

EAGLE STRATEGIES LLC

Firm Disclosure Brochure

Form ADV Part 2A

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This brochure provides information about Eagle Strategies LLC. If you have any questions about the contents of this brochure, please call us at (888) 695-3245 or email at eagleoperations@newyorklife.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Eagle Strategies LLC also is available on the SEC's website at www.adviserinfo.sec.gov.



Item 2 Material Changes

Below please find a summary of material changes that Eagle Strategies LLC has made to our Form ADV Part 2A from March 31, 2013 through March 31, 2014.

1) Lifetime Wealth Portfolios (“LWP”) Platform Provider Change

On April 17, 2013, Eagle Strategies entered into a relationship with Envestnet Asset Management Inc. (“Envestnet”) to provide platform services for all LWP Programs. These platform services include investment advisory, trade execution and other account services. Depending on the program and strategy selected, Envestnet may also act as a Sub-Manager. As part of this transition, certain LWP program names changed and new programs and features were added. Some of these new programs and features include the Guided Portfolios program and the Unified Managed Account program. All existing clients were informed of these changes during the transition process in 2013.

2) Investment Research and Due Diligence

Eagle Strategies updated the process for how we select and terminate the Sub-Managers, strategies and securities (mutual funds, ETFs and equities) within the LWP Programs. Eagle maintains and monitors its Available List which governs what can be purchased in client accounts.

Eagle Strategies’ Investment Research and Due Diligence department (“IRDD”) evaluates the Sub-Managers and strategies on behalf of Eagle Strategies. Eagle assigns three different statuses (Available, Hold, and Terminate) to Sub-Managers and strategies on its platform. IRDD regularly reviews its findings and recommendations with the Investment Management Committee comprised of Eagle Strategies senior management, Legal and Compliance personnel.

For mutual funds, Eagle utilizes a third party provider who may use a proprietary quantitative and qualitative evaluation methodology to review and monitor the Available list. For ETFs, IRDD conducts the review and its screening process can include factors such as liquidity, internal expense ratios and the length of time that the fund has been in existence. For individual equities, criteria may be different and can include an external analyst rating and market capitalization. Eagle generally offers individual equity securities that have 3 or more stars based on Morningstar’s rating criteria.

3) A. Representative Directed Program Changes; Pricing Changes

In order to minimize pricing conflicts in the Representative Directed program, Eagle Strategies is changing your options for paying trading costs in your Representative Directed account. Currently, you have elected to pay transactions fees for each trade in your Representative Directed Accounts. Beginning July 1, 2014, the following changes will take place.

Client Pays Transaction Fees for Each Trade:



For all accounts where Clients are currently paying transaction fees for each trade, the charge per transaction will change. Currently, clients are paying \$10 for each Transaction Fee ("TF") security. During the second half of 2014, the transaction fee will be either \$7.50 or \$17.50. The transaction fees for all listed equities and exchange traded funds will be \$7.50. For most mutual funds, the transaction fees will be \$7.50; however, for those funds families not participating in the Fidelity Partners Program, the charge will be \$17.50. Please discuss fees with your IAR.

Below is a list of Fund Families not participating in the Fidelity Partner Program. This list is subject to change without notice:

- Alliance Bernstein Offshore Funds
- CMG
- Dimensional Fund Advisors (DFA)
- Dodge and Cox
- Lingleaf Partners
- Meridian
- Sequoia
- Vanguard

B. Representative Directed Program; Block Trading and Conflicts

IARs have the ability to place trades for multiple accounts simultaneously within the Representative Directed programs.

Eagle IARs who participate in the Representative as Advisor and Representative as Portfolio Manager Programs may place conditional orders, such as stop or limit orders, on behalf of certain clients. A buy limit order can only be executed at the limit price or lower, and a sell limit order can only be executed at the limit price or higher. A limit order is not guaranteed to execute. A limit order can only be filled if the security's market price reaches the limit price. While limit orders do not guarantee execution, they help ensure that an investor does not pay more or receive less, than a pre-determined price for a security. A stop order is an order to buy (or sell) that becomes a market order to buy (or sell) when a transaction occurs at or above (below) the stop price. Similarly to a limit order, a stop order is not guaranteed to execute. Clients should consult with their Eagle IAR in determining if stop and limit orders are appropriate.

4) Eagle Retirement Plan Program changes

Frontier Asset Management was added as an additional investment manager option in the Eagle Strategies ERISA Investment Manager Program (EIMP).

5) Financial Planning

- A. Eagle IARs can provide fee-based hourly advice to clients when assisting them with advisory services outside of an established financial plan. The fee based hourly advice process includes a pre-meeting where IARs outline their role and services to be provided during the hourly fee engagement. During this pre-meeting process, clients sign the Hourly Fee Form



and agreement (which includes the hourly fee rate). Fees are paid in monthly installments based on the hours worked during the previous month.

- B. Eagle Strategies added an additional payment method for financial plans where the financial planning agreement fees are greater than \$5,000. In this case, the fees may be paid in equal installments beginning upon the execution of the Agreement and last payment due upon delivery of the written financial plan to the client.

6) Non-Advisory Programs

Eagle Strategies added Frontier Asset Management to its solicitor programs. In these programs, Eagle Strategies acts as a solicitor.



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Item 4 Advisory Business

I. FIRM DESCRIPTION

Eagle Strategies LLC (“Eagle”) is an indirect wholly owned subsidiary of New York Life Insurance Company (“NYLIC”), a mutual insurance company that has been in existence for over 165 years. Other affiliates of Eagle include New York Life Insurance and Annuity Corporation (“NYLIAC,” together with NYLIC “New York Life”), which offers both fixed and variable insurance products and annuities, and NYLIFE Securities LLC (“NYLIFE”), a registered broker-dealer. Eagle is also affiliated with New York Life Investments Management LLC (“NYLIM”), which offers a variety of mutual funds. Through Eagle and its affiliates, an Eagle client has access to a broad range of financial services. Eagle is an investment advisor registered with the SEC. Registration does not imply a certain level of skill or training.

Eagle’s predecessor, Eagle Corp., was founded on July 7, 1988. Eagle offers a variety of services through its investment advisor representatives (“IARs”). Eagle IARs are also New York Life insurance agents and registered representatives of NYLIFE.

II. ADVISORY SERVICES OFFERED¹

Eagle provides clients with the following financial planning services and investment advisory programs. In addition to the programs listed below, Eagle also offers other programs as described in Eagle’s Wrap Fee Brochure.

a. Financial Planning Services

Eagle offers financial planning services to individuals, closely held or private businesses and trusts. To prepare a financial plan an Eagle IAR will meet with the client to gather information about the client’s financial situation and objectives. Based on the information provided by the client, Eagle IARs can work with a variety of software programs to perform a financial planning analysis.

The financial plan provides general advice to help the client achieve his or her financial objectives. Depending on the client’s needs and goals, the plan may cover a variety of topics, including a net worth analysis, cash flow planning, goal planning (*e.g.*, education), investment planning, retirement planning and asset allocation. In some cases, general recommendations regarding the purchase or sale of securities may be made. The precise nature and coverage of a financial plan will vary depending on which and how many topics a client chooses.

A financial plan is based on a client’s situation at a certain point in time; Eagle does not conduct continuous or periodic reviews. The client should consider whether to ask for such reviews on a periodic basis or when his or her financial condition or objectives change. An additional fee is typically charged for such services.

Financial plans and the other advisory services described below may also contain general advice about the need for insurance, annuities or similar financial products. Eagle IARs are also New York Life

¹ Eagle also offers wrap-fee programs as detailed in Eagle’s Wrap Fee brochure. Note that not every IAR is licensed or qualified to sell every product or program.



insurance agents and registered representatives of NYLIFE and acting in these capacities can assist a client to implement recommendations contained in a plan by offering to sell insurance products and annuities issued by New York Life and registered products available through NYLIFE. Some of those registered products may include proprietary mutual funds managed by NYLIM and distributed by NYLIFE Distributors LLC, another Eagle affiliate. It will be more profitable to Eagle and its affiliates if a client purchases proprietary products from us. When making such sales, the Eagle IAR will be acting solely in his or her role as a New York Life agent or NYLIFE registered representative. A client may implement, some, all, or none of the recommendations contained in a financial plan, and may also choose to implement recommendations through Eagle, its affiliates or another financial institution.

If a client chooses to buy a New York Life product, the Eagle IAR, in his or her capacity as a New York Life Agent and/or NYLIFE registered representative will receive a commission and other forms of direct and indirect compensation from New York Life or its affiliates. Such compensation is in addition to any fee a client may pay to the Eagle IAR for financial planning services or fees the IAR may earn under the investment advisory programs described below. Also, certain Eagle IARs may broker the products of outside insurance companies. Clients should be aware that Eagle IARs have an incentive to recommend products or services that may result in additional compensation.

b. Limited Financial Planning Services

Eagle also offers clients a more limited financial planning service, using eMoney 360 modules, without any fee. In this program clients will not sign a financial planning agreement; however, the advice terminates upon delivery of the plan. In this limited program, the output will be limited to covering two topics. The topics can include a net worth analysis, cash flow planning, goal planning (*e.g.*, education), investment planning, retirement planning or other planning areas. Specific advice will generally not be offered with this service. Eagle clients can also pay for a financial plan that provides more analysis and also covers additional topics.

c. Financial Seminars

Eagle and its IARs may hold seminars at which attendees are offered general investment and retirement planning advice. During these seminar group meetings, IARs will not offer individualized advice. Examples of topics covered include the objectives of retirement planning and wealth management.

d. Fee Based Hourly Advice and Project Fee Programs

Eagle IARs can provide advice to clients when assisting them with advisory services outside of an established financial plan. In this program, IARs can charge either an hourly fee rate or a flat fee for the entire project. Examples of permitted services include:

- Advice on various topics including but not limited to:
 - Goal planning
 - Social Security decisions
 - Budgeting
 - Debt reduction
 - Mortgage payment decisions
 - Liability coverage



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- Major purchase decisions
 - Charitable strategies
 - Supporting the client when working with the client's other professionals (i.e. attorneys, tax professions, etc.) on business or financial topics, such as:
 - Business succession planning
 - Wills and trusts
 - Family Foundations
 - Transfer and legacy planning

The fee based hourly advice and project fee process includes a pre-meeting where IARs outline their role and services to be provided during the engagement. During this pre-meeting process, clients sign the Hourly/Project Fee Form and agreement (which includes the hourly or flat fee rate). The client signed Hourly/Project Fee Form is then sent to Eagle Strategies for approval.

e. Investment Advisory Programs

Eagle offers several different investment advisory programs ("Programs") to clients. The IAR assists the client in completing Program documentation, and provides ongoing services as outlined below for each Program. On an annual basis, the Eagle IAR generally contacts the client to update the client's current financial situation, risk tolerance, time horizon and investment restrictions (if any).

