program in which the client pays one bundled fee to compensate HTK and the Adviser for their services and to pay the transaction and clearing costs associated with transactions in the client's advisory account. HTK offers wrap fee programs in addition to the advisory services described in the HTK Disclosure Brochure. The HTK Disclosure Brochure is a separate document that is provided by the Adviser along with this Wrap Fee Program Brochure and the Adviser's Brochure Supplement before or at the time the client engages with the Adviser. If a client does not receive one or both of these brochures, the client should contact the Adviser or HTK at (800) 873-7637.

HTK's wrap fee programs offer such securities as mutual funds, stocks, bonds, exchange traded funds ("ETFs"), exchanged traded notes ("ETNs"), real estate investment trusts ("REITs"), unit investment trusts ("UITs"), and options on brokerage platforms. Transactions in each of these securities have trading costs associated with them. The wrap fee is not based directly upon the actual transaction or execution of the transactions in the client's account. Depending on the underlying investments and amount of transactions the client expects to be executed in the account, a wrap fee account may cost a client more than if the client chose to pay separately for all of the transaction costs (i.e., pay the advisory fee plus all ticket charges).

In choosing one or more of the wrap fee programs above, the Adviser will work with the client to assess the client's needs and investment objectives. The Adviser will collect information including, but not limited to, the client's investment goals, income requirements, time horizon, and tolerance for risk in order to tailor recommendations to the client's needs and objectives. In order for HTK and its Adviser to provide appropriate recommendations, it is important that clients provide accurate and complete responses to the questions asked by the Adviser. In addition, clients need to inform the Adviser and HTK of any changes in their investment objectives, personal circumstances, and any other information, if any, that affects the client's overall investment goals. Clients may have the opportunity to impose reasonable restrictions on the securities purchased or the way the account is managed. Clients should understand that any restrictions can adversely affect the risk reward level of a portfolio. Clients should contact the Adviser to discuss any allowable investment and/or account management restrictions allowable in the wrap fee program(s) selected. Further details regarding the wrap fee program can be found in the investment advisory agreement.

When opening an advisory account with the deposit of securities or the depositing of additional securities into an existing account, clients should consider the fees or charges the client has already paid in connection with these securities, such as commissions or front-end sales loads on mutual fund shares. Clients could potentially pay additional charges when depositing securities purchased on a commission basis into an advisory account.

HTK supervisory personnel review, on a periodic basis, client wrap fee program advisory accounts and advisory services to identify situations that may warrant a more detailed review or specific action on behalf of a portfolio of a client. Such reviews include, but are not limited to, suitability, fees, investment results, etc. For DMA and AMP programs, in which HTK and the Adviser have been granted discretionary trading authority, HTK also monitors for consistency; namely, that securities holdings are in line with the stated risk tolerance of the client and parameters established by HTK for the AMP and DMA program accounts. If the portfolio allocation is out of variance, the Adviser, together with the client, will review to determine next steps and/or actions needed for the account.

The investment recommendations and advice offered by HTK and its Adviser are not legal, tax, or accounting advice. Clients should consult with their personal attorney, tax professional, or accountant. Unless independent of their relationship with HTK, neither HTK nor its Advisers are qualified and appropriately licensed to offer legal, tax, or accounting advice.

Description of Wrap Fee Programs and Fees

HTK sponsors and currently offers wrap fee programs described as follows.

HTK Advisory Series Programs

For HTK Advisory Series Programs, HTK entered into an agreement with Envestnet Portfolio Solutions, Inc. ("Envestnet"), a provider of wealth management software and services to financial advisers. Through this agreement, Envestnet provides technology, operational and administrative support services to HTK in connection with the HTK Advisory Series Program accounts. Envestnet assists HTK with a variety of account processing and maintenance duties, including client account initiation and setup, client account trading and processing, custodial reconciliation, and the computation and preparation of client reports. In some of these programs, Envestnet provides operational and administrative services such as performance reports, asset allocation models, client proposals, data aggregation services, and fee calculation services. In other programs, Envestnet serves as the portfolio manager and provides discretionary advice for client accounts. Envestnet also offers access to MoneyGuide, a suite of web-based financial planning and retirement planning software. For these programs, Pershing LLC is the primary custodian. HTK and Envestnet are not affiliated companies.

HTK Professional Asset Management Program ("PAM")

With the HTK PAM Program, in consultation with the Adviser, clients can select from a variety of institutional asset managers through Envestnet, or create custom solutions by combining multiple managers (strategists or separately managed accounts ("SMAs")) in a single account. Portfolios offered by HTK for the PAM Program are subject to HTK's due diligence process and requirements. Neither HTK nor the Adviser perform the ongoing discretionary asset management in the portfolio; this is performed by the Managers and/or Strategists selected by the client and the Adviser within the PAM advisory account(s).

There are two options available within the PAM Program: Multi-Manager and Single Strategist. Under these programs, the client selects a Strategist and a portfolio model created by the Strategist. The Single Strategist option also includes portfolios from the PMC Foundations series ("PMC"). These portfolios are a component of Envestnet and PMC's wealth advisory offerings for clients with smaller account balances.

Please refer to the chart below for further information.

	PAM: Multi-Manager		PAM: Single Strategist
	Multi-strategist	Separately managed accounts (“SMAs”)*	
Custodian	Pershing, LLC	Pershing, LLC	Pershing, LLC
Investment options	Mutual funds and/or ETFs	Mutual funds, ETFs and/or general securities	Mutual funds and/or ETFs
Minimum investment	$50,000	Dependent on investment manager	$25,000-$50,000 $5,000 for PMC Foundation portfolios
Program summary	Receive access to a variety of fund strategists in a single account. Each strategist offers a series of risk-based asset allocation mutual fund and/or ETF models (“Fund Strategist Portfolios”) to manage clients' accounts based on their investment objective and risk tolerance.	Receive access to a variety of specialized institutional asset managers that provide clients with customized investment portfolios built to meet their needs and objectives. Benefits may include individual security ownership, ease of portability with in-kind transfers, and tax benefits.	Select a single strategist for a single account. Each strategist is responsible for selecting both the asset allocation and underlying investments for their respective model portfolios (“Fund Strategist Portfolios”).** A PMC portfolio is a small account solution within the single strategist PAM program.
Rebalancing	Client and the Adviser need to rebalance the account as needed to maintain the overall risk objective, but each Strategist or Manager will automatically rebalance their portion of the client's account.		Client accounts are rebalanced automatically by the strategist, along with any changes to the underlying holdings and/or allocations.
Quarterly performance reports	Provided		Provided
Tax or impact overlay services*	Tax or impact overlay services available (for additional fee).		Tax overlay services available (for additional fee).

