

Item1. Cover Page



Envestnet Asset Management, Inc.

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This brochure provides information about the qualifications and business practices of Envestnet Asset Management, Inc. (“Envestnet | Placemark”) with respect to its Placemark advisory programs. If you have any questions about the contents of this brochure, please contact us at (312) 827-2800 and/or compliance@investnet.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Envestnet | Placemark is available on the SEC’s website at www.adviserinfo.sec.gov. You may also visit our website at www.placemark.com.

Envestnet | Placemark is registered as an “investment adviser” with the SEC. Registration with the SEC and/or the use of the term(s) “registered investment adviser” and/or “registered” does not imply a certain level of skill or training.

NOTE FOR ERISA PLANS: Please review the additional disclosure relating to Envestnet | Placemark’s compensation at the end of this ADV Form 2A.

Item 2. Material Changes

This item discusses only specific material changes that are made to this Brochure and provides clients with a summary of such changes. On December 31st, 2014, Placemark Investments, Inc. (“Placemark”) merged with its advisory affiliate Envestnet Asset Management, Inc., with the surviving entity being Envestnet Asset Management, Inc. Both entities were under common control of Envestnet, Inc.

Envestnet Asset Management, Inc. continues to offer the Placemark programs described herein under the branding “Envestnet | Placemark.” No material changes were made to the Placemark programs.

If you would like to receive additional copies of our brochure, please contact us by telephone at (312) 827-2800 or by e-mail at compliance@envestnet.com.

For more information about Envestnet | Placemark, please www.placemark.com. For more information about Envestnet, Inc. please see www.envestnet.com. Envestnet | Placemark’s Form ADV Part, this brochure and related documents as well as Envestnet’s Form ADV Part 1, Part 2A and related documents are available at www.adviserinfo.sec.gov.

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Item 4. Advisory Business

A. General Description of Envestnet | Placemark

Envestnet | Placemark provides discretionary investment advice to individual and institutional clients through overlay portfolio management services, tax overlay management services, and index portfolio management. Envestnet | Placemark is a Delaware corporation that is a subsidiary of Envestnet, Inc., a Delaware corporation. Envestnet, Inc. is a publicly traded company.

B. Description of Advisory Services

Envestnet | Placemark provides discretionary investment advice to individual and institutional clients mainly through overlay portfolio management services. It also provides investment advice through tax overlay management services and index portfolio management. As described in section Item 4.D(3) below, in the Envestnet Diversified MSP program, Envestnet | Placemark's advisory services include selection and monitoring of Model Portfolio Advisers (as defined below), strategies and recommended account allocations. Envestnet | Placemark may offer other types of advisory services in the future.

Through overlay portfolio management services, Envestnet | Placemark typically seeks to manage all or a portion of a client's account (a "sleeve") according to a model portfolio so that the risk and return characteristics of the account or sleeve tracks, as is reasonably feasible, the risk and return characteristics of such model portfolio. The model portfolio is based on the recommendations of one or more investment managers or strategists that act as investment advisers and/or sub-advisers to Envestnet | Placemark ("Model Portfolio Advisers") who are selected by the client or an unaffiliated financial institution, such as independent investment advisers and dually registered broker-dealer/investment advisers, often through which the client is introduced to Envestnet | Placemark (the "Primary Advisor"). In tracking the model portfolio, Envestnet | Placemark, among other items, may coordinate recommendations from multiple Model Portfolio Advisers within a client's account and may screen for wash sales across sleeves within the account. Through tax overlay management services, Envestnet | Placemark considers the anticipated tax consequences of transactions to improve the after-tax returns of an account or sleeve in a manner consistent with the risk and return characteristics of a model portfolio. Through index portfolio management, Envestnet | Placemark may, itself, be responsible for determining the contents of a model portfolio and for providing portfolio management services to an account or sleeve. Each of these services is further described below:

(1) Overlay Portfolio Management Services

Envestnet | Placemark's overlay portfolio management services include providing discretionary investment management to a single custodial account, usually called a "unified managed account" or "UMA", which may contain individual securities, mutual fund shares, exchange-traded funds ("ETFs") and other investment products. In providing overlay portfolio management services, Envestnet | Placemark uses its proprietary investment technology and

processes to coordinate and implement the recommendations of Model Portfolio Advisers, which are described in greater detail in Item 8(A) below.

Envestnet | Placemark's services in overlay management programs may also include (in addition to investment management): use of a customized version of Envestnet | Placemark's web-based desktop application available to personnel of financial institutions sponsoring wrap fee managed account programs ("Sponsors") and Primary Advisors and their financial consultants, advisors, representatives and/or relationship managers ("Financial Advisors") for opening accounts and ongoing monitoring (referred to as the "Desktop" or "Advisor Workstation"); coordination for accounts that elect to use Envestnet | Placemark's tax overlay management services; accounting solutions; integration services; and consultant/advisor sales and related support. These services may also include services to facilitate trading, custody and clearing through third-party broker-dealers and other service providers.

Envestnet | Placemark's overlay portfolio management services may be provided in a wrap fee managed account program, as described below, or through unbundled managed account programs offered and administered by the Primary Advisor.

(2) Tax-Overlay Management Services

If selected by a client and/or on the client's behalf by the Primary Advisor or the client's Financial Advisor, Envestnet | Placemark will also provide tax overlay management services to an account or sleeve. Often, these accounts will also receive overlay portfolio management services as described above. The end goal of tax overlay management services is to improve the after-tax return for the client while staying as consistent as possible with the risk/return characteristics provided by the model portfolios. Tax overlay management services are available only to U.S. clients, though Envestnet | Placemark may provide similar services for non-U.S. clients upon agreement with a program's sponsor. Tax overlay management services are provided solely in connection with accounts managed by Envestnet | Placemark except where external tax events are communicated to Envestnet | Placemark or in the case of linked accounts as described Item 8. Envestnet | Placemark, however, does not provide general tax planning advice or services. Clients select tax overlay management services by completing the Tax Overlay Management Enrollment Form or similar form. Such form should be reviewed and updated at least annually.

(3) Index Portfolio Management – Market Index Solutions™

In some programs, clients may elect to include in their account a sleeve allocated to Envestnet | Placemark's Market Index Solutions™ strategy - a "passive" or index sleeve for which Envestnet | Placemark, and not a Model Portfolio Adviser, is responsible for determining the contents of the model portfolio (each an "MIS Sleeve"). Envestnet | Placemark incorporates the model portfolio developed for the MIS Sleeve into its overlay management investment process as described above in a way that is similar to how it uses model portfolios provided by Model Portfolio Advisers. Envestnet | Placemark's goal in creating the MIS Sleeve model portfolio is to match the return of a benchmark index without materially over- or under-performing relative to the return of the benchmark index.

C. Tailoring of Advice to Clients

Envestnet | Placemark generally does not consult directly with clients on the features and mandates of an account, but usually works through the clients' Financial Advisors. Envestnet | Placemark tailors its advice based on the account features selected for the client. Financial Advisors, Primary Advisors and Sponsors are typically responsible for selecting Model Portfolio Advisers, mutual funds and ETFs suitable for the individual needs of a client based on client guidelines and other information that they receive from the client's Financial Advisor. However, Envestnet | Placemark personnel may occasionally communicate with clients directly, for example when requested by the client's Financial Advisor or when and to the extent necessary to provide ongoing advisory services to the client or as required by applicable law.

Clients may restrict their accounts from investing in certain securities or industries. Envestnet | Placemark relies on third-party providers, which may in some programs be the Sponsor, for data of the industry classification and socially responsible classifications of individual securities and makes no guarantee as to the accuracy of such third parties' classification. Changes may occur that affect the industry classification of a firm and Envestnet | Placemark will make reasonable efforts to implement those changes in a timely manner. Envestnet | Placemark's implementation of restricted securities must usually be specified in the applicable client agreement or in other documentation clients complete. In general, Envestnet | Placemark may implement restrictions by taking one or more of the following actions: increasing the relative proportions of other securities to replace the restricted securities; increasing cash in the account; and selecting alternate securities.

D. Participation in Wrap Fee and other Managed Account Programs

Wrap fee programs are programs that provide investors with a bundle of investment services, which may include investment management, custody of client funds and securities, trade executions of client transactions and performance monitoring and reporting for a single "wrap" fee. A detailed description of services offered under a specific wrap fee program can be obtained from the Sponsor of such program or from the Sponsor's Form ADV (Part 2A, Appendix 1). Under these arrangements, each Sponsor is generally responsible for providing or designating responsibility for such services in exchange for the all-inclusive fee. Envestnet | Placemark may accept overlay portfolio management responsibility from such Sponsors or Primary Advisors, who participate in such programs, on behalf of their clients. Envestnet | Placemark does not sponsor any wrap fee programs.

