

Conducting Business with UBS

Investment Advisory and Broker-Dealer Services

As a wealth management firm providing services to clients in the United States, UBS Financial Services Inc. is registered with the U.S. Securities and Exchange Commission (SEC) as a broker-dealer and an investment adviser, offering both brokerage and investment advisory services.

Our clients work with their Financial Advisors to determine the services that are most appropriate given their financial goals and circumstances. Based on the services you request, we can fulfill your wealth management needs in our capacity as a broker-dealer, as an investment adviser, or as both. Most of our Financial Advisors are qualified and licensed to provide both brokerage and investment advisory services depending on the services requested by their clients.

In addition, some of our Financial Advisors hold educational or professional credentials, such as the Certified Financial Planner™ (CFP®) designation (Certified Financial Planner Board of Standards Inc. owns these certification marks in the U.S., which it awards to individuals who successfully complete CFP Board's initial and ongoing certification requirements). Holding a professional designation typically indicates that the Financial Advisor has completed certain courses or continuing education. However, a Financial Advisor's professional designation does not change the obligation of UBS or the Financial Advisor to you in providing investment advisory or brokerage services to you.

It is important to understand that brokerage and investment advisory services are separate and distinct and each is governed by different laws and separate arrangements that we may have with you. While there are similarities between the brokerage and investment advisory services we provide, depending on the capacity in which we act, our relationship and legal duties to you are subject to a number of important differences as described in our applicable contracts with you.

This document is intended to inform you about the key distinctions between brokerage and investment advisory services and our respective duties and obligations. We encourage you to review this document carefully and discuss it with your Financial Advisor.

Our Services as a Broker-Dealer and Relationship with You

As a full-service broker-dealer, our services are not limited to taking customer orders and executing securities transactions. In our capacity as broker-dealer, we may provide a variety of services relating to investments in securities, including investment research, trade execution and custody services. In a brokerage account, you pay us commissions and applicable fees each time we execute a transaction in your account. We also may make recommendations to our brokerage clients about whether to buy, sell or hold securities. We consider this to be part of our brokerage services and do not charge a separate fee for this advice. Our recommendations must be suitable for you in light of your particular financial circumstances, goals and tolerance for risk. When we provide recommendations with respect to a retirement account such as an IRA, we

do so pursuant to the laws, regulations and exemptions that apply to these accounts.

When we work with you in our capacity as broker-dealer, we do not make investment decisions for you or manage your accounts on a discretionary basis. We will only buy or sell securities for brokerage clients based on specific directions from you.

Our Responsibilities to You as a Broker-Dealer

When we act as your broker, we are subject to the Securities Exchange Act of 1934, the Securities Act of 1933, the rules of self-regulatory organizations such as the Financial Industry Regulatory Authority (FINRA), the rules of the New York Stock Exchange and applicable state laws. The standards for broker-dealers under these rules and regulations include the following:

- As your broker-dealer, we have a duty to deal fairly with you. Consistent with our duty of fairness, we are obligated to make sure that the prices you receive when we execute transactions for you are reasonable and fair in light of prevailing market conditions and that the commissions and other fees we charge you are not excessive.
- We must have a reasonable basis for believing that any securities recommendations we make to you are suitable and appropriate for you, given your individual financial circumstances, needs and goals.
- We are permitted to trade with you for our own account ("principal trading") or for an affiliate or another client and may earn a profit on those trades. When we engage in these trades, we disclose the capacity in which we acted on your confirmation, though we are not required to communicate this or obtain your consent in advance or to inform you of the profit earned on the trades.
- When we act as your broker-dealer, we do not generally enter into a fiduciary relationship with you; however, special rules apply to our activities, obligations and fiduciary status when we provide recommendations with respect to a retirement account. Absent special circumstances (which would include the special rules applicable to recommendations with respect to retirement accounts) we are not held to the same legal standards that apply when providing investment advisory services to you. Our legal obligations to disclose detailed information to you about the nature and scope of our business, personnel, fees, conflicts between our interests and your interests and other matters are more limited than when we are providing investment advisory services to you. Nevertheless, when we provide recommendations with respect to a retirement account, we do so pursuant to the laws, regulations and exemptions applicable to those retirement accounts.

Our Services as an Investment Adviser and Relationship with You

In our capacity as an investment adviser, we offer a number of investment advisory services and programs, including fee-based financial planning, discretionary investment management, non-discretionary investment advisory programs, and advice on the selection of investment managers, mutual funds and exchange traded funds and other securities offered through our

"You," "your" and "yours" refer to you as Client(s) of UBS.

"UBS," "we," "us," "our" and "ours" refer to UBS Financial Services Inc. and unless we indicate otherwise, its successor firms, subsidiaries, correspondents and Affiliates, including its parent company, UBS AG.

Examples of our advisory programs and services include our fee-based financial planning services and our ACCESS, Portfolio Management Program, Managed Accounts Consulting, UBS Institutional Consulting, UBS Strategic Advisor, UBS Strategic Wealth Portfolio, UBS Managed Portfolio Program, and PACE programs. Examples of our brokerage accounts include our Resource Management Account and the International Resource Management Account.

"Affiliates" refers to UBS Financial Services Incorporated of Puerto Rico (which clears through UBS Financial Services Inc.), UBS Bank USA, UBS Credit Corp., and their insurance agency affiliates and all other subsidiaries and affiliates.

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investment advisory programs. The fees for these services and programs are calculated as a percentage of assets in the account or a flat or annual fee.

When we act as your investment adviser, we generally will enter into a written agreement with you expressly acknowledging our investment advisory relationship with you and describing our obligations to you. At the beginning of our advisory relationship, we will give you our Form ADV brochure, which provides detailed information about, among other things, the program(s) you select; the advisory services we provide; our fees, personnel, other business activities and financial industry affiliations; and conflicts between our interests and your interests.

Our Responsibilities as an Investment Adviser under the Investment Advisers Act

When you participate in one of our investment advisory programs, we are considered to have a fiduciary relationship with you under the Investment Advisers Act of 1940 and applicable state laws. Our responsibilities include the obligation:

- To disclose to you all material conflicts between our interests and your interests.
- To inform you if we or our affiliates receive additional compensation from you or a third-party as a result of our relationship with you.
- To obtain your informed consent before engaging in transactions with you for our own account or that of an affiliate or another client when we act in an advisory capacity.
- To treat you and our other advisory clients fairly and equitably, without unfairly favoring one client to the disadvantage of another.
- To act in what we reasonably believe to be your best interests, and in the event of a conflict of interest, place your interests before our own.
- That any investment decisions or recommendations that we make to you must:
 - be suitable and appropriate for you.
 - be consistent with your investment objectives and goals.
 - be consistent with any restrictions you have placed on us.
- Where we provide discretionary investment advice to your retirement account, we do so as a “fiduciary” as defined in ERISA for ERISA covered employee benefit plans and as a “fiduciary” as defined in Section 4975 of the Internal Revenue Code for IRAs and tax-qualified plans. When we provide nondiscretionary investment advice or recommendations with respect to your retirement account, we do so pursuant to the laws, regulations and exemptions that may be applicable to such types of accounts and service. Please go to ubs.com/retirementplandisclosures for additional information.