

Brochure

Orion Portfolio Solutions, LLC

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This Brochure provides information about the qualifications and business practices of Orion Portfolio Solutions, LLC ("OPS," "BCI," "we," "us," or "our"). If you have any questions about the contents of this Brochure, please contact us at (800) 379-2513.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Orion is a registered investment advisor. Investment advisor registration does not imply a certain level of skill or training. Additional information about OPS is available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about those individuals who are registered as investment advisor representatives of OPS.

Updated: April 12, 2024

Item 2 – Material Changes

This Brochure is dated April 12, 2024. Our last annual update was on March 28, 2024. Since our last update, we have made the following changes:

- Item 5 was updated to correct the footnote references under “Brinker Capital Investments Program” fees.

Our March 28, 2024 annual update contained the following changes:

- We consolidated our two Brochures, previously titled “Brinker Legacy Program” and “OPS Legacy Program,” respectively, into this one Brochure. This resulted in changes throughout the entirety of this brochure, mostly relating to ensuring consistency of grammar and format. Any significant changes to this brochure, either due to the combination of these two brochures or from changes in the firm’s advisory business, are outlined in the remaining bullets of this list.
- We have updated the structure of our Orion Cash & Credit offering, and the new structure is described in [Item 10 – Other Financial Industry Activities and Affiliations](#).
- Under the Material Conflicts of Interest heading in [Item 10 – Other Financial Industry Activities and Affiliations](#), we have added references to two new programs where our affiliate, Orion Advisor Technology, LLC (“Orion Tech”), may receive additional compensation when investment advisors who use its platform, including us, engage certain third party service providers.

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Item 4 – Advisory Business

Background and Principal Owners

Orion Portfolio Solutions, LLC is a subsidiary of Orion Advisor Solutions, Inc. (“Orion”). Investment entities controlled and managed by Genstar Capital Partners LLC and TA Associates, LLC and its affiliates own a majority interest of Orion and each of its subsidiaries, including us.

Prior to December 31, 2022, Orion Portfolio Solutions, LLC (formerly known as “FTJ FundChoice”) and Brinker Capital Investments, LLC (successor to CLS Investments, LLC) were separate affiliated subsidiaries of Orion. On December 31, 2022, Orion Portfolio Solutions, LLC was merged with and into its affiliate, Brinker Capital Investments, LLC and Brinker Capital Investments, LLC was legally renamed to Orion Portfolio Solutions, LLC (the “Reorganization”). This internal Reorganization transaction did not result in a change of control or otherwise change any of the services being provided to customers.

About Our Investment Advisory Programs

We offer our advisory services under two primary offerings (each a “Platform”): (1) Orion Portfolio Solutions (“OPS”), which offers reporting and administrative services to unaffiliated third-party investment advisors and broker-dealer representatives (collectively “Investment Advisors”) previously offered by FTJ FundChoice, and (2) Brinker Capital Investments (“BCI”), which offers advisory and investment management services previously offered by Brinker Capital Investments and CLS Investments. Each Platform features various services for Investment Advisors to utilize in connection with their advisory clients (“Clients”) as further explained below. The following table outlines the available types of relationships we have with Investment Advisors and a description of our discretion for each service offering. Further details follow:

Platform	Relationship Type	Level of our Discretion
OPS	Co-Advisory	<ul style="list-style-type: none">• <i>Limited Trading Discretion - implementing trading instructions provided by Client or Investment Advisor based on selected investment strategy</i>• <i>Limited Billing Discretion – implementing billing instructions provided by Client</i>
	Solicitor	<ul style="list-style-type: none">• <i>Full discretion – selecting investment strategies and trading the securities as needed to implement the strategies</i>• <i>Billing Discretion – implementing billing instructions provided by Client</i>
BCI	Co-Advisory	<ul style="list-style-type: none">• <i>Limited Trading Discretion - implementing trading instructions provided by Client or Investment Advisor based on selected investment strategy</i>• <i>Limited Billing Discretion – implementing billing instructions provided by Client</i>
	Solicitor	<ul style="list-style-type: none">• <i>Full discretion – selecting investment strategies and trading the securities as needed to implement the strategies</i>• <i>Billing Discretion – implementing billing instructions provided by Client</i>

Relationship Type

We offer our services to Investment Advisors and Clients on our platform through two methods: a “co-advisory” relationship and a “solicitor” relationship.

Co-Advisory Relationship

Investment Advisors that engage us in a co-advisory relationship enter into a Joint Advisory Services Agreement that sets forth the roles and responsibilities of the Investment Advisor and us. Under the co-advisory relationship offering, Clients and their Investment Advisor select to engage our investment management services. In this arrangement, we are responsible for 1) making investments available on our platforms, 2) trading the Client’s account, and 3) billing the Client for the services. The co-advisor is responsible for maintaining the customer relationship and selecting investments which are suitable for the Client.

Solicitor Relationship

In a solicitor arrangement, the Client is introduced to us by an Investment Advisor that has entered into a written solicitation agreement with us. The solicitor Investment Advisor receives a fee for this introduction, but we are responsible for the suitability of the investment(s) selected for the Client based on information provided to us by the solicitor Investment Advisor. The solicitor Investment Advisor is expected to meet with the Client at least annually and provide us with any updates to the Client’s financial situation, risk tolerance, and needs so that we may continue to ensure the investment(s) selected for the Client are suitable. As of January 1, 2023, we no longer offer Investment Advisors to engage us through a solicitor arrangement, however, existing solicitors and Clients of solicitors are continued to be supported and solicitors may continue to refer new Clients to us under their existing solicitor arrangement.

When opening an account, a Client will be informed of the type of relationship under which their accounts with us will be managed.

All Clients receiving our services in our BCI Platform enter into a written investment advisory agreement with us. All Clients receiving our services in our OPS Platform are subject to an account application (“Application Addendum”) and OPS’s terms and conditions (“Terms and Conditions”). The current version of the Terms and Conditions can be found at orion.com/wealth-management/orion-portfolio-solutions-forms-library, and Clients are required to consent to these Terms and Conditions when opening an account with us.

Clients are encouraged to read their investment advisory agreement, Application Addendum, and / or Terms and Conditions, as applicable, as these documents contain important information on how their accounts will be managed. Clients may also be subject to a separate agreement with their Investment Advisor or their Investment Advisor’s investment advisory firm; we are not part of this agreement.

Discretion

For certain programs, Clients will grant us with discretion on their accounts. Such discretion is granted to us by Clients in writing. By granting us trading discretion, Clients agree that we may submit transactions on their behalf to their custodians without first obtaining Client authorization for each transaction. The level of discretion we have for Clients depends on their Relationship Type with us.

Full Discretion

This discretion allows for us to execute ongoing security selection and management of a Client’s account in accordance with the Client’s investing preferences and needs as communicated to us by the Client’s Investment Advisor.

Limited Trading Discretion

This discretion consists of purchasing or selling securities in a Client’s account to implement the strategy or strategies selected by the Client and the Client’s Investment Advisor. We also retain discretion to make certain unaffiliated third-party model portfolio managers (herein referred to as

“Strategists”) available or to remove Strategists from the platform as set forth in the BCI investment advisory agreement and OPS’s Terms and Conditions.

Billing Discretion

This discretion permits us to bill a Client’s account fees related to the services discussed in this Brochure. Generally, we require a certain proportion of a Client’s account be held in cash or money market from which we will collect fees. If there is insufficient

cash or money market holdings in the account, this discretion allows us to liquidate securities necessary to withdraw the fees owed by Clients.

Investment Management Programs

We offer a wide variety of proprietary and non-proprietary investment management programs. A summary of the programs we offer is included in the following chart, with additional details about each program below.

Program Name <i>Strategy Name</i>	Minimum Account Size	Investment Manager	Eligible Investments ¹
Programs available on the OPS and BCI Platforms			
Disciplined Equity	\$50,000	BCI	Equities
Orion Custom Indexing	\$100,000	BCI	Mutual Funds, Equities, and ETPs
Wealth Advisory	\$1,000,000	BCI (with ability to engage sub-advisors and other Strategists)	Mutual Funds, ETPs ¹ , Private Funds, REITs, or other pooled investment vehicles
Programs available on the OPS Platform			
Strategist Program	Varies	Strategist funds or Models, including BCI	Mutual Funds, Equities, and ETPs
SMA Program	Varies	Strategist Models	Mutual Funds, Equities, and ETPs
Advisor Directed	\$0	Investment Advisor	Mutual Funds, Equities, and ETPs
Market Cycle Advised Mandates Portfolios	\$0	OPS and composed of Strategist funds or Models	Affiliated and unaffiliated Mutual Funds
Programs available on the BCI Platform			
Core Asset Manager			
<i>Core Guided Portfolios</i>	\$500,000	BCI	Mutual Funds, Equities, ETPs, or other pooled investment vehicles
<i>Core Select</i>	\$0	Strategist funds or Models, including BCI	Mutual Funds, Equities, ETPs, or other pooled investment vehicles
Destinations			
<i>Destinations Funds</i>	\$10,000	BCI	Affiliated Mutual Funds
<i>Destinations ETFh</i>	\$25,000	BCI	Unaffiliated Mutual Funds and ETPs
<i>Destinations Hybrid Portfolio</i>	\$10,000	BCI	Affiliated Mutual Funds and ETPs

<i>Personal Benchmark</i>	\$100,000	BCI	Affiliated Mutual Funds
<i>American Hybrid Strategy</i>	\$25,000	BCI	Affiliated and Unaffiliated Mutual Funds
ETF and Mutual Fund Strategies			
<i>American Funds Strategy</i>	\$25,000	BCI	Mutual Funds
<i>Focused Strategies</i>	\$0	BCI	Mutual Funds and ETPs
<i>Core Plus ETF Strategy</i>	\$10,000	BCI	ETPs
<i>Brinker Capital ESG Portfolios</i>	\$25,000	BCI	Mutual Funds and ETPs
<i>Active Income Strategy</i>	\$25,000	BCI	ETPs, stocks, bonds, master limited partnerships, real estate, convertibles, senior bank loans, and international debt
<i>Managed Income Strategy</i>	\$25,000	BCI	ETPs
<i>Digital Assets Portfolio Program</i>	\$25,000	BCI	ETPs

¹As used in this chart, Exchange Traded Products (“ETPs”) include Exchange Traded Funds (“ETFs”), Exchange Traded Notes (“ETNs”), Closed-End Funds (“CEFs”), Unit Investment Trusts (“UITs”), or any other investment traded on an exchange, excluding individual equities.

Disciplined Equity Program

Disciplined Equity (formerly Direct Indexing) strategies are proprietary, model-driven solutions that are constructed to provide exposure to targeted equity market segments. The strategies are managed by a team of portfolio managers. The strategies are managed to target the risk and return characteristics of a particular equity index or a specific segment of the market. Clients may elect Orion Custom Indexing (formerly Tax Managed Solutions) to provide further customization to their tax preferences such as capital gains budgets and tax transition services.

Clients may invest in the Disciplined Equity strategies using our BCI Platform, our OPS Platform, or through the Communities model marketplace.

Orion Custom Indexing Program

Orion Custom Indexing utilizes optimization technology to provide Investment Advisors with the ability to personalize portfolios, tax transition legacy assets, and tax loss harvest Client portfolios. In addition to managing against passive indexes, the program also offers the ability to overlay on top of proprietary and third-party portfolios. Portfolios are typically constructed of individual stocks but may

also include ETFs and mutual funds depending on the specific mandate and any legacy assets incorporated into the Client portfolio. If Clients transition from our Destinations program to Custom Indexing, Destinations Funds may be held in the Custom Indexing product as Client tax preferences are being implemented. When Destinations Funds are held in a Custom Indexing product, we will continue to collect our fee as advisor to the Destinations Funds.

We offer Orion Custom Indexing through our OPS Platform, our BCI Platform’s solicitor and co-advisor relationships, and as sub-advisory service. Through OPS and BCI’s solicitor and co-advisor relationships, Clients enter into an agreement with us and their Investment Advisor to implement Orion Custom Indexing. In such a situation, Clients delegate trading and billing authority to us to implement the Orion Custom Indexing. In a sub-advisory relationship, a Client’s Investment Advisor enters into a sub-advisory relationship with us where we are providing advice to such Investment Advisor on how to implement an Orion Custom Indexing strategy on a Client’s account. Orion Custom Indexing sub-advisory relationships are only available to investment

advisors who use the technology offered by our affiliate, Orion Advisor Technology, LLC (“Orion Tech”). In the sub-advisory relationship, Clients will be required to authorize us to trade on their account and may authorize us to bill their account. The Client’s Investment Advisor is responsible for monitoring our investment recommendations and is responsible for reviewing and determining whether our services remain in the Client’s best interest.

Wealth Advisory

Our Wealth Advisory program offers customized service and dedicated support to meet the needs of high-net worth and ultra-high net worth investors, family offices, institutions, and endowments with \$1 million or more in investable assets. Wealth Advisory is designed for us to manage the overall investment process, including asset and investment style allocation decisions, Strategist selection and review, and comprehensive monitoring of a Client’s portfolio. A dedicated client account manager employed by us is assigned to the Client relationship and is available for regular communications concerning the activity and status of a Client’s account.

In the Wealth Advisory program, portfolios are generally allocated among different Strategists, mutual funds, and/or ETFs. Where deemed appropriate, based on a Client’s objectives, assets, risk tolerance, and investment experience as well as to obtain greater asset and style diversification, we may recommend that a portion of a Client’s portfolio be invested in one or more other investments in lieu of allocating assets separately to a Strategist or a strategy managed by us. These other investments may include an investment in REITs, Private Funds, ETNs, or other pooled investment vehicles. Special fee arrangements may apply with respect to Private Fund investments.

In the Wealth Advisory program, we offer both discretionary and non-discretionary investment management services. Where granted discretionary authority, a Client authorizes us to hire and fire

Strategists and to rebalance account(s) without a Client’s prior approval.

Wealth Advisory services include (but are not limited to) comprehensive portfolio analysis of a Client’s existing assets to help identify inefficiencies and address investment needs, tax transition management to assist the Client in transferring highly-appreciated stock and move toward a more diversified portfolio over time, development of a personalized investment solution based upon the Client’s goals, tax preferences, risk tolerance, and financial plan, and access to a dedicated client account manager employed by us to assist with portfolio reviews, reallocations, investment updates and educational needs.

Strategist Program

Through OPS’s “Strategist Program,” Investment Advisors have the ability to invest Client accounts in a manner intended to follow a Strategist’s developed model asset allocation portfolio. We refer to such asset allocation models as “Strategist Models”. The Strategists regularly monitor the Strategist Models and are responsible for managing the model portfolios on behalf of OPS.

We make available Strategist Models of various risk and return characteristics and investment goals through our platform. These Strategist Models are not tailored to accommodate the needs or objectives of specific investors, but rather to enable an Investment Advisor to select the most appropriate Strategist Model offered by our Strategist Program for use with Clients. Clients can work with their Investment Advisors to impose reasonable investment restrictions on investing in certain securities or types of securities within each model. Clients can invest in multiple Strategist Models within a single custodial account, where each Strategist Model allocation is assigned to a unique subaccount or “sleeve”. This structure is known as a unified managed account (“UMA”).

Our BCI portfolio management team also develops and maintains Strategist Models on the OPS

platform. Mutual funds that are part of the Destinations Funds Trust, a mutual fund trust we advise, may be included in these models. When the Destinations Funds are included, the Strategist Fee is waived or reduced along with any platform fees OPS would otherwise collect with respect to assets allocated to Destinations Funds portfolios, as further explained in [Item 5 – Fees and Compensation](#) of this Brochure.

