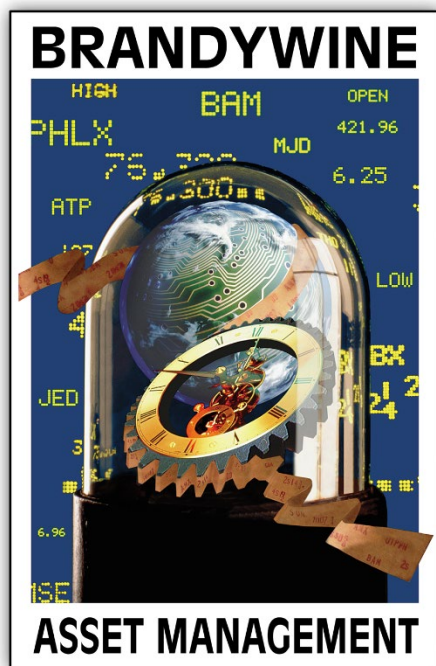


FORM ADV PART 2A DISCLOSURE BROCHURE

Item 1: Cover page

**Office Address:**

The Mill
381 Brinton Lake Road
Thornton, PA 19373

Telephone:

610.361.1000

Email:

mike@brandywine.com

Website:

www.brandywine.com

This brochure provides information about the qualifications and business practices of Brandywine Asset Management, Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 610.361.1000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Brandywine Asset Management, Inc. (IARD/CRD #307564) is available on the SEC's website at www.adviserinfo.sec.gov

September 1, 2024

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of Brandywine Asset Management, Inc.'s Brochure.

Material Changes since the Last Update

None.

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for Brandywine Asset Management.

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Item 4: Advisory Business

Firm Description

Brandywine Asset Management, Inc. (“Brandywine”) is a registered investment adviser with its primary office in Pennsylvania. Brandywine is organized as a S Corp under the laws of the Commonwealth of Pennsylvania. Michael Dever is 100% owner. Brandywine is an asset management firm that manages investment funds and separately managed accounts on a discretionary basis pursuant to proprietary investment programs developed and managed by Brandywine. Brandywine does not provide financial planning or comprehensive investment advisory services or sell annuities, insurance, stocks, bonds, or other commissioned products.

Brandywine may receive a combination of asset-based management and performance-based fees as compensation.

Types of Advisory Services

Brandywine manages a suite of funds that are used in 401(k) and other qualified retirement plans plus a private hedge fund and managed accounts that are available only to “qualified investors.” In referring to qualified investors, we are specifically referencing that we only offer direct advisory services to those meeting the SEC standard of a person or institution being an “accredited investor” or “qualified purchaser.” Investors meeting this criteria may inquire about investing in one of Brandywine’s funds or a managed account. When providing asset management services Brandywine does so on a discretionary basis (Brandywine has the authority to determine the type and amount of securities or other investments to be bought or sold in the fund or your managed account). For more information please see Item 16 of this Form ADV Part 2A.

Collective Investment Trust

Brandywine is the investment manager for the 14 funds in the Brandywine Collective Investment Trust (“CIT”), which are structured to be used in U.S. qualified retirement plans, such as 401(k) plans and other plans subject to regulations contained within the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The funds are managed pursuant to Brandywine’s philosophy that “Reduced Loss = Increased Returns” and therefore maintain downside protection on a portion of the assets in each fund. The CIT is bank maintained and not registered with the Securities and Exchange Commission, and its underlying funds are not mutual funds registered under the Investment Company Act of 1940, as amended (“1940 Act”), and are not securities registered under the Securities Act of 1933, as amended, or applicable securities laws of any state or other jurisdiction. The regulations applicable to the CIT are different from those applicable to a mutual fund.

These are the 14 funds Brandywine manages within the Brandywine Collective Investment Trust:

- | | | |
|-------------------------------|----------------------------------|----------------------------------|
| 1. Brandywine Large Cap | 7. Focus International | 10. Brandywine Target 2060 |
| 2. Summit Large Cap Growth | 8. Foundation Core Bond | 11. Brandywine Target 2050 |
| 3. Advantage Large Cap Value | 9. Foundation Diversified Income | 12. Brandywine Target 2040 |
| 4. Brandywine Extended Market | | 13. Brandywine Target 2030 |
| 5. Summit Small Cap Growth | | 14. Brandywine Target Retirement |
| 6. Summit Small Cap Value | | |

There is no minimum investment size for an investment into any of the funds within the Brandywine Collective Investment Trust.