Clients are encouraged to review additional disclosure documents and/or the specific program agreement for background on a particular Program, including more information on Program advisers, managers, services, fees, account termination policies and other important disclosures.

1) Lifetime Wealth Portfolio Programs – Representative Directed Program

Eagle sponsors the following Programs, which are collectively referred to as "Lifetime Wealth Portfolio Programs" or "LWP Programs": Representative Directed; Fund Advisory; Separately Managed Account; and Unified Management Account. This brochure only discusses the Representative Directed Program in which the client elects to pay transaction fees.

ETFs, mutual funds, and equity securities within LWP accounts ("Accounts") are held through a brokerage account at NYLIFE. Transactions in these Accounts are placed with National Financial Services, LLC ("NFS"), the clearing brokerage firm. Assets in these Accounts are also custodied at NFS. See Item 15 for more detail.

Insurance. As part of the LWP Programs, a client may receive an "insurance analysis", which may include but would not be limited to protecting the client's "human capital", a present value projection of a client's future earning potential. Eagle IARs may provide a life insurance recommendation to protect all or a portion of a client's human capital, or for other generally recognized insurance needs, such as estate planning, cash needs at death, or business succession planning. Clients who are retired or near retirement may also receive a recommendation to purchase an immediate annuity for income. The cash surrender value of the life insurance purchased and the value computed for the immediate annuity ("annuity value") may also serve as a



fixed income component of their portfolio (this is referred to as “associating” a product and is discussed in more detail below).

The IAR acts solely in his or her capacity as an insurance agent of New York Life when discussing, recommending or selling insurance or annuity products and will receive compensation from New York Life for the sale of such products. A client is not required to purchase a New York Life insurance policy to protect a client’s human capital or a New York Life annuity for income, but only clients who purchase a New York Life product can receive the benefits of having those products “associated” with an LWP account, as further described below. Receiving a recommendation for life insurance does not guarantee the client will be underwritten for, or issued, a policy. Not all insurance or annuity products or LWP accounts are eligible for associating.

Associating an insurance policy or annuity contract. If a client purchases a New York Life insurance policy and associates it with an LWP account, then the IAR, in conjunction with the client, can adjust the portfolio while considering the cash or annuity value of the associated product, and any changes in that value. Any adjustments should be made within the client’s recommended Portfolio Objective rating. The investment management services are not provided directly to the insurance or annuity, rather the insurance value or annuity value is taken into account when advising on the associated LWP account.

No advisory fees are assessed on the cash value of any associated life insurance policies. The client pays a separate premium (non-advisory) to cover the cost of any insurance product purchased in connection with the LWP Programs. Commissions paid to the insurance agent are within the limits set by New York State Insurance Law Section 4228.

Representative Directed Program. The Representative Directed program is segmented into three program classifications that are accessible to Eagle IARs who meet the necessary qualifications. These three programs are: Guided Portfolios (GP), Representative as Adviser (RaA) and Representative as Portfolio Manager (RaPM). GP and RaA are non-discretionary programs, while RaPM, the Eagle IAR maintains discretionary authority. For the RaPM program, the Eagle IAR selects the securities for the account’s portfolio. For the RaA program, the client selects the securities with the IAR. For the GP program, the client selects the securities with the IAR based on a specific asset allocation model.

The Representative Directed program allows Eagle IARs to work with their clients in recommending and selecting mutual funds, exchange-traded funds, and/or equities (collectively, “securities”) appropriate for the client’s account based upon the client’s investment risk and return objective for the portfolio (“Portfolio Objective”). Within the Representative Directed Program, Eagle generally offers individual equity securities that have 3 or more stars based on Morningstar’s rating criteria. In certain instances, other criteria may be used.

Eagle offers one share class for each fund available on the Representative Directed platform. For certain of the mutual funds on the Representative Directed platform, Eagle will make available only load-waived Class A shares, even though the fund company also offers institutional class shares of that fund. In the event that a client qualifies to purchase institutional shares of such fund, a client may wish to speak to the fund company about how they may purchase these shares; however, these clients would not get the benefit of Eagle’s Program advisory services.



Eagle IARs who participate in the RaA and RaPM programs may place conditional orders, such as stop or limit orders, on behalf of certain clients. A buy limit order can only be executed at the limit price or lower, and a sell limit order can only be executed at the limit price or higher. A limit order is not guaranteed to execute. A limit order can only be filled if the stock's market price reaches the limit price. While limit orders do not guarantee execution, they help ensure that an investor does not pay more or receive less, than a pre-determined price for a stock. A stop order is an order to buy (or sell) that becomes a market order to buy (or sell) when a transaction occurs at or above (below) the stop price. Similarly to a limit order, a stop order is not guaranteed to execute. Clients should consult with their Eagle IAR in determining if stop and limit orders are appropriate.

Selection and Review Process of Available Securities. Eagle selects the securities (mutual funds, ETFs and equities) available in the Representative Directed Program.

Available List. Eagle maintains and monitors its Available List which governs what can be purchased in client accounts. Eagle, at its discretion, may include any security to its Available List.

For mutual funds, Eagle utilizes a third party provider who may use a proprietary quantitative and qualitative evaluation methodology to review and monitor the Available list. For ETFs, IRDD conducts the review and its screening process can include factors such as liquidity, review of expense ratios and the length of time that the fund has been in existence. For individual equities, criteria may be different and can include an external analyst rating and market capitalization. Eagle generally offers individual equity securities that have 3 or more stars based on Morningstar's rating criteria.

In certain instances, securities that do not meet the initial screening criteria may be considered on an *ad hoc* basis and may be added to the Available List by the Head of Eagle Product Management. For example, a new fund that does not have a long track record may be considered if the portfolio managers and/or fund family have a well-established track record. Mutual funds will be evaluated by the third party vendor, as described above, after its addition to the Available List.

Removal from the Available List. On a periodic basis, a third party provider will provide Eagle with mutual funds on the Available List that have demonstrated a material degradation in either quantitative or qualitative profile. Eagle may determine that mutual funds that no longer meet the criteria for inclusion on the Available List be removed.

On a periodic basis, Eagle will determine if the ETFs on the Available List have demonstrated a material degradation in either a quantitative or qualitative profile. Eagle may determine that ETFs that no longer meets the criteria for inclusion on the Available List be removed.

If individual equities no longer meet the qualifications noted above, Eagle at its discretion may remove equities from the Available List.

When securities are removed from the Available List, IARs will work with their clients to find alternate securities. In certain situations, Clients may continue to hold securities even if they are no longer on the Available List.



Calculating Performance of Client Accounts. Performance is calculated by Envestnet in the following manner:

- Performance history is calculated using a time-weighted rate of return and is shown net of management fees. For performance periods greater than one year, the return is annualized to show the average annual return over the period.
- Performance history is calculated on an account level, as well as on a household level. A household is any combination of client accounts that the client (through the IAR) has requested to be reported on in a combined manner. Reporting is done on the account level in addition to the household level (i.e. not instead of).
- Eagle does not validate performance information with a 3rd party, but Eagle does contract with a 3rd party to provide performance information for each Eagle account.

Rebalancing Process. Clients can select a rebalancing frequency of either quarterly, semi-annually, or annually. The rebalancing date will be based on the anniversary date of the last rebalancing action or rebalancing review. For new accounts, the rebalancing date will be based on the anniversary of the account opening date. Envestnet assesses accounts on the designated rebalancing date to determine if a rebalance is required.

Accounts in the GP program are required to be assessed for rebalancing on at least an annual basis. If a rebalance is required, Envestnet will rebalance the account to bring all of the individual asset allocations back to within the defined parameters, based on the account's portfolio objective.

Clients with accounts in the RaA and the RaPM programs may elect to have their accounts rebalanced. The rebalancing assessment will consider the account's risk parity, program parameters (diversification and concentration) and security drift. If the portfolio falls outside of the defined portfolio objective risk score range, the action of rebalancing the account will bring the portfolio back to within the defined range. IARs are responsible for rebalancing accounts in the RaA and RaPM Programs.

In addition to the designated rebalancing date, Envestnet assesses accounts on a daily basis to determine if a rebalance is required based on the following parameters (please note that Envestnet does not assess accounts for rebalancing for market drift):

- There are positions in the account that are not part of the model or Available List of securities
- A client deposits or withdraws cash
- A trade occurs in the account

Transaction Fees. In this program, clients have elected to pay transaction fees for each purchase and sale of all securities except "no transaction fee funds." "No transaction fee funds" generally have a higher expense ratio. Clients should consult with their Eagle IAR in determining which charge structure best suits their anticipated trading activity and which funds are suited for their needs.