With the exception of our proprietary Strategist Models, we are not affiliated with any other Strategists within the Strategist Program. However, in some instances, we receive all or part of certain Strategists' Strategist Fees as an administration fee charged to the Strategist as discussed in [Item 5 – Fees and Compensation](#) of this brochure. These fees are negotiated between us and the Strategist. Given this arrangement we have an incentive to continue to make available Strategists that share fees with us. Consistent with our policies and procedures, the Investment Committee does not consider revenue sharing payment arrangements in the selection and oversight of Strategists to address these conflicts. In addition, we address these conflicts of interest by disclosing receipt of such fees and our arrangement with such Strategists in this Brochure. Furthermore, Investment Advisors, which are not affiliated with OPS, are responsible for working with Clients to select the most appropriate Strategist. Investment Advisors are able to utilize any Strategist made available as part of the Strategist Program.

Client account assets will be invested in accordance with the Strategist Model selected. Once a Strategist Model is selected, OPS will provide trading, reporting, and administrative services. We have Limited Trading Discretion and Limited Billing Discretion, as defined above, for accounts in the Strategist Program. When a Strategist suggests a transaction in any Strategist Model, OPS is authorized to submit trades to the Client's custodian to execute the resulting transactions in the Client's account, as outlined in the Terms and Conditions.

If a Strategist or Strategist Model is removed from the Strategist Program, OPS will notify a Client's Investment Advisor of the change and request that action be taken to reassign the account by a specified date. In such case, OPS will recommend a similar replacement Strategist to a Client's Investment Advisor who may accept or reject such recommendation at their discretion.

The Strategists are not acting as the Client's investment advisor, do not possess knowledge of a Client's individual information or investment goals and objectives, and do not provide personalized investment advice to Clients. Clients remain the owner of all securities held in their account and have all ownership rights associated with these securities. Visit orion.com/wealth-management/third-party-strategists to review the investment managers we have engaged as Strategists.

We are not engaged by Clients to provide investment recommendations in the Strategist Program. OPS relies on the Client's Investment Advisor to analyze the Client's current financial situation, risk tolerance, time horizon, investment objectives, and other factors the Client and the Client's Investment Advisor deem appropriate in determining whether a particular Strategist Model (and its underlying investment holdings, including Destinations Funds, as applicable) is suitable for the Client. The Investment Advisor can use tools made available by OPS or its affiliates, including OPS's proprietary proposal tool, to assist the Investment Advisor in developing an appropriate asset allocation strategy for the Client and recommending model portfolios to the Investment Advisor for consideration for use with the Client.

[Separately Managed Account Program](#)

The Separately Managed Account Program ("SMA Program") is managed by OPS or by third-party investment managers we have selected (each, an "SMA Program Manager"). A separately managed account is a portfolio of individually owned securities that can be tailored to fit the Client's investing preferences. We select both unaffiliated and

affiliated investment managers, including our affiliate, TownSquare Capital, LLC to serve as SMA Program Managers.

Clients and their Investment Advisors will choose an SMA Program Manager based on the Client's risk profile and investment objective(s), and the SMA Program Manager (including, when applicable, OPS) will manage the Client's account accordingly using various investment options and strategies. Clients remain the owner of all securities held in their account with all associated ownership rights. In instances where affiliated investment managers, such as TownSquare Capital, LLC, serve as SMA Program Managers, our affiliate is compensated for managing the account, which creates a potential conflict of interest whereby we, or our affiliates, earn additional compensation. Clients in the SMA Program are subject to the OPS Terms and Conditions and depending on the SMA Program Manager selected, may be subject to additional terms and conditions that are required by such SMA Program Manager ("Additional Agreement").

For Clients in the SMA Program, the SMA Program Manager (which can be OPS) is granted Full Discretion (as that term is defined above) for the ongoing security selection and management of a Client's account in accordance with the Client's investing preferences and needs. The SMA Program Manager is granted the authority to buy, sell, or otherwise affect transactions in Client accounts as further set forth in our Terms and Conditions and any Additional Agreements, if applicable.

Advisor-Directed Program

The OPS Platform permits a Client's Investment Advisor to act as a portfolio manager and implement an investment strategy developed by the Investment Advisor outside of our Strategist and SMA Programs described above. In such situations, we have Limited Trading Discretion and Limited Billing Discretion, as described above. We do not conduct any due diligence on the securities or strategies included in Advisor-Directed sleeves within a Client's account.

Market Cycle Advised Mandate Portfolios

Market Cycle Advised Mandate Portfolios ("MCAM Portfolios") are portfolios managed by OPS and composed of Strategist funds or Models, including our proprietary Destinations Funds. MCAM Portfolios are pre-modeled, actively managed investment portfolios that follow a proprietary three-mandate investment process across multiple risk profiles. The three mandates are:

1. Beta – Investment options that are designed to stay fully invested through market movement.
2. Active – Investment options that are actively adjusted for changing market conditions.
3. Diversifier – Highly active investment options that may disengage from market movement and provide new sources of potential return and risk.

The portfolios are designed and managed by our Investment Committee, each featuring funds that are blended for various levels of market participation, active management, and uncorrelated performance. We have Full Discretion to select the Strategist and Models, including proprietary models and Destinations funds, trade the accounts based on our selections, and bill the accounts the fees agreed to by the Client.

Core Asset Manager Program

BCI's Core Asset Manager program represents a managed account platform that features privately placed or publicly traded pooled investment vehicles (such as hedge funds, mutual funds, ETFs, real estate investment trusts and master limited partnerships). In this program, we provide both discretionary management and non-discretionary management services. Discretionary Clients authorize us to hire and fire investment managers and make asset allocation changes. Nondiscretionary Clients must approve our Strategist and product recommendations. The discretionary offerings within the Core Asset Manager Program include:

Core Guided Portfolios

Investment Advisors and their Clients have the ability to select from various discretionary asset allocation models managed by us for both taxable and nontaxable accounts that utilize separate account managers, mutual funds, and exchange traded funds to implement different risk tolerance-based portfolios.

Core Select

Investment Advisors and their Clients have the ability to select from a list of risk-tolerance based strategies, separate account managers, mutual funds, and ETFs for both taxable and nontaxable accounts. For solicitor accounts, we determine what strategies are available for Clients and their Investment Advisors to choose from based on the Client's specific risk tolerance. For co-advisor accounts, Clients and their Investment Advisor are not restricted and have discretion to choose suitable strategies from the list of all available strategies.

Destinations Program

BCI's Destinations program is a discretionary asset allocation program managed by us that uses mutual funds, including our Destinations Funds (described below), and/or exchange-traded funds (ETFs) to implement a variety of investment strategies with different risk and reward characteristics. In our Destinations program, we offer 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 the 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. We monitor the performance of each underlying investment manager (either a sub-advisor within the Destinations Funds or a third-party fund) and replace or reallocate assets among the funds or underlying managers used to implement

these strategies based on factors we deem appropriate. These factors can include our evaluation of historical performance, market conditions, and our investment outlook. Our Destinations program is offered through different series of asset allocation models, the primary difference in each series being the type of investment vehicles utilized.

Destinations Funds Program

The "Destinations Funds" program offers risk-based mutual fund asset allocation models, which are exclusively allocated across our proprietary Destinations Funds ("Affiliated Funds").

Destinations ETFh Program

The "Destinations ETFh" program offers risk-based asset allocation models comprised of ETFs and unaffiliated third-party mutual funds.

The Destinations Funds and the Destinations ETFh programs are both available directly from us through both our BCI and OPS programs and at third party platforms.

Destinations Hybrid Portfolios Program

Our Destinations Hybrid Portfolio Program is a discretionary account program managed by us that is offered utilizing a combination of Destinations Funds and other investment options. Under this strategy, the Client's Investment Advisor consults with the Client to select an initial allocation of thirty percent (30%), fifty percent (50%), or seventy-five percent (75%) of the assets in the Client's account to be invested in Destinations Funds with the remaining balance invested among other investment options. The Client's account will be rebalanced if the allocation to Destinations Funds exceeds the target by 5% (i.e., 35%, 55% and 80%, respectively). Clients may at any time instruct us in writing not to place any of the Client's managed assets in Destinations Funds; however, in such an event the Client will be required to select a different strategy we offer.

For more information about the Affiliated Funds and any management fees received by us from the Destinations Funds, please see [Item 5 – Fees and](#)

[Compensation](#) of this brochure and the applicable Affiliated Funds prospectus.

Personal Benchmark Program

Our “Personal Benchmark Program” is a discretionary account program managed by us that allocates across multiple Destinations Funds model investment strategies based upon Client risk tolerance. Personal Benchmark segregates assets into “buckets” to align with a Client’s unique goals (e.g., accumulation, safety) to make clearer how progress toward these goals is occurring. The underlying investment strategies in Personal Benchmark use our Destinations Funds.

American Hybrid Strategy Program

We offer discretionary portfolios utilizing a combination of Destinations Funds and American Funds class F shares. An initial allocation of thirty percent (30%) of the assets in this strategy will be invested in Destinations Funds with the remaining balance invested among American Funds. The account will be rebalanced if the Client’s allocation to Destinations Funds exceeds the target by 5%.

ETF and Mutual Fund Portfolios

American Funds Strategy Program

We offer discretionary portfolios comprised solely of American Funds class F mutual fund shares in a diversified, risk budgeted framework, according to the Client’s investment objectives.

Focused Strategies Program

We offer “Focused Strategies” consisting of model portfolios managed by us and targeting specific asset classes – domestic equity, international equity, fixed income, global credit, real assets, and alternative investments – available to Clients as a component of their overall asset allocation or as a complementary investment allocation.

Core Plus ETF Strategy Program

Our discretionary “Core Plus ETF Strategy Program” invests a Client’s assets primarily among ETFs according to the Client’s investment objectives. The strategy is focused on total return and seeks

allocation to core asset class ETFs, as well as some targeted satellite ETF positions.

Brinker Capital ESG Portfolios

We offer ESG Portfolios that use, in accordance with the Client’s objectives, mutual funds, ETFs, and/or other securities that are deemed to be environmental, social, and governance (ESG) companies. The strategy generally invests in exchange traded products within Category Four or Five of the Morningstar Sustainability Rating scale (referred to as “globes,”) though Category Three may be included. If a holding is re-assigned to Category Two or One, it will be reviewed by the strategy managers for removal from the strategy.

Active Income Strategy Program

Our Active Income Strategy is designed for Clients who prefer an active strategy that seeks a specific percentage yield by investing in income producing asset classes. When selecting the strategy, the Client will select the percentage yield to be targeted for the Client’s account. The strategy invests in ETFs and Closed-End Funds (“CEFs”) that specialize in income-producing assets. In addition to traditional dividend-oriented equities and investment grade bonds, the strategy generates income using non-traditional asset classes, such as master limited partnerships, real estate, convertibles, senior bank loans, high-yield bonds, and international debt.

Managed Income Strategy Program

Our ETF Managed Income Strategy uses Risk Budgeting to manage an account for Clients seeking income from a diversified portfolio of income-producing assets. See [Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss](#) of this brochure for more information on Risk Budgeting. The strategy seeks to help Clients with a desire for regular income meet their short and long-term income needs by dividing the account into up to three separate investment portfolios: immediate, short-term, and long-term. If the Client enrolls in this strategy, the Client can designate a specific amount of assets needed to satisfy short-term income needs. These assets will be invested in a low-risk reserve

portfolio that will seek to generate returns in excess of the average money market fund with risk less than or equal to low duration investment bonds. We recommend one to two years' worth of withdrawals; however, the strategy allows for the Client to specify a desired amount. If the Client elects systematic withdrawals on their account, assets will also be set aside in a low-risk cash account for those immediate, systematic withdrawals. The remainder of the Client's account will be set aside in a long-term portfolio invested primarily in income or interest-generating investments. The long-term portfolio will be invested primarily in ETFs. Assets designated for this portfolio will seek to provide long-term growth and a steady stream of income.

Digital Assets Portfolio Program

We offer a Digital Asset Strategy that invests in exchange traded products to provide flexible and balanced exposure to the digital asset ecosystem. The portfolio will be allocated to 1) companies involved with cryptocurrency or digitalization of the economy and 2) cryptocurrencies, with the allocation between these two categories varying based on the managers' view of the risk-rewards. Companies must derive at least 50% of revenue from digital asset projects, partner or invest in such firms, or have a crypto segment that is an important segment of the company.

Other Advisory Offerings

Orion Communities

Orion Communities is an investment management platform sponsored by OPS and available to investment advisory firms and their representatives that are utilizing the portfolio accounting and other technology tools offered through our affiliate, Orion Tech. Orion Communities is designed to supplement the technology and administrative services received by Orion Tech customers with access to third party strategist models and other investment solutions, including our Orion Custom Indexing. Orion Tech customers can access investment options spanning brand, boutique, and emerging strategists, as well as model portfolios reflecting various risk and return

characteristics and investment objectives. Orion Communities allows advisors utilizing the Orion Tech platform to take advantage of the investment research and due diligence OPS already performs on strategists to help create models for their clients using Orion Tech's trading technology. Orion Communities gives advisors full trading authority when using models or creating blended models using a combination of third-party and in-house strategies.

Outsourced Trading

Third party investment advisory firms can engage OPS as sub-advisor to submit trades on their behalf leveraging the technology platform offered through our affiliate, Orion Tech. OPS is granted limited Trading Discretion by the third party investment advisory firm at a custodian of their choosing (which is limited to custodians that have integrated with Orion Tech). Under this service offering, OPS does not provide investment advice or investment recommendations. Our services are limited to submitting the trades to the custodian as requested by the third party investment advisory firm.

Third Party Platform Model Manager

We offer certain of our investment strategies and programs (primarily as a model manager) on platforms of unaffiliated and affiliated managers or sponsors. We also provide manager due diligence and other operational related services to third-party platforms, including our affiliate TownSquare Capital, LLC. Certain model portfolios and strategies are available through a wrap fee program sponsored by the investment platform provider. We also provide recommendations and investment advice regarding investment strategies to educational savings plans and to individual clients through brokerage platforms, model portfolio holdings, and/or weighting and other information regarding the construction and maintenance of portfolios, and advice concerning the submission of trades on behalf of certain client portfolios pursuant to written agreements with other investment management firms, clients, or others.

MMLIS Brinker Co-Advisory Program

We have entered into an agreement with MML Investor Services, LLC (“MMLIS”), to provide our Wealth Advisory, Core Asset Manager and Destinations programs to MMLIS advisory clients, pursuant to a tri-party agreement among Brinker, MMLIS, and the Client (the “MMLIS Brinker co-advisory program”). MMLIS is the introducing broker and National Financial Services, LLC serves as the clearing firm and custodian for the MMLIS Brinker co-advisory program. The fees charged, the minimum account size and each firm’s roles and responsibilities are described in the MMLIS Brochure for the MMLIS Brinker co-advisory program.

Banking and Lending Services

Orion Cash and Credit is a platform which offers an array of banking and lending solutions and related services through Focus Orion Solutions, LLC a joint venture between Orion Tech and F-O Premier LLC, an entity beneficially controlled by Focus Treasury & Credit Solutions, LLC, which offers an array of cash and credit solutions and related services developed by Uptiq, Inc. Orion Tech receives compensation for referring clients through the Orion Cash and Credit platform. Investment Advisors that utilize OPS have access to Orion Cash and Credit platform’s financial institution partners that offer lending- and deposit-related products.