(1) UMA Marketplace™ Program

Envestnet | Placemark maintains the UMA Marketplace™ Program, a managed account platform that allows individual registered investment advisers and large institutions to develop customized offerings, including wrap fee programs, by utilizing any of the hundreds of Model Portfolio Advisers, or any of the thousands of mutual funds and ETFs available on the respective custodial platform. Envestnet | Placemark will act as overlay portfolio manager to clients whose Primary Advisors or Financial Advisors select from such Model Portfolio Advisers or funds to construct

their own UMA program. These UMA programs may be used by such Primary Advisors or Financial Advisors in their own wrap fee program for which they act as Sponsor or as part of any unbundled non-wrap managed account program or service they may offer.

Envestnet | Placemark typically enters into a Model Portfolio Adviser agreement with any investment manager that agrees to participate in the UMA Marketplace Program. Primary Advisors and Financial Advisors are solely responsible for the selection and oversight of the Model Portfolio Advisers with respect to each account or sleeve. Envestnet | Placemark may perform initial and ongoing internal reviews of Model Portfolio Advisers, model portfolios, and information received from Model Portfolio Advisers via the UMA Marketplace Program. However, Envestnet | Placemark does not offer investment advice as to Model Portfolio Advisers or specific strategies and therefore does not engage in initial or ongoing monitoring of Model Portfolio Advisers on behalf of clients or Primary Advisors.

Financial Advisors and Primary Advisors subscribed to the UMA Marketplace Program typically provide to the client various advisory services including, but not limited to, selecting and/or advising the client in selecting investment options, selecting the target allocations to each investment option, developing investment objectives for the designated account, and coordinating with Envestnet | Placemark to facilitate the operation of accounts in the UMA Marketplace Program. Envestnet | Placemark's services in the UMA Marketplace Program are available on multiple brokerage and custodial platforms. Generally, brokerage and custodial arrangements are determined by Sponsors or Primary Advisors and clients typically have a separate relationship with the broker-dealer or custodian which authorizes the broker-dealer or custodian to accept trade instructions from Envestnet | Placemark.

Envestnet | Placemark relies on client information gathered by the client's advisor to assess suitability and does not independently verify the accuracy of the client information.

In addition to withdrawing its fees and the fees it charges for the use of model portfolios from Model Portfolio Advisers, Envestnet | Placemark may debit fees for Primary Advisors from accounts managed through the UMAM Marketplace program. Such accounts will be subject to an annual asset verification audit as described in Item 15.

(2) TDAI UMA and UMAX Platforms

Envestnet | Placemark's services and its UMA Marketplace platform are also available in UMAs available through the TD Ameritrade Institutional dual contract UMAM platform and through its UMA Exchange platform. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC/NFA. TD Ameritrade is an independent SEC-registered broker-dealer.

(3) Envestnet's Diversified Multi-Style Portfolios

Envestnet | Placemark provides overlay portfolio management services through its Diversified Multi-Style Portfolios platform, which includes providing overlay portfolio management services to the following sponsoring financial institutions (listed alphabetically):

- Ameritas Investment Corporation
- AIG Advisor Group:
 - FSC Securities Corporation
 - Royal Alliance Associates, Inc.
 - SagePoint Financial, Inc. (*f/k/a AIG Financial Advisors*)
- Pruco Securities, LLC
- Synovus Securities, Inc. and Synovus Trust Company, N.A. Family Asset Management

Envestnet | Placemark receives asset based fees from the sponsoring institutions for its overlay management, account administration and related investment advisory services.

(4) Other Sponsors

In addition, Envestnet | Placemark provides overlay portfolio management services to other U.S. and Canadian banks, broker-dealers, investment advisers and other financial institutions, including the following (listed alphabetically):

- BMO Nesbitt Burns Inc.'s Architect Program (Canada)
- D.A. Davidson & Co.'s Unified Managed Account Program
- Hilliard Lyons' Integrated Portfolio Solutions advisory program
- Janney Montgomery Scott LLC's Unified Managed Account Program
- J.P. Morgan Securities Inc.'s Navigator Program
- Oppenheimer Asset Management, Inc.'s Investment Advisory Service Program
- RBC Capital Markets Corp.'s Total Program Unified Managed Account Program
- RJL Wealth Management, LLC's Managed Portfolio Strategies Program
- United Capital Financial Advisers Inc.'s Unified Managed Account Program
- World Equity Group, Inc.'s ProActive Money Management Program
- WrapManager, Inc.'s Wrap Fee Program

E. Client Assets

As of September 30, 2014, Envestnet | Placemark managed approximately \$15.7 billion on a discretionary basis. Envestnet | Placemark does not manage any assets on a non-discretionary basis.

Item 5. Fees and Compensation

A. General Description

Envestnet | Placemark's fees for administering, advising, or otherwise servicing investment management programs for Sponsors are individually negotiated with each Sponsor and are traditionally calculated as an annual percentage based on aggregate assets in the program. As a result, the dollar amount of fees will vary with the value of the account and of the sleeves within the account, if any. As described above, Sponsors typically charge individual clients a wrap fee for all services, though some programs may be offered with separate agreements and fees for brokerage and custody. The services provided by Envestnet | Placemark and the fees received by Envestnet | Placemark generally differ from program to program. Envestnet | Placemark's typical fees for providing overlay portfolio management services range from 10 to 35 basis points annually depending on the type of sleeves used in the account. Envestnet | Placemark's typical fees are: (a) 20 basis points for accounts or sleeves for which Envestnet | Placemark implements a model portfolio consisting of individual equity securities, (b) 10 basis points on accounts or sleeves either allocated to specific mutual funds or ETFs or in which Envestnet | Placemark implements a model portfolio consisting only of mutual funds or ETFs or (c) 15 basis points on accounts or sleeves in which Envestnet | Placemark and another manager share investment discretion, such as for fixed income securities.

In some programs, Envestnet | Placemark has established sleeve-level overlay fee arrangements with the Sponsor or Primarily Advisor. In a sleeve-level overlay fee arrangement, Envestnet | Placemark's overlay management fee is a blended fee rate that is based on the types and target allocations of the sleeves within the account. For example, an account allocated 50% to an equity model portfolio strategy with a 20 basis points overlay management fee and 50% to a specific mutual fund with 10 basis points fee, would pay a blended fee rate of 15 basis points. When used, sleeve-level overlay fees are based on the target allocation for the account. Thus, the fee rate may change if the target allocation of an account is changed but would not vary due to changes in the relative values of the sleeves as maintained by Envestnet | Placemark's sub-accounting system. In other programs, Envestnet | Placemark's fee is set at the account level such that if an account includes any allocation to an equity model portfolio strategy the fee for the entire account would be the fee applicable equity model portfolios – generally 20 basis points.

The typical additional fee for tax overlay management is 10 basis points annually which is applied to the whole account, even if the account has sleeve-level overlay fees. In addition, Envestnet | Placemark generally receives an additional sleeve-level fee of 10 basis points on the assets managed within the MIS Sleeve in addition to Envestnet | Placemark's normal overlay management fees. The Sponsor or Primary Advisor generally establishes account fees for their programs and in some cases may negotiate fees with certain clients. Envestnet | Placemark generally does not control and may not even be aware of the entire fee paid by clients. Envestnet | Placemark's overlay management services may be available at a lower overall cost in some of these programs compared to other programs. In addition, lower fees for comparable services may be available from other sources.

Clients should consult their account opening documentation or ask their Sponsor or Primary Advisor for specific account fee information.

B. Advisory Fee Deductions

Envestnet | Placemark may deduct fees directly from client assets. In programs which are wrap fee programs, fees payable to Model Portfolio Advisers are typically paid by the Sponsor of such programs and are not paid by clients. In non-wrap or “unbundled” programs, generally those established with independent investment advisers as Primary Advisors, the fees payable to Envestnet | Placemark, Model Portfolio Adviser, and the Primary Advisor are calculated separately. Envestnet | Placemark generally calculates and charges clients for fees payable by Envestnet | Placemark to Model Portfolio Advisers and debits clients’ custodial accounts for the combined Envestnet | Placemark and Model Portfolio Advisers fees. Thus, client’s account statements may reflect debits by Envestnet | Placemark to withdraw its own fees as well as separate debits to withdraw the fees payable to the Model Portfolio Advisers or may reflect a single debit for Envestnet | Placemark’s plus the Model Portfolio Advisers’ fee.

In some agreements with Model Portfolio Advisers participating in the UMA Marketplace Program, Envestnet | Placemark pays reduced fees to Model Portfolio Advisers when assets reach certain “breakpoint” levels. In these circumstances, we typically do not pass on such cost savings to clients. Advisors can obtain additional information about these arrangements from the document called “MPA Fee Disclosure” which is available on the Advisor Workstation or upon request to Envestnet | Placemark.