Hedge Fund

Brandywine is the investment manager for Safer Equity Fund, LP, a limited partnership hedge fund that also follows an investment process based on the philosophy that Reduced Risk = Increased Returns. The minimum investment amount for Brandywine's hedge funds is generally \$750,000, although Brandywine has the discretion to increase or waive the minimum at its discretion.

Managed Accounts

Brandywine offers separately managed accounts that can be customized to pursue each client's individual requirements regarding benchmark exposure (or none), risk and return. The minimum investment for a separately managed account with Brandywine is \$25 million.

Client Assets Under Management

As of August 31, 2024, Brandywine provides continuous management services for \$175,000,000 in regulatory client assets on a discretionary basis.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

Brandywine's fees vary based on the product.

The Brandywine Collective Investment Trust charges a management fee ranging from 0.34% to 0.64% (annualized) depending on the underlying fund.

<u>Fund</u>	<u>Management Fee</u>
Brandywine Large Cap Founders Class	34 bps
Summit Large Cap Growth Founders Class	44 bps
Advantage Large Cap Value Founders Class	44 bps
Brandywine Extended Market Founders Class	54 bps
Summit Small Cap Growth Founders Class	64 bps
Advantage Small Cap Value Founders Class	64 bps
Focus International Founders Class	54 bps
Foundation Core Bond Founders Class	34 bps
Foundation Diversified Income Founders Class	49 bps
Foundation Preservation Founders Class	44 bps

Note: Brandywine charges 0% management fee on its target date funds since they invest into the underlying funds above.

Fees on Safer Equity Fund include a 2% per annum paid quarterly in advance, and a Performance Allocation equal to 20% of Net Profits exceeding the prior high-water mark.

Note: Fees may be modified on an account-by-account basis.

Fees on managed accounts are customized for each account based on a variety of factors including account size, benchmark or assets employed and targeted risk level.

Client Payment of Fees

Brandywine's management fees in regard to Collective Investment Trust (CITs) are paid to Brandywine monthly in arrears by the fund's trustee, Alta Trust Company.

Brandywine's Management Fee charged by its private limited partnerships is billed quarterly in advance and the Performance Allocation is paid at the end of each calendar year.

Brandywine's fees related to each separately managed account is negotiated individually with each client but will generally include a combination of management and performance fees.

Additional Client Fees Charged

Also in addition to the asset management and/or performance-based fee assessed to clients in a Fund managed by Brandywine, each Fund bears all costs and expenses directly related to its investment program, including: costs associated with specific investment transactions affected or positions held for a Fund's account including all fees and costs of the purchase of and the sale of interests in all investments of a Fund; underwriting and private placements; brokerage commissions; custody fees and any withholding or transfer taxes imposed on the Fund. The Fund also bears all out-of-pocket costs of the administration of a Fund, including accounting, audit and legal expenses, research and research-related expenses, and costs associated with reporting and providing information to existing and prospective Fund investors. Brandywine may, however, in its sole discretion, choose to absorb any such expenses incurred on behalf of the Fund. The above list and description of costs and investments that a Fund may bear is not complete. Thus, investors should refer to the offering document for each Fund for a complete description and list of costs and expenses that each Fund may bear.

For more details on the brokerage practices, see Item 12 of this brochure.

External Compensation for the Sale of Securities to Clients

Other than the compensation to Brandywine previously described, Brandywine does not receive any external compensation for the sale of securities to clients, but representatives of unaffiliated registered investment advisors or broker dealers may receive compensation for directing clients to Brandywine's funds or managed accounts.

This represents a conflict of interest because it gives an incentive to recommend products based on the compensation received. As registered representatives, investment advisor representatives of Brandywine do not charge advisory fees for the services offered through unaffiliated broker dealers. This conflict is mitigated by the fact that, with regard to investments made into the CIT, investment advisor representatives of Brandywine have a fiduciary responsibility to place the best interest of the client first and clients are not required to purchase any products or services. Clients have the option to purchase these products through another registered representative of their choosing.

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

Sharing of Performance

Brandywine receives management fees only and does not receive performance-based fees for its management of the CIT funds.