*Clients should refer to Envestnet's Disclosure Brochure for further details on Envestnet programs.

<u>HTK Adviser as Portfolio Manager (“Adviser as PM”) Program</u>

With the HTK Adviser as PM Program, the Adviser may manage client assets on either a discretionary (limited to only those Advisers who are approved by HTK for the DMA program) or non-discretionary basis, and create custom asset allocation models to meet the client's individual needs.

There are three options available within the Adviser as PM Program: Non-discretionary Asset Management Account (NDMA-6)-Mutual Fund Only; Non-Discretionary Asset Management Account (NDMA7); and Discretionary Asset Management Account (DMA). Please refer to the chart below for further information.

	Adviser as PM: Non-Discretionary Asset Management Account (NDMA6) Mutual Fund Only formally known as Fund Select Account (FSA)	Adviser as PM: Non-Discretionary Asset Management Account (NDMA7) formally known as Unified Managed Account (UMA)	Adviser as PM: Discretionary Asset Management Account (DMA)* HTK preapproval required
Type	Non-discretionary (client authorizes each transaction prior to execution of trade)	Non-discretionary (client authorizes each transaction prior to execution of a trade)	Discretionary (the adviser has authority, without consulting with the client, to decide which securities to buy, sell or retain for the client's account)
Custodian	Pershing, LLC	Pershing, LLC	Pershing, LLC
Minimum investment	$25,000		
Minimum client fee	$160		
Account linking	Yes, for breakpoints		
Investment options	Mutual funds only	Mutual funds, ETFs and/or general securities	Mutual funds, ETFs and/or general securities
Program summary	Both the client and Adviser manage the account in a consultative approach by choosing a portfolio of specific mutual funds (with limitations) based on the client's investment objective and risk tolerance.	Both the client and Adviser manage the account in a consultative approach by using flexible portfolio modeling and investment selections based on the client's investment objective and risk tolerance.	Client grants HTK and Adviser discretionary authority to provide the following services without prior consultation with the client: (1) purchase, exchange, sell and trade securities in the account; (2) reallocate the securities in the account, and (3) provide periodic asset allocation rebalancing. Clients may also impose reasonable restrictions on the management of the account by notifying HTK in writing.
Rebalancing	Client and Adviser rebalance the account as needed to maintain the selected risk objective.	Client and Adviser rebalance the account as needed to maintain the selected risk objective.	Adviser rebalances the account as needed to maintain the selected risk objective.
Quarterly performance reports	Included		

*HTK DMA Program. The DMA Program currently offers seven risk levels: Capital Preservation, Conservative, Conservative Growth, Moderate, Moderate Growth, Growth, and Aggressive Growth. Model asset allocations for the recommended risk level are provided to the client's Adviser, based on historical risk and return characteristics. The Adviser can use the model asset allocation or another allocation, so long as the other allocation falls within the client's risk tolerance band. DMA accounts are not permitted to use margin. Envestnet provides HTK with the platform technology and support including template asset allocation models and underlying investment research on mutual funds and ETFs. Advisers use Envestnet and other firms' investment research and screening tools to make securities recommendations to clients. Advisers will use an array of investment methodologies to provide advice to clients, and different clients whose accounts are in the same risk level can hold different securities in their accounts and have different performance from one another.

In addition to the market fluctuations typical with investing, the client's performance in DMA will depend significantly on the Adviser's ability to determine an asset allocation and select securities. When appropriate, trades for this program will be aggregated (combined) when trading the same security across client accounts for the same Adviser. This is to provide assurance that clients of the same Adviser receive the same price for a particular security and in fulfillment of HTK's duty to seek the best execution for its clients.

HTK Fee-Based Annuity Platform ("FBA")

HTK's Fee Based Annuity platform partners with Fidx/Envestnet to integrate insurance and protection strategies alongside investments. It offers a suite of fee-based annuities from a variety of insurance carriers. With the FBA platform, clients, in consultation with their Adviser, have the ability to invest in annuities that are designed to be held in a fee based advisory account. Through the FBA platform, the Adviser will recommend an annuity with an investment allocation in the sub-accounts along with any additional features and/or benefits made available in the annuity contract based on the client's risk profile, goals and/or objectives. HTK and the Adviser will not have discretionary authority and the client will have the ability to make all investment decisions. The client and the Adviser should discuss the timing and frequency of rebalancing the sub-accounts, if applicable, to maintain the asset allocation model. The minimum account size for the FBA platform is generally $10,000.

Variable annuity ("VA") performance is based on its underlying sub-accounts. The client will select which sub-accounts to invest in. Any benefits or guarantees available under the VA contract are subject to the claims paying ability of the insurance company issuing the contract. Optional benefits may incur additional charges and are subject to qualification or may not be available. Clients should carefully consider the investment objectives, risks, charges and expenses of the VA and the underlying fund options carefully before investing. Please refer to the applicable VA illustration, if available, the VA prospectus, and prospectuses for the underlying sub-accounts. Carefully read all materials before making a purchase. Clients should be aware that the underlying sub-accounts cannot be purchased directly and that there may be limitations to the timing or frequency of reallocations between sub-accounts. Any and all annuities offered through the FBA platform are fee-based. No commission-based annuities are included.

HTK AMP

HTK AMP is a legacy asset management program utilizing stocks, bonds, mutual funds without a sales charge ("no load" or "load waived"), ETFs options and UITs. Only certain Advisers may offer this program to their clients. Certain other programs may be available to meet client needs. Under the HTK AMP program, assets are either managed on a discretionary basis (limited to only mutual funds) or a non-discretionary basis. Custom asset allocation models are created to meet the client's needs. Clients should refer to the investment advisory agreement for details and terms and conditions of the program. Based on the information gathered during the profiling process, the client and the Adviser choose both the asset allocation strategy and select the securities to complete the portfolio allocation. The Adviser assists the client in making investment decisions for HTK AMP and the client agrees to furnish HTK and the Adviser with any information that might change the recommendation. The client receives a quarterly performance report for AMP account(s). With limited discretion in the AMP mutual fund only program, Advisers will use an array of investment methodologies to provide advice to clients, and different clients whose accounts are in the same risk level can hold different securities in their accounts and have different performance from one another.

