

**ITEM 1. INTRODUCTION:** Winslow, Evans & Crocker, Inc. (“Winslow”) is registered with the Securities and Exchange Commission (“SEC”) as both a broker-dealer and an investment adviser. Brokerage and investment advisory services and fees differ and it is important for you to understand these differences. Free and simple tools are available for you to research firms and financial professionals at [Investor.gov/CRS](http://Investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing. Winslow is owned by National Holdings Corporation, a financial services holding company.

**ITEM 2. WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?**

**Broker-Dealer Services:** As a broker-dealer, we can recommend and effect securities transactions for you, including buying and selling securities (including investment funds and products) that can be either held in accounts with our clearing firms (“brokerage accounts”), or held in accounts directly with the issuer of the securities purchased (sometimes referred to as “directly held accounts”). More information about our broker-dealer services is available in our Regulation Best Interest disclosure, which is available at [www.winslowevanscrocker.com/?page\\_id=3821](http://www.winslowevanscrocker.com/?page_id=3821)

**Account Monitoring:** We do not monitor your brokerage account. However, your financial professional may voluntarily review your holdings from time to time and may or may not make recommendations to you based on these reviews.

**Investment Authority:** We do not have discretionary investment authority over the majority of our accounts which means we cannot buy or sell investments in your account without first obtaining your consent.

**Limits on Investment Offerings:** We do not limit our investment offerings to a specific menu of products or proprietary investments. Not all of our financial professionals can offer the full range of investments and services we offer. We do not have any minimum account requirements for our brokerage accounts, however some of the investments you can purchase through us have minimum investment requirements.

**Investment Advisory Services:** As an investment adviser, we provide investment advice to you for a fee, including investment advice with respect to particular investments, wrap programs and other investment advisory programs. More information about our investment advisory services is available on our Form ADV Part 2A brochure, which is available at <https://adviserinfo.sec.gov/firm/summary/29686>

**Account Monitoring:** You will need to open a brokerage account with a qualified custodian in order to participate in investment advisory programs that we offer. We monitor this advisory account on an ongoing basis as part of our advisory services. The frequency and limitations of this account monitoring depend on the advisory program that you select and on your financial goals and needs. We do not monitor any other accounts (besides your advisory account) as part of our advisory services.

**Investment Authority:** You can grant us authority to buy and sell securities in your advisory account (consistent with your investment objectives and with restrictions you place on this authority that we agree to) without asking for your consent in advance (also known as discretion), or you may choose an arrangement in which we provide you with investment advice and you decide whether to accept or reject the advice (also known as non-discretionary).

**Limits on Investment Advice:** We do not limit our investment advice to a specific menu of securities. Not all of our financial professionals can offer our investment advisory services, our investment advisory programs, or investment advisory programs sponsored by third parties.

Account Minimums and Other Requirements: While we do not have an account minimum for our advisory programs, we suggest that such accounts should be \$25,000.

### **CONVERSATION STARTERS:**

- ❖ *Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of services? Why or why not?*
- ❖ *How will you choose investments to recommend to me?*
- ❖ *What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

## **ITEM 3. FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT**

### **WHAT FEES WILL I PAY? Broker-Dealer Services**

For our broker-dealer services, we are paid each time you trade in your brokerage account or make a new investment. This payment is typically called a “commission,” but it may also be called a “sales charge” or a “markup.” You will incur commission charges when you buy or sell securities, and this amount will vary depending on the size and type of transaction or product. Examples of other fees you may pay include upfront fees known as sales loads, markups and markdowns on principal trades, and distribution and/or service fees. Mutual funds typically deduct other ongoing fees and expenses, such as 12b-1 fees, management fees, or servicing fees from fund assets. This kind of payment presents a conflict for us because it creates an incentive to encourage you to trade more and make additional investments. Additional fees may include but are not limited to: custodial or administrative services, account based fees such as margin, wire transfers, account maintenance, postage and handling, termination or transfer fee when your brokerage account is terminated or transferred to another broker-dealer and other transactional and product level fees.

