

**NEWPORT GROUP SECURITIES, INC.**  
**CODE OF ETHICS**  
**(In accordance with IA Rule 204A-1 and FINRA Rule 5270)**  
**Effective Date: April 14, 2016**

**I. Introduction**

Newport Group Securities, Inc. (“NGS”) is a limited purpose broker-dealer and SEC registered investment adviser. Our broker-dealer offers registered and private placement variable universal life (“PPVUL”) insurance products (products designed exclusively for institutions, accredited investors, and/or qualified purchasers) as well as mutual funds to corporate and institutional clients. Our investment advisory business is primarily dedicated to providing advice to corporate and institutional clients regarding holdings of investment company securities and related registered and unregistered product offerings.

**II. Purpose and Scope**

This Code of Ethics (the “Code”) applies to all Access Persons, as defined below, of Newport Group, Inc. and affiliates (“Newport” or the “Firm”). This Code has been adopted by the Firm to comply with Rule 204-2(a)(12) of the Advisers Act and FINRA Rule 5270. It is designed to (i) set forth the Firm’s general principles regarding ethical behavior; (ii) identify potential conflicts of interests that may exist when employees execute transactions in their personal securities accounts or in securities accounts in which they maintain a beneficial interest; and (iii) compliments the Firm’s confidentiality policy.

**III. Definitions**

**A. “Access Persons”** for purposes of the Code the term Access Person shall mean all employees, directors, officers, partners or members of the Firm who (i) have access to nonpublic information regarding Broker-Dealer/Advisory clients' purchases or sales of securities, (ii) are involved in making securities recommendations to Broker-Dealer/Advisory clients, (iii) have access to nonpublic recommendations or the portfolio holdings of an affiliate or (iv) all of the Firm’s duly registered personnel.

Operations and client service personnel who regularly communicate with Broker-Dealer/Advisory clients are also deemed to be Access Persons. Such personnel shall be subject to the Code, but exempt from reporting protocols unless and until otherwise notified.

**B. “Beneficial Ownership”** means any interest in a security for which an Access Person can directly or indirectly receive a monetary benefit, which may include the right to buy or sell a security, to direct the purchase or sale of a security, or to vote or direct the voting of a security. Note: This broad definition of “beneficial ownership” does not necessarily apply for purposes of other securities laws or for purposes of estate or income tax reporting or liability. An employee may declare that the reporting or recording of any securities transaction should not be construed as an admission that he or she has any direct or indirect beneficial ownership in the security for other purposes.

**C. “Exchange Traded Funds”** (“ETFs”) are shares of ownership in either funds, unit investment trusts or depository receipts that hold portfolios of common stocks that closely track the performance and dividend yield of specific indices.

**D. “Exempt Transactions”** means any transaction exempt from the pre-clearance, holding and/or reporting requirements under the Code. Such transactions are still subject to the Code of Ethics, and may still be reviewed by the Chief Compliance Officer or designee.

**E. “Federal Securities Laws”** means the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940, the Investment Advisers Act of 1940, the Bank Secrecy Act of 1970, as it applies to fund and investment advisers, Title V of the Gramm-Leach-Bliley Act of 1999, the Sarbanes-Oxley Act of 2002, any rules adopted by the SEC under any of these statutes and any rules adopted there under by the SEC, Department of Labor or the Department of Treasury.

**F. “Initial Public Offering”** means an offering of securities registered under the Securities Act of 1933, as amended, the issuer of which, immediately before the registration, was not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

**G. “Limited Offering”** means an offering that is exempt from registration under the Securities Act of 1933 pursuant to section 4(2) or section 4(6) (15 U.S.C. 77d(2) or 77(d)(6)) or pursuant to 230.504, 230.505, or 230.506 of this chapter.

**H. “Personal Account”** means every account for which an Access Person may directly or indirectly influence or control the investment decisions of the account and otherwise be deemed to have Beneficial Ownership. This typically includes, but may not be limited to, accounts of (a) any Access Person, (b) the spouse of such Access Person, (c) any children living in the same household of such Access Person, and/or (d) any other person residing in the same household of such Access Person, if such Access person has a beneficial interest in such account(s). Each of the above accounts is considered a personal account of the Access Person.

