

**APPENDIX I**  
**to**  
**Part 2A of Form ADV:**

***Wrap Fee Program Brochure***

**Adviser Information**

<i>Name of Investment Adviser:</i>	Brinker Capital, Inc.
<i>Business Address:</i>	1055 Westlakes Drive, Suite 250 Berwyn, Pennsylvania, 19312
<i>Contact Information:</i>	(610) 407-5500
<i>Website Address:</i>	www.brinkercapital.com
<i>Date of Wrap Fee Brochure:</i>	April 13, 2016

**Description of Wrap Fee Brochure**

This Appendix I to Part 2A of Form ADV (hereinafter referred to as the "Wrap Fee Brochure") provides information about Brinker Capital, Inc.'s ("Brinker") wrap fee programs. If you have any questions about the contents of this Wrap Fee Brochure, please contact us at (610) 407-5500. The information in this Wrap Fee 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 Brinker is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Disclaimer**

Brinker is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

We are required to update our Wrap Fee Brochure on an annual basis. This Wrap Fee Brochure reflects the following material changes to our March 6, 2015 Wrap Fee Brochure:

- Fee schedules were revised as necessary to reflect current fee schedules (See Item 4 –Services, Fees and Compensation)
- Brinker offers two new complementary Asset Class Strategies (Absolute Return and Alternatives II) and six new “Core” Asset Class Strategies (Domestic Equity, Fixed Income, International Equity, Large Cap Equity, Mid Cap Equity and Small Cap Equity) and has added descriptions and fee schedules for these eight strategies (See “Brinker Managed Strategies – Brinker Asset Class Strategies” and “Fees for Brinker Managed Strategies” under Item 4 – Services, Fees and Compensation in the Wrap Fee Brochure)
- Brinker has deleted references to its three proprietary mutual funds (Crystal Strategy Absolute Income Fund, Crystal Strategy Absolute Return Fund and Crystal Strategy Leveraged Alternative Fund), which were closed and liquidated in February 2016.

### **Item 3 – Table of Contents**

<u>Item No.</u>	<u>Item</u>	<u>Page</u>
Item 1 – Cover Page.....		1
Item 2 – Material Changes.....		2
Item 3 – Table of Contents .....		3
Item 4 – Services, Fees and Compensation .....		4
Item 5 – Account Requirements and Types of Clients.....		22
Item 6 – Portfolio Manager Selection and Evaluation .....		25
Item 7 – Client Information Provided to Portfolio Managers .....		30
Item 8 – Client Contact with Portfolio Managers .....		30
Item 9 – Additional Information .....		31

## Item 4 – Services, Fees and Compensation

### **GENERAL DESCRIPTION OF SERVICES**

Brinker is an independent registered investment advisory firm that selects and monitors institutional money managers and mutual funds for individuals, corporations, retirement plans, trusts and endowment funds. We offer investors the opportunity to have their assets professionally managed by one or more money management firms whose style suits the particular investor's investment strategy.

Brinker offers the following services within our Manager-of-Managers Program (the "Program"):

- Core Asset Manager Program – Highly customized separate managed account manager-of-manager services under its "Core Asset Manager" program for clients with more than \$1.0 million of assets under management (although smaller accounts may be accepted from time to time). Brinker may also recommend privately placed or publicly traded pooled investment vehicles (such as hedge funds, mutual funds or exchange traded funds ("ETFs"), etc.) in lieu of allocating assets separately to an investment manager. Generally, except to the extent assets are allocated to Brinker managed strategies, Brinker's services in the Core Asset Manager Program are non-discretionary; however, Brinker may provide discretionary management, in which case Brinker has the ability to hire and fire investment managers and select investment vehicles, in its sole discretion.
- Personal Portfolios Program – A discretionary managed account allocated among separate account managers, pooled investment vehicles (such as registered mutual funds, ETFs, etc.) and other fixed income and equity securities under its "Personal Portfolios" program for clients with at least \$100,000 of assets under management.
- Brinker Capital Crystal Strategies Program – Brinker-managed portfolios (\$100,000 minimum) that use hedging techniques to provide protection against downside risk made available to clients in its Core Asset Manager and Personal Portfolios programs, as a component of their overall asset allocation or as a stand-alone or complementary investment allocation:
  - *Crystal Strategy I* - A discretionary absolute return investment management program managed by Brinker. Brinker also offers a variant of its standard Brinker Capital Crystal Strategy I program, called *ESG Crystal Strategy I*, in which Brinker selects, when possible, managers and investment products that explicitly state a concern for environmental, social and governance consequences as either an investment objective or investment philosophy.
  - *Diversified Income* – A portfolio invested across many different asset classes and investment vehicles including, but not limited to mutual funds, ETFs, and individual stocks, managed by Brinker on a discretionary basis with the goal of generating income which meaningfully exceeds that of a traditional balanced portfolio but with lower volatility over a full market cycle.
- Other Brinker Managed Strategies – Brinker-managed portfolios available to clients in the Core Asset Manager and/or Personal Portfolios programs, as a component of their overall asset allocation or as a stand-alone or complementary investment allocation:
  - *Asset Class Strategies* – Several different model portfolios based on the five asset classes or a combination thereof: domestic equity (large, mid cap and small cap), international equity, fixed income, real assets and alternatives, managed by Brinker on a discretionary basis and marketed under the name "Brinker Asset Class Strategies" for clients with at

least \$100,000 of assets invested in any one Complementary Asset Class Strategy and at least \$250,000 for any one Core Asset Class Strategy. Brinker makes its Asset Class Strategies available to clients in its Core Asset Manager program.

- *Direct Research Portfolios* – Portfolios managed by Brinker based upon research and recommendations provided by unaffiliated investment firms that usually do not provide separate account portfolio management. Brinker makes its Direct Research portfolios available to clients in its Core Asset Manager (\$100,000 minimum per portfolio) and Personal Portfolios programs.
- Personal Benchmark Program – A multi-asset class, multi-strategy investment program for clients with at least \$250,000 of assets under management that seeks to harness the concepts of mental accounting and reduce emotional decision-making by assigning purpose and allocating assets to various investment categories based on risk.

Exceptions to the minimum account sizes set forth above may be made on a case-by-case basis.

All programs provide a variety of client services which include: portfolio analysis, development of investment policy, asset allocation modeling and analysis, investment management selection and quarterly performance reporting and monitoring, all to ensure a high level of quality money management and the independent, objective expertise designed to meet the client's investment objectives.

From time to time, Brinker develops a customized investment strategy for a client. Fees for such services are negotiated on a case-by-case basis. Brinker also develops new investment management strategies on a test basis with funds provided by Brinker, Brinker employees, their family members and a limited number of clients before such management strategies are made available generally. Brinker may or may not charge a fee for its management of such accounts.

Brinker's services are generally provided to the client pursuant to an investment advisory agreement between Brinker and the client. However, Brinker may also enter into a tri-party investment advisory agreement with the client and another investment advisory firm that assumes fiduciary responsibility for recommending and/or selecting the investment strategy for the client, including, in the case of an account invested in the Core Asset Manager program, a suitable asset allocation and selection of investment managers and other investments.

## **CORE ASSET MANAGER PROGRAM**

Brinker's Core Asset Manager service matches an investor's objectives with the talents of one or more investment managers who are either registered investment advisers or exempt from registration. Brinker selects a number of investment managers with varying styles and investment strategies (including option trading strategies) and in turn recommends various managers to its clients based on each client's individual needs and objectives. Brinker may also recommend allocating a portion of a client's account to one or more Brinker Capital Crystal Strategies (described below under "**BRINKER CAPITAL CRYSTAL STRATEGIES PROGRAM**") and/or one or more of the other Brinker managed strategies – Brinker Capital Direct Research portfolios and Brinker Asset Class Strategies (described below under "**OTHER BRINKER MANAGED STRATEGIES**"), all of which Brinker manages on a discretionary basis. Once the client has selected one or more of the recommended investment managers or Brinker discretionary investment strategies, Brinker monitors the performance of the investment manager and/or the Brinker managed portfolios and prepares and provides the client with quarterly reports on performance. Brinker Capital Crystal Strategies and other Brinker managed strategies are also available as complementary investment allocations for clients who have other assets that are not managed through Brinker.

Under the Core Asset Manager program, portfolios are generally allocated among different investment managers and invested in individual equity and fixed income securities and/or one or more Brinker managed portfolios. Where deemed appropriate, based on the client's objectives, assets, risk tolerance and investment experience as well as to obtain greater asset and style diversification, Brinker may recommend to clients participating in the Core Asset Manager program that a portion of the client's portfolio be invested in one or more other investments in lieu of allocating assets separately to an investment manager. These other investments may include an investment in privately placed hedge funds, real estate investment trusts ("REITs") or other pooled investment vehicles (collectively, "Private Funds"), publicly traded mutual funds, exchange traded notes ("ETNs"), or exchange traded funds ("ETFs"). However, Brinker generally does not have discretion to invest a client's assets in such investments and the decision to purchase such investments rests solely with the client. Special fee arrangements apply with respect to such investments as described below under the heading "**Fee Adjustments Related to Fund Investments**".

In certain circumstances, Brinker provides clients in the Core Asset Manager program discretionary management of the client's entire account. In these cases, the client authorizes Brinker to hire and fire managers and to rebalance the account without further approval from the client.

## **PERSONAL PORTFOLIOS PROGRAM**

Under the Personal Portfolios program, a client establishes a discretionary managed account that is invested based on a "Brinker Target Risk Model." A Brinker Target Risk Model is one or more multi-manager, multi-asset class strategies consistent with the client's risk profile. The assets in each asset class are allocated by Brinker to an underlying sub-manager responsible for managing such assets using separately managed accounts, as well as registered mutual funds, ETFs and other publicly traded pooled investment vehicles (collectively, "Public Funds") and publicly traded individual securities. Smaller accounts will have a similar overall allocation among asset classes and styles. However, the smaller accounts also tend to have fewer, and sometimes different, managers than larger accounts invested in the same strategy. As a result, the performance (good or bad) of any single manager or mutual fund could have a greater impact on the overall performance of a smaller account than on the performance of a larger account. Brinker recommends an investment strategy based on the client's individual needs and objectives. Once the client has selected an investment strategy, the client enters into an investment advisory agreement with Brinker pursuant to which the client authorizes Brinker:

- to select and retain one or more sub-managers (each, a "style manager") to manage all or a portion of the assets in the client's account in accordance with such style manager's model portfolio, and to remove and/or replace such style managers;
- to invest all or a portion of the assets in the client's account in shares of Public Funds and other publicly traded securities selected by Brinker and to sell or replace such investments; and
- to retain a coordinating sub-adviser to provide portfolio implementation and trade coordination services with respect to the client's account, which may be Brinker or a Brinker affiliate.

Brinker establishes the asset allocation for the client's account based on the investment strategy selected by the client, evaluates, selects and monitors the funds and the managers responsible for managing the assets in the client's account and any individual securities selected by Brinker. Brinker also provides quarterly performance reports to the client. Brinker reviews the client's asset allocation annually, on the approximate anniversary of the opening of the account and following an addition or withdrawal to the account which would result in an adjustment to Brinker's fee.

The separate account portion of the client's account is managed in accordance with model portfolios maintained by each style manager, subject to any specific investment restrictions or limitations imposed by the client and communicated in writing to Brinker. Accordingly, the discretionary authority of each

style manager providing a model is limited to making decisions with respect to the specific securities and portfolio weightings of such securities held in the style manager's model portfolio.

Within the Personal Portfolios program Brinker provides a tax transition feature for accounts invested in the moderate, aggressive and aggressive equity strategies with a minimum of \$500,000 under management. This allows legacy securities with low cost bases to be transitioned to the various style managers and gives the client a customized option to realize the capital gains over a flexible time period decided on by the client.