HTK Digital Investment Management Program ("Smart Journey")

Smart Journey is an HTK branded wrap fee program administered by Betterment LLC ("Betterment"), a registered investment adviser with the SEC. Betterment is unaffiliated with HTK. In its relationship with Betterment, HTK also serves as a registered investment adviser. Betterment provides the client with discretionary, managed account services as Smart Journey's Sub-Adviser. Betterment also provides strategic asset allocation portfolios, made up primarily of exchange traded funds. Neither HTK nor the Adviser perform the ongoing discretionary asset management in the client's portfolio; this is performed by Betterment. HTK performs due diligence on portfolios, offered by Betterment, through the Smart Journey program. Clients should refer to Betterment's Wrap Fee Program Brochure for further details on services provided.

HTK, through its Adviser, is responsible to work with the client to collect all necessary information and documentation utilizing Betterment's internet-based platform, including any reasonable restrictions permitted that clients impose on the management of their account. Funds in the client's Betterment account, that are not otherwise invested, are swept into Betterment's cash management program, an interest-bearing deposit account at banks that agree to accept funds through the program. Advisers will monitor the performance of the client's account and, as agreed upon with the client, but no less than annually, will review the client's financial situation and objectives; communicate information to Betterment; and assist the client in understanding and evaluating the services provided by Betterment.

Betterment Securities, a broker-dealer and affiliate of Betterment, is the broker-dealer for client account(s) in the Smart Journey program. Apex Clearing Corporation ("Apex") is the primary custodian. Betterment offers a website for the client to access account records. The client should carefully review additional information about Betterment and the wrap fee program offered as part of Betterment's institutional platform. For more information, clients should refer to Betterment's Wrap Fee Brochure Supplement.

Fees and Compensation

A wrap fee program is an investment advisory program in which the client pays one bundled fee ("wrap fee") to compensate HTK and the Adviser for their services and to pay the transaction and clearing costs associated with transactions in the advisory account. Clients should understand that, when opening a Wrap Fee Program account(s) with HTK, there are additional fees and/or charges that may be imposed by the custodian. These fees and charges will include standard account administrative fees such as electronic fund and wire transfer charges, annual IRA custodial fees, termination fees, and other miscellaneous charges incurred in the normal course of business.

The client may pay more or less for advisory services, execution of transactions, custody, and reporting than other advisory programs offered by HTK or other investment advisers, or if investment advisory, execution, custody and reporting services were purchased separately. The factors that bear upon the relative costs of any advisory program include, but are not limited to, the number of and timing of transactions, types of security purchased or sold, advisory fees, custody charges, administrative charges, research costs, and promotion material costs. These and other factors affect the cost of obtaining these services separately.

Wrap Fee schedule for PAM Programs; Multi-manager and Single Strategist (excluding PMC)

The total maximum wrap fee is comprised of the PAM Program fee plus the Adviser fee that the client and the Adviser agree upon plus a manager fee (*e.g. the fee assessed by any strategist or SMA investment manager*) plus any tax and/or impact overlay services fees. Please also refer to the HTK investment advisory agreement for further details. The program fee includes all the Envestnet services provided, such as the proposal generation platform, research and analytical tools for the investment solutions, ongoing monitoring of accounts, billing, and performance reporting (on demand and quarterly). This fee also includes all the Pershing trading costs and custody services. HTK receives the program fee paid by the client. The manager fee will only apply when using PAM Strategist and/or SMA Managers. Manager fee rates vary by Adviser, PAM strategist and/or SMA Manager. For PAM Strategists, it covers the investment management of the model portfolio, which is separate from the mutual fund/ETF expenses of the underlying holdings. For SMAs, it covers the management of the portfolio. Also, this fee includes the data integration and ongoing research provided by Envestnet through the platform. Tax and/or impact overlay services are optional and can be applied to either PAM Strategist and/or SMA accounts. Clients should consult with the Adviser as to whether these services may be appropriate based on the client's individual needs. Please consult with the Adviser as to the specific strategist or investment manager fee. Tax and/or Impact Overlay Service Fees generally start at 0.10% and may be less dependent on total PAM and/or SMA account asset values. These services are provided by Envestnet.

PAM Account Fee Schedule		
Account Size/Tiers Level Begin to Level End*	Program Fee	Total Maximum Wrap Fee
$0 to $100,000	0.23%	2.50%
$100,000 to $250,000	0.23%	2.35%
$250,000 to $500,000	0.23%	2.20%
$500,000 to $1,000,000	0.22%	2.05%
$1,000,000 to $2,500,000	0.21%	1.95%
$2,500,000 to $5,000,000	0.20%	1.90%
$5,000,000 to $10,000,000	0.19%	1.80%
$10,000,000 to $25,000,000	0.18%	1.75%
$25,000,000 to $50,000,000	0.17%	1.75%
$50,000,000 +	0.16%	1.75%
Annual Minimum Client Fee**	$200	

*Clients should consult with their Adviser to determine if they are receiving all eligible fee breakpoints. Retroactive basis-fee charged based on cumulative assets. Each breakpoint will be reached with the next additional dollar.

**The annual minimum client fee is assessed when the calculated quarterly advisory fee falls below this minimum fee. This fee is charged on each client account or all accounts in the aggregate if accounts are linked.

<u>Wrap Fee schedule for PAM: Single Strategist - PMC Foundations portfolios:</u>

The total maximum wrap fee is comprised of the Program Fee plus the Adviser fee that the client and the Adviser agree upon. The Program Fee includes all the Envestnet services provided, such as the proposal generation platform, research and analytical tools for the investment solutions, ongoing monitoring of accounts, billing, and performance reporting (on demand and quarterly). This fee also includes all the Pershing trading costs and custody services. HTK receives the Program Fee paid by the client. Please also refer to the HTK investment advisory agreement for further details.

PAM-Single Strategist/PMC Foundations Fee Schedule		
Account Size/Tiers Level begin to Level End	Program Fee	Total Maximum Wrap Fee
$0 to $100,000	0.30%	1.75%
$100,000 to $250,000		1.60%
$250,000 to $500,000		1.45%
$500,000 to $1,000,000		1.30%
$1,000,000 to $2,500,000		1.20%
$2,500,000 to $5,000,000		1.15%
$5,000,000 to $10,000,000		1.05%
$10,000,000 +		1.00%
Annual Minimum Fee*	$40	

* The annual minimum client fee is assessed when the calculated quarterly advisory fee falls below this minimum fee. This fee is charged on each client account or all accounts in the aggregate if accounts are linked.

