

Breckinridge Capital Advisors, Inc.

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of Breckinridge Capital Advisors, Inc. ("BCA"). If you have any questions about the contents of this brochure, please contact us at 617-443-0779. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about BCA is also available on the SEC's website at: www.adviserinfo.sec.gov.

Material Changes

BCA's most recent update to Part 2 of Form ADV was made in January 2011. BCA's business activities have not changed materially since the time of that update. This brochure reflects updated descriptions of investment strategies and philosophies, brokerage practices, including cross trading, assets under management (AUM), senior members of the firm and the Investment Committee as well as minor word level changes that do not create a material change from brochures used by BCA in prior years.

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Advisory Business

Breckinridge Capital Advisors, Inc. (BCA) provides investment advice for the management of both taxable and tax free fixed income bond portfolios. BCA provides its services to individuals, trusts, estates, and/or charitable organizations, corporations and/or other business entities, an investment company registered under the Investment Company Act of 1940, and private investment. Clients' primary access to BCA is through other financial advisors or wrap programs. BCA may have direct contractual arrangements with clients or maintain master agreements with other financial advisors or wrap sponsors.

BCA serves as portfolio manager in the following Wrap programs:

ADVISOR SELECT PROGRAM

Sponsor

DB ALEX. BROWN

BRINKER PLATFORM ADVISER

Sponsor

BRINKER CAPITAL

SELECTS PORTFOLIO SOLUTIONS

Sponsor

BANC OF AMERICA INVESTMENT ADVISORS, INC.

CONSULTING SERVICES UMA

Sponsor

BANC OF AMERICA INVESTMENT ADVISORS, INC.

CHASE PORTFOLIO MANAGER PROGRAM

Sponsor

CHASE INVESTMENT SERVICES, CORP.

COMPASS FINANCIAL ADVISORS

Sponsor

COMPASS FINANCIAL ADVISORS

MANAGED ACCOUNT SOLUTIONS PROGRAM

Sponsor

ENVESTNET ASSET MANAGEMENT

ENVESTNET PREMIER ASSET MANAGEMENT PROGRAM

Sponsor

ENVESTNETPMC

PRIVATE WEALTH AND ASCENT PORTFOLIO MANAGEMENT

Sponsor

ENVESTNETPMC

KEYBANK INVESTMENT ADVISOR PROGRAM

Sponsor

KEYBANK NATIONAL ASSOCIATION

LOCKWOOD MANAGED ACCOUNT LINK

Sponsor

LOCKWOOD ADVISORS, INC.

LOCKWOOD MANAGED ACCOUNT ADVISOR

Sponsor

LOCKWOOD ADVISORS, INC.

LOCKWOOD MANAGED ACCOUNT COMMAND

Sponsor

SECURIAN ADVISORS

KEY INVESTMENT SERVICES

MERRILL LYNCH UMA

Sponsor

MERRILL LYNCH

MORGAN STANLEY ACCESS

Sponsor

MORGAN STANLEY

MORGAN STANLEY SMITH BARNEY FIDUCIARY SERVICES

Sponsor

MORGAN STANLEY SMITH BARNEY

PERSHING ADVISOR SOLUTIONS

Sponsor

PERSHING ADVISOR SOLUTIONS

PPS DIRECT

Sponsor

COMMONWEALTH EQUITY SERVICES

SEPARATE ACCOUNT MANAGER MANAGED ACCOUNT SELECT PROGRAM

Sponsor

CHARLES SCHWAB & CO, INC.

HARRIS SULLIVAN, BRUYETTE, SPEROS & BLANEY, INC.

Sponsor

HARRIS BANK SULLIVAN, BRUYETTE, SPEROS & BLANEY, INC.

PRIVATE PORTFOLIO MANAGEMENT

Sponsor

THE PRIVATE BANK

UBS Access

Sponsor

UBS

UBS Strategic Wealth Portfolio

Sponsor

UBS

WP STEWART ASSET MANAGEMENT LTD.

Sponsor

WP STEWART ASSET MANAGEMENT LTD.

BCA was founded in 1993 and is primarily owned by Peter Coffin. As of December 31, 2011 BCA managed \$15,371,187,482 on a discretionary basis and \$16,040,083 on a non-discretionary basis on behalf of approximately 6,500 clients.

