

Item 1 Cover Page

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Primerica Freedom Portfolios

Wrap Fee Program Brochure

Form ADV Part 2A, Appendix 1

(as of March 30, 2012)

This Wrap Fee Program Brochure provides information about the qualifications and business practices of Lockwood Advisors, Inc. (“Lockwood”). If you have any questions about the contents of this brochure, please contact us at (484) 801-8836. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any other state securities authority.

Additional information about Lockwood is available at the SEC’s website www.adviserinfo.sec.gov. (Click on the link, select “Investment Adviser Firm” and type in “Lockwood Advisors”). Results will provide you with both Part 1 and 2 of Lockwood’s Form ADV.

Lockwood is a registered investment adviser with the SEC. SEC registration neither implies nor asserts that the SEC nor any state securities authority has approved or endorsed Lockwood or the contents of this disclosure. In addition, SEC registration does not carry any official imprimatur or indication Lockwood has attained a particular level of skill or training.

Item 2 Material Changes

Lockwood made the following material changes to this Wrap Fee Program Brochure (the “Brochure”) since the last Brochure dated May 31, 2011, as amended for certain changes November 4, 2011 and January 3, 2012. A summary of these material changes is shown below:

Item 4: We added information regarding (1) Lockwood’s policy regarding representative fees exceeding 2% and total fees exceeding 3% and (2) fees not included in the asset based fee.

Item 6: We (1) updated the information about our process for reviewing portfolio managers and investment vehicles and (2) added information about withdrawal requests, short settlement and global rebalancing.

Item 9: We added information about (1) any of the top ten institutional shareholders of The Bank of New York Mellon Corporation (“BNY Mellon”) that have certain business relationships with Lockwood; (2) the BNY Mellon Incentive Compensation Plan; (3) platform services and (4) mutual fund screening services.

Exhibit B: We added information about the risks associated with health sciences.

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Item 4 Services, Fees and Compensation

A. About Lockwood

Lockwood was organized in 1995 and opened for business in the summer of 1996. It is registered with the SEC as an investment adviser. In 2002, The Bank of New York Company, Inc. acquired Lockwood. Lockwood is now an indirect, wholly-owned subsidiary of BNY Mellon, a publicly-owned company. An affiliate of Lockwood, Pershing LLC (“Pershing”) is a SEC registered broker-dealer that is a member of the Financial Industry Regulatory Authority (“FINRA”), the Securities Investor Protection Corporation (“SIPC”) and the New York Stock Exchange (“NYSE”). Lockwood may delegate certain functions to its affiliate, the Pershing Managed Account Solutions division of Pershing (“PMAS”). Lockwood does not have any offices located outside of the United States. Lockwood may accept certain non-U.S. clients, in its sole discretion, in accordance with all applicable laws.

On July 1, 2010, BNY Mellon purchased PNC Global Investment Servicing Inc., the parent of PNC Managed Investments Inc. (“PNC Managed Investments”) (formerly ADVISORport, Inc.) from The PNC Financial Services Group, Inc. (the “Transaction”). In connection with the Transaction, PNC Managed Investments became a part of Lockwood. The transition to Lockwood was accomplished in two steps. At the closing of the Transaction, PNC Managed Investments transferred its advisory business to Lockwood and, in turn, Lockwood delegated to PNC Managed Investments certain operational activities in support of the advisory programs. For transitional purposes, PNC Managed Investments was renamed BNY Mellon Managed Investments Inc. (“BNYMMI”) on July 1, 2010 and was merged with and into Lockwood in 2011.

Lockwood provides services to financial institution customers, which are typically investment advisory firms (“Firms”), which are not affiliated with Lockwood. For such entities, Lockwood provides turnkey solutions designed to enable Firms to outsource activities, such as, generating investment proposals for their clients, maintaining client accounts and providing investment performance reporting. Client level advice is generally provided directly by employees, agents, affiliates or other delegated persons of a Firm (collectively, “Representatives”). The Firms and/or Representatives that use this solution create a menu of investment selections and services for their clients.

Lockwood acts in a co-sponsor capacity, structuring and tailoring menus of investment selections and services for your consideration. The tailored menus of investment selections and services may come from a variety of different asset management firms (“Portfolio Managers,” which may include Lockwood), which may include Lockwood, and Lockwood combines them to create menus of investment options or bundled investment solutions.

Lockwood contracts with the Firms to provide investment advisory services in connection with investment programs. The Firms, in turn, provide their clients, such as yourself and others who may be individuals, banks or thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations or business entities, access to Lockwood’s services, including research and investment programs.

This Brochure describes the Primerica Freedom Portfolios Program (the “Program”), a flexible mutual fund wrap program that Lockwood co-sponsors with PFS Investments Inc. (d/b/a Primerica Advisors) (“Primerica”), a dually registered investment adviser and broker-dealer.

In addition to co-sponsoring the Program with Primerica, Lockwood performs services in the following capacities:

- Acts as Portfolio Manager.
- Conducts due diligence on certain mutual funds for inclusion in the Program from a list of mutual fund families selected by Primerica.
- Writes reports on economic and financial market conditions.

In accordance with Rule 3a-4 under the Investment Company Act of 1940, as amended, Lockwood may contractually delegate certain administrative services to another party, including PMAS.

B. Primerica Freedom Portfolios

The Program offers a discretionary, multi-discipline flexible managed account product housed in a single portfolio. As detailed in your Client Agreement, Lockwood co-sponsors the Program with Primerica and serves as Portfolio Manager. As Portfolio Manager, Lockwood makes investment decisions regarding asset allocation and investment selections and screens a selection of mutual funds for inclusion in the Program from a list of mutual fund families chosen by Primerica. This process is described in more detail in Item 6 of this Brochure.

Your Representative may give you an investment questionnaire to collect financial information from you, so he or she can assist you in establishing appropriate investment goals, objectives and an investment proposal for your investment portfolio(s) (“Investment Questionnaires”). In general, once you and your Representative determine which program(s) and investment choices best suit your needs, the Representative submits the necessary paperwork to Lockwood and/or Primerica, as applicable. You, Primerica and Lockwood enter into a Client Agreement.

It is your responsibility to inform your Representative if you have any changes in your financial circumstances. You and your Representative will then determine if the changes affect the suitability of your current investments. It is also your responsibility to tell your Representative if you wish to change or impose any new restrictions or objectives regarding the management of your account. Quarterly, Primerica, through your account statements, will remind you of your duty to contact your Representative regarding any changes you want to make. At least once a year, Primerica or its designee will pursue all reasonable means to contact you to determine if there have been any changes in your financial situation or investment objectives, and whether you wish to change your existing instructions or impose any new instructions regarding the management of your account.

As detailed in your Client Agreement, the qualified custodian for your Program account is Primerica’s affiliate, Primerica Shareholder Services (“PSS”), and PSS is responsible for holding book-entry shares of all mutual funds in your account and will process all purchases, redemptions and other transfer of shares. PSS is also responsible for sending you quarterly account statements and confirmations of all transactions, unless you elect to suppress confirmations. PSS has engaged BNY Mellon Investment Servicing (US) Inc., an affiliate of Lockwood, to perform certain administrative, record-keeping, and shareholder servicing functions on behalf of PSS.

The Program is available for a fee that is a percentage of your total assets under management. Generally, the fee covers the services of:

- Lockwood;
- Primerica;
- Custodian; and
- Representative.

Lockwood receives compensation for the services it performs, which may include strategic asset allocation suggestions, investment style allocation, progress reports, rebalancing suggestions, document processing, operational systems support, Client level consulting services, and administrative services.

C. Fees

You will pay one fee (“Program Fee”) for the combined advisory services of Lockwood, Primerica and your Representative, and any clearing, custody and processing costs associated with transactions effected at the custodian.

The Program Fee is calculated as a percentage of assets under advisement and will vary depending upon the size of your account. The Program Fee is based on the total assets in your account, including any portion of the account maintained in cash (and/or short-term investments including, but not limited to, money market funds).

Fees are billed at the end of the month that you open and fund your account and monthly thereafter, as more fully described in sub-section 1, below. A portion of this Program Fee is paid to each of Lockwood, Primerica and your

Representative for their respective services according to their applicable fee schedule. The custodian debits your account for the fees charged by Lockwood, Primerica, your Representative and the custodian. You may pay more or less for services at Lockwood than you would if you purchased similar services separately from other providers.

The Program Fee for accounts is not generally negotiable and is set forth below:

Program Fee Schedule

Average Daily Value of Assets [1]	Annual Gross Program Fee* [2]	Less Credit for Estimated Revenue to be Received by Primerica from Program Funds [3]	Annual Net Program Fee [4]
First \$250,000	2.98%	1.48%	1.50%
Next \$250,000 or portion thereof	2.83%	1.48%	1.35%
Next \$250,000 or portion thereof	2.68%	1.48%	1.20%
Next \$250,000 or portion thereof	2.53%	1.48%	1.05%
Above \$1,000,000	2.38%	1.48%	0.90%

* There may be other costs assessed which are not included in the Program Fee described above, such as fees, expenses and charges levied by mutual funds, money market mutual funds, exchange fees, transfer taxes, any fees imposed by the SEC, electronic fund and wire transfer fees, returned checks or drafts, express mail fees, costs associated with temporary investment of your funds in a cash management account, trust service charges and other charges mandated by law. With respect to a mutual fund company's fees and expenses, including Rule 12b-1 fees, you should read the mutual fund prospectus carefully.

