

Silvercrest Asset Management Group Inc.  
Form 10-Q  
November 05, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED September 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission file number: 001-35733

Silvercrest Asset Management Group Inc.

(Exact name of registrant as specified in its charter)

Delaware 45-5146560  
(State or other jurisdiction (I.R.S. Employer

of incorporation) Identification No.)

1330 Avenue of the Americas, 38th Floor

New York, New York 10019

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

(Address of principal executive offices and zip code)

(212) 649-0600

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of outstanding shares of the registrant's Class A common stock, par value \$0.01 per share, and Class B common stock, par value \$0.01 per share, as of November 3, 2015 was 7,912,633 and 4,772,130, respectively.

Part I	<u>Financial Information</u>	
Item 1.	<u>Condensed Consolidated Financial Statements (Unaudited)</u>	1
	<u>Condensed Consolidated Statements of Financial Condition as of September 30, 2015 and December 31, 2014</u>	1
	<u>Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2015 and 2014</u>	2
	<u>Condensed Consolidated Statements of Changes in Stockholders' Equity for the nine months ended September 30, 2015 and 2014</u>	3
	<u>Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and 2014</u>	4
	<u>Notes to Condensed Consolidated Financial Statements as of September 30, 2015 and December 31, 2014 and for the three and nine months ended September 30, 2015 and 2014</u>	6
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	29
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	48
Item 4.	<u>Controls and Procedures</u>	48
Part II	<u>Other Information</u>	
Item 1.	<u>Legal Proceedings</u>	49
Item 6.	<u>Exhibits</u>	50

---

Except where the context requires otherwise and as otherwise set forth herein, in this report, references to the “Company”, “we”, “us” or “our” refer to Silvercrest Asset Management Group Inc. (“Silvercrest”) and its consolidated subsidiary, Silvercrest L.P., the managing member of our operating subsidiary (“Silvercrest L.P.” or “SLP”). SLP is a limited partnership whose existing limited partners are referred to in this report as “principals”.

#### Forward-Looking Statements

This report contains, and from time to time our management may make, forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. In some cases, you can identify these statements by forward-looking words such as “may”, “might”, “will”, “should”, “expects”, “intends”, “p”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue”, the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions, may include projections of our future financial performance, future expenses, anticipated growth strategies, descriptions of new business initiatives and anticipated trends in our business or financial results. These statements are only predictions based on our current expectations and projections about future events. Important factors that could cause actual results, level of activity, performance or achievements to differ materially from those indicated by such forward-looking statements include but are not limited to: incurrence of net losses, fluctuations in quarterly and annual results, adverse economic or market conditions, our expectations with respect to future levels of assets under management, inflows and outflows, our ability to retain clients from whom we derive a substantial portion of our assets under management, our ability to maintain our fee structure, our particular choices with regard to investment strategies employed, our ability to hire and retain qualified investment professionals, the cost of complying with current and future regulation, coupled with the cost of defending ourselves from related investigations or litigation, failure of our operational safeguards against breaches in data security, privacy, conflicts of interest or employee misconduct, our expected tax rate, and our expectations with respect to deferred tax assets, adverse economic or market conditions, incurrence of net losses, adverse effects of management focusing on implementation of a growth strategy, failure to develop and maintain the Silvercrest brand and other factors disclosed under “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2014 which is accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov). We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

---

## Part I – Financial Information

## Item 1. Financial Statements

## Silvercrest Asset Management Group Inc.

## Condensed Consolidated Statements of Financial Condition

(Unaudited)

(In thousands, except share and par value data)

	September 30, 2015	December 31, 2014
Assets		
Cash	\$ 26,080	\$ 30,820
Restricted certificates of deposit	587	586
Investments	15	1,307
Receivables, net	4,003	4,534
Due from Silvercrest Funds	3,039	3,797
Furniture, equipment and leasehold improvements, net	2,535	2,354
Goodwill	24,686	20,008
Intangible assets, net	15,833	11,167
Deferred tax asset—tax receivable agreement	22,286	23,000
Prepaid expenses and other assets	2,882	2,123
Total assets	\$ 101,946	\$ 99,696
Liabilities and Stockholders' Equity		
Accounts payable and accrued expenses	\$ 3,760	\$ 3,291
Accrued compensation	16,482	21,758
Notes payable	5,152	4,124
Borrowings under revolving credit facility	—	24
Deferred rent	972	1,299
Deferred tax and other liabilities	16,042	16,138
Total liabilities	42,408	46,634
Commitments and Contingencies (Note 10)		
Stockholders' Equity		
Preferred Stock, par value \$0.01, 10,000,000 shares authorized; none issued and outstanding, as of September 30, 2015 and December 31, 2014	—	—
Class A common stock, par value \$0.01, 50,000,000 shares authorized; 7,912,633 and 7,768,010 issued and outstanding, as of September 30, 2015 and December 31, 2014, respectively	79	78
Class B common stock, par value \$0.01, 25,000,000 shares authorized; 4,772,130 and 4,520,413 issued and outstanding, as of September 30, 2015 and December 31, 2014, respectively	47	46
Additional Paid-In Capital	40,591	39,175
Retained earnings	4,843	3,217

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

Total stockholders' equity	45,560	42,516
Non-controlling interests	13,978	10,546
Total equity	59,538	53,062
Total liabilities and stockholders' equity	\$ 101,946	\$ 99,696

See accompanying notes to condensed consolidated financial statements.

Silvercrest Asset Management Group Inc.

Condensed Consolidated Statements of Operations

(Unaudited)

(In thousands, except share and per share data)

	Three months ended September		Nine months ended September	
	30,		30,	
	2015	2014	2015	2014
Revenue				
Management and advisory fees	\$ 19,117	\$ 16,816	\$ 53,492	\$ 48,487
Family office services	836	1,001	2,435	3,276
Total revenue	19,953	17,817	55,927	51,763
Expenses				
Compensation and benefits	11,547	9,959	31,740	29,431
General and administrative	4,137	3,382	11,177	9,818
Total expenses	15,684	13,341	42,917	39,249
Income before other (expense) income, net	4,269	4,476	13,010	12,514
Other (expense) income, net				
Other income, net	8	8	1,013	16
Interest income	17	17	54	53
Interest expense	(77)	(113)	(191)	(368)
Total other (expense) income, net	(52)	(88)	876	(299)
Income before provision for income taxes	4,217	4,388	13,886	12,215
Provision for income taxes	1,434	1,465	4,966	4,253
Net income	2,783	2,923	8,920	7,962
Less: net income attributable to non-controlling interests	(1,457)	(1,565)	(4,470)	(4,309)
Net income attributable to Silvercrest	\$ 1,326	\$ 1,358	\$ 4,450	\$ 3,653
Net income per share:				
Basic	\$ 0.17	\$ 0.18	\$ 0.57	\$ 0.48
Diluted	\$ 0.17	\$ 0.18	\$ 0.57	\$ 0.48
Weighted average shares outstanding:				
Basic	7,876,930	7,583,911	7,823,618	7,544,443
Diluted	7,876,930	7,583,911	7,823,618	7,544,443

See accompanying notes to condensed consolidated financial statements.



Silvercrest Asset Management Group Inc.

## Condensed Consolidated Statements of Changes in Stockholders' Equity

(Unaudited)

(In thousands)

	Class		Class		Additional	Retained	Total	Non-	Total
	Class A	Class A	Class B	Class B					
	Common	Common	Common	Common	Capital	Earnings	Equity	Interest	Equity
	Shares	Amount	Shares	Amount					
January 1, 2014	7,523	\$ 75	4,465	\$ 45	\$ 39,003	\$ 2,099	\$ 41,222	\$ 6,943	\$ 48,165
Distributions to partners	—	—	—	—	—	—	—	(5,244 )	(5,244 )
Redemptions of partners' interests	—	—	(23 )	—	—	—	—	(376 )	(376 )
Repayment of notes receivable from partners	—	—	—	—	—	—	—	833	833
Equity-based compensation	—	—	264	3	—	—	3	1,444	1,447
Net Income	—	—	—	—	—	3,653	3,653	4,309	7,962
Accrued interest on notes receivable from partners	—	—	—	—	—	—	—	(47 )	(47 )
Share conversion	136	2	(136 )	(2 )	319	—	319	(296 )	23
Deferred tax, net of amounts payable under tax receivable agreement	—	—	—	—	(185 )	—	(185 )	—	(185 )
Dividends paid on Class A common stock - \$0.36 per share	—	—	—	—	—	(2,724 )	(2,724 )	—	(2,724 )
September 30, 2014	7,658	\$ 77	4,570	\$ 46	\$ 39,137	\$ 3,028	\$ 42,288	\$ 7,566	\$ 49,854
January 1, 2015	7,768	\$ 78	4,520	\$ 46	\$ 39,175	\$ 3,217	\$ 42,516	\$ 10,546	\$ 53,062
Distributions to partners	—	—	—	—	—	—	—	(5,571 )	(5,571 )
Repayment of notes receivable from partners	—	—	—	—	—	—	—	481	481
Equity-based compensation	—	—	127	—	—	—	—	980	980
Net Income	—	—	—	—	—	4,450	4,450	4,470	8,920
Deferred tax, net of amounts payable under tax receivable agreement	—	—	—	—	975	—	975	—	975

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

Accrued interest on notes receivable from partners	—	—	—	—	—	—	—	(50 )	(50 )
Share conversion	145	1	(134 )	(2 )	441	—	440	(440 )	—
Issuance of Class B shares in connection with the Jamison acquisition	—	—	259	3	—	—	3	3,562	3,565
Dividends paid on Class A common stock - \$0.36 per share	—	—	—	—	—	(2,824 )	(2,824 )	—	(2,824 )
September 30, 2015	7,913	\$ 79	4,772	\$ 47	\$40,591	\$4,843	\$ 45,560	\$ 13,978	\$59,538

See accompanying notes to condensed consolidated financial statements.

## Silvercrest Asset Management Group Inc.

## Condensed Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)

	Nine months ended September 30,	
	2015	2014
<b>Cash Flows From Operating Activities</b>		
Net income	\$ 8,920	\$ 7,962
Adjustments to reconcile net income to net cash provided by operating activities:		
Equity-based compensation	716	848
Depreciation and amortization	1,678	1,489
Deferred rent	(346)	(320)
Provision for doubtful accounts	—	227
Deferred income taxes	2,396	1,830
Tax receivable agreement adjustment	(990)	—
Non-cash interest on notes receivable from partners	(50)	(47)
Distributions received from investment funds	1,292	3
Other	3	4
Cash flows due to changes in operating assets and liabilities:		
Receivables and due from Silvercrest Funds	1,289	(175)
Prepaid expenses and other assets	(614)	1,682
Accounts payable and accrued expenses	(392)	(2,280)
Accrued compensation	(5,011)	(1,250)
Other liabilities	—	647
Interest payable on notes payable	156	249
Net cash provided by operating activities	9,047	10,869
<b>Cash Flows From Investing Activities</b>		
Restricted certificates of deposit and escrow	\$ (1)	\$ 435
Acquisition of furniture, equipment and leasehold improvements	(337)	(337)
Earn-outs paid related to acquisitions completed before January 1, 2009	—	(1,679)
Acquisition of Jamison	(3,550)	—
Net cash used in investing activities	(3,888)	(1,581)
<b>Cash Flows From Financing Activities</b>		
Earn-outs paid related to acquisitions completed on or after January 1, 2009	\$ (570)	\$ (511)
Redemptions of partners' interests	—	(270)
Repayments of notes payable	(1,316)	(421)
Payments on capital leases	(99)	(38)
Distributions to partners	(5,571)	(5,244)
Dividends paid on Class A common stock	(2,824)	(2,724)
Payments from partners on notes receivable	481	741
Net cash used in financing activities	(9,899)	(8,467)
Net (decrease)/increase in cash and cash equivalents	(4,740)	821
Cash and cash equivalents, beginning of period	30,820	27,122
Cash and cash equivalents, end of period	\$ 26,080	\$ 27,943



Silvercrest Asset Management Group Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)

(continued)

	Nine months ended September	
	30,	2014
	2015	2014
<b>Supplemental Disclosures of Cash Flow Information</b>		
Net cash paid during the period for:		
Income taxes	\$ 3,361	\$ 4,308
Interest	114	133
<b>Supplemental Disclosures of Non-cash Financing and Investing Activities</b>		
Common stock surrendered	\$ —	\$ 92
Recognition of deferred tax assets as a result of IPO	—	11
Recognition of deferred tax assets as a result of share conversions	675	—
Asset acquired under capital lease	32	321
Issuance of notes payable related to acquisition of certain assets of Jamison	2,165	—
Issuance of Class B shares of Silvercrest L.P. in conjunction with the acquisition of certain assets of Jamison	3,562	—
Issuance of Class B shares of Silvercrest L.P. in conjunction with the acquisition of certain assets of Jamison, par value \$1	3	—
Earnout accrual for acquisition of certain assets of Jamison	1,429	—

See accompanying notes to condensed consolidated financial statements.

5

---

Silvercrest Asset Management Group Inc.

Notes to Condensed Consolidated Financial Statements

As of September 30, 2015 and December 31, 2014 and for the Three and Nine Months ended September 30, 2015 and 2014

(Unaudited)

(Dollars in thousands, except per share and par value data)

## 1. ORGANIZATION AND BUSINESS

Silvercrest Asset Management Group Inc. (“Silvercrest”), together with its consolidated subsidiary, Silvercrest L.P., a limited partnership, (collectively the “Company”), was formed as a Delaware corporation on July 11, 2011. Silvercrest was formed for the purpose of completing a public offering and related transactions in order to carry on the business of Silvercrest L.P., the managing member of our operating subsidiary, and its subsidiaries. Effective on June 26, 2013, Silvercrest became the sole general partner of Silvercrest L.P. and its only material asset is the general partner interest in Silvercrest L.P., represented by 7,912,633 Class A units or approximately 62% of the outstanding interests of Silvercrest L.P. Effective June 26, 2013, Silvercrest controlled all of the businesses and affairs of Silvercrest L.P. and, through Silvercrest L.P. and its subsidiaries, continues to conduct the business previously conducted by these entities prior to the reorganization.

Silvercrest L.P., together with its consolidated subsidiaries (collectively “SLP”), provides investment management and family office services to individuals and families and their trusts, and to endowments, foundations and other institutional investors primarily located in the United States of America. The business includes the management of funds of funds and other investment funds, collectively referred to as the “Silvercrest Funds”.

Silvercrest L.P. was formed on December 10, 2008 and commenced operations on January 1, 2009.

On March 11, 2004, SAMG LLC acquired 100% of the outstanding shares of James C. Edwards Asset Management, Inc. (“JCE”) and subsequently changed JCE’s name to Silvercrest Financial Services, Inc. (“SFS”). On December 31, 2004, SLP acquired 100% of the outstanding shares of the LongChamp Group, Inc. (now SAM Alternative Solutions, Inc.) (“LGI”). Effective March 31, 2005, SLP entered into an Asset Contribution Agreement with and acquired all of the assets, properties, rights and certain liabilities of Heritage Financial Management, LLC (“HFM”). Effective October 3, 2008, SLP acquired 100% of the outstanding limited liability company interests of Marathon Capital Group, LLC (“MCG”) through a limited liability company interest purchase agreement dated September 22, 2008. On November 1, 2011, SLP acquired certain assets of Milbank Winthrop & Co. (“Milbank”). On April 1, 2012, SLP acquired 100% of the outstanding limited liability company interests of MW Commodity Advisors, LLC (“Commodity Advisors”). On March 28, 2013, SLP acquired certain assets of Ten-Sixty Asset Management, LLC (“Ten-Sixty”). On June 30, 2015, SLP acquired certain assets of Jamison, Eaton & Wood, Inc. (“Jamison”). See Notes 3, 7 and 8 for additional information related to goodwill and intangible assets arising from these acquisitions.

### Tax Receivable Agreement

In connection with the Company’s initial public offering (the “IPO”) and reorganization of SLP that were completed on June 26, 2013, Silvercrest entered into a tax receivable agreement (the “TRA”) with the partners of SLP that requires it

to pay them 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that it actually realizes (or are deemed to realize in the case of an early termination payment by it, or a change in control) as a result of the increases in tax basis and certain other tax benefits related to entering into the TRA, including tax benefits attributable to payments under the TRA. The payments to be made pursuant to the tax receivable agreement are a liability of Silvercrest and not Silvercrest L.P., and thus this liability has been recorded as an "other liability" on our Condensed Consolidated Statement of Financial Condition. As of September 30, 2015, this liability is estimated to be \$15,317 and is included in deferred tax and other liabilities in the Condensed Consolidated Statements of Financial Condition. Silvercrest expects to benefit from the remaining 15% of cash savings, if any, realized.

The TRA was effective upon the consummation of the IPO and will continue until all such tax benefits have been utilized or expired, unless Silvercrest exercises its right to terminate the TRA for an amount based on an agreed upon value of the payments remaining to be made under the agreement. The TRA will automatically terminate with respect to Silvercrest's obligations to a partner if a partner (i) is terminated for cause, (ii) breaches his or her non-solicitation covenants with Silvercrest or any of its subsidiaries or (iii) voluntarily resigns or retires and competes with Silvercrest or any of its subsidiaries in the 12-month period following resignation of employment or retirement, and no further payments will be made to such partner under the TRA.

For purposes of the TRA, cash savings in income tax will be computed by comparing Silvercrest's actual income tax liability to the amount of such taxes that it would have been required to pay had there been no increase in its share of the tax basis of the tangible and intangible assets of SLP.



Estimating the amount of payments that Silvercrest may be required to make under the TRA is imprecise by nature, because the actual increase in its share of the tax basis, as well as the amount and timing of any payments under the TRA, will vary depending upon a number of factors, including:

- the timing of exchanges of Silvercrest's Class B units for shares of Silvercrest's Class A common stock—for instance, the increase in any tax deductions will vary depending on the fair market value, which may fluctuate over time, of the depreciable and amortizable assets of SLP at the time of the exchanges;
- the price of Silvercrest's Class A common stock at the time of exchanges of Silvercrest's Class B units—the increase in Silvercrest's share of the basis in the assets of SLP, as well as the increase in any tax deductions, will be related to the price of Silvercrest's Class A common stock at the time of these exchanges;
- the extent to which these exchanges are taxable—if an exchange is not taxable for any reason (for instance, if a principal who holds Silvercrest's Class B units exchanges units in order to make a charitable contribution), increased deductions will not be available;
- the tax rates in effect at the time Silvercrest utilizes the increased amortization and depreciation deductions; and
- the amount and timing of Silvercrest's income—Silvercrest will be required to pay 85% of the tax savings, as and when realized, if any. If Silvercrest does not have taxable income, it generally will not be required to make payments under the TRA for that taxable year because no tax savings will have been actually realized.

In addition, the TRA provides that, upon certain mergers, asset sales, other forms of business combinations or other changes of control, Silvercrest's (or its successors') obligations with respect to exchanged or acquired Silvercrest's Class B units (whether exchanged or acquired before or after such transaction) would be based on certain assumptions, including that Silvercrest would have sufficient taxable income to fully utilize the deductions arising from the increased tax deductions and tax basis and other benefits related to entering into the TRA.

Decisions made by the continuing partners of SLP in the course of running Silvercrest's business, such as with respect to mergers, asset sales, other forms of business combinations or other changes in control, may influence the timing and amount of payments that are received by an exchanging or selling principal under the TRA. For example, the earlier disposition of assets following an exchange or acquisition transaction will generally accelerate payments under the TRA and increase the present value of such payments, and the disposition of assets before an exchange or acquisition transaction will increase an existing owner's tax liability without giving rise to any rights of a principal to receive payments under the TRA.

