

MMLIS Wealth Management Services (WMS)

Program and Procedures Guide for Advisor Select Programs

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Revised June 2022

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Advisor Select Programs Overview

The Advisor Select Programs (“Program”) is an advisor-as-portfolio manager (APM) program offering in which the IA-Rep performs investment research, builds and maintains asset allocation models, and trades accounts using a wide array of investment product types such as mutual funds, ETFs, stocks, bonds, alternative investments, and complex hedging strategies¹. There is specific eligibility criteria and training, depending on the version of the Program selected, that is required before an IA-Rep can participate in the Program. Additionally, there are specific account-monitoring requirements and investment policy controls that must be followed. The Advisor Select program is comprised of the following three offerings to grant IA-Reps access to investment solutions for their clients relative to IA-Rep licensing and registration requirements.

1. Advisor Select
2. Advisor Select – Mutual Funds & ETFs
3. Advisor Select – Mutual Funds

Advisor Select

Portfolios can consist of a selection of:

- Individual mutual funds
- Individual ETFs
- Individual stocks
- Individual bonds
- Alternative investments
- Complex hedging strategies¹

Advisor Select – Mutual Funds & ETFs

Portfolios can consist of a selection of:

- Individual mutual funds
- Individual ETFs

Advisor Select- Mutual Funds

Portfolios can consist of a selection of:

- Individual mutual funds

Please refer to the [WMS Licensing & Training Requirements Reference Sheet](#) reference sheet for licensing and training requirements in all WMS Program accounts. Alternative investments require additional training prior to solicitation or selling. Refer to *MMLIS Investment Products – Required Prior to Solicitation or Selling Training* in Distance Learning for each product’s requirement.

This Program offering also affords the client the opportunity to grant MML Investors Services, LLC (“MMLIS”, “Firm”), through its IA-Reps, limited discretion.

- This discretion allows the IA-Rep to buy and sell investment options in the Program and adjust asset class and asset style recommendations as long as such changes are within the client’s current investment objective as indicated on the Statement of Investment Selection (“SIS”), with the exception of alternative investments.
- In the non-discretionary option, the client must approve the IA-Rep’s recommendations before such recommendations are implemented.
- In both the discretionary and non-discretionary option, client approval is required for all transactions involving alternative investments.
- Any change in an existing account’s discretionary status requires a [Goal Modification and client signature](#).

¹Complex hedging strategies are available through Options Overlay Services. Please contact the Hedging Desk @WMHedging@massmutual.com for all requirements, procedures and workflows.

IA-Reps should consider the difference between a [Non-Discretionary vs. Discretionary Relationship](#) to determine the appropriate manner in which to engage the client.

Unique Features

Feature	Characteristic
Account Minimum	<p>\$25,000</p> <ul style="list-style-type: none"> Linking of programs and household accounts is not permitted to meet the individual program requirement. A large withdrawal(s) may cause an account to be closed if the program minimums are not maintained.
Alternative Investments	Refer to the Tender Offer Funds reference guide for WMS offerings, requirements, and fund minimums.
Options Overlay Services	An ideal client for opening an Options Overlay Services account would have at least \$750,000 in a concentrated position in a liquid equity or employer stock/stock option that has a ticker symbol and an underlying options market.
Investment Objective Risk Scoring	<ul style="list-style-type: none"> Income with Limited Growth Income with Moderate Growth Growth and Income Primarily Growth Growth
Eligible Securities	For detailed information about eligible securities for the Advisor Select Program please reference the Advisor Select Investment Policy Rules Reference Guide .
Ineligible Securities/Positions	For detailed information about ineligible securities for the Advisor Select Program please reference the Advisor Select Investment Policy Rules Reference Guide .
Supervised Assets	<ul style="list-style-type: none"> Supervised Assets are included in the account's asset allocation and the calculation of client's advisory fees. Supervised Assets are included in determining client's account balance (for purposes of assessing whether client's account meets the Program minimum requirements). Supervised Assets can only be assets that are eligible for the Program that the Firm is permitting a client to hold in client's account.
Unsupervised Assets	<ul style="list-style-type: none"> Unsupervised Assets are excluded from the account's asset allocation and the calculation of client's advisory fees. Unsupervised Assets will not be included in determining client's account balance (for purposes of assessing whether client's Account meets the Program minimum requirements). Unsupervised Assets can be assets that are ineligible for the Program that the Firm is permitting a client to hold in client's account. Unsupervised Assets can also be assets that are causing client's account to be inconsistent with the Portfolio Guidelines or other parameters that apply to such account. The Core/Sweep money market position may not be named an Unsupervised Asset. Once a security has been designated as an Unsupervised Asset, all of client's holdings in that particular security or cash investment style position will be designated as an Unsupervised Asset.

Feature	Characteristic
	<ul style="list-style-type: none"> • The IA-Rep retains discretion on the position and may sell or transfer the position into a supervised status. • Additional purchases of Unsupervised Assets are not allowed. • The IA-Rep must continue to monitor Unsupervised Assets as a part of the ongoing management of a client's account. • Unsupervised Assets are not included in performance calculations or performance reports. • Please reference the Cash Designations and Unsupervised Assets Reference Guide found in MMLIS Distance Learning Knowledge Center for additional details.
Program Eligibility Requirements for IA-Reps	Please reference the Advisor Select Application Process for IA-Reps Reference Sheet located in Learning Knowledge Center for more information on requirements for accessing the Advisor Select program. For Advisor Select Mutual Funds and ETFs or Advisor Select Mutual Funds, refer to the WMS Licensing & Training Requirements Reference Sheet .
Code of Ethics Requirements	<p>IA-Reps are required to adhere to the fair trading responsibilities for equity and ETF trading outlined in the MML Investors Services' Code of Ethics and referenced in Appendix A of this guide;</p> <p>IA-Reps participating in the Program must abide by the firm's Personal Trade policy which states that an IA-Rep, (or Family/Household member) having beneficial ownership/control of a securities account may not buy or sell a security within one business day before or after (e.g. trade date +/- 1 business day) executing a transaction in the same security in their client's MMLIS WMS Advisor Select account, unless the market capitalization of that security is \$500 million or more.</p> <ul style="list-style-type: none"> • In addition, an IA-Rep participating in the Program (or Family/Household member) having beneficial ownership/control of a securities account may not buy or sell the same security on the same day as their MMLIS WMS Advisor Select client. • Equities, Exchange traded funds ("ETFs") and closed-end funds are subject to these restrictions as such securities are generally priced continually throughout the day. Mutual funds, alternative investments, and unit investment trusts ("UITs") are exempt from this prohibition. • Exceptions may apply to the prohibition against same day trading. Please refer to the MMLIS Code of Ethics policy located on FieldNet for more information.
Investment Screening Process	<ul style="list-style-type: none"> • Screening completed by IA-Rep. • Only eligible investments are permitted. • IA-Rep is responsible to perform research prior to an investment selection. • The IA-Rep needs to make sure they have selected the proper investments for the client account including the lowest cost available share class eligible and appropriate to the client. • Eligible securities do not necessarily mean the investments are appropriate for all clients.
Investment Research	<p>IA-Reps are responsible for recommending specific investments to their clients, as well as maintaining documentation for those recommendations.</p> <ul style="list-style-type: none"> • For mutual funds and ETFs, IA-Reps are permitted to use reputable research sources or tools available to collect and gather information to make the proper mutual fund recommendation. IA-Reps need to present the prospectus to their clients.

Feature	Characteristic
	<ul style="list-style-type: none"> • For equities, IA-Reps wishing to solicit and/or trade equities are required to subscribe to an approved research vendor prior to providing advice or solicitation and must adhere to the following guidelines: <ul style="list-style-type: none"> ◦ Each equity purchase in an advisory account must have a buy or hold recommendation by the approved research vendor at the time of the recommendation ◦ Maintain a printed copy of the approved research vendor's report used as a basis for the recommendation in a due diligence file or client file along with documentation of rationale for the recommendation ◦ The Equity Solicitation and Trading Requirements Reference Guide is available in Knowledge Center and should be referenced to learn more about the above guidelines and to obtain a current list of approved research vendors. • Fixed income recommendations must be of bond rated investment grade (Baa/BBB). Information for fixed-income securities may be obtained from the trading desk, but they will not recommend or select bonds for the IA-Rep. This is ultimately the IA-Rep's responsibility. • For alternative investments, retain a copy of the Offering Memorandum, that is required to be delivered to client, prior to or at the time a recommendation is made.
Client Fees	<p>Simplified WMS Fees, effective Jan. 1, 2022</p> <ul style="list-style-type: none"> • WMS Program Fees Reference Guide • MMLIS Wealth Management Services Advisory Fee Structure – MI1395 • MMLIS Wealth Management Services Program Fees: Aggregation Reference Guide • MMLIS Wealth Management Services Program Fees: IA-Rep Fee Aggregation Worksheet <p>Execution, Clearing, and Custody fee: 6bps (0.06%)</p> <p>IA-Rep Fee: 0-154bps (0.00% - 1.54%)</p> <ul style="list-style-type: none"> • Client accounts are billed quarterly in advance using the market value of the account on the last day of the previous quarter. • Reduced billing is available on Protected Cash. Please reference the Cash Designations and Unsupervised Assets Reference Guide found in MMLIS Distance Learning Knowledge Center for more information. • Alternative Investments: 0-50 bps (50 bps is the default) <p>Options Overlay Services fee (if applicable): 50 bps (0.50%)</p> <ul style="list-style-type: none"> • based on the amount of AUM in the Options Overlay Separate Account.
Additional Client Fees	<p>The below brokerage account related charges/fees may apply to a WMS managed account:</p> <ul style="list-style-type: none"> • Non-Retirement Outgoing Transfer Fee (assets leaving NFS) = \$50 • Retirement Account Termination Fee = \$125 • Annual NFS IRA maintenance fee for Self-Employed 401k registrations • International Trading & Custody Fee*: <ul style="list-style-type: none"> ◦ Execution = Varies per Country involved, ranges from greater of (\$25 to \$300) or (20 to 50 bps)