The Annual Gross Program Fee ("Gross Program Fee") shown in column 2 of the Fee Schedule is the fee to participate in the Program. Primerica offsets against the Gross Program Fee a credit for the maximum annual compensation it and its affiliates could receive from the mutual funds included in the Program in connection with an investment in the Program. That credit amount of 1.48% (the "Credit"), which is shown in column 3 above, is subtracted from the Gross Program Fee, at each asset level, to arrive at the Annual Net Program Fee ("Program Fee or Fee") shown in column 4. The Program Fee is the annual fee you pay for the investment advice and other services provided by the Program.

At the end of each quarter, if Primerica determines that it received compensation from the Program Funds on any IRA account (or other account that is subject to Internal Revenue Code §4975 or the Employee Retirement Income Security Act of 1974, as amended ("ERISA")) that is more than the amount of the Credit shown above, then Primerica will credit-back to such Account the amount of the additional compensation in the following quarter. All such credits will be applied

to the money market fund held in the Account. Primerica will not provide a credit for non-IRA accounts and other accounts that are not subject to either IRC §4975 or ERISA.

As primary sponsor of the Program, Primerica is solely responsible for the Program Fee and the determination of the Credit. Lockwood does not receive compensation from the mutual funds included in the Program and is not involved in Primerica's calculation of the Credit. For more information on the compensation received by Primerica and its affiliates that results in the Credit shown above, see your Client Agreement or Primerica's ADV, Part 2, wrap fee program brochure (the "Primerica Brochure").

Please note that the Credit is applied prior to billing and your account statement will only reflect the Program Fee that is deducted from your account.

Your custodian may assess additional charges for transactions executed other than at your custodian.

In addition to the Program Fee, Primerica, the custodian, and other parties engaged by them or by you, may charge you additional miscellaneous fees (e.g, IRA maintenance fees and termination fees). For additional information on your fees, you should refer to your Client Agreement and the Primerica Brochure.

1. Determining the Total Market Value of Your Account for Payment of Program Fee

The total market value of your account as determined for purposes of payment of the Program Fee is established as follows:

For administrative purposes, the monthly billing cycle begins on the second to last business day of each month and ends on the third to last business day of the following month. On the first day of each monthly billing cycle, the custodian will calculate and assess the fees due for the prior billing cycle.

You pay an initial fee at the end of the monthly billing cycle of the month in which the custodian receives the initial assets for your account. This initial fee will be based on your custodian's record of the average daily value of your assets over that same period.

After the initial billing period, you pay the monthly Program Fee at the beginning of each monthly billing cycle for the previous month based on your custodian's records of the average daily value of your assets in the Program over the prior month.

For administrative purposes, your fee assessment will appear as two entries on your custodial statement, which, when totaled, will equal the applicable Program Fee.

Lockwood's portion of the fee is calculated based on the total assets in the Program. This is known as an "institutional fee." Lockwood's fee percentage may decrease as the total amount of assets with Primerica increases. This will not affect the calculation of your Program Fee.

You may terminate your accounts at any time, in which case, fees will be prorated from the start of the current billing period through the termination date; the fee will be deducted from the liquidation proceeds.

Lockwood may, at its sole discretion, terminate your account, subject to the terms of your Client Agreement. After such termination, Lockwood shall not be liable to you for any loss incurred by you.

2. Other Compensation of Primerica and Representatives

Lockwood maintains a contractual relationship with Primerica. Primerica utilizes the services provided by Lockwood to assist you in asset allocation modeling and asset selection. You are made aware of such contractual relationship at the time you enter into an agreement with Lockwood and Primerica. Primerica and Representatives recommending the

Program described in this Brochure may receive compensation as a result of your participation in this Program. The amount of this compensation may be more than what Primerica or a Representative would receive should you participate in other programs offered by Primerica and/or a Representative or if you paid separately for investment advice, brokerage, and other services.

In addition, Primerica receives compensation from certain of the mutual funds available through the Program in the form of Rule 12b-1 fees and marketing and support payments paid by certain of the investment managers to such funds. Additionally, Primerica's affiliate, the custodian, performs shareholder servicing, bookkeeping, administrative and other services with respect to each of the funds, and receives fees for such services. Information about compensation for such 12b-1, marketing, administrative and other services can be found in each fund's prospectus. To address the conflicts of interest these payments may present, Primerica, in determining the Program Fee, has provided a Credit equal to the maximum annual compensation it and its affiliates could receive from the funds in connection with an investment in the Program. For more information on services offered, and fees charged, by Primerica and your Representative, you should review the Primerica Brochure and your Client Agreement.

3. Fee Forgiveness/Waiver by Primerica

Primerica may offer a limited waiver of the Program Fee for certain existing Primerica customers. For more information on this limited waiver, see the Primerica Brochure and your Client Agreement.

4. Program Funds Serviced by an Affiliate of Lockwood

Assets in the Program are invested in shares of mutual funds for which an affiliate of Lockwood ("Lockwood Affiliate") performs certain administrative services and receives servicing or other fees for such services ("Fund Service Fees") that are separate and distinct from the fees that Lockwood receives pursuant to this Agreement. Information about Fund Service Fees can be found in the prospectus and/or annual report for such funds.

D. Class Actions and Other Litigation

It is Lockwood's policy that it does not advise, initiate or take any other action on your behalf relating to securities held in your account managed by Lockwood in any legal proceeding (including, without limitation, class actions, class action settlements and bankruptcies). Lockwood does not file proofs of claim relating to securities held in your account and does not notify you or your custodian of class action settlements or bankruptcies relating in any way to such account. You should consult with the custodian and other service providers to verify such coverage.

E. Review of Consultant Fees Exceeding 2% and Total Fees Exceeding 3%

Lockwood carefully reviews fees in order to comply with the SEC staff's position regarding investment advisory fees. See SEC reply to No-Action Request, John G. Kinnard & Co. Inc. (October 30, 1973) and SEC reply to No-Action Request, Consultant Publications, Inc., (December 30, 1974). Lockwood has implemented a procedure to identify individual Representative fees that exceed 2% and total fees that exceed 3%. If there are any exceptions, Lockwood will request additional information from the Representative and the Firm.

F. Fees Not Included in the Asset Based Fee or Program Fee

There may be other costs assessed which are not included in the Program Fee, such as fees, expenses and charges levied by mutual funds and money market funds. In addition, there may be fees charged by the custodian that are not included in your Asset Based Fee or Program Fee, such as costs associated with the purchase and sale of certain mutual funds and other similar securities held in your account, exchange fees, transfer taxes, any fees imposed by the SEC, electronic fund and wire transfers, costs associated with temporary investment of your funds in a cash management account, trust services charges, annual IRA custodial fees, termination fees, custodial fees associated with special circumstances or events, such as transfer on death, returned check fees and other charges mandated by law.

Item 5 Account Requirements and Types of Clients

A. Types of Clients

Lockwood's clients may include institutions such as financial services firms, investment management firms, insurance companies, other registered investment advisers, broker-dealers, and banks whose investor clients may consist of individuals, banks or thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations and corporations or business entities. In addition, Lockwood may provide mutual fund selection services in connection with mutual fund wrap programs that are not sponsored by Lockwood to BNY Mellon Investment Servicing Trust Company, formerly PFPC Trust Company ("BNYMTC"), and its clients may consist of individuals and institutions.

B. Account Minimum Requirements

The minimum account size for each Program account is \$25,000 ("Minimum Investment").

Should your account fail to meet the Minimum Investment amount during the life of your account, Lockwood and Primerica, as applicable, may take steps to suspend or terminate your advisory account pursuant to the terms of your Client Agreement. If either Lockwood or Primerica closes your advisory account, Primerica will, in its sole discretion, choose among the following three options: (i) your account may be liquidated, with proceeds sent to you; (ii) assets in your account may be moved to another wrap model designed with an investment minimum below \$25,000; or (iii) assets in your account may be moved to an appropriate investment available through Primerica's broker-dealer.

C. Firm/Representative Requirement

Lockwood's services are offered to investors only through Firms such as financial advisors, financial planners, certified public accountants, broker-dealers, registered investment advisers and investment consultants. These Firms or their Representatives consult with you and provide advice to you. Representatives are not employees of Lockwood, but are independent or employed by Firms not affiliated with Lockwood.

For purposes of the Program in this Brochure, Lockwood's services are offered to investors only through Primerica and its Representatives.

D. U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") Sanctions Program

In compliance with the OFAC sanctions program, Lockwood or its designee will check to verify that your name does not appear on OFAC's "Specifically Designated Nationals and Blocked Persons" List ("SDN List"). Your name will also be checked to verify that you are not from, or engaging in transactions with people or entities from, embargoed countries and regions published on the OFAC Web Site. Lockwood or its agent may access these lists through various software programs to conduct these searches in a timely and accurate manner. Lockwood or its designee will also review existing accounts against these lists when they are updated.

In the event Lockwood or its designee determines a client, or someone with or for whom the client is transacting, is on the SDN List, or is from or engaging in transactions with a person or entity located in an embargoed country or region, Lockwood will immediately contact Lockwood's Anti-Money Laundering and OFAC compliance group to determine the proper course of action, which may include: rejecting the transaction and/or blocking the client's assets; and, filing a blocked assets and/or rejected transaction form with OFAC.

E. Unfunded Account Termination

If your account has a zero balance for more than six months, Lockwood may terminate your advisory account in our systems. Once an advisory account has been terminated, funding of the account at the custodian will no longer be recognized by Lockwood. Lockwood will not be held responsible for account trading delays that may result. Further, Lockwood will not provide any communications to you or your Representative regarding terminated advisory accounts.

It is recommended that if you have a terminated account, you contact your Representative. You should notify your Representative if you wish to keep an account open for future funding. If you wish to reopen a terminated advisory account, you should contact your Representative. New account paperwork may be required and other procedures for reactivating the account must be followed. Please contact your Representative to find out about Primerica's and PSS's unfunded account termination policy.