Were the Internal Revenue Service to successfully challenge the tax basis increases described above, Silvercrest would not be reimbursed for any payments previously made under the TRA. As a result, in certain circumstances, Silvercrest could make payments under the TRA in excess of its actual cash savings in income tax.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation and Principles of Consolidation

The accompanying Condensed Consolidated Financial Statements include the accounts of Silvercrest and SLP, including its wholly owned subsidiaries, Silvercrest Asset Management Group LLC ("SAMG"), SFS, MCG, Silvercrest Investors LLC, Silvercrest Investors II LLC and Silvercrest Investors III LLC as of September 30, 2015 and December 31, 2014 and for the three and nine months ended September 30, 2015 and 2014. All intercompany transactions and balances have been eliminated.

The Condensed Consolidated Statement of Financial Condition at December 31, 2014 was derived from the audited Consolidated Statement of Financial Condition at that date but does not include all of the information and footnotes

required by GAAP for complete financial statements. The results of operations for the three and nine months ended September 30, 2015 and 2014 are not necessarily indicative of the operating results that may be expected for the full fiscal year ending December 31, 2015 and 2014 or any future period.

The Condensed Consolidated Financial Statements of the Company included herein are unaudited and have been prepared in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). In the opinion of management, all adjustments, consisting of normal recurring adjustments necessary for a fair presentation of the interim financial position and results, have been made. The Company’s Condensed Consolidated Financial Statements and the related notes should be read together with the Consolidated Financial Statements and the related notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

The Company evaluates for consolidation those entities it controls through a majority voting interest or otherwise, including those SLP funds over which the general partner or equivalent is presumed to have control. The initial step in the Company's determination of whether a fund for which SLP is the general partner is required to be consolidated is assessing whether the fund meets the definition of a variable interest entity ("VIE"). None of the funds for which SLP is the general partner met the definition of a VIE during the three and nine months ended September 30, 2015 and 2014, as the total equity at risk of each fund is sufficient for the fund to finance its activities without additional subordinated financial support provided by any parties, including the equity holders.

SLP then considers whether the fund is a voting interest entity ("VoIE") in which the unaffiliated limited partners have substantive "kick-out" rights that provide the ability to dissolve (liquidate) the limited partnership or otherwise remove the general partner without cause. SLP considers the "kick-out" rights to be substantive if the general partner for the fund can be removed by the vote of a simple majority of the unaffiliated limited partners and there are no significant barriers to the unaffiliated limited partners' ability to exercise these rights in that among other things, (1) there are no conditions or timing limits on when the rights can be exercised, (2) there are no financial or operational barriers associated with replacing the general partner, (3) there are a number of qualified replacement investment advisors that would accept appointment at the same fee level, (4) each fund's documents provide for the ability to call and conduct a vote, and (5) the information necessary to exercise the kick-out rights and related vote are available from the fund and its administrator.

As of September 30, 2015 and December 31, 2014 and for the three and nine months ended September 30, 2015 and 2014, all of the funds for which SLP was the general partner had substantive "kick-out" rights and, therefore, neither SLP nor Silvercrest consolidated any of the Silvercrest Funds.

#### Non-controlling Interest

As of September 30, 2015, Silvercrest holds approximately 62% of the outstanding interests in SLP. Silvercrest is the sole general partner of SLP and, therefore, controls the management of SLP. As a result, Silvercrest consolidates the financial position and the results of operations of SLP and its subsidiaries, and records a non-controlling interest, as a separate component of stockholders' equity on its Condensed Consolidated Statement of Financial Condition for the remaining economic interests in SLP. The non-controlling interest in the income or loss of SLP is included in the Condensed Consolidated Statement of Operations as a reduction or addition to net income derived from SLP.

#### Segment Reporting

The Company views its operations as comprising one operating segment. Each of the Company's acquired businesses have similar economic characteristics and have been or are in the process of being fully integrated upon acquisition. Furthermore, our chief operating decision maker, which is the Company's Chief Executive Officer, monitors and reviews financial information at a consolidated level for assessing operating results and the allocation of resources.

#### Use of Estimates

The preparation of the Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements and the reported amounts of revenues, expenses and other income reported in the Condensed Consolidated Financial Statements and the accompanying notes. Actual results could differ from those estimates. Significant estimates and assumptions made by management include the fair value of acquired assets and liabilities, equity-based compensation, accounting for income taxes, the useful lives of long-lived assets and other matters that affect the Condensed Consolidated Financial Statements and related disclosures.

Cash and Cash Equivalents

The Company considers all highly liquid securities with original maturities of 90 days or less when purchased to be cash equivalents.

Restricted Certificates of Deposit

Certain certificates of deposit held at a major financial institution are restricted and serve as collateral for letters of credit for the Company's lease obligations as described in Note 10.

8

---

### Equity Method Investments

Entities and investments, the activities over which the Company exercises significant influence, but which do not meet the requirements for consolidation, are accounted for using the equity method of accounting, whereby the Company records its share of the underlying income or losses of these entities. Intercompany profit arising from transactions with affiliates is eliminated to the extent of its beneficial interest. Equity in losses of equity method investments is not recognized after the carrying value of an investment, including advances and loans, has been reduced to zero, unless guarantees or other funding obligations exist.

The Company evaluates its equity method investments for impairment, whenever events or changes in circumstances indicate that the carrying amounts of such investments may not be recoverable. The difference between the carrying value of the equity method investment and its estimated fair value is recognized as an impairment when the loss in value is deemed other than temporary. The Company's equity method investments approximate their fair value at September 30, 2015 and December 31, 2014. The fair value of the equity method investments is estimated based on the Company's share of the fair value of the net assets of the equity method investee which is based on the net asset value, consisting of Level I and Level II securities, of the equity method investee. No impairment charges related to equity method investments were recorded during the three and nine months ended September 30, 2015 or 2014.

### Receivables and Due from Silvercrest Funds

Receivables consist primarily of amounts for advisory fees due from clients, management fees and family office services fees, and are stated as net realizable value. The Company maintains an allowance for doubtful receivables based on estimates of expected losses and specific identification of uncollectible accounts. The Company charges actual losses to the allowance when incurred.

### Furniture, Equipment and Leasehold Improvements

Furniture, equipment and leasehold improvements consist primarily of furniture, fixtures and equipment, computer hardware and software and leasehold improvements and are recorded at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the assets' estimated useful lives, which for leasehold improvements is the lesser of the lease term or the life of the asset, generally 10 years, and for other fixed assets is 3 to 7 years.

### Business Combinations

The Company accounts for business combinations using the acquisition method of accounting. The acquisition method of accounting requires that the purchase price, including the fair value of contingent consideration, of the acquisition be allocated to the assets acquired and liabilities assumed using the fair values determined by management as of the acquisition date. Contingent consideration is recorded as part of the purchase price when such contingent consideration is not based on continuing employment of the selling shareholders. Contingent consideration that is related to continuing employment is recorded as compensation expense. Payments made for contingent consideration recorded as part of an acquisition's purchase price are reflected as financing activities in the Company's Condensed Consolidated Statements of Cash Flows.

For acquisitions completed subsequent to January 1, 2009, the Company remeasures the fair value of contingent consideration at each reporting period using a probability-adjusted discounted cash flow method based on significant inputs not observable in the market and any change in the fair value from either the passage of time or events occurring after the acquisition date, is recorded in earnings. Contingent consideration payments that exceed the acquisition date fair value of the contingent consideration are reflected as an operating activity in the Condensed

Consolidated Statements of Cash Flows.

Goodwill and Intangible Assets

Goodwill consists of the excess of the purchase price over the fair value of identifiable net assets of businesses acquired. Goodwill is not amortized and is generally evaluated for impairment using a two-step process that is performed at least annually, or whenever events or circumstances indicate that impairment may have occurred.

The Company accounts for Goodwill under Accounting Standard Codification (“ASC”) No. 350, “Intangibles - Goodwill and Other,” which provides an entity the option to first perform a qualitative assessment of whether a reporting unit’s fair value is more likely than not less than its carrying value, including goodwill. In performing its qualitative assessment, an entity considers the extent to which adverse events or circumstances identified, such as changes in economic conditions, industry and market conditions or entity specific events, could affect the comparison of the reporting unit’s fair value with its carrying amount. If an entity concludes that the fair value of a reporting unit is more likely than not less than its carrying amount, the entity is required to perform the currently prescribed two-step goodwill impairment test to identify potential goodwill impairment and, accordingly, measure the amount, if any, of goodwill impairment loss to be recognized for that reporting unit. The Company utilized this option when performing its annual impairment assessment in 2014 and 2013, and concluded that its single reporting unit’s fair value was more likely than not greater than its carrying value, including goodwill.

The Company has one reporting unit at September 30, 2015 and December 31, 2014. No goodwill impairment charges were recorded during the three and nine months ended September 30, 2015 and 2014.

Identifiable finite-lived intangible assets are amortized over their estimated useful lives ranging from 3 to 20 years. The method of amortization is based on the pattern over which the economic benefits, generally expected undiscounted cash flows, of the intangible asset are consumed. Intangible assets for which no pattern can be reliably determined are amortized using the straight-line method. Intangible assets consist primarily of the contractual right to future management, advisory and performance fees from customer contracts or relationships.

#### Long-lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the net carrying amount of the asset may not be recoverable. In connection with such review, the Company also reevaluates the periods of depreciation and amortization for these assets. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value.

#### Partner Distributions

Partner incentive allocations, which are determined by the general partner, can be formula-based or discretionary. Partner incentive allocations are treated as compensation expense and recognized in the period in which they are earned. In the event there is insufficient distributable cash flow to make incentive distributions, the general partner in its sole and absolute discretion may determine not to make any distributions called for under the partnership agreement. The remaining net income or loss after partner incentive allocations is generally allocated to unit holders based on their pro rata ownership.

#### Redeemable Partnership Units

If a principal of SLP is terminated for cause, SLP has the right to redeem all of the vested Class B units collectively held by the principal and his or her permitted transferees for a purchase price equal to the lesser of (i) the aggregate capital account balance in SLP of the principal and his or her permitted transferees and (ii) the purchase price paid by the terminated principal to first acquire the Class B units.

SLP also makes distributions to its partners of various nature including incentive payments, profit distributions and tax distributions. The profit distributions and tax distributions are accounted for as equity transactions.

#### Class A Common Stock

The Company's Class A stockholders are entitled to one vote for each share held of record on all matters submitted to a vote of the Company's stockholders. Also, Class A stockholders are entitled to receive dividends, when and if declared by the Company's board of directors, out of funds legally available therefor, subject to any statutory or contractual restrictions on the payment of dividends and to any restrictions on the payment of dividends imposed by the terms of any outstanding preferred stock. Dividends consisting of shares of Class A common stock may be paid only as follows: (i) shares of Class A common stock may be paid only to holders of shares of Class A common stock and (ii) shares will be paid proportionately with respect to each outstanding share of the Company's Class A common stock. Upon the Company's liquidation, dissolution or winding-up, or the sale of all, or substantially all, of the Company's assets, after payment in full of all amounts required to be paid to creditors and to holders of preferred stock having a liquidation preference, if any, the Class A stockholders will be entitled to share ratably in the Company's

remaining assets available for distribution to Class A stockholders. Class B units of SLP held by principals will be exchangeable for shares of the Company's Class A common stock, on a one-for-one basis, subject to customary adjustments for share splits, dividends and reclassifications.

#### Class B Common Stock

Shares of the Company's Class B common stock are issuable only in connection with the issuance of Class B units of SLP. When a vested or unvested Class B unit is issued by SLP, the Company will issue the holder one share of its Class B common stock in exchange for the payment of its par value. Each share of the Company's Class B common stock will be redeemed for its par value and cancelled by the Company if the holder of the corresponding Class B unit exchanges or forfeits its Class B unit pursuant to the terms of the Second Amended and Restated Limited Partnership Agreement of SLP and the terms of the Silvercrest Asset Management Group Inc. 2012 Equity Incentive Plan (the "2012 Equity Incentive Plan"). The Company's Class B stockholders will be entitled to one vote for each share held of record on all matters submitted to a vote of the Company's stockholders. The Company's Class B stockholders will not participate in any dividends declared by the Company's board of directors. Upon the Company's liquidation, dissolution or winding-up, or the sale of all, or substantially all, of its assets, Class B stockholders only will be entitled to receive the par value of the Company's Class B common stock.



## Revenue Recognition

Revenue is recognized ratably over the period in which services are performed. Revenue consists primarily of investment advisory fees, family office services fees and fund management fees. Investment advisory fees, which are earned pursuant to the terms of the underlying advisory contract, are typically billed quarterly in advance at the beginning of the quarter or in arrears after the end of the quarter, based on a contractually specified percentage of the assets managed. For investment advisory fees billed in advance, the value of assets managed is determined based on the value of the customer's account as of the last trading day of the preceding quarter. For investment advisory fees billed in arrears, the value of assets managed is determined based on the value of the customer's account on the last day of the quarter being billed. Family office services fees are typically billed quarterly in advance at the beginning of the quarter or in arrears after the end of the quarter based on a contractual percentage of the assets managed or based on a fixed fee arrangement. Management fees from proprietary and non-proprietary funds are calculated as a percentage of net asset values measured at the beginning of a month or quarter or at the end of a quarter, depending on the fund.

The Company accounts for performance based revenue in accordance with ASC No. 605-20-S99, "Accounting for Management Fees Based on a Formula", by recognizing performance fees and allocations as revenue only when it is certain that the fee income is earned and payable pursuant to the relevant agreements, and no contingencies remain. Performance fee contingencies are typically resolved at the end of each annual period. In certain arrangements, the Company is only entitled to receive performance fees and allocations when the return on assets under management exceeds certain benchmark returns or other performance targets.

## Equity-Based Compensation

Equity-based compensation cost relating to the issuance of share-based awards to employees is based on the fair value of the award at the date of grant, which is expensed ratably over the requisite service period, net of estimated forfeitures. The forfeiture assumption is ultimately adjusted to the actual forfeiture rate. Therefore, changes in the forfeiture assumptions may affect the timing of the total amount of expense recognized over the vesting period. The service period is the period over which the employee performs the related services, which is normally the same as the vesting period. Equity-based awards that do not require future service are expensed immediately. Equity-based awards that have the potential to be settled in cash at the election of the employee or prior to the reorganization related to redeemable partnership units are classified as liabilities ("Liability Awards") and are adjusted to fair value at the end of each reporting period. Distributions associated with Liability Awards expected to vest are accounted for as compensation expense in the Condensed Consolidated Statements of Operations.

## Leases

The Company expenses the net lease payments associated with operating leases on a straight-line basis over the respective lease term, including any rent-free periods. Leasehold improvements are recorded at cost and are depreciated using the straight-line method over the lesser of the estimated useful lives of the improvements (generally 10 years) or the remaining lease term.

## Income Taxes

Silvercrest and SFS are subject to federal and state corporate income tax, which requires an asset and liability approach to the financial accounting and reporting of income taxes. SLP is not subject to federal and state income taxes, since all income, gains and losses are passed through to its partners. SLP is, however, subject to New York City unincorporated business tax. With respect to the Company's incorporated entities, the annual tax rate is based on the income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which the Company

operates. Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Judgment is required in determining the tax expense and in evaluating tax positions. The tax effects of an uncertain tax position (“UTP”) taken or expected to be taken in income tax returns are recognized only if it is “more likely-than-not” to be sustained on examination by the taxing authorities, based on its technical merits as of the reporting date. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. The Company recognizes estimated accrued interest and penalties related to UTPs in income tax expense.

The Company derecognizes the benefit of a UTP in the period when it is effectively settled. Previously recognized tax positions are derecognized in the first period in which it is no longer more likely than not that the tax position would be sustained upon examination.

#### Recent Accounting Developments

In May 2014, the Financial Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers”, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers.” ASU No. 2014-09 will replace most existing revenue recognition guidance in

U.S. GAAP. Originally, ASU No. 2014-09 was to become effective on January 1, 2017, but the effective date has been deferred for one year. Early adoption is permitted as of the original effective date. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 will have on the Condensed Consolidated Financial Statements and related disclosures. The Company has not yet selected a transition method nor determined the effect of this standard on its ongoing financial reporting.

In June 2014, the FASB issued ASU No. 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period ("ASU No. 2014-12")." ASU No. 2014-12 applies to all reporting entities that grant their employees share-based payments in which the terms of the award provide that a performance target that affects vesting could be achieved after the requisite service period. That is the case when an employee is eligible to retire or otherwise terminate employment before the end of the period in which a performance target could be achieved and still be eligible to vest in the award if and when the performance target is achieved. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period to be treated as a performance condition. A reporting entity should apply existing guidance ASC 718 as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant date fair value of the award. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been rendered. This guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. The Company is in the process of evaluating the impact of the adoption of this guidance on its Condensed Consolidated Financial Statements.

In February 2015, the FASB issued ASU No. 2015-02, "Consolidation (ASC 810): Amendments to the Consolidation Analysis." The amendments in this ASU modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, eliminate the presumption that a general partner should consolidate a limited partnership, affect the consolidation analysis of reporting entities that are involved with variable interest entities, and provide a scope exception from consolidation guidance for reporting entities with interest in certain investment funds. The amendments in this ASU are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. Early adoption, including adoption in an interim period, is permitted. The Company is evaluating the impact of the adoption of this guidance on its Condensed Consolidated Financial Statements.

In April 2015, the FASB issued ASU No. 2015-05, "Intangibles—Goodwill and Other— Internal-Use Software (Subtopic 350-40): Amendments to Customer's Accounting for Fees Paid in a Cloud Computing Arrangement." The amendments in this ASU provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance will not change GAAP for a customer's accounting for service contracts. The amendments in this ASU will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. The Company is evaluating the impact of adoption of this guidance on its Condensed Consolidated Financial Statements.

In June 2015, the FASB issued ASU No. 2015-10, "Technical Corrections and Improvements." The amendments in this ASU will affect a wide variety of topics and represent changes to clarify GAAP, correct unintended application of guidance, or make minor improvements to GAAP that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. Transition guidance varies based on the amendments in this Update. The amendments in this ASU that require transition guidance are effective for all entities

for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. The Company is evaluating the impact of adoption of this guidance on its Condensed Consolidated Financial Statements.

In September 2015, the FASB issued ASU No. 2015-16, "Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments", ASU No. 2015-16 would require an acquirer to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The acquirer must record in the financial statements for the same period, the effect on earnings of changes in depreciation, amortization or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. Entities must also present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. The Company is evaluating the impact of the adoption of this guidance on its Condensed Consolidated Financial Statements.

### 3. ACQUISITIONS

Jamison:

On March 30, 2015, the Company executed an Asset Purchase Agreement (the “Asset Purchase Agreement”), by and among the Company, SLP, SAMG LLC (the “Buyer”) and Jamison Eaton & Wood, Inc., a New Jersey corporation (“Jamison” or the “Seller”), and Keith Wood, Ernest Cruikshank, III, William F. Gadsden and Frederick E. Thalmann, Jr., each such individual a principal of Jamison (together, the “Principals of Jamison”), to acquire certain assets of Jamison. The transaction contemplated by the Asset Purchase Agreement closed on June 30, 2015 and is referred to herein as the “Jamison Acquisition”.