**I. “Prohibited Transactions”** means a personal securities transaction prohibited by this Code.

**J. “Purchase or sale of a security”** means the buying or selling of any stock and includes, among other things, the writing of an option to purchase or sell a security or the purchase or sale of a security that is exchangeable for or convertible into a security.

**K. “Watch List Securities”** means Covered Securities that have been identified by the Chief Compliance Officer as securities whose trading by Access Persons is subject to close scrutiny and/or post-trade clearance by the Chief Compliance Officer or designee. The Watch List is updated at least quarterly and distributed to all Access Persons.

**L. “Restricted Securities”** means Covered Securities that have been identified by the Chief Compliance Officer as securities whose trading by Access Persons is prohibited and/or subject to pre-trade clearance by the Chief Compliance Officer or designee. Information regarding Restricted Securities is distributed to appropriate personnel on a “need to know basis.”

**M. “Secondary Offering”** means an offering of securities of a publicly traded company that prior to the offering were not registered under the Securities Act of 1933, as amended.

**N. “Covered Securities”** means Securities (as defined below) where NGS or Newport has a client relationship with the issuer and where the issuer is a publicly traded entity.

O. “**Securities**” or means securities that are covered by the Code. Such covered securities include, but are not necessarily limited to:

- Equity securities including common and preferred stock, which do not fall within the Exempted Transactions listed below
- Restricted Stock
- Corporate and Municipal bonds
- Exchange Trade Funds
- Investments convertible into, or exchangeable for, stock or debt securities
- Any derivative instrument relating to any of the above securities, including options, warrants and futures
- Any initial placement offerings (“IPOs”) or interests in a limited offering (such as a private placement investment) in any of the foregoing.

#### IV. **Business Conduct**

The Firm has an affirmative duty of care, loyalty, honesty, and good faith to act in the best interests of its clients. The Firm holds its Access Persons to a very high standard of integrity and business practices. In serving its clients, the Firm and its Access Persons must at all times deal with clients in an honest and ethical manner and comply with all the Federal Securities Laws.

The Firm understands that the knowledge of present or future client portfolio transactions and the power to influence client portfolio transactions, when held by Access Persons, places them in a position where their personal interests might become conflicted with the interests of the Firm’s clients. In view of the foregoing and in accordance with the provisions of Rule 204a-1 under the Investment Advisers Act, the Firm has adopted this Code to outline and prohibit certain types of activities that are deemed to create conflicts of interest (or the potential for or appearance of such a conflict). Reporting requirements and enforcement procedures are also covered by this Code.

Access Persons must adhere to the following general principles as well as to the Code’s specific provisions:

- Place the interest of the Firm’s clients first.
- Conduct all personal securities transactions in a manner consistent with the Code.
- Avoid any actual or potential conflict of interest or any abuse of the individual’s position of trust and responsibility.
- Adhere to the fundamental standard not to take inappropriate advantage of one’s position.
- Comply with all applicable legal requirements of the United States and each state in which the Firm conducts its business. Specifically, but not exclusively, all personnel must abide by the laws and regulations of the Securities and Exchange Commission and applicable state regulatory authorities.

A. ***Privacy of Client Information:*** The Firm and its personnel, in the conduct of the Firm’s business, may collect and retain nonpublic personal and confidential information regarding clients and prospective clients. Unauthorized use of the Firm’s information or customer information, whether inside or outside the Firm, is a serious violation and may subject the violator to sanctions.

All personnel should be guided by the following principles in the collection, storage, use, and dissemination of information about the persons to whom the Firm provides services:

1. Seek to obtain personal information only if pertinent to or required by the conduct of our business.
2. Obtain personal data by lawful and ethical means and to the extent practicable, obtain it directly from the individual concerned.
3. Make every effort to ensure the accuracy, completeness, and timeliness of the information obtained.
4. Permit the individual to clarify or supplement the information held by the Firm and to correct or delete any information known to be inaccurate.
5. Limit access to information in the Firm's records to those persons who have a bona fide business related need to know such information to perform services for that client or the Firm, or to the appropriate authorities.
6. Store and safeguard confidential information in a manner appropriate to its nature.
7. When creating, designing or revising any information recordkeeping system, ensure that the accessibility and integrity of such system, as designed or revised, is consistent with these principles.