Feature	Characteristic
	<ul style="list-style-type: none"> ○ Settlement = Varies per Country involved, ranges from \$26 to \$300 ○ Force Route Fee (Sell Transactions only) = greater of \$0.0004 per share or \$2 per trade <p>*Applies when an account is holding a local market currency position (not on an US exchange). MMLIS does not allow these position(s) and an exception process would apply to liquidate the position(s) incurring an International Trading & Custody Fee.</p>
Margin	<ul style="list-style-type: none"> ● Margin is not permitted.
Cash Sweep	<ul style="list-style-type: none"> ● Fidelity Government Cash Reserves (FDRXX)
12b-1 Fees	<ul style="list-style-type: none"> ● 12b-1 fees (when applicable) are credited back to the client's account.
Fee Forgiveness Policy	<p>The IA-Rep is required to determine if the requested transaction is appropriate based on the client's profile and circumstances. Assets may be allowed to transfer between accounts with restrictions in the following situations:</p> <ul style="list-style-type: none"> ● A-share mutual funds where the client paid a sales charge within the last two years/24 months. ● Mutual funds where the client paid a contingent deferred sales charge (CDSC) to liquidate assets to move into the program within the last two years/24 months. ● C-share mutual funds, individual stocks, or exchange traded funds (ETFs) where the client is subject to a CDSC or paid a sales charge and/or a commission within the last 13 months. <p>Assets purchased through MMLIS, that fall under conditions 1, 2, or 3 listed above may be eligible for Fee Forgiveness. Fee forgiveness is achieved by reducing the Firm Fee and the IA-Rep Fee for each billing period by 50% until the Fee Forgiveness amount calculated by MMLIS is met. Full details on Fee Forgiveness are outlined in the MMLIS WMS Advisor Select Program Wrap Fee Brochure/ADV (MF1033).</p> <p>Note: Trail-based commissions are not considered in this look-back policy.</p> <p>It is against broker-dealer policy to transfer between accounts where the IA-Rep has received a commission in the last three years/36 months on the transferring annuity OR where the annuity would be assessed 5 percent (3 percent for clients 75+) or more in surrender charges. IA-Reps can reference MMLIS Bulletin 2018-08 titled "MMLIS CRIA Asset Transition Policy".</p> <p>The CRIA Asset Transition Form must be completed and firm policy must be followed for assets transitioning into a CRIA program (Solicitor/referral programs are excluded from this policy with the exception of Brinker Capital). Refer to the Forms Library Reference Guide for instructions on accessing forms.</p>
Investment Policy Rules	<p>For detailed information about Investment Policy Rules for the Advisor Select Program please reference the Advisor Select Investment Policy Rules Reference Guide.</p> <p>For Options Overlay Services, the responsibility of ongoing monitoring will be managed by the Hedging Desk.</p>

Feature	Characteristic
Registrations Available	Refer to WMS Account Registrations Reference Sheet for all details on registrations available in WMS accounts.
Donor Advised Funds	Refer to Donor Advised Funds for WMS program offerings and requirements. Additional information is available in the American Endowment Foundation reference guide .

IA-Rep Roles/ Responsibilities

IA-Reps are responsible for ensuring that the allocations, recommendations, and decisions are made using complete, accurate, and current client information gathered by the IA-Rep. MMLIS offers a broad range of investment advisory asset management programs that are designed to address different client needs. Once an IA-Rep has assessed a client's particular need(s), they should review the firm's WMS program offerings and ensure compatibility between the client and any program they deem appropriate for solicitation as a potential solution.

Prior to engaging with a client or potential client, IA-Reps are required to:

- Be affiliated with MMLIS CRIA as an IA-Rep. For additional information, contact your agency licensing coordinator;
- Be FINRA licensed in client's state of residence;
- Read and understand this program and procedures guide;
- Complete the appropriate program training as outlined in [WMS Licensing & Training Requirements Reference Guide](#);
- [Review the Regulation Best Interest New Business and Subsequent Transactions Reference Sheet](#) to become familiar with Form CRS delivery requirements and required steps to complete using the RightBRIDGE Product Profiler.

When dealing with clients, IA-Reps are required to:

- Adhere to the program recommendation, account opening, and business processing requirements outlined in this document and in the [Field Compliance Manual](#) / Investment Adviser Business section;
- Assist clients in accurately defining their investment objective, taking into consideration net worth, taxes, liquid assets, applicable time horizons, and any other unique circumstances;
- Use the RightBRIDGE Product Profiler to determine that an advisory account type is appropriate and in a retail customer's* best interest;
- Advisors must run the Product Profiler Report and record the delivery date of the Form CRS in RightBRIDGE for all new business. The Product Profiler Report must be maintained locally with documentation of the recommendation in the client file;
- For scenarios where the Product Profiler Report indicates yellow [review the Regulation Best Interest New Business and Subsequent Transactions Reference Sheet](#) to learn more;
- Within the RightBRIDGE Product Profiler, indicate if there is a rollover recommendation from an employer sponsored plan (new or subsequent business) and use the integrated RiXtrema plan lookup tool to provide additional details on the rollover;
- Help clients structure suitable recommended portfolios within the client's appropriate investment objective ranges.
- Discuss whether the client wishes to impose any reasonable security restrictions on the account;
- Adhere to the fair trading responsibilities for ETF trading outlined in the MML Investors Services' Code of Ethics and referenced in Appendix A of this guide;
- For Alternative Investments, IA-Reps are required to complete the training for each security type, adhere to the communication guidelines outlined in the [Private Alternative Investments eLearning](#), maintain accurate records of any discussions in client files, and abide by Regulation Best Interest (Reg BI) disclosure delivery requirements;

- For Options Overlay Services, IA-Reps are required to gather and provide financial information including assets, investments, securities, statements and any other financial objectives, including determining the client's investment objective in order for the Hedging Desk to design, implement and manage a customized strategy;
- Monitor the portfolio and performance of the individual securities on a continuous basis;
- Monitor accounts on an on-going basis utilizing trade activity on the WMS Platform, Wealthscape, brokerage statements, and Wealthscape reports;
- Be available to answer client questions;
- Discuss account performance with clients on a periodic basis including review of available Quarterly Performance Statements and advisory fees assessed;
- Periodically review and evaluate the client's situation and overall financial condition;
- Periodically and at least annually review the hedging strategy in place for Options Overlay Services accounts to confirm it is still appropriate and still suitable for the client;
- Adhere to the [CRIA Asset Transition Policy](#);
- Contact clients at least annually and document the meeting in accordance with the [Field Compliance Manual](#) / Investment Adviser Client Contact Policy section;
- Maintain client files, records, and documentation in accordance with the [Field Compliance Manual: Recordkeeping, Privacy, and Information Security](#) section;
- Adhere to the [Advisor Select Investment Policy Rules Reference Guide](#).

* This applies to recommendations provided to a "Retail Customer" who uses the recommendation primarily for personal, family or household purposes. A Retail Customer is a natural person or the legal representative of such natural person, such as a non-professional legal representative (e.g., a non-professional trustee that represents the assets of a natural person and similar representatives such as executors, conservators and a person holding a power of attorney for a natural person). This does not apply to retirement plans (such as a 401(k)) or other entity accounts.

Understanding your Fiduciary Obligations

MMLIS (as a Registered Investment Adviser or RIA) and the IA-Rep have an ongoing fiduciary duty to clients in MMLIS WMS Programs. As a fiduciary, the RIA and its IA-Reps have an affirmative duty of utmost good faith to:

- Act solely in the best interest of the client; and
- Make full and fair disclosure of all material facts and conflicts of interest

It is important to understand that this is the foundation for everything we do as an RIA; it is an ongoing responsibility with ongoing duties. There is no "set it and forget it."

IA-Reps must take due care in determining whether and how Model Positions (Holdings) fit into a suitable/prudent investment strategy for the specific client. Keep in mind clients often are emotional and/or may be sensitive to account performance and tax ramifications.

It is essential that IA-Reps diligently document their rationale regarding:

- The selection or replacement of model positions;
- Client consent of changing an investment objective on an account if client signature is not required; and
- The ongoing effectiveness of the investment plan.