Primary Advisors typically otherwise debit their fees directly. In some cases, Envestnet | Placemark debits the fees payable by clients to Primary Advisors or to third-party research or review vendors used by the Primary Advisors. Any such authority and amounts of such fees will be provided in the applicable account agreement or other account paperwork.

Fees that are based on net assets are generally calculated as of a specific date (usually quarter end) but may, depending on the arrangement with the Sponsor or Primary Advisor, be calculated using different methodologies. These fees are typically based on the aggregate market value of all assets under management within the client’s account, including but not limited to cash, cash equivalents, securities and accruals.

Envestnet | Placemark typically calculates fees payable to Model Portfolio Advisers based on target allocation. In other words, it calculates the value of the sleeve for fee debiting purposes by multiplying the target weight that has been assigned for a specific Model Portfolio Adviser by the value of the entire account. For some accounts, Model Portfolio Adviser fees may be based on the actual value which Envestnet | Placemark’s sleeve sub-accounting methodology ascribes to a specific sleeve. Total fees based on actual sleeve value will vary with the relative value of the sleeve if the Model Portfolio Adviser fees are different for different sleeves.

C. Other Fees or Expenses

Clients will incur other fees or expenses in connection with our advisory services that may include:

(1) Model Portfolio Adviser Fees

Envestnet | Placemark's fees, as described in Item 5(A) above, are in addition to fees paid to Model Portfolio Advisers, which generally range from 25 to 75 basis points. In programs which are wrap fee programs, fees payable to Model Portfolio Advisers are typically paid by the Sponsor of such programs and are not paid by clients. In non-wrap or "unbundled" programs, generally those established with independent investment advisers as Primary Advisors, the fees payable to Envestnet | Placemark, Model Portfolio Adviser, and the Primary Advisor are all separate fees that are incurred by clients.

(2) Transaction Costs

Clients who employ Envestnet | Placemark outside of a wrap fee program may incur transaction charges for trades executed in their accounts. These transaction charges are separate from our fees and will be disclosed by the firm through which the trades are executed. Non-wrap accounts managed by Placemark typically involve a brokerage account with an asset-based fee which, like wrap fee accounts, do not have transaction fees or commission for trades executed at the custodian.

(3) Third-Party Fees

Clients who are not part of a wrap fee program will generally pay other expenses to third parties, which Envestnet | Placemark does not receive any part of, including: custodian fees for holding client assets; and charges imposed directly by a fund (e.g., mutual funds, closed-end funds, ETFs, hedge funds, and real-estate funds). These expenses may include investment advisory, administration, distribution, transfer agent, custodial, legal, audit, and other customary fees related to investment in mutual funds.

D. Prepaid Fees and Refunds

Envestnet | Placemark may charge clients in advance or in arrears of the calendar quarter for which it provides the investment advisory services. The agreement that Envestnet | Placemark has with the client, or its Sponsor or Financial Advisor determines the frequency of when fees are paid and whether fees are paid in arrears or in advance.

In the event that Envestnet | Placemark's services are terminated after fees have been paid but during the period for which the fee is payable, a refund will be made when a client has been billed "in advance," has made a full period payment to Envestnet | Placemark and has terminated his or her agreement or a Sponsor's or Financial Advisor's agreement with Envestnet | Placemark in writing effective as of a date before the end of the billing period. In such cases, in which investment advisory services have ended prior to the last day in the billing period, the

investment advisory fee shall be prorated according to the number of days in the billing period that client assets were managed by Envestnet | Placemark, unless the agreement provides otherwise. Advisory fee refunds are initiated automatically by Envestnet | Placemark and are generally processed through the Sponsor or Custodian. Fee adjustments for contributions, withdrawals and allocation changes vary among Sponsors and Custodians.

E. Compensation for Sale of Securities or Other Investment Products

Neither Envestnet | Placemark nor any of its supervised persons (*i.e.*, partners, managers, employees, or any other person who provides investment advice to a client on Envestnet | Placemark's behalf), receives compensation for the sale of securities or other investment products. Some of Envestnet | Placemark's clients or their Primary Advisors or Sponsors may themselves issue securities or have affiliated persons that issue securities or may be financial institutions that advise, or have affiliated persons that advise, funds that we may invest in. These relationships may create an incentive for Envestnet | Placemark or its supervised persons to invest in securities or investment products from these entities in order to retain their business. Further description of these conflicts is provided in Items 10(C) and 10(D) below.

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

Neither Envestnet | Placemark nor any of its supervised persons (*i.e.*, partners, managers, employees, or any other person who provides investment advice to a client on Envestnet | Placemark's behalf) charge any performance-based fees (*i.e.*, fees based on a share of capital gains on or capital appreciation of the assets of a client) on client accounts or assets and does not engage in side-by-side management.

Item 7. Types of Clients

Envestnet | Placemark provides investment advice to individuals and institutional clients, such as pension and profit sharing plans, trusts, estates, or charitable organizations and corporations and other businesses.

Any minimum account size requirements will be set by the Sponsors who generally reserve the right to waive account minimums. The Sponsor usually sets the minimum account size at the account level and/or at the "sleeve" level, that is, each asset class or investment strategy provided by each Model Portfolio Adviser. Account level minimums typically range from \$250,000 to \$1,000,000 per account or per client with more than one account. Accounts or strategies which only utilize ETFs or mutual funds generally have lower minimum account values.

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

A. Methods of Analysis and Investment Strategies

Envestnet | Placemark uses a variety of methods of analysis, sources of information and investment strategies in providing investment advisory services to its clients.

(1) Overlay Management Services

(a) General

Envestnet | Placemark acts as the overlay portfolio manager and provides discretionary investment management services to coordinate the recommendations of one or more Model Portfolio Advisers to manage each client's account. Envestnet | Placemark receives recommendations from Model Portfolio Advisers by investment strategy or style, usually in the form of a model portfolio that includes individual securities and their relative weights (as periodically updated). The model portfolios received from Model Portfolio Advisers serve as the primary source of information for Envestnet | Placemark's investment decisions. Envestnet | Placemark also employs several publicly available and subscription databases from independent sources. Envestnet | Placemark manages client accounts using its proprietary analytical methodologies and, for accounts that have selected tax overlay management, its proprietary tax optimization technology (as described below). Factors used in Envestnet | Placemark's investment process include, among other factors:

- Model Portfolio Advisers' model portfolios and related investment advice
- Risk model data
- Transaction and execution cost estimates
- Client specific data, including
 - Marginal tax rates (federal, state, and local, which may be estimated)
 - Tax lot level cost bases and holding periods received from the client, Sponsor, or custodian
 - Taxable events external to the client's account if and to the extent communicated to Envestnet | Placemark by clients, Sponsors or Financial Advisors
 - Transaction history of the account (with Envestnet | Placemark or earlier if communicated to Envestnet | Placemark)

In some programs, clients may include mutual funds, ETFs and/or other pooled investment vehicles, such as limited partnerships, in the account to represent an investment style or asset class instead of using a Model Portfolio Adviser. The availability of mutual funds, ETFs, and other products in a program is determined by the Sponsor. Envestnet | Placemark does not advise clients or Sponsors or Primary Advisors on the selection of funds or other pooled vehicles. For accounts that include mutual funds, ETFs and/or other pooled vehicles, Envestnet | Placemark's overlay management services typically are limited to buying or selling shares of the mutual funds or ETFs as part of the initial investment in the account, to implement the rebalancing policy for the account and, as necessary, to facilitate the contribution and withdrawal of cash in an account and similar functions. Envestnet | Placemark generally does not otherwise exercise discretion with respect to "sleeves" allocated to specific mutual funds, ETFs and other pooled vehicles.

(b) Model Portfolio Adviser Selection and Oversight

Each client and/or their Financial Advisor generally chooses the Model Portfolio Adviser(s) from among the Model Portfolio Advisers available in a specific program. Envestnet | Placemark will

use the model portfolio and other information received by the Model Portfolio Adviser(s) to manage all or a portion of the client's account. Envestnet | Placemark, not the Model Portfolio Adviser(s), manages the account. The nature of Envestnet | Placemark's legal and advisory relationship with Model Portfolio Advisers varies by program. Generally, a Model Portfolio Adviser is retained to act as an adviser to Envestnet | Placemark and/or the program sponsor. While Envestnet | Placemark generally seeks to manage client accounts in a manner consistent with the recommendations of the Model Portfolio Advisers, the investments and transactions in the portion of a client's allocated to any one Model Portfolio Adviser may vary from the recommendations of the Model Portfolio Adviser. Clients do not typically have any contractual or advisory relationship with any Model Portfolio Adviser and are not intended third-party beneficiaries of the contracts between the Model Portfolio Advisers and Envestnet | Placemark and/or Sponsors. Model Portfolio Advisers do not receive any client-specific or personally identifiable information. In some cases, separately managed account programs may be available from the same Sponsor of a UMA program in which Envestnet | Placemark acts as overlay manager and, with such accounts, clients may have a contractual or advisory relationship with the same firms acting as Model Portfolio Advisers to Envestnet | Placemark.