Brandywine does receive performance-based fees for its management of the Hedge Fund and may receive performance-based fees for its management of separately managed accounts. The underlying investors in the Hedge Fund, while not considered clients of Brandywine under the Investment Advisers Act of 1940, are persons that are "accredited investors" within the meaning of Regulation D of the Securities Act of 1933, as amended and "qualified purchasers" under Section 2(a)(51) of the Investment Company Act of 1940. The CIT funds and hedge fund operate under CFTC exemption 4.13(a)(3), which provides relief from CFTC registration in cases where the fund trades a minimal amount of futures.

Separately managed account clients must be "Qualified Clients" under Rule 205-3 of the Investment Advisers Act of 1940. If the separately managed account requires registration with the Commodity Futures Trading Commission, the client must also satisfy the requirements to be a "Qualified Eligible Participant" pursuant to rule 4.7(a)(2) of the Commodity Exchange Act ("CEA"), which in short means individuals may be accredited investors, Qualified Clients, Qualified Eligible Participants and Qualified Purchasers.

Brandywine's performance fees are based on a share of the profits in client accounts managed by Brandywine. Performance-based compensation aligns Brandywine interests with those of the client. While performance-based fees may create an incentive for Brandywine to recommend an investment that may carry a higher degree of risk to the client, because Brandywine's investment programs are systematic in nature and pre-defined, this risk is mitigated.

Brandywine will comply with Rule 205-3 of the Investment Advisers Act of 1940 with respect to performance-based fees. Each investor is asked to have his/her attorney review the contractual agreement that specifies terms and conditions of the negotiated business arrangement. Either party may terminate the contract by notifying the other party in writing in advance of termination.

Item 7: Types of Clients

Description

Brandywine provides investment advice to Collective Investment Trusts, ultra-high-net-worth individuals, corporations, and other business entities via funds and separately managed accounts.

Client relationships vary in scope and length of service.

Account Minimums

Brandywine requires no account minimums for investments into the CIT, \$750,000 for investments into the Hedge Fund and \$25,000,000 to open a separately managed account but reserves the right to modify, reduce or waive the minimum at its discretion.

Item 8: Investment Programs, Strategies and Risk of Loss

Investment Programs

Brandywine offers clients investment programs based on the philosophy that Reduced Loss = Increased Returns. Brandywine seeks to execute on this philosophy through the management of funds and separately managed accounts that invest pursuant to two broad categories of investment methodologies. Those that incorporate: 1) Direct downside protection, such as the purchase of put options or other products that increase in price when the underlying investments or benchmarks fall in price, or 2) True portfolio diversification.

1. Direct Downside Protection

The CIT Funds incorporate Brandywine's "Risk Replacement" methodology. Risk Replacement maintains exposure to global equity and/or fixed income benchmarks while it offsets the high risk of holding those positions with the purchase of put options, and then seeks to pay for the cost of that put option protection by investing in Brandywine's Return Driver Diversifier. The Return Driver Diversifier (see "True Portfolio Diversification" below) is not only designed to be a lower risk portfolio structured to pay for the cost of the put protection, but to also provide additional portfolio diversification to each fund.

With this approach the upside potential of holding the equity and fixed income investments remains intact. But their higher risk of the equity or fixed income investment is replaced by the lower risk of Brandywine's Return Driver Diversifier.

In Safer Equity Fund, Brandywine employs a protection strategy based on the purchase of VIX call options as the volatility of its benchmark, the S&P 500, rises to specific thresholds. As volatility generally increases when equities fall in price, this protection is designed to increase in price as equities fall in price.

Brandywine's separately managed accounts that employ direct downside protection may be customized to employ a variety of protection methods, including those employed in the CIT funds and Safer Equity Fund. Each client can establish the 'beta' exposure to protect, which could be the client's own portfolio or positions in stock indexes or individual securities purchased for the client by Brandywine, and then Brandywine combines that exposure with customized protection and potentially Brandywine's Return Driver Diversifier.

2. True Portfolio Diversification

Brandywine's Return Driver Diversifier is designed to employ true portfolio diversification as presented in Brandywine's founder's book, *Jackass Investing: Don't do it. Profit from it*. The Return Driver Diversifier employs dozens of separate investment strategies – each designed to profit from a logical, distinct Return Driver – to trade across more than 100 global financial and commodity markets. When used in Brandywine's funds and managed accounts, it is structured to both potentially pay for each account's protection strategy (such as the purchase of put options or VIX call options), as well as to provide additional portfolio diversification. This diversification value is also reflected in the near zero correlation of returns of the Return Driver Diversifier to those of equities, hedge funds, real estate, and fixed income benchmarks. This non-correlation and portfolio diversification also enables the creation of truly diversified portfolios, as they combine multiple uncorrelated trading strategies into balanced and systematically executed investment programs.