Consequently, IA-Reps are encouraged to discuss their approach and the utilization, or non-utilization, of Model Positions with clients (both upfront and on an ongoing basis). IA-Reps are also encouraged to have regular discussions regarding the client's expectations regarding their Model Positions; should they become Ineligible Investment Products (under the investment policy standards for the program) or should they no longer be in-line with the IA-Rep's investment plan for the client.

Don't cut corners on documentation. Protect your clients and protect your practice!

MMLIS WMS Client Suitability

Suitability Analysis: The IA-Rep must conduct a suitability analysis to ensure the advisory program and model chosen for the client best suits them. The RightBRIDGE Product Profiler must be used when conducting a suitability analysis.

IA-Reps should consider the suitability review a two-part process taking into consideration the following:

Part 1: In determining the appropriateness of this advisory program for the client, the IA-Rep and client should consider the following differences between a brokerage and an advisory account:

A **broker-dealer relationship** may be better suited for a client who desires the following:

- ✓ Client desires input on the purchase and sale of securities, but does not need or want ongoing advice.
- ✓ Client desires the ability to buy, sell or hold any security available through the broker-dealer (without the restrictions inherent in the various WMS programs).
- ✓ Client would like to pay traditional commissions on a per trade basis.
- ✓ Client intends for infrequent trading; a brokerage account may be more economical and appropriate.

An **investment adviser relationship** may be better suited for a client who desires the following:

- ✓ Client desires an ongoing fiduciary standard of care, where MMLIS and the IA-Rep will act with the utmost good faith to act solely in the best interest of the client and make full and fair disclosure of all material facts and conflicts of interest rather than a client managing their own account and using a broker to place trades.
- ✓ Client desires ongoing investment guidance in the areas of risk tolerance assessment, asset allocation, portfolio construction, investment management and regularly monitored and/or traded. Client is willing to pay an ongoing asset-based fee for the investment advisory services offered

Part 2: Is the investment product(s) and/or model chosen by the client appropriate?

Is the investment product(s) and/or model chosen by the IA-Rep and/or client appropriate given the client's risk tolerance, investment objectives and financial situation?

IA-Reps should also take into consideration a client's investment history and experience, marital status, number of dependents and other information relevant to the account. In addition, IA-Reps should focus on any unique circumstances and/or needs a client may have. Below are some essential areas to consider.

- **Is there a need for liquidity?** Can the client afford this investment? IA-Reps should determine what percentage of the client's stated net worth is representative of this investment. Review the client's net worth and annual income and determine if the client can afford this type of investment. If it is apparent that the client may need immediate access to the funds being invested in the account, then this investment may not be appropriate. Follow-up with the client for further explanation and document discussions.
- **Is the client information consistent?** IA-Reps must ensure that the information disclosed within the client's paperwork is consistent and within the parameters prescribed by the product. If the responses are

inconsistent from one document to another, or not permissible by the product in accordance with its specifications, the IA-Rep should obtain revised paperwork from the client.

For example: Responses to the Questionnaire must be compared to the asset allocation and recommended Program Model. Funds and/or Securities within the recommended Program Model should be consistent with the client's investment objective.

- **Is the client transferring assets from an existing investment account?** If funding the new account consists of a Transfer of Assets from an existing investment account, does this transfer disadvantage the client? The IA-Rep should take into consideration withdrawal charges, sales charges, or taxable events. Refer to [MMLIS CRIA Asset Transition Policy for details](#).
- **Is the client age 65 or older?** If a client is age 65 or older, IA-Reps should pay special attention to the risk the elderly client has indicated he/she is willing to undertake in comparison to their assets, income and liquidity needs. IA-Reps should consider the following:
 - Liquidity and access to funds may be particularly important to individuals on a fixed income. Make sure that older clients have adequate income, cash and other liquid assets to cover living expenses and possible emergencies.
 - Ensure the client can afford to invest in this type of product and their needs are being met with the purchase of this product.
 - Pay close attention to the asset allocation. Generally, the elderly are not candidates for high risk and aggressive investing. Particular attention should be given to clients who may be investing a large portion of their net worth into a more aggressive model.
 - Any additional written documentation or explanations regarding the recommendation.

Additional Suitability Analysis: The Advisor Select program permits discretion investment management on non-ERISA type accounts with proper authorization from the client. Discretion is the authority for someone other than the beneficial owner of an account to make investment management decisions for that account regarding the security, the number of shares or units, and whether to buy or sell.

- A client can grant discretionary trading authority to an IA-Rep by completing the appropriate section on the SIS.
- IA-Rep's are not permitted to withdraw money or securities without prior client authorization.
- Any change in discretionary status requires client signature on a [Goal Modification](#).
- IA-Reps should consider the following items relative to the appropriate manner in which to engage the client:

Non-Discretionary vs. Discretionary Relationship

A **non-discretionary relationship** may be better suited for a client who desires the following:

- ✓ Client desires ongoing advice, but would like to maintain control over decisions related to the investments in their account.
- ✓ Client desires ongoing advice, and the assistance of the IA-Rep in executing trades, but would like to make all trading decisions.

A **discretionary relationship** may be better suited for a client who desires the following:

- ✓ Client desires ongoing advice on their overall portfolio and would like their IA-Rep to handle the management of their account with little or no involvement from the client.
- ✓ Client desires ongoing advice, but does not want to approve or to participate in the decision related to which investments to hold, buy/sell, in what amounts and at what times and prices.

- ✓ Client does not want to be consulted about the tax implications and/or transaction costs of each trade before it is placed.

Questions regarding client suitability should be directed to the IA-Rep's manager, supervisory delegate (ASO) or the Compliance Department

If a client wishes to transfer existing holdings from another investment account into an Advisor Select account, IA-Reps shall consider the following:

- **When to Include Existing Holding(s) in the Account** – If the client's existing holding(s) will be transferred into the account and made a part of the account's investment allocation and subject to an advisory fee, the IA-Rep must be performing investment research and on-going monitoring of each of the existing holdings included in the account.
- **When to Exclude Existing Holding(s) from the Account** – If the client's existing holding(s) does not fit within the account's overall portfolio construction, investment strategy or allocation (e.g., if the client has informed the IA-Rep that they do not ever intend to liquidate or sell such legacy holding(s)), and the IA-Rep will not be providing on-going research and monitoring support, the IA-Rep shall exclude the existing holding(s) from the account's advisory fee by completing one of the below actions:
 - **Complete Unsupervised Asset Form** – If the client instructs the IA-Rep to include such existing holding(s) in their MMLIS advisory account, the IA-Rep and client should complete an Unsupervised Asset Form, and such holding(s) will be held “below the line” and not subject to an advisory fee.
 - **Maintain Existing Holdings in Separate Brokerage Account** – IA-Reps may also advise clients to maintain such existing holding(s) in a separate brokerage account at MMLIS' custodian and clearing broker-dealer, National Financial Services, or in a brokerage account maintained by the client at another investment firm.

General Agent or Supervisory Delegate Roles/ Responsibilities

The General Agent may delegate some of these supervisory duties to other qualified supervisors (Supervisory Delegate) in the agency, but he or she remains ultimately responsible for IA-Rep supervision. The Supervisory Delegate is required to:

- Read and understand this program and procedures guide;
- Complete the appropriate program training as detailed in the [WMS Licensing & Training Requirements Reference Guide](#);
- Read and understand the strategy specific education materials, located on the Platform Tab;
- Ensure the IA-Rep addresses all securities that move from an eligible status to ineligible status by removing the security within the timeframe outlined in the [Advisor Select Investment Policy Rules Reference Guide](#);
- Model naming conventions should be free of any promissory or misleading references.
- Work with the IA-Rep to ensure that each model conforms to the investment choice concentration limits and that the IA-Rep addresses any instance where this limitation is exceeded within the timeframe outlined in the [Advisor Select Investment Policy Rules Reference Guide](#);
- Work with the IA-Rep to ensure each model remains within its maximum equity exposure range and that the IA-Rep addresses any drift within the timeframes set forth in the [Advisor Select Investment Policy Rules Reference Guide](#)

- Adhere to the requirements outlined in this document and in the [Field Compliance Manual](#): Securities Brokerage Business section. For applicable subsequent deposits, sign off on the CRIA Asset Transition Form attesting that they have evaluated the information and determined that they believe the transaction being presented makes sense in relation to the client's circumstances;
- Adhere to the client contact requirements for check redemption and wire transfer transactions, as detailed in the [Field Compliance Manual](#): Securities Brokerage Business section.

MMLIS Home Office Roles/Responsibilities

MML Investors Services will:

- Perform due diligence on Mutual Funds and ETFs available through the WMS Platform
- Perform a principal review of all account opening documents for suitability and best interest, indicating approval as appropriate;
- Sign off on the new account paperwork attesting the investment chosen is appropriate taking into consideration the client's overall profile, including investment objective, overall financial situation (e.g., financial needs and total investable outside assets), and any other information reasonable for recommending this strategy;
- Sign off on the CRIA Asset Transition Form attesting that they have evaluated the information and determined that they believe the transaction being presented makes sense in relation to the client's circumstances;
- The principal should determine that the client has sufficient income to afford account purchases. The principal should also determine what percentage of the client's stated net worth is representative of this investment. If it is apparent that the client may need immediate access to the funds being invested in the account, then this investment may not be appropriate;
- Sign off on the CRIA Change of MML Investors Services Advisory Fee Form certifying the requested change(s) have been reviewed, approved, and all required documents have been signed.
- Provide performance reporting capabilities through Investnet and [Advisor360](#).