Certain Strategists pursue an investment strategy that uses proprietary funds, or underlying mutual funds or ETFs advised by the Strategist or its affiliate(s). In these situations, the Strategist or its affiliate(s) will receive fees from the proprietary funds as detailed in the proprietary fund's prospectus. These fees will be in addition to the model provider fees that a Strategist receives in PAM and they create a financial incentive for the Strategist to use proprietary funds. Clients should discuss any questions with or request further information from their Adviser concerning the use of Proprietary Funds in model portfolios or the conflict of interest this creates.

<u>Wrap Fee schedule for Adviser as PM Program:</u>

The total maximum wrap fee is comprised of the program fee plus the Adviser fee that the client and the Adviser agree upon. Please also refer to the HTK investment advisory agreement for further details. The program fee includes all the Envestnet services provided, such as the proposal generation platform, research and analytical tools for the investment solutions, ongoing monitoring, billing, and performance reporting (on demand and quarterly). This fee also includes all the Pershing trading costs and custody services. HTK receives the program fee the client pays.

Adviser as PM Program Fee Schedule		
Account Size/Tiers* Level begin to Level End	Program Fee	Total Maximum Wrap Fee
$0 to $100,000	0.13%	1.75%
$100,000 to $250,000	0.13%	1.60%
$250,000 to $500,000	0.13%	1.45%
$500,000 to $1,000,000	0.12%	1.30%
$1,000,000 to $2,500,000	0.11%	1.20%
$2,500,000 to $5,000,000	0.10%	1.15%
$5,000,000 to $10,000,000	0.08%	1.05%
$10,000,000 to $25,000,000	0.06%	1.00%
$25,000,000 to $50,000,000	0.05%	1.00%
$50,000,000 +	0.04%	1.00%
Annual Minimum Client Fee**	$160	

*Clients should consult with their Adviser to determine if they are receiving all eligible fee breakpoints. Retroactive basis-fee charged based on cumulative assets. Each breakpoint will be reached with the next additional dollar.

** The annual minimum client fee is assessed when the calculated quarterly advisory fee falls below this minimum fee. This fee is charged on each client account or all accounts in the aggregate if accounts are linked.

Additional information about fees and billing for the HTK Advisory Series Programs include:

- Initial fees are charged on the date the assets fund the account (inception date) and are based on the asset value on that date. This fee is charged in advance and will cover the period from the inception date through the last day of the billing quarter and will be prorated accordingly. Pro-rata fees are processed monthly.
- Quarterly fees are deducted from the client's account on a quarterly basis in advance of the quarter, in accordance with the client's investment advisory agreement. The quarterly fee is based on the average daily balance of the account during the previous quarter. The quarterly advisory fees are processed in January, April, July and October.
- All trading fees (ticket charges) are included in the Program Fee.
- All 12b-1 payments (if any) that are associated with mutual funds in HTK Advisory Series accounts are credited back to the client. The client will see these payments periodically on their statements when Pershing receives them from the mutual fund companies.
- All C-share mutual funds can be held as an accommodation in the Adviser as PM program. However, these positions must be excluded from billing in the proposal so no fees will be assessed on them.

The HTK Investment Advisory Agreement for any wrap fee programs that the client may be invested can be terminated by either party upon written notice to the other party.

If an account is to be liquidated as the result of a termination notice, a reasonable timeframe may be required in order to liquidate assets. The client will receive a pro-rated refund of any quarterly advisory fees assessed, based upon the number of days remaining in the quarter, after the termination date. Subject to the payment of any outstanding fees, proceeds will be payable to the client within sixty (60) days of liquidation. Termination of the agreement will not affect the liabilities or obligations of the parties arising from transactions initiated prior to termination.

<u>Wrap Fee Schedule for HTK Fee Based Annuity Platform ("FBA")</u>

Variable annuities include separate layers of fees. These include fees charged by or through the insurance company at the contract level, as well as, fees associated with the underlying insurance products. Please refer to the prospectus for important information about the product and for detailed information about your specific variable annuity. For information related to fee charged by HTK, please refer to the chart below.

Fee Based Annuity Platform Fee Schedule		
Account Size/Tiers Level begin to Level End	Client Min. Fee	Client Max. Fee
$0 to $100,000	0.50 %	1.75%
$100,000 to $250,000	0.50 %	1.60%
$250,000 to $500,000	0.50 %	1.45%
$500,000 to $1,000,000	0.50 %	1.30%
$1,000,000 to $2,500,000	0.45 %	1.20%
$2,500,000 to $5,000,000	0.40%	1.15%
$5,000,000+	0.40%	1.05%
Annual Minimum Client Fee*	$200	

*The annual minimum client fee is assessed when the calculated quarterly advisory fee falls below this minimum fee. This fee is charged on each client account.

Wrap Fee Schedule for HTK AMP Program

The total maximum wrap fee is comprised of the program fee plus the Adviser fee that the client and the Adviser agree upon. Please also refer to the HTK investment advisory agreement for further details. The program fee includes advice, management, and monitoring services provided in connection with HTK AMP accounts. Pershing, LLC (the clearing broker-dealer for AMP) also receives a portion of the Wrap Fee for providing trading costs, client billing and performance reporting. Envestnet receives a portion of the Wrap Fee for providing monitoring services for HTK AMP accounts. HTK entered into a separate arrangement with Envestnet in order to provide account variance monitoring for AMP accounts held directly on Pershing, LLC's managed account platform.

HTK AMP Fee Schedule		
Account Size/Tiers* Level begin to Level End	Program Fee	Total Maximum Wrap Fee
$0 to $100,000	0.10 %	1.75%
$100,000 to $250,000	0.10 %	1.60%
$250,000 to $500,000	0.09 %	1.45%
$500,000 to $1,000,000	0.07 %	1.30%
$1,000,000 to $2,500,000	0.05 %	1.20%
$2,500,000 to $5,000,000	0.04%	1.10%
$5,000,000 to $7,500,000	0.04%	1.00%
$7,500,00 to 10,000,000	0.04%	0.90%
$10,000,000 and above	0.04%	Negotiable not to exceed 1.75%
Annual Minimum Client Fee**	$140	

*Clients should consult with their Adviser to determine if they are receiving all eligible fee breakpoints. Retroactive basis-fee charged based on cumulative assets. Each breakpoint will be reached with the next additional dollar.

**The annual minimum client fee is assessed when the calculated quarterly advisory fee falls below this minimum fee. This fee is charged on each client account.

The wrap fee is payable quarterly in advance. The initial quarterly fee is based on the initial account balance and prorated for the number of days remaining in the quarter, if applicable. All ongoing quarterly fees are based on the Account value as of the last day of the previous calendar quarter. Quarterly fees are adjusted for any withdrawals and/or deposits of $5,000 or more that occurred within the account during the previous quarter.