Investment Strategy

Brandywine's core investment philosophy is based on the belief that Reduced Loss = Increased Returns. Since 1982 Brandywine has been researching and investing pursuant to a wide range of investment strategies, including market neutral equity, long-short equity, mutual fund arbitrage, diversified and specialized managed futures, and real estate across a broad range of markets, including equities, fixed income, options, currencies, commodities and financial futures. Brandywine's investment programs have generally been comprised of multiple trading strategies, each based on a sound, logical Return Driver (based on behavioral, fundamental, arbitrage and quantitative data), that are systematically applied on a daily basis. This extensive library of trading strategies, combined with Brandywine's history of innovation, enables Brandywine to customize investment programs to meet specific client needs.

For example, Brandywine's CIT funds were developed in response to a request from a large pension fund consultant to develop a suite of funds that would not only have the potential to mitigate the negative effects of bear markets, but also help solve for 'Sequence of Return' risk. Traditionally, in order to reduce risk at, near or in retirement, target date funds increasingly reallocate assets in the funds from equities to bonds. But this is an indirect way to reduce risk, and as shown in 2022, does not always work. Brandywine's approach is to directly reduce risk by purchasing put options. To complete the innovation, Brandywine seeks to then pay for the cost of the put options and further diversify the funds (which may result in a further reduction of risk) by investing in Brandywine's Return Driver Diversifier.

Safer Equity Fund, while benchmarked to the S&P 500, incorporates downside protection in the form of the purchase of call options on the equity volatility indexes, such as the VIX. Rather than maintaining those positions at all times, as Brandywine does with the put protection in the CIT funds (which Brandywine then seeks to pay for through the use of the Return Driver Diversifier), the VIX call options are purchased only once market volatility starts to increase.

Brandywine's separately managed accounts are able to be customized to the needs of each investor using a combination of any of Brandywine's accumulated library of Return Driver based trading strategies and experience. One example is to protect an existing equity portfolio, with significant accrued capital gains, against bear market loss without selling positions or incurring taxable gains.

Material Risks

The transactions in which Brandywine generally engages involve trading risks. Growing competition in the markets as well as the development of sophisticated technology that is able to discover investment opportunities more rapidly may limit Brandywine's ability to take advantage of opportunities in rapidly changing markets.

No assurance can be given that Brandywine's trading strategies will be successful or produce the intended result or profits for a client. Because of the nature of Brandywine's investment programs, a clients' results will fluctuate from month to month and from period to period. Accordingly, clients should understand that the results of a particular period will not necessarily be indicative of results in future periods. Clients face the following investment risks and should discuss these risks with Brandywine:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market-wide reactions not necessarily associated with any given individual security's underlying fundamentals or other investment characteristics. Regardless of how well individual companies or securities perform, the value of a client's investment portfolio may decline due to deterioration within broader economic market conditions.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Non-domestic investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad times. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- *Dependence on key personnel:* Brandywine is dependent on the services of a limited number of people, and if the services of such key persons were to become unavailable, it could negatively affect the ability of Brandywine to provide its services.
- *Short-term investments:* Short-term investments are typically undertaken for one year or less and are often tactical in nature – attempting to take advantage of near-term changes in economic factors. Short-term investments may be undertaken to increase an investment portfolio's value but are generally undertaken to insulate an investment portfolio from some degree of decline in value. Short-term investing inherently requires investment or broader market timing. Poor timing can result in significant declines in investment value.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Options Trading:* Options are derivative securities. The value of an option is based upon the value of an underlying security or security index. The risks involved with trading options are that they are very time sensitive investments, and price

volatility is generally much higher for an option than for the underlying security the option contract is based upon. An option contract generally spans a few months but can extend out across multiple years. The buyer or seller of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur within the relevant time period (i.e., before the option expires). The pricing and valuation of an option contract is more complex than some other securities, and a particular contract's value may not be directly correlated to the underlying security's value. Additionally, options are less tangible than some other investments. An option is a "book-entry" only investment without a paper certificate of ownership.

Item 9: Disciplinary Information

Criminal or Civil Actions

Brandywine and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Brandywine and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Brandywine's management has not been involved in legal or disciplinary events related to past or present investment clients. Brandywine agreed to pay National Futures Association ("NFA") \$35,000 in 2007, without admitting or denying the allegation that Brandywine failed to timely file annual reports with NFA.