MMLIS WMS Partners

MMLIS WMS partners are Investnet Asset Management, Inc. and Fidelity Clearing and Custody Services (NFS).

Partner	Description
Investnet Asset Management, Inc.	<p>Investnet Asset Management, Inc. ("Investnet") is an investment management firm founded in 1999 that provides investment management and investment advisory services through independent investment advisors ("Advisor(s)") for use with Advisors' clients. Investnet also serves institutional clients such as pension or profit-sharing plans, trusts, estates, and corporations and provides advisory and research services directly to Advisors.</p> <p>With respect to the AdvisorSelect Program, Investnet provides the platform with, among other things, investment proposal generation, model creation and model management tools, investment research, on demand performance reporting and trade execution directed by the IA-Rep.</p>
National Financial Services (NFS)	<p>National Financial Services ("NFS") is the clearing firm that carries the brokerage account platform on which the WMS Program is offered. Clients of the Program are required to open accounts for custody of assets. NFS provides the following services:</p>

- Mailing of brokerage activity statements to the client and any interested party (as requested by the client) provided there is account activity; otherwise, these statements are sent quarterly;
- Mailing of trade confirmations;
- Delivery of current prospectuses for purchased funds. Clients may request a prospectus from IA-Reps on review of proposal; and
- Applicable annual tax reporting for both qualified and non-qualified accounts;

Client access is available via [Wealthscape Investor](#).

Investment Objective Determination

A client's investment objective needs to be determined prior to account opening by completing the MMLIS WMS Risk Tolerance Questionnaire (RTQ) or using the Express Track feature. The RTQ can be located on the WMS Platform → Platform → About the Platform → Business Development Tools or in the [MMLIS Marketing section on Field Net](#). The client's investment objective must be maintained in the client file by one of the following:

- The RTQ can be answered within the proposal process to determine the investment objective. If the proposal is used as a sales tool with the client, a copy must be maintained in the client file.
- The investment objective can be selected using the [Express Track](#) feature in the proposal process with the RTQ maintained in the client file or the determination of the investment objective chosen documented in the client file. Refer to the [MMLIS WMS Platform Proposal Reference Guide](#) on utilizing Express Track.
- If the SIS includes descriptions of the five investment objectives and the client confirms the selection of the investment objective being used on the account by signature, neither the proposal nor a copy of the RTQ is required in the client file.

Note: a future goal modification with an investment objective change requires documentation in the client file of client consent if client signature is not required on the SIS.

Risk Methodology Updates Effective April 23, 2021:

The WMS Platform was updated across all WMS programs with the new risk tolerance naming convention and numerical risk scale ranges to allow greater flexibility and alignment with practices on the Advisor360[®] platform. The internal framework of Envestnet was modified to accommodate the new equity methodology, as a result, some of the depictions of "assessed risk" are still in place and users must be aware of the meaning of the value. MMLIS will continue to work with Envestnet to modify the platform, meanwhile, users should familiarize themselves with differences to eliminate any potential misunderstanding. See below for details and refer to the [MMLIS WMS Risk Methodology Reference Guide](#) that defines the investment objectives, outlines the investment objective categories and the corresponding max equity allocation targets

Account Management Parameters and Account Monitoring

Type	Description
Registration and Training Requirements	In order to help ensure compliance with state and federal regulations, IA-Reps who wish to solicit business and receive advisory fees under the Program must meet licensing and registration requirements as outlined in the WMS Licensing & Training Requirements Reference Guide .
Investment Policy Monitoring	Investment Policy monitoring is a feature of the WMS Platform which supports the WMS suite of managed account products. Investment Policy ("IP") Rules help MMLIS and the IA-Rep ensure the WMS Program accounts are invested according to the client's goals and objectives in the signed SIS.

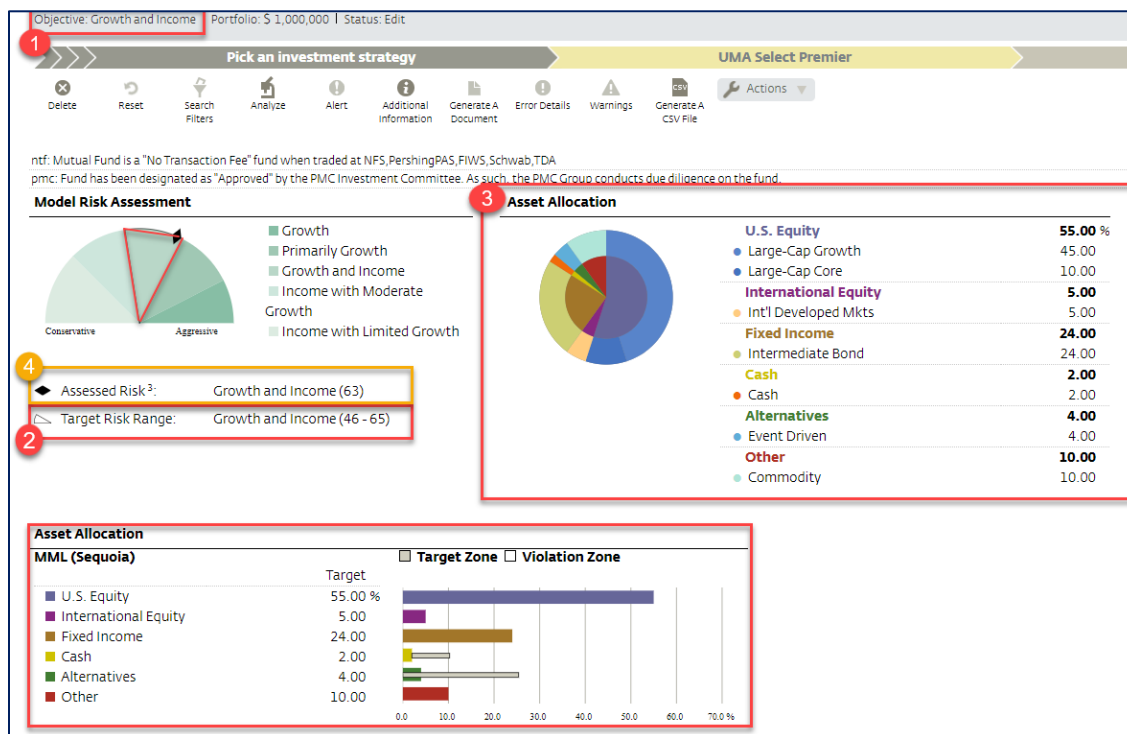
Type	Description
	<ul style="list-style-type: none"> It is the responsibility of the IA-Rep and their Supervisor/Manager to monitor these IP Rule warnings/violations using the Investment Policy Exception Report in the WMS Platform. Please refer to the Advisor Select Investment Policy Rules Reference Guide for a complete overview on IP Rules management. Violations must be addressed promptly. Accounts with Options Overlay Services will be monitored and addressed by the Hedging Desk.
Proposal Generation	<p>The WMS Platform provides the technology for the IA-Rep to generate the proposal and the SIS documentation based on the client information and investment objective entered by the IA-Rep.</p> <ul style="list-style-type: none"> Please reference the MMLIS WMS Platform Proposal Reference Guide for additional information to view steps on how to create proposal and required paperwork. This includes required important disclosures that need to be provided to the client such as the ADV Brochures. It is the IA-Rep's responsibility to ensure that their most up to date ADV Part 2B is provided to the client. IA-Reps can upload their ADV Part 2B to the WMS Platform but must keep it up to date as needed.
Establishing Advisor Select Accounts	<p>Please reference the following categories on the MMLIS Knowledge Center to assist in the new account opening process:</p> <ul style="list-style-type: none"> MMLIS WMS Platform Opening Accounts/Brokerage & WMS Opening Accounts/Unified Account Opening (UAO) <p>All the forms are available in the Forms Library in Practice360. Refer to the Forms Library Reference Guide to learn more on accessing forms.</p> <p>Options Overlay Services accounts require the Options Overlay Services Supplement to Investment Advisory Agreement, which can be obtained by the Hedging Desk. In addition, an Options Agreement is required from the IA-rep.</p> <p>Alternative investments require both the investor and client meet certain criteria qualifications, completion and submittal of additional forms based on the security type, and adherence to Reg BI disclosure delivery requirements. Please review the applicable alternative investment reference guide for details and see below under "Alternative Investments" for more information on how to add alternative investments to an account.</p> <p>Important! IA-Reps are required to deliver all Form CRSs, ADVs (MMLIS, Sub-Advisors (e.g., Investnet) and IA-Rep Form ADV 2B), disclosures, brochures and terms & conditions that render with the new account opening documents. They are in the 'For Delivery to Client' and 'SEC Form CRS' section.</p>
Account Billing	<p>Quarterly Billing</p> <ul style="list-style-type: none"> Program fees for WMS accounts are billed quarterly in advance and debited directly from the client account. This occurs within the first two weeks and is based on the account total asset value at the end of the previous quarter. It is the IA-Rep's responsibility to ensure sufficient cash is available for quarterly fees. Effective for the July 2020 billing cycle, failure to make sufficient funds available to cover quarterly fees will result in a \$25 fee charged to the IA-Rep,

