

Item 1 Cover Page

BNY Mellon Advisors, Inc.

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**Form ADV Part 2A, Appendix 1
Managed360[®] Program
Wrap Fee Program Brochure**

(as of March 29, 2024)

This Wrap Fee Program Brochure (“Brochure”) provides information about the qualifications and business practices of BNY Mellon Advisors, Inc. (“BNYMA”), formerly known as Lockwood Advisors, Inc. (“Lockwood”). If you have any questions about the contents of this Brochure, please contact us at (800) 200-3033, Option 3. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about BNYMA is available on the SEC’s website at www.adviserinfo.sec.gov.

BNYMA is a registered investment adviser with the SEC. SEC registration neither implies nor asserts that the SEC nor any state securities authority has approved or endorsed BNYMA or the contents of this disclosure. In addition, SEC registration does not imply a certain level of skill or training.

Item 2 Material Changes

Following is a summary of material changes since the last annual update of this Brochure, dated March 30, 2023:

- The Brochure and Exhibits were updated throughout to reflect Lockwood’s new business name, BNY Mellon Advisors, Inc. (“BNYMA”), and new website address: <https://www.pershing.com/bnymellonadvisors>.
- The Brochure was updated throughout to change references to the Manager Research Group, which is now part of BNYMA and not an affiliated company, and the impact such change has on conflicts and other matters.
- Item 4.A was updated to describe an internal reorganization within the BNY Mellon organization which resulted in a change in the intermediate BNYMA corporate ownership.
- Items 4.A, 4.D and 6.G were updated to reflect the renaming of Lockwood’s products and the inclusion of a new product, BNY Mellon Target Retirement Date Portfolios. Item 6.G was also updated to reflect the addition of new responsible investing/socially responsible investing models and diversity, equity and inclusion models to the BNY Mellon Target Risk Focus Portfolios product.
- Items 6.F and 9.C were updated to reflect the new website address for the list of Third Party Model Provider Models that include BNY Mellon Advisors affiliate advised/sub-advised funds.
- Item 6.H was updated to describe the process related to the trading of fractional shares.
- Item 9.F was updated to include the list of firms to which BNYMA paid sponsorship and/or marketing support fees during the prior calendar year.
- Item 9.K was updated to reflect the date of the most recent independent public accountant’s report filed with the SEC.
- Item 9.L was updated to describe BNYMA’s practice of utilizing affiliated and unaffiliated solicitors and placement agents.
- Item 9.R was updated to describe BNYMA’s updated risk governance (council and committee) structure.
- Exhibits A and D were updated to include portfolio manager trade away data through 2023.

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Item 4 Services, Fees and Compensation

A. About BNY Mellon Advisors, Inc.

BNY Mellon Advisors, Inc. (“BNYMA”), formerly known as Lockwood Advisors, Inc. (“Lockwood”), is a corporation organized in 1995 under the laws of the state of Delaware and opened for business in the summer of 1996. BNYMA is registered with the SEC as an investment adviser and is a wholly owned subsidiary of MBC Investments Corporation (“MBCIC”), which in turn is a wholly owned subsidiary of BNY Mellon IHC, LLC (“BNYMIHC”). BNYMIHC is a wholly owned subsidiary of The Bank of New York Mellon Corporation (“BNY Mellon”), a publicly-owned company. Between September 30, 2002 and January 1, 2024, BNYMA was wholly owned by Pershing Group, LLC; on January 1, 2024, an internal reorganization resulted in a change in the intermediate corporate ownership. Despite this reorganization, the ultimate ownership as well as management and the policies and procedures which govern BNYMA’s ownership have not changed. BNYMA does not have any offices located outside of the United States.

BNYMA provides access to individual portfolio managers (“Portfolio Managers”) and investment advisory and discretionary services to broker-dealers, registered investment advisers, and other financial intermediaries (“Firms” or “Firm” in the singular) which, in turn, provide investment advice and consulting services to their clients (“Clients”). Client level advice is generally performed by an employee, agent, affiliate or other delegated persons of a Firm (collectively, “Consultants”). BNYMA may accept certain non-U.S. clients, in its sole discretion, in accordance with all applicable laws, however the only offering currently available to non-US residents is the BNY Mellon Target Risk Offshore Portfolios.