If and to the extent Brinker deems it appropriate, Brinker may allocate a portion of a client's Personal Portfolios account to one or more of the Brinker Capital Direct Research Portfolios described below under **"OTHER BRINKER MANAGED STRATEGIES"** and/or one or more Brinker Capital Crystal Strategies described below under **"BRINKER CAPITAL CRYSTAL STRATEGIES PROGRAM"** in order to achieve greater diversification.

Brinker serves as the coordinating sub-adviser and performs portfolio implementation and coordination services on behalf of clients in the Personal Portfolios program. These services include:

- determining the amount of securities to be purchased or sold on behalf of client accounts based on the style manager's model;
- placing orders with broker-dealers to purchase or sell the requisite number of securities based on such determinations;
- placing orders for the purchase, sale, or redemption of other investments to implement Brinker's asset allocation instructions;
- coordinating the portion of the account allocated to style managers; and
- implementing specific client restrictions communicated in writing to Brinker.

Brinker reviews the allocations of each client's account when the style manager makes changes to the portfolio and rebalances the account as needed in accordance with the allocations established by Brinker for such investment strategy and certain principles and procedures established by the Brinker investment team. While Brinker is responsible for implementing the style manager's instructions with respect to client accounts in the Personal Portfolios program, Brinker does not review or make any independent determination with respect to the merits of such investment instructions.

## **BRINKER CAPITAL CRYSTAL STRATEGIES PROGRAM**

Unlike Brinker's Personal Portfolios program, which seeks to invest in a strategic asset allocation keyed to a client's risk tolerance, the Brinker Capital Crystal Strategies are focused on absolute return and seek to provide protection against downside risk through the use of hedging techniques. Currently, Brinker offers three Crystal Strategies – Brinker Capital Crystal Strategy I (and its variant, Brinker Capital ESG Crystal Strategy I) and Brinker Capital Crystal Diversified Income. Brinker also offers its Crystal Strategies on platforms of unaffiliated managers.

### **Brinker Capital Crystal Strategy I and Brinker Capital ESG Crystal Strategy I**

Brinker manages an investment strategy (Brinker Capital Crystal Strategy I) that seeks to produce absolute (positive) return and compound wealth above the rate of inflation with reduced correlation to the S&P 500 Index. Brinker uses the HFRX Global Hedge Fund Index "USD" as a performance reference point, because it is designed to be representative of the overall composition of the hedge fund universe.

In implementing the Brinker Capital Crystal Strategy I, Brinker employs three main approaches to achieve the desired objective: (1) allocating broadly among different asset classes (2) investing in many diverse strategies and (3) using highly focused stock selection.

First, Brinker will broadly diversify the account across six major asset classes - domestic equity, international equity, fixed income, absolute return, real assets and private equity. Brinker believes that the greater asset class diversification will increase the potential to generate positive returns while seeking to reduce the overall portfolio volatility. Brinker will allocate the portfolio among asset classes based upon Brinker's market forecasts, which may include a variety of factors including expected return, perceived risk, valuation, market technicals and a wide array of other variables. Similarly, Brinker will actively manage the exposures in the strategy through a variety of methods, including, but not limited to: varying the amount allocated to each asset class, altering the portfolio's net market exposure, adding short positions, and altering or adjusting the specific investment strategies used in the portfolio.

Second, Brinker will invest in many diverse strategies within the portfolio. The number and types of strategies will differ depending on Brinker's market forecasts. Clients should expect to see a factor-based approach to strategy selection whereby certain exposures are specifically identified for investment. In addition to more traditional factors such as market capitalization, style, sector and geographical region, other factors may include: merger & arbitrage, closed-end funds, spin-offs, intellectual patent rights, commercial real estate lending, credit spreads as well as a wide array of other strategies. To achieve these specific exposures, a variety of investment vehicles will be utilized. Such vehicles may include, but are not limited to: individual stocks, master limited partnerships, ETFs and closed-end funds. Brinker may also allocate a portion of the account to one or more underlying sub-managers responsible for managing such assets through the use of separately managed accounts.

Lastly, Brinker will use highly focused stock selection to further attempt to increase the risk adjusted return of the portfolio. Brinker believes that by focusing on only a small number of stocks representing Brinker's best ideas, clients will receive higher return potential with little to no incremental portfolio risk.

For investors who are looking for a socially responsible investment alternative, Brinker offers a variant of its standard Brinker Capital Crystal Strategy I program, called ESG Crystal Strategy I. In the ESG Crystal Strategy I offering, Brinker will select, when possible, managers and investment products that explicitly state a concern for environmental, social and governance ("ESG") consequences as either an investment objective or investment philosophy. To the extent Brinker determines that there is no acceptable ESG manager or investment product available in one of Brinker's asset classes, Brinker will utilize a non-ESG manager or investment product to implement the strategy. Clients should recognize that the requirement to invest with ESG qualified managers or investment products may cause Brinker or a manager to deviate from investment decisions it would otherwise make in managing a client's account. Unless otherwise indicated, all references in this Wrap Fee Brochure to the Brinker Capital Crystal Strategy I program refer to both the Brinker Capital Crystal Strategy I program and the ESG Crystal Strategy I program.

The Brinker Capital Crystal Strategy I program can be used either as a stand-alone investment strategy or in conjunction with a strategic asset allocation strategy such as Personal Portfolios or Core Asset Manager. For clients who wish to use it as a stand-alone strategy, the Brinker Capital Crystal Strategy I program provides an unconstrained approach to investing, which is not benchmark-oriented. Clients may also use this strategy as a complement to an existing risk-based approach, in which case this strategy can act as an additional diversifier, because of the larger weighting to nontraditional asset classes, such as absolute return, real assets and private equity.

The Brinker Capital Crystal Strategy I program is not suitable for investors with an investment horizon of less than three years or a low tolerance for risk, as measured by an aggregate score on a client's risk tolerance questionnaire. In addition, tax management is secondary to seeking a positive return objective.



Because of the active nature of the strategy, clients should anticipate higher turnover in their portfolio which could result in tax liabilities.

As with all investment vehicles, there can be no guarantee about the future performance of the Brinker Capital Crystal Strategy I. While the objective of the strategy is to earn a positive return, loss of principal can occur and there is no guarantee that the Brinker Capital Crystal Strategy I program will provide greater downside protection than any other investment strategy.

### **Brinker Capital Crystal Diversified Income**

Brinker manages an investment strategy ("Crystal Diversified Income") focused on providing income which meaningfully exceeds that of a traditional balanced portfolio but with lower volatility over a full market cycle. The strategy will generally have a "moderate" risk profile and be invested across many different asset classes and investment vehicles including, but not limited to mutual funds, ETFs, and individual stocks. While the focus is on generating income higher than that of a traditional balanced portfolio (i.e., allocated between equities and fixed income), investors should understand that the majority of the portfolio could be invested in "equity-like" alternatives which are subject to price fluctuations. Also, while the strategy employs hedging techniques to provide downside protection, no guarantee can be made that the Crystal Diversified Income strategy will provide greater downside protection than any other investment strategy.

### **OTHER BRINKER MANAGED STRATEGIES**

In addition to the Brinker Capital Crystal Strategies program, Brinker also manages several portfolios on a discretionary basis for clients participating in its Core Asset Manager, Personal Portfolios and/or Personal Benchmark programs. Brinker may allocate a portion of a client's account to one or more of these portfolios – Brinker Asset Class Strategies, Brinker Capital Direct Research and Brinker Crystal Strategies – in lieu of a third party investment manager, mutual fund or ETFs or provide these discretionary management services as a standalone complementary investment strategy.

### **Brinker Asset Class Strategies**

Brinker provides discretionary asset management to clients in the Core Asset Manager program through its Asset Class Strategies, or ACS. Brinker offers several different ACS models based on the five asset classes or a combination thereof: domestic equity, international equity, fixed income, real assets, and alternatives. Within the ACS models, Brinker uses multiple investment vehicles, including separately managed accounts with third party managers, mutual funds, real estate investment trusts ("REITs"), ETFs, exchange traded notes ("ETNs") and stocks. Brinker may also use inverse ETFs in the domestic equity and international equity ACS portfolios for up to 30% of the portfolio to hedge downside risk and may also increase cash up to 30% of the total portfolio as a defensive strategy. Performance of each ACS portfolio is measured against an appropriate benchmark selected by Brinker for that strategy. Brinker has full discretion to determine and actively manage the asset allocation of the particular Asset Class Strategy, including selecting and replacing separate account managers, mutual funds, ETFs and other securities in the portfolio and rebalancing the portfolio asset allocations within the ACS model. Brinker may recommend one or more Asset Class Strategies, based upon the client's financial situation and investment objectives, but in the non-discretionary Core Asset Manager program, the client is responsible for approving the allocation to an ACS, just as the client approves allocations to third party managers. For clients in the Core Asset Manager program who have granted Brinker full investment management discretion, Brinker also has discretion to rebalance allocations among Asset Class Strategies and to remove and/or replace an Asset Class Strategy from the client's asset allocation, consistent with the overall investment strategy approved by the client. Brinker offers both "complementary" and "Core" ACS models as described below.

## ***ACS Complementary Portfolios***

Brinker offers the following Asset Class Strategies as complementary allocations to a Core equity and fixed income asset allocation ("**ACS Complementary Portfolios**"). Brinker requires a minimum \$100,000 allocation to any single ACS Complementary Portfolio.

*Absolute Return:* The portfolio is broadly diversified across a variety of active and passive strategies within the non-traditional, absolute return asset class, utilizing mutual funds and ETFs. The goal of the portfolio is to provide positive risk-adjusted returns with an emphasis on managing volatility, outpacing inflation and providing downside protection.

*Alternative Investments:* The portfolio is broadly diversified to a variety of investments within non-traditional asset classes. The goal of the strategy is to preserve and grow purchasing power above inflation using a combination of absolute return, real assets and listed private equity investments. The portfolio currently utilizes Brinker's Crystal I strategy for its absolute return strategy allocation. Investors should understand that the equity and commodity exposure will likely produce a higher level of volatility.

*Alternative Investments II:* The portfolio is broadly diversified to a variety of investments within non-traditional asset classes, with an emphasis on Absolute Return (weighted approximately 80%). The goal of the strategy is to preserve and grow purchasing power above inflation using a combination of absolute return, real assets and listed private equity investments. The portfolio is implemented through a blend of active and passive strategies and utilizes mutual funds, ETFs and individual stocks. Investors should understand that the equity and commodity exposure will likely produce a higher level of volatility.

*International EFT:* The portfolio is broadly diversified to provide exposure to developed and emerging non-U.S. markets, utilizing ETFs. The portfolio would be considered a passive investment strategy and may maintain exposure to small cap, mid cap and large cap equities. Investors should understand that the emphasis on equities will likely produce a higher level of volatility.

*Opportunistic Fixed Income:* The portfolio is diversified across fixed income satellite strategies, which can include corporate, mortgage, international and opportunistic long/short strategies. It seeks to provide interest rate risk management through managing duration and credit exposures, include the potential use of cash and inverse ETFs. The strategy is designed as a complement to an active or passive core fixed income allocation for both qualified and taxable accounts.

*Real Assets:* The portfolio is broadly diversified and includes exposure to master limited partnerships, real estate, precious metals, inflation linked bonds and commodities. Brinker actively manages the investment allocations to adapt to distinct inflationary and economic environments. The portfolio seeks to achieve positive risk-adjusted returns that outpace inflation over a variety of market environments. Investors should understand that the equity and commodity exposure will likely produce a higher level of volatility.

## ***ACS Core Portfolios***

Brinker also offers the following equity and fixed income Asset Class Strategies in its Core Managers Program ("**ACS Core Portfolios**"). Brinker requires a minimum \$250,000 allocation to any single ACS Core Portfolio.