In overlay management programs, Sponsors are usually responsible for performing Model Portfolio Adviser evaluations and selections. In the programs established through the Envestnet Financial Diversified Multi-Style Portfolios platform, Envestnet | Placemark is responsible for approving the Model Portfolio Advisers available to clients. In the Envestnet Financial Diversified Multi-Style Portfolios and to the extent that Envestnet | Placemark otherwise evaluates and selects Model Portfolio Advisers, Envestnet | Placemark may rely on the research and consulting services of the Sponsor or other third parties as directed by Sponsors which may utilize different criteria. As a result, Model Portfolio Advisers available or recommended in overlay management programs may differ from the Model Portfolio Advisers available in other programs.

Primary Advisors using the TDAI UMA Program are responsible for the selection of the account allocations and Model Portfolio Advisers used for an account from among the Model Portfolio Advisers and strategies available in the TDAI UMA Program. Model Portfolio Advisers available in the TDAI UMA Program are determined by Capital Market Consultants ("CMC"), which also provides research and due diligence services to Primary Advisors in the TDAI UMA Program. Envestnet | Placemark does not supervise or monitor the CMC, Model Portfolio Advisers, research or due diligence of CMC and CMC does not supervise or monitor Envestnet | Placemark. Envestnet | Placemark and CMC are unaffiliated and do not have a contractual relationship.

(2) Tax Overlay Management Services

In providing tax overlay management services, Envestnet | Placemark considers the anticipated tax consequences of transactions in an account and will evaluate recommendations received from Model Portfolio Advisers or generated by Envestnet | Placemark's proprietary tax overlay management software in the context of such consequences. Envestnet | Placemark attempts to accomplish tax-aware investment management through gain-loss matching, deferring gains until

securities reach long-term gain status, and avoiding imprudent wash sale transactions, and, as necessary and based on information received from the client and/or Financial Advisor, incorporating external events into investment decisions. Envestnet | Placemark considers the tax consequences of a transaction as just one of many factors to be weighed against the benefits of the transaction as recommended by the Model Portfolio Advisers. As a result, Envestnet | Placemark may effect these transactions, even though, for example, the transaction may generate a wash sale transaction or short-term taxable gains.

Envestnet | Placemark's ability to improve a client's after-tax return depends on various factors beyond Envestnet | Placemark's control including economic and market conditions, the model portfolios provided by the Model Portfolio Advisers selected by clients, and clients' tax circumstances, including tax mandates imposed by the client, and other financial objectives. Tax overlay management may cause the performance of one or more "sleeves" in an account to vary from the performance of the Model Portfolio Adviser by a larger amount than accounts without tax overlay management. By default, accounts, whether taxable or not, are managed without tax considerations unless the client elects to add the additional tax overlay management feature. To the extent that any asset, such as a partnership interest or mutual fund, has any form of tax pass-through features, Envestnet | Placemark is generally unaware of those pass-through taxes and they are not used by Envestnet | Placemark in providing tax overlay management unless expressly communicated to Envestnet | Placemark by the client or advisor as external tax events.

(3) Market Index Solutions

Clients may include in their account a sleeve allocated to Envestnet | Placemark's Market Index Solutions™ strategy, a passive or index sleeve for which Envestnet | Placemark and not a Model Portfolio Adviser is responsible for determining the contents. Envestnet | Placemark incorporates the model portfolio developed for the MIS Sleeve into its overlay management investment process as described above in a way that is similar to how it uses model portfolios provided by Model Portfolio Advisers. Envestnet | Placemark selects the securities and weights in the model portfolio for the MIS Sleeve from among the securities included in the benchmark index by using a sampling methodology which is intended to replicate the risk and return characteristics of the benchmark index. The MIS model portfolio consists of equity securities and may include a limited position in ETFs. Envestnet | Placemark's goal in creating the MIS Sleeve model portfolio is to match the return of the benchmark index without materially over- or under-performing relative to the return of the benchmark index. Not all securities within the benchmark index will be included in the model portfolio used in the MIS Sleeve. Securities included in the model portfolio used in the MIS Sleeve will generally have different weights than those securities have in the benchmark index. The performance of Envestnet | Placemark's MIS model portfolio may deviate from the performance of the benchmark index. The model portfolio used in the MIS sleeve is developed by Envestnet | Placemark's Investment Committee and is reviewed annually or more frequently as needed to reflect significant changes to the benchmark index. The specific details of how Envestnet | Placemark manages the MIS Sleeve are customized for each Sponsor, including the index used, the investment policy, and fees. Clients

should review the materials provided by their Sponsor or financial adviser for specific information.¹

(4) Other Envestnet | Placemark Service

(a) ETF/Mutual Fund Wrap Accounts

In addition to managing accounts in UMA programs, Envestnet | Placemark manages wrap accounts consisting only of mutual funds and/or ETFs. As indicated above, in comparison to the actively-managed UMA programs described above, Envestnet | Placemark provides a limited number of overlay portfolio management services on the “Fund Wrap” accounts. These services include allocating initial investments in accordance with target asset weightings, rebalancing positions toward target allocations, and processing contributions, withdrawals and other client-driven or externally driven events. Overlay portfolio management services for Fund Wrap accounts do not typically involve tax overlay management, dispersion management, and/or wash sale avoidance. Similar services are available to unbundled, non-wrap fee accounts as well.

(b) Single “Sleeve” Accounts

Envestnet | Placemark may accept and manage an account established as part of a group of separate accounts where, for example, the client selects Envestnet | Placemark to manage an entire account using a single model portfolio. In such arrangements, Envestnet | Placemark manages only the assets assigned to its account and does not consider transactions in the other accounts unless specific external events are communicated to Envestnet | Placemark.

(c) “Companion Sleeve” Accounts

Envestnet | Placemark may provide investment advisory services to an account containing unmanaged sleeves of assets held at the request of the client or the client’s advisor. Envestnet | Placemark does not manage or provide any investment advice with respect to the assets in a companion sleeve but includes the companion sleeve in its daily reconciliation processes and may include the companion sleeve in performance or other reports provided to the Sponsor or Primary Advisor. Assets held in such companion sleeves may be transferred to the managed portion of the account by the client or advisor. Envestnet | Placemark receives an asset-based fee for assets held in a companion sleeve.

¹ We note that Envestnet | Placemark generally receives an additional sleeve-level fee of 10 basis points on the assets managed within the MIS Sleeve in addition to Envestnet | Placemark’s normal overlay management fees. Envestnet | Placemark’s total fee from an account will increase if the portion of the account allocated to the MIS Sleeve is a greater portion of the account. Envestnet | Placemark also generally has discretion to implement a client’s target allocation within a UMA, including the timing of rebalancing transactions and the allocation of contributions to and withdrawals from an account. Envestnet | Placemark also offers to Financial Advisor certain account allocation planning tools and services which may result in a recommended allocation that increases the portion of the account allocated to the MIS Sleeve, such as where an account contains significant legacy assets with unrecognized gains that are relatively large. Envestnet | Placemark may be deemed to have a conflict of interest to the extent that it has the ability to influence the portion of the account allocated to the MIS Sleeve.

(d) Linked Accounts

When one or more accounts is established for a single client or for separate clients if designated by the client, Envestnet | Placemark manages each account independently but may provide limited coordination of trading, such as to monitor and manage potential wash sales.

(e) “Dual Discretion” Accounts

Envestnet | Placemark may provide investment advisory services to an account in which it shares discretionary authority (as that term is described in Item 16) with another investment manager. In these circumstances, the other manager typically manages directly the sleeve assigned to it while Envestnet | Placemark (or other dual discretion managers) manage the other sleeves. Envestnet | Placemark communicates with the other investment manager to coordinate activity across the account. Dual discretion sleeves are typically used for sleeves allocated to fixed-income strategies and may also be used for other asset classes such as emerging markets or small cap strategies.