More information on Focus Orion Solutions can be found in [Item 10 – Other Financial Industry Activities and Affiliations](#) of this brochure.

Additional Wealth Advisory Services

As part of the services offered to Clients in our Wealth Advisory program, we have approved certain third-party companies to provide specialized services. Currently, these providers and services are:

Philanthropic Services

Fidelity Charitable, an independent, section 501(c)(3) public charity that administers donor-advised funds. Through the Charitable Investment Advisor Program at Fidelity Charitable, we will actively manage the Fidelity Charitable assets contributed by Clients.

Fidelity Charitable charges a fee for these services and we do not receive any direct or indirect revenue from Fidelity Charitable.

Securities backed lines of credit

We use Orion Cash and Credit or TriState Capital to provide loans secured by eligible securities. Using these loan facilities, Clients can pledge their investment account(s) as collateral to meet many of their financing needs, with the exception of purchasing securities. TriState Capital charges a fee for these services and BCI does not receive any direct or indirect revenue from TriState Capital.

We do not receive direct or indirect revenue from Orion Cash and Credit, but Orion Cash and Credit is offered by an affiliate of us. Additional information on Orion Cash and Credit on its affiliation with us can be found in [Item 10 – Other Financial Industry Activities and Affiliations](#) of this brochure.

Trust Services

First State Trust Company and Comerica Bank and Trust N.A. (“Comerica”) offer trust services, including but not limited to Personal, Revocable, Irrevocable, Charitable, & Special Needs Trusts. Both First State Trust Company and Comerica charge a fee for these services and we do not receive any direct or indirect revenue from either firm.

Business Valuation

BizEquity LLC provides business valuation analysis for our business owner Clients. BizEquity charges us a licensing fee for use of its online business valuation application and we include the cost of this service within the fee we charges Clients. We do not receive any direct or indirect revenue from BizEquity.

Customized Wealth Advisory Services

From time to time, we develop a customized investment strategy for Clients in our Wealth Advisory Program. Fees for such services are negotiated on a case-by-case basis. We also develop new investment management strategies on a test basis with funds provided by us, our employees, their family members, and a limited number of Clients

before such management strategies are made available generally.

Practice Management and Portfolio Construction Assistance.

Upon request of an eligible Investment Advisor, we may provide the Investment Advisor with portfolio construction assistance advice. We will have a consultation with the Investment Advisor to review the proposed or current allocation, review the investment and due diligence process performed by us, and discuss how it may integrate with a Client's overall portfolio. In such instances, the Investment Advisor will retain investment discretion over any Client assets allocated to the portfolio we've reviewed with the Investment Advisor. We will have no investment discretion in this situation.

Account Management

Trading

When we are granted Full Discretion or Limited Trading Discretion for Client accounts, trading will occur through the brokerage account(s) Clients establish with a custodian. Strategists will provide us with instructions to rebalance or reallocate the Strategist Models depending on their asset allocation philosophy or investment manager selection process. These adjustments to the asset allocations will result in transactions in a Client's account. For OPS Platform Clients, a minimum amount of five dollars per security is required on contributions and rebalance trades (this limitation does not apply to BCI Platform Clients). All Strategist Model allocations contain a minimum 1% allocation to cash. For distributions, positions are redeemed pro-rata unless otherwise specified. The last trade file will be sent to the custodian at or around 3 pm Eastern time. The Client or their Investment Advisor instruct OPS that a Client's account will be invested in accordance with the Strategist Model as indicated on the New Account Application, Investment Direction Addendum, or other relevant OPS form and/or reassignment process. If the Strategist Model changes, OPS will rebalance a Client's account to align it with the selected Strategist Model. Clients or

their Investment Advisor may instruct OPS to terminate the use of the Strategist Models at any time. Clients will receive notification of all transactions in their account(a) in the form of an account statement provided by the custodian.

For Strategist Program and Core Select strategies that invest in mutual funds, the custodians utilized by us charge us an asset-based fee when Clients invest in certain share classes. These share classes are known as transaction fee ("TF") mutual funds. Absent the asset-based fee paid by us, Clients would be charged a transaction fee typically ranging from \$25 to \$75 for each purchase of shares of a TF mutual fund. Because we are charged a fee for using certain share classes, we have a conflict when determining which share class to utilize in Core Asset Manager or the Strategist Program. To mitigate this conflict, it is our policy is to use the cheapest share class that is available at all custodians where the strategy is available (regardless of whether we have to pay an asset-based fee to the custodian). When selecting mutual funds and mutual fund share classes, we will not utilize mutual funds or mutual fund share classes that have short term redemption fees or minimum investment requirements. For any mutual fund used in a strategy, it is possible that certain custodians may make available a cheaper share classes than the share classes used by us (because we use the cheapest share class available at all custodians that we use). If a Client invested in the same mutual fund directly at their custodian or used an advisory program from another advisor, such Client may be eligible for a cheaper share class. However, because some of the cheaper share classes are TF mutual funds, it is possible that the Client would incur transaction fees.

Client Exclusions and Restrictions

For all of our programs, Clients may impose reasonable restrictions on the management of their account, including the designation of specific securities or a specific category of securities that should not be purchased for their 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 the Client's account or particular requirements of an account may cause us or a third-party Strategist to deviate from investment decisions we or the third-party Strategist 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, we or the third-party Strategist will determine, in our respective sole discretion, the specific securities in that category. Any restrictions a Client imposes on individual securities that may be purchased for the account shall apply only to individual stocks within separately managed portfolios.

[Wrap Fee Program, Transaction Fees, and Other Expenses](#)

We offer some of our services as a "wrap fee program", with options to allocate investments to stocks, exchange traded funds, model portfolios, or separately managed accounts. The wrap fee program is managed similarly to what is described in this document. Please refer to Appendix 1 of our Form ADV Part 2A for additional information on our wrap fee program. Under the wrap fee programs, investment advice and costs of trade executions are provided to Clients for an all-inclusive wrap fee. This means that under wrap fee programs, we pay the trading costs out of the advisory fee that we receive from Clients. Clients can consult their investment advisory agreement to determine whether the strategies selected are part of our wrap fee program.

Qualified custodian Charles Schwab & Co., Inc. ("Schwab") has agreed to waive execution fees for our Platform Clients' transactions executed by Schwab. "Trade-away" fees for transactions executed away from Schwab will still be assessed. Clients in our wrap fee program do not pay these "Trade-away" fees on a transaction-by-transaction basis as they are included in the wrap fee program fee. We took this into consideration when pricing our wrap fee program at such custodian.

ETF shares incur transaction expenses, which are paid to the custodian either as a separate transaction charge or through an asset-based fee (i.e., a percentage of assets in the account). With respect to any mutual funds included in the Destinations ETFh strategies, we purchase the available mutual fund share class with the lowest internal expense ratio (generally the "Institutional" class), which share class may impose transaction fees. Our fee for the Destinations ETFh program includes an asset-based fee paid to the custodian to cover transaction costs (see "Destination Program Fees" under [Item 5 – Fees and Compensation](#) of this Brochure). This enables us to make investment decisions for Destinations ETFh accounts without regard to transaction costs. This is particularly valuable for Clients who make regular contributions or withdrawals from their accounts.

Trading activity is influenced by the frequency of rebalances, contributions, and withdrawals. The more infrequent 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 an asset-based fee will be more costly than a separate transaction charge. Since trading activity is dictated by multiple factors, including changes in funds in a Client's Destinations ETFh portfolio (e.g., because of our performance evaluations, changes in managers, funds closing to new investment, etc.), and the frequency of deposits and distributions (which are driven by Clients), it may be difficult to predict the level of trading activity in any year (and thus, whether the asset-based fee would be more or less costly than a separate transaction charge).

Our fee is in addition to the operating expenses of the funds included in Client accounts, 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 reflects 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. Clients should consider both our 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.

Technology

We offer our services through a technology platform known as “Advisor Portal.” Advisor Portal is a technology platform that was developed by our affiliate, Orion Tech and allows for proposal generation, account opening, trading, reporting, and billing from one dashboard. We will continue to allow for account opening through our predecessor technology platform (referred to herein as “Brinker’s Legacy Technology Platform”), but accounts opened through Brinker’s Legacy Technology Platform are subject to separate fees as further explained in [Item 5 – Fees and Compensation](#) of this brochure.

Recordkeeping Services

OPS provides recordkeeping services for retirement plans who wish to make OPS’s Strategist Program available to their plan’s participants.

Retirement Plan Services

We offer retirement plan advisory services through our BCI Platform utilizing our Destinations investment strategies for tax-exempt accounts, as well as mutual fund and ETF evaluation and selection to sponsors of retirement plans (“Plans”) covered by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and other qualified and non-qualified deferred compensation plans (“Retirement Plan Services”). Our Retirement Plan Services are available to plans with at least \$250,000 of investable assets. The Retirement Plan Services Program is provided in conjunction with a recordkeeping service provider, who may also provide Plan administration (the “Recordkeeper”) and generally a broker-dealer or investment advisory firm.

In the Retirement Plan Services Program, the Plan sponsor enters into both (i) an investment advisory

agreement with us, and (ii) a separate administrative and recordkeeping services agreement with the Recordkeeper. The Investment Advisor may also be a party to the investment advisory agreement. Pursuant to the investment advisory agreement, we provide to the Plan sponsor, and assists the Plan sponsor in selecting a group of investment strategies, which may include the Destinations Funds, which the Plan sponsor then makes available to Plan participants as investment options under the Plan. We also provide the Plan sponsor with a participant questionnaire, which the Plan sponsor makes available to Plan participants to assist each Plan participant in determining his or her investment goals and objectives and risk tolerance and in selecting a suitable investment strategy for the participant's Plan account.

We implement certain investment strategies selected by the Plan sponsor and made available to Plan participants. We also may develop additional models or customized investment strategies for a Plan sponsor.

We have Full Discretion in selecting the funds to be included in the asset allocation models used to implement the investment strategies. We review the models on a periodic basis and update and rebalance the models from time to time in accordance with the related investment strategy, taking into account the performance of the funds, market conditions and other factors we deem appropriate, and electronically transmit changes to the models to the Recordkeeper. The Recordkeeper is responsible for executing trades in the Plan participants' accounts to reflect changes in the models provided by us.

We also offer evaluation and selection services to identify a limited number of unaffiliated mutual funds and/or ETFs in which Plan participants may invest their Plan accounts. Plan sponsors who elect this additional service authorize us to select additional funds. If a Plan sponsor elects the additional fund evaluation service, we are authorized to select, add, remove and/or replace funds available for purchase by Plan participants consistent with any

written investment policy approved by the Plan sponsor and provided to us and with any requirements under ERISA, based upon our evaluation of each fund's performance, market conditions and other factors we deem appropriate. Plan sponsors can, however, specify securities which cannot be purchased. If we add a new fund or replace a fund on the additional fund list, we will notify the Plan sponsor sufficiently in advance of such action to enable the Plan sponsor to provide any notice to Plan participants required under ERISA. The Plan sponsor is responsible for delivering to Plan participants any change notice required under ERISA informing such Plan participants how their accounts will be invested as of the change if the Plan participant fails to provide affirmative investment directions.

We are responsible for monitoring the relevant data on the performance of each mutual fund, ETF and Destinations model and provide periodic reporting on the performance of each fund and Destinations model.

When a party to the BCI investment advisory agreement with the Plan sponsor, the Investment Advisor has a number of responsibilities. Such responsibilities vary and are specifically detailed in each Plan's investment advisory agreement.

Individualized Account Management

The Individualized Account Management Strategy is available to Clients of our Retirement Plan Services and uses Risk Budgeting to diversify Client portfolios among several different asset classes utilizing the mutual fund families available on the Client's platform or through the Client's custodian, according to Client objectives. This program has a \$20,000 minimum.

Destinations Funds

We serve as the investment adviser for each series of the Brinker Capital Destinations Trust, a registered investment company currently comprising ten separate mutual funds (each, a "Destinations Fund" and collectively, the "Destinations Funds"):

- "Destinations Large Cap Equity Fund,"
- Destinations Multi Strategy Alternatives Fund
- Destinations Small-Mid Cap Equity Fund
- Destinations International Equity Fund
- Destinations Equity Income Fund
- Destinations Core Fixed Income Fund
- Destinations Low Duration Fixed Income Fund
- Destinations Global Fixed Income Opportunities Fund
- Destinations Municipal Fixed Income Fund
- Destinations Shelter Fund.

Each Destinations Fund employs a manager-of-managers structure, whereby we select and oversee professional third-party investment managers (each, a "sub-adviser"), who are responsible for investing the assets allocated to them. We may also allocate a portion of a Destinations Fund's assets to ETF and mutual fund investment strategies. Each Destinations Fund is offered by its prospectus only. The prospectus for each Destinations Fund includes investment objectives, risks, fees, expenses, and other information that prospective investors should read and consider carefully before investing.

We offer our Destinations Funds on the OPS and BCI Platforms as part of our advisory services. In addition, the Destinations Funds are offered on the platforms of unaffiliated broker-dealers and sponsors. The custodians for such third-party platforms often impose certain custody and clearing fees for administrative services provided to Client accounts ("sub-transfer agent fees") separate from the sub-transfer agent fees charged by the Destinations Funds' custodian. The Destinations Funds offer two classes of shares: Class I and Class Z. Class Z shares are offered to Clients that invest through a third-party platform that may charge an external sub-transfer agent fee.

The expense ratio for Class I shares is approximately 15 basis points (0.15%) higher than the expense ratio for Class Z shares. The 15 basis point difference

represents sub-transfer agent fees a Destinations Fund pays to its custodian with respect to Class I shares for administrative services provided to Client accounts. Clients invested in the Class Z shares do not pay this sub-transfer agent fee to the fund custodian, as the broker-dealer or financial advisor for the Client's account assumes responsibility for these services and their related expenses, often charging its own sub-transfer agent fee.

If we invest Client accounts in Class Z shares as opposed to Class I shares, our custodian would charge the Client a separate custody and clearing fee. Generally, that fee would be more than the 15 basis points sub-transfer agent fee that the Class I shares pay to the Destinations Funds' custodian. The fee would depend on account size and would include a minimum fee, which would significantly increase the effective rate for smaller accounts. Consequently, we determined that the overall cost Clients on the OPS and BCI Platforms would be greater than the cost associated with an investment in Class I shares. For these reasons, we invests asset on the OPS and BCI Platforms in Class I shares of the Destinations Funds, which are the overall lower cost alternative for those OPS and BCI Platform Clients.

The sub-transfer agent fees that may be charged to Clients invested through a third-party platform may be more or less than the 15 basis points sub-transfer agency fee charged by the Destinations Funds' custodian with respect to the Class I shares. Each broker-dealer or financial adviser who holds accounts outside of the OPS or BCI Platforms will determine the appropriate share class for its Clients

based on an analysis of costs to both the Client and their firm and the services provided to each share class.

Additionally, we use only our Destinations Funds in our Destinations Fund program. Destinations Funds may have higher ongoing operating expenses (and thus higher expense ratios) than unaffiliated funds available in other investment programs. Accordingly, the Destinations program, which uses Destinations Funds exclusively, may be more costly than other mutual fund allocation programs that utilize funds with lower expense ratios.

Shares of the Destinations Funds available to participants in our advisory programs are Institutional share classes that do not pay Rule 12b-1 fees or other similar distribution or transaction expenses. With respect to proprietary models that invest in third-party funds and the Destinations Funds, Brinker purchases the available third-party fund share class with the lowest internal expense ratio (generally the "Institutional" class). However, these third-party funds may impose transaction fees in connection with the purchase or sale of shares.