Wrap Fee Schedule for HTK Smart Journey Program

For the HTK Smart Journey Program, HTK may charge a fee up to 1.00 percent of the client's account's value. A portion of this fee is paid to the Adviser. This fee does include Betterment's program fee. For further details, please see Betterment's Wrap Fee Brochure Supplement, investment advisory agreement and account opening documents. Each of our Advisers negotiate their own management fee schedule, however Betterment's management fee charged in connection with their services are disclosed in Betterment's advisory agreement. Betterment, LLC offers direct-to- consumer services similar to HTK Smart Journey Program. Therefore, clients would pay a lower advisory fee for algorithm-driven, automated investment advisory services by going direct to Betterment, LLC or other similar Digital Advisors.

The total maximum wrap fee of 1.00% is comprised of a flat program fee of 0.25% plus the Adviser fee that the client and the Adviser agree upon. Please also refer to the HTK investment advisory agreement for further details. HTK and the Adviser split the Adviser fee portion of the Wrap Fee in accordance with HTK's agreement with the Adviser. The program fee includes all the Betterment services provided, ongoing monitoring, billing, and performance reporting (on demand and quarterly). This fee also includes all the Betterment trading costs and custody services.

The Investment Advisory Agreement can be terminated by either party upon written notice to the other party.

If a program account is to be liquidated as the result of a termination notice, a reasonable timeframe may be required in order to liquidate assets. Clients will receive a pro-rated refund of any quarterly advisory fees assessed, based upon the number of days remaining in the quarter after the termination date. Subject to the payment of any outstanding fees, proceeds will be payable to the client within sixty (60) days of liquidation. Termination of the agreement will not affect the liabilities or obligations of the parties arising from transactions initiated prior to termination.

Investments in Funds

Clients should be aware that when assets are invested in shares of mutual funds, ETFs, closed-end funds, UITs, or other pooled investment vehicles, the client will pay both the direct management fees to HTK for its services in connection with these investments and, indirectly, the client's pro-rata share of any internal management fees or expenses related to owning those investments. The client the ability to invest directly in these securities without incurring the fees charged by HTK. An explanation of the fees and expenses associated with these investments, along with other important information, is contained in the prospectus, disclosures and/or other information provided by the investment product provider to clients.

In addition, there can be tax consequences for fund share redemptions made by or on behalf of clients, as well as deferred sales charges or redemption fees. Short-term redemption fees can be applied if a fund has been held for less than three (3) months.

Investments in Insurance Products

The advisory fees payable to HTK are separate from additional fees which are payable to the insurance carrier or pursuant to the terms governing the insurance products. HTK reserves the right to pass on to the client all fees and other charges imposed by the carrier, the insurance products and/or any related transactions in connection with the client's account. Please consult the prospectus, insurance contract, and any related fee schedules provided by the carrier for the respective insurance products for more information regarding their fees.

Compensation for Recommending the Wrap Fee Program

HTK and the Adviser receive compensation as a result of recommending the client's participation in any of HTK's Wrap Fee programs. The amount of this compensation is more or less than what the client would pay if the client participated in other HTK programs or paid separately for investment advice, brokerage, and other services. Therefore, there is a financial incentive for the Adviser to recommend a HTK Wrap Fee Program over other programs or services offered by HTK.

Revenue Sharing and 12b-1 Fees Received from Mutual Fund Advisers and Distributors

HTK receives compensation from the mutual fund advisers and distributors of mutual funds when it invests client assets in the funds. For mutual funds that have Rule 12b-1 distribution plans, funds pay distributors under such plans, and distributors share such payments (called "12b-1 fees") with HTK. A mutual fund's 12b-1 distribution plan is typically disclosed in the applicable fund's registration statement.

HTK receives 12b-1 fees from load and no-load mutual funds that pay distribution fees. These fees come from fund assets and, consequently, indirectly from client assets. HTK's receipt of 12b-1 fees presents a conflict of interest between HTK and its clients as the firm has a financial incentive to invest client assets in mutual funds that pay HTK 12b-1 fees, preferring these to funds that have no such fees or that have lower fees. HTK addresses this conflict through this disclosure and by automatically crediting to client accounts all 12b-1 fees generated by mutual funds owned by HTK clients in its Wrap Fee Programs outside of the Pershing cash sweep program.

Mutual funds, including money market funds, generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to retail share classes (typically referred to as class A, class B, and class C shares), mutual funds also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain specified eligibility criteria. Requirements may include considerations, such as, minimum dollar amount thresholds or advisory program eligibility. Institutional share classes typically have a lower expense ratio than other share classes and do not pay 12b-1 fees. Clients who are invested in mutual funds that pay 12b-1 fees will pay more in expenses and over time likely will have lower returns than clients who are invested in mutual funds that have similar investment strategies and holdings, but do not pay 12b-1 fees. HTK has a financial incentive to recommend or select share classes that have higher expense ratios, including 12b-1 fees, because such share classes can generally result in higher compensation to HTK. HTK addresses this conflict of interest by: automatically crediting to client accounts all 12b-1 fees paid to HTK (outside of the Pershing cash sweep program), that are attributable to mutual fund holdings in accounts within HTK's Advisory Series Program; disclosing the conflict presented; providing its Advisers with education and guidance and supervising its Advisers on this issue. Regardless of such considerations, HTK clients should not assume that they will be invested in the share class with the lowest possible expense ratio or one that does not pay 12b-1 fees.

HTK Smart Journey (Betterment) offers a cash sweep program to hold funds in client accounts that are not otherwise invested, until those funds are used to fund securities transactions or withdrawn.

Betterment may receive payments from cash sweep program banks, and this may create a conflict of interest. Neither HTK nor its Advisers receive revenue from Betterment's cash sweep program. Refer to Betterment's Form ADV Brochure and Brochure Supplement for details.

<u>Pershing, LLC</u>

HTK receives revenue sharing payments from Pershing, the broker-dealer and custodian that provides clearing and custodial services to HTK clients. These revenue sharing payments include 12b-1 fees paid to Pershing from mutual fund advisers, distributors, and distribution assistance programs.

Pershing offers several cash sweep options to hold funds in client accounts that are not otherwise invested, until those funds are used to fund securities transactions or withdrawn. A cash sweep is a process that automatically transfers un-invested cash balances in eligible accounts, including cash balances derived from the sale of securities, dividend payments, interest credited from bonds, and cash deposits into a money market fund. Pershing receives revenue, which it terms "distribution assistance," for certain cash sweep money market fund options available in HTK Advisory Series Program and in some circumstances shares that revenue with HTK. A part of this revenue includes Rule 12b-1 fees. To the extent that the revenue Pershing shares with HTK includes proceeds related to these 12b-1 fees, these payments are not credited back to client accounts in the Advisory Series Program.