Additional information is available in the Fee section of Item 5. Please reference the Eagle Strategies Wrap Fee Brochure (Appendix 1) for information regarding the Representative Directed Program where clients do not pay for transaction fees in addition to the advisory fee.

2) Independent Advisers Group Corp. ("IAG")



Eagle, through its IARs, offers the Market Pace and Market Pace II Programs sponsored by IAG, a registered investment advisor. Both programs are non-discretionary, and are nearly identical except for the charge structure. In Market Pace, transaction costs are paid for separately from other charges, while in Market Pace II, the transaction costs are included in the wrap fee. Please refer to the Eagle Strategies Wrap-Fee Brochure (Appendix 1) for more information about the IAG Market Pace II program. Clients should consider which charge structure best suits their anticipated trading activity.

Eagle and its IARs are responsible for gathering the client's financial information and assisting the client to complete the questionnaire and, when appropriate, communicating any changes to the client's financial information and/or situation to IAG. The IAR then provides mutual fund and ETF recommendations to clients based upon each client's circumstances and financial objectives. Upon the client's instruction, the IAR will invest the client's account in the selected securities. While the Eagle IAR does not make recommendations regarding individual equity or fixed income securities within these Programs, clients may be permitted to hold such individual securities in their Program accounts. Trades in this Program are processed through LPL Financial, a broker-dealer unaffiliated with Eagle. More information can be found in IAG's Form ADV Part 2A.

3) SEI Investments ("SEI") Programs

Eagle offers the following Programs sponsored by SEI, a registered investment advisor. These programs are no longer available to new Eagle clients.

- *Asset Management* – Eagle provides allocation recommendations to clients based upon each client's circumstances and investment objectives.. When managing client accounts, IARs utilize model portfolio recommendations provided by SEI. The IAR provides the client with information about the SEI Funds that are available within account. The IAR explains the rebalancing guidelines utilized by SEI in the management of the portfolio. SEI is responsible for rebalancing the account pursuant to the standard variances established by SEI.
- *Managed Assets* – SEI performs due diligence on third party sub-advisers that are made available to clients through the Program. Based upon the client's personal circumstances and investment objectives, IARs, will assist clients in determining an appropriate asset allocation and investment strategy. SEI uses separately managed accounts and/or mutual funds to implement the selected strategy. The separately managed accounts and/or mutual funds are advised by SEI or one of its affiliates. The Program offers a feature called Integrated Managed Accounts Program (IMAP) in which the Sponsor selects a sub-adviser to serve as a manager for the entire managed account portfolio.

Clients with SEI clear and custody through an SEI affiliate. More information about these programs can be found in SEI's Form ADV Part 2A.

b. Solicitor Programs

1) Independent Portfolio Consultants, Inc. ("IPC")



Eagle, through its IARs, offers the Independent Managed Assets Program (“IMAP”) sponsored by IPC. Under this program, Eagle acts as a solicitor. As such, Eagle refers clients to IPC. Eagle is responsible for initial contact, but does not act as the investment adviser. If a client elects to invest in the IMAP program, IPC will act as the sole investment adviser. Eagle receives a referral fee from IPC.

Additionally, clients already participating in IMAP may also participate in the Multiple Strategy Portfolios Program (“MSP”) sponsored by IPC. IMAP is a separately managed accounts program, and MSP is a mutual fund asset allocation program. More information regarding IPC can be found in the IPC’s IMAP Disclosure Brochure.

2) Brinker Solicitor Programs

Eagle acts as a solicitor, which means it refers clients to programs sponsored by Brinker, a registered investment advisor. Eagle is responsible for initial and ongoing client contact, but does not act as the investment adviser. If a client selects one of these programs, Brinker will act as the sole investment adviser. Eagle receives a referral fee from Brinker. More information about the Brinker programs can be found in Brinker’s Form ADV Part 2A.

3) Frontier Asset Management Program

Eagle acts as a solicitor, which means it refers clients to programs sponsored by Frontier Asset Management (“Frontier”), a registered investment advisor. Eagle is responsible for initial and ongoing client contact, but does not act as the investment adviser. If a client selects one of these programs, Frontier will act as the sole investment adviser. Eagle receives a referral fee from Frontier. More information about the Frontier program can be found in Frontier’s Form ADV Part 2A.

c. Eagle Retirement Plan Program

Eagle offers consulting and advisory services to sponsors of qualified, employer-sponsored retirement plans that are designed to assist plan sponsors of employee benefit plans. Eagle may also assist plan sponsors with enrollment and/or providing investment education to plan participants and beneficiaries. The Eagle Retirement Plan Program allows IARs to charge an asset-based fee for providing fiduciary, non-fiduciary and non-advisory consulting services under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Eagle offers two programs: the Eagle Retirement Plan Consulting Program (CP) and the Eagle ERISA Investment Manager Program (EIMP).

CP. Eagle will perform the following services as an ERISA fiduciary under Section 3(21) of ERISA solely with respect to its rendering of the services to assist the plan sponsor with the investment selection and monitoring of the investment options available through the Plan:

- a. Advise the plan sponsor regarding the selection and monitoring of the investment options that the plan sponsor decides are to be made available to Plan participants through the Plan based on criteria established by Eagle with additional modifications to the criteria established by the plan sponsor. The criteria established by Eagle states that investment options must meet a 3 year fi360 Fiduciary Score of 0 to 50 to be selected by the Eagle IAR. The investment option



recommendations should also include a minimum of three investment alternatives: a money market fund, a bond fund, and a domestic large cap equity fund. The criteria and methodology that is in this program is different than the methodology that Eagle uses in other investment advisory programs. Therefore, the Investment Options that are recommended may not necessarily be funds that are approved and available by Eagle in other investment advisory programs.

Based upon these criteria, Eagle will generate (at least annually) a recommended list of potential unaffiliated mutual fund investment options for the Plan for selection by the Sponsor primarily utilizing a third party (fi360) database. The recommendation shall, in part, be based on screening performed using fi360; the plan sponsor (and not Eagle) shall be ultimately responsible for selecting unaffiliated mutual funds that will actually be made available to Plan participants through the Plan.

- b. Eagle IARs and the Sponsor shall meet quarterly to review and update (if necessary) the investment options.

As part of this Program, Eagle may provide the following non-fiduciary services:

- Participant Education and Enrollment Services
- Plan Sponsor Support Services

EIMP. In order to establish a relationship with Eagle, the process begins with the completion of a client Profile. The purpose of the Profile is to collect certain information concerning plan design, plan objectives and third-party service providers. The client will also be presented with a copy of the Retirement Plan Services Program Agreement for review. Once the client, in the exercise of its fiduciary duty to the Plan, selects the services to be provided by Eagle and has determined the same to be necessary for the operation of the plan and the compensation paid to be reasonable, the client must sign the Program Agreement and submit it to Eagle before any services are rendered.

Eagle may provide the following ERISA fiduciary services:

- Assist the plan fiduciaries in selecting a discretionary investment manager (Manager) from among Managers that Eagle has evaluated to serve as an “investment manager” as defined under Section 3(38) of ERISA. Eagle has currently four managers available in the program: Brinker, Frontier, Loring Ward and Morningstar. Eagle IARs may make recommendations that are, among other things, based upon the Manager’s style and process and adherence to style and guidelines; manager specific impact; survey data; and fee analysis. The plan fiduciaries will have the final approval on the hiring and/or retention of any Manager recommended by Eagle.
- Assist the plan fiduciaries with collecting and evaluating information relating to the ongoing review of the Manager selected and retained by the plan fiduciaries, including tools and reports provided by the Plan’s Manager and/or service providers to assist the Sponsor in evaluating the reasonableness of the Manager’s fees and to benchmark the Manager’s overall performance vis-à-vis applicable, recognized industry indices. Eagle IAR may recommend the replacement of an underperforming Manager, but will not make any recommendations to alter the investments or model portfolios.



As part of this Program, Eagle may provide the following non-fiduciary services:

- Participant Education and Enrollment Services
- Plan Sponsor Support Services

III. TAILORING SERVICES TO CLIENT NEEDS

All of Eagle's advisory services are based upon each client's individual financial outlook and objectives. Eagle IARs gather this information, often using an IPQ. In order to tailor its advice to the individual needs of clients, Eagle may review the client's investment objectives, risk tolerance, investment amount, liquid net worth, human capital, retirement goals and insurance goals. The recommendations made will depend on the information provided by the client. For example, depending on his or her answers a client may be placed in a more or less aggressive portfolio.

Clients with accounts that are managed on a discretionary basis may place reasonable restrictions on the management of those assets.

IV. WRAP FEE PROGRAMS

Eagle acts as both the wrap fee program sponsor and the portfolio manager in the LWP RaPM Program, Eagle does not act as portfolio manager in any programs which are not wrap fee programs but are otherwise similar to the programs described in this brochure. Eagle receives all the client fees for its services provided in the programs described in this brochure.

V. MANAGEMENT OF CLIENT ASSETS

As of February 28, 2014, Eagle has Advisory Assets of approximately \$3,889,900,000, of which approximately \$3,662,400,000 are Regulatory Assets Under Management. Eagle acts as a solicitor for approximately \$1,352,300,000.