*Domestic Equity:* The portfolio is broadly diversified across the U.S. equity markets and may maintain active and passive exposure to microcap, small cap, mid cap and large cap equities. Brinker actively manages investment allocations across the domestic market capitalization spectrum in an effort to adapt to changing market conditions. The portfolio is implemented using a blend of active and passive vehicles,

including separately managed accounts, mutual funds and ETFs. Investors should understand that the portfolio's equity exposure will likely produce a higher level of volatility relative to other asset classes. The portfolio seeks to deliver positive risk-adjusted returns that outpace the Russell 3000 Index over a full market cycle. Investors may view this portfolio as a well-diversified, domestic equity solution that fits within a broader asset allocation.

*Fixed Income:* The portfolio is diversified among core and satellite fixed income strategies, which may include taxable municipals, treasuries, corporates, mortgages, and emerging markets debt. The strategy aims to provide comprehensive exposure across the fixed income universe and is implemented through a blend of separately managed accounts (which include individual bond holdings), mutual funds and/or ETFs. Brinker can opportunistically shift the portfolio allocations between core and satellite strategies in an effort to manage interest rate and credit risk and to capitalize on market opportunities. The strategy seeks to provide current income and capital preservation while outperforming the Barclays U.S. Aggregate Bond Index over a full market cycle. Investors may view this portfolio as broadly diversified fixed income exposure that provides the stable component of their overall asset allocation.

*International Equity:* The portfolio is broadly diversified across developed international and emerging markets as well as by investment style and market capitalization. The portfolio is implemented through a blend of active and passive strategies and utilizes separately managed accounts, mutual funds and ETFs. Brinker actively manages country and sector exposures and may shift the portfolio to take advantage of current market opportunities and to reduce risk. It is designed to provide a comprehensive international equity exposure that complements an investor's overall asset allocation. It seeks to deliver attractive risk adjusted returns relative to the MSCI AC World ex. U.S. Index over a full market cycle.

*Large Cap Equity:* The portfolio is diversified across the domestic large cap equity markets and may maintain active and passive exposure to large cap equities. The portfolio is implemented using a blend of active and passive vehicles, including separately managed accounts, mutual funds and ETFs. Investors should understand that the portfolio's large cap equity exposure will likely produce a higher level of volatility relative to other asset classes. The portfolio seeks to deliver positive risk-adjusted returns that outpace the Russell 1000 Index over a full market cycle. Investors may view this portfolio as a well-diversified, large cap domestic equity solution that fits within a broader asset allocation.

*Mid Cap Equity:* The portfolio is diversified across the domestic equity markets and may maintain active and passive exposure to mid cap equities. The portfolio is implemented using a blend of active and passive vehicles, including separately managed accounts, mutual funds and ETFs. Investors should understand that the portfolio's mid cap equity exposure will likely produce a higher level of volatility relative to other asset classes. The portfolio seeks to deliver positive risk-adjusted returns that outpace the Russell Midcap Index over a full market cycle. Investors may view this portfolio as a well-diversified, mid cap domestic equity solution that fits within a broader asset allocation.

*Small Cap Equity:* The portfolio is diversified across the domestic large cap equity markets and may maintain active and passive exposure to small cap equities. The portfolio is implemented using a blend of active and passive vehicles, including separately managed accounts, mutual funds and ETFs. Investors should understand that the portfolio's small cap equity exposure will likely produce a higher level of volatility relative to other asset classes. The portfolio seeks to deliver positive risk-adjusted returns that outpace the Russell 2000 Index over a full market cycle. Investors may view this portfolio as a well-diversified, small cap domestic equity solution that fits within a broader asset allocation.

## **Brinker Capital Direct Research Portfolios**

There are a limited number of third party investment managers that manage certain asset classes and also meet Brinker's due diligence criteria. In some instances, a particular asset class and investment style is only available through an investment in funds, which incur management fees and other operating

fees (including potential redemption fees) that increase the overall expenses borne by clients participating in the Core and Personal Portfolios programs. In order to provide appropriate portfolio diversification, Brinker, in its discretion, may act as a style manager in the Personal Portfolios program and, in that capacity, manage directly a portion of such portfolios ("Brinker Capital Direct Research portfolios"). Brinker's investment decisions for the Brinker Capital Direct Research portfolios are based upon research and recommendations provided by investment firms that usually do not provide separate account portfolio management. Brinker may also recommend one or more of its Brinker Capital Direct Research portfolios to a client in its Core Asset Manager program, based upon the client's financial situation and investment objectives, but the client is responsible for approving the allocation to a Brinker Capital Direct Research portfolio.

## **PERSONAL BENCHMARK PROGRAM**

Brinker's Personal Benchmark program is an allocation methodology designed to help investors manage the emotions of investing by using behavioral finance. This investment approach attempts to counter emotional responses to market volatility by focusing on purchasing power and satisfying spending needs so that the client can sustain their lifestyle and enhance their wealth over time. Performance success is measured by meeting the client's goals and objectives rather than meeting a capital market index.

Personal Benchmark uses a multi-asset class investment strategy that seeks to manage portfolio volatility, compound purchasing power over time and harness the concepts of mental accounting by assigning purpose and allocating assets to various investment categories, or "buckets", based on risk. This approach seeks to provide investors access to the market's upside while buffering against the tug of emotional investment decision-making when the markets become volatile. Investors evaluate and weight the relative importance of their investment purposes – safety, income (to support the investor's current lifestyle), tactical (opportunities to diversify from the market and potentially generate returns greater than inflation) and accumulation (for longer-term goals such as education, retirement or wealth transfer) – and allocate assets to these purposes based upon their risk tolerance. Brinker currently offers ten Personal Benchmark portfolios for both taxable and nontaxable accounts. A high allocation to safety (as a percentage of total assets) will result in a larger fixed income allocation, while a high allocation to accumulation will result in a larger allocation to equities. Brinker then structures the client's portfolio primarily using its Destinations mutual fund asset allocation models and Crystal Strategies investment models which match the risk profile for each "bucket", although Personal Portfolios strategies, ACS and Direct Research Portfolios and Core Asset Manager separate account managers may also be included in the allocation.

In its Destinations mutual fund allocation program, Brinker offers a variety of asset allocation strategies, each targeting a specific investment objective, for both taxable and tax-exempt accounts. The strategies provide different balances of risk and reward depending on a client's risk tolerance and time horizon and are designed to offer consistent, competitive performance while seeking to achieve attractive risk-adjusted returns over the long term. For its traditional Destinations mutual fund asset allocation models, Brinker purchases only No-Transaction Fee (NTF) share classes, which shares may be bought and sold with no transaction costs. This enables Brinker to fix the trading costs for client accounts, which allows Brinker to make investment decisions for Destinations accounts without regard to such expenses. This is particularly valuable in volatile markets and for clients who make regular contributions or withdrawals from their accounts. However, NTF share classes may have higher ongoing operating expenses (and thus, higher expense ratios), due to 12b-1 fees and other distribution expenses, than funds with up front "loads" or transaction fees. Because NTF share classes may have higher operating expenses, clients with larger accounts with relatively low trading volume, may find the Destinations programs more costly than other investment programs that trade in Transaction Fee ("TF") share classes.

Trading activity is influenced by the frequency of rebalances, contributions and withdrawals. The lower the trading activity (determined by fund changes and rebalances and client additions and withdrawals)

and the larger the size of the account, the more likely that NTF share classes will be more costly than a TF share class. Since trading activity is dictated by multiple factors, including the volatility of the market (requiring more rebalances), changes in funds in a client's portfolio (e.g., because of Brinker's performance evaluations, changes in managers, funds closing to new investment, etc.), and the frequency of deposits and distributions (which are client driven), it may be difficult to predict the level of trading activity in any year (and thus, whether NTF share class would be more or less costly).

Brinker's fee is in addition to the operating expenses of the funds included in the client's account, which are expressed as the fund's "expense ratio". A fund expense ratio represents the percentage of the fund's assets used to operate the fund and reflect the fund's investment management fee, administrative costs, brokerage costs, distribution fees and other operating expenses. Although these expenses are paid by the fund, clients indirectly bear their pro rata share of such costs. Potential clients should consider both Brinker's fee and the internal expense ratios of the funds included in the program (which are set forth in the prospectus for each fund) when deciding whether the Destinations program may be more or less costly than another investment program.

## **CLIENT DISCRETION**

Brinker's authority is limited by the terms of the client's investment advisory agreement and the investment objectives of any account. A client may impose reasonable restrictions on the management of the client's account, including the designation of specific securities or a specific category of securities that should not be purchased for the account or that should be sold if held in the account, and may reasonably modify such restrictions from time to time. Any restrictions placed on the management of a client's account or particular requirements of an account may cause Brinker or a portfolio manager to deviate from investment decisions it would otherwise make in recommending an investment strategy or managing the account. When a client restricts a category of securities that may be purchased for the account, Brinker or the manager will determine in its sole discretion the specific securities in that category. Any client-imposed restrictions on individual securities that may be purchased for the account shall apply only to separately managed portfolios and individuals stocks.

## **OTHER SERVICES**

### **Personalized Distribution Strategy**

Brinker also offers the Personalized Distribution Strategy ("PDS") with its Brinker Capital Crystal Strategies portfolios with assets of at least \$100,000. The PDS consists of two elements: an actively managed liquid cash reserve (a money market fund or other short-term investment vehicle) and a portfolio invested in one of the Brinker Capital Crystal Strategies (Brinker Capital Crystal Strategy I or Diversified Income).

The client determines the amount of each periodic distribution. The initial cash reserve will equal up to 24 months of distributions for new clients in the Brinker Capital Crystal Strategies portfolios. Accordingly, the amount in the cash reserve will vary depending upon the client's distribution pattern. All interest and dividends on the investment portfolio will be swept into the cash reserve.

As the cash reserve is depleted by distributions, Brinker will liquidate the investment portfolio and replenish the cash reserve. The timing of such liquidations will be based upon Brinker's analysis of positive technical trends in the market, with a view to avoiding significant liquidations in a "down" market. There can be no assurance that Brinker's methodology will avoid liquidation of the client's investment account during "down" market cycles or that such liquidations will occur at the most optimal time.

Brinker will provide each PDS client with quarterly reports which detail:

- Withdrawal information
- Distribution Stability – the estimated number of years which the current level of stable assets would support given the current annual distribution
- Probability of the client's account being depleted over various time horizons, taking into consideration the current distribution rate and current market value, and a comparison to the original projection

Brinker provides each PDS client with an estimate for the number of years their portfolio is likely to last with their requested distribution rate based on a Monte Carlo simulation using both a 50% and a 90% confidence level. For the Diversified Income, the return and risk information used in the projection approximates the asset allocation of the client's account. For the Brinker Capital Crystal Strategy I, the return and risk information used in the projection represent a portfolio of six major asset classes - domestic equities, international equities, fixed income, absolute return, real assets and private equity - which approximates the asset allocation of the Brinker Capital Crystal Strategy I. There can be no assurance that the account will achieve the projected returns or that a client's assets will be sufficient to fund distributions for the projected period. The larger the percentage of the account allocated to equities, the greater the volatility in account performance, which will impact the duration of the account assets. An account utilizing the PDS feature will likely underperform relative to a full investment strategy if the market generally rises during the projected distribution period as the account will have lower exposure to positive market returns. The client may start, stop or modify a scheduled distribution or take additional ad hoc distributions at any time, upon written request to Brinker. Such requests will not terminate the PDS feature. The client may elect to terminate the PDS feature at any time with 5 days' written notice to Brinker.

### **Dollar-Cost Averaging**

Dollar cost averaging involves investing a fixed dollar amount on a regular schedule. Using dollar-cost averaging, more shares are purchased when prices are low and fewer shares are bought when prices are high. Brinker does ***not*** offer clients a dollar cost averaging service, in which the periodic investment is executed automatically. However, a client may invest using the dollar-cost averaging technique by placing a portion of the client's assets in a money market account and sending Brinker separate instruction letters directing Brinker to invest the amount specified in such letter. Brinker does not implement an investment schedule and it is the sole responsibility of the client to send Brinker an instruction letter each time the client wants funds invested.