F. Collateral Accounts

If an account is pledged as collateral for a loan and if the lender has initiated a liquidation of securities in the account pursuant to the terms of the collateral agreement, the account may not be invested in accordance with the model portfolio and/or your investment objective for a period of time.

G. Securities Transferred Into a Program

Accounts may only be funded via check, wire ACH or transfer of asset request from a current custodian.

Item 6 Fund Selection and Evaluation

A. Lockwood as Sponsor

As the sponsor or co-sponsor of managed account programs, Lockwood evaluates Portfolio Managers and model managers for inclusion in various managed account programs. Depending upon the particular program, Lockwood's review process may differ, as described below. Lockwood works with its affiliate, BNY Mellon, in reviewing and researching Portfolio Managers and model managers.

In certain programs (Managed Account Link, Managed Account Advisor and co-sponsored programs), Lockwood provides its clients with a list of covered Portfolio Managers and model managers ("Covered Managers"). In determining which Portfolio Managers are selected for coverage, Lockwood utilizes a preliminary screening process involving a variety of criteria, such as, assets under management, personnel, registration, disclosures and regulatory history. If the preliminary screen is successful, the next phase of the analysis includes a review of a range of quantitative criteria (relating to performance and portfolios reviews) and qualitative criteria (relating to such items as the investment team, philosophy and process, capacity and structure). Lockwood also relies on information regarding the Portfolio Managers from the following types of sources: Covered Manager's website, publicly available sources, regulator websites, commercially available databases and in person meetings. The criteria employed for each Portfolio Manager may not be identical and instead, is typically based on the nature of the Portfolio Manager's portfolios and investment philosophy.

The analysis of each Portfolio Manager and model manager is prepared by Lockwood personnel and presented to Lockwood's Investment Advisory Committee for review. Portfolio Managers and model managers which are chosen as Covered Managers are approved in each instance by Lockwood's Investment Advisory Committee. Once selected for inclusion as a Covered Manager, Lockwood personnel engage in on-going due diligence and continuing evaluation of the Portfolio Manager or the model manager's appropriateness for a particular program.

In certain programs (Managed Account Link and Managed Account Advisor), Lockwood may, as an accommodation, permit certain Portfolio Managers which are not covered ("Non-Covered Managers") to be accessible to clients. In its contract with clients, Lockwood and the client agree that Lockwood is not responsible for determining the suitability of this Portfolio Manager, rather, the client and the client's financial adviser assume the responsibility for that determination. Lockwood may, in its sole discretion, conduct initial and on-going due diligence on a Non-Covered Manager.

In addition, the programs referenced above, Lockwood offers the Lockwood Sponsored Program which is an open architecture, separately managed account program. In this program, Lockwood, as sponsor, conducts an initial baseline due diligence (similar to the preliminary screening process described above) on each Portfolio Manager offered in the program and on-going review. In effect, this program allows the client and the client's financial consultant to select the Portfolio Managers which they believe are appropriate for the client. Lockwood makes no representation as to whether

Portfolio Managers are suitable for you. In the Lockwood Sponsored Program, the client and the client's Representative and Firm are responsible for determining the client's asset allocation, investment objectives, risk tolerance and time horizon. In all cases, the Portfolio Manager selected has discretion over the client's assets. With respect to all Portfolio Managers offered in the Lockwood Sponsored Program, Lockwood retains the ability to hire and fire any Portfolio Manager. Lockwood may, with the appropriate disclosure, offer affiliated Portfolio Managers in the Lockwood Sponsored Program.

With respect to all Portfolio Managers and model managers (regardless of the program), Lockwood employs the preliminary screening process described above, and the attendant criteria. Lockwood exercises its discretion with respect to the amount and type of additional research conducted. Lockwood reserves the right to terminate any Portfolio Manager or model manager, at any time, in Lockwood's sole discretion.

You should be familiar with the specific program you are contracted for and understand the level of diligence which is performed on the Portfolio Managers or model managers in the program.

B. Lockwood as Portfolio Manager

In Lockwood's role as the money manager for its proprietary products (LIS, LAAP and AFP, as each is described herein) and for other products offered in co-sponsored programs (mutual fund wrap, UMA), Lockwood evaluates Portfolio Managers as subadvisors in a UMA; pooled investment vehicles such as mutual funds and ETFs and other investment vehicles for inclusion in these managed products. Lockwood works with its affiliate, BNY Mellon, to identify, evaluate and implement these products, as well as in the on-going maintenance of these products. In evaluating Portfolio Managers for inclusion as a subadvisor in a UMA, Lockwood uses the screening process described above for Covered Managers.

With respect to mutual funds, Lockwood uses a screening process to evaluate mutual funds. The criteria employed in the screening may vary depending on a variety of factors, but can include a range of criteria including analysis of the particular investment style, evaluation of the portfolio management team, performance criteria, costs associated with the fund, to name a few. With respect to ETFs, Lockwood uses a comparable screening process where the factors considered include, but are not limited to, the tracked index or benchmark, performance, comparables, personnel and content of the particular ETF.

In each case, the inclusion of these various investment vehicles in a managed product is reviewed and approved by Lockwood's Investment Advisory Committee. Similarly, Lockwood may replace any of these investment vehicles, at its discretion, at any time. In certain co-sponsored programs, Lockwood's co-sponsor may have input into the universe of investment vehicles used.

C. Description of Portfolios

In addition to being co-sponsor of the Program, Lockwood serves as Portfolio Manager. Information about the risks associated with specific investment selections are contained in Exhibit A and you should review them in detail.

The five asset allocation models (each a "Portfolio") available in the Program are as follows:

Freedom 20 Portfolio: Current Income

Freedom 40 Portfolio: Conservative Growth

Freedom 60 Portfolio: Moderate Growth

Freedom 80 Portfolio: Growth

Freedom 100 Portfolio: Aggressive Growth

The five Portfolios represent various levels of risk and return. The Freedom 20 Portfolio is the most conservative and the Freedom 100 Portfolio is the most aggressive.

The five Portfolios hold mutual funds that offer exposure to broad asset classes, such as stocks and bonds. Each asset class is intended to contribute to the overall investment objective of the respective Portfolios.

Freedom 20 Portfolio

Lockwood designed the Freedom 20 Portfolio to seek to preserve asset values and produce current income (dividends and interest). The Portfolio is comprised of a diversified mix of assets that includes majority exposure to high-quality fixed income assets with the remaining allocation to U.S. equity and equity-like strategies.

Freedom 40 Portfolio

Lockwood designed the Freedom 40 Portfolio to seek to provide current income (dividends and interest) and modest growth of capital. The Portfolio is comprised of a diversified mix of bonds and stocks, including a majority exposure to high-quality fixed income assets, with the remaining allocation to U.S. equity and equity-like strategies.

Freedom 60 Portfolio

Lockwood designed the Freedom 60 Portfolio to seek to provide both moderate long-term growth of capital and moderate generation of current income (dividends and interest). The Portfolio is comprised of allocations to bonds and equities, with a slight emphasis to a diversified mix of global equity and equity-like strategies.

Freedom 80 Portfolio

Lockwood designed the Freedom 80 Portfolio to seek to provide both long-term growth of capital and modest generation of current income (dividends and interest). The Portfolio is comprised of a diversified mix of bonds and stocks, with an emphasis on diversified global equity and equity-like strategies.

Freedom 100 Portfolio

Lockwood designed the Freedom 100 Portfolio to seek to provide long-term growth of capital. The Portfolio is comprised of a diversified mix of global equity and equity-like strategies, including allocations to U.S. large-, mid- and small-cap equity, and international markets.

Each of the Portfolios contains specific investment selections. You and your Representative are responsible for selecting the appropriate Portfolio for you.

Primerica provides Lockwood with a specific fund universe from which to select the mutual funds to be used as investment selections within each of the Portfolios. Lockwood selects from the fund universe by analyzing the mutual funds using a variety of quantitative and qualitative analyses and screening techniques.

Lockwood makes available research reports relating to the investment selections within the Portfolios and prepared by Morningstar, Inc.

For each investment selection within a Portfolio, Lockwood identifies several options from which you and your Representative may choose. Within each Portfolio, there will be primary investment selections ("Primary Selections") and alternate investment selections ("Alternate Selections") from which you and your Representative may choose.

Lockwood will implement certain updates and changes to the Portfolios ("Portfolio Updates") throughout the life of your account. You have given Lockwood the discretion to make trades in your account for Portfolio Updates. You are responsible for reviewing all such Portfolio Updates with your Representative. When Lockwood performs a Portfolio

Update, Lockwood may replace one investment vehicle with another and/or change the asset allocation of the Portfolio. When Lockwood replaces a Primary Selection or an Alternate Selection, Lockwood will select the replacement fund, authorize the fund swap, and then notify Primerica.

At any time and in Lockwood's sole discretion, Lockwood may reclassify a Primary Selection as an Alternate Selection. In the event that a Primary Selection is reclassified as an Alternative Selection or eliminated from a Portfolio altogether, all existing accounts holding that Primary Selection may default to the new Primary Selection. In the event that Lockwood removes one of the Alternate Selections, affected accounts will default to either the Primary Selection or another, available Alternate Selection, as determined by Lockwood.

If you select both Primary Selections and Alternate Selections to complete a Portfolio, the mixture of Primary Selections and Alternate Selections may result in changes to the weightings within a model Portfolio's asset allocation.

Certain asset classes may contain only Primary Selections. Alternate Selections will not be made available in those cases, in Lockwood's sole discretion.

Lockwood, in its sole discretion, may rebalance your account in such instances as it believes are in your best interests. Lockwood compares each account to the selected Portfolio on a monthly and as-needed basis and rebalances your account as the circumstances warrant. In addition, Lockwood monitors your account's cash allocation daily.

