

Hilton Capital Management, LLC is registered with the Securities and Exchange Commission (SEC) as an **investment adviser** and not as a broker-dealer. Brokerage and investment advisory services and fees differ and it is important for you to understand these differences.

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides **educational materials** about **broker-dealers**, **investment advisers**, and **investing**.

What investment services and advice can you provide me?

- We offer investment advisory services to retail investors. We provide **direct investment management services** to clients with whom we directly enter into investment advisory agreements and **sub-advisory services** to clients who are introduced to us by third-party platform providers. In regards to those clients for whom we provide **direct investment management services**, we tailor our advisory services to the individual needs of such clients. Our **sub-advisory services** are described in our Form ADV Part 2A.
- We primarily allocate clients' assets among master limited partnerships, real estate investment trusts, individual debt and equity securities, collective investment vehicles (such as mutual funds and ETFs) and options in accordance with the investment objectives of the client. We also may provide advice about any type of investment held in clients' portfolios.
- In general we manage client assets on a **discretionary** basis where you place assets in a separate account and give us full discretion to invest or allocate the assets, subject to any guidelines, limitations or special instructions you specify in your agreement with us. In certain limited circumstances we also offer **non-discretionary** investment management services where we provide investment advice, but our clients make the ultimate decision regarding the purchase or sale of investments.
- As part of our standard service, we monitor client accounts as part of an ongoing process on a periodic basis.
- As a condition for starting and maintaining a relationship, we generally impose a **minimum account size of \$250,000**.

For additional information, please see Items 4, 7 and 13 of our [Form ADV Part 2A](#).

Example questions you might ask us to learn more:

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

What fees will I pay?

- Our fees are generally based on a **percentage of the market value of assets** we manage. Our **asset-based** investment management fees are generally deducted quarterly, in arrears, meaning that we debit client accounts directly based on the market value of the assets in the client account at the end of each quarter. The more assets that are in your account, the more you will pay in fees, and we may therefore have an incentive to encourage you to increase the assets in your account.
- **You will also pay various other fees and expenses** to others with respect to your account, including commissions and other transactional fees, charges imposed by custodians, brokers and other third-parties, and fees and expenses of mutual funds, ETFs, and third-party investment managers, as may be applicable to you.
- **You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.**

For additional information, please see Item 5 of our [Form ADV Part 2A](#).

Example questions:

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

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| <p>What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?</p> | <ul style="list-style-type: none">• When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.• We may receive client referrals from TD Ameritrade through our participation in TD Ameritrade AdvisorDirect; which raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. In order to obtain client referrals from TD Ameritrade, we may have an incentive to recommend to clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. We have agreed not to solicit clients referred to us through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when our fiduciary duties require doing so. We may also participate in arrangements similar to AdvisorDirect with other broker-dealers and custodial firms. <p>For additional information, please see Item 10 of our Form ADV Part 2A.</p> |
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Example questions:

- How might your conflicts of interest affect me, and how will you address them?

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| <p>How do your financial professionals make money?</p> | <ul style="list-style-type: none">• In general, our professionals receive salary and bonus or ownership distributions, which are not determined based upon products or services purchased by particular clients. In addition, certain relationship managers and sales professionals are compensated based on the amount of client assets that they attract to the firm. |
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| <p>Do you or your financial professionals have legal or disciplinary history?</p> | <ul style="list-style-type: none">• No, neither we nor our financial professionals have any legal or disciplinary history. Visit Investor.gov/CRS for a free and simple search tool to research us and our financial professionals. <p>For additional information, please see Item 9 of our Form ADV Part 2A.</p> |
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Example questions:

- As a financial professional, do you have any disciplinary history? For what type of conduct?

For additional information about our services, please see our [Form ADV Part 2A](#). If you would like additional, up-to-date information or a copy of this disclosure, please call (516) 693-5380.

Example questions:

- Who is my primary contact person? Is he or she a representative of an investment-adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?