### **GENERAL DESCRIPTION OF FEES**

Clients who participate in the Core Asset Manager (including those with Asset Class Strategies and Brinker Capital Direct Research allocations), Personal Portfolios, Personal Benchmark or Brinker Capital Crystal Strategies programs pay an "all-inclusive" investment advisory fee (wrap fee), which covers the investment advisory services provided by Brinker and the portfolio manager(s), all custodial services and brokerage commissions (except a per trade ticket charge on certain municipal securities trades as described below), and, in the case of the Personal Portfolios program, the portfolio implementation and coordination services provided by the coordinating sub-adviser. Brinker may also pay a portion of the investment advisory fee to solicitors who act as the liaison between the client and Brinker. The investment advisory fee does not cover any fees charged by the SEC or U.S. or foreign stock exchanges based on the sale of a security, markups or markdowns on municipal securities, wire transfer fees, costs associated with temporary investment of client funds in a money market account, transfers of assets upon termination of the account or any internal management or operating fees (including potential redemption fees) or expenses imposed or incurred by a mutual fund or ETF in which the client's account may be invested or any special requests by the client.

A portion of the investment advisory fee is used to pay the portfolio managers selected to manage the account. The range of fees charged by the portfolio managers currently utilized by Brinker for equity and balanced accounts is 0.40% to 0.80% of the account net asset value, and for fixed income accounts is 0.125% to 0.35% of the account net asset value. Also, a portion of Brinker's fee is re-allowed to solicitors who act as the liaison between Brinker and the client. For equity and balanced accounts, depending on the portfolio manager, the portion retained by Brinker ranges between 0.25% to 1.00% and the portion retained by Brinker for the fixed income accounts is between 0.05% to 0.45%.

The investment advisory fee is billed quarterly in advance. The initial fee is based on the market value of the client's account assets when the account is opened and prorated for the number of days remaining in the calendar quarter. Thereafter, the quarterly fee is due on the first business day of each quarter and is based on the market value of the client's account assets on the last business day of the immediately preceding quarter. Generally, Brinker's fee is either paid through redemption of mutual fund shares or deducted from the client's separately managed accounts, based on the weighted average of the managed account market values. However, upon request of the client, Brinker will bill the client separately instead of deducting the fees. Fees may be discounted or negotiated at Brinker's discretion. From time to time Brinker offers program-wide fee discounts and reduced account minimums as part of its marketing and promotional programs. Such programs may be initiated or discontinued at Brinker's discretion.

Account liquidations after the first 12 months are done at no additional charge by Brinker. A termination charge may be imposed by the custodian. The client will be entitled to a prorated refund of any pre-paid quarterly fee based upon the number of days remaining in the quarter after the termination date. If the account is closed within the first 12 months by a Core Asset Manager, Brinker Capital Crystal Strategies, Personal Portfolios or Personal Benchmark client or as a result of withdrawals that bring the account value below the minimum for that shorter-term program, Brinker reserves the right to retain the pre-paid quarterly fee for the current quarter and to charge the account the balance of the fee (net of the portion payable to the solicitor) for the initial 12 month period (calculated on the account value at the time the account is closed) in order to cover the reasonable administrative cost of establishing the account. The administrative cost will vary depending on the portfolio manager selected and the investment style of the account.

Brinker's "all-inclusive" fee covers the cost of executing and clearing equity trades for the client's account that are effected through the client's designated custodian and clearing broker, which, for clients in the Core Asset Manager, Personal Portfolios, Personal Benchmark and Crystal Strategies programs, is either National Financial Services, LLC ("NFS") or Schwab & Company, Inc. ("Schwab"). If securities trades are effected by brokers other than the custodian for the client's account, the client may incur brokerage or other transaction costs. Schwab (but not NFS) also charges the client a flat dollar amount as a "prime broker" or "trade away" fee for each trade that Brinker or an investment manager has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Brinker account. Brinker takes into account that transaction costs on trades effected through brokers other than the designated custodian (NFS or Schwab) are not included in Brinker's fee in evaluating whether the custodian is providing best execution. In addition to fees paid to Brinker, clients may be responsible for other types of fees and expenses such as mutual fund expenses.

Fees for customized investment strategies developed for a client are negotiated on a case-by-case basis. Brinker may or may not charge a fee for management of accounts established by Brinker employees, family members and a limited number of clients to invest in new investment management strategies under development by Brinker. Such fees are disclosed and agreed upon with the client at the time the account is established.

Clients may be able to find comparable services from other sources for fees lower or higher than those charged by Brinker. In particular, if the account has relatively low turnover rates, the wrap or all-inclusive

fee may be more costly for the client. Furthermore, NTF funds or share classes may have higher ongoing expenses, due to 12b-1 fees and other distribution expenses, than funds with up front "loads" or transaction fees and may be more costly for larger accounts with relatively low trading activity than transaction-fee funds.

In the event the client enters into a tri-party investment advisory agreement with Brinker and another investment advisory firm responsible for recommending and/or selecting the investment strategy, the fee paid to the investment advisory firm is in addition to Brinker's fee, but Brinker does not include a solicitor's fee. The investment advisory firm's fee is established by the investment advisory firm, not Brinker. The investment advisory firm's role and its fees are described in that firm's Form ADV, Part 2A.

## **CORE ASSET MANAGER PROGRAM FEES**

The fee charged to clients in the Core Asset Manager program is a blended fee based upon asset allocation, portfolio manager selection, client service and total account value. To illustrate, inasmuch as costs for managing equities are higher than fixed income, the higher the equity allocation, the higher the blended fee; the lower the equity allocation, the lower the fee. The minimum account size for the Core Asset Manager program is \$1.0 million. Exceptions to this minimum may be made on a case-by-case basis, in which case Brinker may charge a minimum fee.

The only pricing model Brinker makes available to new clients in its Core Asset Manager program is the "Flex" pricing model described below. Certain existing clients may be billed under the "Bundled" and "Unbundled" pricing models, which are not described in this Wrap Fee Brochure. The applicable fee schedule is set forth in the client's investment advisory agreement with Brinker.

**"Flex" Pricing:** Under the flex pricing model, the all-inclusive fee is comprised of a single consolidated fee that encompasses all program components other than the solicitor's fee (i.e., the services provided by Brinker and portfolio manager(s) and brokerage, clearing and custody), plus the solicitor's fee. Under this model, the actual fee varies depending upon the size of the account, the asset allocation, the number of portfolio managers and the amount of the solicitor's fee. The solicitor, not Brinker, determines the amount of the solicitor's fee, which may be different for the equity versus the fixed income portion of the account. Assuming the same allocation between equity and fixed income and the same total account size, allocations with fewer managers will generally result in lower fees than allocations utilizing more managers. When Brinker serves as the style manager for any part of the client's account (for example, where all or any part of the account is allocated to a Brinker Asset Class Strategy, Brinker Capital Direct Research portfolio and/or Brinker Capital Crystal Strategy), Brinker retains the portion of the fee that would otherwise have been paid to an unaffiliated manager. Brinker's consolidated fee (excluding the solicitor's fee) for clients participating in the Core Asset Manager program ranges from 0.89% to 1.40% for equity and balanced accounts and from 0.62% to 0.88% for taxable fixed income accounts.

Brinker's fee (excluding the solicitor's fee) for clients participating in option trading strategies generally range from 0.80% (over \$5 million) to 1.05% (under \$1 million) of assets under management, plus a separate ticket charge on each trade (currently 2.5¢ per share with a \$250 minimum per transaction).

Brinker's fee (excluding the solicitor's fee) for assets invested in a ladder municipal securities portfolio ranges from 0.41% (over \$3 million) to 0.51% (under \$1 million), plus a separate \$14.00 ticket charge on each trade in the account. Brinker offers two fee structures for actively managed municipal securities portfolios. Clients may elect a fee (excluding the solicitor's fee) that ranges from 0.50% (over \$3 million) to 0.60% (under \$1 million), plus a separate \$14.00 ticket charge on each trade in the account (Option A) or a higher fee that ranges from 0.53% (over \$3 million) to 0.67% (under \$1 million) and includes transaction costs (Option B). Whether Option A or Option B is more suitable for a client invested in an actively managed municipal portfolio will depend on the size of the account and the level of actual trading in the account. Option A will generally be more suitable for larger accounts without regular distribution



programs, where the added ticket charge will usually be less than the additional management fee, while Option B will generally be more suitable for smaller accounts or accounts that have above average transaction volume due to frequent additions or liquidations.

Brinker's fee for assets invested in a Brinker managed strategy (e.g., Asset Class Strategies, Brinker Capital Direct Research or the Brinker Capital Crystal Strategies portfolios), ranges from 0.59% to 0.95% depending upon the specific strategy and the amount of the assets allocated to such strategy as set forth below under "**Fees for Brinker Managed Strategies.**" In certain circumstances, for example, accounts with assets in excess of \$5 million, fees may be discounted. The fee ranges indicated above do not include the solicitor's fee, which is determined by the solicitor.

**Fee Adjustments Related to Fund Investments:** Where a client invests a portion of its portfolio in Public Funds or Private Funds (collectively, "Funds"), Brinker's fee for that portion of the client's assets does not include any amount for portfolio manager fees (and is accordingly reduced) since the Fund incurs management fees and, in the case of Private Funds, often incentive fees based upon the performance of the Fund. The Fund also incurs other operating fees and expenses, such as custodial fees, brokerage expenses, redemption fees (if any), appraisal fees and legal and accounting fees. These fees and expenses are disclosed in the prospectus or offering materials for the Fund. In some circumstances, depending upon the fee structure of a Private Fund, Brinker receives a reduced investment advisory fee in addition to the management fees paid by the Private Fund (to compensate Brinker for its services in connection with performing initial and ongoing due diligence and performance reports with respect to the Private Fund and other costs) and in other circumstances Brinker receives a fee from the manager of the Private Fund in lieu of an investment advisory fee from its client with respect to assets invested in the Private Fund. The specific fee arrangements related to investments in Private Funds are disclosed to the client at the time of the investment.

For a discussion regarding private fund placement fees and the relationship with Brinker Capital Securities, Inc. see Item 9 under the heading "**Relationships with Related Persons.**"

**Fees for Brinker Managed Strategies:** The minimum account size for an allocation to one of the ACS Complementary Portfolios in the Core Asset Manager program is \$100,000. Brinker's fee (excluding the solicitor's fee) for allocations to one of the ACS Complementary Portfolios in the Core Asset Manager program is based upon the strategy selected by the client and the amount allocated to the strategy, as follows:

***Fees for ACS Complementary Portfolios***

<b>Account Net Asset Value</b>	<b>International ETF</b>	<b>Real Assets/ Alternatives II</b>	<b>Alternatives</b>	<b>Absolute Return/ Opportunistic Fixed Income<sup>∞</sup></b>
<b>First \$100,000</b>	0.60%	0.60%	1.00%	0.45%
<b>Next \$150,000</b>	0.60%	0.60%	0.85%	0.45%
<b>Next \$250,000</b>	0.58%	0.58%	0.75%	0.45%
<b>Next \$250,000</b>	0.55%	0.55%	0.70%	0.45%
<b>Next \$250,000</b>	0.55%	0.55%	0.70%	0.40%
<b>Next \$500,000</b>	0.48%	0.48%	0.67%	0.40%
<b>Next \$500,000</b>	0.43%	0.43%	0.67%	0.35%
<b>Next \$1 million</b>	0.43%	0.43%	0.66%	0.35%
<b>Next \$2million</b>	0.43%	0.43%	0.66%	0.30%
<b>Over \$5 million</b>	0.43%	0.43%	0.65%	0.30%

<sup>∞</sup> Fixed Income accounts are charged a separate ticket charge (currently \$14 per trade) on each securities trade (other than trades of no-transaction fee (NTF) mutual fund shares).