Assets Under Management

As of December 31, 2023, we managed \$41,286,971,755 of client assets on a discretionary basis and \$12,557,492,205 of client assets on a non-discretionary basis.

For the remaining assets on our platform, we provide administrative services, but do not provide investment advice regarding these assets or have investment discretion over these assets.

Item 5 – Fees and Compensation

General

We will assess Clients fees for the services provided to them. We collect fees for the services we provide, the services the Strategists provide, and the services the Client's Investment Advisor provides.

Our fee structure varies between the OPS and BCI Platforms. The primary fee is split in the following manner:

OPS Platform	BCI Platform	Definition
Administrative Fee	Brinker Fee Component	The fee we charge for the advisory services we offer to clients. This can sometimes be referred to as a "Platform Fee."
Strategist Fee	Strategy Fee Component ¹	This is the fee for each strategy or model selected by a Client or their Investment Advisor for their account. For models or strategies selected for which we are the Strategist, we retain this fee, in addition to the Administrative Fee or Brinker Fee Component. For models or strategies where we are NOT the strategist, this fee is paid to the Strategist. ²
N/A	Custody & Clearing Fee	The fee charged for accounts opened on Brinker's Legacy Technology Platform. This fee is paid entirely to the custodian.
Advisory Fees	Financial Advisor Fee Component	The fee paid to the Client's Investment Advisor for their advisory services, or for soliciting accounts on our behalf.
¹ For Clients that opened an account with BCI prior to July 31, 2023, the Strategy Fee Component may be referred to as the "Manager Fee Component" in the Client's agreement. ² For mutual fund and ETF Strategist Models, we retain up to 0.02% of the Strategist Fee. For Equity Models, we retain up to 0.05%. The Strategist may also elect to pay us these fees directly from their own funds and not from the Strategist Fee. If a Strategist elects to pay us the fees directly, we will not retain any portion of such Strategist's Fee.		

Billing Methods

Advisory fees are paid by Clients monthly or quarterly, either in advance or in arrears, depending on the service selected by the Client and their Investment Advisor. Unless otherwise agreed to by us, we will instruct the custodians to deduct the fees directly from the Client's account.

All accounts in the Client household are aggregated and we apply that aggregate balance of accounts when assessing our fees, as well as any Investment Advisor breakpoint or tiered schedule. A household is defined as all custodian accounts at the same residential address.

Monthly Billing

Generally, for offerings on our OPS Platform, we bill monthly in arrears based on the average daily balance of the account for the previous month.

Quarterly Billing

Generally, for offerings on our BCI Platform, we bill quarterly in advance. When billing in advance, the initial fee is based on the market value of a Client's Account when it 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 on the last business day of the immediately preceding quarter. If Client advisory fees are billed in advance, Clients may

also be billed for additional monies added to their account during the advisory fee period. No adjustments to the Client advisory fee will be made for monies withdrawn during the advisory fee period. Upon termination, we will issue Clients a prorated refund of all unearned advisory fees that were paid in advance.

Method of Payment

Generally, our 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, we will

bill the Client separately instead of deducting the fees.

Clients can select to have one account from which all fees for their household are deducted. If such a situation is selected, Clients cannot designate an account subject to ERISA as the paying account for fees associated with non-ERISA accounts.

See "Retirement Plan Services Program Fees" below for a discussion of fees for the RPS program.

Fee Summary

The following tables outline the fees for services we offer under our various programs as outlined in [Item 4 – Advisory Business](#) of this brochure:

Orion Portfolio Solutions Programs

<i>Program</i>	<i>Wrap Fee Eligible</i>	<i>Minimum</i>	<i>Administration Fees^{1,2}</i>	
Disciplined Equity	Yes	\$50,000	Up to \$100,000	0.35%
Orion Custom Indexing	Yes	\$100,000	\$100,000 to \$250,000.00	0.30%
Wealth Advisory	Yes	\$1 million	\$250,000.01 to \$1 million	0.20%
Strategist Program	Yes	\$0	Over \$1 million	0.10%
SMA Program	Yes	Varies ³		
Market Cycle Advised Madate Portfolios	No	\$0.00	None	

1 An annual \$75 fee (billed at \$6.25 each month) will be charged for each account or sleeve used in a Client's household for households with assets on our platform valued at less than \$100,000.

2 There is no Administration Fee for the portion of accounts within the Wealth Advisory or Strategist Programs assigned to Affiliated Funds (including Destinations Funds) strategies. The Client will still pay for advisory services in such strategies based on their proportional ownership of the Affiliated Funds within such strategies. We will still earn compensation as the investment advisor to the Affiliated Funds within such strategies.

3 Minimums vary and are set by the SMA Program Strategist.

Brinker Capital Investment Programs

<i>Program</i>	<i>Wrap Fee Eligible</i>	<i>Minimum¹</i>	<i>Fees</i>			
			<i>Brinker Fee Component²</i>		<i>Custody & Clearing Fee³</i>	
Disciplined Equity	Yes	\$50,000	0.35%			
Orion Custom Indexing	Yes	\$100,000	0.35%			
Wealth Advisory	Yes	\$1 million	0.65%		First \$250,000	0.10%
					Next \$250,000	0.09%
					Next \$500,000	0.08%
					Next \$1,000,000	0.05%
					Next \$3,000,000	0.05%
					Remainder	0.03%
Core Guided Portfolios	Yes ⁴	\$500,000			Fees in this program range as follows ⁶ :	
Core Select	Yes	\$0 ⁵	Up to \$100,000	0.35%	First \$250,000	0.09% - 0.19%
			\$100,000 to \$250,000.00	0.30%	Next \$250,000	0.07% - 0.10%
			\$250,000.01 to \$1 million	0.20%	Next \$500,000	0.05% - 0.08%
			Over \$1 million	0.10%	Next \$1,000,000	0.03% - 0.05%
					Next \$3,000,000	0.03% - 0.05%

					Remainder	0.03%	
Destinations Funds	No	\$10,000	None ⁷		None		
Destinations Hybrid Portfolios ⁸	No	\$10,000					
Destinations ETFh	No	\$25,000	Up to \$100,000	0.64%		First \$250,000	0.10%
			\$100,000 to \$1 million	0.50%		Next \$250,000	0.06%
			Next \$1 million	0.45%		Next \$500,000	0.03%
			Next \$1 million	0.40%		Next \$1,000,000	0.02%
			Next \$2 million	0.35%		Next \$3,000,000	0.02%
			Over \$5 million	Negotiable	Remainder	0.02%	
Personal Benchmark	No	\$100,000	None ⁷		None		
Focused Strategies	Yes	\$0					
American Funds Strategy	No	\$25,000					
American Hybrid Portfolios ⁸	No	\$25,000	Up to \$100,000	0.35%	First \$250,000	0.10%	
Core Plus ETF Strategy	Yes	\$10,000	\$100,000 to \$250,000.00	0.30%	Next \$250,000	0.09%	
Brinker Capital ESG Portfolios	Yes	\$25,000	\$250,000.01 to \$1 million	0.20%	Next \$500,000	0.08%	
Active Income Strategy	Yes	\$25,000	Over \$1 million	0.10%	Next \$1,000,000	0.05%	
Managed Income Strategy	Yes	\$25,000			Next \$3,000,000	0.05%	
Digital Assets Portfolio	Yes	\$25,000			Remainder	0.03%	

1 An annual \$75 fee will be charged for each account or sleeve used in a Client's household for households with assets on our platform valued at less than \$100,000.

2 For Core Guided Portfolios and Core Select accounts opened through our Brinker Legacy Technology Platform, the Brinker Fee Component is as follows:

Up to \$100,000	0.64%
\$100,000 to \$1 million	0.50%
Next \$1 million	0.45%
Next \$1 million	0.40%
Next \$2 million	0.35%
Over \$5 million	Negotiable

3 Only applicable for accounts opened through the Brinker Legacy Technology Platform. Accounts opened through our Advisor Portal are not subject to this fee.

4 At any given time, Core Guided Completion Strategies portfolios may be allocated only among mutual funds and ETFs and, in that instance, would not be considered to be "wrap fee" accounts.

5 While we do not set a minimum for this program, each Strategist within the program may set a minimum for their portion of the account they will manage.

6 The exact fees for each program within this offering are as follows:

Program / Style	Guided	Equity SMA	Fixed Income SMA	Guided Completion Strategies
First \$250,000	0.10%	0.19%	0.09%	0.09%
Next \$250,000	0.09%	0.10%	0.07%	0.07%
Next \$500,000	0.08%	0.06%	0.05%	0.05%
Next \$1,000,000	0.05%	0.03%	0.03%	0.03%
Next \$3,000,000	0.05%	0.03%	0.03%	0.03%
Remainder	0.03%	0.03%	0.03%	0.03%

7 We receive a management fee directly from the Destinations Funds as the investment advisor to the funds. Client's indirectly pay these fees through their proportional ownership of the Destinations Funds used in this program.

8 The Brinker Fee Component does not apply to the portion of the portfolio allocated to the Destinations Funds, as we receive a management fee from the funds in our role as advisor to the funds. Client's indirectly pay these fees through their proportional ownership of the Destinations Funds used in this program.

In addition to the fees in this chart, Clients will be assessed a Strategist/Strategy fee, which generally ranges from 0.00% to 0.50%, and an Investment

Advisor fee. The Investment Advisor fee is negotiated between a Client and their Investment Advisor and may represent either an advisory fee or a solicitor

fee, depending on the Investment Advisor's relationship with us.

Fee Review

Clients should carefully review all fees charged by us, their Investment Advisor, and any funds Clients are invested in to fully understand the total amount of fees that are paid. It is the Client's responsibility to verify the accuracy of the fee we charge to their account. The fee we collect will appear on the Client's custodial statement, though the custodian does not determine whether the fee has been properly calculated. In addition, a fee summary is available to Clients through our website. Fees charged by us are separate and distinct from fees and expenses charged by a Client's Investment Advisor, mutual funds or ETFs traded within the Strategist Models, or a Strategist providing a Strategist Model. A description of mutual fund or ETF fees and expenses are available in each fund's prospectus.

As explained in [Item 4 – Advisory Business](#) of this brochure, we use the cheapest share class that is available at all custodians where the strategy is available. Therefore, it is possible that a particular custodian may offer a cheaper share class, but it will not be used in the strategy because not all of the other available custodians offer that share class for the strategy.

Other Fee Information

The following sections outline important additional information relating to our fees.

Fee Distribution

We distribute a portion of the Brinker Fee Component to certain Investment Advisors who have significant assets invested in our Platforms or for other reasons, at our discretion. The amount of any distribution is individually negotiated with each Investment Advisor. Any Brinker Fee Component distributed to an Investment Advisor is retained by that Investment Advisor and does not constitute a reduction in the Brinker Fee Component for Clients.

Fee Changes

We may amend our fee schedule upon at least 30 days' prior written notice. Because the other costs associated with a Client's account will be passed through to the Client, their total fee will vary based upon the allocation of an account among Strategists, specific Strategist selection, and the number of Strategists rather than based upon the funds included in an account. We post fee schedules for Strategists (which determine the Strategy Fee Component) and, if applicable, for the Custody and Clearing Fee Component, as they may be amended from time to time, on our website (orion.com/wealth-management).

Termination of Services and Termination Fees

We can terminate our advisory services with a Client at any time by providing written notice. Likewise, a Client can terminate our services at any time by providing us with written notice. If a Client's use of our services is terminated within (5) five business days from the date of inception, all fees paid by the Client in advance will be promptly refunded and no termination fee will be charged. Should a Client's agreement be terminated at any other time, the Client will receive a pro-rata refund of any prepaid fees.

The current Termination Fee is \$75 per account for full outgoing distributions or non-ACAT transfers. The Termination Fee may be discounted for Clients of Investment Advisors who have a significant amount of assets invested on our Platforms. Any discount is individually negotiated with each Investment Advisor at our discretion. Additional account termination fees may be charged by the custodian.

Upon termination, we advise Clients to immediately contact their custodian to ensure the Client Account is allocated according to Client wishes. Clients are responsible to pay for services rendered until the termination of the agreement.

Custodian Services

Custodian services will be provided by a qualified custodian, including our affiliate, Constellation Trust

Company ("CTC"). Please refer to [Item 10 – Other Financial Industry Activities and Affiliations](#) of this brochure for more information on our affiliates, including CTC.

The investments in each Strategist Model for non-qualified accounts may be held in either a separate brokerage account or a UMA brokerage account with sleeves at the Client's custodian. The custodian typically receives a shareholder servicing fee from the load-waived mutual funds held by the Client Accounts.

[Destinations Funds Program](#)

We use Affiliated Funds exclusively in our Destinations Funds program. The Affiliated Funds may have higher ongoing expenses than unaffiliated mutual funds. In evaluating the overall cost of the Destinations program as compared to other investment programs, Clients should note that we receive advisory fees as the investment advisor in Destinations Funds. Because we receive advisory fees as the Investment Advisor to the Destination Funds, we do not charge the Administrative Fee or Brinker Fee Component for the portion of any Destinations portfolio account allocated to the Destinations Funds. However, because we receive advisory fees in connection with the Destinations program, we have an incentive to recommend the Destinations program to the extent that we receive a greater portion of the Total Fee charged than we do in other programs. The fee for our Destinations ETFh program includes an asset-based fee to cover transaction costs, which may be more costly for larger accounts with relatively low trading activity than a program that imposes a separate charge on each share transaction.

[Market Cycle Advised Mandates Portfolios](#)

The unaffiliated Strategists whose funds or models are utilized within the MCAM Portfolios pay us a fee in exchange for inclusion in the MCAM Portfolios. Additionally, we utilize the Destinations Funds in the MCAM Portfolios. We have a conflict because the fees received by us vary based upon the funds

utilized within the portfolios. Further, each Strategist may expect that a portion of the total assets in the portfolios be allocated to their funds or models. To mitigate the conflicts, we manage the MCAM Portfolios based upon their investment objectives, our long-term capital forecasts and limit the allocation of the models to the Destinations Funds to no more than 12%. Further, Clients and their Investment Advisor, not us, are responsible for selecting the most suitable portfolio for Clients. We do not provide advice or recommendations regarding portfolio selections.

[Municipal Securities Portfolios & Individual ETF or Mutual Fund Holdings](#)

We offer two Custody and Clearing fee structures for actively managed municipal securities portfolios. Clients may elect to be charged a separate ticket charge on each trade in the account or an asset-based fee. The current ticket charge is \$30.00 per trade for fixed income and mutual funds and \$8 per trade for equities and ETF's, which may be changed from time to time. No separate ticket charge is imposed on transactions when Clients have selected the asset-based fee, which utilizes the Core Fixed Income custody and clearing fee schedule.

We offer two Custody and Clearing fee structures for individual ETF or mutual fund holdings in Core Asset Manager accounts. Clients may elect to be charged a separate ticket charge on each trade in the account or an asset-based fee. The current ticket charge is \$8 per trade for ETFs and \$30 per trade for mutual fund holdings (other than trades of non-transaction fee (NTF) mutual fund shares). The ETF and mutual fund per trade ticket charge may be changed from time to time. No separate ticket charge is imposed on transactions when Clients have elected the asset-based custody and clearing schedule, which utilizes the Core Equity custody and clearing fee schedule.

Whether the per trade or the asset-based option is more suitable for Clients invested in actively managed municipal securities portfolios or individual ETFs or mutual funds will depend on the size of the

account and the level of actual trading in the account. The per ticket charge 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 the asset-based fee will generally be more suitable for smaller accounts or accounts that have above average transaction volume due to frequent additions or liquidations.