- B. *Political Contributions:*** Access persons are permitted to make political contributions to elected officials, candidates, and others consistent with applicable regulatory requirements. Currently there are no restrictions beyond regulatory requirements on these contributions and no approval or monitoring is engaged in by the Firm. If in the future, Newport establishes a new client relationship with a government official or entity, Newport will amend its policies and procedures (or implement new policies and procedures) as applicable. Access Persons accept responsibility for maintaining up to date knowledge of applicable regulations but encouraged to approach their Designated Supervisory Principal or the Chief Compliance Officer (or designee) for clarification as necessary.
- C. *Charitable Donations:*** Access Persons are permitted to make charitable contributions without restriction to any entity not operated by, sponsored by, or otherwise closely aligned with existing or prospective clients of the Firm. However in order to avoid any potential or real conflicts of interest with clients or potential clients, the Firm and/or its Access Persons must request and receive written pre-approval by the Chief Compliance Officer or their Designated Supervisory Principal for contributions in excess of \$25,000 per year to charitable organizations operated by, sponsored by, or otherwise closely aligned with existing or prospective clients of the Firm. Approval may be requested via email or hard copy intra-office correspondence addressed to the Chief Compliance Officer or Designated Supervisory Principal.
- D. *Gifts:*** No Access Person shall accept or give any gift or other item or service of more than \$100.00 in value to/from any person or entity that does business with or on behalf of the Firm. All gifts given and received must be reported to within 7 days of receipt through MyComplianceOffice (the Firm's current system for Compliance Program administration). Further details of the Firm's policies with respect to gifts and entertainment may be referenced within the Firm's Written Supervisory Procedures (WSP's) and Investment Adviser Policies and Procedures Manual and various other Compliance Program policy manuals. Both WSP's and manuals may be accessed via MyComplianceOffice or by request through the Chief Compliance Officer or Designated Supervisory Principal.
- E. *Service on Boards:*** Access Persons are permitted to serve on the board of directors of a company, institution, endowment, charity, or any other organization only with prior written authorization by the Chief Compliance Officer or Designated Supervisory Principal. If board service is authorized, the Access Person shall at all times ensure that they have no role in making any type of investment decisions with respect to the company/entity unless otherwise approved in writing. Approval may be requested via email

or hard copy intra-office correspondence addressed to the Chief Compliance Officer or Designated Supervisory Principal.

- F. *Outside Business Activities:*** All Outside Business Activities (whether paid or unpaid) of Access Persons must be pre-approved by the Designated Supervisory Principal prior to engagement in the activity. Requests for approval of Outside Business Activities should be submitted via MyComplianceOffice. Further details of the Firm's policies with respect to Outside Business Activities may be referenced within the Firm's Written Supervisory Procedures (WSP's) and various Compliance Program policy manuals. Both WSP's and manuals may be accessed via MyComplianceOffice or by request through the Chief Compliance Officer or Designated Supervisory Principal.

**V. Trading in Personal Accounts**

Access Persons are expected to comply with the below protocols with respect to trading in their own personal outside brokerage accounts. These protocols also apply to the outside brokerage accounts of the Access Person's immediate family in residence with the Access Person.