The minimum account size for an allocation to one of the ACS Core Portfolios in the Core Asset Manager program is \$250,000. Brinker's fee (excluding the solicitor's fee) for allocations to one of the ACS Core Portfolios in the Core Asset Manager program is based upon the strategy selected by the client and the amount allocated to the strategy, as follows:

***Fees for ACS Core Portfolios***

<b>Account Net Asset Value</b>	<b>Annual Fee</b>
<b>First \$3 million</b>	0.90%
<b>Next \$2 million</b>	0.70%
<b>Next \$5 million</b>	0.60%
<b>Over \$10 million</b>	0.50%

The minimum account size for an allocation to one of the Direct Research or Crystal Strategies in the Core Asset Manager program is \$100,000. Brinker's fee (excluding the solicitor's fee) for allocations to one of the Direct Research or Crystal Strategies in the Core Asset Manager program is based upon the strategy selected by the client and the amount allocated to the strategy, as follows:

***Fees for Direct Research and Crystal Strategies***

<b>Account Net Asset Value</b>	<b>Direct Research</b>	<b>Crystal Strategy<sup>†</sup></b>	<b>Crystal Diversified Income <sup>††</sup></b>
<b>First \$100,000</b>	0.75%	0.83%	0.65%
<b>Next \$150,000</b>	0.75%	0.83%	0.65%
<b>Next \$250,000</b>	0.65%	0.72%	0.60%
<b>Next \$250,000</b>	0.60%	0.68%	0.59%
<b>Next \$250,000</b>	0.60%	0.68%	0.59%
<b>Next \$500,000</b>	0.55%	0.67%	0.57%
<b>Next \$500,000</b>	0.55%	0.67%	0.57%
<b>Next \$1 million</b>	0.50%	0.66%	0.56%
<b>Next \$2million</b>	0.50%	0.66%	0.56%
<b>Over \$5 million</b>	0.50%	0.65%	0.55%

<sup>†</sup> Crystal Strategy I Minimum Annual Custodial Fee: \$350 (Payable by accounts under \$152,500)

<sup>††</sup> Crystal Diversified Income Minimum Annual Custodial Fee: \$200 (Payable by accounts under \$133,333)

**If Brinker increases the portion of a Crystal Strategies portfolio allocated to unaffiliated portfolio managers, the total annual fee will be increased by such unaffiliated portfolio managers' fees and additional clearing fees payable by Brinker to the clearing broker arising in connection with such increased allocation.** Brinker will notify its clients of the allocation of additional assets to any unaffiliated portfolio manager and the resulting change in Brinker's fee at least ten business days prior to the implementation of any increase in Brinker's fee.

Brinker managed strategies may be invested in mutual funds, ETFs and other pooled investment vehicles that incur management fees and other operating fees and expenses as disclosed in the prospectus for each such fund. Clients may also incur redemption fees if Brinker or one of its managers exits a fund investment within a specified period following the investment as disclosed in the fund's prospectus. These fund fees and expenses are in addition to Brinker's fee. The total annual fee payable to Brinker includes the fees of any unaffiliated portfolio manager and clearing fees payable by Brinker to the clearing firm.

## **PERSONAL PORTFOLIOS PROGRAM FEES**

The minimum account size for the Personal Portfolios program is \$100,000. Brinker offers only Flex pricing for this program. Under this pricing model, Brinker's all inclusive fee is comprised of a single consolidated fee that encompasses all program components other than the solicitor's fee (i.e., manager and fund due diligence, performance monitoring and reporting services, services of the coordinating sub-adviser and style managers and brokerage, clearing and custody) plus the solicitor's fee. Brinker's

consolidated fee (excluding the solicitor's fee) is based upon the investment strategy selected by the client (which reflects the allocation between equities and fixed income assets) and the size of the client's account. The Brinker fee schedule (excluding the solicitor's fee) for investment strategies in the Personal Portfolios program is as follows:

Account Net Asset Value	Conservative Government Focused	Conservative	Moderately Conservative	Moderate	Aggressive	Aggressive Equity	All Equity With Alternatives
<b>\$250,000 to &lt;\$500,000</b>	0.65%	0.95%	1.00%	1.05%	1.10%	1.15%	1.15%
<b>\$500,000 to &lt;\$750,000</b>	0.60%	0.80%	0.85%	0.90%	0.95%	1.05%	1.05%
<b>\$750,000 to &lt;\$1 million</b>	0.55%	0.80%	0.85%	0.90%	0.95%	1.00%	1.00%
<b>\$1 million to &lt;\$1.5 million</b>	0.50%	0.75%	0.80%	0.85%	0.90%	0.95%	0.95%
<b>\$1.5 million and over</b>	0.45%	0.70%	0.75%	0.80%	0.85%	0.90%	0.90%

For accounts using the tax transition features the fee schedule is as follows:

Account Net Asset Value	Aggressive Equity	Aggressive	Moderate
<b>\$500,000 to &lt;\$750,000</b>	1.15%	1.05%	1.00%
<b>\$750,000 to &lt;\$1 million</b>	1.10%	1.05%	1.00%
<b>\$1 million to &lt;\$1.5 million</b>	1.05%	1.00%	0.95%
<b>\$1.5 million and over</b>	1.00%	0.95%	0.95%

The fee schedule may be changed by Brinker on 30 days prior notice. In creating allocations, Brinker may recommend the use of managed separate accounts or other investments (including Public Funds) depending on their suitability and the overall benefits each may provide to the particular allocation. Public Funds incur management fees and other operating fees and expenses as disclosed in the prospectuses for such funds. Clients may also incur redemption fees if Brinker sells a fund investment within the timeframe disclosed in the fund's prospectus. These fees and expenses are in addition to Brinker's fee.

When Brinker serves as the style manager for Brinker Capital Direct Research portfolios and/or Brinker Capital Crystal Strategies portfolios, Brinker retains the portion of the fee that would otherwise have been paid to an unaffiliated manager.

The above fees do not include the solicitor's fee, which is determined by the solicitor and is equal to a percentage of the net asset value of the client's account. The solicitor's fee generally ranges from 0.50% to 1.25% of account net asset value, resulting in a combined fee of between 0.95% and 2.50% for the account, but the fee could be more or less.

## **BRINKER CAPITAL CRYSTAL STRATEGIES PROGRAM FEES**

When one of the Brinker Capital Crystal Strategies is used as a stand-alone investment strategy and not in conjunction with other strategies, each component of Brinker's services is priced separately based upon the size of account, investment vehicles and portfolio manager(s) (if any) selected and solicitor's fee. The resulting annual all inclusive fee calculated on account value consists of the following:

*Brinker's Fee.* For managing the account, including the selection, purchase and sale of investment vehicles, selection of portfolio managers and implementation of investment strategies, as described in this Wrap Fee Brochure, Brinker receives an annual fee equal to a percentage of account value: 0.60% for Crystal Strategy I and 0.50% for Crystal Diversified Income.

*Clearing and Custody Charges.* The base brokerage, clearing and custody charges are a percentage of account value and tiered based upon the size of account. Fees for Crystal Strategy I start at 0.23% for the first \$250,000 and decline to 0.05% for assets in excess of \$5 million, with a minimum annual charge of \$350. Fees for Crystal Diversified Income start at 0.15% for the first \$250,000 and decline to 0.05% for assets in excess of \$5 million, with a minimum annual charge of \$200.

*Portfolio Manager's Fee and Clearing Fees.* For equity and balanced accounts, the average annual fee is 0.50% of the portion of the account allocated to a separate portfolio manager. Actual fees may range from 0.40% to 1.00% of account value, depending on the portfolio manager selected and the size of the account. For fixed income accounts, the average annual fee is 0.35% of account value. Actual fees may be higher or lower (depending on the portfolio manager selected and the size of the account) and are passed through without increase to the client. This fee is only charged if, and to the extent, any portion of the client's account is allocated to a portfolio manager. There is no separate investment management fee component for the portion of the assets (if any) invested in mutual funds, ETFs and other pooled investment vehicles.

*Solicitor's Fee.* The solicitor, if applicable, is paid a solicitation fee for the solicitor's services in referring accounts to Brinker for investment services as part of the Brinker Capital Crystal Strategies program. The solicitor is responsible for obtaining financial information from the client and communicating changes in the client's financial situation to Brinker. The solicitor's role is also described in its Form ADV, Part 2A. The amount of the solicitation fee is determined by the solicitor and differs, depending on the size of the account. For accounts up to \$1 million in size, fees range from an average of 0.30% to 1.25% of account value. Between \$1 million and \$3 million, fees range from an average of 0.25% to 1.0%. Above \$3 million, fees range from 0.25% to 0.75%.

## **PERSONAL BENCHMARK PROGRAM FEES**

The minimum account size for the Personal Benchmark program is \$250,000. Brinker offers only Flex pricing for this program. Under this pricing model, Brinker's all inclusive fee is comprised of a single consolidated fee that encompasses all program components other than the solicitor's fee (i.e., manager and fund due diligence, performance monitoring and reporting services, services of style managers and brokerage, clearing and custody) plus the solicitor's fee. Brinker's fee (excluding the solicitor's fee) is 0.70% for accounts under \$500,000, 0.65% for accounts between \$500,000 and \$750,000, 0.60% for accounts between \$750,000 and \$1 million, and 0.55% for accounts of \$1.0 million or more.

## **OTHER FEES**

### **Personalized Distribution Strategy Fees**

Brinker charges clients who elect the PDS feature an additional 0.10% of net asset value, which is added to the standard Brinker Capital Crystal Strategy I or Brinker Capital Crystal Diversified Income fee (as applicable). The fee will be charged on the client's entire account, including the cash reserve portion. Scheduled distributions could reduce the account resulting in a higher fee.

### **12b-1 Fees**

Clients participating in the Core Asset Manager, Personal Portfolios, Personal Benchmark or Crystal Strategies programs may select a money market fund to hold uninvested cash. These funds may charge

distribution fees, which are paid under distribution plans adopted by the funds pursuant to Rule 12b-1 of the Investment Company Act of 1940. Brinker may receive all or a portion of those distribution fees from the funds (to the extent consistent with ERISA, if applicable). Brinker does not credit the payments received from the funds against the client's fee to Brinker; however, Brinker does not believe that the receipt of these fees creates a conflict of interest because the client, not Brinker, selects the money market fund. Currently, Brinker does not receive any fees in connection with client investments in money market funds.

### **Unsupervised Asset Fees**

As an accommodation to a client, Brinker may permit a client to deposit cash or other securities ("Unsupervised Assets") in the client's account or, alternatively, at the client's discretion, in a separate account established with the custodian, for which Brinker does not provide asset allocation, portfolio management or performance monitoring services. For custody of Unsupervised Assets, Brinker charges an additional annual fee, payable in four equal installments with the quarterly fee payments. The current fee for custody and administration of Unsupervised Assets is \$275, which may be changed upon thirty (30) day's prior written notice to the client. The client will also be charged any clearing fees or transaction charges imposed by the custodian or brokerage firm in accordance with its fee schedule in effect from time to time, which fees and charges will be deducted from the client's account at the time of the transaction giving rise to the charge.

### **REFERRAL ARRANGEMENTS**

Brinker remits a portion of the fee it receives to solicitors, which include broker-dealers and investment advisory firms and to the registered representatives of such firms and to other individuals or entities which may provide services to Brinker in connection with the development of potential clients. Brinker's referral agreement is in compliance with the federal regulations as set forth in 17 CFR Section 275.206(4)-3. Each client is made aware of the referral agreement prior to or at the time of entering into an advisory contract and signs a written acknowledgement of receipt of Brinker's current Form ADV, Part 2A as required by 17 CFR Section 275.204-3 and the solicitor's written disclosure document required by 17 CFR Section 275.206(4)-3(b). The amount of the solicitor's fee is determined by the solicitor and differs, depending on the size of the account and the type (equity versus fixed income) of the account. The solicitor may be able to charge a higher fee than what it might receive for referring clients to another investment management program, which may create a financial incentive to refer clients to Brinker.