Because Lockwood is both a co-sponsor and Portfolio Manager, Lockwood does not perform a separate analysis of its management, as it would do for an independent Portfolio Manager. Lockwood determines suitability at the account level according to the Portfolio expectations. If a Portfolio does not perform according to expectations, Lockwood may adjust the Portfolio.

Lockwood will not use its discretionary authority to engage in market timing transactions, such as increasing cash or bond holdings in anticipation of a down-turn in equities.

D. Methods of Analysis, Sources of Information, and Investment Strategies

One of the main methods of analysis and sources of information is the proprietary due diligence conducted in-house by Lockwood's Research Department. For mutual funds Lockwood relies primarily on quantitative analysis of available industry data and analysis on the mutual fund's portfolio manager and may not conduct face-to-face portfolio manager meetings or quarterly conference calls for these investment choices. However, for those mutual funds for which Lockwood controls what it views as a significant share of the mutual fund's assets, Lockwood may, at its discretion, conduct additional due diligence. In addition, Lockwood may review regulatory filings, as well as analysis and statistics written or compiled by government agencies, trade groups or professional associations. Lockwood may engage a third-party firm to assist Lockwood in its due diligence efforts.

Lockwood's investment strategies are described in Section C.

E. Performance Standards

1. Risks of Reported Performance

When evaluating performance, Lockwood believes you should consider the risks inherent with investing in any one asset class or style.

Your individual returns will be reduced by advisory and program fees. Because fees are deducted periodically, the compounding effect will be to increase the impact of fee deductions by an amount directly related to the gross account performance. For example, a 3% annual fee deducted monthly (.25%) from an account with a 10 year annualized growth rate of 8.6% will produce a net result of 5.39%. Actual results will vary from this example.

The performance data you will receive represents past performance and does not guarantee future results. Actual account performance may be lower or higher than the generic performance data reported in marketing material. The investment return and principal value of an investment will fluctuate, so that your shares, when redeemed, may be worth more or less than their original cost.

Lockwood does not provide performance reports or calculations on non-U.S. securities or non-U.S. currencies.

2. Portfolio Performance

The performance data provided for the Portfolios is based on the performance of a model portfolio. Model performance has inherent limitations and does not represent the results of actual trading of your assets. Returns are based upon the primary investment selections for each Portfolio and assume the portfolio is rebalanced monthly. Performance is calculated using a time-weighted rate of return, and returns for periods of one year or longer are annualized.

The model performance represents historical gross performance with no deduction for advisory or program fees, assumes the reinvestment of dividends, capital gains, and any other earnings plus capital appreciation, and is net of transaction costs. Returns of the underlying funds within each Portfolio are based on changes in net asset value and are net of fund expenses, including management fees and any transaction costs incurred by the fund.

It is important to note that the performance of your portfolio will not necessarily match the performance of the model Portfolio due to differences in the weightings of the individual holdings, security substitutions, and the effects of periodic rebalancing. In addition, these model results do not take into account timing differences between the model selections and the purchases or sales that were or would have been made based on those selections by you. Due to the range of investment vehicle selections in the Program, your account's performance may differ substantially from model performance.

F. Brokerage Practices

1. Soft Dollars

Lockwood currently does not use soft dollar research or services. In the event Lockwood should begin to use soft dollar research or services, then Lockwood would make a good faith determination of the value of the research product or service in relation to the commissions paid. Lockwood would pay particular attention to the fact that any benefit must be advantageous to clients.

2. Trade Aggregation

Lockwood delegates certain operational functions to affiliates, including trade order entry, with respect to accounts managed by Lockwood. As a result, the timing of trading among different programs may, and often does, differ.

Lockwood maintains "omnibus/average price accounts" at each of the custodians for the trades in Lockwood's accounts. Multiple accounts are combined into one "trading block" for each custodian. The trades are aggregated in the same trading block so that all accounts within that trading block will receive the same price for execution based on the average price for the block.

3. Withdrawal Requests - Short Settlement and Global Rebalancing

When you request a cash withdrawal from your account, Lockwood must first sell some of the securities in your account to raise the cash you requested. After an equity security is sold, it may take up to three (3) business days before the trade settles and the cash proceeds are in your account or distributed directly to you. In some cases, Lockwood may be able to request a "short settlement" and have the trade settled in one (1) business day. Please note, however, that you will incur additional costs to have a short settlement effected. In addition, certain mutual funds do not permit next day settlement requests even though most open-ended mutual fund trades settle in one (1) business day.

Periodically, Lockwood rebalances a portion of the portfolio or the entire portfolio (each, a “Global Rebalance”). During a Global Rebalance, if there is a cash balance in the portfolio, the cash may not be available to be withdrawn. Lockwood performs its trading analysis based on trade date, not settlement date, so cash may appear to be available to you when it is not available during such a Global Rebalance.

For example, Lockwood sends an order to sell a security and buy another security. The mutual fund sale raises \$10,000 and the new security is purchased for the same amount. The sale may settle the next business day, but the new security may not settle for three (3) more business days. If you request a withdrawal and take the cash in the strategy after the sale of the security, but before the new security buy settles, it will result in a negative balance. In addition, there are times when it will take more than one (1) day to complete the trading required for a Global Rebalance and cash may appear to be available to you at times when it is not available.

If you wish to make a withdrawal or some other change, such as a model change, style change, etc., Lockwood cannot process this request on shares that have not settled, because the client does not own them yet. This would constitute a violation called “freeriding,” which is not permitted under the Federal Reserve Board’s Regulation T and the custodian may be required to prohibit trading in the client’s account for 90 days.

You should consult with your tax advisor and Representative on these issues prior to requesting a withdrawal from your Program account.

G. Potential Conflicts of Interest Relating to Lockwood Managed Accounts

Because Lockwood acts as both co-sponsor and Portfolio Manager in the Program, there is the potential for a conflict of interest. Lockwood relies on you and your Representative to make the decisions as to whether to open a Program account. You and your Representative are solely responsible for selecting the Program, with Lockwood as Portfolio Manager.

As a subsidiary of BNY Mellon, Lockwood has a substantial number of investment advisory affiliates. As Portfolio Manager in the Program, Lockwood does not select mutual funds that are managed by investment management affiliates of BNY Mellon. In other programs where Lockwood serves as Portfolio Manager, Lockwood does not select securities issued by BNY Mellon.

Lockwood’s broker-affiliates, including Pershing and Pershing Advisor Solutions, may receive fees from certain mutual fund families whose funds are used in proprietary managed programs. In addition, one or more Lockwood affiliates may be a service provider, such as a trustee or administrator to a mutual fund or ETF used in a proprietary managed program, and they may receive a fee from the mutual fund or ETF for performing such service.

Certain employees of Lockwood or its affiliates may be invested in the Program. Lockwood monitors security ownership by its employees according to a personal trading policy which is incorporated in the Lockwood Compliance Manual and Code of Ethics, which are described in Item 9 of this Brochure.

Lockwood and its affiliates perform investment advisory services for various clients. Lockwood may give advice and take action in the performance of its duties with respect to any of its other clients, which may differ from the advice given, or the timing or nature of action taken, with respect another client. Lockwood has no obligation to purchase or sell for a client any security or other property, which it purchases or sells for its own account or for the account of any other client, if it is undesirable or impractical to take such action. Lockwood may give advice or take action in the performance of its duties with respect to any of its clients, which may differ from the advice given, or the timing or nature of action taken by our affiliates on behalf of its clients. In addition, Lockwood or an affiliate may cause multiple accounts to invest in the same investment.

Please refer to Item 9, *Financial Industry Affiliations* for more information about potential conflicts of interest.

H. Lockwood Managed Client Account Customization

Your account is tailored to your specific investment goals and objectives. Representatives use software and research provided by Lockwood to assist you in identifying your goals. After the Representative collects financial and personal information from you, you and your Representative decide on an asset allocation strategy and investment styles that fit the strategy.

I. Client Restrictions

You may put reasonable restrictions on the investments in your account. Lockwood reserves the right to reject an account if you designate investment restrictions in such a volume, magnitude or nature that would not allow Lockwood to manage your account consistent with the overall investment strategy of the Portfolio. Your account will only be invested in shares of mutual funds, as described further in this Brochure and the Client Agreement. Each mutual fund has its own investment manager(s), who, in turn, invest the assets of the fund into underlying investment vehicles that are consistent with each fund's individual investment objective. Due to the nature of the Program, it may not be possible to place certain requested restrictions on a particular fund's holdings.

J. Differences in Wrap and Non-Wrap Services.

Lockwood managed portfolios are generally only offered under wrap fee programs. In a wrap program, Lockwood's advisory fees are disclosed and Lockwood receives its proportion of the total fee.

K. Lockwood Performance Fee and Side-by-Side Management Disclosure

Lockwood's fee schedule does not include performance-based fees whereby a party is compensated based on a share of capital gains upon, or capital appreciation of, funds or any portion of funds or other investments in your account.

L. Voting Client Securities

If you opt to have Lockwood, as your Portfolio Manager, vote proxies for you, your custodian will send reorganization notices and proxy materials to Lockwood. If you are a retirement plan subject to ERISA, Lockwood is responsible for voting proxies and reporting such votes to the plan unless you specifically retain that right. If you opt to vote your own proxies, you will receive proxies. Clients should contact their Representative if they have any questions about any proxies or other solicitations they receive. Lockwood's proxy voting policy is set forth below.

Lockwood participates in BNY Mellon's Proxy Policy Committee (the "Proxy Committee") and has adopted a Proxy Voting Policy, related procedures, and voting guidelines. These policies apply to those clients who have given Lockwood, through the Client Agreement, authority to vote proxies. In voting proxies, Lockwood will seek to act solely your best interest.