An affiliate of BNYMA, Pershing LLC (“Pershing”) is a SEC registered broker-dealer that is a member of the Financial Industry Regulatory Authority (“FINRA”), the Securities Investor Protection Corporation (“SIPC”) and the New York Stock Exchange (“NYSE”), and provides clearing and custody services for the BNYMA program described in this Brochure. Another affiliate of BNYMA, Pershing Advisor Solutions LLC (“Pershing Advisor Solutions”), is a SEC registered broker-dealer that is a member of FINRA and SIPC, and provides retail brokerage services for certain Clients in the Managed360 Program. BNYMA, Pershing and Pershing Advisor Solutions are affiliated companies, each of which is indirectly owned by BNY Mellon.

BNYMA’s range of investment options includes the following:

- Separately Managed Accounts (“SMA”) – Researched SMA managers and open architecture SMA managers;
- BNY Mellon AdvisorFlex Portfolios (formerly known as Lockwood AdvisorFlex Portfolios) – A flexible mutual fund and exchange-traded fund (“ETF”) wrap product;
- BNY Mellon Target Risk Focus Portfolios (formerly known as Lockwood WealthStart® Portfolios) – A fixed mutual fund and ETF wrap product;
- BNY Mellon Target Risk Portfolios (formerly known as Lockwood Asset Allocation Portfolios) – A fixed mutual fund and ETF wrap product;

- BNY Mellon/American Funds Core Portfolios (formerly known as Lockwood/American Funds Core Portfolios) – A fixed mutual fund and ETF wrap product constructed using American Funds mutual funds;
- BNY Mellon Flexible Unified Managed Account (formerly known as Lockwood Flexible Unified Managed Account) – A flexible unified managed account (“UMA”) wrap product;
- BNY Mellon Advisors Third-Party Strategists Offering (formerly known as Third-Party Strategists) – Open architecture mutual fund and ETF models;
- BNY Mellon Target Retirement Date Portfolios – A multi-discipline mutual fund and ETF wrap account product in which asset class/style allocations shift to a more conservative profile over time to seek to reduce risk as the applicable target retirement date approaches;
- BNY Mellon Precision Direct IndexingSM S&P 500[®] – Customized portfolios constructed using equity securities that track a target benchmark (i.e., the S&P 500); and
- BNY Mellon Target Risk Offshore Portfolios (formerly known as Lockwood Offshore Asset Allocation Portfolios) – A fixed mutual fund and ETF wrap product only available to non-US residents constructed using funds qualified under the European Union’s Undertakings for Collective Investment in Transferable Securities (“UCITs”).

Investment options specifically made available to you may vary depending on your Firm. BNYMA provides SMAs in which each account has a Portfolio Manager responsible for the day-to-day investment decisions. In most cases, the Portfolio Managers used are independent from BNYMA and its affiliates. In cases where a Portfolio Manager is affiliated with BNYMA, it will be designated as an affiliate. In addition, because BNYMA also functions as a Portfolio Manager in certain products, BNYMA, itself, is the underlying manager on some Client accounts. Unless otherwise noted, all references in the Brochure to a Portfolio Manager should be read to include BNYMA’s acting as a manager with respect to the following products: BNY Mellon AdvisorFlex Portfolios, BNY Mellon Target Risk Portfolios, BNY Mellon Target Risk Offshore Portfolios, BNY Mellon Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, BNY Mellon Flexible Unified Managed Account, BNY Mellon Target Retirement Date Portfolios and the BNY Mellon Third-Party Strategists Offering. BNYMA also provides investment advice to other financial intermediaries that may participate in one or more BNYMA programs. In addition, BNYMA provides initial and ongoing research to its affiliate, BNY Mellon Investment Servicing Trust Company, relating to mutual funds available in its Health Savings Accounts offering.

This Brochure describes the Managed360 Program (the “Program”), which allows you, with the assistance of your Consultant, to select one or more third party Portfolio Managers or BNYMA products where BNYMA serves as manager. BNYMA serves as program sponsor of the Program. In the Program, a Portfolio Manager manages your investment portfolio on a discretionary basis. BNYMA imposes certain minimum eligibility criteria on the Portfolio Managers, which are described in Item 6. You will open one or more brokerage accounts (“Brokerage Accounts”) with your broker-dealer (the “Broker”), who in turn will have a relationship with Pershing where Pershing provides clearing and custody services to your Broker on a fully-disclosed basis.