Brinker may also pay certain broker-dealer/investment advisers an administrative or marketing fee (either a percentage of the referred clients' assets under management or a fixed annual fee) to compensate the soliciting firm for certain administrative and marketing services and/or to support or participate in educational conferences and events and training programs sponsored or co-sponsored by such firms. Such compensation arrangements may be ongoing or in connection with limited promotional programs and are disclosed as required under 17 CFR Section 275.206(4)-3(b). From time to time, Brinker may also participate as a sponsor of conferences and educational and promotional events organized by solicitor firms. Fees paid by Brinker for such sponsorship opportunities help defray expenses associated with such events.

Such administrative or marketing fees or sponsorships are paid by Brinker from its own assets and do not result in any differential in the management fee charged by Brinker for accounts with respect to which Brinker pays such fees and those with respect to which it does not pay such fees. Since the compensation paid to the client's solicitor, particularly during any promotional programs, may be more than what the solicitor would receive if the client participated in investment programs sponsored by other investment advisers, the solicitor may have a financial incentive to recommend the Brinker programs over other programs or services.

## Item 5 – Account Requirements and Types of Clients

Brinker generally provides investment advice to individuals, banks or thrift institutions, trusts, estates or charitable institutions and other business entities. As noted in response to Item 4 under the heading "**General Description of Services**," Brinker provides the following services to the following clients:

- Core Asset Manager Program – Highly customized separate managed account manager-of-manager services under its "Core Asset Manager" program for clients with more than \$1.0 million of assets under management (although smaller accounts may be accepted from time to time), although pooled investment vehicles may also be used in lieu of allocating assets separately to an investment manager.
- Personal Portfolios Program – A discretionary managed account allocated among separate account managers, pooled investment vehicles (such as registered mutual funds, ETFs, etc.) and other fixed income and equity securities under its Personal Portfolios program for clients with at least \$100,000 of assets under management. For investors who are looking for a socially responsible investment alternative, Brinker offers a variant of its standard Brinker Capital Crystal Strategy I program, called ESG Crystal Strategy I, in which Brinker selects managers and investment products that explicitly state a concern for environmental, social and governance consequences as either an investment objective or investment philosophy.
- Brinker Capital Crystal Strategies Program – Brinker-managed portfolios (\$100,000 minimum) that use hedging techniques to provide protection against downside risk made available to clients in its Core Asset Manager and Personal Portfolios programs, as a component of their overall asset allocation or as a stand-alone or complementary investment allocation:
  - *Crystal Strategy I* - A discretionary absolute return investment management program managed by Brinker. Brinker also offers a variant of its standard Brinker Capital Crystal Strategy I program, called ESG Crystal Strategy I, in which Brinker selects, when possible, managers and investment products that explicitly state a concern for environmental, social and governance consequences as either an investment objective or investment philosophy.
  - *Diversified Income* – A portfolio invested across many different asset classes and investment vehicles including, but not limited to mutual funds, ETFs, and individual stocks, managed by Brinker on a discretionary basis with the goal of generating income which meaningfully exceeds that of traditional domestic equities but with lower volatility over a full market cycle.
- Other Brinker Managed Strategies – Brinker-managed portfolios available to clients in the Core Asset Manager and/or Personal Portfolios programs, as a component of their overall asset allocation or as a stand-alone or complementary investment allocation:
  - *Asset Class Strategies* – Several different model portfolios based on the five asset classes or a combination thereof: domestic equity (large, mid cap and small cap), international equity, fixed income, real assets and alternatives, managed by Brinker on a discretionary basis and marketed under the name "Brinker Asset Class Strategies" for clients with at least \$100,000 of assets invested in any one Complementary Asset Class Strategy and at least \$250,000 for any one Core Asset Class Strategy. Brinker makes its Asset Class Strategies available to clients in its Core Asset Manager program.

- *Direct Research Portfolios* – Portfolios managed by Brinker based upon research and recommendations provided by unaffiliated investment firms that usually do not provide separate account portfolio management. Brinker makes its Direct Research portfolios available to clients in its Core Asset Manager (\$100,000 minimum per portfolio) and Personal Portfolios programs.
- Personal Benchmark Program – A multi-asset class, multi-strategy investment program for clients with at least \$250,000 of assets under management that seeks to harness the concepts of mental accounting and reduce emotional decision-making by assigning purpose and allocating assets to various investment categories based on risk.

Exceptions to these minimums may be made on a case-by-case basis.

Generally, the Core Asset Manager, Personal Portfolios, Personal Benchmark and the Brinker Capital Crystal Strategies programs as well as the Brinker Asset Class Strategies *require* the client to designate either NFS or Schwab in the investment advisory agreement as the client's custodian and clearing broker and authorize Brinker to effect all equity trades through the designated custodian unless Brinker, the style manager, the coordinating sub-adviser (which is currently Brinker) and/or the investment manager (as applicable) determine that better execution may be obtained through an alternative broker. All fixed income transactions are executed through brokers other than the designated custodian and Brinker and other managers have authority to select brokers to effect such trades.

In evaluating which broker or dealer other than the designated custodian will provide best execution, Brinker, the style manager, the coordinating sub-adviser and/or the investment manager (as applicable) will consider the full range and quality of a broker's or dealer's services including, among other things, the value of research provided, execution capability, commission rate, financial responsibility, market making capabilities and responsiveness. Although Brinker currently does not receive any soft dollar benefits, Brinker may in the future select broker-dealers that provide research or other transaction-related services and may cause the account to pay such broker-dealer commissions for effecting transactions in excess of commissions other broker-dealers may have charged. In such event Brinker will revise this Wrap Fee Brochure to discuss any soft dollar benefits it receives. Such research and other services may be used for Brinker's own and for other client and affiliate client accounts to the extent permitted by law.

Both NFS' and Schwab's execution procedures are designed to make every attempt to obtain the best execution possible, although there can be no assurance that it can be obtained. Clients should consider whether or not the appointment of NFS or Schwab, as applicable, as the sole broker for equity trades may or may not result in certain costs or disadvantages to the client as a possible result of less favorable executions. Execution through a broker other than the designated custodian will increase costs to the client because Brinker's fee does not include brokerage fees or commissions associated with trades executed through a broker-dealer other than the designated custodian and does not include markups and markdowns. Because of this, in order to minimize a client's trading costs, most trades for client accounts are executed through the designated custodian.

In as much as the investment advisory agreement for the Core Asset Manager, Personal Portfolios, Personal Benchmark and Crystal Strategies programs designates NFS or Schwab as the client's custodian and clearing broker, portfolio managers generally lack authority to select broker-dealers to execute trades in equity securities in the client's account. Accordingly, portfolio managers are not authorized to negotiate commissions and the client's account may not be able to participate in block trades effected by a portfolio

manager for its other accounts. As a result, from time to time, a client's accounts may not obtain best execution on a particular trade. However, on a case by case basis, Brinker will authorize a portfolio manager for a Core Asset Manager account to effect trades of equity securities through another broker-dealer, if it determines that the designated custodian cannot provide best execution for the account.

While Brinker requires its clients to use NFS or Schwab as their custodian and broker, Brinker's clients will decide whether to do so and open an account with NFS or Schwab (as applicable) by entering into an account agreement directly with such firm. Brinker does not open the account for the client. Generally, if a prospective client does not wish to place the client's assets with NFS or Schwab, then Brinker cannot manage the client's account. (From time to time, very large accounts participating in the Core Asset Manager program may use a firm other than NFS or Schwab as their custodian.) Not all advisers require their clients to use a particular broker-dealer or other custodian selected by the adviser. Even though client accounts are maintained at NFS or Schwab, Brinker and investment managers retained by Brinker to manage client accounts can still use other brokers to execute trades for the client's account, as described in the preceding paragraphs.



## **Item 6 – Portfolio Manager Selection and Evaluation**

### **INVESTMENT MANAGEMENT SEARCH AND SELECTION**

Investment advisory firms ("managers") are chosen to participate in the Program through a combination of comprehensive objective and subjective research and analysis. Although most of the managers in the Program calculate performance in accordance with Global Investment Performance Standards (GIPS®) guidelines, some managers in the Program may use different methodologies in calculating performance information supplied to Brinker. Where GIPS® guidelines are not used, performance information may not be calculated on a uniform and consistent basis throughout the period reported. Brinker does not independently verify historical performance data. However, detailed analyses of historical performance and trends are supplied by independent third parties. Performance is analyzed, not only from a total return perspective, but also with heavy emphasis on risk measures, style trends and comparisons to universes of managers with similar investment philosophies and processes.

Brinker screens the managers, mutual funds, ETFs and other investment products using both quantitative and qualitative evaluation criteria to identify those with superior investment performance as compared to other managers and funds with comparable asset class and style characteristics. These criteria include style analysis, long-term performance against appropriate benchmarks, manager tenure, expense ratios and assets under management.

Managers and funds chosen to participate in the Core Asset Manager, Personal Portfolios and Destinations programs must complete a detailed questionnaire providing a wide variety of information, including firm history, personnel, investment philosophies and processes and typical portfolio characteristics. In addition, an authorized person of Brinker will conduct an extensive due diligence review prior to inclusion of the portfolio manager in such programs.

Selecting the best combination of strategies is critical to the long-term success of the investment policy the client has chosen to follow. Brinker matches the client's requirements with those managers who have been approved to work in our Program and whose style and characteristics, based upon information provided in the client questionnaire and in consultation with the client or the client's advisers, best match the investment objectives of the client. Specific portfolio managers are recommended to clients participating in the Core Asset Manager program based upon the client's investment goals, needs and risk tolerance. Managers with management styles, investment processes and historical risk parameters that match the needs of the client are recommended or suggested through the use of "investment strategy proposals". The rationale behind the recommendation is explained individually to prospective clients through their solicitor. Brinker will recommend the replacement of a portfolio manager for any one of a variety of reasons including, but not limited to, a change in the client's investment objectives or needs, a change in the investment style or process employed by the portfolio manager, a change in the manager's personnel, and/or under performance as compared to applicable benchmark indices and peer managers with comparable investment styles.

For clients participating in the Personal Portfolios or Personal Benchmark programs, Brinker recommends a specific investment strategy based upon the client's investment goals, needs and risk tolerance. Once the client selects an investment strategy, Brinker has full discretion to allocate assets in the client's account among various strategies, hire and fire the managers, to allocate assets to one or more Brinker Capital Crystal Strategy and/or one or more of the Brinker Capital Direct Research portfolios and purchase and sell mutual fund and ETF shares, in each case, consistent with the client's investment strategy and any reasonable restrictions imposed on the account by the client. Similarly, for clients who elect to be invested in the Brinker Capital Crystal Strategies and Asset Class Strategies, Brinker has full discretion to allocate assets in the client's account among various style managers and investment vehicles.

Brinker conducts ongoing reviews of the portfolio managers, mutual funds and alternative investments included in its programs through written and oral conversations, with both the managers themselves as well as industry consultants. This review focuses on a manager's personnel turnover, the quality of their investment process and any new investment strategies and the consistency of their performance history. Brinker's quarterly monitoring process also includes a review of the capital markets and current asset allocation strategies.

Clients participating in the Core Asset Manager program (including those with Asset Class Strategies) approve the retention of portfolio managers for the client's account, provided that Brinker has authority, to be exercised consistent with the client's goals and objectives, to substitute a portfolio manager based upon Brinker's evaluation of the manager. Brinker has complete discretion to select, hire and fire style managers managing assets of clients in the Personal Portfolios program (including the addition of a Brinker Capital Direct Research or Crystal Diversified Income portfolio), Brinker Capital Crystal Strategies, Asset Class Strategies and Personal Benchmark program, as well as to select, purchase and sell mutual funds for client's participating in such programs and invested in such strategies, to be exercised consistent with the approved investment strategy.