Lockwood will carefully review proposals that would limit shareholder control or could affect the value of a client's investment. Lockwood generally will oppose proposals designed to protect a company's management unnecessarily from the wishes of a majority of shareholders. However, Lockwood will generally support proposals designed to provide management with short-term protection from outside influences so as to allow management to achieve long-term goals.

Conflicts of interest may arise between Lockwood's interests and our client's interest when voting client securities. A conflict of interest may exist, for example, if BNY Mellon or any of its affiliates has a business relationship with either the company soliciting the proxy or a third-party that has a material interest in the outcome of a proxy vote. Lockwood seeks to avoid material conflicts of interest through its participation in the Proxy Committee, which applies detailed, pre-determined proxy voting guidelines (the "Voting Guidelines") in an objective and consistent manner across client accounts, based on internal and external research and recommendations provided by a third-party vendor, and without consideration of any client relationship factors. Further, Lockwood and its affiliates engage a third-party as an independent fiduciary to vote all proxies for BNY Mellon securities and affiliated mutual fund securities.

All proxy voting proposals are reviewed, categorized, analyzed and voted in accordance with the Voting Guidelines. These guidelines are reviewed periodically and updated as necessary to reflect new issues and any changes in our policies on specific issues. Items that can be categorized under the Voting Guidelines will be voted in accordance with any applicable guidelines. On the other hand, proposals that cannot be categorized under the Voting Guidelines will be referred to the Proxy Committee for discussion and vote. Additionally, the Proxy Committee may review any proposal where it has identified a particular company, industry or issue for special scrutiny. With regard to voting proxies of foreign companies, Lockwood may weigh the cost of voting, and potential inability to sell the securities (which may occur during the voting process) against the benefit of voting the proxies to determine whether or not to vote.

Clients may request Lockwood to make a particular vote with regard to an issue of importance to the client, and Lockwood will consider the feasibility of honoring that request within its policy and administrative procedures.

Lockwood will furnish a complete copy of its Proxy Voting Policy, any related procedures, and its Voting Guidelines to each client upon request. Upon request, Lockwood will also disclose the proxy voting history for a client's account after the shareholder meeting has concluded.

Item 7 Client Information Provided to Portfolio Managers and Mutual Funds

When you open your account, Lockwood, as Portfolio Manager of your account, receives information on your financial circumstances, investment goals and objectives and any special written instructions you may wish to give Lockwood regarding your account. Please notify your Representative if your financial condition changes or if you want to impose additional investment restrictions or change existing investment restrictions.

Your financial information and account restrictions will not be shared with the investment managers of the mutual funds held in your account.

Item 8 Client Contact with Portfolio Managers and Mutual Fund Managers

As Portfolio Manager for your account, Lockwood agrees to be reasonably available for discussions with you. If you wish to communicate directly with Lockwood, personally, Lockwood prefers that you contact them through, or together with, your Representative, so that the financial advice you receive is consistent.

Note that while mutual funds have investment managers, it is often unlikely that you will be able to speak directly with them. Mutual fund firms do have client service and investor relations persons who typically handle client communications.

Item 9 Additional Information

A. Disciplinary Information

Lockwood is not a defendant in any of the complaints or actions described in the following paragraph.

Several State Attorney General's Offices, the U.S. Attorney's Office for the Southern District of New York and certain individual plaintiffs have filed civil complaints against BNY Mellon, the parent company of Lockwood. Certain of these complaints supersede complaints that had been filed by a purported whistleblower under state false claims act statutes. In addition, the Massachusetts Securities Division has filed an administrative complaint against BNY Mellon. These actions allege that BNY Mellon improperly charged and reported prices for standing instruction foreign exchange ("FX") transactions executed in connection with custody services provided by BNY Mellon. BNY Mellon believes that the claims asserted in the actions are without merit, and reflect a fundamental misunderstanding of the role of custodian banks and the operation of institutional FX markets. BNY Mellon plans to defend itself vigorously on behalf of its shareholders.

B. Other Financial Industry Activities

Lockwood does not engage in any other business other than that of an investment manager and sponsor or administrator for managed account programs. Some of Lockwood's personnel may have securities registrations, including, but not limited to, FINRA series 7 or series 24, which are held with Lockwood's affiliate, Pershing.

C. Financial Industry Affiliations

Lockwood is affiliated with a large number of investment advisers and broker-dealers within the BNY Mellon family of companies. Please see Form ADV, Part 1A, Schedule D, Section 7.A. for a list of investment advisers and broker-dealers affiliated with Lockwood.

BNY Mellon is a global financial services company providing a comprehensive array of financial services (including asset management, wealth management, asset servicing, clearing and execution services, issuer services and treasury services) through a world-wide, client-focused team that enables institutions and individuals to manage and service their financial assets. BNY Mellon Asset Management is the umbrella designation for certain of BNY Mellon's affiliated investment management firms and global distribution companies and is responsible, through various subsidiaries, for U.S. and non-U.S. retail, intermediary and institutional distribution of investment management and related services.

Lockwood may enter into transactions with unaffiliated counterparties or third-party service providers who then use affiliates of Lockwood to execute such transactions. These services may include, for example, clearance of trades, purchases or sales of ADRs, or other transactions not contemplated by Lockwood. Although the affiliate may receive compensation for engaging in these transactions, the decision to use or not use an affiliate of Lockwood is made by the unaffiliated counterparty or third-party service provider. Further, Lockwood will likely be unaware that the affiliate is being used to enter into such transaction. Lockwood does not use or recommend any model vendors that are investment management affiliates of BNY Mellon in the programs not described in this Brochure where Lockwood is Portfolio Manager to avoid potential conflicts of interest. However, the programs not described in this Brochure may include Portfolio Managers that are affiliates of Lockwood. To address any potential conflicts of interest, Lockwood does not cover these affiliated Portfolio Managers for purposes of research reports in those programs.

Parties that are related parties to Lockwood, or under common control as subsidiaries owned by BNY Mellon, include those which are:

- broker dealers
- investment companies or other mutual funds
- futures or commodity brokers or agents
- hedge funds

- other investment advisers
- banks
- insurance companies or agencies
- pension consultants
- syndicators of limited partnerships
- general partners of limited partnerships.

Affiliates of Lockwood may refer Representatives, Firms, model vendors and/or Portfolio Managers to Lockwood. Lockwood shall make an independent determination as to whether to do business with such entities. Affiliates of Lockwood may also have business arrangements with Representatives, Firms, Portfolio Managers and/or model vendors that may indirectly benefit from such entities' business with Lockwood.

Lockwood's affiliate, Pershing, provides clearing and custody services for certain Lockwood managed products and programs not described in this Brochure. In such Lockwood managed products and programs, Lockwood or PMAS, on Lockwood's behalf, enters trade orders and sends such orders to Pershing unless Lockwood or PMAS decided to trade away from Pershing. Pershing trades on an agency basis for such Lockwood managed products and programs. Lockwood may delegate certain administrative functions to PMAS. PMAS does not have discretion to trade other than upon instructions of Lockwood.

Certain mutual fund families whose funds are used in the Lockwood managed products may provide fees to Lockwood's affiliates. Lockwood is not incented or rebated any fees or compensation as a result of a related party's receipt of fees. Lockwood does not consider fees paid to affiliates in its selection and retention of mutual funds. One or more affiliates of Lockwood may be a service provider, such as a trustee or administrator to a mutual fund or ETF, used in a Lockwood managed product, and may receive a fee from the mutual fund or ETF for performing such service. Lockwood does not receive any portion of these fees and does not consider trustee or administrator fees received by an affiliate in its selection and retention of investment vehicles.

As of December 31, 2011, the following firms were one of the top ten institutional owners of the common stock of BNY Mellon and have a relationship with a Lockwood, relating to the programs covered in this Brochure and not covered in this Brochure:

Davis Selected Advisers, L.P. (Portfolio Manager in certain Lockwood managed account programs);

BlackRock Institutional Trust Company, N.A. (affiliate of BlackRock Investment Management LLC, a Portfolio Manager in certain Lockwood managed account program(s), and various related mutual fund(s) held in certain Lockwood managed account programs);

MFS Investment Management (affiliate of MFS Investment Advisors, Inc., a Portfolio Manager in certain managed account programs); and

Vanguard Group, Inc. (mutual fund(s) and ETFs held in products managed by Lockwood).

This relationship with BNY Mellon did not and does not affect Lockwood's decision to include these firms in a managed account program and these Portfolio Managers and investment vehicles are subject to Lockwood's due diligence criteria.

Effective as of the date of the Transaction, Lockwood became an affiliate of BNY Mellon Distributors Inc. ("BNYMDI"), and BNY Mellon Investment Servicing (US) Inc. ("BNYMIS"), both BNY Mellon Companies. The mutual funds in which you invest may be serviced by BNYMDI, BNYMIS, BNYMTC and/or other Lockwood affiliates and for which such affiliates receive fees. When selecting a mutual fund and/or ETF for inclusion in, or removal from, a program, Lockwood does not take into consideration whether the fund is serviced by an affiliate of Lockwood. BNY Mellon is expected to sell BNYMDI to a third party at some point in the first half of 2012, at which point BNYMDI would no longer be affiliated with Lockwood. For more detailed information regarding a fund, including fees and expenses, please refer to that fund's prospectus.

Lockwood's affiliate, Lockwood Solutions, Inc., for a fee, provides certain asset management firms with back office support services related to their participation in wrap fee programs. Some of the Portfolio Managers that pay for these services may also be portfolio managers in a Lockwood program.