The Clearing and Custody Fee Schedule in effect from time to time is available to Clients on our website (www.brinkercapitalinvestments.com).

Unsupervised Asset Fee

As an accommodation to a Client, we may permit a Client to deposit cash or other securities ("Unsupervised Assets") in their account or, alternatively, at the Client's discretion, in a separate account established with the custodian, for which we do not provide asset allocation, portfolio management, or performance monitoring services. For custody of Unsupervised Assets, we charge 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. Clients 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 Clients account at the time of the transaction giving rise to the charge, or at such other time as determined by the custodian.

Strategist Fee Retention

We retain the following amounts from the Strategist Fee (for OPS) or Strategy Fee (for BCI) referenced above, regardless of Strategist Model type:

Strategist	Portion we retain
American Funds	0.10%
Appleton Partners	0.05%
Fidelity Investments	0.05%

The entire Strategist Fee charged by certain Strategists is retained by us. If this applies to the strategy Clients select, it will be disclosed in the Client's Application Addendum or Investment Advisory Agreement, as applicable. In addition, some Strategists select mutual funds for which they or their affiliate act as advisor when developing their Strategist Model. Certain of these Strategists share a portion of the fees they collect from mutual funds they manage with us. Below are the Strategists who share these fees with us:

- Advanced Asset Management Advisors
- Buckingham Strategic Partners
- First Trust
- Main Management
- Meeder Investment Management
- Ocean Park Asset Management
- PIMCO
- Toews Corporation

We have entered into agreements with BlackRock, American Funds, Janus Henderson, Northern Trust, and State Street Global Advisors, under which these Strategists pay us a fee for, among other services, marketing and support with respect to the Strategist Program. These fee sharing arrangements vary and create a conflict of interest since we have an incentive to continue to recommend these Strategists for the Strategist Program. Additionally, Strategists may refer or recommend their clients to invest via our platform. This arrangement creates an incentive for us to keep these Strategists over others that we may be considering. To mitigate these conflicts, our Investment Due Diligence Committee does not take revenue sharing payments into account when determining whether to retain Strategists.

The Strategist Fee may be discounted for Investment Advisors who have a significant amount of assets invested on our platform. The amount of the discount is individually negotiated with each Investment Advisor at our discretion.

We offer a program where Strategists on our Platforms can purchase from us data containing aggregate information regarding the Investment Advisors who are researching or recommending their strategies or models. Additional information regarding this can be found in [Item 10 – Other Financial Industry Activities and Affiliations](#) of this brochure.

Non-Standard Fees

The advisory fee schedules listed above are our standard rates. Actual fees, and/or the portion of the advisory fee retained by us and the Client's Investment Advisor, may vary. Please refer to the Client investment advisory agreement, including attached addendums and schedules, to determine the Client's advisory fee. The standard fee schedules listed above and minimum account sizes for our strategies are described in more detail in [Item 4 – Advisory Business](#) of this Brochure. Fees may be discounted or negotiated at our discretion and fees for customized investment strategies developed for a Client are negotiated on a case-by-case basis. Furthermore, from time-to-time we offer program-wide fee discounts and reduced account minimums as part of marketing and promotional programs. Such programs may be initiated or discontinued at our discretion. Based on this, we offer some or all Clients of certain Investment Advisors discounted fees based on the amount of assets an individual Client or the Investment Advisor has with us, the efficiencies gained by managing multiple Clients for the same Investment Advisor, and our relationship with the Investment Advisor. As a result, Clients with similar assets may have differing fee schedules and pay different fees. Clients can request that related accounts be combined in order to meet fee break points and reduce the advisory fee charged. We reserve the right to waive or reduce the advisory fee for certain accounts such as employee accounts and personal accounts of Investment Advisors who refer business to us. Clients who negotiate a flat fee schedule may or may not pay a higher fee than those who pay under a tiered schedule, depending on asset levels.

The same or similar investment advisory services may be available from other investment advisors for a lower fee.

Promotional Fee Discounts

From time to time, we may offer promotional fee discounts to the Client's Investment Advisor (either individually or in a group of similar investment advisors). This can include discounts for technology services offered by our affiliates, Orion Tech and / or Redtail Technologies, LLC.

This creates a conflict for the Investment Advisor or Investment Advisors as they are encouraged to recommend our investment advisory services relative to the investment advisory services of other advisors with similar programs to ours. Please review the Investment Advisor's Form ADV Part 2A for more information regarding their participation in such promotions.

Retirement Plan Services Program Fees

Clients participating in our RPS program typically pay a fee equal to the sum of the Brinker Fee Component and the Investment Advisor's Fee. For solicitor accounts, the solicitor's fee is equal to a percentage of the net asset value of the Plan account, as determined by the solicitor and set forth in the investment advisory agreement. For co-advisor accounts, the fee paid to the Investment Advisor is in addition to the Brinker Fee Component. The Investment Advisor's fee is established by the Investment Advisor, not us. The Investment Advisor's role and its fees are described in that firm's Form ADV, Part 2A. Both solicitor and co-advisor Clients also pay a separate fee to the Recordkeeper and administrative services. Mutual funds and ETFs incur management fees and other operating fees and expenses, which are in addition to the fees paid by the Client to us, the Investment Advisor, and the Recordkeeper.

Fees for our RPS program can be paid in advance or in arrears. When paid in arrears the fee is based on the Plan's account value, as of the last business day of each calendar quarter and are due the following

business day. Fees are prorated for the balance of the calendar quarter in which the Plan's account is initially opened. In the event of termination of the account, the fees will be adjusted, on a pro rata basis, to reflect the portion of the final quarter in which termination occurs.

The Brinker Fee Component for the RPS program (excluding the Investment Advisor's fee) is determined in accordance with the following schedule:

Total Plan Account Value*	Brinker Fee Component
Up to \$2,500,000	0.35%
>\$2,500,000 to \$5,000,000	0.30%
>\$5,000,000 to \$7,000,000	0.25%
Over \$7,000,000	0.20%
<p>* Note: Total Plan Account Value represents the portion of the Plan assets managed by or through our RPS program. The fee schedule is not tiered. The applicable percentage is based on the Plan's total account value as of the last business day of each calendar quarter. We may amend the fee schedule</p>	

upon at least 90 days prior written notice to Plan Sponsor.

Accounts above \$10 million are priced separately. We also may negotiate a lower fee on a case-by-case basis.

Brinker Fund Fee Offset

Advisory fees paid to us or our affiliates by any fund advised by us or our affiliates, including any Destinations Fund, with respect to a Plan's investment in such fund are credited to, or offset and reduce, dollar-for-dollar the Brinker Fee Component otherwise payable to us. The Brinker Fee Component in the above table is gross of such offset. If the Brinker Fund Fee Offset exceeds the Brinker Fee Component calculated under the foregoing fee schedule, we will reduce the Plan's total fee by such excess amount. If the fee offset exceeds the total fee payable to us (including the Investment Advisor's fee), such excess will be paid to the Plan. The amount of the Brinker Fund Fee Offset may change based on changes to the advisory fees paid to us or our affiliate by fund(s) advised by us or our affiliate.

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

We charge certain institutional endowment Clients a performance fee, which is based upon a share of capital gains or capital appreciation of the assets of such Client. Performance-based fees will only be charged in accordance with the provisions of Rule 205-3 of the Investment Advisers Act of 1940 (“Advisers Act”) and/or applicable state regulations. In addition, it is our policy not to retain any performance-based fees charged and to pass through any collected performance-based fees to third parties that provide investment research and/or advisory services to us in connection with our management of a Client’s account, as directed by the Client. In order for us to be eligible for a performance-based fee, the account’s performance must exceed a designated benchmark. If the account outperforms the designated benchmark, we receive a performance fee of up to 20% of the return in excess of the benchmark. The complete terms of our advisory fee are disclosed in the Investment Advisory Agreement between the Client and us. The performance fees charged by us may be higher than the performance fees charged by other investment advisors for the same or similar services.

Our Strategists are responsible for managing performance-based fee accounts and accounts that are charged another type of fee. There are potential conflicts of interest we face by managing performance-based accounts at the same time as managing asset based, non-performance based accounts. For example, the nature of a performance fee poses an opportunity for us to earn more compensation than under a stand-alone asset-based fee. Consequently, we may favor performance fee accounts over those accounts where we receive only an asset-based fee. One way we may favor

performance fee accounts is that we could devote more time and attention to performance fee accounts than to accounts under an asset-based fee arrangement. Additionally, performance-based fees create an incentive for an advisor such as to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement.

Since we endeavor at all times to put the interests of Clients first as part of our fiduciary duty as a registered investment advisor, we take the following steps to address these conflicts:

1. We disclose to investors and prospective Clients the existence of material conflicts of interest, including the potential for our firm and its employees to earn more compensation from some Clients than others.
2. We have implemented written policies and procedures for fair and consistent allocation of investment opportunities among all Clients.
3. We periodically compare holdings and performance of all accounts with similar strategies to identify significant performance disparities indicative of possible favorable treatment.
4. We educate our employees regarding the responsibilities of a fiduciary, including the equitable treatment of all Clients, regardless of the fee arrangement.
5. Only Clients that are able to assume additional risk are solicited to engage in a performance fee arrangement.

Item 7 – Types of Clients

We primarily provide investment management and recordkeeping services to Investment Advisors and their Clients. These Investment Advisors use our OPS Platform and BCI Platform to service their Clients. Such Clients may include individuals, banks or thrift institutions, pension, retirement, 529 educational savings and profit-sharing plans (other than plan participants), endowments, other pooled investment vehicles, trusts, estates, charitable institutions, corporations and other business entities, and state or

municipal government entities. All Programs (other than RPS) are available to these different types of investors, subject to certain minimum investment amounts.

Secondarily, we provide investment advice directly to the types of Clients identified above through an arrangement where Investment Advisors refer such Clients to us. This is referred to herein as a “solicitor” relationship.

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

In addition to the information below, see the response to [Item 4 – Advisory Business](#) of this Brochure for the methods of analysis, investment strategies, and risk involved in each of the services offered by us. Investing in securities involves risk of loss that Clients should be prepared to bear.

Investment Strategy Due Diligence

We utilize specific qualitative and quantitative screening criteria to identify appropriate strategies made available on our Platforms. The quantitative review focuses on the performance and track record of the strategies managed by each investment manager (including Strategists and SMA Managers, each, an “Investment Manager”) as compared against benchmarks, as well as Investment Manager firms and personnel metrics. Our qualitative analysis reviews information surrounding the operations of the Investment Managers, including history, experience, firm size and structure, investment analysis and decision-making process, and portfolio risk review. Qualitative screening includes a review of each Investment Manager’s organizational history and stability, including depth/experience of investment team and research group, investment process and strategy, internal resource allocation, legitimacy of track record, experience with taxable Clients, client servicing capabilities, relationship with us, and other characteristics.

Our Investment Due Diligence Committee oversees the Investment Manager due diligence, selection and monitoring processes. The Investment Due Diligence Committee reviews manager performance and addresses potential concerns, collaborates on new manager searches, and discusses recent and future onsite manager meetings. New investment strategies, including, but not limited to, separate accounts managed by unaffiliated Strategists, and funds, may be evaluated and selected based upon several factors, which includes but limited to such considerations as style analysis, performance, information obtained through a meeting with

appropriate manager personnel and investment strategy questionnaire responses. The Investment Due Diligence Committee makes recommendations with respect to any new investment strategies using their professional judgment and experience while taking these factors into consideration.

To monitor Investment Managers and manage the strategies on the platform, we utilize a proprietary risk scoring methodology. This tool assists Advisors in developing and selecting Investment Manager strategies by assigning a risk score to each strategy on our Platforms. The tool also defines each strategy according to their investment style or mandate.

As a Client’s Investment Advisor determines the investment strategy to utilize based on the Client’s investment needs, Clients should consult their Advisor’s Form ADV Part 2A for a full description of their investment analysis to determine how the strategy selected best suits the Clients investment needs and risk tolerance.

The Investment Managers are not provided individual information about the Client or their investment goals and objectives and do not have an advisory relationship with the Client. Any questions regarding the management of the investment strategies or the Client’s Account should be directed to the Client’s Investment Advisor.

Communities

All of the Strategists and Strategist Models available on our OPS Platform are available to the investment advisory firms and their representatives that are utilizing the portfolio accounting and other technology tools offered through our affiliate, Orion Tech.

We make additional Strategists and Strategist Models available for use by these unaffiliated investment advisors through our Communities Platform. Our Due Diligence team conducts a less thorough review of the Strategist Models available only through the

Communities platform. We also conduct less rigorous Due Diligence for such Strategists who only have Strategist Models available through Communities.

Such limited due diligence consists of a quantitative review of the Strategy and, if applicable, the Strategist, which includes historical risk and return performance against peers and benchmarks, assets under management for the Strategy and Strategist, and other factors. If the due diligence team has no concerns, the Strategy is added to the Communities platform. Such Strategist Models are not subject to review by our Due Diligence Committee.

Individual Securities

We do not review investment decisions regarding individual securities made by unaffiliated Investment Managers. While we are responsible for implementing an Investment Manager's instructions with respect to Client accounts invested in a model, we do not review or make any independent determination with respect to the merits of such investment instructions. Investment decisions relating to fund shares for strategies managed directly by us are made by our investment team. The selection process can generally be defined as eclectic in nature, with no specific constraints based on size, liquidity, style, geography, sector or other predetermined criteria. Our investment team may consider a broad array of factors in determining the purchase or sale of a security, including but not limited to, the upside potential, downside risk, valuation metrics, technical outlook, future catalyst event, diversification benefit and/or other information.

Custom Indexing

We make available certain Custom Indexing and tax managed strategies, which replicate broad market indices or strategist models through the direct purchase of individual securities. These strategies seek to replicate the risk/return profile of the index or strategy being targeted and can create tax alpha by harvesting tax losses to offset taxes on capital

gains as well as provide comprehensive tax transitions.

Discretionary Programs

As mentioned above, in addition to third-party Investment Manager strategies, we make available certain strategies that are managed internally. The platform provides internally managed mutual fund and ETF portfolios managed by our discretionary portfolio management team. In addition, the OPS Platform offers the MCAM (Market Cycle Advised Mandate) Portfolios which are also managed by us and are composed of third-party and proprietary Investment Manager funds. Our investment due diligence team and Investment Due Diligence Committee do not review our proprietary strategies.

Investment Analysis for Solicitor Clients

The following information relates to the Method of Analysis and investment strategies for Clients introduced to us under a solicitor arrangement, as described in [Item 4 – Advisory Business](#) of this Brochure.

Investment Strategy Development

Critical to the success of any investment plan is a sharply focused, well-defined strategy that accounts for risk tolerance, time horizons, rate of return targets, and liquidity needs. We use an investment strategy questionnaire to assist in developing a recommended or suggested investment strategy for each Client.

Investment Strategy Questionnaire

BCI Clients introduced to us through a solicitor Investment Advisor will complete an investment strategy questionnaire developed by us or a third-party advisor which identifies the Client objectives, assets, risk tolerance, personal situation, and investment experience. We utilize our proprietary computerized software program to analyze the investment strategy questionnaire and recommend an appropriate investment strategy based on the result of such analysis. Our investment team is responsible for maintaining the logic, which includes maintaining the investment strategy questionnaire. If

Clients require a more custom analysis, the investment strategy questionnaire will be reviewed by an appropriate member of our investment team. When creating an investment strategy profile, we consider various factors, including, but not limited to, Client risk aversion, investment time horizon, liquidity needs, tax bracket, and account type. We also consider Client level of investable assets and desired level of investment discretion in recommending programs.