Pursuant to the terms of the Asset Purchase Agreement, SAMG LLC acquired (i) substantially all of the business and assets of the Seller, an investment adviser, including goodwill and the benefit of the amortization of goodwill related to such assets and (ii) the personal goodwill of the Principals of Jamison. In consideration of the purchased assets and goodwill, SAMG LLC paid to the Seller and the Principals of Jamison an aggregate purchase price consisting of (1) cash payments in the aggregate amount of \$3,550 (the “Closing Cash Payment”), (2) a promissory note issued to the Seller in the principal amount of \$394, with an interest rate of 5% per annum (the “Seller Note”), (3) promissory notes in varying amounts issued to each of the Principals of Jamison for an aggregated total amount of \$1,771, each with an interest rate of 5% per annum (together, the “Principals of Jamison Notes”) and (4) Class B units of SLP (the “Class B Units”) issued to the Principals of Jamison with a value equal to \$3,562 and an equal number of shares of Class B common stock of the Company, having voting rights but no economic interest (together, the “Equity Consideration”). The Company determined that the acquisition-date fair value of the contingent consideration was \$1,429, based on the likelihood that the financial and performance targets described in the Asset Purchase Agreement will be achieved. SAMG LLC will make earnout payments to the Principals of Jamison as soon as practicable following December 31, 2015, 2016, 2017, 2018, 2019 and during 2020, in an amount equal to 20% of the EBITDA attributable to the business and assets of Jamison (the “Jamison Business”), based on revenue gained or lost post-transaction during the twelve months ended on the applicable determination date, except that the earnout payment for 2015 shall be equal to 20% of the EBITDA attributable to the Jamison Business for the period between the closing date of the Jamison Acquisition and December 31, 2015 and the earnout payment for 2020 shall be equal to 20% of the EBITDA attributable to the Jamison Business for the period between January 1, 2020 and the fifth anniversary of the closing date of the Jamison Acquisition. The estimated fair value of contingent consideration is recognized at the date of acquisition, and adjusted for changes in facts and circumstances until the ultimate resolution of the contingency. Changes in the fair value of contingent consideration are reflected as a component of general and administrative expenses in the Condensed Consolidated Statement of Operations. The fair value of the contingent consideration was based on discounted cash flow models using projected EBITDA for each earnout period. The discount rate applied to the to the projected EBITDA was determined based on the weighted average cost of capital for the Company and took into account that the overall risk associated with the payments was similar to the overall risks of the Company as there is no target, floor or cap associated the contingent payments. The Company has a liability of \$1,429 related to earnout payments to be made in conjunction with the Jamison Acquisition which is included in accounts payable and accrued expenses in the Condensed Consolidated Statement of Financial Condition as of September 30, 2015 for contingent consideration.

In connection with their receipt of the Equity Consideration, the Principals of Jamison became subject to the rights and obligations set forth in the limited partnership agreement of SLP and are entitled to distributions consistent with SLP’s distribution policy. In addition, the Principals of Jamison became parties to the Exchange Agreement, which governs the exchange of Class B Units for Class A common stock of the Company, the Resale and Registration Rights Agreement, which provides the Principals of Jamison with liquidity with respect to shares of Class A common stock of the Company received in exchange for Class B Units, and the TRA of the Company, which entitles the Principals of Jamison to share in a portion of the tax benefit received by the Company upon the exchange of Class B Units for

Class A common stock of the Company.

The Asset Purchase Agreement includes customary representations, warranties and covenants.

The strategic acquisition of Jamison, a long-standing and highly regarded investment boutique, strengthens the Company's presence in the greater New York market and the Company obtains investment managers that have significant experience and knowledge of the industry. Jamison's clients will gain access to the Company's complete investment management, wealth planning and reporting capabilities, including proprietary value equity and fixed income disciplines and alternative investment advisory services.

Jamison revenue and income before provision for income taxes for the three and nine months ended September 30, 2015 that are included in the Condensed Consolidated Statement of Operations are \$1,465 and \$188, respectively.

13

---

During the first nine months of 2015, the Company incurred \$122 in costs related to the Jamison Acquisition, and has included these in general, administrative and other in the Condensed Consolidated Statement of Operations.

Cash paid on date of acquisition	\$3,550
Notes payable to Jamison and Principals of Jamison	2,165
Units issued	3,562
Contingent consideration	1,429
Total purchase consideration	\$10,706

The following table summarizes the amounts preliminarily allocated to acquired assets and assumed liabilities. The excess of the purchase price over the fair values of the assets acquired and liabilities assumed was allocated to goodwill and intangible assets.

Prepaid expense	\$135
Furniture and equipment	335
Security deposits	30
Capital leases	(253 )
Deferred rent	(19 )
Total fair value of net tangible assets acquired	228
Goodwill	4,678
Customer relationships (10 years)	5,000
Non-compete agreements (5 years)	800
Total purchase consideration	\$10,706

The preliminary valuation of acquired intangible assets is in the process of being prepared by an independent appraisal firm. The initial purchase price allocations are preliminary and may be adjusted for changes in estimates of the fair value of the assets acquired and liabilities assumed. The Company expects that the purchase price allocations will be finalized by the time it files its annual report on Form 10-K for the year ending December 31, 2015.

The Company believes the recorded goodwill is supported by the anticipated revenues and expected synergies of integrating the operations of Jamison into the Company. The goodwill is expected to be deductible for tax purposes.

The pro forma information below represents consolidated results of operations as if the acquisition of Jamison occurred on January 1, 2015 and January 1, 2014. The pro forma information has been included for comparative purposes and is not indicative of results of operations of the Company had the acquisitions occurred as of January 1, 2015 and 2014, nor is it necessarily indicative of future results.

	Pro Forma	Pro Forma
	Nine Months Ended	Nine Months Ended
	September 30, 2015	September 30, 2014
Total Revenue	\$ 58,601	\$ 56,310
Net Income	\$ 9,256	\$ 8,613

Ten-Sixty:

On March 28, 2013, SLP executed an asset purchase agreement with and closed the related transaction to acquire certain assets of Ten-Sixty. Ten-Sixty was a registered investment adviser that advised on approximately \$1,900,000 of assets primarily on behalf of institutional clients. This strategic acquisition enhanced the Company's hedge fund and investment manager due diligence capabilities, risk management analysis and reporting, and enhanced its institutional business. Under the terms of the Asset Purchase Agreement, SLP paid cash consideration at closing of \$2,500 and issued a promissory note to Ten-Sixty in the principal amount of \$1,479 subject to adjustment. The principal amount of the promissory note was paid in two initial installments of \$218 each on April 30, 2013 and December 31, 2013 and then quarterly installments from June 30, 2014 through March 31, 2017 of \$87 each. The principal amount outstanding under this note bears interest at the rate of five percent per annum. As of September 30, 2015, \$569 remained outstanding on the note payable related to the Ten-Sixty acquisition.



Milbank:

On November 1, 2011, SAMG LLC executed an asset purchase agreement to acquire certain assets of Milbank. The Company has a liability of \$755 and \$1,325 related to earn-outs payable to Milbank included in accounts payable and accrued expenses in the Condensed Consolidated Statement of Financial Condition as of September 30, 2015 and December 31, 2014, respectively, for contingent consideration. As of September 30, 2015, \$590 remained outstanding on the note payable related to the Milbank acquisition. The final payment on this note will be made on November 1, 2015.

#### 4. INVESTMENTS AND FAIR VALUE MEASUREMENTS

##### Investments

Investments include \$15 and \$1,307 as of September 30, 2015 and December 31, 2014, respectively, representing the Company's interests in affiliated investment funds which have been established and managed by the Company and its affiliates. The Company's financial interest in these funds can range in amounts up to 2% of the net assets of the funds. Despite the Company's insignificant financial interest, the Company applies the equity method to account for its interests in affiliated investment funds because it exercises significant influence over these funds as the Company typically serves as the general partner, managing member or equivalent for these funds. During 2007, the Silvercrest Funds granted rights to the unaffiliated investors in each respective fund to provide that a simple majority of the fund's unaffiliated investors will have the right, without cause, to remove the general partner or equivalent of that fund or to accelerate the liquidation date of that fund in accordance with certain procedures. At September 30, 2015 and 2014, the Company determined that none of the Silvercrest Funds were required to be consolidated. The Company's involvement with these entities began on the dates that they were formed, which range from July 2003 to July 2014.

##### Fair Value Measurements

GAAP establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is affected by a number of factors, including the type of investment, the characteristics specific to the investment and the state of the marketplace including the existence and transparency of transactions between market participants. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices in an orderly market generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

- Level I: Quoted prices are available in active markets for identical investments as of the reporting date. The type of investments in Level I include listed equities and listed derivatives.
- Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments which are generally included in Level II include corporate bonds and loans, less liquid and restricted equity securities, certain over-the-counter derivatives, and certain fund of hedge funds investments in which the Company has the ability to redeem its investment at net asset value at, or within three months of, the reporting date.
- Level III: Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments that are included in Level III generally include general and limited partnership interests in private equity and real estate funds, credit-oriented funds, certain over-the-counter derivatives, funds of

hedge funds which use net asset value per share to determine fair value in which the Company may not have the ability to redeem its investment at net asset value at, or within three months of, the reporting date, distressed debt and non-investment grade residual interests in securitizations and collateralized debt obligations.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for any given investment is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

At September 30, 2015 and December 31, 2014, the Company did not have any financial assets or liabilities that are recorded at fair value on a recurring basis.

At September 30, 2015 and December 31, 2014, financial instruments that are not held at fair value are categorized in the table below:

	September 30, 2015		December 31, 2014		Fair Value Hierarchy
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
Financial Assets:					
Cash	\$26,080	\$26,080	\$30,820	\$30,820	
Restricted Certificates of Deposit	\$587	\$587	\$586	\$586	Level 1 (1)
Financial liabilities:					
Notes Payable	\$5,152	\$5,152	\$4,124	\$4,124	Level 2 (2)

(1) Restricted certificates of deposit consists of money market funds that are carried at either cost or amortized cost that approximates fair value due to their short-term maturities. The money market funds are valued through the use of quoted market prices, or \$1.00, which is generally the net asset value of the funds.

(2) The carrying value of notes payable and borrowings under the revolving credit agreement approximates fair value, which is determined based on interest rates currently available to the Company for similar debt.

## 5. RECEIVABLES, NET

The following is a summary of receivables as of September 30, 2015 and December 31, 2014:

	2015	2014
Management and advisory fees receivable	\$2,037	\$2,705
Unbilled receivables	2,322	2,229
Other receivables	2	2
Receivables	4,361	4,936
Allowance for doubtful receivables	(358 )	(402 )
Receivables, net	\$4,003	\$4,534

## 6. FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS, NET

The following is a summary of furniture, equipment and leasehold improvements, net as of September 30, 2015 and December 31, 2014:

	2015	2014
Leasehold improvements	\$3,874	\$3,766

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

Furniture and equipment	5,110	4,496
Artwork	423	421
Total cost	9,407	8,683
Accumulated depreciation and amortization	(6,872)	(6,329)
Furniture, equipment and leasehold improvements, net	\$2,535	\$2,354

Depreciation expense for the three months ended September 30, 2015 and 2014 was \$270 and \$147, respectively. Depreciation for the nine months ended September 30, 2015 and 2014 was \$544 and \$410, respectively.

## 7. GOODWILL

The following is a summary of the changes to the carrying amount of goodwill for the nine months ended September 30, 2015 and the year ended December 31, 2014:

	2015	2014
Beginning		
Gross balance	\$37,423	\$37,446
Accumulated impairment losses	(17,415)	(17,415)
Net balance	20,008	20,031
Purchase price adjustments from earnouts		(23 )
Acquisition of Jamison	4,678	
Ending		
Gross balance	42,101	37,423
Accumulated impairment losses	(17,415)	(17,415)
Net balance	\$24,686	\$20,008

## 8. INTANGIBLE ASSETS, NET

The following is a summary of intangible assets as of September 30, 2015 and December 31, 2014:

	Customer Relationships	Other Intangible Assets	Total
Cost			
Balance, January 1, 2015	\$17,560	\$1,663	\$19,223
Acquisition of Jamison	5,000	800	5,800
Balance, September 30, 2015	22,560	2,463	25,023
Useful lives	10-20 years	3-5 years	
Accumulated amortization			
Balance, January 1, 2015	(6,627 )	(1,429 )	(8,056 )
Amortization expense	(1,000 )	(134 )	(1,134 )
Balance, September 30, 2015	(7,627 )	(1,563 )	(9,190 )
Net book value	\$14,933	\$900	\$15,833
Cost			
Balance, January 1, 2014	\$17,560	\$1,663	\$19,223
Balance, December 31, 2014	17,560	1,663	19,223
Useful lives	10-20 years	3-5 years	
Accumulated amortization			
Balance, January 1, 2014	(5,410 )	(1,224 )	(6,634 )
Amortization expense	(1,217 )	(205 )	(1,422 )
Balance, December 31, 2014	(6,627 )	(1,429 )	(8,056 )

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

Net Book Value	\$ 10,933	\$ 234	\$ 11,167
----------------	-----------	--------	-----------

Amortization expense related to intangible assets was \$488 and \$360 for the three months ended September 30, 2015 and 2014, respectively. Amortization expense related to intangible assets was \$1,134 and \$1,079 for the nine months ended September 30, 2015 and 2014, respectively.

17

---

Amortization related to the Company's finite life intangible assets is scheduled to be expensed over the next five years and thereafter as follows:

2015 (remainder of)	\$488
2016	1,896
2017	1,796
2018	1,662
2019	1,380
Thereafter	8,611
Total	\$15,833

## 9. DEBT

### Credit Facility

On June 24, 2013, the subsidiaries of SLP entered into a \$15,000 credit facility with City National Bank. The subsidiaries of SLP are the borrowers under such facility and SLP guarantees the obligations of its subsidiaries thereunder. The credit facility is secured by certain assets of SLP and its subsidiaries. The credit facility consists of a \$7,500 delayed draw term loan that matures on June 24, 2020 and a \$7,500 revolving credit facility that matures on December 24, 2016. The loan bears interest at either (a) the higher of the prime rate plus a margin of 0.05 percentage points and 2.5% or (b) the LIBOR rate plus 3 percentage points, at the borrowers' option. On June 28, 2013, the borrowers borrowed \$7,000 on the revolving credit loan. As of September 30, 2015 and December 31, 2014, no amount had been drawn on the term loan credit facility and the borrowers may draw up to the full amount of the term loan through June 25, 2018. Borrowings under the term loan on or prior to June 24, 2015 were payable in 20 equal quarterly installments. Borrowings under the term loan after June 24, 2015 are payable in equal quarterly installments through the maturity date. The credit facility contains restrictions on, among other things, (i) incurrence of additional debt, (ii) creating liens on certain assets, (iii) making certain investments, (iv) consolidating, merging or otherwise disposing of substantially all of our assets, (v) the sale of certain assets, and (vi) entering into transactions with affiliates. In addition, the credit facility contains certain financial covenants including a test on discretionary assets under management, maximum debt to EBITDA and a fixed charge coverage ratio. The credit facility contains customary events of default, including the occurrence of a change in control which includes a person or group of persons acting together acquiring more than 30% of the total voting securities of Silvercrest.

As of September 30, 2015 and December 31, 2014, the Company did not have any outstanding borrowings under the revolving credit loan.

Interest expense, which also includes amortization of deferred financing fees, incurred on the revolving credit and term loans for the three months ended September 30, 2015 and 2014 was \$10 and \$38, respectively, and for the nine months ended September 30, 2015 and 2014 was \$30 and \$112, respectively.

### Notes Payable

The following is a summary of notes payable:

	September 30, 2015	
	Interest Rate	Amount
Principal on fixed rate notes	5.0 %	\$ 3,297
Variable rate notes issued for redemption of partners' interests (see Note 15)	Prime plus 1 %	1,789
Interest payable		66
Total, September 30, 2015		\$ 5,152

	December 31, 2014	
	Interest Rate	Amount
Principal on fixed rate notes	5.0 %	\$ 1,417
Variable rate notes issued for redemption of partners' interests (see Note 15)	Prime plus 1 %	2,683
Interest payable		24
Total, December 31, 2014		\$ 4,124



The carrying value of notes payable approximates fair value. The fixed rate notes, which are related to the Jamison, Ten-Sixty and Milbank acquisitions, approximate fair value based on interest rates currently available to the Company for similar debt. The variable rate notes are based on the U.S. Prime Rate.

As of September 30, 2015, future principal amounts payable under the fixed and variable rate notes are as follows:

2015 (remainder of)	\$658
2016	1,995
2017	1,711
2018	722
Total	\$5,086

On June 3, 2013, Silvercrest redeemed units from two of our former principals. In conjunction with this redemption, Silvercrest issued promissory notes in an aggregate principal amount of approximately \$5,300, subject to downward adjustments to the extent of any breach by the holders of such notes. The principal amounts of the notes were originally payable in four equal annual installments on each of June 3, 2014, 2015, 2016 and 2017. The principal amount outstanding under these notes bear interest at the U.S. Prime Rate plus 1% in effect at the time payments are due. Silvercrest elected not to make the June 3, 2014 payment as it was being assessed as to whether the former principals had complied with the note covenants and whether any reduction to these notes should be made. In October 2014, certain reductions totaling \$1,722 were agreed to, based upon a review of the note covenants. As a result, the principal amounts of the notes of \$3,578 became payable in four equal installments of approximately \$900 on November 1, 2014, and on each of August 1, 2015, 2016 and 2017. As of September 30, 2015 and December 31, 2014, \$1,789 and \$2,683, respectively, remained outstanding on the notes and accrued but unpaid interest on the notes was approximately \$13 and \$19, respectively.

On June 30, 2015, Silvercrest issued promissory notes in an aggregate principal amount of approximately \$2,165 in connection with the Jamison Acquisition. The principal amount outstanding under the notes bears interest at 5% per annum. The principal amounts of the notes are payable in three equal installments of approximately \$722 on each of June 30, 2016, 2017 and 2018. Accrued but unpaid interest on the notes was approximately \$27 as of September 30, 2015.

## 10. COMMITMENTS AND CONTINGENCIES

### Lease Commitments

The Company leases office space pursuant to operating leases that are subject to specific escalation clauses. Rent expense charged to operations for the three months ended September 30, 2015 and 2014 amounted to \$949 and \$938, respectively. The Company received sub-lease income from subtenants during the three months ended September 30, 2015 and 2014 of \$96 and \$91, respectively. Therefore, for the three months ended September 30, 2015 and 2014, net rent expense amounted to \$853 and \$847, respectively, and is included in general and administrative expenses in the Condensed Consolidated Statement of Operations.

Rent expense charged to operations for the nine months ended September 30, 2015 and 2014 amounted to \$2,817 and \$2,736, respectively. The Company received sub-lease income from subtenants during the nine months ended September 30, 2015 and 2014 of \$284 and \$287, respectively. Therefore, for the nine months ended September 30, 2015 and 2014, net rent expense amounted to \$2,533 and \$2,449, respectively, and is included in general and administrative expenses in the Condensed Consolidated Statement of Operations.

As security for performance under the leases, the Company is required to maintain letters of credit in favor of the landlord totaling \$586 as of September 30, 2015 and December 31, 2014. The letter of credit is collateralized by a certificate of deposit in an equal amount. Furthermore, the Company maintains an \$80 letter of credit in favor of its Boston landlord that is collateralized by the Company's revolving credit facility with City National Bank.

In March 2014, the Company entered into a lease agreement for additional office space in Richmond, VA. The lease commenced on May 1, 2014 and expires July 31, 2019. The lease is subject to escalation clauses and provides for a rent-free period of three months. Monthly rent expense is \$5. The Company paid a refundable security deposit of \$3.

In June 2015, the Company entered into a lease agreement for office space in Charlottesville, VA. The lease commenced on June 30, 2015 and expires on June 30, 2018. The lease is subject to escalation clauses and provides for a rent-free period of two months. Monthly rent expense is \$2. The Company paid a refundable security deposit of \$2.

With the Jamison Acquisition, the Company assumed lease agreements for office space in Bedminster and Princeton, NJ. The Bedminster lease expires on November 1, 2016. Monthly rent expense on this lease is \$11. The Princeton lease expires on March 1, 2016. Monthly rent expense on this lease is \$5. Both leases are subject to escalation clauses.

Future minimum lease payments and rentals under lease agreements which expire through 2019 are as follows:

	Minimum Lease Commitments	Non-cancellable Subleases	Minimum Net Rentals
Remainder of 2015	\$ 967	\$ (107	) \$ 860
2016	3,817	(427	) 3,390
2017	2,865	(328	) 2,537
2018	74	—	74
2019	36	—	36
Total	\$ 7,759	\$ (862	) \$ 6,897

The Company has capital leases for certain office equipment. The Company entered into a new capital lease agreement for a telephone system during 2014. The amount financed was \$321 and the lease has a term of five years, which began on March 1, 2014. Monthly minimum lease payments are \$5, and continue through November 30, 2018. On June 30, 2015, the Company assumed certain capital leases for equipment totaling \$253 as part of the Jamison Acquisition. In July 2015, the Company entered into a new capital lease for a copier. The amount financed was \$21 and the lease has a term of three years, which began on July 1, 2015. Monthly minimum lease payments are \$1, and continue through June 30, 2018. The aggregate principal balance of capital leases was \$468 and \$282 as of September 30, 2015 and December 31, 2014, respectively.