D. Other Relationships

In addition, BNY Mellon personnel, including certain of our employees, may have board, advisory, or other relationships with issuers, distributors, consultants and others that may have investments in a private fund and/or related funds or that may recommend investments in a private fund or distribute interests in a private fund. To the extent permitted by applicable law, BNY Mellon and its affiliates, including us and our personnel, may make charitable contributions to institutions, including those that have relationships with investors or personnel of investors. As a result of the relationships and arrangements described in this paragraph, placement agents, consultants, distributors and other parties may have conflicts associated with their promotion of a private fund, or other dealings with a private fund, that create incentives for them to promote a private fund.

E. Participation or Interest in Client Transactions

Lockwood, its employees and/or affiliates may give advice and take action in the performance of their duties that may be the same as, similar to, or different from advice given, or the timing or nature of actions taken, for other client accounts or for their proprietary or personal accounts. Lockwood and its employees may at any time hold, acquire, increase, decrease, dispose of or otherwise deal with positions in investments in which your account may have an interest from time to time. Lockwood has no obligation to acquire for your account a position in any investment which it, acting on behalf of another client, or an employee, may acquire, and the client accounts shall not have first refusal, co-investment or other rights in respect of any such investment. In addition, Lockwood employees may be invested in the Programs. Because this may present a potential conflict of interest, Lockwood has adopted a Code of Ethics, which includes restrictions on employees' personal trading as described in Section H.

F. Marketing Activities

During 2010 and 2011 Lockwood and/or its predecessor Lockwood Capital Management, Inc. paid sponsorships fees for certain, specific marketing activities engaged in by the financial institutions and organizations listed below. This list includes Firms that participate or participated in Lockwood managed products and programs, and non-advisory platforms, not described in this Brochure.

AIG (including AIG Advisor Group Inc., AIG Financial
Advisors, Inc. AIG Financial Products, Corp.)
Ameritas Investment Corp.
Associated Investment Services, Inc.
AXA Advisors, LLC
B.C. Ziegler & Company
Benjamin F. Edwards & Company, Inc.
Black Walnut Advisors LLC
Cambridge Investment Research Inc.
Cantella & Co., Inc.
Centaurus Financial, Inc.
Client 1st Advisors Inc.
Consultiva Internacional, Inc.
Crowell Weedon and Co.
Essex Securities LLC
E*Trade Capital Management
Excel Securities & Assoc.
Fulcrum Securities Inc.
Genesis Capital Advisors, Inc.

Infinex Investments Inc.
Investors Security Co., Inc.
Kahn Litwin Renza & Co LTD (related to KLR Investment
Advisors, LLC)
The MetLife Broker Dealer Group (including MetLife
Securities, New England Securities and Walnut
Street Securities)
Lincoln Financial Advisors Inc.
Minnesota Life Insurance Company
Money Concepts Capital Corp.
North Ridge Securities Corp.
NPB Financial Group LLC
Premier Resource Group
PFS Investments Inc. (d/b/a Primerica Advisors)
Questar Capital Corporation
Royal Alliance Associates, Inc.
Sanders Morris Harris (SMH Capital)
Securian Advisors/Securian Financial Services
Strategic Financial Solutions, LLC

Genworth Financial Investment Services / Genworth
Financial Advisors, Corp.
H. Beck Inc.
Hornor, Townsend & Kent, Inc.

Summit Brokerage Services, Inc.
United Planners' Financial Services of America
Waddell and Reed Inc.
Westport Resources Investment Services
Woodbury Financial Services, Inc.

Affiliates of Lockwood, including Pershing, may have also paid or received sponsorship fees for certain marketing activities of Firms, which may include firms managing mutual funds used in the Program. Lockwood manages this potential conflict of interest by applying the same selection criteria to mutual funds, regardless of whether Pershing or any other affiliate of Lockwood receives sponsorship fees.

G. Compliance Plan

Lockwood has adopted its Investment Advisory Compliance Plan (the "Plan"), pursuant to Rule 206(4)-7 under the Investment Advisers Act of 1940 ("Advisers Act"). Part of that plan includes the adoption of written policies and procedures, which are incorporated within Lockwood's Compliance Manual. The Compliance Manual addresses the following topics:

- | | |
|---|--|
| 1. Adherence to Investment Objectives and Restrictions | 24. Exchange Act Filings |
| 2. Advertisements | 25. Fees |
| 3. Adviser's Compliance Program | 26. Form ADV |
| 4. Adviser as Sponsor | 27. Gifts, Entertainment and Other Payments |
| 5. Adviser as Portfolio Manager | 28. Government Contracts |
| 6. Advisory Agreements | 29. Insider Trading and Pre-Clearance |
| 7. Agency Cross Transactions | 30. Investment Adviser Representative Registration |
| 8. Anti-Money Laundering | 31. Late Trading and Market Timing Mutual Funds |
| 9. Best Execution | 32. Material Compliance Event |
| 10. Books and Records | 33. Oversight of Portfolio Managers, Investment Vehicles and Buy List Providers |
| 11. Business Continuity and Disaster Recovery | 34. Performance Advertising |
| 12. Client Accounts | 35. Personal Securities Transactions and Records |
| 13. Complaints | 36. Principal Trading |
| 14. Conflicts of Interest | 37. Prohibited Business Practices for Investment Advisers and their Associated Persons |
| 15. Continuing Education | 38. Proxy Voting |
| 16. Custody | 39. Regulation S-P- Privacy of Client Financial Information and Safeguarding Information |
| 17. Dealings with Regulators, Government Agencies, Outside Attorneys and Duty to Escalate | 40. Security Pricing and Account Valuations |
| 18. Directed Brokerage | 41. Soft Dollars |
| 19. Due Diligence – Third Party Firms | 42. Solicitor Arrangements |
| 20. Due Diligence-Selection of Portfolio Managers | 43. Trade Errors |
| 21. Due Diligence-Selection of Investment Vehicles and Third-party List Providers | 44. Trading |
| 22. Electronic Communications | 45. Political Contributions by Investment Advisors |
| 23. ERISA | |

Lockwood employees receive periodic training relating to the Compliance Plan, which is amended periodically to reflect additional policies.

H. Codes of Ethics and Personal Trading

Lockwood has adopted a Code of Ethics ("Code") pursuant to Rules 204A-1 and 204-2 of the Advisers Act. The Code is updated periodically as necessary and distributed to all personnel. Periodic training on the Code is provided to existing employees and all new employees upon hire.

The Code addresses a variety of topics relating to the appropriate conduct of investment advisory personnel, including the following:

- fiduciary duties of advisory personnel;
- confidentiality duties of advisory personnel;
- gift policy;
- trading policy for advisory personnel;
- reporting, review and record-keeping obligations; and
- avoidance of conflicts of interest.

With respect to personal trading, the Code contains rules and restrictions on the purchase and sale of securities by employees. These rules and/or restrictions are designed to protect Lockwood's clients. All officers and employees are required to put the interests of the clients first in all dealings relating to the client and their investments.

Activities that are strictly prohibited include:

- having a personal interest in any client transaction;
- getting any personal benefit from a client transaction;
- using knowledge of client transactions for personal gain; and
- allowing anything to influence or impact an independent unbiased judgment with respect to client communications.

Lockwood Compliance personnel monitor personal securities trading by employees and members of the employee's household. Employees who have direct contact with client account information are required to get approval in advance of any securities transactions they wish to make. Employee personal trading reports are reviewed by Compliance personnel to verify the employees are complying with the Code. Lockwood imposes penalties and sanctions on employees who have violated provisions of the Code; including the personal trading policy. Employees must hold all securities accounts at an approved brokerage firm and file transaction reports with Compliance at least quarterly. Compliance personnel compare employee reports to brokerage statements to verify they are accurate.

To the extent the Code is silent on a matter, Lockwood shall default to the BNY Mellon Code of Conduct and Interpretive Guidance (the "BNY Mellon Code"). The BNY Mellon Code provides to employees the framework and sets the expectations for business conduct. In addition, it clarifies our responsibilities to clients, suppliers, government officials, competitors and the communities we serve and outlines important legal and ethical issues.

Lockwood will provide a copy of the Code or the BNY Mellon Code to you or any prospective client, upon request.

I. Review of Accounts

Where Lockwood is Portfolio Manager, a Senior Investment Analyst reviews reports that compare accounts' security and style allocation percentages to the selected Portfolios' target asset allocation.

Your Representative is responsible for obtaining information from you regarding your financial situation and investment objectives, and providing you with the opportunity to impose reasonable restrictions on the management of the account.

J. Client Reporting

You will receive custodial account statements about portfolio holdings directly from the custodian that maintains your funds and securities. You are encouraged to carefully review the custodial account statements you receive from the custodian and compare the information on those statements to any report on an account that you receive from Lockwood. If you require additional information about the content of a Lockwood report, you should call (484) 801-8836.

K. Custody

Primerica Shareholder Services will serve as the custodian of your account.

L. Referral Fee Payments

As of the date of this Brochure, Lockwood does not have any solicitor arrangements. Lockwood may enter into agreements with third parties who will solicit investor clients for Lockwood and receive compensation from Lockwood for their solicitation efforts. In such instances, Lockwood will give the third-party solicitor either a percentage of or a set fee from the Lockwood advisory fee charged to the client. The Lockwood advisory fee charged to the client is not affected by the use of a third-party solicitor in connection with the client's account(s), and the client will not be assessed any additional charges because of that referral fee paid by Lockwood. If the services of a third-party solicitor are used in connection with the client's account, the structure of the arrangement and the compensation paid to the third-party solicitor will be fully disclosed to the client pursuant to Rule 206(4) of the Investment Advisers Act.