In the RPS program, we provide an investment strategy questionnaire which the Plan sponsor can make available to Plan participants to assist them in selecting an investment strategy. We do not provide investment recommendations to the Plan participants.

Asset Allocation Process

For solicitor Clients, once we have created an investment strategy profile, BCI creates an asset allocation that aligns Client objectives with investment strategies using investment disciplines that are suitable for achieving the Client's stated goals. For discretionary portfolios, each program will be managed within the stated ranges for each major asset class. With respect to any investment recommendation, neither we nor the Asset Allocation Committee or Investment Committee members favor one Client or group of Clients at the expense of other Clients.

Risk Budgeting

We also utilize Risk Budgeting for certain investment strategies. Risk Budgeting is the spending allowance with regard to risk that we allow for a Client's portfolio. The risk associated with each investment is carefully considered before it is added to a Client's portfolio. Under Risk Budgeting, Clients are assigned a Risk Budget and each security (fund) is assigned a risk value primarily based on volatility. The Risk Budget is expressed as a percentage of the risk relative to a diversified equity portfolio benchmark. For example, a Risk Budget of 100 would represent a portfolio with a risk similar to 100% of the risk of a

diversified equity portfolio and a portfolio with a Risk Budget of 60 would represent a portfolio with a risk similar to 60% of the risk of a diversified equity portfolio. Within the constraints of the Risk Budget that Clients select, we actively seek to identify attractive market opportunities. Our Risk Budgeting Methodology is flexible enough to be applied to a broad variety of Client risk comfort levels, from aggressive to conservative.

Conflicts of Interest

From time to time, our investment team, Investment Committee, and/or the Investment Due Diligence Committee members may have a conflict of interest when making an investment recommendation, including any benefits we or such individuals receives from a third party. When a particular investment recommendation creates a conflict of interest, the investment team member, Investment Committee member, and/or Investment Due Diligence 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 investment team member, Investment Committee member, Investment Due Diligence Committee member, and/or we receive 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.

Our parent company, Orion Advisor Solutions, Inc. ("Orion") maintains a Conflicts Committee charged with identifying and addressing conflicts of interest that exist in our business and the business of our affiliates. The Conflicts Committee is chaired by our Chief Compliance Officer.

Under our current fee schedules, the amount of fees we receive does not change based upon the allocation of assets in a Client's account among Strategists and/or funds, which we believe eliminates any incentive or conflict with respect to the allocation of assets in a Client's account. We utilize only our Destinations Funds in our Destinations

Funds models, for which we serve as the advisor and receive an advisory fee from the Destinations Funds. This creates a potential conflict of interest, which we seek to mitigate by excluding the Destinations Funds when calculating the Brinker Fee Component and Administration Fees, as applicable, for accounts in the Destinations models. See also [Item 10 – Other Financial Industry Activities and Affiliations](#) of this brochure.

Risk of Loss

The description contained herein is an overview of the risks entailed in the various advisory programs we offer, and is not intended to be complete. All investing involves a risk of loss, our programs could lose money over short or long periods.

Investing in securities is inherently risky. An investment in mutual funds, exchange-traded funds, or stocks could lose money. We and the Investment Managers cannot give any guarantee that they will achieve their investment objectives or that Clients will receive a return on or return of their investment. Although money market funds are considered low risk, they are affected by other types of risk, mainly interest-rate risk and inflation risk. The underlying value of the instruments within the money market fund may change depending on the direction of interest rates.

No Guarantee

The value of a Client investment could decline and be worth less than the principal initially invested. And while a money market fund seeks a stable share price, its yield fluctuates. In addition, mutual funds are not insured or guaranteed by an agency of the U.S. government. Bond funds, unlike purchasing a bond directly, will not re-pay the principal at a set point in time.

Risks

Performance could be impacted by a number of different market risks including but not limited to:

Loss of Capital

All of our programs are subject to general market risk. Any investment in the securities market is subject to risk of loss of capital. The value of the portfolio will fluctuate based upon changes in value of the underlying securities. Investments are not insured by the Federal Deposit Insurance Corporation.

Interest Rate Risk

Portfolios may change in response to the movement of interest rates. The price of a fixed income security will generally fall when interest rates rise.

Manager Risk

Performance may deviate from overall market returns if we or any unaffiliated Investment Manager is either more defensive or more aggressive when the market is rising or falling, respectively.

Credit Risk

The value of a Client's investment in the portfolio may change in response to changes in the credit ratings of the portfolio's securities. Generally, investment risk and price volatility increase as a security's credit rating declines.

Derivatives Risk

Derivatives, such as options, futures and swaps, can be volatile, and a small investment in a derivative can have a large impact on the performance of the portfolio. Other risks of investments in derivatives include imperfect correlation between the value of these instruments and the underlying assets; risks of default by the other party to the derivative transactions; risks that the transactions may result in losses that partially or completely offset gains in portfolio positions; and risks that the derivative transactions may not be liquid.

Foreign Risk

Foreign investments are subject to the same risks as domestic investments and additional risks, including international trade, currency, political, regulatory and diplomatic risks, which may affect their value. Also, foreign securities are subject to the risk that

their market price may not reflect the issuer's condition because there is not sufficient publicly available information about the issuer.

Leverage Risk

Certain transactions, such as reverse repurchase agreements, dollar rolls, loans of portfolio securities, and the use of when-issued, delayed delivery or forward commitment transactions, may give rise to leverage, causing a portfolio to be more volatile than if it had not been leveraged.

Liquidity Risk

Certain securities eligible for investment by the portfolio may be deemed to be illiquid under applicable law. During periods of market turbulence or unusually low trading activity, in order to meet redemptions, it may be necessary for the portfolio to sell such securities at prices that could impact portfolio value.

Execution Delay Risk

In our Retirement Plan Services program, we provide instructions regarding mutual funds and ETFs included in the asset allocation models for the RPS program and the weightings thereof. Changes to

those models result in the purchase and sale of mutual funds and ETFs for participant accounts. However, the recordkeeper is responsible for implementing mutual fund and ETF sales and purchases and there may be a delay in the execution of BCI's instructions by the Recordkeeper and/or the custodian. Any such delay could be significant and could adversely affect the investment performance of the participant's account.

The level of exposure to any of the foregoing risks will depend on the extent to which BCI or any third-party or fund manager invests in specific securities or utilizes specific investment strategies that pose such risks.

Alternative Investment Mutual Funds

Alternative investment mutual funds are speculative and involve substantial risks. It is possible that investors may lose some or all of their investment. Please review the mutual fund prospectus for the risks associated with each alternative mutual fund that Clients are considering for investment in a Strategist Model.

Item 9 – Disciplinary Information

Neither we nor any of our employees have been involved in any legal or disciplinary events in the past 10 years that would be material to a Client's evaluation of us or our personnel.

Item 10 – Other Financial Industry Activities and Affiliations

As discussed above, we are a subsidiary of Orion Advisor Solutions, Inc (“Orion”). The following direct and indirect subsidiaries of Orion are affiliates of OPS:

- Advizr, Inc dba Orion Planning
- BasisCode Compliance LLC dba Orion Compliance
- Constellation Trust Company (“CTC”)
- Destinations Funds Trust
- GxWorks, LLC dba Orion Risk Intelligence (formerly HiddenLevers)
- Orion Advisor Technology, LLC (“Orion Tech”)
- Redtail Technology, Inc.
- Townsquare Capital LLC (“TownSquare”).

Our executive officers also serve as officers and directors of the other Orion affiliates.

Broker-Dealer Registrations

Brinker Capital Securities, LLC, is a registered broker-dealer and an affiliate of us. BCS acts as introducing broker-dealer under a clearing agreement with National Financial Services, LLC (“NFS”) for all accounts in our programs offered under the BCI name that are custodied at NFS, excluding those accounts introduced by Fidelity Brokerage Services, LLC, an NFS affiliated broker-dealer, or Clients in the MMLIS Brinker co-advisory program for whom MMLIS serves as the introducing broker-dealer. BCS receives no commissions in connection with securities transactions in wrap fee accounts for which it acts as introducing broker.

Other Registrations

Neither we nor any of our 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.

Other Affiliates and Affiliations

We use the products and services of our affiliates to assist us in providing the advisory services to Clients. In addition, the Client’s Investment Advisor may use the services of our affiliates. Below is a list of these affiliates and their activities.

Orion Advisor Technology, LLC (“Orion Tech”), Orion Planning, and Orion Risk Intelligence

We utilize the back-office system provided by Orion Tech for trade processing, account management, and performance reporting for certain Programs. We also make available to Clients and Investment Advisors planning tools from Orion Planning and risk analytics tools from Orion Risk Intelligence. We believe that the utilization of Orion Tech, Orion Planning, and Orion Risk Intelligence do not create a conflict of interest.

Destinations Funds

We are the investment advisor for the Destinations Mutual Funds and we receive an investment advisory fee for this service, which presents a potential conflict of interest. The Destinations Mutual Funds are included in the Destinations strategies offered through our Strategist Program and Communities platform. Additional information about such potential conflict of interest can be found in the Material Conflicts of Interest section below.

Constellation Trust Company (“CTC”)

CTC is a Nebraska chartered trust company and a subsidiary of us. Some of our executive officers also serve as officers and directors of CTC. CTC’s custodial services facilitate certain BCI Clients who desire a third-party investment advisor such as us to manage their account(s). We and our affiliates may recommend CTC, among other custodians, to Clients. CTC has established electronic interfaces and capabilities necessary to maintain and aggregate custodial records and reporting for Clients invested across various investment platforms. We have entered into an arrangement with CTC to waive the

annual custodial fee for these BCI Clients. All other custodial fees and charges of CTC are set forth in the CTC custodial agreement. Trades for these BCI Client accounts custodied at CTC are effected via the National Securities Clearing Corporation through arrangements with third parties, including Matrix Settlement and Clearance Services, LLC ("Matrix") and Charles Schwab & Co., Inc. The Destinations Funds (for which we serve as investment advisor) and other mutual funds held by Clients with assets custodied at CTC pay shareholder servicing or sub-transfer agent fees to CTC for distribution and/or shareholder servicing related assistance associated with making a Client's investments in such funds. Our policies and practices with respect to selecting share classes for accounts invested in programs that are held at CTC or any other custodian, are described in this Brochure.

CTC receives 12b-1 fees from mutual funds held in some Client accounts. It is CTC's practice to convert share classes of fund which pay 12b-1 fees to share classes of the same funds which do not pay 12b-1 fees. During this transition, CTC will earn, and subsequently be paid, the 12b-1 fees while the 12b-1 fee paying share classes are in its custody. CTC's policy is to rebate to Clients such 12b-1 fees. Therefore, any 12b-1 fee payments CTC does receive for eligible mutual funds are credited back to the Client.

[TownSquare Capital, LLC](#)

TownSquare is an investment advisor registered with the SEC. TownSquare provides a fee-based investment platform that allows unaffiliated third-party investment advisors the ability to enhance their current investment program or utilize models provided by institutional portfolio strategists. TownSquare markets this program under the name Orion OCIO, which stands for Outsourced Chief Investment Officer. We have a sub-advisory agreement in place with TownSquare to manage some products available on our platform. Due to the fact that TownSquare is an affiliate, we have an incentive to utilize TownSquare as a sub-advisor.

[BasisCode Compliance, LLC dba Orion Compliance](#)

Orion Compliance is an end-to-end compliance management solution owned by our parent company, built upon an always audit-ready reporting infrastructure. The cloud-based software platform provides core compliance functions and personal trading and insider trading solutions for firms. Orion Compliance combines the core data available through Orion Tech with the analytics available through Orion Compliance and Orion Risk Intelligence, to develop new tools for the advisor communities. We utilize Orion Compliance as a technology solution for our compliance program.

[Focus Orion Solutions, LLC](#)

Focus Orion Solutions is a joint venture between Orion Tech and F-O Premier, LLC, an entity beneficially controlled by Focus Treasury & Credit Solutions, LLC., which offers an array of cash and credit solutions and related services developed by Uptiq, Inc. ("Uptiq") through the Orion Tech WealthTech platform. The integration between the platforms is offered under the name Orion Cash & Credit. Orion Tech, which is our affiliate, will receive a fee for referring clients to Uptiq's platform. Financial advisors that utilize the integration to the Uptiq platform will have access to Uptiq's financial institution partners that offer the lending- and deposit-related products listed below (collectively, the "Financial Products"). In each case, access to the Financial Products is made available to a financial advisor so that the financial advisor may identify one or more selected banking institutions that can offer to the Client certain Financial Products desired by the Client. Such Financial Products currently consist of the following:

- Mortgage Loans — Loans relating to residential purchases, refinancing, HELOC, and construction loans;
- Working Capital — Corporate, commercial, and business working capital, expansion and acquisition lines of credit and loans;

- Commercial Real Estate — Commercial real estate, multifamily and other owned occupied properties;
- Securities Backed Lines of Credit (SBLOC) — Automated and highly competitively priced non-purpose securities backed lines along with lines secured by selective private and alternative investments;
- Specialty Lending — Premium financing, fund call and operating lines of credit, along with others;
- Watercraft and Aircraft Lending — New and used watercraft and/or aircraft purchases and refinancing; and
- FDIC Insured Deposit Program — In-portfolio cash balances, held away debit/transactional cash and outside client cash savings with \$2 to \$100 million of insurance per tax ID.

Material Conflicts of Interest

Our parent company, Orion, maintains a Conflicts Committee charged with identifying and addressing materials conflicts of interest that exist in our business and the business of our affiliates. The Conflicts Committee is chaired by our Chief Compliance Officer and includes senior employees across the technology and wealth management offerings of Orion.

Mutual Fund Transaction Fees

In the Core Asset Manager, Destinations ETFh, and Wealth Advisory programs, we have the choice of using either non-transaction fee (“NTF”) funds or transaction fee funds. While transaction fee funds generally have a lower expense ratio to the Client than an NTF fund, the clearing and custody costs paid by us are higher for transaction fee funds than for NTF funds. For Clients with fee schedules in effect prior to April 1, 2017, this may create a conflict by giving us the incentive to select NTF funds in order to reduce the clearing and custody fees for Client accounts, instead of selecting transaction fee funds that may have a lower expense ratio to the Client. In order to address this potential conflict, we pay the custodian an asset-based fee for clearing and

custody, which we took into account when establishing its prior fee schedule(s) for these programs.

Destinations Funds

We invest accounts in the Destinations program in Destinations Funds, for which we serve as the investment advisor and receive an advisory fee, which presents a potential conflict of interest. We do not employ the same due diligence procedures that we apply to other fund managers and Strategists in evaluating the Destinations Funds. However, our decisions with respect to the selection, allocation of assets, and termination of a sub-advisors of the Destinations Funds are subject to the oversight and approval of the Board of Trustees of the Destinations Funds (a majority of which are unaffiliated with us). In addition, we do not assess the Brinker Fee Component or Administrative Fee, as applicable, for the portion of the Client’s Destinations portfolio invested in the Destinations Funds.

Financial Professional Seminars

We organize educational seminars for solicitor and co-advisor Investment Advisors that may be sponsored or co-sponsored by various money managers and mutual fund managers that participate in our advisory programs. Investment Managers who participate in this program pay a fee which is used to defray expenses associated with such events. An Investment Manager’s participation in the program is voluntary. We do not consider an Investment Manager’s participation in this program when making manager recommendations to Clients.

