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Form ADV, Part 2A Brochure

March 31, 2015

This brochure provides information about the qualifications and business practices of Beacon Pointe Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 949-718-1600. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Any reference to or use of the terms "registered investment adviser" or "registered," does not imply that Beacon Pointe Advisors, LLC or any person associated with Beacon Pointe Advisors, LLC has achieved a certain level of skill or training.

Additional information about Beacon Pointe Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 - MATERIAL CHANGES

Revised March 31, 2015

The purpose of this page is to inform you of material changes since the last annual update to this brochure. If you are receiving this brochure for the first time this section may not be relevant to you.

Beacon Pointe Advisors, LLC (“Beacon Pointe”) reviews and updates our brochure at least annually to confirm that it remains current.

Material changes from Beacon Pointe’s brochure dated March 27, 2014:

Item 4 – Advisory Business and Item 5 – Fees and Compensation

Private clients participating in the Managed Account Program will be provided with comprehensive financial planning advice unless they decline such services.

Item 10 – Other Financial Industry Activities and Affiliations

Beacon Pointe produces a weekly e-mail newsletter, “The Sense,” at www.getthesense.com. “The Sense” is a free subscription-based newsletter offering education on general financial topics and does not provide personalized advice to subscribers.

Other entities related to Beacon Pointe through common ownership: Beacon Pointe Tax Services, LLC, Beacon Pointe Captive Insurance; and Beacon Pointe Investment Holdings, LLC. These entities do not currently offer products or services to Beacon Pointe’s clients.

ITEM 3 - TABLE OF CONTENTS

ITEM 1 - COVER PAGE.....	1
ITEM 2 - MATERIAL CHANGES	2
ITEM 3 - TABLE OF CONTENTS	3
ITEM 4 - ADVISORY BUSINESS	5
Description of Advisory Firm	5
Advisory Services Offered.....	5
Wrap Fee Programs	8
Assets Under Management	8
ITEM 5 - FEES AND COMPENSATION.....	8
Fee Schedule.....	8
Billing Method	9
Other Fees and Expenses.....	10
Termination	10
Other Compensation	11
ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	11
ITEM 7 - TYPES OF CLIENTS.....	11
Account Requirements	11
ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	11
Methods of Analysis	11
Investment Strategies.....	12
Investing Involves Risk.....	14
Specific Security Risks.....	14
Allocation and Planning Tools	18
ITEM 9 - DISCIPLINARY INFORMATION	18
ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	18
Related Insurance Agency	18
Related Investment Advisers	19
Other Related Businesses	19
ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	19
Code of Ethics	19
Participation or Interest in Client Transactions	20
ITEM 12 - BROKERAGE PRACTICES.....	21
Factors Considered in Selecting Broker-Dealers for Client Transactions	21
Directed Brokerage.....	25

Aggregation and Allocation of Transactions.....	25
Trading Practices of Independent Managers	25
ITEM 13 - REVIEW OF ACCOUNTS	26
Account Reviews.....	26
Account Reporting	26
Financial Plan Reviews	26
ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION.....	26
Benefits We Receive from Custodial Brokers	26
Payment for Client Referrals	26
ITEM 15 - CUSTODY	27
ITEM 16 - INVESTMENT DISCRETION	27
ITEM 17 - VOTING CLIENT SECURITIES	28
Proxy Voting.....	28
Class Actions	29
ITEM 18 - FINANCIAL INFORMATION.....	29

ITEM 4 - ADVISORY BUSINESS

Description of Advisory Firm

Beacon Pointe Advisors, LLC ("Beacon Pointe," "we," "our," or "us") is an independently owned limited liability company headquartered in Newport Beach, California. In February 2002, Beacon Pointe Advisors, LLC started operating as an investment advisor registered with the U.S. Securities and Exchange Commission. Beacon Pointe is owned entirely by our employees. Garth Flint and Shannon Eusey, through Beacon Pointe Holdings, LLC, are the primary owners of the firm. Beacon Pointe employees who have minority ownership of the firm include Mollie Rosing, Matthew Cooper, Douglas Allison and Felix Lin.

Beacon Pointe's principal business includes providing consulting services and investment advisory services. We focus on asset preservation and growth through the implementation of investment strategies and the selection of third-party investment managers for which we have developed our own proprietary process.

Advisory Services Offered

Beacon Pointe's service offerings include (1) consulting services on investment and non-investment related matters, and (2) participation in the Managed Account Program.

Consulting Services

Beacon Pointe offers the following consulting services on a non-discretionary basis. We offer one or more of these services to a client depending on the client's needs at the time of the initial consultation.

Financial Planning Services

Beacon Pointe may provide a client with a broad range of comprehensive financial analysis including non-investment related matters. This comprehensive financial planning service includes gathering of information regarding the client's current and historical status in the areas of net worth, income, expenses, taxes, investments, retirement plans and insurance, as well as future goals and objectives. We then develop a written personalized plan, which includes specific recommendations in applicable areas. Areas of focus may include retirement planning, education funding, survivor needs analysis, risk management or wealth transfers planning. Our financial planning services do not include preparation of any kind of income tax, gift, or estate tax returns or preparation of any legal documents, including wills or trusts.

In some instances, Beacon Pointe may provide a client with a limited-scope financial planning service that is limited to specific planning topics such as assessing whether a client is on track to meet a defined goal such as funding retirement, college education or to sufficiently provide for survivor's needs.

Investment Policy Development

Beacon Pointe works with clients to develop an investment policy and corresponding guidelines that are consistent with the client's goals and objectives.

Asset Allocation

Beacon Pointe assists clients in making asset allocation decisions for their investment portfolios. The goal of asset allocation is to assist clients in finding the asset mix, which is most likely to achieve their investment objective within acceptable risk parameters. Clients receive a report illustrating historical

data of portfolio combinations compared against the client's existing mix, including, but not limited to, recommendations on a prospective asset allocation combination.

Manager and/or Mutual Fund Search

Beacon Pointe may recommend multiple investment management firms or mutual funds to individual and/or institutional clients. We segregate and classify managers and/or mutual funds by investment style or class. Beacon Pointe will present the client with a report showing firm ownership, key employees, assets under management, investment process description, portfolio characteristics, portfolio returns, attribution analysis, and fees. Additional factors such as minimum and maximum account size, location of firm, stability of performance, dispersion among published returns, investment philosophy, accounts gained or lost, and other such factors may be considered when recommending investment managers and/or mutual funds. We describe our process for selecting managers under **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**, below.

Ongoing Monitoring of Managers

Beacon Pointe will monitor, on an ongoing basis, each manager that we select to manage client's assets and provide periodic reports and/or recommendations to the client.

Performance Evaluation

We offer performance measurement services to clients on a quarterly basis depending upon the client's preference. Performance reporting may vary depending upon client needs, but usually includes time-weighted returns for each portfolio shown against an appropriate benchmark, asset allocation of the client's total account, percentage of the client's assets allocated among various investment managers or securities, cash flow summary, and the standard deviation of returns versus an appropriate benchmark.

Custodial Search

Beacon Pointe offers to provide clients with recommendations, comparisons, and analysis of various custodial facilities.

Under this service, Beacon Pointe will perform a custodial search – similar to a manager search – and present a group of custodial candidates to our client for review and selection. Beacon Pointe's professionals have extensive experience conducting custodial searches for our clients. Custodial searches typically include the following information:

- History (Ownership of Firm)
- Key Personnel
- System utilized
- Size of Firm
- Average Client Size
- Fees
- Master Trust Capabilities
- Accrual Account Methods
- Conversion Process
- Technology Plans (5 Years)
- On-line Capabilities

401(k) Bundled Provider Search

Beacon Pointe offers to conduct searches for providers of bundled 401(k) services that includes plan administration, trustee, fund management and employee education.