(f) Other “Dual Contract” Accounts

Envestnet | Placemark, as overlay manager, may enter into a discretionary investment advisory agreement directly with the client for accounts other than those described above. In such arrangements, the client generally agrees that the Financial Advisor, and not Envestnet | Placemark, is responsible for providing the client with advisory services pertaining to client suitability, investment objectives, restrictions, selection of investment strategies, allocations, account features, and other instructions for the client’s account. The Financial Advisor’s responsibilities may also include the recommendation or selection of model portfolios and the ongoing monitoring of Model Portfolio Advisers. In such cases, Envestnet | Placemark does not enter into a discretionary investment advisory agreement, or any other type of agreement, with the client’s Financial Advisor. The primary difference between these “dual contract” relationships and Envestnet | Placemark’s typical contractual structure is that Envestnet | Placemark is not retained by the Sponsor or Primary Advisory but is instead retained directly by the client. However, the scope of Envestnet | Placemark’s advisory services in dual contract arrangement is substantially the same as its services in other programs.

(g) Taxable Gain and Loss Harvesting

Envestnet | Placemark generally accepts end of year tax gain and loss harvesting requests subject to certain limitations, such as amount, timing and the potential effect of the potential tax harvesting transactions on the account. The details of Envestnet | Placemark’s end of year tax gain and loss harvesting are agreed to between Envestnet | Placemark and Sponsors. Clients should contact their Financial Advisors for specific information. If accepted by Envestnet | Placemark, transactions executed due to a client’s tax gain or loss harvesting request may affect the future management of the account and may specifically result in Envestnet | Placemark temporarily reducing and delaying or otherwise varying from the implementation of the recommendations of the Model Portfolio Advisers.

(h) Legacy Asset Positions and Deposited Securities

Envestnet | Placemark's management of "legacy assets" (securities which are deposited into an account) depends primarily on whether a client has selected tax overlay management for the account. If a client has not selected tax overlay management, whether the account is taxable or not, Envestnet | Placemark generally sells legacy asset positions except to the extent that Envestnet | Placemark would otherwise retain such securities pursuant to its normal investment policies. If a client has selected tax overlay management, Envestnet | Placemark will generally liquidate legacy asset positions which have embedded long-term capital gains. For legacy asset positions which have short-term capital gains in tax-managed accounts, Envestnet | Placemark will consider selling the position based on its analysis of the trade-off between eliminating a position in excess of a Model Portfolio Adviser's recommendation and the tax consequences of selling the securities and may retain legacy positions in the account until the securities reach long-term gain status based on this analysis. If a client has imposed a tax mandate on an account, Envestnet | Placemark may retain legacy asset positions indefinitely. Imposing a tax mandate on an account with a significant legacy asset position may increase the overall risk in the account due to the concentration of the legacy assets. Other Model Portfolio Advisers may from time to time recommend buying or selling securities that are also included in the legacy assets of an account. Envestnet | Placemark does not use these recommendations to determine whether or not to retain or sell legacy assets in any account for which such Model Portfolio Advisers have not been selected. Clients who wish to reduce or liquidate a legacy asset position should contact their Financial Advisor or Envestnet | Placemark directly to discuss how a legacy asset position can be reduced or liquidated as well as the tax and investment consequences of doing so.

(i) Other Platform and Non-Advisory Services

Envestnet | Placemark or an affiliate makes available to Financial Advisors, Sponsors, and Model Portfolio Advisers certain additional services provided by third parties including account performance reporting, investment manager and investment strategy research and financial planning tools. Envestnet | Placemark typically charges a fee for these services. These services are not provided by Envestnet | Placemark to clients.

B. Material Risks of Loss

Clients should be aware that investing in securities involves risk of loss that clients should be prepared to bear.

The material risks for each significant investment strategy or method of analysis employed by Placemark as listed in Item 8(A) are listed below:

Management Risk. We provide tailored investment advice to clients based on our investment skills and analytical abilities. There is no assurance that our investment advice will be successful and subjective decisions made by us may cause a client to incur losses or miss profit opportunities. Envestnet | Placemark's general investment policy is

to implement the model portfolio received from the Model Portfolio Advisers as soon and as closely as practicable. In doing so, it means that the management risk for each sleeve is primarily based on the underlying Model Portfolio Adviser's investment determinations, not Envestnet | Placemark's. Envestnet | Placemark generally makes decisions of when and how to implement model portfolios with a view to minimizing the risk of deviating from the risk/return profile of the model portfolio. Envestnet | Placemark may deviate from the model portfolio in order to implement account specific mandates such as tax management and restrictions. In doing so, Envestnet | Placemark may introduce additional management risk to each sleeve or account.

The management risk of the Model Portfolio Advisers is primarily controlled through the services of Sponsors and/or Primary Advisors to select and monitor Model Portfolio Advisers available to their clients, other investment options and account features selected for clients. Envestnet | Placemark seeks to control the management risk it introduces, including through the design and oversight of Envestnet | Placemark's proprietary overlay management software and by periodic reviews of tracking error and dispersion by Envestnet | Placemark's investment committee.

Asset Allocation Risk. Asset allocation risk is the risk that a client's assets may be allocated to an asset class or mandate that underperforms other asset classes. For example, fixed-income securities may underperform equities. Envestnet | Placemark, as a general matter, implements the investment strategies of Model Portfolio Advisers that have been selected by a client or its Financial Adviser. Accordingly, asset allocation risk may greatly depend on the allocation among Model Portfolio Advisers and other investment options chosen by such persons. In some cases, Envestnet | Placemark may, on behalf of a client, deviate from the target allocations to Model Portfolio Advisers and investment options due to other mandates on the account such as tax management or restrictions. Such deviations may cause the portfolio to deviate from the risk/return profile of its model portfolio. In such circumstances, Envestnet | Placemark may introduce greater asset allocation risk to a sleeve or an account.

Investment and Market Risk. The assets managed by Envestnet | Placemark are subject to investment risk, including the possible loss of the entire principal amount invested. Investing in securities and other instruments may also involve market risk, which is the risk that the value of these positions, like other market investments, may move up or down, sometimes rapidly and unpredictably. Investments at any point in time may be worth less than the original investment, even after taking into account any reinvestment of distributions.

Envestnet | Placemark has established service level guidelines with respect to the prioritization and processing time of account-specific requests. These guidelines are usually agreed upon with Sponsors in custom programs and are disclosed to Primary Advisors participating in the UMAM program. Some delay will occur from the time of receipt of such requests and the implementation of trades while Envestnet | Placemark reviews and processes these requests. The amount of the delay will depend on factors such as the complexity of the request, the priority Envestnet | Placemark assigns to that

type of request and the volume of requests being processed. Assets will be subject to market risk during this time.

Information Risk. Our advice is based in large part on information and documentation received from clients, Model Portfolio Advisers, Financial Advisors, Sponsors and other third parties. In addition, our investment decisions are based on model portfolios by Model Portfolio Advisers. Therefore, our investment decisions rely significantly on the accuracy and completeness of the information provided by such persons and the skill and analytical ability of the Model Portfolio Advisers. In addition, Model Portfolio Advisers typically have other discretionary clients for whose accounts they may trade before or at the same time as Envestnet | Placemark and other non-discretionary clients which may be seeking to implement their recommendations at the same time as Envestnet | Placemark. Thus, the extent of any delay introduced by Envestnet | Placemark risks causing greater performance deviation. Envestnet | Placemark controls for this risk by seeking to implement model portfolios as soon as practical and also by internal reviews, including periodic reviews of the timing of model implementation and tracking error by Envestnet | Placemark's investment committee.

We also rely on other types of information from third parties, including risk data for individual securities and securities pricing data. Although we believe this information to be accurate and complete, we do not independently verify all information.

C. Recommendations of a Particular Type of Security

Envestnet | Placemark does not primarily recommend any particular type of security.

Item 9. Disciplinary Information

Envestnet | Placemark is required to disclose whether there are legal or disciplinary events that are material to a client's or a prospective client's evaluation of our consulting and investment advisory business or the integrity of our management. In this regard, the SEC has identified several specific legal and disciplinary events, which do not constitute an exhaustive list, of events that are presumed to be material. Registered investment advisers must disclose whether it or a management person (*i.e.*, a person with the power to exercise a controlling influence over the investment adviser's management or policies, or to determine the general investment advice given to clients of the firm) has engaged in any act, omission, aiding, abetting, counseling, commanding, inducing, conspiring with, or failing to supervise another in one of these events for ten years following the date of the event, unless (1) the event was resolved in the investment adviser's or the management person's favor, or was reversed, suspended or vacated, or (2) the investment adviser or management person rebutted the presumption of materiality to determine that the event is not material. The ten-year period is generally is the date that the final order, judgment or decree was entered or the date that any rights of appeal from preliminary orders, judgments or decrees lapsed and may not matter if the event is so serious that, even after such period, it remains material to a client's or a prospective client's evaluation.

Neither Envestnet | Placemark nor its management persons have had any legal or disciplinary events. We have determined that Envestnet | Placemark and its management persons have nothing to disclose regarding this item.