- A. *Personal Holdings Report:*** Upon employment or association with the Firm as an Access Person and at least annually thereafter, each Access Person shall provide to the Chief Compliance Officer a Holdings Report that identifies all "Reportable Securities" in which the Access Person has, or acquires, any direct or indirect beneficial ownership. The Holdings Report must be current as of a date not more than 45 days prior to the individual becoming an Access Person (initial report) or the date the Holdings Report is submitted. The Access Person may exclude securities holdings in automatic investment plans as well as all holdings in direct obligations of the U.S. Government, money market instruments, money market funds, any mutual funds for which the Firm does not act as the adviser or principal underwriter, and unit investment trusts. In lieu of a Holdings Report, the Chief Compliance Officer may use a year-end statement of account for any outside brokerage account the Access Person maintains.
- B. *Definition of Beneficial Interest:*** "Beneficial ownership" shall be interpreted to include those situations in which the beneficial owner has the right to enjoy some direct or indirect pecuniary interest (i.e., some economic benefit) from the ownership of a security. An Access Person is presumed to be a beneficial owner of securities that are held by his or her immediate family members who reside in the Access Person's household. (This presumption may be rebutted.) Reports made by the Access Person may contain a statement to the effect that the report shall not be construed as an admission that the person making such report has any direct or indirect beneficial ownership in the securities to which the report relates.
- C. *Account Opening and Maintenance:*** The Firm prohibits any Access Person from opening or maintaining an account for the ownership or trading of securities without the prior permission of the Chief Compliance Officer or designee. Furthermore, the Firm requires its Access Persons to notify the Chief Compliance Officer when an immediate family member who resides in the Access Person's household establishes an account for the ownership or trading of Reportable Securities.
- D. *Duplicate Statements:*** The Chief Compliance Officer shall instruct all Access Persons to request from all financial institutions at which securities accounts are maintained that duplicate confirmations and statements be sent to the Firm to the attention of the Chief Compliance Officer. The Chief Compliance Officer shall review, not less frequently than quarterly, the duplicate confirmations and statements of all personnel and shall indicate such review by his initials on the duplicate confirmation statement.

**E. *Personal Securities Transaction Reports:*** All Access Persons shall provide, or cause to be provided, a Securities Transaction Report and deliver such report to the Chief Compliance Officer. The record required by this section must state the title and amount of the security involved; the date and nature of the transaction (i.e., purchase, sale or other acquisition or disposition); the price at which it was affected; and the name of the broker, dealer, or bank with or through whom the transaction was effected. No Securities Transaction Reports are required with respect to transactions effected pursuant to an automatic investment plan or with respect to securities held in accounts over which the Access Person had no direct or indirect influence or control. In lieu of a formal transaction report, quarterly account statements and confirmation statements showing this information will be acceptable. The Chief Compliance Officer shall review each record of Securities or any Securities Transaction Reports and will maintain records of the reports and their approval status as required by this code, the Firm's WSP's, and the Firm's various policy manuals.

**F. *Substantive Restrictions:***

1. *Disclosure of Interested Transactions:* No Access Person shall recommend any transactions with respect to a Reportable Security without first disclosing his or her interest (if any) in such Reportable Security or the issuer thereof, including without limitation:
  - i. Any significant direct or indirect beneficial ownership of the Reportable Security.
  - ii. Any contemplated transaction by such Access Person in the Reportable Security.
  - iii. Any present or proposed business relationship between the issuer of the Reportable Security or its affiliates and such Access Persons or any entity in which such Access Person has a significant interest.
2. *Initial Public Offering (IPO):* No Access Person shall acquire (directly or indirectly), any beneficial ownership in any IPO without first obtaining prior approval from the Chief Compliance Officer. Most individuals rarely have the opportunity to invest in an IPO and granting an Access Person the opportunity to invest may raise questions as to whether the Access Person is misappropriating an investment opportunity that should first be offered to eligible clients. In order to approve a purchase of an IPO, the Chief Compliance Officer shall (i) obtain from such Access Person full details of the proposed transaction; (ii) conclude that the Access Person is not misappropriating an investment opportunity that should first be offered to eligible clients; and (iii) conclude that the Access Person is not receiving a personal benefit for directing client business or brokerage.
3. *Private Placements:* No Access Person shall acquire (directly or indirectly), any beneficial ownership in any Private Placement without first obtaining prior approval from the Chief Compliance Officer. Most individuals rarely have the opportunity to invest in a Private Placement and granting an Access Person the opportunity to invest may raise questions as to whether the Access Person is misappropriating an investment opportunity that should first be offered to eligible clients. In order to approve a purchase of a Private Placement, the Chief Compliance Officer shall (i) obtain from such Access Person full details of the proposed transaction; (ii) conclude that the Access Person is not misappropriating an investment opportunity that should first be offered to eligible clients; and (iii) conclude that the Access Person is not receiving a personal benefit for directing client business or brokerage.
4. *Watch List Securities:* No Access Person may purchase or sell any Watch List Securities, as defined above, without written post-trade approval by the Chief Compliance Officer. All Watch List Securities

Trades must be approved by the close of the 7th business day after settlement. Requests for approval of Watch List Securities trades should be submitted via MyComplianceOffice.