As Program sponsor, you can expect BNYMA to perform services in one or more of the following

capacities:

- working with your Consultant to offer investment advisory services tailored to meet your individual needs, including suggesting specific investment style allocations, certain periodic rebalancing and investment plan adjustment;
- entering into an investment advisory agreement with you;
- providing access to Pershing for clearing, custody, and other brokerage services;
- reviewing Portfolio Managers, third party model providers (“Third Party Model Providers”) and other investment vehicles for inclusion in the program or a specific product;
- providing your Consultant access to summary information and quantitative information about the Portfolio Managers and the investment styles provided by the Portfolio Managers;
- acting as manager for certain discretionary proprietary managed products described below; and
- providing access to model portfolios (“Models”) created by Third Party Model Providers and acting as manager with respect to such Models.

In accordance with Rule 3a-4 under the Investment Company Act of 1940, as amended, BNYMA may contractually delegate certain administrative services to another party. BNYMA has delegated certain administrative functions to its affiliates, including the Managed Accounts division of Pershing (“Managed Accounts”), including:

- providing service, operational support and training to the Consultants;
- maintaining information about the Portfolio Managers’ investment styles, and making it available to the Consultants;
- providing an investment proposal generation tool, web-based account setup and account maintenance tools to the Consultants;
- providing account and asset reporting capabilities to the Consultants and the Firm, including access to daily and quarterly investment performance reports;
- delivering BNYMA’s Brochure to you annually and at the time you enter into the investment advisory agreement with BNYMA;
- for each Portfolio Manager selected by you, providing initial delivery of the Portfolio Manager’s Form ADV, Part 2 brochure (“Manager Brochure”);
- providing fee payments to the Portfolio Managers, Third Party Model Providers and the Consultant or the Firm; and
- providing support to the Portfolio Managers, which includes Portfolio Manager training, daily reporting, resolution and Portfolio Manager notification regarding trading, Portfolio

Manager relationship management, Portfolio Manager data set-up assistance within the applicable systems, and coordinating with Portfolio Managers when your Firm submits account requests.

In some cases, the Firm serves as the Broker and, if the Broker is dually registered as an investment adviser, the investment advisory representatives of the Firm serve as the Consultants. Alternatively, the Broker may partner with a third-party registered investment adviser (“RIA”) and the investment advisory representatives of the RIA serve as Consultants. For other Firms, Pershing Advisor Solutions serves as the Broker and the Firm’s employees, agents, affiliates or other delegated persons who are investment adviser representatives serve as the Consultants. The Firm and/or the Consultant may obtain certain of the services described above, such as performance reporting and fee billing of the Consultant’s and/or Firm’s fee, from a third-party service provider instead of from Managed Accounts, and/or they may perform certain of these functions internally. Pershing Advisor Solutions may provide certain support functions to the Consultant and the Firm instead of BNYMA or Managed Accounts.

B. The Consultant

The Consultant assists you in determining investment objectives and asset allocation and which Portfolio Managers and investment solution(s) to select to manage your account(s) in the Program. You and your Consultant are responsible for reviewing your financial situation, risk tolerance and time horizon to determine your asset allocation and investment objectives. BNYMA has delegated to your Consultant and Consultant’s Firm responsibility for all applicable aspects of suitability with respect to you, including a determination of the suitability of (i) your participation in the Program, (ii) the selected Portfolio Manager, (iii) securities transactions and (iv) the applicable fees. The Consultant is also responsible for ongoing monitoring and review of each Portfolio Manager’s investment strategy and performance, your asset allocation and investment objectives and other applicable due diligence information. The Consultant is also responsible for obtaining your written authorization for certain account maintenance requests and forwarding such authorizations to the Broker, BNYMA or Managed Accounts for processing.