M. Other Wrap Programs and Services

Lockwood acts as sponsor and/or Portfolio Manager in programs that may be similar to the Program described in this Brochure and priced differently. Lockwood acts as Portfolio Manager in programs where Lockwood acts a sponsor and also in programs where it does not also act as sponsor. **In addition, Lockwood's management of the investments in these other programs not described in this Brochure may differ from the way Lockwood manages the investments in the Program described in this Brochure, for accounts with the same or similar investment objectives, similar risk structure and similar size. For the Program described in this Brochure and the programs not described in this Brochure, where Lockwood acts as Portfolio Manager, Lockwood may make different decisions regarding the same security in different programs, taking into consideration all facts and circumstances, on or about the same time.** Lockwood personnel enter trade orders for each program independently from the other programs due to different trading technology platforms. As a result, the trades from one program may be entered before the trades of another program. To obtain a copy of other Lockwood Brochures, call 1-484-801-8836.

Lockwood, through its affiliation with Pershing Securities Singapore Pte Ltd., may provide certain fund management services to accredited institutional investors in Singapore, subject to its registration in Singapore.

Lockwood may enter into arrangements with third parties, including the Firms, whereby these parties have access to Lockwood's proposal generation and/or reporting systems and/or Lockwood may provide back office support for services such as client billing and investment performance reporting. These services may be referred to as platform services. Lockwood may charge such third parties directly for these services.

Lockwood may enter into agreements with third parties, including Firms and affiliates of Lockwood, whereby Lockwood will apply its proprietary quantitative screening techniques (including historical performance and risk measures) to a mutual fund and/or ETF universe provided to Lockwood by a third-party. Lockwood will then assess each mutual fund/ETF as to whether it passes or fails the screening process. The screening results are not intended to be offered by Lockwood as investment advice to clients, but rather only offered to the corresponding Firm. Lockwood has no investment discretion when it is only providing mutual fund and ETF screening services. Lockwood's fee for this service may be billed quarterly to the third-party or Firm.

N. Privacy Policy

Lockwood protects your personal information. Please refer to Exhibit B for Lockwood's Privacy Policy.

O. Business Continuity

Lockwood has adopted a business continuity strategy to maintain critical functions in the event of circumstances that impact our physical plants, applications, data centers or networks. Lockwood has engaged in planning and process development to reduce risk in this area.

P. Error Correction

Lockwood seeks to correct errors affecting client accounts in a fair and timely manner and in such a way that the client will not suffer a loss. To manage potential conflicts of interest concerning errors, we have implemented a written error resolution policy, whereby risk management personnel monitor and resolve such issues.

Q. Risk Committee

A Risk Committee has been established that provides oversight of investment management and operational policies and procedures.

R. BNY Mellon Incentive Compensation Plan

BNY Mellon has adopted an incentive compensation program (“IC Program”), which seeks to financially reward eligible employees who offer a business lead that results in a sale of certain affiliated products or services to existing clients and prospects. These rewards may be paid to Lockwood and its employees for referring business (services or products) to its affiliates, and Lockwood’s affiliates and their employees may receive rewards for referring business to Lockwood. The rewards may be based on the number of referrals made. These rewards may create conflicts of interest for Lockwood and our employees because we have an incentive to encourage our clients to engage in transactions with our affiliates, based on the compensation that we will receive for these referrals.

To the extent that Lockwood participates in the IC Program, it will do so in a manner that complies with all applicable law and Rule 206(4)-3 under the Advisers Act, if applicable.

* * *

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. Lockwood has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.

EXHIBIT A

Risks Associated With Certain Investments

Despite the analysis undertaken by Lockwood's analysts, it is important to remember that all investments carry at least some degree of risk. Risk may include loss of some, or even all, of your investment. No particular type of investment, or approach to investing, is guaranteed to perform well, and there may be other funds, Portfolio Managers or approaches not offered by Lockwood that may perform as well or better. You should consider these factors carefully before deciding to invest. The risks associated with certain investment vehicles underlying the mutual funds included in the Program are described below.

Alternative Investments and Derivatives

Mutual funds may use alternative investments or derivatives, which are often more volatile than other investments and may magnify the vehicle's gains and losses. A derivative is a security or contract (futures, options, etc.) the value of which fluctuates with the value of another security (i.e., its value is "derived" from the value of another). An example would be a call option on a stock. The value of the option depends, in part, on the price of the stock. An investment vehicle that uses derivatives could be negatively affected if the change in market value of its securities fails to correspond as expected to the underlying securities. You should have a long-term investment horizon if you are considering these types of investments.

Alternative investment products are not for everyone and entail risks that are different from more traditional investments. Alternative investment strategies are intended for sophisticated investors and involve a high degree of risk, including, among other things, the risks inherent in investing in securities and derivatives, using leverage, and engaging in short sales. An investment in an alternative investment product or strategy is speculative and should not constitute a complete investment program. Diversification and strategic asset allocation do not assure a profit or protect against loss in declining markets.

The potential for a commodity investment vehicle to use derivative instruments, such as futures, options, and swap agreements, to achieve its investment objective may create additional risks that would not be present in the underlying securities themselves, thus raising the potential for greater investment loss.

Convertible Arbitrage Strategies

Mutual funds that employ convertible arbitrage strategies seek to generate income by purchasing convertible securities and then selling short the securities' underlying stock. Investing in convertible securities involves risks, including the risk that the company issuing the debt security will be unable to repay principal and interest (default risk) and the risk that the debt security will decline in value if interest rates rise (interest rate risk). Convertible securities are subject to price fluctuations and may gain or lose value if sold prior to maturity. A majority of convertible securities trade on the over-the-counter market, which may make them more illiquid than other investments. Short selling involves significant risk, as an increase in the value of borrowed securities between the date of the short sale and date the borrowed security is replaced may expose the fund to unlimited loss.

Corporate Fixed Income

A mutual fund's investments in corporate fixed income securities are subject to a number of risks, including the possibility of issuer default, credit risk, market risk and call risk.

Covered Calls

Mutual funds that engage in the selling (or writing) of covered calls may involve a high degree of risk and may not be suitable for all investors. For a call option that is sold (written), if that option is exercised, the upside potential is limited to the premium received plus the difference between its stock price and the stock purchase price. If the option is not exercised and expires out-of-the-money and with no value, the upside potential is any gain in share value plus the premium received. On the downside, limited protection is provided by the premium received from the call's sale. The

loss potential may be substantial and is limited only by the stock declining to zero. Investors should read and understand the risks associated with options prior to engaging in any covered call strategy. These risks are more fully described in the booklet entitled “The Characteristics & Risks of Standardized Options,” which can be accessed at www.optionsclearing.com.

Currency Carry Strategies

Mutual funds that employ currency carry strategies seek to benefit from changes in the relative valuations of one currency to another currency, primarily through the buying and selling of over-the-counter (OTC) derivatives, such as currency spot, forward and non-deliverable forward contracts. This strategy may involve significant risk, as there is no exchange on which to trade over-the-counter derivatives and no standardization of contracts, which may make it difficult or impossible to value or liquidate an open position. The relationship between different currencies may be highly volatile, and transactions involving foreign currencies may entail risks not common to investments denominated entirely in a person’s domestic currency. Such risks include the risks of political or economic policy changes in the foreign nation; the stability of foreign governments, banking systems and economies; the performance of global stock markets; interest rate levels; inflation; and any other conditions that may substantially, and permanently, alter the conditions, terms, marketability or price of a foreign currency. The market for some currencies may, at times, experience low trading volume and become illiquid, thus subjecting the mutual fund to added risk, including the potential for substantial loss.

Emerging Markets

Emerging markets tend to be more volatile and less liquid than the markets of more mature economies, and generally have less diverse and less mature economic structures and less stable political systems than those of developed countries. The securities of issuers located or doing substantial business in emerging markets are often subject to rapid and large changes in price. In particular, emerging markets may have relatively unstable governments, present the risk of sudden adverse government or regulatory action and even nationalization of businesses’ restrictions on foreign ownership on prohibitions of repatriation of assets, and may have less protection of property rights than more developed countries. The economies of emerging market countries may be based predominantly on only a few industries and may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme debt burdens or volatile inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of substantial holdings difficult. Transaction settlement and dividend collection procedures also may be less reliable in emerging markets than in developed markets.

Fixed Income

Mutual funds that invest in fixed income securities are subject to several general risks, including interest rate risk and credit risk, which could reduce the yield that you receive from your portfolio. These risks may occur from fluctuations in interest rates, a change to an issuer’s individual situation or industry, or events in the financial markets.

Floating Rate Loans

Mutual funds may invest in floating rate loans, which are subject to risks similar to those of below investment grade securities. The value of the collateral securing the loan may decline, causing a loan to be substantially unsecured. In addition, the sale and purchase of a bank loan are subject to the requirements of the underlying credit agreement governing such bank loan. These requirements may limit the eligible pool of potential bank loan holders by placing conditions or restriction on sales and purchases of bank loans. Bank loans are not traded on an exchange and purchasers and sellers of bank loans rely on market makers, usually the administrative agent for a particular bank loan, to trade bank loans. These factors, in addition to overall market volatility, may negatively impact the liquidity of loans. Difficulty in selling a floating rate loan may result in a loss. Borrowers may pay back principal before the scheduled due date when interest rates decline, which may require the mutual fund or ETF to replace a particular loan with a lower-yielding security. There may be less public information available with respect to loans than for rated, registered or exchange listed securities. The mutual fund or ETF may assume the credit risk of the administrative agent in addition to the borrower, and investments in loan assignments may involve the risks of being a lender.

Foreign Investments

Foreign investments are subject to risks not ordinarily associated with domestic investments, such as currency, economic, and political risks, and may follow different accounting standards than domestic investments.