Item 5 Fees and Compensation

I. COMPENSATION AND SCHEDULE OF FEES

a. Financial Plans

Fees for financial plans vary based upon a variety of factors including:

- the complexity of issues involved
- the IAR's experience
- the client's net worth
- the client's planning needs

Planning fees are negotiable but generally range from \$0 to \$25,000. In some instances, more than one Eagle IAR may receive a portion of the agreed upon fee.

b. Financial Seminars



In some instances, fees may be charged for attendance at financial seminars. Fees vary, but are generally in the range of \$35 per attendee. These fees include the costs of any written materials provided at the seminar, advertisements, and other expenses related to the cost of providing the seminar.

c. Fee-Based Hourly Advice and Project Fee Programs

The hourly fee in general ranges from \$100 to \$400 per hour and each engagement should not exceed 12 hours. If a flat fee is charged for the entire project, the fee generally ranges from \$0 - \$25,000 and is negotiable.

d. Investment Advisory Programs

Fees for the investment advisory programs are set forth below; all fees are negotiable unless otherwise noted.

Program	Advisory Fee	Negotiable?	Other information
Representative Directed	Annual fee of 0.15% - 2.15% of account size, and \$7.50 - \$17.50 ² per trade.	Yes	The annual fee charged to a client (excluding transaction costs) includes the Advisor Fee and Sponsor Fee. The Advisor Fee (0%-2.0%) is the fee charged by your IAR(s). The Sponsor Fee covers the custodial fees and the admin fee (which includes both platform costs and Eagle internal costs).
SEI AMP	Annual fee of 0% – 1.25% of account size.	Yes	This program is currently closed to new clients.
SEI MAP	Annual fee of 0.6% to 2.2% of account size.	Yes	This program is currently closed to new clients.
IAG Market Pace	Annual fee of 0.015% - 1.90% of the account size and, depending on the security, either \$5, \$10, or \$26.50 per	Yes	In Market Pace, clients also pay transaction fees for purchase and sale transactions.

² The transaction fees for all listed equities and exchange traded funds will be \$7.50. For most mutual funds, the transaction fees will also be \$7.50; however, for those funds families not participating in the Fidelity Partners Program, the charge will be \$17.50. Please discuss fees with your IAR. Below is a list of Fund Families not participating in the Fidelity Partner Program. This list is subject to change without notice:

- Alliance Bernstein Offshore Funds
- CMG
- Dimensional Fund Advisors (DFA)
- Dodge and Cox
- Lingleaf Partners
- Meridian
- Sequoia
- Vanguard



	trade		
EIMP	Annual fee of 0.05% - 0.80% of plan assets	Yes	
CP	Depending on plan size, annual fee of \$0 - \$100,000	Yes	

No advisory fees are assessed on the cash value or annuity value of any associated life insurance policies or annuity contracts.

The amount of compensation Eagle and/or the Eagle receives varies between programs and/or between options or sub-advisers selected within a program. This leads to a potential conflict of interest, as Eagle and/or the Eagle IAR may have an incentive to recommend certain options over others.

Eagle pays IARs a portion of the annual fee for the IAR's services related to the Eagle Retirement Plan Program. The portion of the annual fee payable to the IAR ranges from between 35% and 90% of the total fee received by Eagle, depending on a number of factors. On average, IARs are paid 60% of the fees received by Eagle. If you would like further information on the current level of compensation your IAR is being paid relating to your account, please call 1-888-695-3245.

II. BILLING METHOD

a. Financial Planning

Clients are billed for financial planning fees, which are payable to Eagle. Clients are billed 100% upon signing the Financial Planning Agreement, 50% upon signing the Agreement with the remainder due upon delivery of the written financial plan, or for financial planning agreement fees greater than \$5,000, the fees may be paid in equal installments beginning upon the execution of the Agreement and last payment due upon delivery of the written financial plan to the client.

b. Seminars

Attendees make the payment at or prior to the time of the seminar.

c. Fee Based Hourly Advice and Project Fee Programs

Fees are paid in monthly installments based on the hours worked during the previous month. If a flat fee is charged for the entire project, Clients are billed 100% upon signing the Hourly/Project Fee Form and agreement.

d. Lifetime Wealth Portfolios – Representative Directed

Fees are paid monthly, in advance, directly from the client's account.

e. Investment Advisory Programs



Advisory fees are deducted on a monthly or quarterly basis directly from the client's account. Under certain limited circumstances, Eagle may allow direct billing in other accounts.

f. Eagle Retirement Plan Programs – CP and EIMP

In these programs, clients may specify whether to pay the program fees directly or may authorize the plan's record keeper or custodian to pay Eagle from plan assets.

III. OTHER FEES AND EXPENSES

Depending on the Program and the elections made by clients, there may be additional fees. Certain account services (ex: wire transfers, liquidation, custodial fees) or account maintenance features may involve fees, expenses or costs. Clients may also pay small account fees, custody fees, and/or transaction fees.

Account Services. Account services provided in connection with the account – such as wire transfers, check disbursements, custodial fees, or other account maintenance features – may involve fees, expenses and other costs.

Mutual Fund and Exchange-Traded Fund Fees. If a mutual fund or ETF is held in an account, such funds will have their own internal fees and expenses. Mutual fund redemption fees may be incurred in connection with a liquidation, rebalancing or reallocation. In addition, some mutual funds may have a short term redemption fee. Short term redemption fees are typically assessed when a mutual fund is sold after being held for a short period of time. Before you liquidate or rebalance your fund, you should consider whether your fund has a short term redemption fee.

Fees paid to Eagle for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and exchange traded funds to their shareholders. These fees and expenses are described in each fund's investment prospectus; please refer to the prospectus for more detail. These fees will generally include a management fee, other fund expenses, and possible distribution fees. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund or exchange traded fund directly, without the services of Eagle. In that case, the client would not receive the services provided by Eagle, which are designed to assist the client in determining which mutual fund(s) or exchange-traded fund(s) are appropriate to the client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Eagle to fully understand the total amount of fees to be paid by the client and the costs of the advisory services being provided.

Retirement Account Fees. The clearing brokerage firm or its affiliates may also have certain charges related to retirement accounts such as IRAs.

Investnet's Protected Cash Feature. Protected Cash is a feature available through Investnet that allows clients to maintain a designated amount of cash within their LWP account for a temporary period of time. For the Representative Directed Programs, cash maintained within the Protected Cash feature is not subject to the Advisor Fee or Sponsor Fee.



Small Account Fee. Eagle reserves the right to charge Representative Directed accounts a monthly small account fee of \$6.75 if the account balance is below \$25,000.

Periodic Investment Programs (“PIPs”) and Systematic Withdrawal Investment Plans (“SWIPS”). To the extent that an IAR recommends a trade and not a PIP or SWIP transaction, Eagle would benefit by not having to pay the PIP/SWIP fee. Eagle addresses this conflict by not sharing or passing this cost to IARs. There is also a conflict for Eagle to recommend NTF funds in PIP/SWIP transactions because then Eagle wouldn’t have to pay a fee to the clearing firm. Eagle addresses this conflict by not sharing or passing the cost to IARs who recommend the transactions within the Client accounts.

Important Disclosure for Clients Who Are Rolling Over Retirement Account Proceeds. If you are rolling over the proceeds of an employer-sponsored retirement plan (e.g., a 401(k) plan) (“Plan”) to an Individual Retirement Account (“IRA”), you should consider the following:

- When you roll over the proceeds of a Plan to an IRA, you will likely have more investment options available than you had in the Plan, and you will enjoy the benefit of the guidance that your Eagle IARs can provide with regard to your IRA. Your IRA agreement, the product prospectuses and your Eagle IARs can provide you with more information concerning the fees and expenses involved in establishing an IRA.
- Instead of establishing an IRA, you may have the option of leaving your money in the Plan. You should review the plan documents and/or contact the Human Resources Department of the company sponsoring the Plan to determine if this option is available to you. You should be aware that the Plan may offer different, but typically more limited, investment options, which may have lower fees and expenses, than the investment options that are available for an IRA and that the Plan may also involve other administrative costs (e.g., recordkeeping and compliance fees) and fees for services such as access to a customer service representative. If you have the option of leaving your money in an existing Plan, you may also wish to consider how satisfied you are with the available investment options and their performance, as well as your ability to obtain guidance concerning your Plan investments.
- Instead of establishing an IRA, you may also have the option of transferring investments from a prior employer’s Plan to a new employer’s Plan. If your current employer offers a Plan, you should contact your employer’s Human Resources Department to determine if this option is available to you. In considering whether to transfer your assets to a new Plan, you should also consider the available investment options, any fees or expenses applicable to those options or the Plan itself and your ability to obtain guidance concerning your Plan investments.
- Instead of establishing an IRA, you may also have the option of taking a taxable distribution from the Plan. If you are considering this option, you should consult with your tax adviser concerning the potential tax consequences.
- If you hold shares of stock of your employer in your Plan, you should consult with your tax adviser concerning the potentially negative tax consequences of removing those shares from the Plan.
- Depending on the state in which you reside, assets held in a Plan may enjoy greater protection from creditors than similar assets held in an IRA.



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- Please note that although Eagle IARs can provide advice concerning IRA investments, they do not provide legal or tax advice.

For additional information about brokerage practices, see Item 12, below.