Item 10: Other Financial Industry Activities and Affiliations

Envestnet | Placemark is under common control with the following entities that are engaged in the securities or investment advisory business. Certain directors and members of executive management of Envestnet | Placemark also serve as directors and/or executive management of these entities:

Envestnet Portfolio Solutions, Inc. (“EPS”) Registered Investment Advisor
75 State St., 6th Floor
Boston, MA 02109
Firm CRD #109662

Envestnet Retirement Solutions, LLC (“ERS”) Registered Investment Advisor
35 East Wacker Drive, Suite 2400
Chicago, IL 60601
Firm CRD #171570

Portfolio Brokerage Services, Inc. (“PBS”) Registered Broker/Dealer
1801 California St., 23rd Floor
Denver, Colorado 80202
Firm CRD #18554

Portfolio Management Consultants, Inc. (“PMC”) Registered Investment Advisor
1801 California St., 23rd Floor
Denver, Colorado 80202
Firm CRD #107747

PMC and PBS are wholly-owned subsidiaries of PMC International, Inc. (“PMCI”) whose principal business address is 1801 California St., 23rd Floor, Denver, CO 80202.

EPS and PMCI are wholly-owned subsidiaries of Envestnet, Inc., whose principal business address is 35 E. Wacker Drive, Suite 2400, Chicago, IL 60601.

ERS is a majority owned subsidiary of Envestnet, Inc., whose principal business address is 35 E. Wacker Drive, Suite 2400, Chicago, IL 60601

Envestnet | Placemark also serves as the investment advisor to a mutual fund family: The PMC Funds, consisting of the PMC Core Fixed Income Fund and the PMC Diversified Equity Fund (information available at www.investpmc.com).

Envestnet | Placemark also serves as the investment advisor to a series of target date funds for the Envestnet/Reliance Trust Employee Benefit Investment Trust Series One - PMC Pathway Funds.

Collective investment trusts are unregistered funds operated by a trust company or a bank regulated by the Office of the Comptroller of the Currency (the “OCC”).

C. Material Business Relationships

We are required to list any relationship or arrangement that is material to our investment advisory services or to our clients that we or any of our management persons have with certain identified related persons (*i.e.*, officers, managers, partners, employees and all persons directly or indirectly controlling or controlled by or under common control with us).

(1) Relationships with Sponsors

(a) Other Services

A significant majority of Envestnet | Placemark’s business is derived from the programs identified above. In these programs, Envestnet | Placemark not only provides discretionary management services to clients but it or an affiliate may also provide a number of operational, technological, and administrative services to the Sponsor or Primary Advisor. Envestnet | Placemark or an affiliate also receives separate fees from some Sponsors and Primary Advisors for other services provided to the Sponsor. For example, Envestnet | Placemark provides to Sponsors and Primary Advisors customized Desktop or Adviser Workstation software to administer overlay management programs. The Desktop software may be used in connection with accounts for which Envestnet | Placemark acts as an investment adviser, as well as accounts of a Sponsor or other platform provider for which Envestnet | Placemark does not act as an investment adviser. Envestnet | Placemark typically receives a one-time set up fee as reimbursement for the costs of developing and customizing the Sponsor’s UMA program and the Desktop software. The set-up fee varies according to the features provided and on the commitment of resources by Envestnet | Placemark. Envestnet | Placemark may also receive ongoing Desktop license fees which are payable by the financial institution. Sponsors of these programs generally retain the right to remove Envestnet | Placemark as discretionary manager of client accounts. To the extent that these relationships with Sponsors may influence Envestnet | Placemark’s ability to make decisions with respect to client accounts, Envestnet | Placemark could be deemed to have a conflict of interest with respect to clients’ interests.

(b) Trading Relationships

Envestnet | Placemark works with new and prospective Sponsors to evaluate the potential operational and other costs of running a Program, including the likely trading volume. The majority of Envestnet | Placemark’s clients in these Programs pay to the respective Sponsor or designated custodian a wrap or other asset-based fee that covers transaction fees. As a result, a significant and sustained increase in trading volume by Envestnet | Placemark may result in increased costs to the respective Sponsor or designated custodian that are not covered by their fees. Particularly in light of the relationships discussed above, Envestnet | Placemark could be deemed to have a conflict of interest in balancing (i) the desires of Sponsors and designated custodians to reduce their costs through reduced trading volume with (ii) a client’s interest in transactions that may result in increased trading volume.

(2) Client Relationships

In addition, some of Envestnet | Placemark's clients or their Primary Advisors or Sponsors may themselves issue securities or have affiliated persons that issue securities. These client relationships may create an incentive for Envestnet | Placemark or its supervised persons to invest in securities or investment products from these entities in order to retain their businesses. Envestnet | Placemark does not consider any existing or potential relationship with any issuer during its investment process.

(3) Relationship with affiliates

On December 31, 2014, Placemark Investments, Inc. merged with Envestnet Asset Management, Inc. an affiliate under common control with Envestnet, Inc.

(5) Additional Conflict of Interest

Envestnet | Placemark's and Envestnet's CEO, Judson Bergman, is a Trustee for the RS Guardian Funds. The RS Guardian Funds (GBEMX) is an Approved mutual fund available for selection on the Envestnet platform. The RS Guardian Funds resulted from the merger of The Guardian Life Insurance Company of America and RS Investments in May 2006. Investments in the RS Guardian Funds made through the Envestnet platform may be viewed as an accommodation to Mr. Bergman.

D. Recommendations of Other Investment Advisers

As noted in Item 4(B) above, we generally provide investment advice based on model portfolios of Model Portfolio Advisers who are selected by the client or a Primary Advisor. In certain instances, however, Envestnet | Placemark may itself recommend, select and/or review the investment managers that act as Model Portfolio Advisers to Envestnet | Placemark. We do not receive any compensation from such investment managers or their affiliated persons, because of any recommendation or selection. Some of Envestnet | Placemark's clients are financial services organizations which may be related to these Model Portfolio Advisers that we may recommend, select and/or review. Although we do not recommend or select investment managers based on any services that they or any affiliated person of such investment manager have engaged us to perform, there may be an incentive for us to recommend certain investment managers to retain business from their affiliated persons.

E. Model Portfolio Adviser Distribution

Envestnet | Placemark generally markets its services both to Sponsors, Primary Advisors and Financial Advisors on one hand and to Model Portfolio Advisers on the other. Envestnet | Placemark seeks to encourage participation by Model Portfolio Advisers by enabling Model Portfolio Advisers' strategies to be used to Advisors and Clients without requiring those Model Portfolio Advisers to maintain the back office and trading functions, by providing aggregate reporting and by creating web-based tools for Model Portfolio Advisers to use to contact and

engage in sales activities with Sponsors and advisors. By marketing to Model Portfolio Advisors and encouraging participating in one or more programs in which Envestnet | Placemark acts as an overlay manager, Envestnet | Placemark has a potential conflict of interests if Envestnet | Placemark's interest in encouraging participation in these programs conflicts with the limitation of Envestnet | Placemark's advisory services which do not typically include recommending for or against any specific Model Portfolio Adviser or strategy.

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

A. General Description of Our Code of Ethics

Personal securities transactions by persons associated with Envestnet | Placemark are subject to Envestnet | Placemark's Code of Ethics. The Code of Ethics includes various reporting, disclosure and approval requirements, described in summary below. Envestnet designed these requirements to prevent or mitigate actual or potential conflicts of interest with Clients. The Code of Ethics applies not only to transactions by the individual, but also to transactions for accounts in which such person or the person's spouse, minor children or other dependents residing in the same household have an interest. Compliance with the Code of Ethics is a condition of employment.

In accordance with Securities and Exchange Commission rules relating to recordkeeping by investment advisors, Envestnet requires prompt reports of all securities transactions identified in the Code of Ethics as "Reportable Securities" transactions. Envestnet further requires that all brokerage account relationships be disclosed, that Envestnet receive duplicate confirmations of transactions and custodial account statements, and annual certifications of compliance with the Code of Ethics from all access persons. Transactions in U.S. government securities, bankers acceptances, bank certificates of deposit, commercial paper, high quality short-term instruments, including repurchase agreements, index-based futures/options, options/futures on treasury notes and bills or currency options/futures, shares of open-end mutual funds and commodities are excluded from the reporting requirements.

The responsibilities of Envestnet | Placemark's Chief Compliance Officer (or designee) include overseeing the regular monitoring and verification of compliance of covered persons with the requirements of the Code of Ethics, and reporting material violations to Envestnet's senior management. Covered transactions of the Chief Compliance Officer will be approved by another officer (or designee) of Envestnet | Placemark. In addition to reporting and recordkeeping requirements, the Code of Ethics imposes various substantive and procedural restrictions on Reportable Securities transactions. The Chief Compliance Officer may recommend to management the imposition of more severe sanctions, including suspension of personal investing privileges, or termination of employment, in the case of certain types of violations.