Your Consultant may give you an investment questionnaire to collect financial information from you, so he or she can assist you in establishing appropriate investment goals, objectives and an investment policy for your investment portfolio(s) (“Investment Questionnaires”). In general, once you and your Consultant determine which Program and investment choices best suit your needs, the Consultant submits the necessary paperwork to BNYMA or Managed Accounts. You and BNYMA enter into a client agreement which sets out the parameters of BNYMA’s relationship with you (the “Client Agreement”). The Client Agreement will designate the Broker with whom you have opened the Brokerage Account(s).

Based on the information collected in the Investment Questionnaire, your Consultant formulates an asset allocation proposal and identifies Portfolio Manager(s) that your Firm and Consultant believe are appropriate for your investment account. Generally, your Consultant will present you with a written investment proposal. Your Consultant will ask you to accept and approve this investment proposal. As part of the acceptance and approval process, and by signing the Client Agreement, you authorize BNYMA to delegate to the selected Portfolio Manager(s) discretionary trading authority over the applicable portion of your account. In some cases, BNYMA may be the selected Portfolio Manager. For specific information regarding BNYMA’s discretion with respect to the Third Party Model Providers Models, see Item 6.

Through your agreement with the Consultant and/or the Firm, you shall authorize the Consultant to reallocate assets within the account, to harvest tax gains and losses and to change individual Portfolio Managers provided such changes are in accordance with your objective. BNYMA is not responsible for Consultant's actions taken to reallocate assets within the account, to harvest tax gains and losses or to change individual Portfolio Managers.

C. Broker

The Broker or its designee is responsible for the following:

- maintaining records of your brokerage account application and agreement and other required account opening documents;
- facilitating brokerage-related books and records mailings to you;
- helping facilitate and support standard brokerage services such as account opening, funding and cash management functions;
- directing, through its relationship with Pershing, its clearing firm, custody and clearing, reporting and program administration for your account;
- ensuring delivery, through its relationship with Pershing, of transactions confirms and monthly statements to you and/or such other parties as directed by you; and
- accepting instructions from the Consultant on your behalf if you have given the Broker appropriate authorization.

In certain cases, the Firm or its affiliate serves as Broker of record on your brokerage account (for purposes of this Brochure, references to Firm as Broker will also apply to Firm's affiliate, as applicable). Alternatively, Pershing Advisor Solutions, BNYMA's affiliate, serves as Broker of record on your brokerage account if selected by your Firm. Pershing, as clearing firm, performs due diligence of each non-affiliated Broker that has entered into a clearing agreement with Pershing.

D. Products and Services

1. Separately Managed Accounts

The SMA product provides you with access to third party Portfolio Managers who manage separately managed accounts on a discretionary basis. BNYMA collects a program fee (the "Program Fee") for the SMA program for the services provided by BNYMA, Broker, Pershing, the Firm (if applicable) and the Portfolio Managers with respect to the SMAs. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The maximum Program Fee for the SMA program is set forth in the tables below. The fees are negotiable based on a number of factors that may result in a particular Client paying a fee greater or less than the fees shown below. In certain cases, the Program Fee for SMA differs between the different distribution channels through which your Firm participates in the Program. For example, the Firm may participate in the Turnkey Asset Management Program ("TAMP") channel of the Program, in which BNYMA arranges for Pershing Advisor Solutions to

be Broker. The minimum investment, which varies by Portfolio Manager, is included in Exhibit A. This product is not available to non-US residents.

For the TAMP channel, the Program Fee for Equity and Balanced Styles and Program Fee for Fixed Income Styles are as follows:

| <u>Account Size</u> | <u>Program Fee for Equity and Balanced Styles</u> | <u>Program Fee for Fixed Income Styles</u> |
|----------------------------|--|---|
| First \$500,000 | 0.95% | 0.57% |
| Next \$500,000 | 0.90% | 0.54% |
| Next \$4,000,000 | 0.85% | 0.51% |
| Over \$5,000,000 | 0.75% | 0.47% |

Effective September 30, 2017, in distribution channels other than the TAMP channel, the Program Fee for Equity and Balanced Styles and SMA Program Fee for Fixed Income Styles are as follows:

| <u>Account Size</u> | <u>Program Fee for Equity and Balanced Styles</u> | <u>Program Fee for Fixed Income Styles</u> |
|----------------------------|--|---|
| First \$500,000 | 0.88% | 0.52% |
| Next \$500,000 | 0.83% | 0.49% |
| Next \$4,000,000 | 0.78% | 0.46% |
| Over \$5,000,000 | 0.68% | 0.42% |

Where your Firm participates in the TAMP channel, BNYMA or Pershing Advisor Solutions provides additional administrative services. Accordingly, BNYMA charges a lower Program Fee for Equity and Balanced Styles and a lower Program Fee for Fixed Income Styles for accounts in other channels; however, this decision is made in BNYMA's sole discretion and varies by product type. Pershing Advisor Solutions participates in both the TAMP channel and another channel and provides different services depending upon whether the TAMP channel is selected.