For each client, Brinker will construct an asset and portfolio allocation that reflects any specific information pertaining to the client's account including investment guidelines that have been determined through the client's investment strategy questionnaire and any explicit instructions and will communicate such information to the portfolio manager as necessary in connection with the management of the client's account.

The portfolio managers that have been approved for use in the Brinker programs are directly accessible to our clients through the coordination of Brinker's home office. Conference calls with the managers on various subjects ranging from changing market conditions to particular stock selections in the client's portfolio are available.

Brinker organizes educational seminars for solicitors and advisors that may be sponsored or co-sponsored by various money managers and mutual funds that participate in the Brinker Capital Partners program. Portfolio managers who participate in this program pay a fee which is used to defray expenses associated with such events. A portfolio manager's participation in the program is voluntary. Brinker does not consider a portfolio manager's participation in the Brinker Capital Partners program in making manager recommendations to clients.

## **CONFLICTS OF INTEREST**

From time to time, portfolio managers and/or Investment Committee members may have a conflict of interest when making an investment recommendation, including any benefits it, or Brinker, receives from a third party. When a particular investment recommendation creates a conflict of interest, a portfolio manager or an Investment Committee member will (i) ensure the nature and extent of his or her interest is fully disclosed prior to the transaction, including disclosure of any direct or indirect compensation the portfolio manager, Investment Committee member or Brinker receives in connection with the transaction and (ii) make the recommendation only if he or she has a reasonable belief that the transaction is in the client's best interest.

### **Brinker Acting as Portfolio Manager**

As discussed in Item 4 of this Wrap Fee Brochure under the heading "**PERSONAL PORTFOLIOS PROGRAM**", Brinker, in its discretion, may act as a style manager for the Brinker Capital Direct Research portfolios and/or include one of its Crystal Strategies as part of the allocation in investment strategies

offered to clients in the Personal Portfolios program. To the extent that these Brinker managed portfolios replace an unaffiliated manager, Brinker would retain the portion of the fee that would otherwise have been paid to the unaffiliated manager, which may give Brinker an incentive to allocate a portion of the account to the Brinker Capital Direct Research portfolio or the Crystal Strategies portfolio instead of allocating assets to separate account managers.

In addition, as discussed in Item 4 under the headings “**CORE ASSET MANAGER PROGRAM**” and “**BRINKER ASSET CLASS STRATEGIES**,” Brinker may recommend a Brinker managed strategy (i.e., Brinker Capital Direct Research, Crystal Strategy I or Diversified Income and/or Asset Class Strategy) to clients participating in the Core Asset Manager or Personal Portfolios programs. Brinker’s fee for assets allocated to Brinker managed strategies is generally lower than its fee for allocations to unaffiliated separate account managers, but the overall cost to the client also includes the internal fees and expenses of any fund investments. Furthermore, since Brinker provides asset management for Brinker managed strategies, Brinker generally will retain a larger portion of the fee paid by the client (which Brinker might otherwise have paid to an unaffiliated manager), which may give Brinker an incentive to recommend allocating a portion of a client’s account to a Brinker managed strategy instead of to one or more separate account managers. When Brinker selects itself to act as a style manager for the Brinker Capital Direct Research portfolios or includes its Crystal Strategy I or Crystal Diversified Income or Asset Class Securities as part of the allocation in investment strategies offered to clients in the Personal Portfolios or Core Asset Manager program, as applicable, Brinker uses the same initial and ongoing due diligence evaluation processes as it does for unaffiliated managers.

Brinker’s Investment Committee reviews the recommended allocations to Asset Class Strategies, Crystal Strategy I, Crystal Diversified Income and Brinker Capital Direct Research portfolios and Personal Portfolios allocations on an annual basis to ensure that the selection of a Brinker managed strategy is in the client’s best interest.

### **Performance-Based Fees and Side-By-Side Management**

Brinker does not charge any performance-based fees (fees based on a share of capital gains or on capital appreciation of the assets of a client).

Brinker does not participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

### **INVESTMENT STRATEGY DEVELOPMENT**

Critical to the success of any investment plan is a sharply focused, well-defined strategy that accounts for risk tolerances, rate of return targets and liquidity needs. Brinker uses an investment strategy questionnaire to assist in developing a recommended or suggested investment strategy for each client.

#### **Investment Strategy Questionnaire**

Each client in the Core Asset Manager, Personal Portfolios and Brinker Capital Crystal Strategies programs completes an investment strategy questionnaire which identifies the client's objectives, assets, risk tolerance, personal situation and investment experience. Brinker utilizes its proprietary computerized software program ("ProGen") to analyze the investment strategy questionnaire and recommends an appropriate investment strategy based on the result of such analysis. Brinker’s Due Diligence Team is responsible for maintaining the ProGen logic, which includes maintaining the investment strategy questionnaire. If a client requires a more custom analysis, the investment strategy questionnaire will be reviewed by an appropriate member of Brinker’s investment strategy team. When creating an investment

strategy profile, Brinker considers various factors, including, but not limited to, the client's risk aversion, investment time horizon, liquidity needs, tax bracket and account type. Brinker also considers the client's level of investable assets and desired level of investment discretion in recommending whether the allocation will be created in the Core Asset Manager, Personal Portfolios, Brinker Capital Crystal Strategies or Personal Benchmark program.

### **Asset Allocation Process**

Once Brinker has created an investment strategy profile, it creates an asset allocation to "match" the client's objectives with investment strategies using investment disciplines that are suitable for achieving the client's stated goals. In following its asset allocation process, Brinker strives to (i) achieve the client's nominal and real rate of return targets while identifying an appropriate level of risk and (ii) establish permissible concentration levels for assets in specific asset classes. For discretionary portfolios, each program will be managed within the stated ranges for major asset classes. These ranges, including any changes thereto, are approved by Brinker's Investment Committee. With respect to any investment recommendation, none of Brinker or any portfolio manager and/or the Investment Committee members, favors one client or group of clients at the expense of other clients.

### **Investment Strategy Due Diligence Procedures**

New investment strategies, including, but not limited to, separate accounts managed by unaffiliated managers, and Funds, may be evaluated and selected based upon several factors, such as style analysis, performance, information obtained through a meeting with appropriate manager personnel and investment strategy questionnaire responses. The Due Diligence Team makes determinations with respect to any new investment strategies using their professional judgment and experience while taking these factors into consideration.

### **SUMMARY OF PROXY VOTING**

In the Core Asset Manager, Personal Portfolios, Personal Benchmark and Brinker Capital Crystal Strategies programs, the client authorizes Brinker to appoint the various money managers to vote proxies for securities held in the client's account with such manager. Brinker will vote proxies in accordance with the instructions of the money manager(s) for securities held in the client's account with the manager or under such money manager's model, provided that the instructions are timely received by Brinker. If the money manager's instructions are not timely received, Brinker shall vote the proxies for these securities, as well as proxies for any other securities held in the client's account, in accordance with the recommendations provided by an independent proxy voting advisory service (a "Proxy Voter").

Brinker retains the right to vote proxies for mutual fund shares and individual securities held in client accounts *actively managed by Brinker* (e.g., Asset Class Strategies, Brinker Capital Crystal Strategies, Personal Portfolios and Personal Benchmark). Generally, Brinker votes such proxies in accordance with recommendations provided by a Proxy Voter. However, Brinker retains the right to vote the proxies without a recommendation from a Proxy Voter if Brinker client accounts own in the aggregate one percent (1%) or more of the outstanding shares of the issuer as of the record date, provided that all such decisions are made in accordance with Brinker's Proxy Voting Policy and Procedures (the "Voting Policy"). In the event Brinker is voting such proxies without a recommendation from a Proxy Voter, the guiding principle by which Brinker votes on all matters submitted to security holders is the maximization of the ultimate economic value of Brinker's clients' holdings (the "Guidelines"). Brinker is mindful that for ERISA and other covered person benefit plans, the focus on the realization of economic value is solely for the benefit of plan participants and their beneficiaries.

The Investment Committee has the responsibility to monitor proxy voting decisions for any conflicts of interests, regardless of whether they are actual or perceived. If at any time any supervised person becomes aware of any potential, actual or perceived conflict of interest, the supervised person is required to contact the Chair of the Investment Committee or the Chief Compliance Officer immediately and prior to the vote being cast, if possible.

The Investment Committee may cause any of the following actions to be taken in that regard:

- Vote the proxy in accordance with the vote indicated by the Guidelines;
- Vote the relevant proxy contrary to the vote that would be indicated by the Guidelines, provided that the reasons behind the voting decision are in the best interest of the client, are reasonably documented and are approved by the Chief Compliance Officer; or
- Direct the Proxy Voter to vote in accordance with its independent assessment of the matter.

If any potential conflict is either determined not to exist, or is resolved, the relevant portfolio manager, will determine the appropriate vote. The portfolio manager will retain all documents prepared by him/her (or at his/her direction) that were material to making a decision on how to vote or that memorializes the basis for the decision.

All investment managers in the Core Asset Manager and Personal Portfolios programs have adopted and implemented written policies and procedures. Brinker will provide these policies and procedures to each client using their investment management services in compliance with current regulations. A copy of Brinker's Voting Policy is available, upon request, by contacting Brinker's Chief Compliance Officer at 610-407-5500 ext. 1127.

Absent any legal or regulatory requirement to the contrary, it is generally Brinker's policy to maintain the confidentiality of the particular votes that it casts on behalf of its clients; however, Brinker will obtain and make available to the client the voting record of each investment manager with respect to the client's account upon receipt of a written request from such client. Any client may obtain details of how Brinker voted the securities in its account by contacting a Brinker Client Services representative at 800-333-4573 or at [clientservice@brinkercapital.com](mailto:clientservice@brinkercapital.com). The Proxy Voter posts information regarding that vote on its secure web site.

### **Item 7 – Client Information Provided to Portfolio Managers**

For each client, Brinker will construct an asset and portfolio allocation that reflects any specific information pertaining to the client's account including investment guidelines that have been determined through the client's investment strategy questionnaire and any explicit instructions and will communicate such information to the portfolio manager as necessary in connection with the management of the client's account.

When a client account is first opened managers are provided with client information and investment objectives, restrictions, dollar amounts, and whether client is subject to alternative minimum tax, if applicable. This may be provided when a client first selects a manager at the time the account is opened or when a new manager is added to an allocation as part of a manager rebalance or substitution. Brinker also provides client data to managers when a client informs Brinker of a material change to his or her account, such as a name change, a change in investment objectives and/or a change to the restrictions associated with the client's account. Managers can also request updated information from time to time in connection with an account.

Information communicated is generally name, address, social security number, dollar amount, restrictions, investment objectives, whether subject to alternative minimum tax and whether there are any systematic investments or distributions on an account. Managers may request a copy of the client investment advisory agreement.

### **Item 8 – Client Contact with Portfolio Managers**

The portfolio managers that have been approved for use in the programs are directly accessible to our clients through the coordination of our home office. Conference calls with the managers on various subjects ranging from changing market conditions to particular stock selections in the client's portfolio are available.

## **Item 9 – Additional Information**

### **DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to client's evaluation of Brinker or the integrity of Brinker's management. Brinker has no information applicable to this Item 9.

### **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

#### **Broker-Dealer Registrations**

Brinker Capital Securities, Inc. is a registered broker-dealer and an affiliate of Brinker. Brinker Capital Securities, Inc. acts as introducing broker under a clearing agreement with National Financial Services, LLC ("NFS") for all accounts custodied at NFS other than those introduced by Fidelity Brokerage Services, LLC, an NFS affiliated broker-dealer.

#### **Other Registrations**

Neither Brinker nor any of its management persons are registered or have applications pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

#### **Relationships with Related Persons**

As stated above, Brinker Capital Securities, Inc. acts as introducing broker under the clearing agreement with NFS for all accounts custodied at NFS other than those introduced by Fidelity Brokerage Services, LLC. Brinker Capital Securities, Inc. receives no commissions in connection with securities transactions in wrap fee accounts for which it acts as introducing broker.