A copy of Envestnet | Placemark's Code of Ethics can be obtained by contacting the following individual at Envestnet:

Debra DeVoe
Chief Compliance Officer
Envestnet Asset Management, Inc.
35 E. Wacker Drive, Suite 2400
Chicago, Illinois 60601
(312) 827-2800

B. Recommendations in which Envestnet / Placemark may have a Material Financial Interest

Envestnet | Placemark, its employees, or related persons may have securities accounts with the same investments recommended to clients who participate in the Envestnet | Placemark programs. In some cases Envestnet | Placemark, its employees, or related persons may also be participants in some of the Envestnet | Placemark programs causing the same or similar security selections and recommendations to occur.

As noted in Item 11(A), Envestnet | Placemark has adopted policies to protect the interests of its clients including the prohibition of advisory personnel from investment in initial public offerings, pre-clearance of participation in private placement offerings, and pre-clearance of personal trades for employees with access to recommendations received from Model Portfolio Advisers or generated by Envestnet | Placemark.² Statements or transaction reports from each employee's personal trading accounts covered by Envestnet | Placemark's policies are received on a quarterly basis and periodically reviewed to ensure adherence to Envestnet | Placemark's policies. Transactions on behalf of clients will take precedence over transactions benefiting Envestnet | Placemark, its officers, employees, or any employee related accounts.

C. Recommendations of the Same Securities Invested in by Envestnet / Placemark

See Items 11(A) and (B).

D. Recommendations of Securities to Clients at the Same Time that Envestnet / Placemark Transacts

See Items 11(A) and (B).

Item 12. Brokerage Practice

A. Selecting Brokerage Firms

(1) Research and Other Soft Dollar Benefits

Envestnet | Placemark generally has the authority to determine the broker-dealer to be used in any securities transaction and the commission rate or price to be paid to such broker-dealer. We

² This excludes certain types of securities including U.S. Government issues, open-end investment company shares including money market funds, and bank certificate of deposits.

consider the full range and quality of a broker-dealer's services when selecting a broker-dealer, including among other factors, price, yield or spread, execution capability; financial condition; responsiveness and willingness to commit capital; integrity, including the ability to maintain confidentiality; and technology infrastructure and operation capabilities. These factors will have differing levels of importance depending on the circumstance of a particular trade.

We are obligated to seek best execution of client transactions under the circumstances of a particular transaction. This means that we must effect securities transactions in a manner so that your total cost or proceeds or long-term interest in each transaction is most favorable under the circumstances.

We do not receive research or other products or services other than execution from a broker-dealer or third party in exchange for directing client securities transactions with such broker-dealer.

For certain accounts Envestnet | Placemark has established electronic interfaces with certain brokerage and custodial firms for trading, account data reconciliation, account administration, and reporting. Envestnet | Placemark also receives broker-related products and services from broker-dealers, such as order management software. Such products services are generally of a relatively insignificant value and are not provided in return the amount of trades directed to the broker-dealer. The trading and custodial expenses incurred by the client are set forth in the separate agreement executed by the client and the broker or custodian. These charges may be more or less than those of other brokers providing similar services.

(2) Brokerage for Client Referrals

Envestnet | Placemark does not consider, in selecting or recommending broker-dealers, whether it or a related person (*i.e.*, officers, managers, partners, employees and all persons directly or indirectly controlling or controlled by or under common control with us) receives referrals from a broker-dealer or third-party in determining brokerage.

(3) Directed Brokerage

We permit clients to direct brokerage transactions to certain broker-dealers. Directed brokerage and wrap fee and other asset-based brokerage fee arrangements may limit our ability to negotiate fees or commission rates and achieve best execution. For example, in a directed brokerage account, the client may pay higher brokerage commissions because the client may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

For some clients who pay a wrap or asset-based brokerage fee, Envestnet | Placemark has authority to select other broker-dealers to execute a trade. Although Envestnet | Placemark is aware of the possibility that better execution may be available at another broker-dealer, because executing at another broker-dealer would likely incur commissions or other trading costs and could delay the timely receipt of updated transaction and account information necessary for Envestnet | Placemark to process accounts within its investment system on a timely basis, Envestnet | Placemark generally directs transactions to the broker-dealer program Sponsor or the

broker-dealer chosen by clients based on the lack of commissions for such trades. In general, Envestnet | Placemark would look for a broker-dealer whose execution quality is so much greater than the custodian that the difference in price is likely to be greater than the amount of the commission charged by such broker-dealer.

B. Aggregation/Allocation

(1) Order Aggregation

Envestnet | Placemark generally aggregates client orders by executing broker, usually the broker-dealer Sponsor of the program, and allocates filled orders among accounts of that Sponsor. Partially filled orders are generally allocated ratably among accounts. If an order is partially filled through a Sponsor, only accounts of that Sponsor will receive allocations from that partial fill.

(2) Allocation of Investment Opportunities

(a) Envestnet | Placemark's Allocation of Investment Opportunities

Envestnet | Placemark's policy is to allocate investment opportunities equitably among its clients. Envestnet | Placemark seeks to ensure the allocation of significant recommendations from Model Portfolio Advisers among its clients by rotating its submission of the resulting trades for the various programs. This rotation is used where significant assets are managed by Envestnet | Placemark using a model portfolio for the same investment strategy in two or more programs and where the update will likely result in a significant dollar amount of trades. Envestnet | Placemark rotates these trades among the executing broker for the programs and the rotation list is indexed daily. Envestnet | Placemark's ability to implement trade rotation is dependent on the accounts for each eligible program being in good order when trading is to begin. Accounts which are not ready to trade or which require additional reviews are not included in the rotation but will be traded as soon as practicable independent of the rotation. Model updates which are not rotated are implemented and traded independently of each other.

(b) Model Portfolio Advisers' Allocation of Model Updates

Model Portfolio Providers generally include Envestnet | Placemark in some form of rotation or other means of allocating investment opportunities to their clients. Some Model Portfolio Managers may have established rotation practices to provide model portfolio updates to Envestnet | Placemark and other nondiscretionary clients after making the corresponding trading for their discretionary accounts. This may result in Envestnet | Placemark receiving updates for its clients' accounts after the Model Portfolio Advisers has placed trades in other separately managed accounts following the same or similar investment strategies. Clients seeking more information about a particular Model Portfolio Adviser's rotation practice should contact their Financial Advisor or Primary Advisor.

Item 13. Review of Accounts

A. Periodic Review of Client Accounts

Envestnet | Placemark's ongoing review of accounts typically begins with a daily review of accounts by Envestnet | Placemark's portfolio management team using its proprietary investment technology to identify accounts for which Envestnet | Placemark may need to effect trades or otherwise take action. The triggering events for identifying these accounts primarily consist of pending changes to investment objectives of accounts (such as allocations or restrictions), events occurring within the account such as cash flows, and changes to model portfolios.

Envestnet | Placemark's portfolio managers review accounts based on account review guidelines established by Envestnet | Placemark's portfolio management team and by consulting with senior team members. In general, portfolio managers will review accounts for consistency with investment objectives, model portfolios, investment policies, restrictions, tax mandates and other constraints. Accounts are reviewed on both a pre- and anticipated post-trade basis and may be reviewed individually or with other accounts with similar objectives, policies, constraints or which use the same model portfolio. Portfolio Managers generally perform account reviews with a view to implementing the objectives, policies, restrictions and tax and other constraints while minimize the risk of variance to the model portfolios.

Envestnet | Placemark generally assigns to a specific portfolio manager responsibility for one or more programs by Sponsor or Primary Advisor. The number of accounts and/or programs assigned to a portfolio manager is determined by the nature of the account, type of service required, and the existing work load. Envestnet | Placemark occasionally reassigns and/or rotates the portfolio manager assigned to particular program, based on experience, background, qualifications and familiarity with specific features of the various programs.

B. Non-Periodic Review of Client Accounts

Envestnet | Placemark may review client accounts outside of its daily account processing, based on changing economic or market conditions, revised client investment objectives, changes to the Model Portfolio Advisers or account features selected for an account or when an account shows a particularly high "tracking error" or deviation from the model portfolios used to manage the account.

C. Regular Reports to Clients

The nature and frequency of regular reports to clients in Overlay Management Programs are determined by the Sponsor or Primary Advisor. Envestnet | Placemark supplies data and/or performance return calculations to some Sponsors and Primary Advisors for client reporting.