Futures

Mutual funds that employ managed futures strategies typically utilize derivatives, such as futures, options, structured notes and swap agreements, which provide exposure to the price movements of a commodity (i.e., oil, grain, livestock) or a financial instrument (i.e., currency, index). This may expose the fund to additional risks that would not be present had the fund invested directly in the securities underlying those derivatives. Mutual funds that invest in commodity-linked derivatives may be subject to greater volatility, as the value of those derivatives may be affected by overall market movements, changes in interest rates and other factors such as weather, disease, embargoes and international economic and political developments, as well as the trading activity of speculators and arbitrageurs in the underlying commodities. This strategy may cause the mutual fund to invest a significant portion of assets in the securities of a single issuer. Changes in the market value of the issuer's securities may result in greater volatility than would otherwise occur in a more diversified mutual fund, thus increasing the potential for greater investment loss. Mutual funds that employ managed futures strategies may purchase shares of other pooled investments, such as ETFs. In addition to its own expenses, the mutual fund will also bear a portion of the ETFs expenses, which may negatively impact performance. A highly liquid secondary market may not exist for certain derivatives utilized by this strategy, and there can be no assurances that one will develop.

GNMA Securities

A mutual fund's investments in Government National Mortgage Association ("GNMA") securities involve fluctuation due to changing interest rates or other market conditions. Investors may experience a gain or loss due to prepayment of obligations and may receive back part of their investment before redemption.

Gold

Mutual funds may invest in ETFs that invest in gold bullion. The price of gold has fluctuated widely over the past several years. Several factors affect the price of gold, including: global supply and demand; global or regional political, economic or financial events and situations; investors' expectations with respect to the rate of inflation; currency exchange rates; and interest rates. There is no assurance that gold will maintain its long-term value in terms of purchasing power in the future.

Health Sciences

Mutual funds may invest in health sciences companies, which are subject to a number of risks, including the adverse impact of legislative actions and government regulations. These actions and regulations can affect the approval process for patents, medical devices and drugs, the funding of research and medical care programs, and the operation and licensing of facilities and personnel. The goods and services of health sciences companies are subject to risks of rapid technological change and obsolescence, product liability litigation, and intense price and other competitive pressures.

High Yield Bonds

High yield ("junk") bonds involve greater credit risk, including the risk of default, than investment grade bonds, and are considered predominantly speculative with respect to the issuer's ability to make principal and interest payments. The prices of high yield bonds can fall dramatically in response to bad news about the issuer or its industry, or the economy in general.

Inflation-Indexed Bonds

Mutual funds may invest in inflation-indexed bonds, which are subject to a variety of risks including interest rate, credit, and inflation risk.

International Equity Small-Cap

A mutual fund's investments in international equity small-cap securities involve additional risks, including foreign currency risk, political instability, foreign legal and accounting practices, increased volatility, and reduced liquidity often associated with securities of smaller companies.

Long/Short Positions

Mutual funds may employ the use of long and short positions, which may involve risks different from those normally associated with other types of investment vehicles, such as mutual funds. It is possible that the fund's long positions will decline in value at the same time that the value of the securities sold short increases, thus raising the potential for greater investment loss. Market neutral investing, in using long and short positions, provides no guarantee that it will be successful in limiting the fund's exposure to domestic stock market movements, capitalization, sector swings or other risk factors. Investment in a strategy involved in long and short selling may have higher portfolio turnover rates, which may result in additional tax liabilities. Short selling involves certain risks, including additional costs associated with covering short positions and a possibility of unlimited loss on certain short sale positions.

Merger Arbitrage Strategies

Mutual funds that employ merger arbitrage strategies seek to capitalize on "event"-driven situations, such as announced mergers, acquisitions and reorganizations, by purchasing the securities of companies that have agreed to be acquired by another company. This strategy involves risks, including the risk that the merger or similar transaction will not occur, will be renegotiated at a less attractive price or may take longer than expected to be completed, which may cause the price of the company's securities to decline significantly. Mutual funds that employ merger arbitrage strategies may experience significant portfolio turnover, generally resulting in additional transaction costs that may negatively impact fund performance. Mutual funds may also invest in the securities of a limited number of companies whereby a decline in the value of any one security may have a greater impact on the fund's share price. This may result in increased volatility over a more diversified mutual fund and the potential for greater investment loss.

Micro-Cap Securities

Micro-cap stocks may offer greater opportunity for capital appreciation than the stocks of larger and more established companies; however, they also involve substantially greater risks of loss and price fluctuations. Micro-cap companies carry additional risks because their earnings and revenues tend to be less predictable (and some companies may be experiencing significant losses), and their share prices tend to be more volatile and their markets less liquid than companies with larger market capitalizations. Micro-cap companies may be newly formed or in the early stages of development, with limited product lines, markets or financial resources, and may lack management depth. In addition, there may be less public information available about these companies. The shares of micro-cap companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the ability to sell these securities. Also, it may take a long time before the value of your investment realizes a gain, if any, on an investment in a micro-cap company.

Mortgage-and Asset-Backed Securities

A mutual fund's investments in mortgage-and/or asset-backed securities involve risk, including the risk of prepayment, which may affect the overall return of the investment. Only select deposit products are guaranteed by the Federal Deposit Insurance Corporation (FDIC), and the credit quality of a particular security or group of securities does not ensure the stability or safety of the overall portfolio.

Mutual Funds

The Program Fees do not include fees or expenses which may be associated with individual mutual funds, including, but not limited to, redemption fees, 12b-1 fees, other fund expenses or other applicable regulatory fees. Lockwood's affiliates, including Pershing and PAS, may receive fees from certain mutual fund families whose funds are selected by Lockwood.

Non-U.S. Fixed Income

A mutual fund's investments in non-U.S. fixed income securities involve additional risk, including credit risk, which could reduce the yield that you receive from your portfolio. These are in addition to the risks associated with all fixed income securities, including interest rate risk, market risk and the possibility of issuer default.

Preferred Securities

Mutual funds that invest in preferred securities are subject to certain risks, including interest rate risk, where a rise in interest rates may cause the value of preferred shares to decline significantly. Dividend payments are not guaranteed, and an issuer's decision to decrease or suspend dividend payments may adversely affect the value of its preferred shares. Redemption of shares due to maturity, conversion or call features may decrease the overall yield of the portfolio.

REITS

A mutual fund's investments in REITs are subject to many of the risks associated with direct real estate ownership and, as such, may be adversely affected by declines in real estate values and general and local economic conditions.

Small- and/or Mid-Cap Portfolios

Small and midsize companies carry additional risks because the operating histories of these companies tend to be more limited, their earnings and revenues less predictable (and some companies may be experiencing significant losses), and their share prices more volatile than those of larger, more established companies. The shares of smaller companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the strategy's ability to sell these securities. These companies may have limited product lines, markets or financial resources, or may depend on a limited management group. Some of the strategy's investments will rise and fall based on investor perception rather than economic factors. Other investments are made in anticipation of future products, services or events whose delay or cancellation could cause the stock price to drop.

Specific Sector or Industry

Mutual funds that invest a significant portion of assets in one sector or industry, or in related industries, may involve greater risks, including greater potential for volatility, than more diversified portfolios.

Treasury Inflation Protected Securities

A mutual fund's investments in Treasury Inflation Protected Securities involve liquidity risk and are subject to specific taxation obligations.

Treasury Securities

A mutual fund's investments in intermediate- and long-term Treasury securities involve interest rate risk and inflation risk, which could reduce the value or real return of an investment should interest rates rise.

EXHIBIT B

LOCKWOOD PRIVACY POLICY

(BEGINS ON THE NEXT PAGE)

FACTS

WHAT DOES **Lockwood** DO WITH YOUR PERSONAL INFORMATION?

Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information.

Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information may include:

- Social Security number
- Risk Tolerance
- Investment Experience
- Income and Assets
- Account Balances

When you are no longer our client, we may continue to share your information as described in this notice.

How?

All financial companies need to share clients' personal information to run their everyday business. In the section below, we list the reasons financial companies may share their clients' personal information; the reasons Lockwood chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Lockwood share?	Can you limit this sharing?
For our everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes—to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	No
For our affiliates' everyday business purposes—information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes—information about your creditworthiness	No	No
For our affiliates to market to you	No	No
For non-affiliates to market to you	No	No

Questions?

**Call Lockwood Compliance at 1-800-200-3033,
extension 8776**

Who we are

Who is providing this notice?

Lockwood Advisors, Inc. ("Lockwood")

What we do

How does Lockwood protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. Our internal data security policies restrict access of nonpublic personal information to authorized employees. We maintain physical, electronic and procedural safeguards to guard our customers' nonpublic personal information. Employees who violate our data security policies are subject to disciplinary action, up to and including termination.

How does Lockwood collect my personal information?

We collect your personal information for example, when you

- Open an account
- Make deposits/withdrawals
- Enter into an Investment Advisory Contract
- Provide your income information
- Provide your employment information
- Show your Driver's License information

We also collect your personal information from others such as affiliates or other companies.

Why can't I limit all sharing?

Federal law gives you the right to limit only

- sharing for affiliates' everyday business purposes—information about your creditworthiness
- affiliates from using your information to market to you
- sharing for non-affiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions

Affiliates

Companies related by common ownership or control. They can be financial and nonfinancial companies. Our affiliates include Pershing, LLC, Pershing Advisor Solutions and The Bank of New York Mellon Corporation.

Non-affiliates

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

- Lockwood does not share with non-affiliates so they can market to you.

Joint marketing

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

- Lockwood doesn't jointly market.

Other important information

This notice applies to individual consumers who are customers or former customers. This notice replaces all previous notices of our consumer privacy policy, and may be amended at any time. We will keep you informed of changes or amendments as required by law.