The assets relating to capital leases that are included in equipment as of September 30, 2015 and December 31, 2014 are as follows:

	2015	2014
Capital lease assets included in furniture and equipment	\$630	\$345
Capital lease assets included in software	58	58
Less: Accumulated depreciation and amortization	(210)	(127)
	\$478	\$276

Depreciation expense relating to capital lease assets was \$46 and \$20 for the three months ended September 30, 2015 and 2014, respectively. Depreciation expense relating to capital lease assets was \$82 and \$60 for the nine months ended September 30, 2015 and 2014, respectively.

Future minimum lease payments under capital leases are as follows:

	Future Minimum Lease Commitments
Remainder of 2015	\$ 39
2016	164
2017	155
2018	99
2019	11
Total	\$ 468

### Contingent Consideration

In connection with its acquisition of MCG in October 2008, SLP entered into a contingent consideration agreement whereby the former members of MCG were entitled to contingent consideration equal to 22% of adjusted annual EBITDA in addition to any performance fee payments for each of the five years subsequent to the date of acquisition. As the acquisition was completed prior to January 1, 2009, contingent consideration is recognized when the contingency is resolved pursuant to the authoritative guidance on business combinations in effect at the date of the closing of the acquisition. Contingent consideration payments of \$0 and \$1,679 were made during the nine months ended September 30, 2015 and 2014, respectively, related to MCG and are reflected in investing activities in the Condensed Consolidated Statements of Cash Flows.

## 11. STOCKHOLDERS' EQUITY

SLP historically made, and will continue to make, distributions of its net income to the holders of its partnership units for income tax purposes as required under the terms of its Second Amended and Restated Limited Partnership Agreement and also made, and will continue to make, additional distributions of net income under the terms of its Second Amended and Restated Limited Partnership Agreement. Partnership distributions totaled \$1,446 and \$5,571, for the three and nine months ended September 30, 2015, respectively. Partnership distributions totaled \$1,248 and \$5,244 for the three and nine months ended September 30, 2014, respectively. Distributions are included in non-controlling interests in the Condensed Consolidated Statements of Financial Condition.

Pursuant to SLP's Second Amended and Restated Limited Partnership Agreement, as amended and restated, partner incentive allocations are treated as distributions of net income. The remaining net income or loss after partner incentive allocations was generally allocated to the partners based on their pro rata ownership. Net income allocation is subject to the recovery of the allocated losses of prior periods. Distributions of partner incentive allocations of net income for the nine months ended September 30, 2015 and 2014 amounted to \$18,568 and \$14,206, respectively. The distributions are included in non-controlling interests in the Condensed Consolidated Statements of Financial Condition and Condensed Consolidated Statement of Changes in Stockholders' Equity for the three and nine months ended September 30, 2015 and 2014. Silvercrest treats SLP's partner incentive allocations as compensation expense and accrues such amounts when earned. During the three months ended September 30, 2015 and 2014, SLP accrued partner incentive allocations of \$5,022 and \$4,622, respectively. During the nine months ended September 30, 2015 and 2014, SLP accrued partner incentive allocations of \$14,123 and \$13,062, respectively.

### Silvercrest—Stockholders' Equity

Silvercrest has the following authorized and outstanding equity:

	Shares at September 30, 2015			Economic Rights
	Authorized	Outstanding	Voting Rights	
Common shares				
Class A, par value \$0.01 per share	50,000,000	7,912,633	1 vote per share (1)	All (1)
Class B, par value \$0.01 per share	25,000,000	4,772,130	1 vote per share (2),(3)	None (2), (3)
Preferred shares				
Preferred stock, par value \$0.01 per share	10,000,000	—	See footnote (4) below	See footnote (4) below

(1) Each share of Class A common stock is entitled to one vote per share. Class A common stockholders have 100% of the rights of all classes of Silvercrest's capital stock to receive dividends.

(2) Each share of Class B common stock is entitled to one vote per share.

(3) Each Class B unit of SLP held by a principal is exchangeable for one share of the Company's Class A common stock. The principals collectively hold 4,772,130 Class B units, which represent the right to receive their proportionate share of the distributions made by SLP, 4,911 deferred equity units exercisable for Class B units of SLP, which represent the right to receive additional proportions of the distributions made by SLP and 966,510 restricted stock units which will vest and settle in the form of Class B units of SLP. The 4,911 deferred equity units and the 966,510 restricted stock units which have been issued to our principals entitle the holders thereof to participate in distributions from SLP as if the underlying Class B units are outstanding and thus are taken into

account to determine the economic interest of each holder of units in SLP. However, because the Class B units underlying the deferred equity units and restricted stock units have not been issued and are not deemed outstanding, the holders of deferred equity units or restricted stock units have no voting rights with respect to those Class B units. Silvercrest will not issue shares of Class B common stock in respect of deferred equity units or restricted stock units of SLP until such time that the underlying Class B units are issued.

- (4) Silvercrest's board of directors has the authority to issue preferred stock in one or more classes or series and to fix the rights, preferences, privileges and related restrictions, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any class or series, or the designation of the class or series, without the approval of its stockholders.

Silvercrest is dependent on cash generated by SLP to fund any dividends. Generally, SLP will distribute its profits to all of its partners, including Silvercrest, based on the proportionate ownership each holds in SLP. Silvercrest will fund dividends to its stockholders from its proportionate share of those distributions after provision for its income taxes and other obligations.

During the nine months ended September 30, 2015, Silvercrest issued the following shares:

Class A Common Stock

	Transaction Date	# of Shares
Class A common stock outstanding - January 1, 2015		7,768,010
Issuance of Class A common Stock upon conversion of Class B units to Class A common stock	March 2015	18,000
Issuance of Class A common Stock upon conversion of Class B units to Class A common stock	April 2015	11,246
Issuance of Class A common Stock upon conversion of Class B units to Class A common stock	May 2015	50,000
Issuance of Class A common Stock upon conversion of Class B units to Class A common stock	August 2015	65,377
Class A common shares outstanding – September 30, 2015		7,912,633

Class B Common Stock

	Transaction Date	# of Shares
Class B common stock outstanding - January 1, 2015		4,520,413
Class B common stock issued upon vesting of deferred equity units	February 2015	126,616
Cancellation of Class B common stock upon conversion of Class B units to Class A common stock	March 2015	(18,000 )
Cancellation of Class B common stock upon conversion of Class B units to Class A common stock	May 2015	(50,000 )
Issuance of Class B common stock in connection with the Jamison Acquisition	June 2015	258,578
Cancellation of Class B common stock upon conversion of Class B units to Class A common stock	August 2015	(65,477 )
Class B common shares outstanding – September 30, 2015		4,772,130

In February 2015, the Company issued 126,616 shares of Class B common stock upon the vesting of deferred equity units which resulted in the issuance of a like number of Class B units of Silvercrest LP. The shares of Class B common stock were issued pursuant to the terms of the Certificate of Incorporation of the Company which requires the Company to issue at the par value per share of Class B common stock, one share of Class B common stock for each Class B Unit of Silvercrest LP issued.

In March 2015, the Company redeemed from certain existing partners 18,000 shares of Class B common stock in connection with the exchange of a like number of Class B units to Class A common stock pursuant to the resale and registration rights agreement between the Company and its principals.

In May 2015, the Company redeemed from certain existing partners 50,000 shares of Class B common stock in connection with the exchange of a like number of Class B units to Class A common stock pursuant to the resale and registration rights agreement between the Company and its principals.

In June 2015, the Company issued 258,578 shares of Class B common stock to certain Principals of Jamison in connection with the Jamison Acquisition.

In August 2015, the Company redeemed from certain existing partners 65,477 shares of Class B common stock in connection with the exchange of a like number of Class B units to Class A common stock pursuant to the resale and registration rights agreement between the Company and its principals.



In August 2015, the Company granted 966,510 restricted stock units under the 2012 Equity Incentive Plan to existing Class B unit holders which will vest and settle in the form of Class B units of SLP. Twenty-five percent of the restricted stock units granted vest and settle on each of the first, second, third and fourth anniversaries of the grant date.

The total amount of shares of Class B common stock outstanding and held by principals equals the number of Class B units those individuals hold in SLP. Shares of Silvercrest's Class B common stock are issuable only in connection with the issuance of Class B units of SLP. When a vested or unvested Class B unit is issued by SLP, Silvercrest will issue to the holder one share of its Class B common stock in exchange for the payment of its par value. Each share of Silvercrest's Class B common stock will be redeemed for its par value and cancelled by Silvercrest if the holder of the corresponding Class B unit exchanges or forfeits its Class B unit pursuant to the terms of the Second Amended and Restated Limited Partnership Agreement of SLP, the terms of the 2012 Equity Incentive Plan of Silvercrest, or otherwise.

## 12. NOTES RECEIVABLE FROM PARTNERS

Partner contributions to SLP are made in cash, in the form of five or six year interest-bearing promissory notes and/or in the form of nine year interest-bearing limited recourse promissory notes. Limited recourse promissory notes were issued in January 2008 and August 2009 with interest rates of 3.53% and 2.77%, respectively. The recourse limitation includes a stated percentage of the initial principal amount of the limited recourse note plus a stated percentage of the accreted principal amount as of the date upon which all amounts due are paid in full plus all costs and expenses required to be paid by the borrower and all amounts required to be paid pursuant to a pledge agreement associated with each note issued. Certain notes receivable are payable in annual installments and are collateralized by SLP's units that are purchased with the note. Notes receivable from partners are reflected as a reduction of non-controlling interests in the Condensed Consolidated Statements of Financial Condition.

Notes receivable from partners are as follows for the nine months ended September 30, 2015 and the year ended December 31, 2014:

	September 30, 2015	December 31, 2014
Beginning balance	\$ 3,212	\$ 3,052
Repayment of notes	(481 )	(841 )
Interest accrued and capitalized on notes receivable	50	61
New notes receivable issued to partners	—	940
Ending balance	\$ 2,781	\$ 3,212

Full recourse notes receivable from partners as of September 30, 2015 and December 31, 2014 are \$1,568 and \$1,912, respectively. Limited recourse notes receivable from partners as of September 30, 2015 and December 31, 2014 are \$1,213 and \$1,300, respectively. There is no allowance for credit losses on notes receivable from partners as of September 30, 2015 and December 31, 2014.

### 13. RELATED PARTY TRANSACTIONS

During the first nine months of 2015 and 2014, the Company provided services to the following, which operate as feeder funds investing through master-feeder or mini-master feeder structures:

- the domesticated Silvercrest Hedged Equity Fund, L.P. (formed in 2011 and formerly Silvercrest Hedged Equity Fund),
- Silvercrest Hedged Equity Fund (International), Ltd. (which invests through Silvercrest Hedged Equity Fund, L.P.),
- the domesticated Silvercrest Emerging Markets Fund, L.P. (formed in 2011 and formerly Silvercrest Emerging Markets Fund),
- Silvercrest Emerging Markets Fund (International), Ltd. (which invests through Silvercrest Emerging Markets Fund L.P.),
- Silvercrest Market Neutral Fund (currently in liquidation),
- Silvercrest Market Neutral Fund (International) (currently in liquidation),
- Silvercrest Municipal Advantage Portfolio A LLC,
- Silvercrest Municipal Advantage Portfolio P LLC,
- Silvercrest Municipal Advantage Portfolio S LLC (formed in 2015),

23

---

- the domesticated Silvercrest Strategic Opportunities Fund LP (formed in 2011 and formerly Silvercrest Strategic Opportunities Fund, and terminated in 2013),
- the Silvercrest Strategic Opportunities Fund (International) (terminated in 2011),
- the Silvercrest Jefferson Fund, L.P. (formed in 2014), and
- the Silvercrest Jefferson Fund, Ltd. (the Company took over as investment manager in 2014, formerly known as the Jefferson Global Growth Fund, Ltd.), which invests in Silvercrest Jefferson Master Fund, L.P. (formed in 2014).

The Company also provides services to the following, which operate and invest separately as stand-alone funds:

- the Silvercrest Global Opportunities Fund, L.P. (currently in liquidation),
- Silvercrest Global Opportunities Fund (International), Ltd. (currently in liquidation),
- Silvercrest Capital Appreciation Fund LLC (currently in liquidation),
  - Silvercrest International Equity Fund, L.P. (merged into Silvercrest International Fund, L.P. in October 2013),
- Silvercrest Municipal Special Situations Fund LLC (merged into Silvercrest Municipal Advantage Portfolio S LLC in 2015),
- Silvercrest Municipal Special Situations Fund II LLC (merged into Silvercrest Municipal Advantage Portfolio S LLC in 2015),
- Silvercrest Select Growth Equity Fund, L.P.,
- Silvercrest International Fund, L.P. (previously known as Silvercrest Global Fund, L.P. Silvercrest International Equity Fund, L.P. merged into this fund in October 2013),
- Silvercrest Small Cap Fund, L.P.,
- Silvercrest Special Situations Fund, L.P., and
- Silvercrest Commodity Strategies Fund, L.P.

Pursuant to agreements with the above entities, the Company provides investment advisory services and receives an annual management fee of 0% to 1.75% of assets under management and a performance fee or allocation of 0% to 10% of the above entities' net appreciation over a high-water mark.

For the three months ended September 30, 2015 and 2014, the Company earned from the above activities management fee income, which is included in "Management and advisory fees" in the Condensed Consolidated Statements of Operations, of \$1,909 and \$2,319, respectively. For the nine months ended September 30, 2015 and 2014, the Company earned from the above activities management fee income, which is included in "Management and advisory fees" in the Condensed Consolidated Statements of Operations, of \$5,728 and \$6,755, respectively. As of September 30, 2015 and December 31, 2014, the Company was owed \$2,925 and \$3,797, respectively, from its various funds, which is included in Due from Silvercrest Funds on the Condensed Consolidated Statements of Financial Condition.

For the three months ended September 30, 2015 and 2014, the Company earned advisory fees of \$127 and \$151, respectively, from assets managed on behalf of certain of its partners. For the nine months ended September 30, 2015 and 2014, the Company earned advisory fees of \$399 and \$432, respectively, from assets managed on behalf of certain of its partners. As of September 30, 2015 and December 31, 2014, the Company is owed approximately \$5 and \$2 from certain of its partners, which is included in Receivables, net on the Condensed Consolidated Statements of Financial Condition.

#### 14. INCOME TAXES

As of September 30, 2015, the Company had net deferred tax assets of \$22,098, which is recorded as a non-current deferred tax asset of \$22,286 specific to Silvercrest which consists primarily of assets related to temporary differences between the financial statement and tax bases of intangible assets related to its acquisition of partnership units of SLP,

a non-current deferred tax liability of \$97 specific to SLP which consists primarily of liabilities related to differences between the financial statement and tax bases of intangible assets offset in part by amounts for deferred rent expense and a non-current deferred tax liability of \$91 related to the corporate activity of SFS which is primarily related to temporary differences between the financial statement and tax bases of intangible assets. Of the total net deferred taxes at September 30, 2015, \$79 of the net deferred tax liabilities relate to non-controlling interests. These amounts are included in prepaid expenses and other assets and deferred tax and other liabilities on the Condensed Consolidated Statement of Financial Condition, respectively.

As of December 31, 2014, the Company had net deferred tax assets of \$22,835, which is recorded as a non-current deferred tax asset of \$23,000 specific to Silvercrest which consists primarily of assets related to temporary differences between the financial statement and tax bases of intangible assets related to its acquisition of partnership units of SLP, a net non-current deferred tax liability of \$64 specific to SLP which consists primarily of liabilities related to differences between the financial statement and tax bases of intangible assets and a non-current deferred tax liability of \$101 related to the corporate activity of SFS which is primarily related to temporary differences between the financial statement and tax bases of intangible assets. These amounts are included in prepaid expenses and other assets and deferred tax and other liabilities in the Condensed Consolidated Statement of Financial Condition, respectively.

The current tax expense was \$1,278 and \$990 for the three months ended September 30, 2015 and 2014, respectively. Of the amount for the three months ended September 30, 2015, \$896 relates to Silvercrest's corporate tax expense, \$381 relates to SLP's state and local liability and \$3 relates to SFS's corporate tax expense. The deferred tax expense for the three months ended September 30, 2015 and 2014 was \$156 and \$475, respectively. When combined with current tax expense, the total income tax provision for the three months ended September 30, 2015 and 2014 is \$1,434 and \$1,465, respectively. The tax expense for the three months ended September 30, 2015, also includes additional deferred tax expenses of \$218 for discrete items. The discrete items are primarily attributable to return-to-provision adjustments recorded in the quarter relative to tax year 2014.

The current tax expense was \$2,570 and \$1,774 for the nine months ended September 30, 2015 and 2014, respectively. Of the amount for the nine months ended September 30, 2015, \$1,440 relates to Silvercrest's corporate tax expense, \$1,127 relates to SLP's state and local liability and \$1 relates to SFS's corporate tax expense. The deferred tax expense for the nine months ended September 30, 2015 and 2014 was \$2,396 and \$2,479, respectively. When combined with current tax expense, the total income tax provision for the nine months ended September 30, 2015 and 2014 is \$4,966 and \$4,253, respectively. The deferred tax expense for the nine months ended September 30, 2015, also includes additional deferred tax expenses of \$1,058 for discrete items.

The current tax expense increased from the comparable period in 2014 mainly due to increased profitability during 2015. The deferred tax expense decreased from the comparable period in 2014 primarily due to movements in discrete item recorded during the nine months ended September 30, 2015 related to a reduction in future statutory corporate tax rates in New York State and changes in the rules with respect to sourcing sales in New York City.

Of the total current tax expense for the three months ended September 30, 2015 and 2014, \$161 and \$100, respectively, relates to non-controlling interests. Of the deferred tax expense for the three months ended September 30, 2015 and 2014, \$3 and \$4, respectively, relates to non-controlling interests. When combined with current tax expense, the total income tax provision for the three months ended September 30, 2015 and 2014 related to non-controlling interests is \$164 and \$104, respectively.

Of the total current tax expense for the nine months ended September 30, 2015 and 2014, \$437 and \$370, respectively, relates to non-controlling interests. Of the deferred tax expense for the nine months ended September 30, 2015 and 2014, \$9 and \$9, respectively, relates to non-controlling interests. When combined with current tax expense, the total income tax provision for the nine months ended September 30, 2015 and 2014 related to non-controlling interests is \$446 and \$379, respectively.

In the normal course of business, the Company is subject to examination by federal, state, and local tax regulators. As of September 30, 2015, the Company's U.S. federal income tax returns for the years 2012 through 2014 are open under the normal three-year statute of limitations and therefore subject to examination.

The guidance for accounting for uncertainty in income taxes prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a

tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company does not believe that it has any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within the next twelve months. Furthermore, the Company does not have any material uncertain tax positions at September 30, 2015 and 2014.

#### 15. REDEEMABLE PARTNERSHIP UNITS

If a principal of SLP is terminated for cause, SLP would have the right to redeem all of the vested Class B units collectively held by the principal and his or her permitted transferees for a purchase price equal to the lesser of (i) the aggregate capital account balance in SLP of the principal and his or her permitted transferees and (ii) the purchase price paid by the terminated principal to first acquire the Class B units.

## 16. EQUITY-BASED COMPENSATION

### Deferred Equity Units

Determining the appropriate fair value model and calculating the fair value of equity compensation awards requires the input of complex and subjective assumptions, including the expected life of the equity compensation awards and the stock price volatility. In addition, determining the appropriate amount of associated periodic expense requires management to estimate the amount of employee forfeitures and the likelihood of the achievement of certain performance targets. The assumptions used in calculating the fair value of equity compensation awards and the associated periodic expense represent management's best estimates, but these estimates involve inherent uncertainties and the application of judgment. As a result, if factors change and the Company deems it necessary in the future to modify the assumptions it made or to use different assumptions, or if the quantity and nature of the Company's equity-based compensation awards changes, then the amount of expense may need to be adjusted and future equity compensation expense could be materially different from what has been recorded in the current period.