At the client's direction, clients may elect to have their assets managed by either Beacon Pointe or an investment manager separate from Beacon Pointe.

Education Services

We offer investment-related seminars. The seminars are intended to be educational in nature and to provide seminar participants with information regarding certain investment-related topics. The information contained in the seminar materials is not intended as specific investment advice regarding the individualized needs of particular individuals or accounts.

We describe the fees charged for our consulting services below under ***Item 5 - Fees and Compensation***.

Asset Management and Financial Planning ("Managed Account Program")

A client can engage Beacon Pointe to implement investment recommendations on a fee basis with Beacon Pointe actively managing client assets under our Managed Account Program ("Program"). Under the Program, Beacon Pointe will:

1. Recommend to clients certain unaffiliated third party investment managers ("Independent Managers") to manage a portion or all of the assets designated by the client in accordance with the terms and conditions of the Program
2. Provide ongoing monitoring and reviewing of each Independent Manager
3. In some cases, manage a portion of the client's assets by primarily allocating the assets among various classes of shares of no-load mutual funds, Exchange Traded Funds (ETFs), real estate investment trusts (REITs), or private funds

We offer these services under the Program on a discretionary basis, including the hiring and/or firing of Independent Managers, and in accordance with the client's investment objectives and any reasonable restrictions the client may wish to place on the account. Beacon Pointe reserves the right to not accept and/or terminate management of a client's account if we feel that the client-imposed restrictions would limit or prevent us from meeting or maintaining the client's investment strategy. Clients should notify us promptly in writing if there are any changes in their financial situation, investment objectives, or if they wish to impose or change any restriction(s) on their account.

Under the Program, Beacon Pointe primarily invests client accounts by utilizing Independent Managers to manage the various asset classes determined in the client's asset allocation. Generally, client portfolios are managed by the Independent Managers through separate accounts or through mutual funds, depending on the vehicles offered by the Independent Managers and account size or other considerations specific to each client. Beacon Pointe may also directly manage the client's account utilizing mutual funds, ETFs, REITs, and private funds. In addition, client portfolios may at times utilize other strategies or contain securities not included on the recommended list in the course of an acquisition or at the direction of the client; typically, these assets will be transitioned over time to the Independent Managers or securities that are recommended by Beacon Pointe. Clients may place reasonable restrictions on the management of their account with the Independent Managers. We describe our process for selecting managers and the material investment risks for our strategies under ***Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss***, below.

Beacon Pointe may offer investment advice on any investment held by the client at the start of the advisory relationship. Beacon Pointe may also occasionally offer advice regarding additional types of investments if they are appropriate to address the individual needs, goals, and objectives of the client or in response to client inquiry.

We discuss our discretionary authority below under ***Item 16 - Investment Discretion***.

Private clients participating in the Program will be provided with comprehensive financial planning advice unless they decline such services. To provide this comprehensive financial planning advice, we gather information regarding the client's current and historical status in the areas of net worth, income, expenses, taxes, investments, retirement plans and insurance, as well as future goals and objectives. We then develop a written personalized plan, which includes specific recommendations in applicable areas. Areas of focus may include retirement planning, education funding, survivor needs analysis, risk management or wealth transfers planning. Our financial planning services do not include preparation of any kind of income tax, gift, or estate tax returns nor preparation of any legal documents, including wills or trusts.

We describe the fees charged for our asset management services and financial planning services ("Managed Account Program") below under ***Item 5 - Fees and Compensation***.

Wrap Fee Programs

Beacon Pointe does not manage accounts as part of a wrap or bundled fee program.

Assets Under Management

Beacon Pointe manages client assets in both discretionary and non-discretionary accounts on a continuous and regular basis. As of 12/31/2014, the total amount of assets under our management was:

Discretionary Assets	\$ 3,395,359,476
<u>Non-Discretionary Assets</u>	<u>\$ 3,963,771,744</u>
Total Assets	\$ 7,359,131,219

ITEM 5 - FEES AND COMPENSATION

Fee Schedule

Consulting Services

Beacon Pointe charges either an annual retainer fee, project fee, or hourly fee, depending on which types of consulting services are being provided. For ongoing consulting services, Beacon Pointe charges an annual retainer fee. A tiered fee schedule is charged to each client based on a percentage of the client's assets under supervision.

For discretionary portfolios, the annual retainer fee generally ranges from 0.20% to 0.50% of assets under supervision.

For non-discretionary portfolios, the annual retainer fee generally ranges from 0.08% to 0.35% of assets under supervision.

Generally, we will charge clients who have assets over \$250 million a fixed fee, which we base on the scope of work. All retainer fees are subject to negotiation and could vary depending on the client's specific circumstances.

Beacon Pointe charges project fees for consulting services. The minimum project fee per client is \$25,000, and consulting project components are also subject to minimum fee and/or minimum term commitments. All fees are subject to negotiation and could vary depending on the client's specific circumstances.

Hourly fees will typically range between \$350 and \$500 per hour, depending on the expertise of the persons providing the services and the nature and complexity of each client's circumstances. The hourly fee and payment terms are negotiable and at our discretion waived. The terms will be stated in the consulting services agreement. Generally, we offer educational seminars on a fixed fee basis. We will quote clients a fixed fee that is based on the estimate of time to complete the seminar multiplied by our hourly rate. This fee may be negotiable depending on the nature and complexity of the seminar.

Asset Management ("Managed Account Program")

Beacon Pointe charges advisory fees to clients who are in the Program. The advisory fees are negotiable and are charged based on a percentage of the market value of the portfolio under management, per a tiered fee schedule set forth in the managed account program agreement between Beacon Pointe and the client.

The Program Fee for institutional clients ranges from 0.30% to a maximum of 1.00% of assets under management.

The Program Fee for private clients ranges from 0.50% to a maximum of 1.15% of assets under management.

Generally, Beacon Pointe requires clients to maintain a minimum account size of \$1 million, but may reduce or waive the account minimum requirements at our discretion. The advisory fees noted above do not include the investment management fees charged by Independent Managers. In some cases, the fees charged by the Independent Manager may be greater than those charged by Beacon Pointe.

Billing Method

Consulting Services

Clients with consulting services under a retainer will generally be billed quarterly in advance based on one fourth of the annual fee. Project fees are payable upon submission of the final bill once the project is completed. The fee and payment terms for hourly engagements are negotiable.

Asset Management ("Managed Account Program")

Beacon Pointe's advisory fees are generally payable quarterly in advance at the beginning of each calendar quarter. We charge one fourth of the annual fee each quarter based on the market value of the client's portfolio as of the last day of the prior calendar quarter.

If a client contributes capital to the account, including the initial capital, on a date other than the last day of a calendar quarter, we will charge the account a prorated portion of the fees for that calendar quarter for that contribution based on the number of days remaining in that calendar quarter. Similarly, if a client withdraws a portion of the assets from the account on any date other than the last day of a calendar quarter, we will prorate the fees previously paid for that calendar quarter based on the number of days elapsed in that quarter before the withdrawal and we will refund the unearned portion to the client's account. Fees for the initial quarter under management are pro-rated and charged in arrears with the next quarter's advance payment.

Beacon Pointe may aggregate related client accounts for purposes of calculating the advisory fees applicable to each client. Beacon Pointe also reserves the right to reduce or waive our fees for employee or family accounts and certain client accounts.

With client authorization, Beacon Pointe will automatically withdraw Beacon Pointe's advisory fee from the client's account held by an independent custodian. Typically, the custodian withdraws advisory fees from the client's account during the first month of each quarter based on Beacon Pointe's instruction. All clients will receive brokerage statements from the custodian no less frequently than quarterly. The custodian statement will show the deduction of the advisory fee. We may make rare exceptions to this policy and bill clients directly. In these rare cases, Beacon Pointe will send an invoice to the client who chooses not to have advisory fees withdrawn directly from their custodian account. The invoice is payable upon receipt and will include the fee calculation and amount due.