HTK's receipt of distribution assistance revenue from Pershing as part of the revenue sharing payments presents a conflict of interest for HTK when recommending that clients utilize and enter into the automatic cash sweep program. When choosing a money market fund to serve as the default cash sweep option, Advisers or clients have the option to elect other money market funds that may provide more or less distribution assistance to HTK.

Until July 12, 2018, HTK participated in Pershing's no-transaction-fee program called "Fund Vest." The mutual funds adviser on the Fund Vest platform made revenue sharing payments to Pershing, including 12b-1 fees. Pershing shares this compensation with HTK, including 12b-1 fees, and will continue to share such revenue with HTK as long as the client continues to own mutual funds from the Fund Vest platform in their Advisory Series Program account. The receipt of revenue sharing created an incentive for HTK to recommend funds that pay 12b-1 fees, preferring these to those funds that have no such fees or that have lower fees. HTK addresses this conflict through this disclosure and by automatically crediting to client accounts all 12b-1 fees generated by mutual funds owned by HTK clients in the Advisory Series Program on the Fund Vest platform.

Pershing also pays compensation to HTK in the form of the annual maintenance fee charged for individual retirement accounts (i.e., Traditional, Rollover and/or Roth accounts) held with Pershing. This compensation creates a conflict of interest for HTK when recommending clients' custody their retirement accounts with Pershing.

<u>Item 5. Account Requirements and Types of Clients</u>

In its wrap fee programs, HTK primarily serves individuals, high net worth individuals, trusts, businesses, and charitable organizations as well as the retirement assets of individuals and businesses, including, individual retirement accounts (IRAs), IRC 403(b) and 457 programs as well as in limited circumstances employer sponsored ERISA plans. Clients may open qualified and non-qualified accounts with HTK. Not all investors and plans, including retirement plans, are eligible to invest in one or more of HTK's wrap fee programs. Clients should consult with the Adviser or their employer to determine if assets are eligible to invest.

Account minimums range from as low as $10 for certain portfolios available in Smart Journey to over $100,000 for certain SMAs made available within PAM Multi-Manager program. Please see Wrap Fee

Program Descriptions under Item 4 for further information as well as refer to the disclosure documents of the applicable Strategist and/or SMA Manager for more detailed information regarding account minimums and other conditions. Clients retain ownership of the cash and securities in the account. HTK reserves the right to terminate the client agreement at any time portfolio assets are less than $10,000.

Item 6. Portfolio Manager Selection and Evaluation

Portfolio Manager Selection

For the PAM program, HTK uses a multi-step approach designed to identify and monitor the third party strategists that are made available on the PAM program. Advisers will assist clients in the selection of one or more strategists models based on what the Adviser believes is consistent with the client's risk tolerance and investment objectives. Through HTK's relationship with Envestnet, HTK relies primarily on Envestnet to identify prospective third party strategists and to perform due diligence on such strategists that may be selected in the PAM Program. Strategists are typically evaluated based on data and information from various third-party sources, such as independent databases, and from the particular strategist. Among the information collected and analyzed are historical performance, investment philosophy, investment style, historical volatility and correlation across asset classes. To the extent Envestnet has not performed the research and due diligence on a manager, HTK will review the third party through HTK's internal due diligence process. Managers are typically evaluated based on data and information from various third-party sources, such as independent databases, and from the particular manager. Among other things, our process entails examining items such as the Disclosure Brochure of the manager, any applicable offering document, performance reports and other information as deemed necessary to help determine the third party's investment strategy. Clients should refer to the Envestnet Disclosure Brochure and Brochure Supplement to obtain more detailed information regarding the criteria used for selecting investments.

For the AMP, NDMA6, NDMA7 and FBA programs, the client appoints the Adviser to act as the non-discretionary portfolio manager for the account. The Adviser will consult with and obtain the client's approval prior to the purchase or sale of any security in the account. For the DMA program, the Adviser will select securities on a discretionary basis that are consistent with the account's risk level and with any reasonable restrictions the client has placed on the account. HTK limits the DMA program to Advisers that meet certain eligibility requirements that are typically based on the Adviser's qualifications and/or years of experience.

Securities recommendations made to clients are based upon the investment objectives and needs of the client and executed in a non-discretionary capacity for clients participating in the AMP, NDMA6, NDMA7, and FBA programs. As already noted, the DMA program allows purchases by the Adviser on a discretionary basis. For the NDMA6 program, the securities recommended and held are limited to mutual funds and these are the only securities allowed for this program. For the AMP, NDMA7 and DMA programs, the securities available for investing are broader and include equity securities, fixed income securities, UITs, open-end and closed-end mutual funds, and ETFs.

HTK reviews the services performed by the Adviser. HTK monitors for consistency; namely, that services provided by the Adviser with program parameters and the policies and procedures of HTK. If the Adviser leaves HTK, HTK will notify the client in writing of the termination of their HTK investment advisory agreement and remove the account from any further advisory billing. The account will remain with HTK as a brokerage account custodied with Pershing, LLC (or in the instance of Smart Journey the client account will become a Betterment, LLC brokerage account) and will no longer receive any further management by HTK unless a new Adviser is appointed to the account and a new HTK investment advisory agreement is executed.

Performance-Based Fees and Side-by-Side Management

HTK and HTK Advisers do not receive performance-based fees. A performance-based fee is an advisory fee that compensates the Adviser for their success in managing their client's assets or "a fee based on the share of the capital gains and appreciation of a client's funds." A performance-based fee may induce an Adviser to take greater and undue risks with client's funds in an attempt to generate higher compensation to the Adviser.