Affiliate Offerings

Our affiliates Advizr, Inc. dba Orion Planning, BasisCode Compliance LLC dba Orion Compliance, Orion Tech, GxWorks, LLC dba Orion Risk Intelligence (formerly HiddenLevers), and Redtail Technology, Inc. (collectively our “Technology Affiliates”) offer technology solutions to investment advisors, which may include the co-advisor Investment Advisor on Client accounts with us, or the solicitor Investment Advisor who introduced the Client to us.

Our Technology Affiliates have collectively created a program for third party investment advisors in which eligible Investment Advisors receive a reduction in fees owed to our Technology Affiliates when they provide additional advisory services. The total amount of assets managed in our investment advisory programs is also a factor in determining the amount of the fee reduction in certain instances. As such, an Investment Advisor may have a reduction in their costs to utilize our Technology Affiliates' services based on their Clients' collective assets under management within our advisory programs. This creates a conflict for these Investment Advisors because the more assets that they recommend be invested in our advisory programs, the lower their cost is to receive the services of our Technology Affiliates. We do not receive any portion of the fees the Investment Advisors pay to our Technology Affiliates, nor do these fee reductions apply to the fees paid by the Client for the advisory services we offer.

Strategist Data

We offer a program where Strategists on our platform can purchase from us data containing aggregate information regarding the Investment Advisors who are researching or recommending their strategies or models. This program is voluntary for Strategists. This program creates a conflict of interest for us as we are encouraged to prefer and retain Strategists who agree to purchase such data. We mitigate this conflict by subjecting all Strategists to the same Due Diligence process regardless of their business arrangement with us. Additional information regarding our Due Diligence process can be found in [Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss](#) of this Brochure.

Custodian Conflicts

For a discussion of the potential conflict of interest that could arise from the economic benefits we receive from NFS and Charles Schwab & Co., Inc. ("Schwab") in the form of the support products and services these firms make available to us, see [Item 12 – Brokerage Practices](#) of this Brochure.

We have adopted and implemented policies and procedures we believe are reasonably designed to manage these conflicts of interest and to prevent violations of applicable law.

Third Party Technology Services Arrangements

We utilize the investment advisor technology platform created by our affiliate, Orion Tech. This platform is available to other, unaffiliated investment advisors and features integrated third-party services available through unaffiliated financial technology providers, creating integrated services available to users of Orion Tech (including us). Through Orion Tech's arrangements with such third party technology providers, Orion Tech receives revenue based on the usage of the third-party service through its platform. While such third-party services are typically integrated into the Orion Tech technology experience for ease of use, users of Orion Tech's technology services are not prevented from choosing alternative providers. Nevertheless, the inclusion of certain third-party service providers on Orion Tech's platform for which Orion Tech receives revenue for the services it provides to support the integration creates a conflict as we are encouraged to refer or recommend those services which would generate more revenue for Orion Tech. Such services are discussed in detail below.

DPL Financial Partners

DPL Financial Partners ("DPL") is a financial service provider that coordinates the provision, either directly or through its associated and licensed broker-dealer, of certain insurance products, including annuities. DPL supports such activities through the use of a web-based platform and certain associated Product Tools (collectively, the "DPL Platform"), as well as through relationships that DPL has established with certain insurance carriers that offer Insurance Products. DPL offers the use of its insurance services through a membership program. DPL is unaffiliated with us or any of our affiliates.

Our affiliate, Orion Tech, has entered into an arrangement where DPL will share a portion of the membership fee paid to it by any investment advisor

referred to DPL by Orion Tech. DPL will also pay a technology support fee to Orion Tech for its efforts in supporting the integration with the DPL Platform. We do not receive any portion of these fees. There is a conflict as the Client's third party investment advisor which uses our advisory services described in this brochure may also use the technology services of Orion Tech, and Orion Tech may receive revenue from DPL if the Client's investment advisor was referred to DPL by Orion Tech and became a member of DPL.

Neither we nor Orion Tech, nor any of our affiliates, is involved in the solicitation or sales of the insurance products through the DPL Platform.

Capital Integration Systems

Capital Integration Systems ("CAIS"), itself and through its subsidiaries, offers a platform for the purchase of private placements and other non-traded assets. CAIS is unaffiliated with us or any of our affiliates. Our affiliate, Orion Tech, has entered into an arrangement where CAIS will pay Orion Tech a fee based on the value of the assets held by Clients of investment advisors who utilize Orion Tech's technology, including OPS or BCI Platform Clients. Orion Tech will receive no fee until the value of such assets exceeds \$100 million, and the size of the fee will increase until the value of such assets exceeds \$500 million, at which time the fee will not increase. However, as the fee is based on the value of the assets on the platform, the amount of revenue received by Orion Tech will increase as the value of such assets (either by market gain or additional sales)

will increase. We do not receive any portion of this fee.

Client's Investment Advisor which uses our advisory services described in this brochure may also use the technology services of Orion Tech, and may recommend that Clients allocate a portion of their assets to one or more offerings available on the CAIS platform. In addition, if Clients engage our Wealth Advisory service, we may recommend that Clients allocate a portion of Client assets to one or more offerings available on the CAIS platform. This creates a conflict for us as Orion Tech may receive revenue from CAIS if Clients invest in any offering on the CAIS platform through their investment advisor or our Wealth Advisory platform.

Board Member Activities

The Board Members of our parent company may be engaged in outside activities, including being employed by or serving as a board member of the parent company or affiliate of one of our third party Strategists or Investment Managers. This creates a conflict for us as we may be encouraged to approve for our platform a Strategist based on this relationship. We mitigate this conflict by requiring that all third party Strategists or Investment Managers be subject to our Due Diligence process, including review and approval by our Investment Due Diligence Committee, prior to being placed on our platform. See [Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss](#) of this brochure for additional information regarding our Due Diligence process.

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

Code of Ethics

We have 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 our employees (which includes all of our officers, directors, and employees as well as any other person who provides advice on our behalf and is subject to our supervision and control). We effectively treat each employee as an “access person” as defined in Rule 204A-1. Our employees 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 employees owe a fiduciary duty to Clients. Each employee must act in a manner as to avoid (1) serving his/her own personal interests ahead of Clients; (ii) taking inappropriate advantage of his/her position with us; and (iii) any actual or potential conflicts of interest or any abuse of his/her position of trust and responsibility.

The Code provides that employees 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 Client portfolios; or
- disclose the holdings in a Client’s portfolios (except, in the case of any employee of us or

any of our affiliates, as required to carry out his or her employment-related duties to Clients or as required by applicable securities laws).

In addition, each employee must:

- conduct all of his/her business activities in accordance with the requirements of the Code and consistent with our fiduciary duties to its our Clients;
- comply with all applicable federal securities laws;
- promptly report any violations of the Code to our 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 employee has already furnished to our Compliance Department a list of all securities required to be reported under the Rule in which either such employee or members of his/her household own a beneficial interest (“Reportable Securities”), which list must be updated annually. In addition, by the thirtieth day following each calendar quarter, each employee must provide our Compliance Department with reports of all Reportable Securities transactions during such quarter.

We have no direct or indirect control over the investment decision-making process of unaffiliated Strategists. Accordingly, since our employees are generally not aware of investment decisions of unaffiliated managers, our employees may buy or sell for their personal accounts securities which are recommended by Strategists for Client accounts. However, if we receive confidential information

regarding an issuer from a Strategist, we may establish a restricted list for such securities. Employees 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 employee must receive prior approval from our Chief Compliance Officer or their designee for (i) any purchase of securities in an initial public offering or a limited offering for the benefit of such employee or member of his/her household or (ii) serving on the boards of directors of any public corporation.

Employees 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 us at (800) 379-2513.

[Participation or Interest in Client Transactions](#)

If Clients select a Destinations Funds strategy, we will utilize Destinations Funds, which are our affiliated mutual funds, in the management of the Client's account. Clients are advised of the use of Destinations Funds in their agreement with us and in the applicable strategy descriptions, and have the right, at any time, to prohibit us from investing any Client managed assets in Destinations Funds. We and our employees occasionally buy or sell securities identical to those recommended to the Client. It is our express policy that any person employed by us is prohibited from profiting at the expense of Clients and from competing with Clients.

Item 12 – Brokerage Practices

To participate in our Strategist Program, Separately Managed Account Program, High Net Worth Programs, Core Asset Manager Program, and ETF and Mutual Fund Portfolios described in [Item 4 – Advisory Business](#) of this Brochure, we require that Client Accounts be held with a qualified custodian. We submit trades directly to the Client's custodian. If Clients direct us to manage assets with a specific broker-dealer or custodian, including broker-dealers and custodians that have been pre-approved by us, Clients have the sole responsibility for negotiating commission rates and other transaction costs. If Clients select a specific broker, we will not be required to affect any transaction through the specified broker if we reasonably believe that to do so would result in a breach of our fiduciary duties. Clients are advised that by instructing us to execute all transactions on behalf of a Client's Account through the specified broker, a disparity may exist between the commissions borne by the Client Account and the commissions borne by our other Clients that do not direct us to use a specified broker. Clients may also not necessarily obtain commission rates and execution as favorable as those that would be obtained if we were able to place transactions with other broker-dealers. Clients also may forego benefits that we may be able to obtain for them through negotiating volume discounts or block trades.

As discussed in [Item 10 – Other Financial Industry Activities and Affiliations](#) of this Brochure, Constellation Trust Company ("CTC") is our affiliate. Clients are under no obligation to select CTC as their custodian, and Clients are free to select any of the custodians we are able to work with.

Research and Other Soft Dollar Benefits

We, as a matter of policy and practice, do not utilize research or other products or services other than execution from broker-dealers or third parties in connection with Client securities transactions and do not receive so-called "soft dollar" benefits from

brokers. Nevertheless, as more fully detailed below, we do realize certain benefits and services in connection with custodial partners that we work with to service Client accounts.

Brokerage for Client Referrals

Neither we nor any of our related persons receive Client referrals from broker-dealers or third parties in exchange for selecting or recommending a broker-dealer.

Directed Brokerage

Generally, our Core Asset Manager and Wealth Advisory programs require Clients to designate either National Financial Services, LLC ("NFS") or Charles Schwab & Co., Inc. ("Schwab"), each of which is a FINRA-registered broker-dealer, as their custodian and clearing broker, and authorize us to effect all equity trades through the designated custodian unless we or the Strategist (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 (unless we or a Strategist determines the custodian can provide best execution) and we 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, we or the Strategist (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 we currently do not receive any soft dollar benefits, we 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, we will revise this Brochure to discuss any soft dollar

benefits it receives. Such research and other services may be used for our own accounts and for other Client and affiliated 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 our 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 Client trading costs, most trades for Client accounts are executed through the designated custodian.

Inasmuch as the investment advisory agreement for the Core Asset Manager and Wealth Advisory programs designates NFS or Schwab as the Client's custodian and clearing broker, Strategists generally lack authority to select broker-dealers to execute trades in equity securities in the Client's account. Accordingly, Strategists are not authorized to negotiate commissions and their account may not be able to participate in block trades effected by a Strategist for its other accounts. As a result, from time to time Client accounts may not obtain best execution on a particular trade. However, on a case-by-case basis, we will authorize a Strategist for a Wealth Advisory or Core Asset Manager account to effect trades of equity securities through another broker-dealer, if we determine that the designated custodian cannot provide best execution for the account. Similarly, we may effect trades for accounts through another broker-dealer if it determines that the designated custodian cannot provide best execution. However, Clients will be charged any

brokerage commissions or fees arising in connection with trades that are not affected through the designated custodian for their account.

While we require Clients to use NFS or Schwab as their custodian and broker for any account in the Core Asset Manager and Wealth Advisory programs, 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. We do not open the account for the Client. Generally, if Clients do not wish to place their assets with NFS or Schwab, then we cannot manage the Client's Account. (From time to time, and at our sole discretion, very large accounts participating in the Core Asset Manager program may use a firm other than NFS or Schwab as their custodian.) Not all advisors require their Clients to use a particular broker-dealer or other custodian selected by the advisor. Even though Client Accounts are maintained at NFS or Schwab, we and Strategists retained by us to manage Client Accounts can still use other brokers to execute trades for their account, as described in the preceding paragraphs.

How We Select Brokers/Custodians

In selecting a custodian and clearing broker, we seek to obtain custody and brokerage services on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- combination of transaction execution services and asset custody services;
- capability to execute, clear and settle trades (buy and sell securities for Client accounts);
- capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- breadth of investment products made available (stocks, bonds, mutual funds, ETFs, etc.);
- overall quality of services;

- competitiveness of the price of those services (which impacts what Brinker charges its Clients);
- reputation, financial strength and stability of the provider; and
- availability of other products and services that benefit BCI, its Clients and solicitor firms.

Custody and Brokerage Costs

SMA Program Managers have the authority to effect transactions through broker-dealers other than the custodian for the Client account, when the SMA Program Manager reasonably believes that another broker-dealer may effect such transactions at a price, including any commissions or dealer mark-up or mark-down, that is more favorable to the account than would be the case if transacted through the custodian. In addition, even if the price is not more favorable, for the selection of such broker-dealer, the SMA Program Manager may consider all relevant factors, including execution capabilities, speed, efficiency, confidentiality, familiarity with potential purchasers or sellers, or any other relevant matters. We refer to trades in which the custodian is not the executing broker as “step-out trade(s).” If the Client’s SMA Program Manager trades with another firm, the account may be assessed other trading related costs (mark-ups, mark-downs and commissions) by the other broker-dealer. In addition, the custodian charges the Client a flat dollar amount as a “prime broker” or “trade away” fee for each trade that the SMA Program 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 account. These fees are in addition to the commissions or other compensation Clients pay the executing broker-dealer. The costs of the executing broker and any trade away fees imposed by the custodian are in addition to our and the SMA Program Manager fees. For this reason, an SMA Program Manager may find that placing trades with the custodian is often the most favorable trading option for a Client.

For the SMA Program, we expect that most transactions will be traded through the custodian. However, certain SMA Program Managers will direct most, if not all, of their trades to outside broker-dealers. Since the fees paid to the custodian for their clearing and custody services only cover transactions effected through the custodian, transactions through any other broker-dealer would normally include an add-on cost of the commission or the dealer mark-up or mark-down and these additional trading costs may increase a Client’s overall costs.

We take into account the fact that transaction costs on trades effected through brokers other than the designated custodian are not included in the SMA Program fee in evaluating whether the designated custodian is providing best execution. The fees charged through the SMA Program will not necessarily be as favorable as those which might be obtained through another investment advisor that authorizes a SMA Program Manager to select brokerage firms and that bills the Client separately for execution, clearing and custody services, and investment advisory services.

Products and Services Available to Us from NFS and Schwab

National Financial Services, LLC (“NFS”) and Charles Schwab & Co., Inc. (“Schwab”) provide us, Investment Advisors and their Clients with access to their institutional brokerage trading, custody, reporting and related services, many of which are not typically available to their retail customers. These firms also make available various support services to us, Clients, and the Client’s advisor. Some of those services help us manage or administer the Client’s accounts at such custodians while others help us manage and grow our business. These support services generally are available on an unsolicited basis (i.e., we do not have to request them) and at no additional charge to us.

The NFS and Schwab institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and

custody of Client assets. The investment products available through these firms include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by Clients. The services generally benefit Clients.

NFS and Schwab also make available to us other products and services that benefit us but may not directly benefit the Client. These products and services assist us in managing and administering Client accounts and include software and other technology that:

- provide access to Client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple Client accounts;
- facilitate payment of our fees from Client accounts; and
- assist with back-office functions, recordkeeping, and client reporting.

NFS and Schwab also offer other services intended to help us manage and further develop our business. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting; and
- publications and conferences on practice management and business succession.