Other Fees and Expenses

Beacon Pointe's fees do not include custodian fees or the fees charged by Independent Managers. Clients should review the Independent Manager's ADV 2 Brochure regarding fee schedules, other fees charged by Independent Managers and applicable billing methods. Clients pay all brokerage commissions, stock transfer fees, and/or other similar charges incurred in connection with transactions in the accounts from the assets in the account, which are in addition to the fees the client pays to Beacon Pointe. See **Item 12 - Brokerage Practices** below for more information. Clients in the Managed Account Program also pay management fees of Independent Managers.

In addition, any mutual fund shares held in a client's account may be subject to deferred sales charges, 12b-1 fees, and other fund-related expenses. The fund's prospectus fully describes the fees and expenses. All fees paid to Beacon Pointe for advisory services are separate and distinct from the fees and expenses charged by mutual funds. Mutual funds pay advisory fees to their managers, which are indirectly charged to all holders of the mutual fund shares. Consequently, clients with mutual funds in their portfolios are effectively paying both Beacon Pointe and the mutual fund manager for the management of their assets.

Termination

Consulting Services

Either party may terminate the consulting agreement upon thirty (30) days written notice to the other party. The client may terminate the agreement by writing Beacon Pointe at our office.

Upon notice of termination, Beacon Pointe will calculate fees due for services provided through the date of termination. Any fees that we have earned for the services provided will be due upon termination. If the client paid fees in advance that were more than the amount due for services, Beacon Pointe will refund any unearned fees to the client. We will prorate the refund based on the effective date of termination.

Asset Management ("Managed Account Program")

Either party may terminate the managed account program agreement upon thirty (30) days written notice to the other party. The client may terminate the agreement by writing Beacon Pointe at our office.

Beacon Pointe will refund any prepaid, unearned advisory fees based on the effective date of termination. Upon termination of the agreement, we will send the client a prorated refund of unearned advisory fees using the following formula: $(Fees\ Paid) \times (Days\ Remaining\ in\ Quarter) / (Total\ Number\ of\ Days\ in\ Quarter)$.

Other Compensation

Beacon Pointe does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Beacon Pointe may recommend that clients invest in mutual funds managed by a related adviser. While Beacon Pointe does not directly receive additional compensation resulting from the use of products managed by related firms, our related adviser receives management fees from the fund. We describe our policies in recommending related products in **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**. For more information on our relationships with related advisers, see **Item 10 – Other Financial Industry Activities and Affiliations**, below.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Beacon Pointe does not charge performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

ITEM 7 - TYPES OF CLIENTS

Beacon Pointe offers discretionary and non-discretionary investment and non-investment related consulting services and investment advisory services to institutional and individual clients. Institutional clients may include trusts, estates, charitable organizations, corporations, pension and profit sharing plans, and other business entities.

Account Requirements

Generally, Beacon Pointe requires clients to maintain a minimum account size of \$1 million. Significant funds withdrawal may result in a request for additional fund deposits to continue with management of accounts. We generally combine family accounts to meet the account size minimum. Beacon Pointe may reduce or waive the account minimum requirements at our discretion.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

In beginning a new client relationship, Beacon Pointe seeks to fully understand the needs, circumstances, priorities, and goals of each client. For institutional clients, we work with clients to articulate an investment policy that reflects the client's current objectives and levels of risk tolerance, and incorporates any restrictions the client wishes to impose on the account.

With the approved investment policy in place, Beacon Pointe utilizes modeling techniques to determine an optimal target allocation for the client's assets. For this process, Beacon Pointe uses both asset allocation-modeling programs as well as our own analysis to develop what we believe is a meaningful plan for our clients, including target asset class mixes.

The “core” asset classes we follow and typically include in our recommended investment portfolios include the following:

- US Equity
- Non-US Equity (Developed Markets)
- Non-US Equity (Emerging Markets)
- US Fixed Income
- Global Fixed Income
- Public Real Estate
- Private Real Estate
- Private Equity (Venture Capital, Buyout - Fund of Funds)
- Hedge Funds (Fund of Funds)
- Real Assets

We track different categories and investment styles within each of these categories (i.e. value, growth, small versus large, etc.)

Based on this customized asset allocation plan for each client, we search for the most talented investment managers in each asset class to implement the investment strategy. The client’s investments will draw from our Focus List, comprised of a select group of firms that meet or exceed our strict performance and qualitative criteria (see our ***Manager Selection Process***, below).

Investment Strategies

Beacon Pointe is a firm believer in risk control through proper portfolio diversification. Diversification, or allocating client portfolios across a broad range of asset classes and investment managers, is also regarded as an essential component of effective success of an investment portfolio. Proper diversification minimizes or reduces the volatility and risk associated with a client’s investments. The key is to shape a balanced portfolio of managers under the overall strategy, in line with specified targets and goals of the assets, rather than considering investments individually. We at Beacon Pointe are strong advocates of multiple asset class investing and adhering to investment policies and strategies. Proper asset allocation diversification produces a portfolio with more appealing risk/return characteristics than investing in one single asset class or with one investment manager.

Beacon Pointe’s preference is to use active management in all asset classes. However, we will use passive management on occasion as a “place holder” for an asset class if we have not selected an active manager. Our research process seeks active managers who can outperform their respective passive (index) benchmarks, net of fees, with less risk over long periods of time.

Manager Selection Process

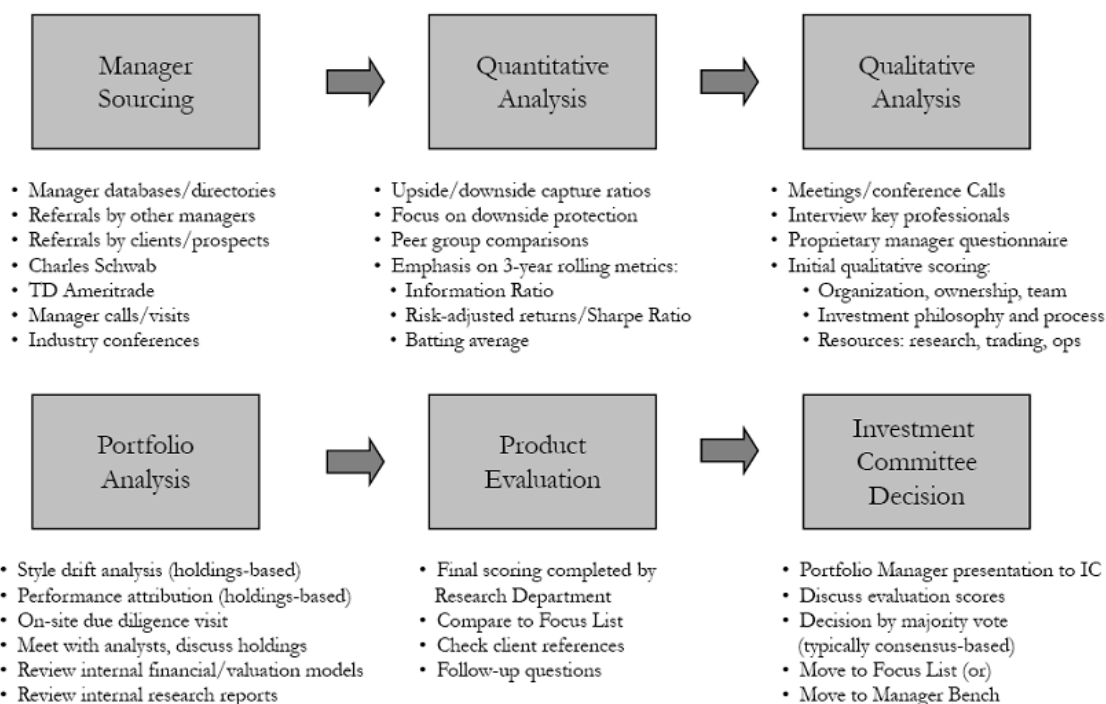
Beacon Pointe has a “Focus List” and in order for us to select a manager for this list, they must successfully complete Beacon Pointe’s proprietary due diligence process.