Type	Description
	<p>to cover trades placed by MMLIS. Note: When the MMLIS Trade Desk is required to make funds available, they will generally sell the most over weighted position in the account regardless of tax considerations, model management and/or the investment objective of the account.</p> <p>Billing on Subsequent Deposits and Withdrawals</p> <ul style="list-style-type: none"> Subsequent lump sum deposits or withdrawals of \$10,000 or more to the account are subject to a fee or rebate on a pro-rata basis for the remainder of the period. The fee is debited or credited from the account in the month following the deposit or withdrawal. <p>Updating the Program Fee</p> <ul style="list-style-type: none"> To change the IA-rep fee, complete the Change of MMLIS Advisory Fee Form. Refer to the Forms Library Reference Guide for instructions on accessing forms. The client and IA-rep must sign the form if the fee change results in an increase to any breakpoint tier(s). If the fee change does not increase any breakpoint tier(s), only the IA-rep must sign the form. Submit the signed form via Upload Documents for Processing on the Practice360° Documents tab. IMPORTANT! When using DocuSign, use the correct DocuSign account to avoid processing delays. Refer to the DocuSign Account Types and Business Lines Reference Guide to learn more. <p>Termination Rebates</p> <ul style="list-style-type: none"> If an account terminates, a pro-rata Program fee refund for the remainder of the quarter will be credited to the client's account. In addition, the account will be subject to annual mutual fund fees and expenses and custodial charges including return check fees, wire fees, and retirement account fees. Client remains liable for all open transactions as of the date of termination. <p>Master Account Billing</p> <ul style="list-style-type: none"> The Master Account Billing option allows for clients with multiple WMS accounts to have the Program fees deducted from one central account. The account owners must belong to the same Household, which is defined as spouse, domestic partner, child under the age of 18, and other relative that shares the same legal address. Please note that the Master Account may not be an IRA or any account subject to ERISA.
Client Reporting	<p>IA-reps can access various performance reporting capabilities through Advisor360°, including deciding which clients and households should receive quarterly performance reports, and the delivery method. Visit the Advisor360 Quarterly Statements Reference Guide for more information.</p> <p>Trade Confirmations: Each buy or sell transaction generates a confirmation to the client by NFS. For every month there is account activity, the client will also receive a brokerage monthly account statement from NFS.</p> <p>Delivery: Clients may elect to have their NFS custodial statements and trade confirmations delivered to them in either electronic format or paper. Effective June 2022, NFS will charge a \$10 annual fee for clients who have not chosen eDelivery of custodian account statements and confirmations. For additional Wealthscape Investor eDelivery sign-up content, visit myonlinebrokeragecentral.com.</p>
Portfolio Changes	<p>To change a client's investment objective (Example: Growth to Income with Moderate Growth) the IA-Rep must complete Goal Modification using the WMS Platform. To update an existing model or attach a model of the same investment</p>

Type	Description
	objective to the account, review Manage Advisor-Created Models reference guide for details.
Alternative Investments	To add alternative investments to an account, the fund is required to be placed into the MMLIS Alternatives Sleeve, which the home office will facilitate. IA-Reps should not move any fund into or out of the alternatives sleeve. Please review the Private Alternative training and iCapital Network Alternative Investments (Registered & Private) Policies and Procedure Guide for details.

Proposal/Model Definitions

1. **Objective (Target Risk):** Assigned investment objective for the proposal as determined by the IA-Rep.
2. **Target Risk Range:** Model's assigned investment objective and must match the Objective (Target Risk). If it does not match when Selecting an Existing Strategy, a violation will appear and the user will not be able to continue forward in the proposal. Target Risk Range is indicated by the outlined triangle in the Model Risk Assessment chart.
3. **Asset Allocation:** Dynamic model pie chart that will display the percentage allocated to each parent style asset class in the model. IA-reps should adhere to the Target Risk Range of the model (max 65% in this example). An allocation above 10% of the max equity target (75% + in this example) will result in a warning indicator, prompting an adjustment to the model. However, the warning will not prevent the IA-rep from moving forward. The equity allocation includes the U.S. Equity and International Equity asset classes. **Note:** The A360 platform may include portions of alternatives or commodities in the equity allocation.
 - **Target Zone:** the allowed range for the parent style asset class.
 - **Violation Zone:** the allocation exceeding a target zone.
4. **Assessed Risk:** Assessed Risk is indicated by a black diamond.



Account Trading

The IA-Rep is responsible for managing the client account, including all trading activities.

- **Trading for Advisor Select** accounts is conducted using the MMLIS WMS Platform except for fixed income securities which require the IA-Rep to contact the MMLIS Trading Desk.
- MMLIS strongly recommends that IA-Reps allocate a minimum of 1% to cash for Advisor Select models to compensate for market fluctuations and minimize the potential for debit balances.
- Non-Discretionary investment management arrangements require the IA-Rep to contact their client with trade recommendations and confirm client acceptance.
- All trade orders regardless of the discretionary or non-discretionary arrangement assigned to the account must be entered as "non-discretionary unsolicited". IA-Reps with discretionary investment management authority do not need to contact their client prior to administering trades, but must enter trade orders as "non-discretionary unsolicited".
- Investnet trades on prior day closing values and the WMS Platform does not update intraday values.
- There is a 500 trade threshold per Advisor Select, all program versions, account; above which IA-Reps will be assessed \$3 a trade. This charge is to offset custodian fee charges. The charge will be assessed proportionately based on the compensation arrangement of a split code, as applicable.

Note: Trades made within 30 days of the brokerage account opening are waived from inclusion in the 500 annual trade count threshold. Fidelity funds and funds that were NTF funds at the time of purchase are excluded from the trade count. Inquiries on account trade counts may be submitted to the mmliswmsproducts@massmutual.com service box.

- IA-Reps have the ability to trade multiple accounts at one time using the global trading tools.
- Additionally, filters within the MMLIS WMS Platform assist the IA-Reps in identifying accounts outside of Investment Policies (high cash, drift, etc.) allowing for streamlined portfolio monitoring and management.
- Account trade submissions are sent in real time from the MMLIS WMS Platform to WealthScope, and trade execution details can be found in both WealthScope on trade date and on the MMLIS WMS Platform on trade date plus one day (T+1.)
- Please refer to the [MMLIS WMS Platform Trading Logic & Execution Timing Reference Sheet](#) for additional details.

- All trading in Options Overlay Services accounts is performed by the Hedging Desk and restricted from IA-reps.

Global Trading Platform as applicable to Advisor Select

Global Trading is only **permitted** for those IA-Reps who are Series 7 licensed who meet the licensing and training requirements.

Global Trading can accommodate the trading of general securities in a single session to help rebalance or liquidate accounts and portfolios. Please reference and complete the applicable Advisor Select Program training available on MMLIS Distance Learning.

Administrative personnel may be authorized to enter transaction information into the platform on behalf of an IA-Rep. If an administrative person wishes to be authorized to use the Global Trade Platform, they are deemed an Access Person under the Firm's Code of Ethics Policy and will be required to comply with Access Person requirements. Complete information must be provided to the administrative person through a fully completed order ticket, an e-mail, a hand-written note or verbally.

Keep in mind that the IA-Rep, not the administrative person, is financially responsible for any errors. Therefore, the IA-Rep should review the trade promptly after execution to ensure it was entered accurately. The administrative person must enter the transaction information using his / her own login – not the IA-Rep's login. Administrative personnel must complete requisite training prior to being granted access to the Global Trading Platform. Training may include on-site training, e-learning, web-casts or presentations and task reference sheets. All individuals authorized to use this platform are responsible for undergoing and documenting their participation in the mandated training. In the case with a split code, the Administrative person must be affiliated with the primary rep on the account in order to place trades in the account.

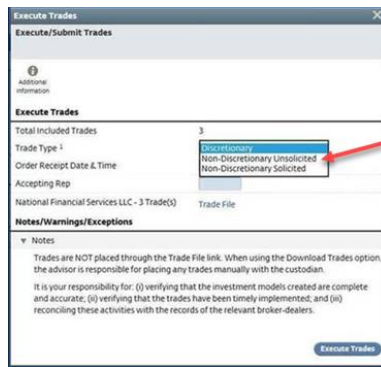
IA-Reps must ensure that all of the required information is properly entered into the Global Trading system. IA-Reps must **review and confirm that all trades are accurate** and must make proper notification regarding any errors.

The use of Global Trading must **comply with all applicable Firm policies and regulatory rules and requirements**. For specifics on handling trade errors, please contact the MMLIS Trade Desk.

GTC Orders: The Platform allows IA-Reps to trade accounts that have conditional ("GTC") orders. GTC orders, however, will be restricted from inclusion in a trading event (i.e. account rebalance). The exclusion of these positions may result in a partial or adjusted trading event. If trading is necessary on a position associated with an open GTC order the IA-Rep will need to contact the MMLIS Trade Desk to cancel the GTC order and make the position unrestricted from trading. GTC orders expire in 180 days.