Methods of Analysis, Investment Strategies and Risk of Loss

Advisers use various methods to determine an appropriate investment strategy for a client's portfolio. During the initial and subsequent meetings with an Adviser, the specific methods used for the client's account will be discussed. The strategies could include the following:

- Asset allocation: This is an investment strategy that aims to balance risk and reward by allocating assets among a variety of asset classes. The general theory behind asset allocation is that each asset class will perform differently from the others in different market conditions. Asset allocation does not guarantee a profit or protect against loss.
- Diversification: Diversification is a risk management strategy that uses a wide variety of investments within a portfolio. A diversified portfolio contains a mix of distinct asset types and investment vehicles with the intention to minimize exposure to any single asset or risk. Diversification does not guarantee a better return than a non-diversified portfolio.
- Dollar-cost averaging ("DCA"): This is the strategy of buying a fixed dollar amount of a particular investment on a regular schedule, regardless of the share price. More shares are purchased when prices are low, and fewer shares are bought when prices are high. DCA is believed to lessen the risk of investing a large amount in a single investment at a higher price. DCA does not prevent against loss in declining markets.
- Fundamental Analysis: This type of analysis concentrates on earnings, a company's financial statements, and the quality of a company's management. These quantitative factors are then used to attempt to determine the financial strength of a company.
- Technical Analysis: This type of analysis utilizes statistics to determine trends in security prices. Technical analysis tends to focus on factors such as trading volume, demand, and security price fluctuations. This type of analysis is also commonly referred to as chart analysis.
- Concentrated Investment Strategies: Certain investment strategies may be concentrated in a specific sector or industry. If you invest in a portfolio or strategy that is made up of a concentrated position, sector or industry, your portfolio will be more likely to sharply increase or decrease in value with changes in the markets. Concentrated strategies are more volatile because the risk associated with each company represents a large percentage of your overall portfolio value.

These methods of securities analysis serve as a basis for the investment advice given to the client which includes, but not limited to, long term purchases (securities held at least a year); short term purchases (securities sold is within a year); and option writing (primarily, including covered options strategies). For the most part, analysis is provided via tools provided by HTK or approved for the Adviser use by HTK. In addition, the services of other unaffiliated parties can be used to perform investment research, which include a screening and evaluation of investment firms, mutual funds, index funds, exchange traded funds and other managed or unmanaged investment vehicles.

HTK and Advisers also use third-party research to assist in the development of asset allocation models, investment research, security opinions, valuations, analysis and investment manager due diligence. Advisers either develop asset allocation models or use others from outside independent sources that are approved by HTK. Advisers develop their own methods of security and portfolio analysis, sources of information, and investment strategies to assist in the delivery of investment advice to Clients. As such, recommendations and advice provided differ amongst Clients and differ amongst Advisers.

Most of the advisory services HTK provides involves the purchase (or sale) of securities. All investing involves some level of risk. In many cases, the risk includes the potential to lose the entire amount of the client's invested principal. Mutual funds and other pooled investment vehicles have disclosure documents that discuss these risks. This disclosure document is commonly referred to as a prospectus. Clients should review disclosure documents carefully, and work with their Adviser to answer any questions they may have.

Investing in the securities market involves investment risk including the possible loss of the principal amount invested. Neither HTK nor its Advisers represent, guarantee or imply that services or methods of analysis used can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses.

Investing in equity securities generally involves becoming an owner in the issuer company and participating fully in its economic risks. The value of equity securities of public and private, listed and unlisted companies and equity derivatives generally varies with the performance of the issuer and movements in the equity markets. As a result clients can suffer losses if they invest in equity instruments of issuers.

An issuer of bonds has agreed to return the face value of the security to the holder at maturity. Most bonds pay investors a fixed rate of interest income. While bonds are generally considered more conservative than equity investments, they carry risks that include the risk that the issuer will default on payment of principal, fluctuation in interest rates, inflation and counterparties' inability to meet contractual obligations.

Mutual funds and ETFs generally own securities and are therefore exposed to the risk of loss that is inherent in investing in securities of individual companies. The extent of the risk of ownership of fund shares generally depends on the type and number of securities held by the fund. Mutual funds are subject to the individual risks described in their prospectuses. For example, mutual funds in fixed income securities are subject to the same interest rate, inflation, and credit risks associated with the fund's underlying bond holdings. Risks are significantly increased if a mutual fund pursues an alternative investment strategy. An investment in an alternative mutual fund involves special risks such as risk associated with short sales, leveraging the investment, potential adverse market forces, regulatory changes, and potential illiquidity. Investing in alternative strategies presents the opportunity for significant losses. Returns on mutual fund investments are reduced by management fees and expenses. All mutual funds, including "no load" funds, incur transaction costs, expenses, and other fees that are passed through by the mutual fund and ultimately paid by the fund shareholders. Generally, this information is referred to in the fund Prospectus, or in other information as may be requested or obtained from the fund. Mutual fund shares fluctuate in value, rising and falling in price depending on the performance of the underlying securities in the fund. The Net Asset Value ("NAV") of a mutual fund indicates its value or price per share.

There are many types of risk associated with an ETF, including but not limited to, market risk , tax risk, portfolio risk, risks in a particular industry or sector that the ETF tracks, etc. While ETFs can provide diversification, risks can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage (i.e., borrow money), or concentrate in a particular type of security rather than balancing the fund with different types of securities. ETFs can be bought and sold throughout the day and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing can lag versus the actual underlying asset values and there is no guarantee this relationship will resolve itself. ETFs also are subject to the individual risks described in their prospectus.

Although many mutual funds and ETFs provide diversification, risks can be significantly increased if a mutual fund or ETF is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage to a significant degree, or concentrates in a particular type of security. One of the main advantages of mutual funds and ETFs is that they give individual investors access to professionally managed, diversified portfolios of equities, bonds and other securities.

Although the goal of diversification is to combine investments with different characteristics so that the risks inherent in any one investment can be balanced by assets that move in different cycles or respond to different market factors, diversification is not always successful in reducing correlation among asset classes and does not eliminate the risk of loss. In some circumstances, price movements are highly correlated across securities and funds. A specific fund may not be diversified, and a client portfolio may not be diversified. Additionally, when diversification is a client objective, there is risk that the strategies that the Firm uses will not be successful in achieving the desired level of diversification. There is also risk that the strategies, resources, and analytical methods that the Firm uses to identify mutual funds and ETFs will not be successful in identifying investment opportunities.

Past performance of a security or a fund is not necessarily indicative of future performance or risk of loss.

In addition to investment risks, clients should also be aware of cybersecurity risks. The computer systems, networks and devices used by HTK, its advisers, service providers to HTK and clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices could still be breached. A client could be negatively impacted by a cybersecurity breach by causing disruptions and impacting business operations, potentially resulting in financial losses to a client, or impeding trading. Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality.

Voting Client Securities

HTK and its Advisers are expressly precluded from taking any action on behalf of clients, and are not obligated to render any advice to clients, with respect to (a) the voting of proxies solicited by, or with respect to, the issuers of any securities held in the account; or, (b) legal proceedings involving securities or other investments presently or previously held in the account, or the issuers thereof, including bankruptcies and class action lawsuits. Clients receive proxies or other solicitations directly from the custodian or transfer agent. In the event HTK and/or the Adviser receives such information, HTK and/or the Adviser will send, or will cause to be sent, all such proxy and legal proceedings information and documents to the client, to allow the client to take whatever action they deem advisable under the circumstances. Clients should refer to the respective TPAM's Disclosure Brochure for information concerning its proxy voting policies. Clients can obtain a copy of the TPAM's proxy voting policies and procedures upon request.