SLP has granted equity-based compensation awards to certain partners under SLP's 2010, 2011 and 2012 Deferred Equity programs (the "Equity Programs"). The Equity Programs allow for the granting of deferred equity units based on the fair value of the Company's units. These deferred equity units contain both service and performance requirements.

Each grant includes a deferred equity unit ("Deferred Equity Unit") and performance unit ("Performance Unit") subject to various terms including terms of forfeiture and acceleration of vesting. The Deferred Equity Unit represents the unsecured right to receive one unit of SLP or the equivalent cash value of up to 50% (or such other percentage as may be determined by the Company's Executive Committee) of SLP's units issuable upon the vesting of any such Deferred Equity Units and the remaining 50% in units upon the vesting of any such Deferred Equity Units. Such cash amount is to be calculated using the equivalent share price of the Silvercrest's Class A common stock as of the applicable vesting date. The Performance Unit represents the unsecured right to receive one unit of SLP for every two units of SLP issuable upon the vesting of any such Deferred Equity Units.

Twenty-five percent of the Deferred Equity Units vest on each of the first, second, third, and fourth anniversaries of the grant date until the Deferred Equity Units are fully vested. The Performance Units are subject to forfeiture and subject to the satisfaction of a predetermined performance target at the end of the four-year vesting period. If the performance target is achieved, then the Performance Units vest at the end of the four-year vesting period. The rights of the partners with respect to the Performance Units remain subject to forfeiture at all times prior to the date on which such rights become vested and will be forfeited if the performance target is not achieved.

Distributions related to Deferred Equity Units that are paid to partners are charged to non-controlling interests. Distributions related to the unvested portion of Deferred Equity Units that are assumed to be forfeited are recognized as compensation expense because these distributions are not required to be returned by partners to SLP upon forfeiture.

The grant date fair values of Performance Units were determined by applying a performance probability factor to the Deferred Equity Unit Value. These methodologies included the use of third party data and discounts for lack of control and marketability.

Only the portion of Deferred Equity Units that can be settled in cash are considered to be liability awards and are adjusted to fair value at the end of each reporting period.

For the three months ended September 30, 2015 and 2014, the Company recorded compensation expense related to such Deferred Equity Units of \$12 and \$74, respectively, of which \$2 and \$22, respectively, relates to the

Performance Units given that there is an explicit service period associated with the Deferred Equity Units, and the likelihood that the performance target will be met is considered probable. Distributions include cash distributions paid on liability awards. Cash distributions paid on awards expected to be forfeited were \$0 for the three months ended September 30, 2015 and 2014, and are part of total compensation expense in the Consolidated Statements of Operations for the three months then ended.

For the nine months ended September 30, 2015 and 2014, the Company recorded compensation expense related to such Deferred Equity Units of \$232 and \$848, respectively, of which \$80 and \$87, respectively, relates to the Performance Units given that there is an explicit service period associated with the Deferred Equity Units, and the likelihood that the performance target will be met is considered probable. Distributions include cash distributions paid on liability awards. Cash distributions paid on awards expected to be forfeited were \$0 and \$1 for the nine months ended September 30, 2015 and 2014, respectively, and are part of total compensation expense in the Condensed Consolidated Statements of Operations for the six months then ended.

During the nine months ended September 30, 2015 and 2014, \$0 and \$30 of vested Deferred Equity Units were settled in cash. As of September 30, 2015 and December 31, 2014, there was \$35 and \$168, respectively, of estimated unrecognized compensation expense related to unvested awards. As of September 30, 2015 and December 31, 2014, the unrecognized compensation expense related to unvested awards is expected to be recognized over a period of 0.39 and 0.65 years, respectively.



A summary of these equity grants by the Company as of September 30, 2015 and 2014 during the periods then ended is presented below:

	Units	Deferred Equity Units		Performance Units	
		Range of Fair Value		Fair Value	
		per unit		Units	per unit
Balance at January 1, 2015	52,188	\$ 12.00	\$ 15.65	96,971	\$ 3.75
Vested	(47,277 )	(12.00 )	(13.97 )	(90,585 )	—
Balance at September 30, 2015	4,911	\$ 12.00	\$ 10.81	6,386	\$ 3.75
Balance at January 1, 2014	175,298	\$ 12.00	\$ 17.05	238,371	\$ 3.75
Vested	(123,110)	(12.00 )	(16.81 )	(140,549 )	—
Forfeited	—	—	—	(851 )	—
Balance at September 30, 2014	52,188	\$ 12.00	\$ 13.62	96,971	\$ 3.75

The Company estimates 10% of all awards to be forfeited and the related service period is four years.

#### Restricted Stock Units

On November 2, 2012, the Company's board of directors adopted the 2012 Equity Incentive Plan.

A total of 1,687,500 shares were originally reserved and available for issuance under the 2012 Equity Incentive Plan. As of September 30, 2015, 704,450 shares are available for grant. The equity interests may be issued in the form of shares of the Company's Class A common stock and Class B units of SLP. (All references to units or interests of SLP refer to Class B units of SLP and accompanying shares of Class B common stock of Silvercrest).

The purposes of the 2012 Equity Incentive Plan are to (i) align the long-term financial interests of our employees, directors, consultants and advisers with those of our stockholders; (ii) attract and retain those individuals by providing compensation opportunities that are consistent with our compensation philosophy; and (iii) provide incentives to those individuals who contribute significantly to our long-term performance and growth. To accomplish these purposes, the 2012 Equity Incentive Plan provides for the grant of units of SLP. The 2012 Equity Incentive Plan also provides for the grant of stock options, stock appreciation rights, or SARs, restricted stock awards, restricted stock units, performance-based stock awards and other stock-based awards (collectively, stock awards) based on our Class A common stock. Awards may be granted to employees, including officers, members, limited partners or partners who are engaged in the business of one or more of our subsidiaries, as well as non-employee directors and consultants.

It is initially anticipated that awards under the 2012 Equity Incentive Plan granted to our employees will be in the form of units of SLP or shares of our Class A common stock that will not vest until a specified period of time has elapsed, or other vesting conditions have been satisfied as determined by the Compensation Committee of the Company's board of directors, and which may be forfeited if the vesting conditions are not met. During the period that any vesting restrictions apply, unless otherwise determined by the Compensation Committee, the recipient of awards that vest in the form of units of SLP will be eligible to participate in distributions of income from SLP. In addition, before the vesting conditions have been satisfied, the transferability of such units is generally prohibited and such units will not be eligible to be exchanged for cash or shares of our Class A common stock.

In August 2015, the Company granted 966,510 restricted stock units (“RSUs”) under the 2012 Equity Incentive Plan at a fair value of \$13.23 per share to existing Class B unit holders. These RSUs will vest and settle in the form of Class B units of SLP. Twenty-five percent of the RSUs granted vest and settle on each of the first, second, third and fourth anniversaries of the grant date.

For the three and nine months ended September 30, 2015, the Company recorded compensation expense related to such RSUs of \$484 as part of total compensation expense in the Consolidated Statements of Operations for the periods then ended. As of September 30, 2015 there was \$12,174 of unrecognized compensation expense related to unvested awards. As of September 30, 2015, the unrecognized compensation expense related to unvested awards is expected to be recognized over a period of 3.85 years.

A summary of these RSU grants by the Company as of September 30, 2015 is presented below:

	Restricted Stock Units Granted	
	Units	Fair Value per unit
Total granted at January 1, 2015	—	—
Granted on August 6, 2015	966,510	13.23
Total granted at September 30, 2015	966,510	13.23

For the three months ended September 30, 2015 and 2014, the Company recorded total compensation expense related to such Deferred Equity Units and Restricted Stock Units of \$497 and \$74, respectively, of which \$2 and \$22, respectively, relates to the Performance Units given that there is an explicit service period associated with the Deferred Equity Units, and the likelihood that the performance target will be met is considered probable.

For the nine months ended September 30, 2015 and 2014, the Company recorded compensation expense related to such Deferred Equity Units of \$716 and \$848, respectively, of which \$80 and \$87, respectively, relates to the Performance Units given that there is an explicit service period associated with the Deferred Equity Units, and the likelihood that the performance target will be met is considered probable.

#### 17. DEFINED CONTRIBUTION AND DEFERRED COMPENSATION PLANS

SAMG LLC has a defined contribution 401(k) savings plan (the “Plan”) for all eligible employees who meet the minimum age and service requirements as defined in the Plan. The Plan is designed to be a qualified plan under sections 401(a) and 401(k) of the Internal Revenue Code. For employees who qualify under the terms of the Plan, on an annual basis Silvercrest matches dollar for dollar an employee’s contributions up to the first 4% of compensation. For the three months ended September 30, 2015 and 2014, Silvercrest made matching contributions of \$19 and \$16, respectively, for the benefit of employees. For the nine months ended September 30, 2015 and 2014, Silvercrest made matching contributions of \$54 and \$49, respectively, for the benefit of employees.

#### 18. SOFT DOLLAR ARRANGEMENTS

The Company obtains research and other services through “soft dollar” arrangements. The Company receives credits from broker-dealers whereby technology-based research, market quotation and/or market survey services are effectively paid for in whole or in part by “soft dollar” brokerage arrangements. Section 28(e) of the Securities Exchange Act of 1934, as amended, provides a “safe harbor” to an investment adviser against claims that it breached its

fiduciary duty under state or federal law (including ERISA) solely because the adviser caused its clients' accounts to pay more than the lowest available commission for executing a securities trade in return for brokerage and research services. To rely on the safe harbor offered by Section 28(e), (i) the Company must make a good-faith determination that the amount of commissions is reasonable in relation to the value of the brokerage and research services being received and (ii) the brokerage and research services must provide lawful and appropriate assistance to the Company in carrying out its investment decision-making responsibilities. If the use of soft dollars is limited or prohibited in the future by regulation, the Company may have to bear the costs of such research and other services. For the three months ended September 30, 2015 and 2014, the Company utilized "soft dollar" credits of \$235 and \$263, respectively. For the nine months ended September 30, 2015 and 2014, the Company utilized "soft dollar" credits of \$705 and \$790, respectively.

\*\*\*\*\*

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

## Overview

We are a full-service wealth management firm focused on providing financial advisory and related family office services to ultra-high net worth individuals and institutional investors. In addition to a wide range of investment capabilities, we offer a full suite of complementary and customized family office services for families seeking a comprehensive oversight of their financial affairs. During the three months ended September 30, 2015, our assets under management declined 7.4% from \$19.0 billion to \$17.6 billion. During the nine months ended September 30, 2015, our assets under management declined 1.7% from \$17.9 billion to \$17.6 billion. On June 30, 2015, we acquired \$0.7 billion of assets under management in connection with the Jamison Acquisition. Our total assets under management exclude approximately \$13.4 billion of non-discretionary assets of a public treasurer's office for which we became advisor in connection with the Jamison Acquisition. Silvercrest provides advisory services to this office with a fee cap of \$825 thousand per annum. We exclude these assets because they are related to a unique client relationship for which the fee cap is significantly disproportionate to the related assets under management. This fee arrangement is not indicative of our average fee rate.

The business includes the management of funds of funds, and other investment funds, collectively referred to as the "Silvercrest Funds". Silvercrest L.P. has issued Deferred Equity Units and Restricted Stock Units exercisable for 4,911 and 966,510, respectively, Class B units which entitle the holders thereof to receive distributions from Silvercrest L.P. to the same extent as if the underlying Class B units were outstanding. Net profits and net losses of Silvercrest L.P. will be allocated, and distributions from Silvercrest L.P. will be made, to its current partners pro rata in accordance with their respective partnership units (and assuming the Class B units underlying all deferred equity units are outstanding).

The historical results of operations discussed in this Management's Discussion and Analysis of Financial Condition and Results of Operations include those of Silvercrest L.P. and its subsidiaries. As the general partner of Silvercrest L.P., we control its business and affairs and, therefore, consolidate its financial results with ours. The interests of the limited partners' collective 38% partnership interest in Silvercrest L.P. as of September 30, 2015 are reflected in non-controlling interests in our Condensed Consolidated Financial Statements. For the nine months ended September 30, 2015, our net income, after amounts attributable to non-controlling interests, represents approximately 62% of Silvercrest L.P.'s net income.

## Key Performance Indicators

When we review our performance, we focus on the indicators described below:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
(in thousands except as indicated)				
Revenue	\$19,953	\$17,817	\$55,927	\$51,763
Income before other income (expense), net	\$4,269	\$4,476	\$13,010	\$12,514
Net income	\$2,783	\$2,923	\$8,920	\$7,962
Net income attributable to Silvercrest	\$1,326	\$1,358	\$4,450	\$3,653
Adjusted EBITDA (1)	\$5,754	\$5,292	\$16,088	\$15,381

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

Adjusted EBITDA margin (2)	28.8	%	29.7	%	28.8	%	29.7	%
Assets under management at period end (billions)	\$17.6		\$16.4		\$17.6		\$16.4	
Average assets under management (billions) (3)	\$17.8		\$16.6		\$18.3		\$16.1	

(1) EBITDA, a non-GAAP measure of earnings, represents net income before provision for income taxes, interest income, interest expense, depreciation and amortization. We define Adjusted EBITDA as EBITDA without giving effect to items, including but not limited to, professional fees associated with acquisitions or financing transactions, gains on extinguishment of debt or other obligations related to acquisitions, losses on disposals or abandonment of assets and leaseholds, severance and other similar expenses, but including partner incentive allocations, prior to our initial public offering, as an expense. We use this non-GAAP financial measure to assess the strength of our business. These adjustments and the non-GAAP financial measures that are derived from them provide supplemental information to analyze our business from period to period. Investors should consider these non-GAAP financial measures in addition to, and not as a substitute for financial measures in accordance with GAAP. See “Supplemental Non-GAAP Financial Information” for a reconciliation of non-GAAP financial measures.

(2) Adjusted EBITDA margin is calculated by dividing Adjusted EBITDA by total revenue.

(3) We have computed average assets under management by averaging assets under management at the beginning of the applicable period and assets under management at the end of the applicable period.

## Revenue

We generate revenue from management and advisory fees, performance fees, and family office services fees. Our management and advisory fees are generated by managing assets on behalf of separate accounts and acting as investment adviser for various investment funds. Our performance fees relate to assets managed in external investment strategies in which we have a revenue sharing arrangement and in funds in which we have no partnership interest. Our management and advisory fees and family office services fees income is recognized through the course of the period in which these services are provided. Income from performance fees is recorded at the conclusion of the contractual performance period when all contingencies are resolved. In certain arrangements, we are only entitled to receive performance fees and allocations when the return on assets under management exceeds certain benchmark returns or other performance targets.

The discretionary investment management agreements for our separately managed accounts do not have a specified term. Rather, each agreement may be terminated by either party at any time, unless otherwise agreed with the client, upon written notice of termination to the other party. The investment management agreements for our private funds are generally in effect from year to year, and may be terminated at the end of any year (or, in certain cases, on the anniversary of execution of the agreement) (i) by us upon 30 or 90 days' prior written notice and (ii) after receiving the affirmative vote of a specified percentage of the investors in the private fund that are not affiliated with us, by the private fund on 60 or 90 days' prior written notice. The investment management agreements for our private funds may also generally be terminated effective immediately by either party where the non-terminating party (i) commits a material breach of the terms subject, in certain cases, to a cure period, (ii) is found to have committed fraud, gross negligence or willful misconduct or (iii) terminates, becomes bankrupt, becomes insolvent or dissolves. Each of our investment management agreements contains customary indemnification obligations from us to our clients. The tables below set forth the amount of assets under management, the percentage of management and advisory fees revenues, the amount of revenue recognized, and the average assets under management for discretionary managed accounts and for private funds for each period presented.

## Discretionary Managed Accounts

	As of and for the Three Months Ended September 30,		As of and for the Nine Ended September	
(in billions)	2015	2014	2015	2014
AUM concentrated in Discretionary Managed Accounts	\$10.8	\$10.1	\$10.8	\$10.1
Average AUM For Discretionary Managed Accounts	\$11.2	\$10.2	\$10.7	\$9.7
Discretionary Managed Accounts Revenue (in millions)	\$17.2	\$14.5	\$47.8	\$47.1
Percentage of management and advisory fees revenue	90 %	86 %	89 %	86 %

## Private Funds

	As of and for the Three Months	As of and for the Nine Ended September
--	--------------------------------------	--

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

	Ended		30,	
	September			
(in billions)	2015	2014	2015	2014
AUM concentrated in Private Funds	\$1.0	\$1.0	\$ 1.0	\$ 1.0
Average AUM For Private Funds	\$1.0	\$1.0	\$ 1.0	\$ 1.0
Private Funds Revenue (in millions)	\$1.9	\$2.3	\$ 5.7	\$ 6.8
Percentage of management and advisory fees revenue	10 %	14 %	11 %	14 %

Our advisory fees are primarily driven by the level of our assets under management. Our assets under management increase or decrease based on the net inflows or outflows of funds into our various investment strategies and the investment performance of our clients' accounts. In order to increase our assets under management and expand our business, we must develop and market investment strategies that suit the investment needs of our target clients and provide attractive returns over the long term. Our ability to continue to attract clients will depend on a variety of factors including, among others:

- our ability to educate our target clients about our classic value investment strategies and provide them with exceptional client service;
- the relative investment performance of our investment strategies, as compared to competing products and market indices;
  - competitive conditions in the investment management and broader financial services sectors;
- investor sentiment and confidence; and
- our decision to close strategies when we deem it to be in the best interests of our clients.

30

---



The majority of advisory fees that we earn on separately-managed accounts are based on the value of assets under management on the last day of each calendar quarter. Most of our advisory fees are billed quarterly in advance on the first day of each calendar quarter. Our basic annual fee schedule for management of clients' assets in separately managed accounts is: (i) for managed equity or balanced portfolios, 1% of the first \$10 million and 0.60% on the balance, (ii) for managed fixed income only portfolios, 0.40% on the first \$10 million and 0.30% on the balance and (iii) for the municipal value strategy, 0.65%. Our fee for monitoring non-discretionary assets can range from 0.05% to 0.01%, but can also be incorporated into an agreed-upon fixed family office service fee. The majority of our client relationships pay a blended fee rate since they are invested in multiple strategies.

Management fees earned on investment funds that we advise are calculated primarily based on the net assets of the funds. Some funds calculate investment fees based on the net assets of the funds as of the last business day of each calendar quarter, whereas other funds calculate investment fees based on the value of net assets on the first business day of the month. Depending on the investment fund, fees are paid either quarterly in advance or quarterly in arrears. For our private funds, the fees range from 0.25% to 1.5% annually. Certain management fees earned on investment funds for which we perform risk management and due diligence services are based on flat fee agreements customized for each engagement.

Average annual management fee is calculated by dividing our actual annualized revenue earned over a period by our average assets under management during the same period (which is calculated by averaging quarter-end assets under management for the applicable period). Our average annual management fee was 0.45% and 0.41% for the three months ended September 30, 2015 and 2014, respectively, and 0.41% and 0.40% for the nine months ended September 30, 2015 and 2014, respectively. Changes in our total average management fee rates are typically the result of changes in the mix of our assets under management and the concentration in our equities strategies whose fee rates are higher than those of other investment strategies. The average annual management fee increased for the nine months ended September 30, 2015 as compared with the same period in the prior year as a result of the completion of the Jamison acquisition. Advisory fees are also adjusted for any cash flows into or out of a portfolio, where the cash flow represents greater than 10% of the value of the portfolio. These cash flow-related adjustments were insignificant for the nine months ended September 30, 2015 and 2014. Silvercrest L.P. has authority to take fees directly from external custodian accounts of its separately managed accounts.

Our advisory fees may fluctuate based on a number of factors, including the following:

- changes in assets under management due to appreciation or depreciation of our investment portfolios, and the levels of the contribution and withdrawal of assets by new and existing clients;
- allocation of assets under management among our investment strategies, which have different fee schedules;
- allocation of assets under management between separately managed accounts and advised funds, for which we generally earn lower overall advisory fees; and
- the level of our performance with respect to accounts and funds on which we are paid incentive fees.