The maximum Program Fee for Laddered Bond Styles is set forth in the table below. The fees are negotiable based on a number of factors that may result in a particular Client paying a fee greater or less than the fees shown below.

| <u>Account Size</u> | <u>Program Fee for Laddered Bond Styles</u> |
|----------------------------|--|
| First \$500,000 | 0.35% |

| | |
|------------------|-------|
| Next \$500,000 | 0.35% |
| Next \$4,000,000 | 0.30% |
| Over \$5,000,000 | 0.25% |

Under BNYMA's agreements with the Portfolio Managers, each Portfolio Manager receives a portion of the Program Fee as compensation for the discretionary investment services it provides. The Portfolio Managers' fee rates are "institutional," which means that they are based on the total assets managed by each Portfolio Manager in the Program for each investment style and may be reduced as total Program assets managed by each Portfolio Manager reach certain levels. For fixed income styles, the Portfolio Managers' fees generally range from 0.15% to 0.35% of assets under management. For ladder bond styles, the Portfolio Managers' fees are generally 0.15% of assets under management. For equity and balanced styles, the Portfolio Managers' fees generally range from 0.30% to 0.65% of assets under management.

Where the Firm serves as Broker, BNYMA and Pershing each retain a portion of the Program Fee (less the fee BNYMA pays to the Portfolio Manager) for the services each provide to you. This portion of the fee compensates BNYMA for its services as program sponsor as described in Section A and Pershing for its clearing and custody services. Where Pershing Advisor Solutions is the Broker, Pershing Advisor Solutions and BNYMA each retain a portion of the difference between the total SMA Program Fee and the fee BNYMA pays to the Portfolio Manager. This portion of the fee compensates (i) BNYMA for its services as program sponsor as described in Section A; (ii) Pershing Advisor Solutions for its services as Broker as described in Section C; and (iii) Pershing Advisor Solutions for the support functions it provides to the Consultants and the Firms. Pershing Advisor Solutions pays Pershing for its clearing and custody services.

In addition to the Program Fee, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm.

With respect to Separately Managed Accounts, you can expect that BNYMA or Pershing will receive an administrative fee ("Administrative Fee") to cover expenses associated with the portfolio accounting system, the billing support provided to Portfolio Managers, tax lot or performance reporting and other administrative services. The Administrative Fee is generally four (4) basis points (0.04%) annually for fixed income strategies and six (6) basis points (0.06%) annually for equity/balanced strategies based on the market value of your assets invested in the strategy. This Administrative Fee will not be in addition to the Program Fee that is presented to you in the Client Agreement and this Brochure. In certain instances, the Administrative Fee will be reduced or waived.

If a particular Portfolio Manager fee is lower for an account, BNYMA retains a larger portion of the SMA Program Fee than it would for another account managed by a Portfolio Manager with a higher fee. Similarly, BNYMA or Pershing receives greater fees when the standard Administrative Fees are charged than when the Administrative Fee is reduced or waived for a Portfolio Manager. As a result, BNYMA could have an incentive to make available certain Portfolio Managers where such fees favor BNYMA and Pershing, however only the unaffiliated Consultants and their Clients are selecting such Portfolio Managers for investment. BNYMA manages these conflicts of interest in two ways. First, BNYMA applies the same due diligence criteria to all Portfolio Managers regardless of fee structure. Second, the Program is structured whereby BNYMA makes a large

selection of Portfolio Managers available, but the final decision regarding which Portfolio Manager will manage each Client's account rests with the Client in consultation with the Consultant.