The availability of these services from NFS and Schwab benefits us because we do not have to produce or purchase them. This may create an incentive for us to require Clients to maintain their accounts with NFS or Schwab based on the benefits we receive rather than the Client's best interest in receiving the most favorable execution of transactions, which is a potential conflict of interest. We believe, however, that the selection of these firms as custodian and broker is in the Client's best interest. 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 us.

Aggregation

With respect to those Client accounts which we directly select and / or manage investments, most trade orders will be aggregated when we are purchasing or selling the same security for multiple clients in our various advisory programs. The portfolio specialist or other authorized person will determine when orders should be aggregated.

While the goal of aggregation is to achieve equitable allocation of investment opportunities and trades, each Client cannot be treated exactly alike, and all allocations cannot be done on the basis of a pre-determined formula. There are differences in each Client's needs, investment criteria, investment objectives, and size and fee levels. To the extent more than one Client seeks to acquire the same security at the same time, it may not be possible to acquire a sufficiently large quantity of the same security, or we may have to pay a higher price or obtain a lower yield for the security. Similarly, Clients may not be able to obtain as high a price for, or as large an execution of, an order to sell (including short sales) a particular security when we are acting for more than one Client at the same time. It also may not be feasible to make every limited investment opportunity available to all Clients.

It is our standard practice to invest Client funds into the model or strategy selected for their account the day after the funds are received, unless the Client or their Investment Advisor instruct us otherwise.

With respect to those Client Accounts which are managed by an unaffiliated Strategist, aggregation of trade orders, if any, are allocated to Client accounts in accordance with the unaffiliated Strategist's procedures for aggregation. We require all Strategists in the programs to have policies and procedures to assure equitable allocation of trades among all of the Strategist's Client accounts, including BCI and OPS Platform Clients.

Best Execution

To the extent that we are responsible for selecting the broker-dealer to effect transactions for the Client's account, we seek to achieve best execution for Client transactions such that the net proceeds to the Client and the overall qualitative execution are the most favorable under the circumstances. In selecting a broker-dealer, we consider the full range and quality of the services offered by the broker-dealer, including, but not limited to, execution capabilities, the commission rate charged, the value of research provided, the ability to obtain volume discounts, the broker-dealer's financial responsibility, and their responsiveness to us and the Client. Please see [Item 14 – Client Referrals and Other Compensation](#) of this Brochure for information regarding services and benefits we may receive from other broker dealers.

We have an Investment Committee that meets on a quarterly basis and handles our best execution review through their oversight of our trade execution practices and to evaluate the full range and quality of broker-dealers used to execute transactions in order to ensure our trading practices are appropriate. The Investment Committee is responsible for monitoring our trading practices, gathering relevant information, periodically reviewing and evaluating the services provided by broker-dealers, the quality of

executions, research, commission rates, and overall brokerage relationships, among other things. The committee is comprised of representatives from portfolio management, trading, and compliance.

Trade Error Policy

We have internal controls for the prevention of trade or model portfolio allocation errors, however, on occasion, errors may occur. We recommend that Clients regularly review their custodial statements. In the event a Client identifies an error, the Client has 45 days from their statement date to notify us of its existence. Upon notification, we will perform an analysis of the reported discrepancy. If we are responsible for the error, we will seek to correct the error in a way that returns the Client's account to where it would have been had the error not occurred. In the event an error results in a gain, we or the Client's custodian will retain such gains. If Clients notify us of a potential error more than 45 days after their statement date and we are responsible for the error, we will reimburse the Client for any damage caused to their account from the date of the error through 45 days after the Client's statement date.

We maintain a record of identified errors, including details of the original transaction and the corrective actions.

Item 13 – Review of Accounts

Solicitor Arrangements

For our BCI offering, if a Client is introduced to us by a solicitor Investment Advisor, we will recommend an asset allocation involving various asset classifications and investment styles and will identify for the Client suitable Strategists or other investments to implement the investment disciplines included in the agreed upon investment strategy. Our recommendations will be based on information provided by the Client and the Client's Investment Advisor to us regarding the Client's objectives, assets, risk tolerance, time horizon, personal situation and investment experience.

Thereafter, we monitor the performance of each investment discipline. The Investment Advisor who introduced the Client to us has agreed to make periodic contact with the Client, at least annually. Together, the Client and their Investment Advisor determine whether a change in the Client objectives warrants a change in the criteria used to manage the Client's assets. If any information changes, Clients are responsible for promptly advising us of any changes. If the information is current, no further action is required. We provide Clients with written quarterly performance reports on the performance of their total account compared to standard industry indices.

Co-Advisory Arrangements

For our BCI offering, if Clients engage us for advisory service via a co-advisory arrangement with an unaffiliated third-party Investment Advisor, and for our OPS offering, such Investment Advisor will recommend an asset allocation involving various asset classifications and investment styles and will identify for the Client suitable Strategists or other investments to implement the investment disciplines included in the investment strategy agreed upon

between the Client and their Investment Advisor. Our services will be limited to managing Client accounts in the manner identified by the Client to us, which will include trading, billing, and reporting, as those services are identified in the agreement between the Client and us.

Affiliate Technology

Reviews of Client Accounts are facilitated through an arrangement with our affiliate, Orion Tech (see [Item 10 – Other Financial Industry Activities and Affiliations](#) of this Brochure). We have engaged Orion Tech to provide a “back office” system which enables us to gather and aggregate Client data from multiple platforms and providers, maintain portfolio models, review models and accounts for variances, analyze account performance, generate quarterly and other reports, facilitate the trading of the Clients accounts, and make information available on-line via the internet, in a secure manner, to the Client and their Investment Advisor.

Unaffiliated Advisors

We do not review specific investments made by unaffiliated Strategists of separate accounts or funds. We do not rebalance or change the asset allocation in a Client's non-discretionary Core Asset Manager or Wealth Advisory account unless the Client requests us to review the agreed upon investment strategy. We do rebalance and actively change the asset allocation of certain discretionary investment strategies referenced in [Item 4 – Advisory Business](#) of this Brochure, and other discretionary accounts within the Wealth Advisory program as warranted. We do not change the investment strategy for an account unless the Client requests us to review the agreed upon investment strategy or the Client or their Investment Advisor instruct us to do so.

Item 14 – Client Referrals and Other Compensation

Marketing Support

We compensate Investment Advisors for certain approved marketing reimbursement expenses, including but not limited to Client appreciation events. Certain Investment Advisor's and their investment advisory firms are paid a fee for the administrative and due diligence expenses incurred in offering our services to Clients of their Investment Advisors. These fees are either a flat dollar amount or based upon a percentage of the value of new or existing accounts referred to us by the applicable Investment Advisors. These fees may also be used to sponsor conferences hosted by Investment Advisors or their investment advisory firms. Investment Advisors are invited to attend seminars and meetings hosted by us. The purpose of these meetings is to provide general market and industry information as well as information about our services. For certain Investment Advisors, we bear the full costs associated with the Investment Advisor's attendance of such meetings.

Economic Benefits

We receive economic benefits from NFS and Schwab in the form of the support products and services these firms make available to us and other independent investment advisors that have their Clients maintain accounts at these broker-dealer firms. These products and services, how they benefit us, and the related conflicts of interest are described in [Item 12 – Brokerage Practices](#) of this Brochure. The availability to us of these products and services is not based on our giving particular investment advice, such as buying particular securities for Clients.

Education Seminars

We organize educational seminars for Investment Advisors who recommend our investment programs to their Clients that may be sponsored or co-sponsored by various Strategists and mutual fund managers that participate in our programs. Portfolio managers who participate in this program pay a fee

which is used to defray our expenses associated with such events. A Strategist's participation in the program is voluntary. We do not consider a Strategist's participation in any of our programs in making manager recommendations to Clients.

Marketing Support

We may also pay certain broker-dealer or investment advisors an administrative or marketing fee (either a percentage of the referred Client's assets under management or a fixed annual fee) to compensate the referring 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)-1(b). From time to time, we may also participate as a sponsor of conferences and educational and promotional events organized by Investment Advisors. Fees paid by us for such sponsorship opportunities help defray expenses associated with such events.

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

Broker-Dealer / Custodian Related Compensation

Schwab Advisor Services

Schwab Advisor Services ("SAS") is Schwab's business serving independent investment advisory firms like ours. SAS provide us and the Client with access to Schwab's institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer Client accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis and at no charge to us as long as we maintain a total of at least \$10 million of Platform Clients' assets in accounts at Schwab.

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by the Client. Schwab's services described in this paragraph generally benefit the Client or Client account(s).

Schwab also makes available to us other products and services that benefit us but may not directly benefit the Client or their account(s). These products and services assist us in managing and administering Client accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of Platform Clients' accounts, including accounts not maintained at Schwab. In addition to

investment research, Schwab also makes available software and other technology that:

- provides access to Client account data (such as duplicate trade confirmations and account statements);
- facilitates trade execution and allocate aggregated trade orders for multiple Client accounts;
- provides pricing and other market data;
- facilitates payment of our fees from Clients' accounts; and
- assists with back-office functions, recordkeeping and Client reporting.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees.

Irrespective of direct or indirect benefits to Clients through Schwab, we strive to enhance the Client's experience, help reach their goals, and put their interests before that of our firm or its associated persons.

Item 15 – Custody

We do not maintain custody of Client assets (although we may be deemed to have legal custody of Client assets if Clients give us authority to withdraw assets from their account, including the withdrawal of fees). While we do not maintain custody of funds or securities, Constellation Trust Company (“CTC”), our affiliated custodian, does maintain custody of Client funds and securities. As a Nebraska chartered trust company, CTC is subject to an annual surprise exam conducted by an independent, third-party public accountant that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board (PCAOB).

Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. As discussed in [Item 12 – Brokerage Practices](#) of this Brochure under the heading “Directed Brokerage,” if Clients participate in the Core Asset Manager or Wealth Advisory programs, Clients may select either NFS (directly or through Fidelity Brokerage Services, LLC for accounts other than those participating in Core Asset Manager or Wealth Advisory) or Schwab to maintain actual custody of Client assets. If Clients participate in the Destinations program, Clients may select Fidelity or NFS to maintain custody of the Clients’ account. If Clients invest in the Destinations program through third-party platforms, Clients will generally be required to maintain their accounts with a qualified custodian selected by the sponsor of such program.

Clients will receive monthly or quarterly statements for their accounts directly from the custodian. For managed accounts that have monthly activity, Clients

will receive monthly statements. For conduit accounts (i.e., accounts which hold funds awaiting investment or dispersal and which generally do not have monthly activity), Clients will receive quarterly statements. In addition, Clients will receive confirmation of all security transactions from the clearing firm either on a trade-by-trade basis, quarterly by mail, or through our website. Quarterly online access or delivery by mail is available to Clients if a Client submits a written request (which may be by email or through our website) in advance of such delivery. We urge Clients to carefully review such statements and compare such official custodial records to the account statements that we may provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

In addition to Client’s statements, Clients have access to their account information at all times via our website at portfoliologin.com where Clients can view their investment objectives, investment policy statement and other important information regarding the management of their account. Clients are advised to periodically review all account information to ensure it remains accurate in our records.

We will generally communicate with Clients via letters, market updates, and other literature. Under circumstances where a Client has expressly consented, correspondence and notifications will be sent via electronic means (such as e-mail) or posted to a secure web site.

Item 16 – Investment Discretion

For our discretionary advisory services, by selecting these services, Clients are authorizing us to buy or sell securities, as well as specify the amount of securities to invest, without first obtaining their specific consent. Funds will be purchased and sold on behalf of the Client based on the Strategy selected by the Client. We, at our own discretion, may allow Clients to invest in programs below the stated minimums. Clients are responsible for any transaction costs associated with the management of their assets unless otherwise agreed to by us as part of our Wrap Fee Program. In cases where we determine the broker or dealer to be used, we will seek to obtain the best execution possible under the circumstances.

Upon termination of our investment management services, we will have no obligation or authority to recommend or take any action with regard to a Client's account.

Strategists may provide management of Client accounts by maintaining with us a model that contains the Strategist's instructions or recommendations as to the securities to be purchased, held, or sold for the Client's account and the position weightings thereof, which are implemented by us, subject to any reasonable

investment restrictions or exclusions imposed by the Client and communicated to us in writing (See [Item 4 – Advisory Business](#) for additional information relating to Client exclusions and restrictions). While we are responsible for implementing the Strategist's instructions with respect to Client accounts invested in the Strategist Model, we do not review or make any independent determination with respect to the merits of such investment instructions. Strategists are responsible for making decisions with respect to the specific securities and portfolio weightings of such securities held in the Strategist's model portfolio. The Strategist is not responsible for determining the suitability of the model for any client or implementing any client-specific restrictions or limitations.

Additional information relating to our investment discretion can be found in [Item 4 – Advisory Business](#).

Custodian Discretion

For a discussion regarding our discretion in connection with the selection of custodians, see [Item 10 – Other Financial Industry Activities and Affiliations](#) of this Brochure.

Item 17 – Voting Client Securities

Summary Of Proxy Voting

We vote proxies for certain Client accounts. Please refer to the Terms and Conditions or investment advisor agreement for details regarding proxy authority. If Clients grant us proxy voting authority, Clients authorize us to appoint the various Strategists who have discretionary trading authority, to vote proxies for securities held in their account with such manager. We will vote proxies in accordance with the instructions of the Strategist(s) for securities held in the Client's account with the manager, provided that the instructions are timely received by us. If the Strategist's instructions are not timely received, we shall vote the proxies for these securities, as well as proxies for any other securities held in a Client's account, in accordance with the recommendations provided by an independent proxy voting advisory service (a "Proxy Voter"). For Strategists that provide a model to us in which we have discretionary trading authority, we shall vote the proxies of the securities in accordance with the recommendations provided by a Proxy Voter.

We retain the right to vote proxies for mutual fund shares and ETF shares. Generally, we vote such proxies in accordance with recommendations provided by a Proxy Voter. However, we retain the right to vote the proxies without a recommendation from a Proxy Voter if a Client's 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 our Proxy Voting Policy and Procedures (the "Voting Policy"). In the event we are voting such proxies without a recommendation from a Proxy Voter, the guiding principle by which we vote on all matters submitted to security holders is the maximization of the ultimate economic value of Clients' holdings (the "Guidelines"). We are 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.

In the Destinations program, proxy ballots are sent directly to Clients. However, if Clients indicate on the custodial account application form (in the manner required by the custodian) that we are to vote proxies on their behalf, their account is included in a rolled-up ballot which is voted by us in accordance with recommendations from a Proxy Voter.

Our 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 Strategist will determine the appropriate vote. The Strategist 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.

We and all Strategists retained by us have adopted and implemented written policies and procedures. We will provide these policies and procedures to each Client using their investment management services in compliance with current regulations. A copy of our Voting Policy is available, upon request, by contacting us at (800) 379-2513.

Absent any legal or regulatory requirement to the contrary, it is generally our policy to maintain the

confidentiality of the particular votes that we cast on behalf of Clients; however, we will obtain and make available to each Client the voting record of each Strategist with respect to their account upon receipt of a written request. Clients may obtain details of how we voted the securities in their account by contacting our Client Services at us at (800) 379-2513. The Proxy Voter posts information regarding that vote on its secure website.

Item 18 – Financial Information

Audited Balance Sheet

The requirement to provide an audited balance sheet is not applicable to us as we do not require Clients to prepay fees six months or more in advance.

Financial Condition

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to Clients and have not been the subject of a bankruptcy proceeding.