Our family office services capabilities enable us to provide comprehensive and integrated services to our clients. Our dedicated group of tax and financial planning professionals provide financial planning, tax planning and preparation, partnership accounting and fund administration and consolidated wealth reporting among other services. Family office services income fluctuates based on both the number of clients for whom we perform these services and the level of agreed-upon fees, most of which are flat fees. Therefore, non-discretionary assets under management, which are associated with family office services, do not typically serve as the basis for the amount of family office services revenue that is recognized.

Expenses

Our expenses consist primarily of compensation and benefits expenses, as well as general and administrative expense including rent, professional services fees, data-related costs and sub-advisory fees. These expenses may fluctuate due to a number of factors, including the following:

- variations in the level of total compensation expense due to, among other things, bonuses, awards of equity to our employees and partners of Silvercrest L.P., changes in our employee count and mix, and competitive factors; and
  - the level of management fees from funds that utilize sub-advisors will affect the amount of sub-advisory fees.
- Our professional services fees have increased as a result of being a public company.

## Compensation and Benefits Expense

Our largest expense is compensation and benefits, which includes the salaries, bonuses, equity-based compensation and related benefits and payroll costs attributable to our principals and employees. Our compensation methodology is intended to meet the following objectives: (i) support our overall business strategy; (ii) attract, retain and motivate top-tier professionals within the investment management industry; and (iii) align our employees' interests with those of our equity owners. We have experienced, and expect to continue to experience, a general rise in compensation and benefits expense commensurate with growth in headcount and with the need to maintain competitive compensation levels.

We account for partner incentive distributions as an expense in our Statement of Operations.

The components of our compensation expense for the three and nine months ended September 30, 2015 and 2014 are as follows:

(in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Cash compensation and benefits	\$11,050	\$9,885	\$31,024	\$28,582
Distributions on liability awards (1)	—	—	—	1
Non-cash equity-based compensation expense	497	74	716	848
Total compensation expense	\$11,547	\$9,959	\$31,740	\$29,431

(1) Cash distributions on the portion of unvested deferred equity units and restricted stock units that are subject to forfeiture are expensed when paid. The portion of unvested deferred equity units that can be settled in cash are classified as liability awards.

On February 29, 2012, February 28, 2011 and February 24, 2010, Silvercrest L.P. and Silvercrest GP LLC, our predecessor, granted equity-based compensation awards to certain of their principals based on the fair value of the equity interests of Silvercrest L.P. and Silvercrest GP LLC. Each grant included a deferred equity unit and performance unit, subject to forfeiture and acceleration of vesting. Each 100 deferred equity units represent the unsecured right to receive 100 Class B units of Silvercrest L.P., subject to vesting over a four-year period beginning on the first anniversary of the date of grant. Each deferred equity unit, whether vested or unvested, entitles the holder to receive distributions from Silvercrest L.P. as if such holder held such unit. Upon each vesting date, a holder may receive the number of units vested or a combination of the equivalent cash value of some of the units and units, but in no event may the holder receive more than 50% of the aggregate value of the vested units in cash. To the extent that holders elect to receive up to 50% of the aggregate value of the vested units in cash, we could have less cash to utilize. We have accounted for the distributions on the portion of the deferred equity units that are subject to forfeiture as compensation expense. Equity-based compensation expense will be recognized on the February 29, 2012 grant date of the deferred equity unit and performance unit awards through February 29, 2016.

Each performance unit represents the right to receive one Class B unit of Silvercrest L.P. for each two units of Silvercrest L.P. issued upon vesting of the deferred equity units awarded to the employee, in each case subject to the achievement of defined performance goals. Although performance units will only vest upon the achievement of the performance goals, they are expensed over the same vesting period as the deferred equity units with which they are

associated because there is an explicit service period.

On August 6, 2015, Silvercrest L.P. granted restricted stock units to existing Class B unit holders. These grants will vest and settle in the form of Class B units. Twenty-five percent of these RSUs vest and settle on the first, second, third and fourth anniversaries of the grant date. Equity-based compensation expense will be recognized on these grants through August 5, 2018.

#### General and Administrative Expenses

General and administrative expenses include occupancy-related costs, professional and outside services fees, office expenses, depreciation and amortization, sub-advisory fees and the costs associated with operating and maintaining our research, trading and portfolio accounting systems. Our costs associated with operating and maintaining our research, trading and portfolio accounting systems and professional services expenses generally increase or decrease in relative proportion to the number of employees retained by us and the overall size and scale of our business operations. Sub-advisory fees will fluctuate based on the level of management fees from funds that utilize sub-advisors.

We will continue and expect to incur additional expenses as a result of being a public company for, among other things, directors and officers insurance, director fees, SEC reporting and compliance, including Sarbanes-Oxley compliance, transfer agent fees, professional fees and other similar expenses. These additional expenses have had, and will have the effect of reducing our net income.

## Other Income

Other income is derived primarily from investment income arising from our investments in various private investment funds that were established as part of our investment strategies. We expect the investment components of other income, in the aggregate, to fluctuate based on market conditions and the success of our investment strategies. Performance fees earned from those investment funds in which we have a partnership interest have been earned over the past few years as a result of the achievement of various high water marks depending on the investment fund. These performance fees are recorded based on the equity method of accounting. The majority of our performance fees over the past few years have been earned from our fixed income-related funds.

## Non-Controlling Interests

We are the general partner of Silvercrest L.P. and control its business and affairs and, therefore, consolidate its financial results with ours. In light of the limited partners' interest in Silvercrest L.P., we reflect their partnership interests as non-controlling interests in our Condensed Consolidated Financial Statements.

## Provision for Income Tax

While Silvercrest L.P. has historically not been subject to U.S. federal and certain state income taxes, it has been subject to the New York City Unincorporated Business Tax. As a result of the reorganization of Silvercrest L.P. and the completion of our initial public offering, we became subject to taxes applicable to C-corporations. Our effective tax rate, and the absolute dollar amount of our tax expense, has increased as a result of this reorganization which will be offset by the benefits of the tax receivable agreement entered into with our Class B stockholders.

## Acquisition

On March 30, 2015, we executed an Asset Purchase Agreement (the "Asset Purchase Agreement"), by and among the Company, SLP, SAMG LLC (the "Buyer") and Jamison Eaton & Wood, Inc., a New Jersey corporation ("Jamison" or the "Seller"), and Keith Wood, Ernest Cruikshank, III, William F. Gadsden and Frederick E. Thalmann, Jr., each such individual a principal of Jamison (together, the "Principals of Jamison"), to acquire certain assets of Jamison. The transaction contemplated by the Asset Purchase Agreement closed on June 30, 2015 and is referred to herein as the "Jamison Acquisition".

Pursuant to the terms of the Asset Purchase Agreement, we acquired (i) substantially all of the business and assets of the Seller, an investment adviser, including goodwill and the benefit of the amortization of goodwill related to such assets and (ii) the personal goodwill of the Principals of Jamison. In consideration of the purchased assets and goodwill, we paid to the Seller and the Principals of Jamison an aggregate purchase price consisting of (1) cash payments in the aggregate amount of \$3,550, (the "Closing Cash Payment"), (2) a promissory note issued to the Seller in the principal amount of \$394, with an interest rate of 5% per annum (the "Seller Note"), (3) promissory notes in varying amounts issued to each of the Principals of Jamison for an aggregated total amount of \$1,771, each with an interest rate of 5% per annum (together, the "Principals of Jamison Notes") and (4) Class B units of SLP (the "Class B Units") issued to the Principals of Jamison with a value equal to \$3,562 and an equal number of shares of Class B common stock of the Company, having voting rights but no economic interest (together, the "Equity Consideration"). We determined that the acquisition-date fair value of the contingent consideration was \$1,429, based on the likelihood that the financial and performance targets will be achieved. We will make earnout payments to the Principals of Jamison as soon as practicable following December 31, 2015, 2016, 2017, 2018, 2019 and during 2020, in an amount equal to 20% of the EBITDA attributable to the business and assets of Jamison (the "Jamison Business"), based on revenue gained or lost post-transaction during the twelve months ended on the applicable determination date, except that the earnout payment for 2015 shall be equal to 20% of the EBITDA attributable to the Jamison Business for the period

between the closing date of the Jamison Acquisition and December 31, 2015 and the earnout payment for 2020 shall be equal to 20% of the EBITDA attributable to the Jamison Business for the period between January 1, 2020 and the fifth anniversary of the closing date of the Jamison Acquisition. The estimated fair value of contingent consideration is recognized at the date of acquisition, and adjusted for changes in facts and circumstances until the ultimate resolution of the contingency. Changes in the fair value of contingent consideration are reflected as a component of general and administrative expenses in the Condensed Consolidated Statement of Operations. The fair value of the contingent consideration was based on discounted cash flow models using projected EBITDA for each earnout period. The discount rate applied to the to the projected EBITDA was determined based on our weighted average cost of capital and took into account that the overall risk associated with the payments was similar to our overall risks as there is no target, floor or cap associated the contingent payments. We have a liability of \$1,429 related to earnout payments to be made in conjunction with the Jamison Acquisition which is included in accounts payable and accrued expenses in the Condensed Consolidated Statement of Financial Condition as of September 30, 2015 for contingent consideration.

In connection with their receipt of the Equity Consideration, the Principals of Jamison became subject to the rights and obligations set forth in the limited partnership agreement of SLP and are entitled to distributions consistent with SLP's distribution policy. In addition, the Principals of Jamison became parties to the Exchange Agreement, which governs the exchange of Class B

Units for Class A common stock of the Company, the Resale and Registration Rights Agreement, which provides the Principals of Jamison with liquidity with respect to shares of Class A common stock of the Company received in exchange for Class B Units, and the TRA of the Company, which entitles the Principals of Jamison to share in a portion of the tax benefit received by the Company upon the exchange of Class B Units for Class A common stock of the Company.

## Operating Results

### Revenue

Our revenues for the three and nine months ended September 30, 2015 and 2014 are set forth below:

(in thousands)	For the Three Months Ended September 30,			
	2015	2014	2015 vs. 2014 (\$)	2015 vs. 2014 (%)
Management and advisory fees	\$19,117	\$16,816	\$ 2,301	13.7 %
Family office services	836	1,001	(165 )	(16.5 )%
Total revenue	\$19,953	\$17,817	\$ 2,136	12.0 %

(in thousands)	For the Nine Months Ended September 30,			
	2015	2014	2015 vs. 2014 (\$)	2015 vs. 2014 (%)
Management and advisory fees	\$53,492	\$48,487	\$ 5,005	10.3 %
Family office services	2,435	3,276	(841 )	(25.7 )%
Total revenue	\$55,927	\$51,763	\$ 4,164	8.0 %

The growth in our assets under management during the three and nine months ended September 30, 2015 and 2014 is described below:

(in billions)	Assets Under Management		
	Discretionary	Non-Discretionary	Total
As of June 30, 2014	\$ 11.1	\$ 5.6	\$ 16.7
Gross client inflows	0.8	0.1	0.9
Gross client outflows	(0.6 )	(0.1 )	(0.7 )
Market depreciation	(0.2 )	(0.3 )	(0.5 )
As of September 30, 2014	\$ 11.1	\$ 5.3	\$ 16.4 (1)
As of June 30, 2015	\$ 12.6	\$ 6.4	\$ 19.0
Gross client inflows	0.9	—	0.9
Gross client outflows	(0.9 )	—	(0.9 )
Market depreciation	(0.8 )	(0.6 )	(1.4 )
As of September 30, 2015	\$ 11.8	\$ 5.8	\$ 17.6 (1)(2)

As of January 1, 2014	\$ 10.1	\$ 5.6	\$ 15.7
Gross client inflows	2.5	0.4	2.9
Gross client outflows	(1.8 )	(0.4 )	(2.2 )
Market appreciation (depreciation)	0.3	(0.3 )	
As of September 30, 2014	\$ 11.1	\$ 5.3	\$ 16.4 (1)
As of January 1, 2015	\$ 11.6	\$ 6.3	\$ 17.9
Gross client inflows	3.4	0.2	3.6
Gross client outflows	(2.5 )	(0.2 )	(2.7 )
Market depreciation	(0.7 )	(0.5 )	(1.2 )
As of September 30, 2015	\$ 11.8	\$ 5.8	\$ 17.6 (1)(2)

(1) Less than 5% of assets under management generate performance fees.

(2) Our total assets under management exclude approximately \$13.4 billion of non-discretionary assets of a public treasurer's office for which we became advisor in connection with the Jamison Acquisition. Silvercrest provides advisory services to this office with a fee cap of \$825 thousand per annum. We excluded these assets because they are related to a unique client relationship for which the fee cap is significantly disproportionate to the related assets under management. This fee arrangement is not indicative of our average fee rate.



The following chart summarizes the performance <sup>1,2</sup> of each of our principal equity strategies relative to their appropriate benchmarks since inception:

#### PROPRIETARY EQUITY PERFORMANCE

as of September 30, 2015

		ANNUALIZED PERFORMANCE					
		INCEPTION	1-YEAR	3-YEAR	5-YEAR	7-YEAR	INCEPTION
Large Cap Value Composite	4/1/02	-2.0	11.7	12.0	8.9	7.3	
Russell 1000 Value Index		-4.4	11.6	13.3	8.2	6.2	
Small Cap Value Composite	4/1/02	5.7	13.4	14.3	11.8	10.5	
Russell 2000 Value Index		-1.6	9.2	10.2	6.8	7.1	
Smid Cap Value Composite	10/1/05	4.1	12.8	13.4	9.4	8.7	
Russell 2500 Value Index		-2.4	11.0	11.5	8.9	6.3	
Multi Cap Value Composite	7/1/02	0.0	12.5	13.4	10.7	8.6	
Russell 3000 Value Index		-4.2	11.4	12.1	8.1	7.1	
Equity Income Composite	12/1/03	-1.2	12.3	13.5	10.4	10.7	
Russell 3000 Value Index		-4.2	11.4	12.1	8.1	7.2	
Focused Value Composite	9/1/04	-1.6	13.2	12.4	10.7	9.7	
Russell 3000 Value Index		-4.2	11.4	12.1	8.1	6.8	

<sup>1</sup>Returns are based upon a time weighted rate of return of various fully discretionary equity portfolios with similar investment objectives, strategies and policies and other relevant criteria managed by Silvercrest Asset Management Group LLC (“SAMG LLC”), a subsidiary of Silvercrest. Performance results are gross of fees and net of commission charges. An investor’s actual return will be reduced by the advisory fees and any other expenses it may incur in the management of the investment advisory account. SAMG LLC’s standard advisory fees are described in Part 2 of its Form ADV. Actual fees and expenses will vary depending on a variety of factors, including the size of a particular account. Returns greater than one year are shown as annualized compounded returns and include gains and accrued income and reinvestment of distributions. Past performance is no guarantee of future results. This report contains no recommendations to buy or sell securities or a solicitation of an offer to buy or sell securities or investment services or adopt any investment position. This report is not intended to constitute investment advice and is based upon conditions in place during the period noted. Market and economic views are subject to change without notice and may be untimely when presented here. Readers are advised not to infer or assume that any securities, sectors or markets described were or will be profitable. SAMG LLC is an independent investment advisory and financial services firm created to meet the investment and administrative needs of individuals with substantial assets and select institutional investors. SAMG LLC claims compliance with the Global Investment Performance Standards (GIPS®).

<sup>2</sup>The market indices used to compare to the performance of our strategies are as follows:

The Russell 1000 Index is a capitalization-weighted, unmanaged index that measures the 1000 smallest companies in the Russell 3000. The Russell 1000 Value Index is a capitalization-weighted, unmanaged index that includes those

Russell 1000 Index companies with lower price-to-book ratios and lower expected growth values.

The Russell 2000 Index is a capitalization-weighted, unmanaged index that measures the 2000 smallest companies in the Russell 3000. The Russell 2000 Value Index is a capitalization-weighted, unmanaged index that includes those Russell 2000 Index companies with lower price-to-book ratios and lower expected growth values.

The Russell 2500 Index is a capitalization-weighted, unmanaged index that measures the 2500 smallest companies in the Russell 3000. The Russell 2500 Value Index is a capitalization-weighted, unmanaged index that includes those Russell 2000 Index companies with lower price-to-book ratios and lower expected growth values.

The Russell 3000 Value Index is a capitalization-weighted, unmanaged index that measures those Russell 3000 Index companies with lower price-to-book ratios and lower forecasted growth.

Three Months Ended September 30, 2015 versus Three Months Ended September 30, 2014

Our total revenue increased by \$2.1 million, or 12.0%, to \$19.9 million for the three months ended September 30, 2015, from \$17.8 million for the three months ended September 30, 2014. This increase was driven primarily by growth in our management and advisory fees as a result of increased assets under management, mainly as a result of the Jamison acquisition. Revenue related to the Jamison acquisition for the three months ended September 30, 2015 was \$1.4 million.

Assets under management increased by \$1.2 billion, or 7.3%, to \$17.6 billion at September 30, 2015 from \$16.4 billion at September 30, 2014. Compared to the three months ended September 30, 2014, there was an increase of \$0.2 billion in client outflows and an increase of \$0.9 billion in market depreciation. Our decline in assets under management for the three months ended September 30, 2015 was attributable to a decrease of \$0.8 billion in discretionary assets under management and a decrease of \$0.6 in non-discretionary assets under management. The decline in our discretionary and non-discretionary assets under management was driven by market depreciation in both periods. Sub-advised fund management revenue decreased by \$0.1 million for the three months ended September 30, 2015 as compared to the same period in the prior year. Proprietary fund management revenue decreased by \$0.2 million for the three months ended September 30, 2015 as compared to the same period in the prior year, as a result of market depreciation. With respect to our discretionary assets under management, equity assets experienced a decline of 8.9% during the three months ended September 30, 2015 and fixed income assets increased by 3.7% during the same period. For the three months ended September 30, 2015, most of our decline came from our core international, master limited partnership and small cap value strategies with composite returns of (10.1)%, (21.4)% and (8.0)%, respectively. As of September 30, 2015, the composition of our assets under management was 67% in discretionary assets, which includes both separately managed accounts and proprietary and sub-advised funds, and 33% in non-discretionary assets which represent assets on which we provide portfolio reporting but do not have investment discretion.

The following table represents a further breakdown of our assets under management for the three months ended September 30, 2015 and 2014:

	For the Three Months Ended September 30,	
	2015	2014
Total AUM as of June 30,	\$ 19.0	\$ 16.7
Discretionary AUM:		
Total Discretionary AUM as of June 30,	12.6	11.1
New client accounts/assets	0.1	0.1 (1)
Closed accounts	(0.1 )	(2)
Net cash inflow/(outflow)		(3)
Non-discretionary to Discretionary AUM		(4)
Market depreciation	(0.8 )	(0.1 )
Change to Discretionary AUM	(0.8 )	
Total Discretionary AUM at September 30,	11.8	11.1
Change to Non-Discretionary AUM	(0.6 )	(0.3 )(5)
Total AUM as of September 30,	\$ 17.6	\$ 16.4

- (1) Represents new account flows from both new and existing client relationships including flows related to the Jamison Acquisition
- (2) Represents closed accounts of existing client relationships and those that terminated
- (3) Represents periodic cash flows related to existing accounts
- (4) Represents client assets that converted to Discretionary AUM from Non-Discretionary AUM
- (5) Represents the net change to Non-Discretionary AUM. Our total assets under management exclude approximately \$13.4 billion of non-discretionary assets of a public treasurer's office for which we became advisor in connection with the Jamison Acquisition. Silvercrest provides advisory services to this office with a fee cap of \$825 thousand per annum. We exclude these assets because they are related to a unique client relationship for which the fee cap is significantly disproportionate to the related assets under management. This fee agreement is not indicative of our average fee rate.