Brinker Capital Securities, Inc. may also receive a placement fee in connection with the sale of Private Funds to Brinker's clients. Such fees, if any, will be fully disclosed and consented to by the client at the time of the investment. Brinker does not have authority to make such investments unless specifically approved by the client.

#### **Material Conflicts of Interest**

In the Core Asset Manager, Personal Portfolios, Personal Benchmark and Brinker Capital Crystal Strategies programs and Brinker Asset Class Strategies, Brinker has the choice of using either non-transaction fee ("NTF") funds or transaction fee funds. Brinker also uses NTF funds exclusively in its Destinations mutual fund allocation models which are utilized in constructing Personal Benchmark portfolios. While transaction fee funds generally have a lower expense ratio to the client than an NTF fund, the clearing and custody costs paid by Brinker are higher for transaction fee funds than for NTF funds. This may create a conflict by giving Brinker the incentive to select NTF funds in order to reduce the clearing and custody fees for its client's accounts, instead of selecting transaction fee funds that may have a lower expense ratio to the client. In order to address this potential conflict, Brinker pays the custodian an asset-based fee for clearing and custody, which Brinker has taken into account when establishing its fee schedule(s) for these programs.

Brinker organizes educational seminars for solicitors that may be sponsored or co-sponsored by various money managers and mutual fund managers that participate in the Brinker Capital Partners program. Portfolio managers who participate in this program pay a fee which is used to defray expenses associated with such events. A portfolio manager's participation in the program is voluntary. Brinker does not consider a portfolio manager's participation in the Brinker Capital Partners program in making manager recommendations to clients.

For a discussion regarding the potential conflict of interest that could arise when Brinker acts as a style manager for the Brinker Capital Direct Research portfolios, includes its Crystal Strategy I or Crystal Diversified Income as part of the allocation in the Personal Portfolios program, and/or includes a Crystal Strategy, a Brinker Asset Class Strategy, and/or a Brinker Capital Direct Research portfolio in its recommendation to a Client participating in the Core Asset Manager program, see Item 6 of this Wrap Fee Brochure under the heading "**Conflicts of Interest – Brinker Acting as Portfolio Manager**".

Brinker receives certain economic benefits from NFS and Schwab in the form of support products and services these firms make available to Brinker. This may create an incentive to require clients to maintain their accounts with NFS or Schwab based on the benefits Brinker receives rather than the client's interest in receiving the most favorable execution of transactions, which is a potential conflict of interest. Brinker believes, however, that the selection of these firms as custodian and broker is in the best interest of its clients. It is primarily supported by the scope, quality and price of their services (based upon the factors discussed above) and not on those services that benefit only Brinker. Furthermore, Brinker establishes its all-inclusive fee taking into account the compensation it pays to the custodian and clearing firm, so Brinker's clients directly benefit from the favorable pricing associated with this directed brokerage.

Brinker has adopted and implemented policies and procedures it believes are reasonably designed to manage these conflicts of interest and to prevent violations of applicable law.

#### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Brinker has adopted a Code of Ethics (the "Code") which meets the requirements of Rule 204A-1 promulgated under the Investment Advisers Act of 1940. The Code sets forth a standard of business conduct required of all of its supervised persons (which includes all of Brinker's officers, directors and employees as well as any other person who provides advice on behalf of Brinker and is subject to Brinker's supervision and control). Brinker effectively treats each supervised person (and thus, each employee) as an "access person" (as defined in Rule 204A-1). Brinker's supervised persons do not include employees of unaffiliated investment managers, each of whom is required to adopt its own code of ethics applicable to these individuals.

The Code is based, in part, upon the principle that supervised persons owe a fiduciary duty to Brinker's clients. Each supervised person must act in a manner as to avoid (1) serving his/her own personal interests ahead of Brinker's clients; (ii) taking inappropriate advantage of his/her position with Brinker; and (iii) any actual or potential conflicts of interest or any abuse of his/her position of trust and responsibility.

The Code provides that supervised persons and members of their households may not:

- trade in any security while in possession of material nonpublic information about the issuer of a security;
- communicate material nonpublic information about any publicly traded issuer of any securities to anyone else except in the ordinary course of his/her employment-related duties;
- disclose to other persons the securities activities engaged in or contemplated for Brinker's client portfolios; or
- disclose the holdings in a client's portfolios (except, in the case of any employee of Brinker or any of its affiliates, as required to carry out his or her employment-related duties to Brinker's clients or as required by applicable securities laws).



In addition, each supervised person must:

- conduct all of his/her business activities in accordance with the requirements of the Code and consistent with Brinker's fiduciary duties to its clients;
- comply with all applicable federal securities laws;
- promptly report any violations of the Code to Brinker's Chief Compliance Officer or Compliance Manager; and
- annually certify that he/she has received, read and understands the Code, has complied with all requirements of the Code and disclosed all personal securities transactions required pursuant to the Code.

Each supervised person has already furnished to the Compliance Department a list of all securities required to be reported under the Rule in which either such supervised person or members of his/her household own a beneficial interest ("Reportable Securities"), which list must be updated annually. In addition, by the tenth day following each calendar quarter, each supervised person must provide the Compliance Department with reports of all Reportable Securities transactions during such quarter. Each supervised person is required to cause their brokers to send duplicate copies of all confirmations and statements for accounts in which they have a beneficial interest to Brinker's Compliance Department.

Brinker has no direct or indirect control over the investment decision-making process of unaffiliated investment managers. Accordingly, since Brinker's employees are generally not aware of investment decisions of unaffiliated managers, Brinker's employees may buy or sell for their personal accounts securities which are recommended by investment managers for client portfolios. However, if Brinker receives confidential information regarding an issuer from an investment manager, it may establish a restricted list for such securities. In addition, securities (other than mutual funds and ETFs) acquired for accounts which are managed by Brinker (such as the Brinker Capital Crystal Strategies, Brinker Capital Direct Research Strategy, Asset Class Strategy and/or Diversified Income) are placed on a restricted list. Supervised persons are prohibited from personally, or on behalf of a household member, purchasing any securities on a restricted list. In the event that an employee owns a security that was purchased prior to being placed on the restricted list, the employee must obtain approval (pre-clearance) from the Chief Compliance Officer prior to entering any securities transaction in their personal accounts for the sale of that security.

In addition, each supervised person must receive prior approval from Brinker's Chief Executive Officer or his designee for (i) any purchase of securities in an initial public offering or a limited offering for the benefit of such supervised person or member of his/her household or (ii) serving on the boards of directors of any public corporation.

Supervised persons are also subject to restrictions on giving gifts to, or receiving gifts from, certain persons and in dollar amounts that exceed a certain *de minimis* amount.

A copy of the Code is available, upon request, by contacting Brinker's Chief Compliance Officer at 610-407-5500 ext. 1127.

## **REVIEW OF ACCOUNTS**

Based on information provided by the client to Brinker on Brinker's investment strategy questionnaire concerning the client's objectives, assets, risk tolerance, personal situation and investment experience, Brinker will recommend an asset allocation involving various asset classifications and investment styles and will identify for the client suitable portfolio managers or other investments to implement the investment disciplines included in the agreed upon investment strategy. Thereafter, Brinker monitors the performance of each investment discipline. Brinker provides the client with written quarterly performance reports on the performance of the client's total account compared to standard industry indices.

Brinker does not review specific investments made by unaffiliated managers of separate accounts or Funds. Brinker does not rebalance or change the asset allocation in a client's non-discretionary Core Asset Manager account unless the client requests Brinker to review the agreed upon investment strategy. Brinker does rebalance and actively change the asset allocation of Personal Portfolios, Personal Benchmark and Brinker Capital Crystal Strategies accounts, discretionary accounts within Core Asset Manager, Brinker Capital Direct Research and Asset Class Strategies portfolios as warranted and reviews Personal Portfolios and Personal Benchmark client accounts annually for fee break points and asset levels. Brinker does not change the investment strategy in a Personal Portfolios, Personal Benchmark or Brinker Capital Crystal Strategies account unless the client requests Brinker to review the agreed upon investment strategy.

Before Brinker includes a portfolio manager's investment discipline, mutual fund or other pooled investment vehicle in Brinker's investment programs, Brinker conducts a review of the investment management firm as well as the specific discipline or Fund. Investment management firms and specific investment disciplines and Funds are reviewed and selected based on such criteria as their proven investment management expertise, the soundness of their investment process, the quality of their professionals, and the consistency of their performance. Managers' investment disciplines for separately managed accounts and Private Funds are reviewed on an ongoing basis to ensure that they continue to meet Brinker's requirements. These reviews may include reviews of performance, style, consistency, questionnaires, as well as personal meetings with portfolio managers and other representatives from investment management firms. Brinker reviews mutual funds at least quarterly. Reviewers are trained by the select senior investment managers; who, in turn, are supervised by the Investment Committee. The Investment Committee members are: Charles Widger, Executive Chairman; John Coyne, Vice Chairman; Noreen Beaman, Chief Executive Officer; Leo Dolan, Senior Managing Director Wealth Advisory; and Thomas K. R. Wilson, Managing Director of Institutional Investments & Private Client Group. The reviewers are select members of the investment department including, but not limited to, research analysts and investment managers.

The Crystal Strategy I, Personal Portfolios, Core Asset Manager programs, Personal Benchmark and Asset Class Strategies each have a separate investment team that is responsible for conducting research. Such research is shared across the investment teams for the various programs. Crystal Diversified Income is managed by members of the Crystal Strategies and Personal Portfolios investment teams. The Asset Class Strategy and Crystal Strategies programs may use third party research and/or use the judgment of Brinker's Investment Department. Brinker's Investment Committee reviews the Crystal Strategies and Asset Class Strategies portfolios and Personal Portfolios and Personal Benchmark allocations four times a year to ensure that allocations are managed according to the investment policy guidelines.

## **ECONOMIC BENEFITS**

For Brinker's Personal Portfolios, Personal Benchmark, Core Asset Manager and Crystal Strategies programs, Brinker may receive Rule 12b-1 fees from money market funds in which client funds are invested (in accordance with the client's direction), to the extent consistent with ERISA, if applicable.

The client, not Brinker, selects the money market fund. See Item 4 of this Wrap Fee Brochure under the heading "OTHER FEES -

Brinker organizes educational seminars for solicitors that may be sponsored or co-sponsored by various money managers and mutual fund managers that participate in the Brinker Capital Partners program. Portfolio managers who participate in this program pay a fee which is used to defray expenses associated with such events. A portfolio manager's participation in the program is voluntary. Brinker does not consider a portfolio manager's participation in the Brinker Capital Partners program in making manager recommendations to clients.

At the client's request Brinker may facilitate lending arrangements between the client and a bank using the securities in the client's account as collateral. Brinker does not provide advice in connection with such lending arrangements.

For a discussion regarding fees in connection with client referrals see Item 4 of this Wrap Fee Brochure under the heading "**REFERRAL ARRANGEMENTS**".

Brinker receives economic benefits from NFS and Schwab in the form of the support products and services these firms make available to Brinker and other independent investment advisers that have their clients maintain accounts at these broker-dealer firms. These products and services, how they benefit Brinker, and the related conflicts of interest are described in Item 12 of Part 2A of Brinker's Form ADV under the heading "**Products and Services Available to Brinker from NFS and Schwab**". The availability to Brinker of these products and services is not based on Brinker giving particular investment advice, such as buying particular securities for Brinker clients.

## **FINANCIAL INFORMATION APPLICABLE TO WRAP FEE CLIENTS**

### **Audited Balance Sheet**

The requirement to provide an audited balance sheet is not applicable to Brinker as it does not require clients to prepay fees six months or more in advance.

### **Financial Condition Disclosures**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Brinker's financial condition. Brinker has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.