Item 14. Client Referrals and Other Compensation

A. Third-Party Payments

Envestnet | Placemark does not have a relationship with any entity or person (not a client) that provides an economic benefit to Envestnet | Placemark for providing investment advice or other advisory services to our clients (e.g., sales awards or other prizes).

B. Retention of Solicitors

Envestnet | Placemark does not directly compensate any person for any client referral. Envestnet | Placemark, however, may charge Sponsors and Primary Advisors a fee intended to partially offset Envestnet | Placemark's expenses incurred in developing and implementing a new program. This fee is subject to negotiation and may be reduced based on the amount of implementation effort involved and the anticipated or ultimate success of the program. To the extent that such arrangements, including any reductions based on success of a program, offer Sponsors and Primary Advisors an incentive to refer clients to the program, they may be deemed to be indirect compensation for client referrals.

Similarly, Envestnet | Placemark may reimburse Primary Advisors for performance reporting services. These costs could influence a Primary Advisor to select Envestnet | Placemark as overlay portfolio manager because such performance reporting costs would otherwise be incurred by the Primary Advisors. To the extent that such arrangements offer Primary Advisors an incentive to refer clients to the program, they may be deemed to be indirect compensation for client referrals.

In addition, Envestnet | Placemark markets and promotes its services primarily by means of sales activities directed at clients' Financial Advisors employed by or associated with Program Sponsors Primary Advisors. Envestnet | Placemark's own sales representatives, generally called "Regional Consultants," regularly communicate and meet with Financial Advisors regarding opening new client accounts and servicing existing accounts. Envestnet | Placemark pays its Regional Consultants, in addition to a salary, a commission that is based on the initial asset value of accounts opened during each calendar quarter. Although Envestnet | Placemark's Regional Consultants as a matter of policy do not generally make recommendations to or for clients, in any situation in which they make any such recommendations to clients or Financial Advisors, they may be deemed to have a conflict of interest due to the financial incentive they have to open accounts.

Item 15. Custody

Envestnet | Placemark does not ordinarily have custody of any client assets. For certain accounts Envestnet | Placemark may instruct the qualified custodian (e.g., a bank) to deduct fees on its behalf (as further described in Item 5(B)) and may therefore be deemed to have custody. For these accounts, the qualified custodian will send an account statement, at least quarterly, to each

client identifying the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during that period. Clients may also receive account statements from Envestnet | Placemark, the Sponsor or Primary Advisor. We urge clients to review these statements. If clients receive both statements from a qualified custodian and Envestnet | Placemark, a Sponsor or Primary Advisor, we urge such clients to compare the account statements with the ones received from us.

In addition, Envestnet | Placemark may for certain accounts deduct fees payable to Primary Advisors or other parties as described in Item 5(B). These accounts and fee amounts are subject to an annual surprise audit as required by applicable SEC regulations. As part of this audit, the auditor routinely requests that clients and custodians complete certain documentation, including confirming account balances and fee amounts in writing directly to the auditor.

Item 16. Investment Discretion

We generally act as agent and with a limited power of attorney with respect to trading accounts and therefore have discretionary authority over your account. This means that we have the authority to determine, without obtaining specific consent, the securities to be bought or sold, the amount of securities to be bought or sold, the broker or dealer to be used and the spread or commission rates paid to broker-dealers.

Item 17. Voting Client Securities

A. Authority to Vote Client Securities

Envestnet | Placemark by default accepts the authority to vote client securities and has adopted policies and procedures to vote such securities. Each proxy issue for each organization will warrant individual consideration and this summary is not an exhaustive and inflexible mandate for proxy voting but serves as guidelines on its general voting philosophy. Envestnet | Placemark will assess each proposal individually to determine the probable effect on shareholder value and the impact on the rights of shareholders, and in accordance with its fiduciary duty, Envestnet | Placemark will vote in the manner that most enhances the long-term value of investments. Envestnet | Placemark recognizes that one of its most important responsibilities is the responsibility to ensure that votes are cast in an appropriate manner. Envestnet | Placemark considers the right to vote as one of its most effective tools for promoting good corporate governance.

Specifically, Envestnet | Placemark has established its own proxy voting guidelines as summarized below. Additionally, some Model Portfolio Adviser(s) may make specific voting recommendations or recommendations with respect to corporate actions to Envestnet | Placemark and Envestnet | Placemark may also seek consultation from Model Portfolio Advisers on a particular vote or action. Envestnet | Placemark does not take action with respect to or advise on legal actions, such as class action lawsuits or bankruptcies, with respect to individual securities. Envestnet | Placemark's ability to vote proxies on behalf of clients is contingent on Envestnet | Placemark's timely receipt of the necessary client proxy voting authorization and related documentation from Sponsors and/or clients.

Regarding issues involving the Board of Directors, Envestnet | Placemark prefers the annual election of all Directors. The firm will generally not support proposals that provide for staggered terms for board members. And, generally does support resolutions that seek the separation of the roles of board chair and CEO. Ordinarily, Envestnet | Placemark will not vote against a slate of Directors simply because it fails to meet the independence standard or because the board lacks a properly constituted nominating committee or because the size of the Board is outside our guidelines. The firm will do so, however, if corporate performance, over a reasonable period of time, is unsatisfactory. In addition, Envestnet | Placemark will not generally support a management proposal regarding the removal of Directors if the proposal would allow for the removal of Directors without cause.

Envestnet | Placemark feels that to maximize a portfolio's economic value to the client, non-financial considerations should not take precedence over risk and return considerations. Nevertheless, the firm believes that careful consideration of issues of social responsibility by companies and their boards will enhance long-term shareholder value. Envestnet | Placemark encourages companies to develop policies and practices to address issues of social responsibility that are relevant to their businesses.

Compensation and incentives to management and Directors should be consistent with the long-term interests of the shareholders of the company. Salaries should reflect the requirements of the marketplace, with personnel paid the amount necessary to attract and retain the skills and abilities required. All perquisites should reflect a justifiable corporate need and should be able to stand on their own merits under a cost-benefit analysis. Incentive compensation plans must have the overriding purpose of motivating and retaining individuals and must not be unduly generous. Such plans should be closely related to individual and corporate performance. Envestnet | Placemark uses specific guidelines for reviewing stock option and other compensation plans based on these stated goals for compensation plans. For example, while the firm votes on plans on a case-by-case basis, it will not generally vote for a stock option plan that is 100% vested when granted.

Envestnet | Placemark's guidelines in voting on other common issues follow. In voting issues regarding the stock itself, the firm will generally vote for management proposals to approve a stock repurchase program or to approve a stock split or reverse stock split. With regard to mergers, restructuring, spin-offs, buy-outs, reincorporating, takeover defense and related actions, Envestnet | Placemark must consider each case according to its unique circumstances and consequences. The firm will evaluate shareholder proposals on a case-by-case basis. It will generally not support proposals that place arbitrary or artificial constraints on the company, its board, or management. Envestnet | Placemark will review stakeholder proposals on a case-by-case basis. The firm will generally not support proposals that seek to alter the responsibility of the Directors to supervise the management of the business of the corporation and that provide a wide range of peripheral considerations the Directors must take into account in evaluating a business proposal.

As is the case with any investment manager, conflicts may arise when what is best for the long-term interests of shareholders is not consistent with the desire to retain an existing client, to curry

favor with a prospect, or to further the manager's own self-interest. To date, Envestnet | Placemark has not experienced such conflicts. If a conflict of interest arises, our Investment Operations department will notify our Compliance Office as well as our Executive Team.

Records on voting will be maintained by Envestnet | Placemark and provided to clients at their request. To receive information on Envestnet | Placemark's proxy voting, please contact us by writing to us at Envestnet | Placemark, Attn: Compliance Office, 16633 Dallas Parkway, Suite 700, Addison, TX 75001, by telephone by calling 800-266-7615 or by email to compliance@envestnet.com

B. No Authority to Vote Client Securities

Clients may retain the ability to vote proxies for their own accounts. In such instances, Envestnet | Placemark will not have the authority to vote such clients' securities, and clients will receive their proxies or other solicitations directly from their custodian or transfer agent. Clients may contact Envestnet | Placemark with any questions about a particular solicitation 800-266-7615 or by e-mail at compliance@envestnet.com.

Item 18. Financial Information

A. Prepayments

Envestnet | Placemark does not require or solicit prepayment of fees six months or more in advance. Therefore, we have not included a balance sheet for the most recent fiscal year pursuant to this requirement.

B. Financial Conditions Impairing

Envestnet | Placemark is not aware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. If Envestnet | Placemark does become aware of any such financial condition, this brochure will be updated and clients will be notified.

C. Bankruptcy Petitions

Envestnet | Placemark has not been the subject of a bankruptcy petition at any time during the past ten years.