Nine Months Ended September 30, 2015 versus Nine Months Ended September 30, 2014

Our total revenue increased by \$4.2 million, or 8.0%, to \$56.0 million for the nine months ended September 30, 2015, from \$51.8 million for the nine months ended September 30, 2014. This increase was driven primarily by growth in our management and advisory fees as a result of increased assets under management, partially as a result of the Jamison acquisition. Revenue related to the Jamison acquisition for the nine months ended September 30, 2015 was \$1.4 million.

Assets under management decreased by \$1.2 billion, or 7.3%, to \$17.6 billion at September 30, 2015 from \$16.4 billion at September 30, 2014. Compared to the nine months ended September 30, 2014, there was an increase of \$0.7 billion of client inflows, an increase of \$0.5 billion in client outflows, and an increase of \$1.2 billion in market depreciation. Our market depreciation during the nine months ended September 30, 2015 constituted a 6.7% rate of decrease in our total assets under management compared to December 31, 2014. Our decline in assets under management for the nine months ended September 30, 2015 was attributable to a decrease in non-discretionary assets under management of \$0.5 billion partially offset by an increase of \$0.2 billion in discretionary assets under management. The growth in our discretionary assets under management was primarily driven by net gross client inflows including the acquired Jamison assets under management of \$0.7 billion. Sub-advised fund management revenue decreased by \$0.3 million for the nine months ended September 30, 2015 as compared to the same period in the prior year. Proprietary fund management revenue decreased by \$0.7 million for the nine months ended September 30, 2015 as compared to the same period in the prior year. With respect to our discretionary assets under management, equity assets declined by 1.0% during the nine months ended September 30, 2015 and fixed income assets increased by 14.1% during the same period. For the nine months ended September 30, 2015, most of our decline came from our equity income, master limited partnership and core international strategies with composite returns of (7.5)%, (27.9)% and (7.6)%, respectively. As of September 30, 2015, the composition of our assets under management was 67% in discretionary assets, which includes both separately managed accounts and proprietary and sub-advised funds, and 33% in non-discretionary assets which represent assets on which we provide portfolio reporting but do not have investment discretion.

The following table represents a further breakdown of our assets under management for the nine months ended September 30, 2015 and 2014:

	For the Nine Months Ended September 30,		
	2015	2014	
Total AUM as of January 1,	\$ 17.9	\$ 15.7	
Discretionary AUM:			
Total Discretionary AUM as of January 1,	11.6	10.1	
New client accounts/assets	1.2	0.6	(1)
Closed accounts	(0.1)	)	(2)
Net cash inflow/(outflow)	(0.2)	)	(3)
Non-discretionary to Discretionary AUM			(4)
Market (depreciation)/appreciation	(0.7)	)	0.3
Change to Discretionary AUM	0.2		1.0
Total Discretionary AUM at September 30,	11.8		11.1
Change to Non-Discretionary AUM	(0.5)	)	(0.3)
	\$ 17.6	\$ 16.4	(5)

Total AUM as of September 30,

- (1) Represents new account flows from both new and existing client relationships including flows related to the Jamison Acquisition
- (2) Represents closed accounts of existing client relationships and those that terminated
- (3) Represents periodic cash flows related to existing accounts
- (4) Represents client assets that converted to Discretionary AUM from Non-Discretionary AUM
- (5) Represents the net change to Non-Discretionary AUM. Our total assets under management exclude approximately \$13.4 billion of non-discretionary assets of a public treasurer's office for which we became advisor in connection with the Jamison Acquisition. Silvercrest provides advisory services to this office with a fee cap of \$825 thousand per annum. We exclude these assets because they are related to a unique client relationship for which the fee cap is significantly disproportionate to the related assets under management. This fee agreement is not indicative of our average fee rate.

## Expenses

Our expenses for the three and nine months ended September 30, 2015 and 2014 are set forth below:

	For the Three Months Ended September 30,				
			2015 vs. 2014	2015 vs. 2014	
(in thousands)	2015	2014	(\$)	(%)	
Compensation and benefits (1)	\$11,547	\$9,959	\$ 1,588	16.0	%
General, administrative and other	4,137	3,382	755	22.3	%
Total expenses	\$15,684	\$13,341	\$ 2,343	17.6	%

  

	For the Nine Months Ended September 30,				
			2015 vs. 2014	2015 vs. 2014	
(in thousands)	2015	2014	(\$)	(%)	
Compensation and benefits (1)	\$31,740	\$29,431	\$ 2,309	7.9	%
General, administrative and other	11,177	9,818	1,359	13.8	%
Total expenses	\$42,917	\$39,249	\$ 3,668	9.4	%

(1) For the three months ended September 30, 2015 and 2014, \$5,088 and \$4,622, respectively, of partner incentive payments were included in cash compensation and benefits expense. For the nine months ended September 30, 2015 and 2014, \$14,188 and \$13,062, respectively, of partner incentive payments were included in cash compensation and benefits expense in the Condensed Consolidated Statements of Operations.

Our expenses are driven primarily by our compensation costs. The table included in “—Expenses—Compensation and Benefits Expense” describes the components of our compensation expense for the three and nine months ended September 30, 2015 and 2014. Other expenses, such as rent, professional service fees, data-related costs, and sub-advisory fees incurred are included in our general and administrative expenses in the Condensed Consolidated Statements of Operations.

#### Three Months Ended September 30, 2015 versus Three Months Ended September 30, 2014

Total expenses increased by \$2.3 million, or 17.6%, to \$15.7 million for the three months ended September 30, 2015 from \$13.3 million for the three months ended September 30, 2014. This increase was primarily attributable to increases in compensation and benefits expense of \$1.6 million, as well as increases in general and administrative expenses of \$0.7 million.

Compensation and benefits expense increased by \$1.6 million, or 16.0%, to \$11.6 million for the three months ended September 30, 2015 from \$10.0 million for the three months ended September 30, 2014. The increase was primarily attributable to an increase in the accrual for partner incentive bonuses of \$0.5 million, an increase in benefits costs of \$0.1 million, an increase in equity-based compensation of \$0.5 million due to the granting of restricted stock units in August 2015 and an increase in salaries expense of \$0.5 million as a result of both merit-based increases and increased headcount due to the Jamison acquisition.

General and administrative expenses increased by \$0.7 million, or 22.3%, to \$4.1 million for the three months ended September 30, 2015 from \$3.4 million for the three months ended September 30, 2014. This increase was primarily due to an increase in investment research costs of \$0.4 million and an increase in depreciation and amortization of \$0.3 million due primarily to intangibles acquired as part of the Jamison acquisition.

Nine Months Ended September 30, 2015 versus Nine Months Ended September 30, 2014

Total expenses increased by \$3.7 million, or 9.4%, to \$42.9 million for the nine months ended September 30, 2015 from \$39.2 million for the nine months ended September 30, 2014. This increase was primarily attributable to increases in compensation and benefits expense of \$2.3 million, as well as increases in general and administrative expenses of \$1.4 million.

Compensation and benefits expense increased by \$2.3 million, or 7.9%, to \$31.7 million for the nine months ended September 30, 2015 from \$29.4 million for the nine months ended September 30, 2014. The increase was primarily attributable to an increase in the accrual for partner incentive bonuses of \$1.1 million, an increase in benefits costs of \$0.3 million, an increase in accrued earnout payments related to the Richmond, VA office expansion of \$0.1 million and an increase in salaries expense of \$0.9 million as a result of both merit-based increases and increased headcount. This was partially offset by a decrease in equity-based compensation expense of \$0.1 million primarily as a result of lower levels of deferred equity units due to vesting in prior periods.



General and administrative expenses increased by \$1.4 million, or 13.8%, to \$11.2 million for the nine months ended September 30, 2015 from \$9.8 million for the nine months ended September 30, 2014. This increase was primarily due to an increase in professional fees of \$0.6 million related to the timing of audit expenses and increased legal fees as a result of the Jamison acquisition and the granting of restricted stock units, an increase in investment research costs of \$0.9 million due to decreased soft dollar costing, an increase in occupancy and related expenses of \$0.1 million, an increase in depreciation and amortization of \$0.2 million due primarily to intangibles acquired as part of the Jamison acquisition and an increase in travel and entertainment expenses of \$0.2 million. This was partially offset by a decrease in bad debt expense of \$0.2 million because we increased our reserve in 2014 due to higher revenue, a decrease in client reimbursements of \$0.1 million and a decrease in sub-advisory and referral fees of \$0.3 million as a result of lower sub-advisory revenue.

Other Income (Expense), Net

For the Three Months Ended September 30,  
2015 vs. 2014 2015 vs. 2014

(in thousands)	2015	2014	(\$)	(%)	
Other income, net	\$8	\$8	\$ —	0.0	%
Interest income	17	17	—	0.0	%
Interest expense	(77)	(113)	36	31.9	%
Total other (expense) income, net	\$(52)	\$(88)	\$ 36	40.9	%

For the Nine Months Ended September 30,  
2015 vs. 2014 2015 vs. 2014

(in thousands)	2015	2014	(\$)	(%)	
Other income, net	\$1,013	\$16	\$ 997	NM	
Interest income	54	53	1	1.9	%
Interest expense	(191)	(368)	177	48.1	%
Total other (expense) income, net	\$876	\$(299)	\$ 1,175	NM	

NM: Not Meaningful

Three Months Ended September 30, 2015 versus Three Months Ended September 30, 2014

Other income (expense), net increased by \$36.0 thousand to other income (expense), net of \$(52.0) thousand for the three months ended September 30, 2015 from other expense, net of \$(88.0) thousand for the three months ended September 30, 2014 due to a decrease in interest expense of \$36.0 thousand for the three months ended September 30, 2015 as compared to the prior year as a result of reduced borrowings under our credit facility and payments made on notes payable to former partners resulting in lower outstanding balances.

Nine Months Ended September 30, 2015 versus Nine Months Ended September 30, 2014

Other income (expense), net increased by \$1.2 million to other income (expense), net of \$0.9 million for the nine months ended September 30, 2015 from other expense, net of \$(0.3) million for the nine months ended September 30,

2014 primarily due to a \$1.0 million adjustment to the fair value of our tax receivable agreement liability as of September 30, 2015. The adjustment in fair value is the result in a reduction in future effective corporate tax rate in New York City as a result of a law change. The reduction in the future effective corporate tax rate will result in less tax benefits being recognized by the Company from future amortization reducing its liability pursuant to the tax receivable agreement. Interest expense decreased by \$0.2 million for the nine months ended September 30, 2015 as compared to the prior year as a result of reduced borrowings under our credit facility and payments made on notes payable to former partners resulting in lower outstanding balances.

#### Provision for Income Taxes

##### Three Months Ended September 30, 2015 versus Three Months Ended September 30, 2014

The provision for income taxes was \$1.4 million and \$1.5 million for the three months ended September 30, 2015 and 2014, respectively. The change was primarily the result of a decrease in deferred tax expense due to a discrete item recorded during the three months ended September 30, 2015 related to a reduction in future statutory corporate tax rates in New York State. Our provision for income taxes as a percentage of income before provision for income taxes for the three months ended September 30, 2015 and 2014 was 34.0% and 33.4%, respectively.

Nine Months Ended September 30, 2015 versus Nine Months Ended September 30, 2014

The provision for income taxes was \$5.0 million and \$4.3 million for the nine months ended September 30, 2015 and 2014, respectively. The change was a result of both the recognition of increased corporate income tax expense related to increased profitability for the nine months ended September 30, 2015 as compared with the comparable period in the prior year, and a decrease in deferred tax expense due to a discrete item recorded during the nine months ended September 30, 2015 related to a reduction in future statutory corporate tax rates in New York State. Our provision for income taxes as a percentage of income before provision for income taxes for the nine months ended September 30, 2015 and 2014 was 35.8% and 34.8%, respectively.

### Supplemental Non-GAAP Financial Information

To provide investors with additional insight, promote transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making, we supplement our condensed consolidated financial statements presented on a basis consistent with U.S. generally accepted accounting principles, or GAAP, with Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net Income, and Adjusted Earnings Per Share which are non-GAAP financial measures of earnings.

- EBITDA represents net income before provision for income taxes, interest income, interest expense, depreciation and amortization.
- We define Adjusted EBITDA as EBITDA without giving effect to the Delaware franchise tax, equity-based compensation expense, professional fees associated with acquisitions or financing transactions, gains on extinguishment of debt or other obligations related to acquisitions, impairment charges and losses on disposals or abandonment of assets and leaseholds, client reimbursements and fund redemption costs and severance and other similar expenses. We feel that it is important to management and investors to supplement our consolidated financial statements presented on a GAAP basis with Adjusted EBITDA, a non-GAAP financial measure of earnings, as this measure provides a perspective of recurring earnings of the Company.
- Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by total revenue.
- Adjusted Net Income represents recurring net income without giving effect to professional fees associated with acquisitions or financing transactions, losses on forgiveness of notes receivable from our principals, gains on extinguishment of debt or other obligations related to acquisitions, impairment charges and losses on disposals or abandonment of assets and leaseholds, client reimbursements and fund redemption costs, severance and other similar expenses. Furthermore, Adjusted Net Income includes income tax expense assuming a corporate rate of 40%.
- Adjusted Earnings Per Share represents Adjusted Net Income divided by the actual Class A and Class B shares outstanding as of the end of the reporting period for basic Adjusted Earnings Per Share, and to the extent dilutive, we add unvested deferred equity units, performance units and restricted stock units to the total shares outstanding to compute diluted Adjusted Earnings Per Share. As a result of our structure, which includes a non-controlling interest, we feel that it is important to management and investors to supplement our consolidated financial statements presented on a GAAP basis with Adjusted Earnings Per Share, a non-GAAP financial measure of earnings, as this measure provides a perspective of recurring earnings per share of the Company as a whole as opposed to being limited to our Class A common stock.

These adjustments, and the non-GAAP financial measures that are derived from them, provide supplemental information to analyze our operations between periods and over time. Investors should consider our non-GAAP financial measure in addition to, and not as a substitute for, financial measures prepared in accordance with GAAP.



The following tables contain reconciliations of net income to Adjusted EBITDA, Adjusted Net Income and Adjusted Earnings Per Share (amounts in thousands except per share amounts).

## Adjusted EBITDA

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Reconciliation of non-GAAP financial measure:				
Net income	\$ 2,783	\$ 2,923	\$ 8,920	\$ 7,962
Provision for income taxes	1,434	1,465	4,966	4,253
Delaware Franchise Tax	45	45	145	135
Interest expense	77	113	191	368
Interest income	(17 )	(29 )	(54 )	(53 )
Depreciation and amortization	758	507	1,677	1,489
Equity-based compensation	497	74	716	849
Other adjustments (A)	177	194	(473 )	378
Adjusted EBITDA	\$ 5,754	\$ 5,292	\$ 16,088	\$ 15,381
Adjusted EBITDA Margin	28.8 %	29.7 %	28.8 %	29.7 %

## Adjusted Net Income and Adjusted Earnings Per Share

Reconciliation of non-GAAP financial measure:				
Net income	\$ 2,783	\$ 2,923	\$ 8,920	\$ 7,962
GAAP Provision for income taxes	1,434	1,465	4,966	4,253
Delaware Franchise Tax	45	45	145	135
Other adjustments (A)	177	194	(473 )	378
Adjusted earnings before provision for income taxes	4,439	4,627	13,558	12,728
Adjusted provision for income taxes:				
Adjusted provision for income taxes (40% assumed tax rate)	(1,776 )	(1,851 )	(5,423 )	(5,091 )
Adjusted net income	\$ 2,663	\$ 2,776	\$ 8,135	\$ 7,637
Adjusted earnings per share/unit:				
Basic	\$ 0.21	\$ 0.23	\$ 0.64	\$ 0.62
Diluted	\$ 0.20	\$ 0.23	\$ 0.60	\$ 0.62

## Shares/units outstanding:

Basic Class A shares outstanding	7,913	7,658	7,913	7,658
Basic Class B shares/units outstanding	4,772	4,570	4,772	4,570
Total basic shares/units outstanding	12,685	12,228	12,685	12,228
Diluted Class A shares outstanding	7,913	7,658	7,913	7,658
Diluted Class B shares/units outstanding (B)	5,743	4,622	5,743	4,622
Total diluted shares/units outstanding	13,656	12,280	13,656	12,280



(A) Other adjustments consist of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Client reimbursement	\$ —	\$ —	\$—	\$ 125
Acquisition costs (a)	42	—	122	—
Non-acquisition expansion costs (b)	78	99	290	125
Severance	—	—	48	—
Other (c)	57	95	(933)	128
Total other adjustments	\$ 177	\$ 194	\$ (473)	\$ 378

(a) Reflects the legal fees associated with the Jamison Acquisition.

(b) Represents accrued earnout of \$78 and \$84 and professional fees of \$0 and \$15 for the three months ended September 30, 2015 and 2014, respectively, related to our Richmond, VA office expansion. Represents accrued earnout of \$221 and \$110 and professional fees of \$69 and \$15 for the nine months ended September 30, 2015 and 2014, respectively, related to our Richmond, VA office expansion.

(c) In the nine months ended September 30, 2015, represents professional fees of \$57 related to the initial award agreements of restricted stock unit grants and a true-up adjustment to our tax receivable agreement of (\$990). The adjustment in fair value is the result in a reduction in future effective corporate tax rate in New York City as a result of a law change. The reduction in the future effective corporate tax rate will result in less tax benefits being recognized by the Company from future amortization reducing its liability pursuant to the tax receivable agreement. In the nine months ended September 30, 2014, represents professional fees of \$78 related to our shelf registration filing and professional fees of \$50 related to the modification of partner redemption notes.

(B) Includes 4,911 and 52,188 unvested deferred equity units and 967 and 0 unvested restricted stock units as of September 30, 2015 and 2014, respectively. Also includes 0 and 90,959 conditionally issuable units that vest upon achievement of certain performance metrics, that would be issuable if September 30, 2015 and 2014, respectively, was the end of the contingency.

## Liquidity and Capital Resources

Historically, the working capital needs of our business have primarily been met through cash generated by our operations. We expect that our cash and liquidity requirements in the next twelve months will be met primarily through cash generated by our operations.

On June 24, 2013, the subsidiaries of Silvercrest L.P. entered into a \$15.0 million credit facility with City National Bank. The subsidiaries of Silvercrest L.P. are the borrowers under such facility and Silvercrest L.P. guarantees the obligations of its subsidiaries under the credit facility. The credit facility is secured by certain assets of Silvercrest L.P. and its subsidiaries. The credit facility consists of a \$7.5 million delayed draw term loan that matures on June 24, 2020 and a \$7.5 million revolving credit facility that matures on December 24, 2016. The loan bears interest at either (a) the higher of the prime rate plus a margin of 0.05 percentage points and 2.5% or (b) the LIBOR rate plus 3 percentage points, at the borrowers' option. On June 28, 2013, the borrowers borrowed \$7 million under the revolving credit facility to partially fund a \$10.0 million distribution that was made in July 2013 to the existing limited partners of Silvercrest L.P. prior to the closing of our initial public offering. As of September 30, 2015, \$0 was outstanding on the

revolving credit facility. As of September 30, 2015, no amount has been drawn on the term loan credit facility and the borrowers may draw up to the full amount of the term loan through June 25, 2018. Borrowings under the term loan on or prior to June 24, 2015 will be payable in twenty equal quarterly installments. Borrowings under the term loan after June 24, 2015 will be payable in equal quarterly installments through the maturity date. The credit facility contains restrictions on, among other things, (i) incurrence of additional debt, (ii) creating liens on certain assets, (iii) making certain investments, (iv) consolidating, merging or otherwise disposing of substantially all of our assets, (v) the sale of certain assets, and (vi) entering into transactions with affiliates. In addition, the credit facility contains certain financial covenants including a test on discretionary assets under management, maximum debt to EBITDA and a fixed charge coverage ratio. The credit facility contains customary events of default, including the occurrence of a change in control which includes a person or group of persons acting together acquiring more than 30% of total voting securities of Silvercrest. Any undrawn amounts under this facility would be available to fund future acquisitions or for working capital purposes, if needed. We were in compliance with the covenants under the credit facility as of September 30, 2015.