IV. PREPAYMENT OF ADVISORY FEES

a. Financial Planning

The client may terminate the Financial Planning Agreement by providing written notice to his/her IAR or to Eagle Strategies. If the client terminates the agreement more than five (5) business days after its effective date, Eagle will be entitled to compensation for advice already provided and the remainder of the fees will be refunded to the client. If Eagle or the IAR terminates prior to the delivery of the financial plan, the client will receive a full refund of any fees paid under the agreement. Eagle will refund all fees if the plan is not completed within nine months from the effective date of the Financial Planning Agreement, unless an extension is agreed to.

b. Investment Advisory Programs – LWP Representative Directed

Fees for Eagle LWP client accounts are deducted from the investment portion of the client account, monthly in advance. The reported cash value of any associated insurance will not be included in the calculation of the Advisory Fee, though associated annuity products will be included. The first month's Advisory Fee is calculated based on the period-ending balance for the month, and is prorated based upon the number of days in the month in which the Account was open, funded and allocated. In the event that the account is terminated, Eagle returns a portion of the fee based on the number of days during the final month for which the Account was open.

c. Other Investment Advisory Programs - IAG

Fees for client accounts at IAG are billed quarterly in advance. If the account is closed within the first six months by the client or as a result of withdrawals bringing the account value below required minimum, IAG may retain the pre-paid quarterly account fee for the current quarter and rebill all transactions in the account at normal and customary brokerage rates. Please refer to the IAG disclosure documents for further information about refunds of pre-paid advisory fees in the event an account is terminated prior to the end of the billing period.

d. Other Investment Advisory Programs - SEI

Fees for client accounts at SEI are billed quarterly in arrears.

e. Eagle Retirement Plan Program

CP. Fees will be paid annually in advance or if paid quarterly thirty days of each quarter-end. If Sponsor elects to direct the Recordkeeper to pay the Fees to Eagle, Sponsor agrees to provide such authorization to the Recordkeeper within thirty (30) days of signing the CP agreement.



EIMP. Fees will be billed quarterly in arrears. The initial Fee is prorated based upon the number of days remaining in the initial quarterly period from the date of execution of the Program Agreement, based upon the market value of the Plan assets at the close of business on the last business day of the initial quarterly period. Thereafter, the quarterly portion of the annual Program Fees will be based upon the market value of the plan assets at the close of business on the last business day of the previous calendar quarter (without adjustment for anticipated withdrawals by plan participants or beneficiaries or other anticipated or scheduled transfers or distributions of assets). If the Program Agreement is terminated prior to the end of a quarter, Eagle is entitled to a quarterly fee, prorated for the number of days in the quarter prior to the effective date of termination, based on the market value of the plan assets at the close of business on the effective date of termination.

V. OTHER COMPENSATION FOR THE SALE OF SECURITIES & OTHER INVESTMENT PRODUCTS

Eagle IARs receive direct and indirect compensation in connection with the advisory offerings described herein. The compensation varies depending on the exact fee negotiated with the client. In addition, IARs (i) receive a greater share of the advisory fee and (ii) become eligible for attendance at conference where the IAR has met certain sales goals, including sales goals while acting in the IAR's other roles as an insurance agent and/or a registered representative. In some cases, a combined insurance and investment sale will result in increased eligibility for these programs. Eagle may receive direct and indirect forms of compensation related to the sales of securities or other investment products to clients.

Additionally, Eagle IARs are eligible for additional compensation and other benefits by earning council credits. Eagle IARs may receive double council credits for selling LWP products whereas they receive single council credits on the sale of non-LWP advisory products. This creates a conflict for the IAR to recommend LWP products instead of non-LWP advisory programs. Eagle addresses this conflict by disclosing it.

Eagle's affiliates may receive compensation if their proprietary products (for example, Mainstay Mutual funds) are included in an investment account.

When a client purchases an associated life insurance policy, the Eagle IAR receives additional compensation (including commissions, service fees, allowances for expenses, benefits, and other compensation programs) in her or his capacity as an insurance agent of New York Life. This compensation is governed and limited by Section 4228 of the New York State Insurance Laws. Eagle IARs may also receive incentive awards for the sale of insurance products from time to time. Clients have the option of purchasing recommended products through other brokers or agents who are not affiliated with Eagle. However, the purchase of non-New York Life insurance and annuities will not be "associated" with and taken into consideration in the formulation and management of an LWP portfolio.

While the prospect of receiving additional compensation from the sale of other products creates an incentive to recommend products based on the compensation expected to be received rather than client needs, Eagle addresses this conflict and other conflicts in this brochure in a variety of ways, including the following:

- Eagle IARs are trained to put the interest of the clients first as part of their fiduciary duty. Eagle's Code of Ethics also addresses their conduct.



- Eagle discloses potential conflicts in this Form ADV Disclosure Brochure and other disclosure documents so that clients can make informed decisions. While Eagle IARs are trained to make recommendations that they believe are in the best interests of their clients, the ultimate decision belongs to the clients. Clients are therefore encouraged to ask questions, read all available disclosure materials, consider all their options and take other steps to make educated decisions.
- For the LWP Programs, the initial recommendation as to the type and amount of insurance policy or annuity to purchase is generated through the use of objective measures developed by Ibbotson, an investment advisor affiliated with the Morningstar family of companies. In addition, the value of any insurance or annuity product associated with an LWP program is not taken into account in determining the advisory fee that either Eagle or the IAR receives.
- The Mainstay family of funds utilized in the Programs outlined herein may be offered and/or managed by New York Life Investments Management LLC and distributed through NYLIFE Distributors (both affiliates of Eagle). Investment in affiliated mutual funds generates additional compensation to Eagle's affiliates, but Eagle and the IAR receive no portion of this compensation.

For LWP Program accounts held with NFS, Eagle receives additional revenue streams up to 0.32% on the sale of no transaction fee mutual funds and NYLIFE and Eagle receive compensation on Fidelity money market sweep funds through a revenue sharing arrangement and 12b-1 fees on certain funds. Eagle ensures that the IAR and/or Sub-Advisor making the recommendation do not participate in the revenue sharing and so have no incentive to recommend those funds over others. NYLIFE receives compensation based on the amount of assets it holds with NFS, including the assets held in LWP Program Accounts.

- In the Representative Directed Program and IAG, as described above, clients can choose to pay transaction fees for the purchase or sale of exchange traded funds and equity securities. Such clients would also pay transaction fees for the purchase or sale of mutual funds for which the clearing firm assesses a transaction fee. For products for which the clearing firm assesses a transaction fee, clients who elect to pay transaction fees will pay for each transaction in the account (the "Transaction Fee"). Eagle does not retain transaction fee income.

Item 6 Performance-Based Fees and Side-by-Side Management

Performance-based fees are fees based on a share of capital gains or on capital appreciation of the assets of a client. Eagle and its IARs do not accept performance-based fees.

Item 7 Types of Clients

Eagle provides investment advisory services to many different types of clients, including individual investors, pension and profit sharing plans, Traditional and Roth IRAs, SEP and SIMPLE IRAs, trusts, estates, charitable organizations, corporations and other business entities.

Each Program has minimum account size requirements, which range from \$25,000 to \$1 million. Eagle



and/or its Program partners have the option to waive account minimums. Account minimums for each Program are as follows:

Program	Minimum Account Size
SEI Asset Management Program	\$150,000
SEI Managed Account Program	\$500,000 to \$1,000,000 depending on portfolio
Representative Directed Program	\$25,000
IAG MarketPace– qualified accounts	\$50,000
IAG MarketPace– non-qualified accounts	\$100,000
EIMP	None
CP	None

Accounts that fall below the stated requirement minimum may be charged an additional fee. Additionally, Eagle has established minimum ongoing account values (“maintenance values”) for accounts. Accounts that are invested below the maintenance value for a specified period of time may be terminated.

Certain Programs also require that clients meet a minimum net worth or minimum income requirement in order to open an account.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

I. METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

a. Financial Planning

Among other options, Eagle IARs may use one of the following programs to perform the financial planning analysis: eMoney Advisor (Wealth Management Solutions), Planning Shepherd or Sungard Expert Solutions (Advisor Series). A client should discuss with the Eagle IAR the method used to prepare a financial plan.

b. Representative Directed Program

For the non-discretionary program the Eagle IAR provides the client with a personalized investment proposal, which may include securities recommended by the IAR. Such recommendations will be consistent with the client’s portfolio strategy. The portfolio strategy takes into consideration the client’s investment and investment return objectives and risk tolerance. Upon the client’s instruction, the IAR will invest the client’s account in the selected securities. Each client’s precise strategy will differ based on the client’s goals and preferences and the IAR’s recommendations.

For the discretionary program, the Eagle IAR creates a model portfolio which is approved by Eagle.

Eagle’s affiliates may periodically acquire confidential information about the funds available on the Representative Directed platform.

c. Other Investment Advisory Programs



For all other investment advisory programs, please refer to the program disclosure documents for a description of the investment strategies and methods of analysis employed by the advisers.

For all programs, investing in securities involves a risk of loss that clients should be prepared to bear. Unlike mutual funds and exchange traded funds, risks relating to investing in equity securities include non-diversification - if your security depreciates in value you may not have the ability to offset the depreciation by having other securities to offset the loss, and volatility - individual equities are generally more volatile than mutual funds or ETFs.

II. MATERIAL RISKS

Generally accounts managed through a tactical approach to asset allocation will trade more frequently and may incur greater trading costs than a strategic approach. Accounts managed with a tactical approach may have a more volatile performance than those using a strategic approach, but may out-perform in some market cycles. Conversely, accounts managed through a strategic approach generally trade less frequently and may have lower trading costs. Performance for accounts using a strategic approach may be less volatile and may under-perform tactical approach in some market cycles.

When using an active management style, returns may be reduced by the cost of hiring a professional fund manager and the cost of buying and selling investments in the fund. Managers using a passive management style normally have lower operating costs than actively managed funds because these funds do not need to retain active professional managers, and because their holdings are not as frequently traded.

In any investment account, frequent trading can affect investment performance through increased brokerage costs, transaction costs and tax inefficiencies.