Fees and Compensation

The maximum fee BCA assesses for management of a client account is 35 basis points. Fees are negotiable based on the size and nature of the portfolio and if the portfolio is managed through a wrap account. As the custodian will not do so, it is the client's responsibility to verify that the fee is properly calculated. Fees will be payable quarterly, either in advance or in arrears. BCA may deduct fees directly from client custodial accounts, or bill primary advisors or clients directly for fees. The manner in which fees are deducted is detailed in the signed agreement with the primary advisor or client.

Clients may terminate an advisory contract within five business days after execution without penalty; otherwise the contract may be terminated upon thirty days prior written notice. Advisory contracts cannot be assigned without the approval of the client. Fees paid in advance for the current quarter will be pro-rated on a daily basis and any unused portion returned to the client. Fees paid in arrears for the current quarter will be pro-rated on a daily basis and billed to the client.

All holdings in BCA accounts are priced at month-end by Standard and Poors. If a security's price is unavailable from Standard and Poors, BCA will seek the most accurate price (at its discretion) available from either a) Interactive Data pricing, b) Bloomberg pricing, c) dealer/underwriter evaluation or d) portfolio manager evaluation.

In addition to BCA's investment management fees, clients bear trading costs and custodial fees. To the extent that clients' accounts are invested in mutual funds, these funds pay a separate layer of management, trading, and administrative expenses.

Performance Based Fees and Side-by-Side Management

BCA does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to BCA.

Types of Clients

Breckinridge Capital Advisors, Inc. (BCA) provides investment advice for the management of both taxable and tax free fixed income bond portfolios. BCA provides its services to individuals, trusts, estates, and/or charitable organizations, corporations and/or other business entities, an investment company registered under the Investment Company Act of 1940, and private investment funds.

BCA provides advice to private investment funds in limited partnerships or limited liability form (that are not registered under the Investment Company Act) that invest in similar securities as other advisory clients. BCA is not the general partner to any private investment funds and does not receive placement fees with respect to investments in private investment funds.

Accounts of \$500,000 or more will be accepted, however, smaller accounts may be accepted when part of a household with more than \$1,000,000 total value.

Methods of Analysis, Investment Strategies and Risk of Loss

For both strategies, the firm uses a straightforward investment approach based on the analysis of five primary risks: credit, interest rate, call (early redemption), liquidity and tax. Using its resources in bond trading and analysis, portfolios are then structured and invested to achieve the optimal balance of risk and return according to the objectives and parameters of each individual investor.

Investing in securities involves risk of loss that clients should be prepared to bear.

Risks associated with fixed income investing include:

- **Credit** – The risk of loss of principal due to the borrower's failure to repay the loan or risk of liquidity from the decline in the borrower's financial strength.
- **Interest Rate** – The risk that a bond's value will change due to a change in the level of interest rates. As interest rates rise, bond prices fall and vice versa. Duration is a measure of the interest rate risk that bonds with longer maturities

and duration (weighted average cash flows) are subject to greater price volatility due to changes in interest rates.

- Call (early redemption) – The risk the owner of a callable bond faces if the bond is redeemed prior to maturity. Typically, callable bonds will be called when current interest rates are lower than the higher coupon rate the bond is currently paying. The investor is then faced with reinvesting the proceeds at a lower interest rate.
- Liquidity – The risk that exists when a bond's limited marketability prevents it from being bought or sold quickly enough to avoid or minimize a loss.
- Tax – The risk that the tax-exempt status of any or all types of municipal securities might change and effect after-tax yield on the security.

The strategic direction of our investments is guided by our Investment Committee, chaired by David Madigan. The committee composed of selected investment professionals meets monthly to set outlook and overall strategy for our portfolios.

Tax-Exempt Municipal Bond Strategy

Overview:

Investors who pay income taxes at the top marginal or corporate tax rate - such as high net worth individuals and insurance companies - often seek to maximize risk-adjusted, after-tax returns through tax-exempt investment strategies.

As a municipal bond specialist, Breckinridge has deep knowledge of the tax-exempt municipal market. We actively pursue opportunities to diversify across issuers, sectors and the yield curve to deliver long-term, reliable, risk-adjusted returns.

Additionally, we recognize that each of our clients has a unique tax status, investment objective and risk tolerance. As such, we utilize proprietary technology to customize portfolios to client-specific tax bracket, state of residence and maturity/duration parameters.

Investment Objective:

Maximize after-tax income while minimizing overall risk through opportunistic trading, fundamental credit analysis and proactive portfolio structure.

Investment Philosophy:

Since municipal bonds are often greatly over or undervalued due to the inefficient nature of the market, it's important to take advantage of opportunities to improve a portfolio's risk adjusted returns, customize portfolios according to each client's objectives and risk parameters and focus on preserving capital and generating a reliable income stream.