Trade Orders

In the AdvisorSelect program the client is paying for advisory services, which include the selection of investments to help fulfill and maintain the asset allocation that is generated from the client's determined investment objective and time horizon. MMLIS (as an RIA) and the IA-Rep have an ongoing fiduciary duty to clients when acting in this capacity as described in the [Understanding the IA-Rep's Fiduciary Obligations](#) section. MMLIS acts as both a broker dealer and an RIA for accounts in the AdvisorSelect program. In a trading event, instructions are provided by MMLIS and IA-Reps as investment advisers to MMLIS as an introducing broker dealer to administer such trades. MMLIS as a broker-dealer is acting in a non-discretionary capacity in accepting trade instructions and then carrying out trades in accordance with such instructions. Based on this and in accordance with recent SEC guidance, all Advisor Select trades are to be marked as **Non-Discretionary Unsolicited** in the Trade Type drop down menu for both discretionary and non-discretionary accounts. This is regardless of how the order was received by the IA-Rep (solicited or unsolicited).



This does not alleviate the IA-Rep's responsibility to ensure the transaction is suitable for the client. If an IA-Rep does not properly document the suitability justification for the transaction, he/she may actually open him/herself up to greater risk and exposure to both regulators and litigation. Therefore, IA-Reps must ensure orders are properly documented in the client file. Examples below:

Scenario	Description
<p>Scenario 1</p>	<p>There may be instances when an Advisor Select client asks an IA-Rep for advice on a particular security that the client brings to the IA-Rep's attention. If, in the IA-Rep's research and evaluation process, the IA-Rep determines the security is a suitable investment for the client's account, the IA-Rep may recommend to the client that the security be purchased.</p> <ul style="list-style-type: none"> In this instance, even though the IA-Rep recommends that the client purchase the security and it is solicited, the trade type field should be marked as "Non-Discretionary Unsolicited" in the Trade Execution section. If the IA-Rep advises the client that this is not a suitable investment for the account and the client still wishes to purchase the security, the IA-Rep should suggest the client open a standard brokerage account in which the client can purchase the security. The trade can then be executed as an "unsolicited" order in the standard brokerage account.
<p>Scenario 2</p>	<p>There may be instances when an Advisor Select client asks an IA-Rep to purchase a particular security in their account without asking for any particular advice, or the client refuses to accept the advice of the IA-Rep.</p> <ul style="list-style-type: none"> This type of transaction should be conducted in a standard brokerage account as the order would be deemed "unsolicited". If the client chooses to place the trade in the Advisor Select account, the trade type field should be marked as "Non-Discretionary Unsolicited" in the Trade Execution section.
<p>Scenario 3</p>	<p>There may be instances where an Advisor Select client asks an IA-Rep to sell a particular security from their account.</p> <ul style="list-style-type: none"> This type of transaction, whether solicited or unsolicited, is permissible in an Advisor Select account and the trade type field should be marked as "Non-Discretionary Unsolicited" in the Trade Execution section.
<p>Scenario 4</p>	<p>There may be instances where an IA-Rep decides administering a trade for a client's account is beneficial based on their circumstances and after documenting their research and the client file, the trade should be marked "Non-Discretionary Unsolicited".</p>

IMPERMISSIBLE TRADES:

*Margin
Principal/Riskless Principal trades*

*Agency cross-trades
Unsolicited Buys as defined in this manual*

Selection of Mutual Fund Share Class

IA-Reps are responsible for researching and using the most suitable, lowest cost share class of program eligible mutual funds appropriate to a client. This would include that IA-Reps read the fund prospectus in order to fully understand the availability of each share class. IA-Reps must monitor share class appropriateness of positions in their existing client accounts and resolve fund use that have been deemed program ineligible. If there are any questions on share class availability, IA-Reps are directed to email MMLISProducts@MassMutual.com.

IA-Reps who are currently looking to convert into a lower share class for existing assets being transferred in, they will need to submit a letter of instruction and a completed Mutual Fund Share Class Conversion Request Form which must accompany the account opening paperwork requesting the conversion take place. The Mutual Fund Share Class Conversion Request form and excel worksheet can be requested via email from wmsservice@massmutual.com.

IA-Reps and clients should be aware of the timing of the conversion process and prepare accordingly; once a new account is approved, the funding can occur within 3-5 days. For example, a journal can occur within 24-48 hours and ACAT transfers can take 3-5 business days. The trade hold and conversion process can take an additional 5-10 business days for completion.

For share class conversions of existing accounts, IA-Reps need to submit a completed Mutual Fund Share Class Conversion Request form, which can be requested via email from wmsservice@massmutual.com. IA-Reps are required to update their model, model alternates and unsupervised assets, if applicable.

When the home office periodically processes a share class conversion, MMLIS will update model alternates and non-model positions in Advisor Select accounts to the preferred share class. However, MMLIS does not update unsupervised positions to the preferred share class. When a fund company processes a share class conversion or reorganization (reorg), the platform automatically updates model and non-model positions in Advisor Select accounts, but the IA-rep is responsible for updating model alternates. Unsupervised positions will undergo the reorg in Advisor Select.

Personal Trade Blackout Periods

IA-Reps approved for Advisor Select are restricted from placing orders - buy or sell - in their personal brokerage account for a specific time period for *securities* which their *Advisory Clients* have purchased or sold the same *security*. The following defines the blackout trade policy for the Advisor Select Program.

Same Day Trade Policy: A *Supervised Person* (or *Immediate Family member*) having **Beneficial Interest** or **Control** of a securities account may not buy or sell the same **Security** on the same day as their Advisor Select client unless;

Global Trading Tool: The Global Trading Tool, in the MMLIS WMS Platform system (or a similar company approved system), is used for block trading and rebalancing should follow the below guidelines.

1. If the Global Trading Tool (or other company approved system) is used, the *Supervised Person's* personal trade(s) must be executed in a block along with client trades in the same *Security*. Non-Discretionary accounts require client approval prior to being included in a block trade event.

i. In the instance where the *Supervised Person's* trade is placed in one block along with his/her clients and no other block is traded on the same day in the same *Security*:

A violation would not be found

ii. In the instance where the *Supervised Person's* personal trade is placed in one or more blocks that take place on the same day, in the same *security*, and the client's trades are placed in the same block or a different block on that day:

The block trades will be reviewed and if no apparent conflict is identified between the personal trade(s) and client trade(s), generally, the trade will not be considered a violation.

iii. In the instance where the *Supervised Person's* personal trade is traded in a block along with other clients, and other client trades in the same *Security* are placed outside of the block:

The trades will be reviewed and if no apparent conflict is identified between the personal trade(s) and client trade(s), generally, the trade will not be considered a violation.

2. If not using the Global Trading Tool for any personal or client trades, the client order is entered prior to the *Supervised Person's* personal (or *Immediate Family member*) trade and the client receives equal or a better price.

Notwithstanding #2, a *Supervised Person* may not utilize a client trade for the benefit of a personal trade even if the client trade is executed first. For example, where there is low trade volume in a *security*, a *Supervised Person* may not execute a large buy order in a client(s) account(s), thereby driving up the price so the *Supervised Person's* (or *Immediate Family members*) account can benefit from a personal sale executed shortly thereafter.

If executing a same day trade on the same side of the market as your client(s), consider utilizing a Buy Stop order in your personal account to help ensure you comply with this requirement.

Exchange traded funds and closed end funds are subject to these restrictions as such securities are generally priced continually throughout the day. Mutual funds and unit investment trusts are exempt from this prohibition.

Trade Date +/- 1 Business Day Trade

A Supervised Person (or Immediate Family member) having *Beneficial Interest or Control* of a *Securities* account, may not buy or sell a *Security* within one (1) business day before or after (e.g., trade date +/- 1 business day, not 24 hours) they execute a transaction in the same *security* in a client's Advisor Select account unless the market capitalization of that *Security* is \$500 million or more. Exchange traded funds and closed end funds are subject to these restrictions as such securities are generally priced continually throughout the day. Mutual funds and unit investment trusts are exempt from this prohibition.

Monitoring Trades

MMLIS will monitor a *Supervised Person's* personal trading in comparison with trading that occurs in his or her client's Advisor Select account(s). If it is determined in the course of such monitoring that a *Supervised Person* has violated the Code, he or she will be disciplined accordingly and appropriate remedial action will be taken with respect to the account(s).

Trade Adjustments

MMLIS may require trade adjustments, including but not limited to, cancellation or reversal of any transaction (either individual or aggregate) by a *Supervised Person*, involving securities held in (i) a personal account of the *Supervised Person* or an *Immediate Family member* or (ii) an advisory client account managed by the *Supervised Person* if it is determined that the transaction is or was in actual or apparent conflict with any client transaction or any of the trading restrictions of this Code.

Adjustments, including but not limited to, cancellations or reversals of transactions may be required after an extended period past the settlement date. In the instance where a trade adjustment, including but not limited to, cancellation or reversal is warranted, the trade of the advisory client that is managed by the *Supervised Person* is generally the trade that is adjusted.