III. RISKS ASSOCIATED WITH SPECIFIC SECURITIES

With any investment product – including those available in Eagle’s programs – there is a risk of loss. Clients participating in these programs should be able and prepared to bear the risk of loss in the event that the overall market and/or the specific products purchased should decline in value.

Clients purchasing individual stocks should be aware of the greater volatility associated with those products. Clients purchasing mutual funds and ETFs should refer to the relevant prospectus for more information about the risks of investing in a particular fund. Clients purchasing ETFs should understand that the market price of ETFs may be at, above or below its net asset value, and that the ETF’s performance may not be exactly that of its underlying index.

Item 9 Disciplinary Information

Eagle does not have any material disciplinary information to report.



Item 10 Other Financial Industry Activities and Affiliations

I. BROKER-DEALER REGISTRATION

Eagle is not registered as a broker-dealer. Certain management persons of Eagle are also registered representatives of NYLIFE, its broker-dealer affiliate. All Eagle IARs are registered representatives of NYLIFE.

II. REGISTRATION AS A FUTURES COMMISSION MERCHANT, COMMODITY POOL OPERATOR OR A COMMODITY TRADING ADVISOR

Neither Eagle nor any of its management persons are registered as a Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor.

III. MATERIAL RELATIONSHIPS WITH RELATED PERSONS

Eagle is an indirect wholly owned subsidiary of New York Life Insurance Company, a New York mutual life insurance company. Eagle is also an affiliate of NYLIAC and NYLIFE Insurance Company of Arizona (together with New York Life Insurance Company and NYLIAC, "New York Life"). New York Life's principal business is the sale of individual and group life insurance and annuity contracts. Eagle's IARs, acting in their capacity as agents of New York Life, may receive compensation for the sale of insurance products offered by New York Life.

Eagle is affiliated with the following broker-dealers, which are indirect wholly-owned subsidiaries of New York Life Insurance Company.

NYLIFE Securities LLC is a registered broker-dealer. All IARs of Eagle are also registered representatives of NYLIFE and, acting in their capacity as registered representatives of NYLIFE, receive commissions or other compensation for the sale of products offered through NYLIFE. A client that engages Eagle to provide advisory services under its LWP programs will also open a NYLIFE brokerage account through which trades in the account are processed. The actual trades take place at NFS, the clearing broker-dealer. A potential conflict exists because Eagle works through an affiliate to open the LWP accounts.

Transfer between Eagle and an affiliated brokerage accounts - From time to time Eagle may journal securities from your Eagle account to your NYLIFE Securities brokerage account. Eagle does not provide advice on any securities in your NYLIFE Securities brokerage account.

NYLIFE Distributors LLC is a registered broker-dealer. In its capacity as a broker-dealer, NYLIFE Distributors LLC is the principal underwriter of all the proprietary mutual funds managed or administered by its affiliate New York Life Investments Management LLC. NYLIFE Distributors LLC is also the principal underwriter for variable insurance and variable annuity contracts issued by NYLIAC.

Eagle is a wholly owned subsidiary of NYLIFE LLC, which in turn is a wholly owned subsidiary of New York Life Insurance Company.

Eagle is affiliated with a number of registered investment advisers, some of whom are an adviser or Sub-adviser to the Mainstay mutual funds. Potential conflicts may arise because investments in affiliated



mutual funds generate additional management fees and other compensation to Eagle's affiliates. This conflict is mitigated because Eagle and the IAR receive no portion of this compensation. A listing of the registered investment advisers that are affiliated with Eagle can be found in Eagle's ADV Part 1. Currently, Eagle's investment adviser affiliates do not provide investment advisory services directly to Eagle clients.

IV. SELECTION OF OTHER ADVISERS

Eagle makes available other investment advisers including the Sub-Managers on its platform. Eagle does not receive direct compensation from these advisers. However, Eagle does receive an increased share of the advisory fee from certain of these advisers in certain cases (generally when Eagle's business with them hits certain assets under management targets). This compensation is described in more detail under Item 14(A), below. These compensation relationships create a conflict of interest and provide an incentive to Eagle to recommend certain advisers over others. In order to mitigate this conflict, Eagle does not share the fees with the IAR.

Eagle also has wholesaling relationships with certain of the Sub-Managers, whereby Eagle pays the Sub-Managers an additional fee in return for training, education and sales assistance.

Because advisory fees for Eagle and the IAR differ by program and manager, Eagle may have an incentive to recommend one manager over another.

In some cases, Eagle (or its affiliates) has other business relationships with certain outside advisers. Eagle contracts with Morningstar Investment Services Inc. ("MIS"), Ibbotson Associates, Inc. ("Ibbotson") (and/or their affiliates) and Fund Evaluation Group for a variety of other services. These include due diligence services in connection with the LWP Programs, the provision of data and other performance information, and methodology for mapping clients to a particular risk profile. Ibbotson also was engaged to help develop the process of taking a life insurance policy into consideration in connection with an investment portfolio. The information and methodology are used in other programs in which MIS and Ibbotson are Program Sponsors. This could lead to potential conflicts of interest. Eagle addresses these conflicts by disclosing them to you.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

I. CODE OF ETHICS PURSUANT TO SEC RULE 204A-1

The Eagle Strategies Code of Ethics ("The Code") sets forth the standards of business conduct for Eagle personnel defined as Access Persons under SEC guidelines, and serves as an ethical blueprint for ensuring that all Eagle clients are treated fairly. The Code emphasizes the core values of the Eagle organization, Eagle's commitment to compliance with securities laws, and protection of material nonpublic information. The Code also sets forth commitments to which all Eagle IARs are expected to adhere. The Code of Ethics is one of the tools Eagle uses to mitigate some of the conflicts of interest set forth herein.

Eagle will provide a Code of Ethics to all clients and prospective clients upon written request to:



Eagle Strategies LLC
Attn: Eagle Securities Standards
51 Madison Avenue
New York, NY 10010

II. RECOMMENDATIONS INVOLVING SECURITIES IN WHICH EAGLE HAS A MATERIAL FINANCIAL INTEREST

An Eagle financial plan may not recommend specific products offered by New York Life. But Eagle anticipates that Eagle IARs may, in their capacity as sales representatives for New York Life, offer their products after presentation of a financial plan or other advisory service. The financial planning client is free to decide whether to carry out any of the plan recommendations and is free to implement some or all the recommendations through any other duly licensed person or financial service institution selected by the client.

An Eagle IAR or a Sub-Manager may recommend an affiliated mutual fund or a fund advised by an affiliate of Eagle. In the Representative Directed Program the client may choose not to purchase that product.

III. CONFLICTS IN CONNECTION WITH PERSONAL TRADING

From time to time, the Eagle IAR or a Sub-Manager may also recommend the sale or purchase of securities which New York Life, an affiliate or an Eagle IAR (or a Sub-Manager) is purchasing or selling from its own accounts. At times New York Life or an affiliate may sell a security, while the Eagle IAR or the Sub-Manager recommends the purchase of that same security (or vice versa).

A conflict could arise where the Sub-Manager, the affiliate or the IAR takes an action with a security that disadvantages a client purchasing or selling the same security. For IARs, Eagle's Code of Ethics specifies personal securities transaction procedures designed to prevent unethical trading practices, and includes prohibitions on trading on knowledge about client transactions. Eagle also monitors the personal trading activities of access persons to identify instances in which these policies may have been violated.

IV. CONFLICTS IN CONNECTION WITH TIMING OF PERSONAL TRADING

From time to time, Eagle's IARs may own the same securities that are being bought or sold in client accounts. Eagle's Code of Ethics specifies personal securities transaction procedures designed to prevent unethical trading practices. In addition, Eagle monitors the accounts of IARs who are access persons to ensure that the IAR did not make a trade in a security within 7 days before or after one of the IAR's clients makes a trade in the same security.

Item 12 Brokerage Practices

I. SELECTION OF BROKER-DEALERS

In selecting NFS to act as the clearing broker-dealer for the LWP accounts, Eagle looked at several criteria including its level of service, the reasonableness of its cost and the quality of its overall



reputation. Eagle does not receive any research or other soft dollar benefits in connection with its referral of clients to specific broker-dealers. Affiliates of Eagle have other business relationships with NFS and its affiliates related to the sale of insurance.

II. BROKERAGE FOR CLIENT REFERRALS

Eagle does not recommend broker-dealers based on client referrals from third parties.

III. DIRECTED BROKERAGE

In Eagle's LWP Programs, mutual fund, ETF and equity transactions are generally effected through the brokerage firms designated by the client in the Investment Management Agreement. Currently, the Agreements specify NYLIFE as the introducing broker-dealer and NFS as the clearing broker-dealer. NFS is also the custodian of the client's assets. In directing the use of a particular broker for LWP, it should be understood that NYLIFE may receive additional compensation based on volume discounts and that Eagle will receive a revenue share on any no transaction fee funds held in the account. Clients should refer to the Brokerage Account Agreement for additional information regarding custodian services, fees, and other important disclosures.

In the other Investment advisory programs, clients are required to direct the use of the broker dealer designated by the applicable Program Sponsor (which may also be the Program Sponsor or an affiliate of such) for all Program transactions. In directing the use of a particular broker in order to participate in a specific Program sponsored by Brinker, SEI, Niemann or IAG, it should be understood that Eagle does not have authority to negotiate commissions on a trade-by-trade basis or obtain volume discounts, and best execution may not be achieved.

Clients should refer to disclosure documents provided by Program Sponsors for additional information on these relationships. Clients who hold securities in their account that are not managed by Eagle or the Program Sponsor should refer to the applicable Program documentation for complete information on commissions charged to the client's account when the client directs trades in such securities.