Item 7. Client Information Provided to Portfolio Managers

HTK provides initial and updated client information to Envestment and the Strategists and Managers for clients participating in the PAM program, and to Betterment for clients participating in HTK's Smart Journey program. For the AMP, NDMA6, NDMA7 and DMA programs, the Adviser will also periodically meet with clients to discuss their account(s), performance, financial situation, investment objectives, etc. If needed, the Adviser and the client will complete the documents required to update the information on file used to manage client assets. This process provides assurance the program services offered by HTK and your Adviser continue to be provided in manner consistent with your current financial situation and/or investment objectives.

Item 8. Client Contact with Portfolio Managers

For general questions regarding client accounts, clients are encouraged to work with their Adviser to review their portfolio or the applicable contact related to the program the client has selected related inquiries.

Item 9. Additional Information

Disciplinary Information

On November 14, 2017, without admitting or denying the findings, HTK consented to sanctions and to the entry of findings by FINRA that HTK's broker-dealer failed to implement a supervisory system and procedures reasonably designed to ensure the suitability of multi-class variable annuities sales, including L-Share contracts. The findings stated that HTK failed to implement an adequate supervisory system and Written Supervisory Procedures ("WSPs") related to the sales of multi-class class variable annuities. HTK's WSPs failed to provide registered representatives and principals guidance and suitability considerations for sales of different variable annuities share classes. HTK did not provide training to representatives on the features of the various share classes and the associated fees and surrender charges, and did not provide them with adequate information to compare share classes to make suitability determinations. In addition, HTK failed to establish, maintain, and enforce WSPs or provide sufficient guidance or training to registered representatives and principals regarding the sale of long-term income riders with multi-share class variable annuities, particularly the combination of L-share contracts with long-term income riders. The findings also stated that HTK failed to adequately supervise the private securities transactions of registered representatives with third-party advisory firms. HTK's WSPs did not address the supervision of transactions that representatives executed on behalf of third-party registered investment advisers. As a result, HTK did not adequately supervise these activities. HTK was censured and fined $275,000.

Item 10. Other Financial Industry Activities and Affiliations

Broker-Dealer Registration

In addition to being an investment adviser registered with the SEC, HTK is a registered broker-dealer and a correspondent firm of Pershing LLC, which is HTK's clearing broker-dealer. In consequence of this relationship, HTK introduces client transactions to Pershing for execution, clearance and settlement. In addition to these services, Pershing provides custody of client brokerage and advisory accounts. Clients who subscribe to the HTK Advisory Series Program establish a securities brokerage account with HTK and execute, clear, and settle securities transactions for their Advisory Series portfolios through Pershing. Although no client is required by law to select Pershing for execution, clearance, settlement or custodial services, a client desiring to participate in HTK's Advisory Series Program is not permitted, because of the clearing arrangement between HTK and Pershing, to choose a different clearing broker/dealer (i.e., other than Pershing) for execution, clearance, settlement, and custodial services. HTK and Pershing are not affiliated entities. See also Client Referrals and Other Compensation below.

Advisers may be registered representatives of HTK, a registered broker-dealer and correspondent firm of Pershing, and through this relationship receive transaction-based compensation for annuities and 529 Plans where HTK is the broker of record. This presents a conflict of interest in that it could incentivize advisers to recommend annuities based on the additional transaction-based compensation that the

Adviser will receive rather than based on a client's needs. HTK addresses this conflict through this disclosure and by preventing Advisers from receiving both advisory fees and transaction-based compensation on the same assets (i.e., they do not "double dip" on annuities or 529 Plans).

Other Material Relationships

HTK is a wholly-owned subsidiary of Penn Mutual and serves as a principal underwriter and distributor for registered insurance products issued by Penn Mutual and PIA. Penn Mutual and its affiliate companies are engaged in providing a range of diversified financial services. Certain of these companies are broker/dealers, investment companies, investment advisers, and insurance companies.

The majority of HTK's registered representatives and Advisers are licensed and appointed as life insurance agents with Penn Mutual. When acting as an insurance agent, an Adviser offers/sells insurance products issued and distributed by either or both Penn Mutual or PIA. As insurance agents, HTK representatives receive commissions for the sale of insurance products, which will be paid in addition to any compensation received by the Adviser for providing investment advisory services, and may at times include recognition, events and conferences. These compensation arrangements present an incentive for the Adviser to recommend products offered by these affiliated companies.

In addition, advice offered to an advisory client is provided in the form of a recommendation that a client may or may not choose to implement. The client is under no obligation to use HTK or its representatives to implement the recommendations made in a brokerage and/or insurance capacity. If the client chooses to implement securities transactions through HTK, there is a potential conflict of interest since HTK and it representatives receive commissions for the execution of transactions. HTK addresses this conflict through this disclosure and by advising clients here that clients are under no obligation to purchase insurance products through any person affiliated with HTK.

Some Advisers own and operate their own independent companies - referred, in the industry, as outside business activities or "OBAs" - outside of brokerage and advisory services offered by HTK. These unaffiliated companies provide OBA services to clients that include, but are not limited to, accounting/tax practices, business consulting, insurance agencies, legal services, and others. OBA services are offered and performed solely in the Adviser's private and/or professional capacity - not as a representative of HTK.

HTK entered into a relationship with Advisor Credit Exchange (ACX), which provides security-backed lines of credit (SBLOC), unsecured loans, loans backed by other assets, and residential real estate loans. To obtain an SBLOC, clients are able to use their investment accounts as collateral for a variable or fixed line of credit. HTK Advisers may refer clients that require lending services to ACX. Any such referral is an ancillary account service and it is not part of any Advisory Program or Advisory Service. HTK Advisers act as an intermediary but do not act in a fiduciary capacity to clients when making such a referral and will not provide advice or oversee any such lending arrangement. HTK Advisers are, however, responsible for counseling clients on the implications of obtaining SBLOCs, loans backed by other assets, or unsecured loans including; the impacts of market and interest rate fluctuations and potential tax implications, as applicable. Clients may not use proceeds from a loan to purchase securities. HTK receives a fee from the lender based upon the amount of the loan. HTK Adviser are not compensated for these referrals.