Our ongoing sources of cash will primarily consist of management fees and family office services fees, which are principally collected quarterly. We will primarily use cash flow from operations to pay compensation and related expenses, general and administrative expenses, income taxes, debt service, capital expenditures, distributions to Class B unit holders and dividends on shares of our Class A common stock.



Seasonality typically affects cash flow since the first quarter of each year includes as a source of cash, the prior year's annual performance fee payments, if any, from our various funds and external investment strategies and, as a use of cash, the prior fiscal year's incentive compensation. We believe that we have sufficient cash from our operations to fund our operations and commitments for the next twelve months.

The following table sets forth certain key financial data relating to our liquidity and capital resources as of September 30, 2015 and December 31, 2014.

	As of	
	September	December
(in thousands)	30, 2015	31, 2014
Cash and cash equivalents	\$26,080	\$ 30,820
Accounts receivable	\$4,003	\$ 4,534
Due from Silvercrest Funds	\$3,039	\$ 3,797

We anticipate that distributions to the limited partners of Silvercrest L.P. will continue to be a material use of our cash resources and will vary in amount and timing based on our operating results and dividend policy. We pay and intend to continue paying quarterly cash dividends to holders of our Class A common stock. We are a holding company and have no material assets other than our ownership of interests in Silvercrest L.P. As a result, we will depend upon distributions from Silvercrest L.P. to pay any dividends to our Class A stockholders. We expect to cause Silvercrest L.P. to make distributions to us in an amount sufficient to cover dividends, if any, declared by us. Our dividend policy has certain risks and limitations, particularly with respect to liquidity. Although we expect to pay dividends according to our dividend policy, we may not pay dividends according to our policy, or at all, if, among other things, we do not have the cash necessary to pay our intended dividends or our subsidiaries are prevented from making a distribution to us under the terms of our current credit facility or any future financing. To the extent we do not have cash on hand sufficient to pay dividends, we may decide not to pay dividends. By paying cash dividends rather than investing that cash in our future growth, we risk slowing the pace of our growth, or not having a sufficient amount of cash to fund our operations or unanticipated capital expenditures, should the need arise.

Our purchase of Class B units in Silvercrest L.P. that occurred concurrently with the consummation of our initial public offering, and the future exchanges of Class B units of Silvercrest L.P., are expected to result in increases in our share of the tax basis of the tangible and intangible assets of Silvercrest L.P. at the time of our acquisition and these future exchanges, which will increase the tax depreciation and amortization deductions that otherwise would not have been available to us. These increases in tax basis and tax depreciation and amortization deductions are expected to reduce the amount of tax that we would otherwise be required to pay in the future. In June 2013, we entered into a tax receivable agreement with the current principals of Silvercrest L.P. and any future employee-holders of Class B units pursuant to which we agreed to pay them 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that we actually realize as a result of these increases in tax basis and certain other tax benefits related to entering into the tax receivable agreement, including tax benefits attributable to payments thereunder. The timing of these payments is currently unknown. The payments to be made pursuant to the tax receivable agreement will be a liability of Silvercrest and not Silvercrest L.P., and thus this liability has been recorded as an "other liability" on our Condensed Consolidated Statement of Financial Condition. For purposes of the tax receivable agreement, cash savings in income tax will be computed by comparing our actual income tax liability to the amount of such taxes that we would have been required to pay had there been no increase in our share of the tax basis of the tangible and intangible assets of Silvercrest L.P.

The actual increase in tax basis, as well as the amount and timing of any payments under the tax receivable agreement, will vary depending upon a number of factors, including the timing of exchanges, the price of shares of our Class A common stock at the time of the exchange, the extent to which such exchanges are taxable, the amount and timing of our income and the tax rates then applicable. Nevertheless, we expect that as a result of the size of the increases in the tax basis of our tangible and intangible assets, the payments that we may make under the tax receivable agreement likely will be substantial. Assuming no material changes in the relevant tax law and that we earn sufficient taxable income to realize the full tax benefit of the increased depreciation and amortization of our assets, we expect that future payments to the selling principals of Silvercrest L.P. in respect of our purchase of Class B units from them will aggregate approximately \$15.8 million. Future payments to current principals of Silvercrest L.P. and future holders of Class B units in respect of subsequent exchanges would be in addition to these amounts and are expected to be substantial. We intend to fund required payments pursuant to the tax receivable agreement from the distributions received from Silvercrest L.P.

## Cash Flows

The following table sets forth our cash flows for the nine months ended September 30, 2015 and 2014. Operating activities consist of net income subject to adjustments for changes in operating assets and liabilities, depreciation, and equity-based compensation expense. Investing activities consist primarily of acquiring and selling property and equipment, and cash paid as part of business acquisitions. Financing activities consist primarily of contributions from partners, distributions to partners, dividends paid on Class A common stock, the issuance and payments on partner notes, other financings, and earnout payments related to business acquisitions.

(in thousands)	Nine Months Ended September 30,	
	2015	2014
Net cash provided by operating activities	\$9,047	\$10,869
Net cash used in investing activities	(3,888)	(1,581)
Net cash used in financing activities	(9,899)	(8,467)
Net change in cash	\$(4,740)	\$821

## Operating Activities

## Nine Months Ended September 30, 2015 versus Nine Months Ended September 30, 2014

For the nine months ended September 30, 2015 and 2014, operating activities provided \$9.0 million and \$10.9 million, respectively. This difference is primarily the result of increased payouts of accrued compensation of \$3.8 million, increased prepaid expenses and other assets of \$2.3 million due mainly to the timing of certain payments to vendors and an increase in taxes receivable, partially offset by increased net income of \$1.0 million, decreased accounts payable and accrued expenses of \$1.9 million due to the timing of certain payments to vendors and distributions received from investment funds of \$1.3 million.

## Investing Activities

## Nine Months Ended September 30, 2015 versus Nine Months Ended September 30, 2014

For the nine months ended September 30, 2015 and 2014, investing activities used \$3.9 million and \$1.6 million, respectively. The primary use of cash during the nine months ended September 30, 2015 was cash paid at the closing of the Jamison Acquisition of \$3.6 million. The primary use of cash during the nine months ended September 30, 2014 was an earnout payment of \$1.7 million related to the Marathon Capital Group, LLC acquisition. No investing activity-related earnout payments were made during the nine months ended September 30, 2015.

## Financing Activities

## Nine Months Ended September 30, 2015 versus Nine Months Ended September 30, 2014

For the nine months ended September 30, 2015 and 2014, financing activities used \$9.9 million and \$8.5 million, respectively. During the nine months ended September 30, 2015 and 2014, the Company paid dividends of \$2.8 million and \$2.7 million, respectively, to Class A shareholders. Distributions to partners increased during the nine months ended September 30, 2015 by \$0.3 million as compared to the previous year. During the nine months ended September 30, 2015, we made payments on notes payable of \$1.3 million, as compared with payments on notes

payable of \$0.4 million in the previous period. During the nine months ended September 30, 2014, redemptions of partners' interests totaled \$0.3 million, and we received payments from partners on notes receivable of \$0.7 million, as compared with payments from partners on notes receivable of \$0.5 million in the current period.

We anticipate that distributions to principals of Silvercrest L.P. will continue to be a material use of our cash resources, and will vary in amount and timing based on our operating results and dividend policy.

As described below, we have outstanding fixed rate notes payable to Jamison, Eaton & Wood, Inc. and its Principals, Ten-Sixty Asset Management LLC and Milbank related to the Jamison, Ten-Sixty and Milbank acquisitions, and variable rate notes issued to former principals to redeem units held by them under which we exercised our call right upon their termination.

The aggregate principal amount of the note related to the Ten-Sixty acquisition is payable in quarterly installments from March 31, 2015 through March 31, 2017 of \$0.1 million each.

As of September 30, 2015, \$0.6 million remained outstanding on the note payable related to the Ten-Sixty acquisition. The principal amount outstanding under this note bears interest at the rate of 5% per annum. There was no accrued but unpaid interest on the note payable related to the Ten-Sixty acquisition as of September 30, 2015.

As of December 31, 2014, \$0.9 million remained outstanding on the note payable related to the Ten-Sixty acquisition. There was no accrued but unpaid interest on the notes payable related to the Ten-Sixty acquisition as of December 31, 2014.

The aggregate principal amount of the notes related to the Milbank acquisition matures after one remaining annual principal installment payable on November 1, 2015 in the approximate amount of \$0.6 million together with all accrued and unpaid interest. The principal amount outstanding under this note bears interest at the rate of 5% per annum.

As of September 30, 2015, \$0.6 million remained outstanding on the notes payable related to the Milbank acquisition. Accrued but unpaid interest on the notes payable related to the Milbank acquisition was approximately \$26 thousand as of September 30, 2015.

As of December 31, 2014, \$0.6 million remained outstanding on the notes payable related to the Milbank acquisition. Accrued but unpaid interest on the notes payable related to the Milbank acquisition was approximately \$5 thousand as of December 31, 2014.

As of September 30, 2015 and December 31, 2014, nothing was outstanding on our revolving credit facility with City National Bank.

On June 3, 2013, we redeemed units from two of our former principals. In conjunction with this redemption, we issued promissory notes in an aggregate principal amount of approximately \$5.3 million, subject to downward adjustments to the extent of any breach by the holders of such notes. The principal amounts of the notes were originally payable in four equal annual installments on each of June 3, 2014, 2015, 2016 and 2017. The principal amount outstanding under these notes bear interest at the U.S. Prime Rate plus 1% in effect at the time payments are due. The June 3, 2014 payment was not made as it was being assessed as to whether the former principals had complied with the note covenants and whether any reduction to these notes should be made. In October 2014, certain reductions totaling \$1.7 million were agreed to based upon a review of the note covenants. As a result, the principal amounts of the notes of \$3.6 million became payable in four equal installments of approximately \$0.9 million on November 1, 2014, and on each of August 1, 2015, 2016 and 2017. The principal amounts outstanding under these notes bear interest at the U.S. Prime Rate plus 1% in effect at the time payments are due. As of September 30, 2015 and December 31, 2014, \$1.8 million and \$2.7 million remained outstanding on the notes and accrued but unpaid interest was approximately \$13.0 thousand and \$19.0 thousand, respectively.

On June 30, 2015, we issued promissory notes in an aggregate principal amount of approximately \$2.2 million in connection with the Jamison Acquisition. The principal amount outstanding under the notes bears interest at 5%. The principal amounts of the notes are payable in three equal installments of approximately \$722.0 thousand on each of June 30, 2016, 2017 and 2018. Accrued but unpaid interest on the notes payable related to the Jamison Acquisition was \$27.0 thousand as of September 30, 2015.

#### Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of September 30, 2015 or December 31, 2014.

#### Critical Accounting Policies and Estimates

There have been no changes to our critical accounting policies during the three months ended September 30, 2015 from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission on March 13, 2015.

#### Revenue Recognition

Investment advisory fees are typically billed quarterly in advance at the beginning of the quarter or in arrears after the end of the quarter, based on a contractual percentage of the assets managed. Family office services fees are also typically billed quarterly in advance at the beginning of the quarter or in arrears after the end of the quarter based on a contractual percentage of the assets managed or upon a contractually agreed-upon flat fee arrangement. Revenue is recognized on a ratable basis over the period in which services are performed.

We account for performance-based revenue in accordance with ASC 605-20-S99, Accounting for Management Fees Based on a Formula, by recognizing performance fees and allocations as revenue only when it is certain that the fee income is earned and payable pursuant to the relevant agreements. In certain arrangements, we are only entitled to receive performance fees and allocations when the return on assets under management exceeds certain benchmark returns or other performance targets. We record performance fees and allocations as a component of revenue.

Because the majority of our revenues are earned based on assets under management that have been determined using fair value methods and since market appreciation/depreciation has a significant impact on our revenue, we have presented our assets under management using the GAAP framework for measuring fair value. That framework provides a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs based on company assumptions (Level 3). A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the instrument's fair value measurement. The three levels within the fair value hierarchy are described as follows:

- Level 1—includes quoted prices (unadjusted) in active markets for identical instruments at the measurement date. The types of financial instruments included in Level 1 include unrestricted securities, including equities listed in active markets.
- Level 2—includes inputs other than quoted prices that are observable for the instruments, including quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or inputs other than quoted prices that are observable for the instruments. The type of financial instruments in this category include less liquid and restricted securities listed in active markets, securities traded in other than active markets, government and agency securities, and managed funds whose net asset value is based on observable inputs.
- Level 3—includes one or more significant unobservable inputs. Financial instruments that are included in this category include assets under management primarily comprised of investments in privately-held entities, limited partnerships, and other instruments where the fair value is based on unobservable inputs.

The table below summarizes the approximate amount of assets under management for the periods indicated for which fair value is measured based on Level 1, Level 2 and Level 3 inputs.

	Level 1	Level 2	Level 3	Total
	(in billions)			
September 30, 2015 AUM	\$ 11.8	\$ 3.4	\$ 2.4	\$ 17.6
December 31, 2014 AUM	\$ 11.7	\$ 3.7	\$ 2.5	\$ 17.9

As substantially all our assets under management are valued by independent pricing services based upon observable market prices or inputs, we believe market risk is the most significant risk underlying valuation of our assets under management, as discussed under the heading “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2014, which is accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov) and Item 3. “– Qualitative and Quantitative Disclosures Regarding Market Risk.”

The average value of our assets under management for the three and nine months ended September 30, 2015 was approximately \$17.8 billion and \$18.3 billion, respectively. Assuming a 10% increase or decrease in our average assets under management and the change being proportionately distributed over all our products, the value would increase or decrease by approximately \$1.8 billion for the three and nine months ended September 30, 2015, which would cause an annualized increase or decrease in revenues of approximately \$8.0 million and \$7.5 million for the three and nine months ended September 30, 2015, respectively, at a weighted average fee rate for the three and nine months ended September 30, 2015 of 0.45% and 0.46%, respectively.

The average value of our assets under management for the year ended December 31, 2014 was approximately \$16.8 billion. Assuming a 10% increase or decrease in our average assets under management and the change being proportionately distributed over all our products, the value would increase or decrease by approximately \$1.7 billion for the year ended December 31, 2014, which would cause an annualized increase or decrease in revenues of

approximately \$6.9 million for the year ended December 31, 2014, at a weighted average fee rate for the year ended December 31, 2014 of 0.41%.

#### Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standard Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers”, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers.” ASU No. 2014-09 will replace most existing revenue recognition guidance in U.S. GAAP. Originally, ASU No. 2014-09 was to become effective on January 1, 2017, but the effective date has been deferred for one year. Early application is permitted as of the original effective date. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that ASU No. 2014-09 will have on the Condensed Consolidated Financial Statements. We have not yet selected a transition method nor determined the effect of this standard on our ongoing financial reporting.



In June 2014, the FASB issued ASU No. 2014-12, “Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (“ASU No. 2014-12”).” ASU No. 2014-12 applies to all reporting entities that grant their employees share-based payments in which the terms of the award provide that a performance target that affects vesting could be achieved after the requisite service period. That is the case when an employee is eligible to retire or otherwise terminate employment before the end of the period in which a performance target could be achieved and still be eligible to vest in the award if and when the performance target is achieved. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period to be treated as a performance condition. A reporting entity should apply existing guidance ASC 718 as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant date fair value of the award. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been rendered. The adoption of this guidance, which is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, is not expected to have a material effect on our Condensed Consolidated Financial Statements.

In February 2015, the FASB issued ASU No. 2015-02, “Consolidation (ASC 810): Amendments to the Consolidation Analysis”. The amendments in this ASU modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, eliminate the presumption that a general partner should consolidate a limited partnership, affect the consolidation analysis of reporting entities that are involved with variable interest entities, and provide a scope exception from consolidation guidance for reporting entities with interest in certain investment funds. The amendments in this ASU are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. Early adoption, including adoption in an interim period, is permitted. We are evaluating the impact of the adoption of this guidance on our Condensed Consolidated Financial Statements.

In April 2015, the FASB issued ASU No. 2015-05, “Intangibles—Goodwill and Other— Internal-Use Software (Subtopic 350-40): Amendments to Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement.” The amendments in this ASU provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance will not change GAAP for a customer’s accounting for service contracts. The amendments in this ASU will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. We are evaluating the impact of adoption of this guidance on our Condensed Consolidated Financial Statements.

In June 2015, the FASB issued ASU No. 2015-10, “Technical Corrections and Improvements.” The amendments in this ASU will affect a wide variety of topics and represent changes to clarify GAAP, correct unintended application of guidance, or make minor improvements to GAAP that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. Transition guidance varies based on the amendments in this Update. The amendments in this ASU that require transition guidance are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. We are evaluating the impact of adoption of this guidance on our Condensed Consolidated Financial Statements.

In September 2015, the FASB issued ASU No. 2015-16, “Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments”, ASU No. 2015-16 would require an acquirer to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which

the adjustment amounts are determined. The acquirer must record in the financial statements for the same period, the effect on earnings of changes in depreciation, amortization or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. Entities must also present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. We are evaluating the impact of the adoption of this guidance on its Condensed Consolidated Financial Statements.

### Item 3. Qualitative and Quantitative Disclosures Regarding Market Risk

Our exposure to market risk is directly related to our role as investment adviser for the separate accounts we manage and the funds for which we act as sub-investment adviser. Most of our revenue for the three and nine months ended September 30, 2015 and 2014 was derived from advisory fees, which are typically based on the market value of assets under management. Accordingly, a decline in the prices of securities would cause our revenue and income to decline due to a decrease in the value of the assets we manage. In addition, such a decline could cause our clients to withdraw their funds in favor of investments offering higher returns or lower risk, which would cause our revenue and income to decline further. Due to the nature of our business, we believe that we do not face any material risk from inflation. Please see our discussion of market risks in “—Critical Accounting Policies and Estimates—Revenue Recognition” which is part of Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

### Item 4. Controls and Procedures

#### Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act of 1934, as amended) at September 30, 2015. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at September 30, 2015.

#### Internal Control over Financial Reporting

There were no changes in the Company’s internal control over financial reporting that occurred during the quarter ended September 30, 2015 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II.

Item 1. Legal Proceedings

We are, and will continue to be, subject to litigation from time to time in the ordinary course of business. Currently, there are no material legal proceedings pending or threatened against us.

Item 6. Exhibits

Exhibit Number	Description
3.1*	Second Amended and Restated Certificate of Incorporation of Silvercrest Asset Management Group Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
3.2*	Bylaws of Silvercrest Asset Management Group Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
4.1*	Specimen Stock Certificate for Shares of Class A Common Stock (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
4.2*	Exchange Agreement (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
4.3*	Resale and Registration Rights Agreement (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
4.4*	2012 Equity Incentive Plan (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
4.6*	Form of February 2010 Deferred Equity Unit Award Agreement (incorporated by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
10.1*	Form of Second Amended and Restated Limited Partnership Agreement of Silvercrest L.P. (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
10.2*	Tax Receivable Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
10.3*	Form of Indemnification Agreement with Directors (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 filed April 19, 2013).
10.5*	Credit agreement (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 filed June 25, 2013).
10.6*	Form of 2012 Equity Incentive Plan Class B Restricted Stock Unit Award Agreement. (incorporated by reference to Exhibit 10.6 to the Registrant's Form 10-Q filed on August 6, 2015)
31.1**	Certification of the Company's Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification of the Company's Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Edgar Filing: Silvercrest Asset Management Group Inc. - Form 10-Q

32.1\*\*\* Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2\*\*\* Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS\*\* XBRL Instance Document

101.SCH\*\* XBRL Taxonomy Extension Schema Document

101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase Document

\*Previously filed

\*\* Filed herewith

\*\*\*Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on November 5, 2015.

Silvercrest Asset Management Group Inc.

Date: November 5, 2015      By: /s/ Richard R. Hough III  
Richard R. Hough III  
Chairman, Chief Executive Officer and President  
(Principal Executive Officer)

Date: November 5, 2015      /s/ Scott A. Gerard  
Scott A. Gerard  
Chief Financial Officer  
(Principal Financial and Accounting Officer)