In the Representative Directed Programs, Clients have an option to pay for brokerage transactions and can negotiate a lower advisory fee or they may pay a higher advisory fee and the Financial Advisor will pay for the brokerage transactions. Currently, if you elect to pay for transaction fees, a portion of that fee goes to the Clearing Brokerage Firm; the amount the Clearing Brokerage Firm receives may vary. The remainder of the transaction fee (if any) will be kept by NYLIFE Securities to cover administrative and other costs. This fee differential that is retained by NYLIFE Securities can create a conflict of interest depending on the recommendation of transaction fee securities. Eagle addresses this conflict by not sharing any fees with the IAR. You should take into consideration the amount of transactions that you anticipate placing when deciding whether to pay for transaction fees or have your Financial Advisor pay for the transaction fees while you pay a higher fee. In the second half of 2014, Eagle is discontinuing the option for IARs to pay transaction fees on behalf of Clients. All transaction fees will be passed on directly from the Client to the Clearing Brokerage Firm for those Clients wishing to pay for each trade made in their account. In this way, Eagle and its IARs will not have a conflict of interest regarding the recommendation of securities in client accounts.



Not all advisers require their clients to direct brokerage. Please review the appropriate sponsor's ADV Part 2 for non-LWP programs.

IV. AGGREGATION OF TRADES ACROSS MULTIPLE CLIENT ACCOUNTS

The Sub-Managers and other investment advisers participating in the various programs may aggregate trades; clients should refer to the respective disclosure brochures to learn more.

For Representative Directed accounts, the following policies apply:

Block Trading *(For the Representative as Portfolio Manager Program only):* IARs may place discretionary trades for multiple accounts simultaneously within the RaPM program. When a block trade occurs, Envestnet creates the allocation files based on the trade executions and then sends the allocation files to NFS after market close. If there is a partial fill on a block, Envestnet will allocate the trades into the client accounts on a pro rata basis.

Global Trading *(For the Guided Portfolios and Representative as Adviser programs):* IARs may place non-discretionary trades for multiple accounts simultaneously within the GP and RaA programs. Global trading is permitted for orders of all open ended mutual funds.

Item 13 Review of Accounts

I. PERIODIC REVIEWS

Generally, the Eagle IAR contacts the client at least annually to review each client's current financial situation, risk tolerance and time horizon, as well as verify their current profile information is current and accurate and update account restrictions (if applicable). Financial planning clients will not receive a periodic review of their financial plan unless they reach out to their IAR.

Eagle Strategies determines the policies and reports for monitoring accounts participating in the Representative Directed and the IAG Market Pace Programs. Such reports differ between programs. Examples of reports include a concentrated positions report and a risk return report. These reports are monitored by a team reporting to the Corporate Vice President of Eagle Securities Standards.

For clients participating in the other investment advisory programs, the periodic reviews will differ based on the practices of the outside adviser. Please refer to that adviser's Form ADV Part 2A for more information.

On an annual basis, the Managing Partner or a designated person reviews a sample of files for each IAR.

II. NON-PERIODIC REVIEWS

In the event of a client complaint or other concern, Eagle will review relevant accounts.

III. REGULAR REPORTS PROVIDED TO CLIENTS



Clients in the LWP Programs receive quarterly performance reports from Eagle. These reports include performance information, current portfolio composition, and reinvested and paid earnings with respect to the client's holdings. These reports are mailed directly to clients and posted to the Internet (www.nylifesecurities.com and https://advisor.envestnet.com/secure/app.jsp?_channel=nf) on a quarterly basis. In addition, the client receives confirms, monthly statements and quarterly transaction history reports from the custodian.

Clients in the IAG Programs receive detailed quarterly and annual performance reports from IAG describing account performance and positions. In addition to the quarterly performance reports, the broker-dealer utilized by IAG transmits to clients trade confirmations and account statements showing all transactions, positions, and all deposits and withdrawals of principal and income. The account statements are sent monthly when the account has had activity or quarterly if there has been no activity.

For those clients participating in the SEI Programs, each client will receive monthly statements from the SEI Private Trust Company indicating holdings. A quarterly report, indicating market value, cash flows, gains and losses, asset allocation, and performance as it relates to market indices, is also available if the investor elects to receive it. Annually, the client will receive a tax report for the account.

Financial Planning clients will receive no regular reports from Eagle. If the client wishes, he/she can contract with Eagle for the Eagle IAR to update the financial plan for an additional fee.

Eagle Retirement Plan Program clients will receive no regular reports from Eagle.

All reports described herein are written.

Item 14 Client Referrals and Other Compensation

I. ECONOMIC BENEFITS PROVIDED BY THIRD PARTIES FOR ADVICE RENDERED TO CLIENTS (INCLUDES SALES AWARDS OR OTHER PRIZES)

Eagle is a party to cash solicitation agreements with Brinker Capital and Niemann Capital Management. Eagle and its IARs receive compensation pursuant to these agreements for introducing clients to the investment advisers and for providing certain ongoing services. This compensation is typically equal to a percentage of the investment advisory fee charged by that investment adviser; such compensation may differ depending on the individual agreement with each investment adviser. The IAR may have an incentive to recommend one of these investment advisers over the other. Additional disclosure, including applicable Forms ADV and solicitor disclosure documents, will be provided to the client at the time of solicitation in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940.

In addition to the solicitation fee, certain Program Sponsors may pay Eagle a fee that is dependent on total assets referred by Eagle. This fee typically ranges from 0% to 0.05% of Program assets, is payable to Eagle on a quarterly basis, and serves as compensation for allowing the applicable Program to be offered through Eagle's IARs. The fees may be used for any purpose including covering certain marketing and administrative services that Eagle may incur in connection with these activities. Eagle does not share this fee with its IARs.



For LWP accounts held with NFS, Eagle receives additional revenue streams on the sale of no transaction fee mutual funds through a revenue sharing arrangement. This creates a conflict of interest if no transaction fee mutual funds are recommended. In addition, NYLIFE Securities, an affiliate of Eagle, receives additional compensation based on the amount of assets it holds with NFS, including the assets held in Lifetime Wealth Portfolios Accounts.

Certain non-profit institutions may compensate IARs for conducting seminars concerning charitable giving. In the event that persons who have attended such seminars purchase products through the IARs to effectuate charitable gifts, the IARs may receive additional compensation on the sale of Eagle advisory products or the sale of insurance or annuity products. As the IARs are receiving compensation for conducting the seminars and for the sale of products to persons who elect to make charitable contributions, such arrangements create a potential conflict of interest. Eagle addresses this conflict by disclosing it here and also in the IAR's Form ADV Part 2B.

Clients should be aware that the receipt of additional compensation itself creates a conflict of interest. Eagle addresses such conflicts through disclosure.

II. COMPENSATION TO NON –ADVISORY PERSONNEL FOR CLIENT REFERRALS

Eagle has entered into one solicitor relationship with whom it pays up to 49% of the advisory fee.

Item 15 Custody

For clients in the LWP program, NFS serves as the custodian. Clients will receive account statements from NFS and should carefully review such statements. Eagle recommends that clients carefully compare the Quarterly Performance Report that they receive from Eagle with the Brokerage Account Statements that they receive from NFS.

Item 16 Investment Discretion

Eagle may have investment discretion over client accounts in the Representative Directed Program described in this brochure. In order for Eagle to have discretion, the client must sign an addendum to the agreement authorizing Eagle to have discretion. In addition, certain program partners and appointed sub-advisers take discretion over client accounts. In these cases, the client makes a direct grant of discretion to the relevant co-advisor or sub-advisor. In those circumstances, the client's funds are held with a qualified custodian, and the client receives appropriate reporting of all transactions in the account.

In certain limited instances, Eagle may also permit an IAR to hold a power of attorney or act as a trustee over a family member's Eagle account or other account with a New York Life affiliate. This is another circumstance in which an Eagle IAR is permitted to exercise discretionary authority over client assets.

Item 17 Voting Client Securities

I. VOTING POLICIES AND PROCEDURES



As a matter of firm policy and practice, Eagle does not have authority to and does not vote proxies on behalf of advisory clients or participate in any legal proceedings involving investments in client accounts. Eagle does not provide advice to clients regarding the clients' voting of proxies. Sub-Advisers or Managers utilized within the various Programs, except for Loring Ward, may vote proxies, where applicable, on behalf of the client. Clients are encouraged to review the applicable Program disclosure document and Client Services Agreement for further information. Eagle will send all proxy and legal proceeding related documents it receives to the client so that the client may act upon the materials.

II. CLIENT VOTING OF SECURITIES

Eagle does not have authority to vote client securities. Except where the client authorizes a Sub-Adviser or Sub-Manager to vote proxies on behalf of a client, the client will receive their proxies or other solicitations directly from the custodian or transfer agent. Eagle will not advise clients on the voting of proxies and clients should not contact Eagle or IARs with questions about a particular solicitation. Furthermore, Eagle will not advise or act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements.

Item 18 Financial Information

I. BALANCE SHEET

A copy of Eagle's most recent audited financial statement is attached.

II. FINANCIAL CONDITION REASONABLY LIKELY TO IMPAIR ABILITY TO MEET CONTRACTUAL COMMITMENTS TO CLIENTS

Eagle is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients.

III. BANKRUPTCY PETITIONS DURING THE PAST TEN YEARS

Eagle has never filed a bankruptcy petition.

Item 19 Requirements for State-Registered Advisers

Eagle is federally registered with the Securities and Exchange Commission. Eagle is not a state-registered adviser.