- **Manager Sourcing** – from referrals, industry contacts, manager databases, and directed outreach. We gather basic information from public databases, and incorporate data into our internal database of investment manager information, derived primarily from our detailed questionnaire.

- **Quantitative Analysis** – we assess manager performance with an emphasis on long-term consistency, risk-adjusted returns, downside protection, and peer group ranks. Beacon Pointe requires firms to adhere to the Global Investment Performance Standards and undergo third party verification.
- **Qualitative Analysis** – we meet with portfolio managers, conduct interviews with analysts, and perform an exhaustive review of the firm’s ownership and compensation structure, investment philosophy, portfolio construction process, risk controls, research and back-office resources, and trading capabilities. In addition, we ask investment management firms to complete Beacon Pointe’s proprietary questionnaire.
- **Portfolio Analysis** – we conduct holdings-based style analysis and historical attribution analysis. Our assessment includes in-depth discussions regarding specific portfolio holdings and on-site visits where we request full access to the investment manager firm’s records, valuation models, personnel, and research reports.
- **Product Evaluation** – we conduct reference checks, review the manager’s ADV 2 Brochure, negotiate management fees and account minimums, and perform final scoring and research.
- **Beacon Pointe Investment Committee Decision** – a careful review at the highest level determines if the manager qualifies for our Focus List or is moved to our ‘Manager Bench’ for later consideration.

See an illustration of our investment process below.

Research Process for Recommending Managers



Investing Involves Risk

All Beacon Pointe clients should understand that investing in securities involves risk of loss, and clients should be prepared to bear that risk. Prior to entering into a Managed Account Program agreement with Beacon Pointe, the client should carefully consider all of the following:

- The clients should commit to management only those assets that the client believes will not be needed for current purposes and that can be invested on a long-term basis, usually a minimum of five to seven years,
- That volatility from investing in the stock market can occur, and
- That over time the client's assets may fluctuate and at any time be worth more or less than the amount invested.

Specific Security Risks

General Risks of Owning Securities

The prices of securities held in client accounts and the income they generate may decline in response to certain events taking place around the world. These include events directly involving the issuers of the securities held as underlying assets of the mutual funds in a client's account, conditions affecting the general economy, and overall market changes. Other contributing factors include local, regional, or global political, social, or economic instability and governmental or governmental agency responses to economic conditions. Finally, currency, interest rate, and commodity price fluctuations may also affect security prices and income.

Independent Manager Strategies and Risks

The Independent Managers Beacon Pointe recommends utilize their own investment process and methods of analysis. The strategies and securities these managers invest in may have different or additional risks than those described in this brochure. For example, while Beacon Pointe does not implement investment advice using margin transactions, some Independent Managers appointed for the client may utilize margin transactions in the discretionary management of client cash and securities. Use of margin can increase volatility and magnify any investment losses in a client's account. Similarly, options may be utilized in various strategies. Options are complex financial instruments and not suitable for all investors. Investing in options carries unique risks that can result in the loss of all invested principal. Clients can find more information about the strategies and related risks of the Independent Managers in **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss** in each manager's Form ADV disclosure brochure.

Alternative Asset Classes

Beacon Pointe believes that alternatives play an integral part in portfolios. Adding alternatives can enhance an overall portfolio's risk and return characteristics. Alternatives, however, are not appropriate for all clients and portfolios. Time horizon, risk objectives, liquidity, and taxes are all factors that need to be considered.

For those clients and portfolios we have deemed appropriate to include alternatives, we will recommend the following alternative asset classes – commodities, real estate, private equity, and hedge funds.

Beacon Pointe recommends fund-of-fund vehicles for the majority of the alternative asset classes as they provide an additional layer of due diligence and enhance diversification, and provide access to the top funds, some of which may be otherwise closed to outside investors.

Hedge funds and private equities can appear opaque as there are no high-quality established databases in existence like the public sector. This makes it more difficult to assess who is doing well and, more importantly, who is doing poorly. This obscurity makes it more essential to understand the firms with whom you are doing business and affirms the importance of a solid qualitative as well as quantitative assessment.

Unlike other alternative investments, the majority of hedge funds do not invest in private securities. Instead, they apply alternative strategies to the traditional public equity and fixed income markets. The benefits hedge funds can add to a portfolio include their return potential, their lower volatility, and their relatively low correlation with equities and other market-driven investments.

Our approach to utilizing hedge funds in client portfolios begins with sufficient client disclosure to determine an investor's suitability for hedge funds. We conduct a detailed inquiry into a client's hedge fund investment experience, risk parameters and return objectives, together with an understanding of the client's non-hedge fund investments. We designed this process to develop a realistic assessment of objectives and create a customized investment plan.

For traditional asset classes like stocks and bonds, an abundance of historical data is available to analyze the risk and return tradeoffs of different portfolio mixes. With this data, most fund sponsors set asset allocation policies using efficient frontier analyses. However, in the alternative investment area, historical information is very limited. While longer return series exist for some alternative strategies (such as venture capital), we feel that the data is of questionable usefulness. Using venture capital as an

example, performance is very dependent on the timing of specific investments. In addition, since most venture capital investments are accounted for at cost, the asset category has an artificially low volatility of returns. A common failing of asset allocation models is their inability to distinguish if low volatility is inherent to the asset class, or if it is because the asset is infrequently valued (e.g., not exchange traded).

Historical data on specific hedge funds is also limited. Not only do very few funds have historical track records longer than five years, but most databases view hedge funds as a homogeneous group rather than being separated according to investment strategy. This is similar to lumping all mutual funds together regardless of investment approach, creating a data series called “mutual funds,” and using it to set asset allocation policies. For these reasons, we believe modeling alternative investments the same way as traditional asset classes can be misleading.

There are also unique manager selection issues in the alternative investment area. Although there is no shortage of managers from which to choose, few have historical track records longer than a few years. Even among more seasoned managers, it is difficult to compare performance on an “apples to apples” basis. Since the investment vehicles are generally unregulated partnerships, the methodologies used to calculate performance vary from manager to manager. Common performance reporting problems include:

- Calculating “creative” internal rates of return (IRR);
- Presenting results before the deduction of substantial fees;
- Carrying “unrealized” investments at cost for long periods;
- Ignoring the opportunity cost of holding cash while waiting for the managers to call for capital.

Because of the lack of standards in reporting performance, a meaningful comparison of managers may only be possible if returns are recalculated using consistent assumptions and practices.

Our research professionals ask the following questions, among others, when evaluating alternative managers:

- Illiquidity – How often and under what circumstances can the client withdraw invested capital?
- Lack of transparency – Is the client comfortable investing with a manager who may not reveal their holdings or activities?
- Incentives – Are there incentives for the manager to take undue risk given the performance-based fee structure?

Alternative investments cover a broad array of investments with different risks and potential returns. Typically, our clients have chosen conservative asset allocation strategies, and when recommending the inclusion of an alternative investment in their portfolio, the allocation has remained usually at or below 10%. For many of our clients, we have opted to implement their alternatives allocation by using a fund-of-funds strategy. We have found that these strategies afford our clients the benefits of improved diversification and risk versus reward while at the same time allowing for a much greater degree of liquidity.