5. *Restricted List Securities:* No Access Persons may purchase or sell any Restricted List Securities, as defined above, without written pre-trade approval (via paper or email) of the Chief Compliance Officer.
6. *Inside Information:* No Access Person may purchase or sell any security or effect the opening sale of uncovered calls and puts in any security if any of the following circumstances exist:
  - i. The Access Person has worked within the past thirty (30) days on a proposed transaction or related activity concerning the issuer.
  - ii. The Access Person is aware that another Access Person of the Firm is involved in a, proposed transaction, or other activity concerning the issuer.
  - iii. The Access Person is aware of any material non-public information concerning the issuer.
  - iv. The Access Person is aware of a pending unannounced block transaction regarding the issuer's securities.

## VI. **Code Administration**

The NGS Chief Compliance Officer has the responsibility of overseeing that the procedures set forth in this Code are followed.

- A. ***Chief Compliance Officer Responsibilities:*** The Chief Compliance Officer or designee will review all reports and other information submitted under this Code. This review will include, but not be limited to:
  1. An assessment of whether the Access Person followed the required procedures.
  2. An assessment of whether the Access Person has traded in the same securities as the Firm's clients and if so, determining whether the client's terms for the transactions were more favorable.
  3. An assessment of any trading patterns that may indicate abuse, including market timing.
  4. Performing any other assessments that may be necessary to determine whether there have been any violations of the Code.
- B. ***Access Persons' Responsibilities:*** Access Persons are required to immediately report any violation or potential violation of this Code of which he or she becomes aware to the Chief Compliance Officer. No Access Person will be sanctioned for reporting a violation or potential violation. Each Access Person will receive a copy of this Code annual and at any time that the Code is amended. Upon receipt, each Access Person is required to read and acknowledge their understanding of the requirements of the Code.

## VII. **Violations and Sanctions**

The Designated Supervisory Principal in consultation with the Chief Compliance Officer or designee will assess whether any violation has occurred. If it is determined that a violation has occurred, sanctions up to and including (but not limited to) suspension of personal trading privileges for a period, disgorging of profits made by the violator, fines and/or dismissal from the Firm may be imposed.

The final decision regarding sanctions will be rendered by a committee comprised of the President of NGS, the Chief Compliance Officer, a Human Resources representative, the Designated Supervisory Principal and any others deemed applicable to the specific situation.

### **VIII. Exceptions**

The Chief Compliance Officer may grant written exceptions to the provisions of the Code based on equitable considerations (*e.g.*, rapid markets, hardship, satisfaction of a court order, etc.). The exceptions may be granted to individuals or classes of individuals with respect to particular transactions, classes of transactions or all transactions, and may apply to past as well as future transactions, provided that no exception will be granted where the exceptions would result in a violation of Rule 204A-1 of the Advisers Act or any other Federal Securities Law.

### **IX. Recordkeeping Requirements**

The Chief Compliance Officer or designee will be responsible for maintaining the following records pertaining to the Code for a minimum of five years from the end of the fiscal year in which the information was obtained and/or in effect, the first two years onsite in an accessible place:

- A copy of the Code and all amendments thereto.
- Records of violations of the Code and actions taken and/or sanctions imposed.
- Copies of the written acknowledgements of receipt of the Code or Code amendments.
- A list of the names of all Access Persons who were Access Persons at any time during the preceding five (5) years.
- Securities Transaction Reports.
- Duplicate confirmations and/or statements.
- Records regarding Access Persons' requests to purchase securities in IPO's and/or Private Placements along with the associated written approvals or denials.

***Any Access Person with questions regarding this Code should contact the NGS Chief Compliance Officer (or designee) or their Designated Supervisory Principal.***