**Additional Information:** *You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. Please reference our website at [www.winslowevanscrocker.com/?page\\_id=3821](http://www.winslowevanscrocker.com/?page_id=3821) for more detailed information.*

### **WHAT FEES WILL I PAY? Investment Advisory Services:**

For our investment advisory services, we are paid based on a percentage of the assets for which we provide investment advice in your advisory account, typically referred to as an “advisory fee.” The advisory fee, which is generally charged quarterly, presents a conflict because it creates an incentive for us to encourage you to increase the assets in your advisory account, as the more assets there are in your advisory account, the more you will pay us in advisory fees. In addition, depending on the advisory program, we may receive more compensation when our financial professionals provide advisory services than when they provide broker-dealer services, which creates an incentive for us to recommend an advisory account. During periods of lower trading activity, the advisory fee may be higher than the transaction charges you would have paid in a brokerage account. To determine whether an investment advisory account is appropriate for you, you should carefully analyze the projected costs of an investment advisory account versus a brokerage account based on factors such as expected size, volume and frequency of transactions, projected holding period and the advisory services provided by your financial professional.

In addition to advisory fees, you may also pay fees that your account’s custodian may charge such as account opening and termination fees, wire fees, ticket charges (unless your advisory account is a wrap program), transfer fees, and bank charges, as well as fees that are included in the expense ratios of certain investments. More information about these transaction fees is available within Part 2A Brochure (Items 4, 5 and Addendums 1-5 <https://adviserinfo.sec.gov/firm/brochure/29686>).

Wrap Programs: If your advisory program is a “wrap” program, you will typically pay a wrap fee, which includes the advisory fee and the costs for the execution of securities transactions and other services. The wrap fee is usually higher than the advisory fees for non-wrap programs because it includes these

transaction costs, which are “wrapped” together with the advisory fee (i.e., you will not pay a separate advisory fee). A wrap fee presents a conflict because it creates an incentive for us to (i) encourage you to increase the assets in your account in order for you to pay us more in wrap fees and (ii) not trade in your account, since we must pay our clearing firm charges for the costs of trading in such programs. More information about these wrap fees is available within Part 2A Brochure (Item 4.E <https://adviserinfo.sec.gov/firm/brochure/29686>).

It also creates an incentive for us to recommend investment advisory programs that we sponsor as compared to investment advisory programs that are sponsored by third parties.

**Fees Related to Specific Investments:** You will typically pay fees related to certain investments in your account. More information about these fees, including the operating expenses for mutual funds, ETFs, and other pooled investment vehicles, and about redemption fees is available at [www.winslowevanscrocker.com/?page\\_id=3821](http://www.winslowevanscrocker.com/?page_id=3821)

**ADDITIONAL INFORMATION:** *You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.* Please reference Part 2A Brochure (Item 5 and Addendums 1-5) and your specific investment advisory agreement.

**CONVERSATION STARTER:** *Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

**WHAT ARE YOUR LEGAL OBLIGATIONS TO ME WHEN PROVIDING RECOMMENDATIONS AS MY BROKER-DEALER OR WHEN ACTING AS MY INVESTMENT ADVISER? HOW ELSE DOES YOUR FIRM MAKE MONEY AND WHAT CONFLICTS OF INTEREST DO YOU HAVE?** When we provide you with a recommendation as your broker-dealer or act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. Concurrently, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations and investment advice we provide to you. Here are some examples to help illustrate what this means.

### **Broker-Dealer Examples**

Because we are paid each time you trade in your account or make a new investment, we have an incentive to encourage you to trade more and make additional investments. These transaction-based payments, or commissions, create a conflict of interest for us because of the incentives to encourage more trading and additional investments. Examples of incentives created by some of the payments we receive:

**Third-Party Payments.** When we sell an investment fund or product to you as a broker-dealer, we receive payments from the issuer (such as a mutual fund or insurance company) and their sponsors or managers, and we receive ongoing payments, such as 12b-1 fees, from them. These payments create an incentive for us to sell you investments that entail such payments and to maintain our relationships with the issuer and their affiliates. Since the amount of compensation we receive varies among and between the issuers and the different investments and types of investments that we offer as a broker-dealer, we have an incentive to sell you those investments that pay us more compensation.