Mutual Funds (Open-end Investment Company)

A mutual fund is a company that pools money from many investors and invests the money in stocks, bonds, short-term money-market instruments, other securities or assets, or some combination of these investments. The portfolio of the fund consists of the combined holdings it owns. Each share represents an investor’s proportionate ownership of the fund’s holdings and the income those holdings generate. The price that investors pay for mutual fund shares is the fund’s per share net asset value (NAV) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads).

The benefits of investing through mutual funds include professional management, diversification, affordability, and liquidity. Mutual funds also have features that some investors might view as disadvantages:

Costs Despite Negative Returns

Mutual funds pay operating and other expenses from fund assets regardless of how the fund performs, which are indirectly charged to all holders of the mutual fund shares. Depending on the timing of their investment, investors may also have to pay taxes on any capital gains distribution they receive. This includes instances where the fund went on to perform poorly after purchasing shares.

Lack of Control

Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.

Price Uncertainty

With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor placed the order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

Exchange-Traded Funds (ETFs)

An ETF is a type of Investment Company (usually, an open-end fund or unit investment trust) containing a basket of stocks. Typically, the objective of an ETF is to achieve returns similar to a particular market index, including sector indexes. An ETF is similar to an index fund in that it will primarily invest in securities of companies that are included in a selected market. Unlike traditional mutual funds, which can only be redeemed at the end of a trading day, ETFs trade throughout the day on an exchange. Like stock mutual funds, the prices of the underlying securities and the overall market may affect ETF prices. Similarly, factors affecting a particular industry segment may affect ETF prices that track that particular sector.

Real Estate Investment Trusts (REIT)

Securities issued by real estate investment trusts (REITs) primarily invest in real estate or real estate-related loans. Equity REITs own real estate properties, while mortgage REITs hold construction, development and/or long-term mortgage loans. Changes in the value of the underlying property of the trusts, the creditworthiness of the issuer, property taxes, interest rates, tax laws, and regulatory requirements, such as those relating to the environment all can affect the values and liquidity of REITs. Both types of REITs are dependent upon management skill, the cash flows generated by their holdings, the real estate market in general, and the possibility of failing to qualify for any applicable pass-through tax treatment or failing to maintain any applicable exemptive status afforded under relevant laws.

Private Funds

A private fund is an investment vehicle that pools capital from a number of investors and invests in securities and other instruments. In almost all cases, a private fund is a private investment vehicle that is typically not registered under federal or state securities laws. So that private funds do not have to register under these laws, issuers make the funds available only to certain sophisticated or accredited

investors and cannot be offered or sold to the general public. Private funds are generally smaller than mutual funds because they are often limited to a small number of investors and have a more limited number of eligible investors. Many but not all private funds use leverage as part of their investment strategies. Private funds management fees typically include a base management fee along with a performance component. In many cases, the fund's managers may become "partners" with their clients by making personal investments of their own assets in the fund. Most private funds offer their securities by providing an offering memorandum or private placement memorandum, known as "PPM" for short. The PPM covers important information for investors and investors should review this document carefully and should consider conducting additional due diligence before investing in the private fund. The primary risks of private funds include the following:

1. Private funds do not sell publicly and are therefore illiquid. An investor may not be able to exit a private fund or sell its interests in the fund before the fund closes.
2. Private funds are subject to various other risks, including risks associated with the types of securities in which the private fund invests.

Allocation and Planning Tools

The modeling tools Beacon Pointe uses to create financial plans and asset allocations for clients rely on various assumptions, such as estimates of inflation, risk, economic conditions, and rates of return on security asset classes. All return assumptions use asset class returns, not returns of actual investments, and do not include fees or expenses that clients would pay if they invested in specific products.

Modeling software is only a tool used to help guide Beacon Pointe and the client in developing an appropriate plan, and we cannot guarantee that clients will achieve the results shown in the plan. Results will vary based on the information provided by the client regarding the client's assets, risk tolerance, and personal information. Changes to the program's underlying assumptions or differences in actual personal, economic, or market outcomes may result in materially different results for the client. Clients should carefully consider the assumptions and limitations of the software as disclosed on the analysis reports and should discuss the results of the plan with a qualified investment professional before making any changes in their investment or allocation program.

ITEM 9 - DISCIPLINARY INFORMATION

Beacon Pointe and our personnel seek to maintain the highest level of business professionalism, integrity, and ethics. Beacon Pointe does not have any disciplinary information to disclose.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Related Insurance Agency

Beacon Pointe is a related person of Beacon Pointe Insurance Services, LLC ("BPIS"), a California licensed insurance agency. Beacon Pointe and BPIS are under joint ownership and control. Certain of Beacon Pointe's personnel are also licensed insurance agents of BPIS and may sell insurance products to advisory clients and then receive commissions on the sale of insurance products. The insurance commissions are separate from and in addition to any advisory fees that a client may pay to Beacon Pointe for investment advisory services. This has the potential to present a conflict of interest between Beacon Pointe and the client. Clients are under no obligation to act on our personnel's insurance

recommendations or to effect the transactions through BPIS or our personnel if they decide to follow the recommendations. In all cases, we fully disclose insurance commissions to the client.

Related Investment Advisers

Beacon Pointe Wealth Advisors LLC

Beacon Pointe is a related person of Beacon Pointe Wealth Advisors, LLC (“BPWA”), an SEC registered investment adviser. BPWA offers both investment and non-investment related consulting services and investment advisory services to institutional and individual clients. Beacon Pointe and BPWA share the same principal place of business and are under joint ownership and control. Beacon Pointe Holdings, LLC is the majority shareholder of BPWA.

Beacon Pointe has entered into an agreement with BPWA through which Beacon Pointe provides various administrative, operational, and business services, including investment research, marketing, client service, compliance, and accounting.

Port Street Investments LLC

Beacon Pointe is a related person of Port Street Investments, LLC (“PSI”), an SEC registered investment adviser that acts as investment adviser to a registered investment company (mutual fund). Beacon Pointe Holdings, LLC is the majority shareholder of PSI. Beacon Pointe may recommend that our clients invest in a fund advised by PSI. PSI receives investment management fees from the funds it manages. Due to the common ownership between Beacon Pointe and PSI, we have a conflict of interest in recommending mutual funds managed by this related firm. See **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** for our policies addressing these conflicts of interest.

Other Related Businesses

Beacon Pointe produces a weekly e-mail newsletter, “The Sense,” at www.getthesense.com. “The Sense” is a free subscription-based newsletter offering education on general financial topics and does not provide personalized advice to subscribers.

Other entities related to Beacon Pointe through common ownership: Beacon Pointe Tax Services, LLC, Beacon Pointe Captive Insurance; and Beacon Pointe Investment Holdings, LLC. These entities do not currently offer products or services to Beacon Pointe’s clients.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

Beacon Pointe believes that we owe clients the highest level of trust and fair dealing. As part of our fiduciary duty, we place the interests of our clients ahead of the interests of the firm and our personnel. Beacon Pointe’s personnel are required to conduct themselves with integrity at all times and follow the principles and policies detailed in our Code of Ethics.

Beacon Pointe’s Code of Ethics attempts to address specific conflicts of interest that either we have identified or that could likely arise. Beacon Pointe’s personnel are required to follow clear guidelines from the Code of Ethics in areas such as gifts and entertainment, other business activities, and

adherence to applicable federal securities laws. Additionally, individuals who make securities recommendations to clients, or who have access to nonpublic information regarding any clients' purchase or sale of securities, are subject to personal trading policies governed by the Code of Ethics (see below).

Beacon Pointe will provide a complete copy of the Code of Ethics to any client or prospective client upon request.