Item 10: Other Financial Industry Activities and Affiliations

Futures or Commodity Registration

Both Brandywine and its principals are registered as commodity pool operators ("CPOs") and commodity trading advisors ("CTAs") with the Commodity Futures Trading Commission ("CFTC") and are CPO and CTA member of the NFA.

Item 11: Code of Ethics, Involvement in Client Trading and Personal Trading

Code of Ethics Description

The employees of Brandywine have committed to a Code of Ethics ("Code"). The purpose of Brandywine's Code is to set forth standards of conduct expected of Brandywine employees and address conflicts that may arise. The Code defines acceptable behavior for employees of Brandywine. The Code reflects Brandywine and its supervised persons' responsibility to act in the best interest of their client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. Brandywine does not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

Brandywine's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No employee, officer or director of Brandywine may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Brandywine's Code is based on the guiding principle that the interests of the client are our top priority. Our officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

Brandywine will provide a copy of the Code of Ethics upon request.

Advisory Firm Purchase of Securities and Conflicts of Interest

Brandywine invests alongside clients in the same private funds managed by Brandywine and does not maintain a firm proprietary trading account to trade in individual securities. Other than the private funds managed by Brandywine, Brandywine does not have a material financial interest in any securities being held in Brandywine's funds or managed accounts and therefore no conflicts of interest exist.

Brandywine's employees may buy or sell securities for their own accounts and may buy or sell securities that are also held by clients in Brandywine's funds and managed accounts. In order to minimize conflicts of interest, Brandywine's employees are required to disclose all reportable securities transactions as well as provide Brandywine with copies of their brokerage statements.

The Chief Compliance Officer of Brandywine is Michael Dever. He reviews all employee trades each quarter. The personal trading reviews help mitigate that the personal trading of employees does not affect the markets and that clients of Brandywine have received preferential treatment over employee trades.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

For investors in managed accounts, Brandywine may recommend the use of a particular broker-dealer for securities transactions or Futures Commission Merchant ("FCM") for futures transactions or may utilize a broker-dealer or FCM of the client's choosing ("brokers" or "custodians"). Brandywine will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees, ability to accept electronic orders from Brandywine, market coverage and reporting ability. Brandywine relies on its brokers to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all

brokerage fees in addition to the advisory fees charged by Brandywine.

Aggregating Securities Transactions for Client Accounts

Brandywine may aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Brandywine. All clients participating in the aggregated order shall receive an allocation based on a systematic pre-arranged process designed to provide a comparable transaction price over time with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts

Account reviews are performed each day for each fund and account managed by Brandywine. This includes:

- calculation of risk and performance,
- determination that client accounts are being managed in line with each program's design, and
- potential changes that could be made to further benefit clients.

Clients in Brandywine's private funds also receive a monthly report summarizing the performance of their account. In addition, Brandywine makes an effort to ensure that, ninety (90) days after the end of each fiscal year, each investor in a fund is furnished with certified audited financial statements of the respective fund and to provide to investors any fund-related tax information necessary for the preparation of the investors' income tax returns.

Content of Client Provided Reports and Frequency

Sponsors and participants in qualified retirement plans that incorporate Brandywine's CIT funds receive updated performance daily as calculated by the CIT's trustee and the various record keepers for each retirement plan. Clients in private funds managed by Brandywine receive written account statements monthly. Private fund account statements are issued by each fund's third-party administrator. Separately managed account clients receive statements from Brandywine no less than quarterly. Managed account clients receive confirmations of each transaction in their account from the custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals

On occasion, Brandywine will make presentations to brokers and other selling agents in an effort to have such parties recommend to their own clients that they become clients of Brandywine or invest in Brandywine's Funds. Brandywine has a conflict of interest because selecting such brokers or selecting brokers who have already referred clients to Brandywine, to effect client transactions may encourage the referral of new clients by the brokers or their employees and registered representatives. This creates an incentive for Brandywine to direct more brokerage to such brokers in an effort to generate future referrals or obtain additional contributions. This incentive conflicts with Brandywine's duty to select brokers consistent with its duty to obtain best execution. Brandywine believes that it has developed adequate policies and procedures to monitor its selection of brokers who have referred or may refer clients to Brandywine.