Taxable Bond Strategy

Overview:

Endowments, foundations, pension funds and other tax-exempt entities seek to maximize risk-adjusted returns through the purchase of taxable fixed income securities with positive spread to Treasuries. Our high-grade, fixed income investment strategies strive to achieve this goal with a primary allocation to taxable municipal bonds, providing both yield spread and quality.

Having invested in the taxable municipal market since 1996, Breckinridge is well positioned to take advantage of the growing opportunity in taxable municipal bonds.

We also tactically pursue opportunities in other fixed-income sectors including high quality corporate bonds, agencies and Treasuries.

Investment Objective:

Maximize risk-adjusted returns through the construction of a high quality portfolio of taxable securities including taxable municipals, agencies, Treasury securities and high quality corporate bonds.

Investment Philosophy:

We believe it is important to invest in low-risk assets, while limiting duration and prepayment risk, take advantage of opportunities to improve a portfolio's risk-adjusted returns, customize portfolios according to each client's objectives and risk parameters and focus on preserving capital and generating a reliable income stream.

Disciplinary Information

BCA and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

BCA and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

To avoid any potential conflicts of interest involving personal trades, BCA has adopted a Code of Ethics ("COE"), which includes personal trading reporting and review policies and procedures and insider trading policies and procedures. BCA's COE requires, among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of BCA above one's own personal interests;
- Adhere to the fundamental standard that one should not take inappropriate advantage of his/her position;
- Avoid or disclose any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on oneself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve his/her professional competence and strive to maintain and improve the competence of other investment professionals.
- Comply with applicable provisions of the federal securities laws. BCA's COE also requires employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide BCA with a detailed summary of certain holdings and securities accounts (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

A copy of BCA's COE is available to any client or prospective client upon request.

Brokerage Practices

BCA has been granted the authority by a substantial majority of its clients to determine, without specific consent, the securities to be bought or sold, the amounts of those securities, and the broker-dealers utilized to effect those trades. Any limitations which might be placed on BCA are "client specific" and, to the extent that they exist, are detailed at the opening of the client's account. BCA invests client assets primarily in individual municipal bond issues. BCA may also invest client assets in U.S. Government securities and corporate debt securities.

Absent an existing custodial relationship, BCA may assist the client in developing a relationship with a custodian with whom Breckinridge has an existing relationship. While there is no direct link with the investment advice given, economic benefits may be received which would not be received if BCA did not place client assets at the selected custodian. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to trading desks serving institutional managers exclusively; ability to have investment advisory fees deducted directly from client accounts; receipt of compliance publications; ability to view account balances and activity online; etc. The benefits received may or may not depend upon the amount of assets custodied. To the extent that BCA receives these benefits, the benefits may be used to facilitate the management of not only the client accounts responsible for generating the benefits, but all client accounts.

On occasion, BCA may receive sell-side research from broker-dealers, including market indices, that is not available to the general public. BCA does not direct trades in order to obtain this research. To the extent that BCA receives this research, the research may be used to facilitate the management of all client accounts.

BCA combines orders for clients. The combining of orders may allow BCA to achieve lower transaction costs and more effective execution for orders than would be the case if each individual client order were placed separately with one or several dealers. Clients may also be able to achieve lower trade execution prices as a result of this practice.

In selecting broker-dealers, BCA's guiding principle is to seek to obtain the best overall execution for each client on each trade. BCA considers a number of factors, including, without limitation, the actual handling of the order, the ability of the dealer to settle the trade promptly and accurately, the financial standing of the dealer, the ability of the dealer to commit capital, BCA's past experience with similar trades and other factors that may be unique to a particular order. In recognition of the value of these qualitative factors, BCA may cause clients to pay markups or markdowns that are higher than the lowest cost that might otherwise be available for any given trade.

Breckinridge may use a bid wanted platforms when soliciting bids for bonds being sold. Using a bid wanted platform expands the number of broker-dealers alerted to and responding to our bid wanted and helps to ensure that we will receive an acceptable bid.

Subject to any contractual restrictions, client directions or requirements under ERISA or the Investment Company Act of 1940, Breckinridge may conduct cross-trades between client accounts. All cross trades must be beneficial to both parties and adhere to all investment objectives and trade allocation guidelines. Transaction prices will be based on prices provided by independent third party pricing services. All cross trades will be processed through broker-dealers not affiliated with Breckinridge.