2. BNY Mellon AdvisorFlex Portfolios

BNYMA acts as a Portfolio Manager in offering BNY Mellon AdvisorFlex Portfolios ("AdvisorFlex Portfolios"), formerly known as Lockwood AdvisorFlex Portfolios, which is a flexible mutual fund and ETF wrap account product available in the Program with a \$50,000 minimum investment. This product is not available to non-US residents.

As Portfolio Manager, BNYMA makes investment decisions regarding asset allocation and investment selections. This process is described in more detail in Item 6 of this Brochure.

The Program Fee for AdvisorFlex Portfolios accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon AdvisorFlex Portfolios</u> | |
|---|---------------------------|
| <u>Account(s) Size</u> | <u>Program Fee</u> |
| First \$500,000 | 0.40% |
| Next \$500,000 | 0.35% |
| Over \$1,000,000 | 0.25% |

BNYMA's fees are negotiable under certain circumstances, in BNYMA's sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for AdvisorFlex Portfolios includes the BNYMA advisory fee, BNYMA's sponsor fee and Pershing's clearing and custody fee and managed account platform fee. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The Program Fee does not include fees or expenses associated with the mutual funds and ETFs an account invests in, which include those advisory fees and other operating expenses which are part of the internal expense ratio of the fund (as described in the fund's prospectus), such as transfer agent, distribution (12b-1), shareholder servicing, networking and recordkeeping fees and any transaction costs associated with the underlying investments held by the fund. Your account will bear these fees and expenses as an investor in such mutual funds and ETFs and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund or ETF.

In addition to the Program Fee for AdvisorFlex Portfolios accounts, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm.

With respect to mutual funds included in AdvisorFlex Portfolios, the respective mutual funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, as well as the minimum holding period, is disclosed in each of the respective mutual fund's prospectuses. For complete details, you should review each mutual fund's

prospectus.

The mutual funds included in AdvisorFlex Portfolios are made available through Pershing. BNYMA's affiliates, Pershing and Pershing Advisor Solutions receive 12b-1 fees. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of AdvisorFlex Portfolios clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **12b-1 Fees.** These fees are paid by mutual funds to compensate Pershing and Pershing Advisor Solutions for providing distribution-related, administrative, and informational services, as applicable, associated with each fund. 12b-1 fees are included in the "annual operating expenses" or "expense ratio" charged by each fund. In instances where BNYMA selects a share class that pays a 12b-1 fee, the broker-dealer maintaining the brokerage account will receive payment of the 12b-1 fee. In instances where the brokerage account is maintained by BNYMA's affiliate Pershing Advisor Solutions, Pershing Advisor Solutions will receive 12b-1 fees. In limited circumstances, BNYMA's affiliate Pershing may receive a portion of a 12b-1 fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and related services. Pershing generally holds a single "omnibus" account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as "omnibus fees." Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **No-Transaction-Fees.** Pershing receives compensation from mutual funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing and Pershing Advisor Solutions receives will vary depending on whether the fund companies, mutual funds or share classes pay 12b-1 fees, omnibus fees, networking fees, or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in AdvisorFlex Portfolios, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a mutual fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing and Pershing Advisor Solutions), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive

share class of the same fund. When evaluating the reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA's affiliates receive from the funds in AdvisorFlex Portfolios.

When selecting the share class of a mutual fund used in AdvisorFlex Portfolios, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share classes considerations.

If you have multiple AdvisorFlex Portfolios accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

3. BNY Mellon Target Risk Focus Portfolios

BNY Mellon Target Risk Focus Portfolios ("Target Risk Focus Portfolios"), formerly known as Lockwood WealthStart Portfolios, is a discretionary mutual fund and ETF wrap account product with a \$10,000 minimum investment that seeks to assist emerging and mass-affluent investors grow their wealth. This product is not available to non-US residents. BNYMA, serving as the Portfolio Manager, determines asset allocation strategy and selects investment vehicles for the portfolios, based on its proprietary approach to asset allocation, macroeconomic outlook and investment discipline. This process is described in more detail in Item 6 of this Brochure.