Losses that occur as a result of any trade adjustment, including but not limited to, cancellations or reversals will be assessed to the *Supervised Person*. MMLIS may also prevent the execution of a trade order if it appears that the trade may have to be canceled or reversed.

Any determination that a transaction by a *Supervised Person* is in actual or apparent conflict with a client transaction will be based on pertinent facts and circumstances and may include questions about timely and adequate dissemination of information and the availability of bids and offers.

Other Considerations

MMLIS may consider whether a trade actually presents a conflict when determining what remedial action to take or whether a trade is actually determined to be in violation of the trading policy.

- The factors that are taken into consideration include, but are not limited to; nominal difference in execution price, number of shares of the Supervised Person's personal trade, number of shares of the Client's trade, and/or the market capitalization of the Security.

Annual Client Contact

IA-Reps are required to contact each Advisor Select client at least annually (within 12 months of last contact). IA-Reps are encouraged to meet more frequently than annually with clients, based upon the clients' particular needs and circumstances; including, but not limited to, the nature of the advisory relationship, the complexity of the client's situation, and the expectations of the client.

- Meetings should be fully documented to reflect the participants included in the meeting, date of occurrence, venue (e.g., IA-Rep's office, client's place of business, telephone discussion, etc.), and topics discussed.
- MMLIS provides a form to guide IA-Reps through typical discussion items ([Corporate RIA-Client Contact Form](#)); however, use of the form is not mandatory.
- Documentation may be maintained electronically (e.g., computer files or CRM/client relationship management system) or in hardcopy client file, but must be readily accessible.

In general, IA-Reps have a duty to explain investment account activity to the client, to inquire about changes in client circumstances/objectives and/or client information, and to determine whether the past or present financial recommendations made (including how money is being managed) continue to be appropriate (i.e., in the client's best interest).

Examples of Discussion items may include:

Client circumstances	<ul style="list-style-type: none"> • Changes in client's contact information (e.g., name, address, phone, email address, etc.) • Changes in client's financial and/or personal circumstances (e.g., new employer, new child, health concerns, death of spouse, divorce, bankruptcy, etc.) • Changes in financial criteria (e.g., risk tolerance, time horizon, tax situation, liquidity needs, etc.) • Whether the client wishes to impose or modify a reasonable restriction on management of the account
Current Portfolio status	<ul style="list-style-type: none"> • General objectives of account and alignment of existing investment strategy • Account asset allocation (i.e., percentage of portfolio invested in stocks/bonds/cash) • Changes made by program sponsor/money manager (over last year, since last contact, etc.) • How changes made, general economic factors, and/or market movements have impacted portfolio • Portfolio performance
Recommendations	<ul style="list-style-type: none"> • Rebalance • Make additional investments • Sell securities • Replace a particular position

Additional Features

Advisor Select offers additional features not available on other WMS programs. Although margin is not permitted, the Program offers lending solutions through NFS, U.S. Bank Private Banking (“U.S. Bank”) and Goldman Sachs. These lending products are supported by securities (collateral) designed to provide clients access to a line of credit. Please refer to the [Collateral, Margin, and Non-Purpose Loans](#) reference guide.

Line of Credit	<ul style="list-style-type: none"> This line of credit cannot be used to purchase any securities or insurance products or to pay off a margin balance in another account. Soliciting of these products is strictly prohibited and IA-Reps may not recommend or advise clients in which securities to designate as collateral.
Lending Needs	<ul style="list-style-type: none"> For lending needs under \$250,000 the solution will be offered by NFS. Lending needs \$250,000 or larger will be offered through U.S. Bank. Lending needs with a minimum of \$75,000 and up to \$25million are available through an offering called Goldman Sachs Private Bank Select Program (GS Select).
Training	<ul style="list-style-type: none"> There is a required training module that must be complete before offering a lending solution to a client. Training can be found in MMLIS Distance Learning along with additional details on these lending solutions. Resources are also available in the Knowledge Center of MMLIS Distance Learning that cover the expanded selection of NPLs, including a program comparison so IA-Reps can help clients understand the features and benefits of each available loan provider.

Online Client Access

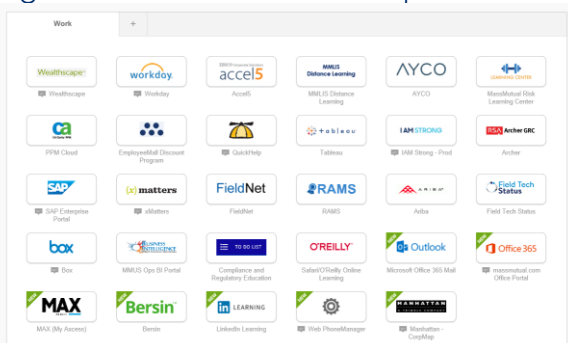
Clients have various options to view their accounts online with the ability to access documents via e-Delivery.

- [Investor360°](#) – Instructions on how to set up and manage client accounts in Investor360°.
- [Wealthscape Investor](#) is also available for clients to access account information, self-service tools, and record keeping documents and correspondence.

How to Access the WMS Platform

Follow the instructions below for information on how to access the MMLIS WMS Platform:

- Log on to the MassMutual Okta portal



- Select the Wealthscape icon
- On Wealthscape Menu, select Tools then make a selection under Managed Accounts or Managed Account Reports to be launched into the MMLIS WMS Platform

IA-Rep Termination / Reassignment

If the primary IA-Rep terminates their registration with MMLIS, the General Agent/Managing Partner must submit a Business Reassignment Form to the MMLIS WMS Operations Department. The form must identify another IA-Rep in the agency eligible and available to assume the primary responsibilities on all shared accounts.

If there is not another IA-Rep available to assume the primary role, then the client agreement must be terminated and the accounts converted to a standard brokerage account.

Terminating an account

In cases where a client seeks to terminate the account, the client must provide written notice per instructions in the Client Agreement. Investnet will make the necessary fee adjustments for accounts closed mid quarter.

- A request to terminate a client's management agreement must be by the explicit direction from the client. This request will terminate the investment management of an account and additional steps will be required to return the account to active management.
- IA-reps should submit a Terminate (liquidate/hold) request on the WMS platform after placing the necessary trades to liquidate the assets. A Terminate (Liq/Hold) will only terminate the account on Investnet and will not place trades. IA-Reps are responsible for all trading activity in Advisor Select program accounts. Additional steps will be required to return the account to active management.
- The Special Instructions field is not for trade-related requests or to request the account to remain open as it will not be honored. Please note that any notes added may result in delays in processing due to special review.
- NFS does not accept instructions to "Liquidate & Transfer" assets. Therefore, upon receipt of written notification from the client the IA-Rep should work with the client to make sufficient cash available to accommodate the request.
- Investnet will make billing adjustments if the account is closed mid-quarter.

Reopening a Terminated account

<u>IF</u>	<u>THEN</u>
Account was terminated between 0-30 days	<ul style="list-style-type: none">• Email from the IA-Rep or Rep's assistant requesting the account be reopened. Email should state the following:<ul style="list-style-type: none">• Client Name• Account Number• Confirm suitability has not changed and the client is requesting to re-invest into the previously terminated model
Account was terminated between 31 days-12 months	<ul style="list-style-type: none">• Statement of Investment Selection (SIS) signed and dated by the client and the IA-Rep• Confirmation that suitability has not changed.• This only applies if the client is staying within the same program category/swim

	lane. (See goal modification reference sheet in the Knowledge Center to review which programs reside in the same category)
Account was terminated more than 12 months ago	<ul style="list-style-type: none"> • All new account opening paperwork

Appendix A

Fair Trading Responsibilities Job Aid

For Investment Adviser Training Use Only. Not for distribution to the Public

IA-Reps must ensure that all rebalancing activity and model changes are submitted in a fair and equitable manner for all client accounts. IA-Reps must not submit a model change or perform any activity that provides preferential treatment to one client over another. Meaning, one client's trades must not be consistently executed before another's trades. To this end, MMLIS encourages IA-Reps to use the simplest methodology that they can comfortably and consistently execute in order to fulfill their "fair trading responsibilities". IA-Reps may use other methods than the following example. (i.e., using a spreadsheet that randomizes the order of the list of models.

The following example utilizes a "randomization" formula within an Excel spreadsheet. A new worksheet is used for each trading event that affects multiple models. (*Please see the end of this document for "Important Notes".*)

SCREENSHOT #1

Step 1:

Set-up two columns, as shown below, within an Excel worksheet.

- Label Column A "Randomization"
- Label Column B "Model Name"

Column A will be populated by a formula that will drive the randomized order of the list of your CRIA program models. Column B is the list of the models involved in this specific trading event (e.g., replacing ineligible Security A with eligible Security B). The trades may occur on one specific date or be staged over several days; however, the order in which the trades are placed must be consistent with your documentation. The example shows two models for each of the five risk tolerance ranges within the MMLIS Wealth Management Services UMA Select Premier programs.

Step 2:

In Column A (cell A2), type the indicated fomula and click "enter". In Column B list the applicable models.