Eagle Strategies LLC

(An affiliate of New York Life Insurance Company)

Statement of Financial Condition

December 31, 2013

Eagle Strategies LLC

(An affiliate of New York Life Insurance Company)

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December 31, 2013

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Report of Independent Auditors

To the Board of Managers
and Member of
Eagle Strategies LLC

We have audited the accompanying statement of financial condition of Eagle Strategies LLC (the "Company") as of December 31, 2013.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of this statement of financial condition in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the statement of financial condition that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on this statement of financial condition based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the statement of financial condition. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the statement of financial condition, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the statement of financial condition in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the statement of financial condition. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Eagle Strategies LLC at December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in dark ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

March 21, 2014

Eagle Strategies LLC

(An affiliate of New York Life Insurance Company)

Statement of Financial Condition

December 31, 2013

Assets

Cash	\$ 78,700
Investments	6,315,863
Wrap fees receivable	1,138,431
Federal income taxes receivable from New York Life Insurance Company	26,849
Prepaid expenses and other assets	151,097
Prepaid commission expense	1,519,333
Deferred tax asset	666,095
Total assets	<u>\$ 9,896,368</u>

Liabilities and Member's Equity

Commissions payable	\$ 972,895
Deferred fee income	1,921,780
Deferred investment fee plan	1,721,629
Other accrued liabilities	86,400
Payable to New York Life Insurance Company	2,938,420
Payable to NYLIFE Securities LLC	211,106
Total liabilities	<u>7,852,230</u>
Total member's equity	<u>2,044,138</u>
Total liabilities and member's equity	<u>\$ 9,896,368</u>

The accompanying notes are an integral part of these financial statements.

Eagle Strategies LLC
(An affiliate of New York Life Insurance Company)
Notes to Statement of Financial Condition
December 31, 2013

1. Organization and Business

Eagle Strategies LLC (the "Company") is a wholly-owned subsidiary of NYLIFE LLC (a wholly-owned subsidiary of New York Life Insurance Company, "NYLIC"). The Company is a Registered Investment Adviser. The Company provides financial planning and investment advisory services to clients through associated financial advisors who are registered with NYLIFE Securities LLC ("Securities"), an affiliated broker-dealer and wholly-owned subsidiary of NYLIFE LLC.

The Company, under a service agreement with Securities is billed by Securities for separately identifiable brokerage services, including clearing and custody services, provided to the Company through Securities nonaffiliated clearing broker in connection with the Company's investment advisory programs.

2. Summary of Significant Accounting Policies

Basis of Presentation

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statement. Actual results could differ from those estimates.

Investments

At December 31, 2013, investments of \$6,315,863 consisted of \$6,287,005 in the New York Life Short Term Fund ("STIF") and \$28,858 of money market funds, equity securities and mutual funds in a Lifetime Wealth Portfolio ("LWP") managed account.

The STIF is a commingled fund managed by New York Life Investment Management LLC ("NYL Investments"), an indirect wholly-owned subsidiary of NYLIC, where all participants are subsidiaries or affiliates of NYLIC. The STIF is accounted for under the equity method of accounting.

LWP is an investment advisory program, offered through the Company, that provides professional money management by independent third party sub-advisors. The Company's money market funds, equity securities and mutual funds investments within the managed account are recorded at fair value. Investments carried at fair value are discussed in Note 3 - Fair Value Measurement.

Fixed Assets

Fixed assets are recorded at cost and depreciated using the straight-line method over estimated useful lives of three to ten years. Cost of assets sold or retired and the related amounts of accumulated depreciation are eliminated from the accounts in the year of disposal.

Deferred Investment Fee Plan

The Company maintains the Deferred Investment Fee Plan for Investment Adviser Representatives of Eagle Strategies LLC ("DIF Plan"), which is a non-qualified, unfunded plan that allows eligible financial advisors to defer a percentage of their wrap fee commissions. The Company records a liability for the deferrals and interest earned in the deferred investment fee plan liability on the Statement of Financial Condition.

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Notes to Statement of Financial Condition

December 31, 2013

Income Taxes

For U.S. federal income tax purposes, the Company is treated as a limited liability company whose federal taxable income or loss flows through to its parent, NYLIC, and is included in the group's U.S. federal consolidated income tax return. The consolidated income tax provision or benefit is allocated among the members of the group in accordance with a tax allocation agreement. The tax allocation agreement provides that the Company is allocated its share of the consolidated tax provision or benefit, determined generally on a separate company basis, which includes the tax benefits of operating or capital losses utilizable in NYLIC's consolidated return. Intercompany tax balances are settled quarterly on an estimated basis with a final settlement within 30 days of the filing of the consolidated return. Current federal income taxes are charged or credited to operations based upon amounts estimated to be payable or recoverable as a result of taxable operations for the current year and any adjustments to such estimates from prior years.

State and local tax returns are generally filed separately. In those cases where the Company's results are included with NYLIC's state tax filings, the Company is charged or credited for state taxes paid by NYLIC only to the extent that the Company's income/loss increases or reduces NYLIC's state tax liability. However, in years where NYLIC's own income level requires it to pay a flat state tax and the Company's income/loss does not affect NYLIC's state tax liability, no state tax liability or benefit is allocated to the Company pursuant to the tax allocation agreement.

Deferred federal income tax assets and liabilities are recognized for expected future tax consequences of temporary differences between GAAP and taxable income. Temporary differences are identified and measured using a balance sheet approach whereby GAAP and tax balance sheets are compared. Deferred income taxes are generally recognized based on enacted tax rates and a valuation allowance is recorded if it is more likely than not any portion of the deferred tax asset will not be realized.

In accordance with the authoritative guidance related to income taxes, the Company determines whether it is more likely than not that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. The amount of tax benefit recognized for an uncertain tax position is the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. Unrecognized tax benefits are included within other liabilities, and are charged to earnings in the period that such determination is made. The Company classifies interest and penalties related to tax uncertainties as income tax expense.

Guarantees

In the normal course of business, the Company enters into contracts that contain a variety of representations, warranties and indemnifications. The Company's maximum exposure under these arrangements is unknown, as this would involve potential future claims that may be made against the Company that have not yet occurred. However, based on experience, the Company expects the risk of loss to be remote.

New Accounting Pronouncement

In July 2013, the FASB issued updated guidance regarding the presentation of unrecognized tax benefits when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. This new guidance is effective for annual reporting periods that begin after December 15, 2013,

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and should be applied prospectively, with early application permitted. This guidance is not expected to have a significant effect on the Company's financial position, results of operations, and financial statement disclosures.

3. Fair Value Measurement

The authoritative guidance related to fair value measurements and disclosures defines fair value and establishes a framework for measuring fair value that includes a three level hierarchy. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It establishes a framework for measuring fair value that includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement.

Financial assets and liabilities recorded on the Statement of Financial Condition are categorized into the three levels of the fair value hierarchy based on the inputs to the valuation as follows:

- | | |
|---------|---|
| Level 1 | Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market. |
| Level 2 | Fair value is based on observable inputs, other than Level 1 inputs, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other model driven inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. |
| Level 3 | Instruments whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions in pricing the asset or liability. |

Transfers Between Levels

Transfers between levels may occur due to changes in valuation sources, or changes in the availability of market observable inputs, which generally are caused by changes in market conditions such as liquidity, trading volume or bid-ask spreads. The Company's policy is to assume the transfer occurs at the beginning of the period. During the year ended December 31, 2013, there were no transfers between levels.

Determination of Fair Values

The following is a description of the valuation methodologies used to determine fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Investments

Investments carried at fair value include money market funds, equity securities and mutual funds held in a managed account. Money market funds, equity securities and mutual funds fair value is

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based on quoted daily net asset values or securities reported closing prices and they are classified as Level 1 within the fair value hierarchy.

4. Related Parties Transactions

The Company is party to a service agreement with NYLIC whereby NYLIC provides services to the Company. The Company is charged for certain services based upon separately identifiable actual costs incurred. The services include personnel, office space, other services, administrative and professional fees. The Company is also charged administrative expenses from NYLIC which are specifically identifiable to the Company or allocated by NYLIC principally through analyses of time spent on matters relating to the Company or pursuant to agreed upon formulas.

5. Income Taxes

Pursuant to the tax allocation agreement (see Note 2 - Significant Accounting Policies), as of December 31, 2013 the Company recorded a net income tax receivable from New York Life of \$26,849.

Deferred income taxes are generally recognized, based on enacted tax rates, when assets and liabilities have different values for financial statement and tax purposes.

The components of the net deferred tax asset reported as of December 31, 2013 are attributable to the following temporary differences:

Deferred tax assets

Depreciation	\$ 63,525
Deferred compensation	<u>602,570</u>
Deferred tax asset	<u>\$ 666,095</u>

As of December 31, 2013, the Company has no federal net operating or capital loss carryforwards as they were fully utilized in the consolidated federal income tax return with NYLIC.

A valuation allowance against the deferred tax asset established at the date of the Statement of Financial Condition is not considered necessary because it is more likely than not the deferred tax asset will be realized.

As a member of NYLIC's consolidated group, the Company's federal income tax returns are routinely audited by the Internal Revenue Service ("IRS") and provisions are made in the financial statements in anticipation of the results of these audits. The IRS has completed audits through 2007 and in 2012 began its examination of tax years 2008 through 2010. The Company believes that its recorded income tax liabilities are adequate for all open years.

The Company did not have any uncertain tax positions as of December 31, 2013.

6. Subsequent Events

Management has performed an evaluation of subsequent events through March 21, 2014, the date the financial statement was available to be issued. Management has determined that there are no

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other subsequent events that would require disclosures in the Company's financial statement through this date.