Generally, a client may not direct BCA to utilize a particular broker-dealer to execute some or all transactions for the client's account; however, the client will be required to choose its own custodian. The client is responsible for negotiating the terms and arrangements for the account with that custodian. As a result, BCA will be unable to influence the transaction costs charged by the custodian to settle BCA trades for clients.

Notwithstanding the above, if a client insists that BCA direct its trading to a particular broker or dealer, the client should be aware that it may lose out on certain benefits that would otherwise be obtained and it should be understood that BCA will not have authority to obtain volume discounts, lower commissions, or narrower spreads. Consequently, clients directing the use of a particular broker or dealer may not receive best execution.

If BCA sells non-fixed income debt securities on the client's behalf, it will do so with the broker or dealer affiliate of the custodian. BCA executes the sells at the direction of the client as a courtesy and the assets are not considered managed by BCA until such sales are completed. Clients should be aware that BCA claims no experience as an equity manager, nor does it evaluate execution quality for the broker-dealers' execution of equity transactions.

If BCA executes over-the-counter securities transactions on an agency basis at the client's request, clients may incur two transaction costs for a single trade: a commission paid to the executing broker-dealer plus any mark-up or mark-down charged by the market-making broker-dealer, which is included in the offer or bid price of the securities purchased or sold.

If BCA manages the client account of a wrap fee client, the client should be aware that BCA may not be provided sufficient information by the wrap program sponsor to perform an assessment as to the suitability of BCA's services for the client. BCA will rely on the wrap program sponsor who, within its fiduciary duty, must determine not only the suitability of BCA's services for the client, but also the suitability of the wrap fee program for the client. Furthermore, BCA will make every effort to obtain best execution within any constraints that may be set forth by the client and the wrap program sponsor.

Review of Accounts

All accounts will be continuously monitored. As market and credit conditions change, the impact on each account will be assessed.

Each portfolio's interest rate risk profile (duration, convexity, call protection, etc.) will be updated and evaluated to determine whether it complies with stated objectives.

Each bond is assigned an internal credit quality rating and is reviewed according to the level of risk.

Peter Coffin, Martha Field Hodgman, David Madigan, Susan Mooney and /or Matthew Buscone will be the Reviewer for all accounts.

Portfolio reports are produced on at least a quarterly basis which will include: **

- 1) Complete list and description of Portfolio Holdings
- 2) Graphics showing overall portfolio structure (ratings, maturity, duration and sector profiles)

Peter Coffin, Martha Field Hodgman, David Madigan, Susan Mooney and/or Matthew Buscone will be available to review all accounts with clients on a regular basis either in person or by telephone.

** Excludes portfolios managed through certain wrap-fee programs when such information is provided by the wrap-fee program sponsor.

Client Referrals and Other Compensation

BCA does not directly or indirectly compensate any person for client referrals.

Custody

All clients' accounts are held in custody by unaffiliated broker/dealers or banks, but BCA can access many clients' accounts through its ability to debit advisory fees. For this reason BCA is considered to have custody of client assets. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by BCA.

Investment Discretion

BCA has been granted the authority by a substantial majority of its clients to determine, without specific consent, the securities to be bought or sold, the amounts of those securities, and the broker-dealers utilized to effect those trades. Any limitations which might be placed on BCA are "client specific" and, to the extent that they exist, are detailed at the opening of the client's account.

Voting Client Securities

Our Proxy Administrator is Peter B. Coffin, who is charged with identifying the proxies upon which BCA will vote, voting the proxies in the best interest of clients, and submitting the proxies promptly and properly. BCA will only be responsible for voting proxies for those fixed income bond issues actively managed by BCA.

Our policy is to vote client proxies in the interest of maximizing bondholder/shareholder value. To that end, BCA will vote in a way that it believes, consistent with its fiduciary duty, will cause the issue to increase the most or decline the least in value. BCA will consider both the short and long-term implications of the proposal to be voted on when considering the optimal vote.

We have identified no current conflicts of interest between client interests and our own within our proxy voting process. Nevertheless, if Peter B. Coffin determines that he or BCA is facing a material conflict of interest in voting a proxy (e.g., an employee of BCA may personally benefit if the proxy is voted in a certain direction), BCA will engage a competent third party, at our expense, who will determine the vote that will maximize shareholder value. As an added protection, the third party's decision is binding.

We maintain written proxy voting guidelines and records of all proxy actions. Our guidelines are available for review. Our complete voting record is available to our clients. Contact BCA for any questions or to request review of either of these documents.

Financial Information

BCA has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.