Personal Trading Practices

Beacon Pointe and our personnel may purchase or sell securities for ourselves, regardless of whether the transaction would be appropriate for the client account. Beacon Pointe and our personnel may purchase or sell securities for ourselves that we also recommend to clients. This includes related securities (e.g., warrants, options, or futures). This presents a potential conflict of interest as we may have an incentive to take investment opportunities from clients for our own benefit, favor our personal trades over client transactions when allocating trades, or use the information about the transactions we intend to make for clients to our personal benefit by trading ahead of clients.

Our policies to address these conflicts include the following:

- Personal securities transactions will never adversely affect clients. Beacon Pointe will monitor trading activity of our personnel to confirm that the interests of clients come first, and that the trading activity complies with applicable securities laws. All securities transactions and holdings in any account of our personnel, including accounts for which the individual is considered a beneficial owner, are subject to review by Beacon Pointe.
- Day trading (buying and selling in the same security on the same business day) of any security is strictly prohibited.
- Conflicts of interest also may arise when Beacon Pointe's personnel become aware of Limited Offerings or IPOs, including private placements or offerings of interests in limited partnerships or any thinly traded securities, whether public or private. Given the inherent potential for conflict, Limited Offerings and IPOs demand extreme care. Beacon Pointe's personnel are required to obtain pre-approval from the Chief Compliance Officer before trading in these types of securities.
- For the clients for which Beacon Pointe assigns a sub-adviser, Beacon Pointe's personnel does not have access to the transactions in client accounts until after the trades have been placed. Therefore, we cannot take advantage of client trades in accounts managed by sub-advisers.

Participation or Interest in Client Transactions

Beacon Pointe may recommend that our clients invest in a mutual fund advised by PSI, a related investment adviser. Due to the common ownership between Beacon Pointe and PSI, we have a conflict of interest in recommending mutual funds managed by this related firm. In the event that we utilize mutual funds or investment products managed by related firms, clients will not be charged Beacon Pointe's investment management asset-based fees on the portion of the client's assets invested in the fund.

ITEM 12 - BROKERAGE PRACTICES

For client accounts in the Managed Account Program, we may recommend that clients maintain their assets through either Charles Schwab & Co., Inc. ("Schwab"), member FINRA/SIPC, or TD Ameritrade Institutional ("TDA Institutional"), a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC/NFA. Both Schwab and TD Ameritrade are unaffiliated SEC-registered broker-dealers and FINRA (Financial Industry Regulatory Authority) member firms and are qualified custodians. They both offer services to independently registered investment advisors, which include custody of securities, trade execution, and clearance and settlement of transactions. We are independently owned and operated, and unaffiliated with either Schwab or TD Ameritrade.

Factors Considered in Selecting Broker-Dealers for Client Transactions

We seek to recommend a custodian/broker who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, their respective financial strength, reputation, execution, pricing, commissions for transactions, research, and service. Prior to engaging Beacon Pointe to provide asset management services under the Program, the client will be required to enter into a formal Managed Account Program agreement with Beacon Pointe setting forth the terms and conditions under which Beacon Pointe shall manage the client's assets. The client will also execute a brokerage/custodial/clearing agreement between the client and custodian.

Under certain circumstances for Managed Account Program clients, Beacon Pointe may have discretionary authority to determine the securities to buy and/or sell and the amount of such securities. In those circumstances, such securities will primarily be limited to various classes of shares of no-load mutual funds. Beacon Pointe will generally execute such purchases or sales with Schwab or TD Ameritrade.

Research and Other Benefits

Beacon Pointe participates in the TDA Institutional and Schwab Advisor Services™ (formerly called Schwab Institutional®) programs. TD Ameritrade and Schwab both offer services to independent investment advisors that include custody of securities, trade execution, clearance, and settlement of transactions. Beacon Pointe receives some benefits from TD Ameritrade and Schwab through its participation in these programs. The additional economic benefits ("Additional Services") received by Beacon Pointe or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to Schwab or TD Ameritrade.

The Additional Services that we receive from Schwab and/ or TD Ameritrade may or may not be offered to any other independent investment Advisors participating in the program. The Additional Services provided allow us to better monitor and service client accounts maintained at the respective broker-dealer/custodian. Beacon Pointe does not consider this a material consideration when determining whether to recommend that a client utilize or select the services of a certain broker-dealer/custodian. There is no direct link between our participation in these programs and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to Schwab and/or TD Ameritrade retail investors. Schwab and/ or TD Ameritrade provide the Additional Services to Beacon Pointe in their sole discretion and at their own expense, and Beacon Pointe does not pay any fees to Schwab and/ or TD Ameritrade for the Additional Services. With respect to TD Ameritrade, Beacon Pointe has entered into a separate agreement ("Additional Services Addendum") which governs the terms of the provisions of the Additional Services that TD Ameritrade provides to us. Specifically, the Additional Services Addendum includes the use of Tamarac,

InvestorForce, and other related support that TD Ameritrade provides to Beacon Pointe. Beacon Pointe has also entered into an agreement with Schwab under which Schwab provides a discount of up to \$25,000 on its Schwab Performance Technologies® PortfolioServices® service and has also offered to make payments to third party vendors on Beacon Pointe's behalf towards our technology related expenses.

Beacon Pointe's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to Beacon Pointe, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, Beacon Pointe's client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum or any other agreement with Beacon Pointe, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, Beacon Pointe may have an incentive to recommend to its clients that the assets under management by Beacon Pointe be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. Schwab's offer of assistance toward our technology related expenses is based on the expectation that Beacon Pointe will bring a certain level of additional client assets under custody at Schwab. Schwab has offered to pay up to \$75,000 towards our technology related expenses if Beacon Pointe brings an additional \$250,000,000 in new client assets under custody with Schwab. Schwab's offer is limited to a specific time frame, and Schwab may modify or terminate the agreement in its sole discretion. Beacon Pointe will only receive the full value of Schwab's offered payments if we meet the agreed-upon threshold of new client assets brought under Schwab's custody, but Schwab will make partial payments for a lower amount of new assets. Beacon Pointe's receipt of Additional Services does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

Beacon Pointe participates in TDA Institutional and Schwab Advisor Services™ customer program and Beacon Pointe recommends TD Ameritrade or Schwab (collectively "Custodial Brokers") to clients for custody and brokerage services.

The Custodial Broker's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. The Custodial Brokers also make available various support services. Some of those services help us manage or administer our clients' accounts; others help us manage and grow our business.

Custodial Brokers generally do not charge separately for custody services. However, the Custodial Brokers do receive compensation by charging commissions or other fees on trades that they execute or that settle into clients' Custodial Brokers accounts. With respect to Schwab, these services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of Beacon Pointe's clients' assets are maintained in accounts at Schwab. This commitment benefits our clients because the overall commission rates clients pay are lower than they would be otherwise. The services and benefits received from TD Ameritrade are not contingent upon Beacon Pointe committing to TD Ameritrade any specific amount of business (assets in custody or trading commissions).

In addition to commissions, Custodial Brokers charge a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a client's brokerage account. These fees are in addition to the commissions or other compensation the client pays the executing

broker-dealer. Because of this, in order to minimize trading costs, we have Custodial Brokers execute most trades for client accounts.

Custodial Brokers also make available to us other products and services that benefit us but may not directly benefit our clients or their accounts. These products and services assist us in managing and administering our clients' accounts. They include investment research, both the Custodial Broker's own research and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at the Custodial Brokers. In addition to investment research, Custodial Brokers also make available software and other technology that:

1. Provide access to client account data (such as duplicate trade confirmations and account statements);
2. Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
3. Provide pricing and other market data;
4. Facilitate payment of our fees from our clients' accounts; and
5. Assist with back-office functions, recordkeeping, and client reporting.

The Custodial Brokers also offers other services intended to help us manage and further develop our business enterprise. These services may include:

1. Educational conferences and events;
2. Consulting on technology, compliance, legal, and business needs;
3. Publications and conferences on practice management and business succession; and
4. Access to employee benefits providers, human capital consultants, and insurance providers.