Brandywine may agree to share a portion of the management fee or performance fee otherwise allocable to it with people who introduce clients to Brandywine. Any commissions and/or placement fees will only be paid to people who are properly registered, such as being registered as a broker-dealer under the Securities Act of 1934 or appropriately exempt therefrom.

Item 15: Custody

Account Statements

All assets are held by qualified custodians, which means the custodians provide account statements directly to the funds or managed account clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance reports prepared by Brandywine or each private fund's third-party administrator.

Pursuant to Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended, Brandywine satisfies its custody obligations by ensuring that all Funds are audited as required by the rule and that investors in the Funds receive the financial statements resulting from such audits as required.

Item 16: Investment Discretion

Discretionary Authority for Trading

Brandywine accepts discretionary authority to manage securities accounts on behalf of clients. Brandywine has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. Brandywine allows clients to place limitations and restrictions on accounts, if any, these will be documented in the client file. The client will authorize Advisor discretionary authority to execute selected investment program transactions as stated within Brandywine's Advisory Agreement.

The client approves the custodian to be used and the commission rates paid to the custodian. Advisor does not receive any portion of the transaction fees or commissions paid by the client to the custodian.

Item 17: Proxies

Proxy Votes

Brandywine does not vote proxies on securities held by clients in separately managed accounts nor provide voting recommendations to the client. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

Item 18: Financial Information

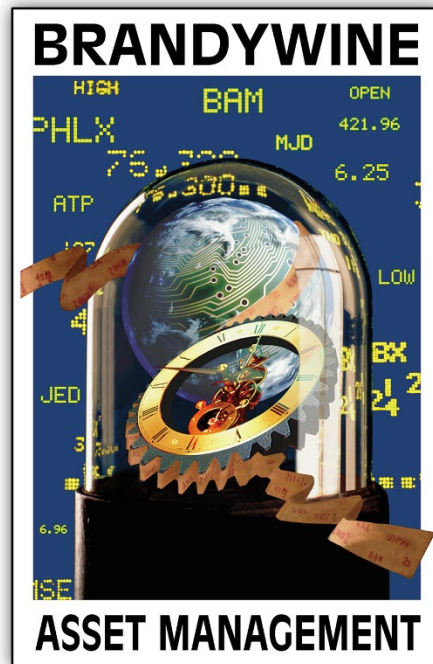
A registered investment adviser is required to provide you with certain financial information or disclosures about its financial condition. Brandywine has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

**Brochure Supplement Part 2B of Form ADV -
Michael P. Dever, CFP®**

FORM ADV PART 2B

September 1, 2024

Item 1 Cover Page



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The Mill
381 Brinton Lake Road
Suite 5
Thornton, PA 19373
Telephone: 610.361.1000
Email:
mike@brandywine.com
Website: www.brandywine.com

This brochure supplement provides information about Michael Dever and supplements the Brandywine Asset Management, Inc. brochure. You should have received a copy of that brochure. Please contact Michael Dever if you did not receive the brochure or if you have any questions about the contents of this supplement. Additional information about Michael Dever (CRD #1384212) is available on the SEC's website at www.adviserinfo.sec.gov

Brandywine Asset Management, Inc.

Supervised Person Brochure

Michael P. Dever, CFP®

Year of birth: 1957

Item 2 Educational Background and Business Experience

Educational Background:

- West Chester University; Bachelor of Science – Business; 1981

Business Experience:

- Brandywine Asset Management, Inc.; Founder & CEO; 1982 – Present
- Ignite Publications, Inc.; Founder & CEO; 2010 – Present
- Spree.com LLC; Founder & CEO; 1996 – 1999
- Mind Drivers LLC; Co-founder & CEO; 1999 – 2009
- Internetseer, Inc. ; Co-founder & CEO; 1999 – 2006
- Brandywine Securities, Inc; Founder & CEO; 2004 – 10/2013

Item 3 Professional Certifications

Employee has earned certifications and credentials that are required to be explained in further detail.

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a bachelor’s degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals. Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and

Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 4 Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 5 Other Business Activities

Michael Dever devotes substantially all his business times to his activities at Brandywine and is not actively involved in other business activities.

Item 6 Additional Compensation

Michael Dever does not receive any significant compensation from any business activity unrelated to Brandywine.

Item 7 Supervision

Michael Dever is the Chief Compliance Officer of Brandywine and therefore is responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in Brandywine’s compliance manual.