	A	B	C	D	E
1	Randomization	Model Name			
2	=RAND()	Advisor Select Growth			
3		Advisor Select Growth & Income			
4		Advisor Select Mutual Funds & ETFs			
5		Advisor Select Primarily Growth			
6		Advisor Select Mutual Funds			
7		Advisor Select Income with Limited Growth			
8		Advisor Select Income with Moderate Growth			
9		Advisor Select Mutual Funds Growth			
10		Advisor Select Primarily Growth ETFs			
11		Advisor Select Growth MFs			
12		Advisor Select with Fixed Income			
13		Advisor Select Retirement			
14					
15					
16					
17					
18					

SCREENSHOT #2

Step 3:

Complete the formula:


- Left click on cell A2. Then, left click on the lower right-hand corner of cell A2 and drag the formula straight down the column to the last cell in Column A that is next to the last Model Name in Column B. In this example, drag it down to cell A15.
- At this point, in this example, cells A2 through A15 will be highlighted.
 - NOTE: Do not manually modify the numbers in Column A. They are essential in allowing the formula to compute a random order for the list of Model Names in Column

	A	B	C	D	E
1	Randomization	Model Name			
2	0.518607164	Advisor Select Growth			
3	0.778462074	Advisor Select Growth & Income			
4	0.510968084	Advisor Select Mutual Funds & ETFs			
5	0.890405505	Advisor Select Primarily Growth			
6	0.904314805	Advisor Select Mutual Funds			
7	0.461321376	Advisor Select Income with Limited Growth			
8	0.574258339	Advisor Select Income with Moderate Growth			
9	0.689270254	Advisor Select Mutual Funds Growth			
10	0.309602206	Advisor Select Primarily Growth ETFs			
11	0.492156049	Advisor Select Growth MFs			
12	0.500824359	Advisor Select with Fixed Income			
13	0.886805507	Advisor Select Retirement			
14					
15					
16					
17					
18					

SCREENSHOT #3

Step 4:

Highlight the entire worksheet by clicking in the upper left-hand corner of the worksheet, as shown below.

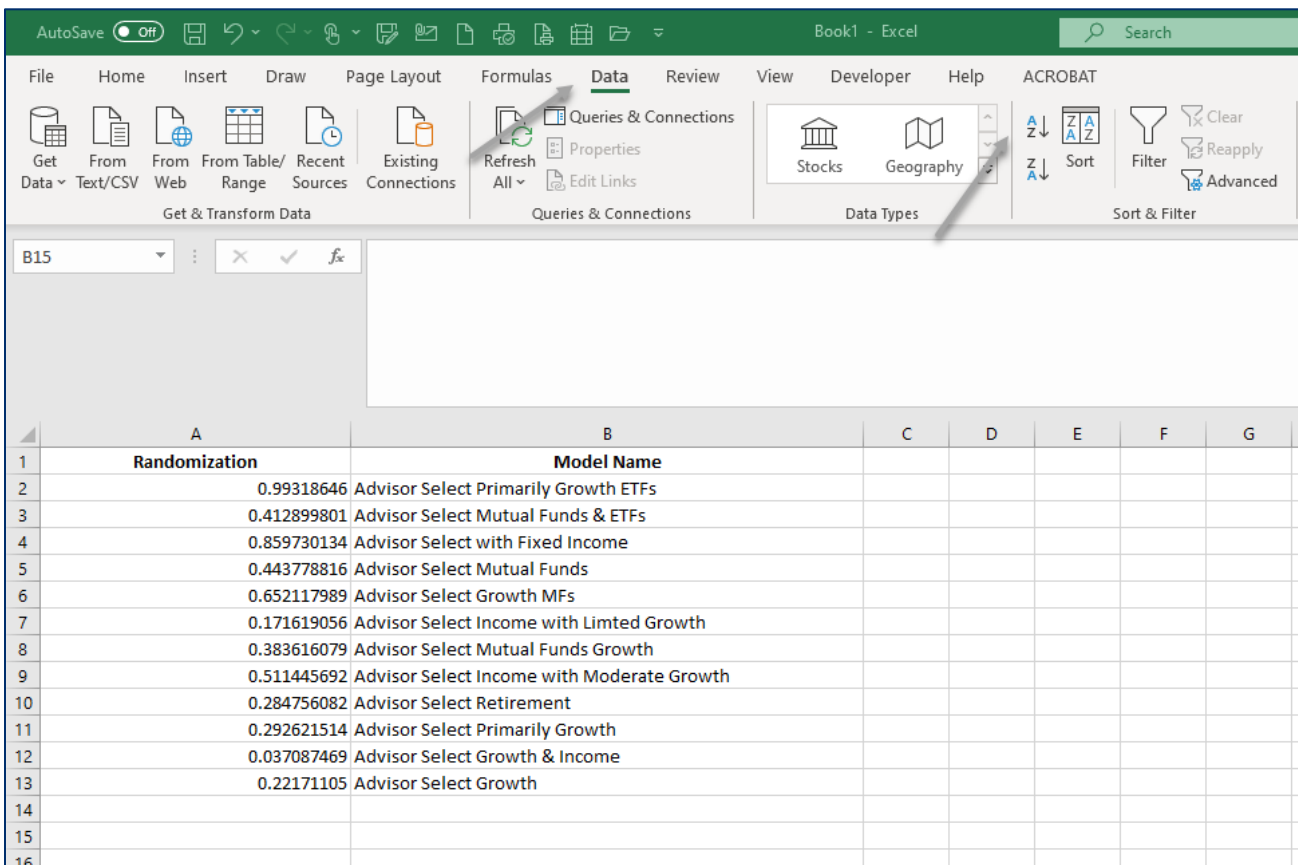
	A	B	C	D
1	Randomization	Model Name		
2	0.518607164	Advisor Select Growth		
3	0.778462074	Advisor Select Growth & Income		
4	0.510968084	Advisor Select Mutual Funds & ETFs		
5	0.890405505	Advisor Select Primarily Growth		
6	0.904314805	Advisor Select Mutual Funds		
7	0.461321376	Advisor Select Income with Limited Growth		
8	0.574258339	Advisor Select Income with Moderate Growth		
9	0.689270254	Advisor Select Mutual Funds Growth		
10	0.309602206	Advisor Select Primarily Growth ETFs		
11	0.492156049	Advisor Select Growth MFs		
12	0.500824359	Advisor Select with Fixed Income		
13	0.886805507	Advisor Select Retirement		
14				
15				
16				

SCREENSHOT #4

Step 5:

Randomize the Model List order:

- Please note that the entire worksheet should be highlighted (see last step).
- Click on the "Data" tab at the top of the worksheet.
- When you click on the "A -> Z" button, the order of the Model Names in Column B will be randomized. The order will shuffle each time you click that button.
 - NOTE: The "undo" button WILL work, if you accidentally click twice and wish to go back.
- After you have randomized the order of the Model Names, click anywhere on the worksheet to un-highlight the worksheet. Once you have done this, the "A -> Z" button will be disabled.
 - NOTE: If you re-highlight the worksheet, the button will become re-enabled.



As you can see (above), after clicking on the "A -> Z" button, the order of the Model Names list has now been shuffled/randomized from the original list order.

SCREENSHOT #5

Step 6:

Complete your documentation:

- On the worksheet, type notes that indicate what type of transaction was executed (and any other helpful info).
- At the bottom of the spreadsheet, click on the worksheet tab and list the date(s) of the transaction(s).
 - NOTE: If you are staging trades in the listed models over multiple dates, then list the dates they were traded in Column C.
 - For example: Monday (6/20/2016) – models shown in cells B2-B8; Tuesday (6/21/2016) – models shown in cells B9-B15.

	A	B	C
1	Randomization	Model Name	
2	0.984907934	Advisor Select Primarily Growth ETFs	
3	0.250434755	Advisor Select Mutual Funds & ETFs	
4	0.080517261	Advisor Select with Fixed Income	
5	0.136375572	Advisor Select Mutual Funds	
6	0.678824577	Advisor Select Growth MFs	
7	0.670475453	Advisor Select Income with Limited Growth	
8	0.628294747	Advisor Select Mutual Funds Growth	
9	0.447832427	Advisor Select Income with Moderate Growth	
10	0.464287334	Advisor Select Retirement	
11	0.694755234	Advisor Select Primarily Growth	
12	0.577414471	Advisor Select Growth & Income	
13	0.701721305	Advisor Select Growth	
14			
15			
16			
17			
18	Replaced Security A with Security B		
19			

IMPORTANT NOTES:

- Make certain that your Fair Trading Responsibilities documentation (such as that shown in the above example) is consistent with the actual order of your trading activity.
- A "Model" may be unique to one client or have multiple clients attached to it.

Need help with program details?

For general information regarding the program:

- Investnet Asset Management Regional Advisory Sales Team 1-855-769-0806
- Investnet Platform Consulting Group 1-844-280-7015
 - ✓ Option 1 for Platform Navigation
 - ✓ Option 2 for Proposal Generation Support
 - ✓ Option 3 for Advisor Directed or UMA Models including trading, model creation or updating an existing model
 - ✓ Option 4 for Group Retirement Plans
- E-mail WMS Product at mmliswmsproducts@massmutual.com

For other important contact information, please view the [MMLS Field Support and Services reference sheet](#) located on FieldNet.