Custodial Brokers may provide some of these services themselves. In other cases, they will arrange for third-party vendors to provide the services to us. The Custodial Brokers may also discount or waive their fees for some of these services or pay all or a part of a third party's fees. The Custodial Brokers may also provide us with other benefits, such as occasional business entertainment of our personnel. By receiving additional services, Beacon Pointe will receive certain additional economic benefits, which may or may not be offered to any other independent advisor. In evaluating whether to recommend that clients custody their assets at a specific Custodial Broker, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely the nature, cost or quality of custody and brokerage services provided by Custodial Brokers, which may create a potential conflict of interest.

Clients should refer to the Independent Manager's ADV 2 Brochure for information regarding soft dollar benefits that Independent Managers may receive.

Brokerage for Client Referrals

Schwab Advisor Network

Beacon Pointe receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through our participation in the Schwab Advisor Network® ("the Service"). Schwab designed the Service to help investors find an independent investment advisor. Schwab is a broker-dealer independent of, and unaffiliated with, Beacon Pointe. Schwab does not supervise us and has no responsibility for our management of clients' portfolios or other advice or services we provide. Beacon Pointe pays Schwab fees to receive client referrals through the Service. Our participation in the Service may raise potential conflicts of interest, as described below.

Participation Fee

Beacon Pointe pays Schwab a Participation Fee on all referred clients' accounts custodied at Schwab and a Non-Schwab Custody Fee on all accounts maintained at, or transferred to, another custodian. The Participation Fee we pay is a percentage of the fees the client pays to us, or a percentage of the value of the assets in the client's account subject to a minimum Participation Fee. Beacon Pointe pays Schwab the Participation Fee as long as the referred client's account remains in custody at Schwab. Schwab bills us the Participation Fee quarterly and Schwab may increase, decrease, or waive the fee from time to time. Beacon Pointe pays the Participation Fee and not the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs we normally charge to clients with similar portfolios who were not referred through the Service.

Non-Schwab Custody Fee

Beacon Pointe generally pays Schwab a Non-Schwab Custody Fee if Schwab does not maintain custody of a referred client's account, or if we transfer assets in the account away from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees we would generally pay in a single year. This means we have an incentive to recommend that referred clients' maintain custody of their accounts at Schwab.

Schwab bases the Participation Fee and Non-Schwab Custody Fee on assets in accounts of our clients referred by Schwab and those referred clients' family members living in the same household. This means that we have incentive to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit our fees directly from their accounts.

TD Ameritrade AdvisorDirect

Beacon Pointe may receive client referrals from TD Ameritrade, Inc. ("TD Ameritrade") through its participation in TD Ameritrade AdvisorDirect program. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, Beacon Pointe may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of, and unaffiliated with, Beacon Pointe and there is no employee or agency relationship between them. TD Ameritrade has established the referral program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise Beacon Pointe and has no responsibility for Beacon Pointe's management of client portfolios or Beacon Pointe's other advice or services. Beacon Pointe pays TD Ameritrade an ongoing fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to Beacon Pointe ("Solicitation Fee"). Beacon Pointe will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by Beacon Pointe from any of a referred client's immediate family members, including a spouse, child or any other family member who resides with the referred client and hires Beacon Pointe on the recommendation of such referred client. Beacon Pointe will not charge clients referred through AdvisorDirect any fees or costs higher than our standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to our clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

Beacon Pointe's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to

custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, Beacon Pointe may have an incentive to recommend to clients that the assets under management by Beacon Pointe be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, Beacon Pointe has agreed not to solicit clients referred through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when fiduciary duties require doing so. Beacon Pointe's participation in AdvisorDirect does not diminish our duty to act in the best interests of our clients and seek best execution of trades for client accounts.

Directed Brokerage

Beacon Pointe generally recommends that Schwab or TD Ameritrade serve as the broker-dealer/custodian for fee-based clients' accounts under the Managed Account Program. Under limited circumstances, Beacon Pointe may permit clients to appoint which broker-dealer to execute securities transactions for client accounts in which Beacon Pointe has discretionary authority ("Directed Brokerage"). If the client elects to direct brokerage transactions to a particular broker-dealer, Beacon Pointe will not negotiate specific brokerage commission rates with the broker on the client's behalf, and Beacon Pointe may not be able to obtain the best execution for that client. Further, a client that directs brokerage may pay higher commissions than otherwise charged by another broker or dealer.

When clients elect to have their assets managed by an investment manager separate from Beacon Pointe, clients may instruct the investment manager to direct trades through third party commission recapture programs.

Beacon Pointe does not recommend initial public offerings ("IPOs") to clients. However, Beacon Pointe may, when consistent with a client's investment objectives and restrictions, and when specifically requested by a client, seek to purchase on behalf of the client the requested security in an IPO for the client's account. We require that the client initiate such requests. Beacon Pointe will not seek to obtain shares for clients who do not initiate such a request. If a client seeks to purchase an IPO Beacon Pointe will not give advice on that purchase and if a client purchases an IPO Beacon Pointe will not manage that security.

Aggregation and Allocation of Transactions

Beacon Pointe enters transactions for each client independently and does not aggregate (combine) client orders. Aggregating trades may benefit clients by purchasing or selling in larger blocks in an attempt to take advantage of better pricing or lower trading costs. We do not feel that clients are at a disadvantage because we do not aggregate client orders. Beacon Pointe primarily uses mutual funds to manage client accounts. Mutual funds are priced once daily. As the daily price is the same for each investor, we have no opportunity to obtain better pricing through aggregating even if we place trades of the same fund for multiple clients within a single order. Additionally, the broker-dealer/custodians charge each account an individual transaction fee regardless of whether we aggregate or not. This prevents us from lowering trading costs through aggregation.

Trading Practices of Independent Managers

Accounts managed within the Management Account Program will be managed by independent managers who may have different policies than those adopted by Beacon Pointe when managing client accounts. Beacon Pointe recommends that clients in the program review the independent managers' ADV 2 Brochures.

ITEM 13 - REVIEW OF ACCOUNTS

Account Reviews

For accounts under the Managed Account Program and for consulting accounts where Beacon Pointe provides ongoing investment supervision, the primary consultant/adviser assigned to the account reviews accounts quarterly. In addition, Beacon Pointe's Investment Committee also reviews client accounts annually. The Investment Committee consists of key members of both the consulting and research teams. Account reviews typically consider account performance, asset allocation, and overall portfolio construction.

Clients are encouraged to meet with Beacon Pointe on at least an annual basis to review any changes to investment objectives, account performance, and financial planning issues.

Account Reporting

All Managed Account Program clients receive monthly reports from their custodian(s) regarding their assets showing the portfolio inventory and transactions during that period. Typically, Beacon Pointe will provide written reports quarterly to clients showing investment results, including time-weighted returns and performance against the applicable benchmarks. Consulting clients where Beacon Pointe provides ongoing investment supervision generally receive quarterly reports that contain at least the same information as Managed Account Program reports.

Financial Plan Reviews

A Managing Director, Vice-President or the primary consultant/adviser assigned to the account is responsible for creating and reviewing clients' financial plans. Beacon Pointe reviews financial plans on an as needed basis. For clients for whom we prepare plans as part of our Managed Account Program, we contact them at least annually to discuss any changes in the client's circumstances and necessary updates to the financial plan.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Benefits We Receive from Custodial Brokers

We receive an economic benefit from Schwab and TD Ameritrade in the form of the support products and services they make available to us and other independent investment advisors whose clients maintain their accounts in their custody. These products and services, how they benefit us, and the related conflicts of interest are described above (see **Item 12 – Brokerage Practices**). The availability of custodial brokers' products and services to use is not based on us giving particular investment advice, such as buying particular securities for our clients.