**Revenue Sharing.** Our clearing firm pays us 12b-1 fees from some issuers and fund sponsors or managers that are sometimes called “revenue sharing” payments because they share with us a part of the revenue that they earn on your investments in the mutual funds or products. These payments are an incentive for us to offer investments and services that entail such payments and to encourage you to increase the amount of assets in those investments. Our clearing firm also shares some of the fees and revenues it earns on assets in your brokerage accounts, including account assets in a cash sweep vehicles, securities lending, short sale interest, and margin interest. Such payments affect the firm’s profitability.

**Principal Trading:** We may buy a security from you, or sell you a security from our own principal account. Because we earn compensation (mark-ups and mark-downs) in principal transactions, we may have an incentive to trade with you on a principal basis.

### **Investment Advisory Examples**

Since we are paid based on the assets under management in your advisory account, the more assets there are in your account, the more you will pay in fees, so we have an incentive to encourage you to increase the assets in your advisory account. In the case of wrap programs, we retain a greater portion of the program fee if we minimize the trades or trading costs in the wrap program, so we have a conflict because wrap programs encourage us to minimize trading costs in order to retain a higher portion of the wrap fee. Here are additional examples of incentives created by certain payments we receive.

**Third-Party Payments:** When we select or recommend mutual funds as the investments for your advisory account, certain share classes pay 12b-1 fees or servicing fees from some of the funds (in our capacity as a broker-dealer). We credit your account the 12b-1's fees Winslow receives. In addition, while the default money market funds do not pay revenues to us, there are limited cases where if you choose your own money market fund we may receive revenue sharing.

**Revenue Sharing:** Winslow receives revenue sharing from one of our clearing firms for Advisory accounts for margin interest and in limited cases, select money market sweep funds.

**ADDITIONAL INFORMATION:** More detailed information about our conflicts of interest can be found within sections 4B, 5.C.1, 10.A, and 12.A, of our Form ADV part 2A  
<https://adviserinfo.sec.gov/firm/brochure/29686>

**CONVERSATION STARTER:** How might your conflicts of interest affect me, and how will you address them?

**HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?** We pay our financial professionals a portion of the commissions or investment advisory fees that we receive. As noted above, the commissions we receive generally vary based on the investments purchased and sold, and the advisory fees we receive generally vary based on the assets under management and the investment advisory program selected. The portion of the commissions or fees we pay to the financial professional also varies among financial professionals depending on individualized payout schedules. Such schedules are based on several factors such as but not limited to experience in the industry and geographic location. This creates an incentive for our financial professionals to sell more investments as a registered representative of our broker-dealer and to increase advisory account assets as an associated person of our investment adviser to qualify for a higher portion of commissions and investment advisory fees.

### **CONVERSATION STARTERS:**

- ❖ *As a financial professional, do you have any disciplinary history? For what type of conduct?*
- ❖ *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*

### **ITEM 4. DISCIPLINARY HISTORY: DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?**

Yes. Please visit [www.investor.gov/crs](http://www.investor.gov/crs) for a free and simple search tool to research us and our financial professionals.

### **ITEM 5. ADDITIONAL INFORMATION**

For additional up to date information about our broker-dealer and investment advisory services, please visit [www.winslowevanscrocker.com/?page\\_id=3821](http://www.winslowevanscrocker.com/?page_id=3821). You can also request an up-to-date copy of this Form CRS by contacting us at [clientservices@e-winslow.com](mailto:clientservices@e-winslow.com) or by phone at 617-896-3500.

Winslow, Evans & Crocker is also a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC) 4