

## JAG Capital Management, LLC Covered Service Provider Disclosure for DOL 408(b)(2) Regulation

The U.S. Department of Labor (DOL) has issued final regulations that require certain service providers to ERISA-covered employee benefit plans to make certain disclosures to their plan clients.

Representations of Adviser (JAG Capital Management, LLC). Adviser represents as follows:

- (A) It is registered as an investment adviser under the Investment Advisers Act of 1940.
- (B) In performing the Fiduciary Services, it is acting as a fiduciary of the Plan under the Employee Retirement Income Security Act ("ERISA") for purposes of providing discretionary or non-discretionary investment advice only.

### FIDUCIARY SERVICES

The Adviser will perform the following Fiduciary Services:

- (i) Provide discretionary or non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client shall have the final decision-making authority regarding the initial selection, retention, removal and addition of investment options.
- (ii) Provide brokerage services (J.A. Glynn Investments, LLC) to the Client including execution, settlement and clearing services.

### Compensation

In most cases, the Adviser is paid quarterly in arrears by debit from the Client account.

JAG Capital Management, LLC receives a fee for mutual fund shares sold to Clients and also an indirect management fee paid by the Fund. Additionally, JAGCM has entered into a fee-splitting agreement with certain sub-advised Clients. Terms of the agreement are an equal split between the two firms involved.

For direct JAGCM clients, there are brokerage charges related to Pershing LLC accounts that are passed onto customers. The list of sundry charges includes the following:

Mutual Fund and SRS Exchanges (including confirmation fee), Checking Stop Payment, Returned Checks, Check Re-order Fee, Confirmation Fee – Retail Client, DK Items, Applicable Transaction Fees, Foreign

Receive and Deliver Fees, Inactive Account Fees, Mutual Fund Only Accounts, Margin and COD Extensions, Reorganization Items – Voluntary, Safekeeping, Transfers (including Legal, GNMA, and Restricted Items, Outgoing Account Transfers, Global Transfers – Receive/Delivers, Accommodation Transfer, Register and Ship Certificate, Direct Registration and Wired Funds), delivery of paper copies of statements and/or confirms.

**Compensation Paid to Pershing by J.A. Glynn Investments:**

Pershing earns compensation from J.A. Glynn in connection with Pershing's provision of clearing services to our firm. See list of sundry charges listed above.

**Compensation Paid to Pershing by Third Parties:**

Pershing earns additional compensation from certain third parties in connection with providing clearing services to J.A. Glynn. Certain fees may be considered “indirect compensation” earned by your subcontractor for purposes of the section 408(b)(2) regulation. 29 C.F.R. § 2550.408b-2(c)(1)(iv)(C)(3).

**Mutual Fund Fees.** Pershing has entered into agreements with certain mutual fund companies that pay Pershing for performing certain services for the mutual fund. Pursuant to these agreements, Pershing receives fees for operational services from mutual funds in the form of networking or omnibus processing fees. The reimbursements are remitted to Pershing for its work on behalf of the funds. This work may include, but is not limited to, subaccounting services, dividend calculation and posting, accounting, reconciliation, client confirmation and statement preparation and mailing and tax statement preparation and mailing. These reimbursements are based either on (a) a flat fee ranging from \$0 to \$20 per holding or (b) a percentage of assets that can range from 0 to 15 basis points for domestic funds and 0 to 30 basis points for offshore funds. Mutual funds that are available in Pershing's FundVest no-transaction fee mutual fund program may pay Pershing servicing fees in exchange for being offered in Pershing's FundVest Program. These payments are based on a percentage of assets and can range from 7 to 40 basis points. Your financial organization may share in these fees. For additional details about Pershing's mutual fund no-transaction-fee program, or a listing of funds that pay Pershing networking or omnibus fees, please refer to [www.pershing.com/mutual\\_fund.htm](http://www.pershing.com/mutual_fund.htm). The mutual funds listed on this website are listed in order from highest to lowest paying mutual funds based on gross payments made to Pershing.

**Money Fund and FDIC Insured Bank Product Fees.** Pershing has entered into agreements with money market fund companies and FDIC-insured bank deposit products service providers. Pershing receives fees from money fund companies and service providers for making available money market funds and FDIC-insured bank deposit programs. A portion of Pershing's fees is applied against costs associated with providing services on behalf of the fund companies and service providers, which may include maintaining cash sweep systems, sub-accounting services, dividend and interest calculation and posting, accounting, reconciliation, client statement preparation and mailing, tax statement preparation and mailing, marketing and distribution related support, and other services. These fees are paid in accordance with an asset-based formula that can range from 0 to 100 basis points annually. Your financial organization may share in these fees. For a listing of money funds and FDIC-insured bank products that pay Pershing these fees, please refer to [www.pershing.com/money\\_fund.htm](http://www.pershing.com/money_fund.htm).

Sponsorship Fees. Mutual fund companies, annuity companies, exchange-traded fund (ETF) providers, money market providers and other providers offering investment, business and technology products and services offer marketing support in the form of sponsorship fee payments to Pershing (or third parties at Pershing's direction) in connection with educational conferences, events, seminars, and workshops that Pershing offers to its broker-dealer or investment professional customers. These payments are made through arrangements with investment providers and may be for the expenses of educational materials or other conference-related expenses. Generally, the smallest level of sponsorship is \$5,000, and the level of sponsorship can increase depending on the opportunity. For a listing of companies that pay sponsorship fees to Pershing for events, please refer to [www.pershing.com/event](http://www.pershing.com/event). They are as follows:

Payments for Order Flow. Pershing may receive compensation in connection with routing orders to the marketplace for execution, subject to its obligations to seek best execution. Such compensation may be received from unaffiliated broker-dealers or from securities exchanges. In all cases, Pershing seeks best execution in routing orders.

Float. Pershing may obtain a financial benefit attributable to cash balances of ERISA plan accounts that are held by Pershing in connection with cash awaiting investment or cash pending distribution.