Payment for Client Referrals

If an unaffiliated or an affiliated solicitor introduces a client to Beacon Pointe, we may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. If an unaffiliated solicitor introduces a client to Beacon Pointe, that solicitor will disclose the nature of the solicitor relationship with Beacon Pointe at the time of the solicitation. In addition, the solicitor will provide each prospective client with a copy of this brochure, and a copy of the written disclosure statement from the solicitor to the client disclosing the terms and conditions of the arrangement between Beacon Pointe and the solicitor,

including the compensation that Beacon Pointe pays the solicitor and whether or not the client is paying higher fees to Beacon Pointe as a result of the solicitation. Any affiliated solicitor of Beacon Pointe will disclose the nature of the relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of this brochure.

For more information on client referrals and solicitation arrangements, see disclosure above under ***Brokerage for Client Referrals*** under Item **12 – Brokerage Practices** section.

ITEM 15 - CUSTODY

Beacon Pointe has limited custody of some of our clients' funds or securities when the clients authorize us to deduct our management fees directly from the client's account. A qualified custodian (generally a broker-dealer, bank, trust company, or other financial institution) holds the clients' funds and securities. Clients will receive statements directly from the qualified custodian at least quarterly. The statements will reflect the client's funds and securities held with the qualified custodian as well as any transactions that occurred in the account, including the deduction of Beacon Pointe's fee. Clients should carefully review the account statements they receive from your qualified custodian. When clients receive statements from Beacon Pointe as well as from their qualified custodian, clients should compare these two reports carefully. Clients with any questions about their statements should contact us at the address or phone number on the cover of this brochure. Clients who do not receive their statement from their qualified custodian at least quarterly should also notify us.

ITEM 16 - INVESTMENT DISCRETION

For all clients under managed account advisory agreements, Beacon Pointe has full discretion to select, change, and remove Independent Managers for the client's account. When Beacon Pointe manages accounts directly using mutual funds or other securities, we have discretion to decide the specific security to trade, the quantity, and the timing of transactions for client accounts. Beacon Pointe is not required to contact clients before making changes to the Independent Managers or placing trades in their account. Certain securities, including private funds, may require the client's written agreement to participate in the investment. Independent Managers investing client assets will also have full discretionary authority over the portion of the client's account they manage.

Clients will receive confirmations directly from the broker for any trades placed. Clients grant us discretionary authority in the contracts they sign with us. Clients also give us or the Independent Managers trading authority over their accounts when they sign the custodian paperwork.

However, certain client-imposed conditions may limit Beacon Pointe's discretionary authority, such as where the client places restrictions on the account investments or directs Beacon Pointe to execute transactions through specific broker-dealers. See also **Item 4 - Tailored Services and Client Imposed Restrictions** and **Item – 12 Brokerage Practices**, above.

For clients under consulting arrangements, Beacon Pointe will recommend managers for portions of the client's account on a non-discretionary basis. It is up to the client to approve these recommendations.

ITEM 17 - VOTING CLIENT SECURITIES

Proxy Voting

Unless otherwise requested by a client, Beacon Pointe is responsible for voting proxies for securities held in certain clients' accounts where Beacon Pointe was responsible for selecting the investment. The appointed Independent Manager is responsible for voting proxies for securities selected by the Independent Manager that are held in clients' accounts.

For the proxies that Beacon Pointe is responsible to vote, Beacon Pointe has adopted written policies and procedures. We adopted our Proxy Voting Policies and Procedures in an effort to ensure that all votes are cast in the best interests of our clients and that the proper documentation is maintained relating to how the proxies were voted. We summarize these policies and procedures as follows:

Absent special circumstances, which we fully describe in our Proxy Voting Policies and Procedures, Beacon Pointe votes proxies in accordance with our adopted written guidelines, which we may amend from time-to-time. The fundamental guideline followed by Beacon Pointe in voting proxies is to make every effort to ensure that we vote shares in the best interest of clients/beneficiaries and the value of the investment. Clients may retain the authority to vote all proxies in their account, but a client may not otherwise direct Beacon Pointe's vote for particular solicitations.

In cases where proxy voting authority for an ERISA Plan's holdings rests with Beacon Pointe, Beacon Pointe will vote such proxies in accordance with our adopted written guidelines, unless outlined otherwise in the plan's governing documents and subject to the fiduciary responsibility standards of ERISA.

If Beacon Pointe or the Responsible Voting Party (as that term is defined in the firm's written Proxy Voting Policy and Procedures) become aware of any type of potential or actual conflict of interest relating to a particular proxy proposal, they will promptly report such conflict to Beacon Pointe's Chief Compliance Officer. Beacon Pointe may handle conflicts in a number of ways depending on the type and materiality. The method selected by Beacon Pointe will depend upon the facts and circumstances of each situation and the requirements of applicable laws.

Beacon Pointe may also choose not to vote proxies in certain situations or for certain accounts; for example, where a client has retained the right to vote the proxies or for a client who has terminated Beacon Pointe's services and we receive a proxy. In addition, Beacon Pointe will not be responsible for voting any proxies for other securities held in a client's account where the client's account is changing Independent Managers. In such cases, Beacon Pointe will instruct the client's custodian to send the proxy/proxies directly to the client for voting.

A complete copy of Beacon Pointe's current Proxy Voting Policies and Procedures is available upon request. Clients may obtain information on how their proxies were voted by contacting Beacon Pointe at the principal office and place of business indicated on page 1 of this form. In their request, clients should include their name and the account and security for which they are making the request.

For information regarding proxies voted by Independent Managers, clients should refer to the Independent Manager's ADV 2 Brochure.

Class Actions

A securities “class action” lawsuit is a civil suit brought by one or more individuals (“Plaintiffs”) on behalf of themselves and others who have the same grievance against the issuer of a certain security. When a class action is filed, a written notice of filing and/or settlement is prepared (the “Notice”), which outlines the reasons for the lawsuit, the parameters for qualification as a member of the class and certain legal rights that need to be considered before becoming a member of the class (i.e. participating in the settlement). In addition, the Notice will contain instructions issued by the court or broker/dealers and/or other nominees (e.g. custodians) who receive the Notice and who hold the security on behalf of the owner/beneficiary, to either (1) provide the Claims Administrator (usually the attorney for the Plaintiffs) with the name and address of each such owner/beneficiary so the Claims Administrator can send the Notice directly to such owner/beneficiary, or (2) request additional copies of the Notice and send the Notice directly to the owner/beneficiary.

In cases where Beacon Pointe is responsible for filing class actions on behalf of clients, we have selected an unaffiliated third party vendor to provide class action litigation monitoring and securities claim filing services on behalf of our clients. This vendor will monitor for class actions for which our clients may be eligible. Upon learning of any such class actions the vendor will collect the applicable documentation, interpret the terms of each settlement, file the appropriate claim form, interact with the administrators and distribute the award to applicable clients. The vendor charges clients a contingency fee which is subtracted from the award at the time of payment. Clients may opt-out entirely or may list specific companies against which claims should not be filed on their behalf. Clients may change their opt-out election at any time by notifying Beacon Pointe in writing. Because Beacon Pointe provides this service to our clients through a third party vendor, we will not monitor class action suits or process any claim forms on clients’ behalf, whether or not they opt-out of this service. If a client chooses to opt-out, the vendor also will not monitor any class action suits from which the client may be entitled to awards, and the vendor will not process any claim forms on the client’s behalf. Clients who opt-out are entitled to pursue securities claims themselves.

ITEM 18 - FINANCIAL INFORMATION

Registered investment advisers are required in this item to provide clients with certain financial information or disclosures about the firm’s financial condition. Beacon Pointe does not foresee any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.