The Program Fee for Target Risk Focus Portfolios accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon Target Risk Focus Portfolios</u> | |
|---|---------------------------|
| <u>Account(s) Size</u> | <u>Program Fee</u> |
| First \$250,000 | 0.30% |
| Next \$250,000 | 0.25% |
| Next \$500,000 | 0.20% |
| Next \$4,000,000 | 0.15% |
| Over \$5,000,000 | 0.10% |

BNYMA's fees are negotiable under certain circumstances, in BNYMA's sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for Target Risk Focus Portfolios includes BNYMA's advisory fee, BNYMA's sponsor fee, and Pershing's clearing and custody fee and managed account platform fee. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The Program Fee does not include fees or expenses that may be associated with the mutual funds and ETFs an account

invests in, which include those advisory fees and other operating expenses which are part of the internal expense ratio of the fund (and as described in the fund's prospectus), such as transfer agent, distribution (12b-1), shareholder servicing, networking and recordkeeping fees and any transaction costs associated with the underlying investments held by the fund. Your account will bear these fees and expenses as an investor in such mutual funds and ETFs and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund or ETF.

In addition to the Program Fee for Target Risk Focus Portfolios accounts, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm. With respect to Target Risk Focus Portfolios accounts, the Consultant's fee will not be greater than 1.00%.

With respect to mutual funds included in Target Risk Focus Portfolios, the respective mutual funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, as well as the minimum holding period, is disclosed in each of the respective mutual fund's prospectuses. For complete details, you should review each mutual fund's prospectus.

The mutual funds included in Target Risk Focus Portfolios are made available through Pershing. BNYMA's affiliates, Pershing and Pershing Advisor Solutions receive 12b-1 fees. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of Target Risk Focus Portfolios clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **12b-1 Fees.** These fees are paid by mutual funds to compensate Pershing and Pershing Advisor Solutions for providing distribution-related, administrative, and informational services, as applicable, associated with each fund. 12b-1 fees are included in the "annual operating expenses" or "expense ratio" charged by each fund. In instances where BNYMA selects a share class that pays a 12b-1 fee, the broker-dealer maintaining the brokerage account will receive payment of the 12b-1 fee. In instances where the brokerage account is maintained by BNYMA's affiliate Pershing Advisor Solutions, Pershing Advisor Solutions will receive 12b-1 fees. In limited circumstances, BNYMA's affiliate Pershing may receive a portion of a 12b-1 fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and related services. Pershing generally holds a single "omnibus" account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as "omnibus fees." Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

- **No-Transaction-Fees.** Pershing receives compensation from mutual funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing and Pershing Advisor Solutions receives will vary depending on whether the fund companies, mutual funds or share classes pay 12b-1 fees, omnibus fees, networking fees, or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in Target Risk Focus Portfolios, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a mutual fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing and Pershing Advisor Solutions), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. When evaluating the reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA’s affiliates receive from the funds in Target Risk Focus Portfolios.

When selecting the share class of a mutual fund used in Target Risk Focus Portfolios, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share classes considerations.

If you have multiple Target Risk Focus Portfolios accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

The services offered by BNYMA for Target Risk Focus Portfolios may differ from the services offered in other BNYMA managed products. These differences may include, without limitation, fewer securities positions within individual models, a more limited number of security types, more limited performance reporting, and fewer or different triggers for account rebalancing.

4. BNY Mellon Target Risk Portfolios

BNY Mellon Target Risk Portfolios (“Target Risk Portfolios”), formerly known as Lockwood Asset Allocation Portfolios, is a discretionary mutual fund and ETF wrap account product with a \$50,000 minimum investment. This product is not available to non-US residents. BNYMA, serving as the Portfolio Manager, determines asset allocation strategy and selects investment vehicles for the portfolios, based on its proprietary approach to asset allocation, macroeconomic outlook and investment discipline. These portfolios may consist of open and closed-end mutual funds, ETFs and other types of securities, as determined by BNYMA, in its sole discretion. The securities currently used in the Target Risk Portfolios are subject to change at BNYMA’s sole discretion. This process is described in more detail in Item 6 of this Brochure.

The Program Fee for Target Risk Portfolios accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon Target Risk Portfolios</u> | |
|---|---------------------------|
| <u>Account(s) Size</u> | <u>Program Fee</u> |
| First \$250,000 | 0.40% |
| Next \$250,000 | 0.35% |
| Next \$500,000 | 0.30% |
| Next \$4,000,000 | 0.25% |
| Over \$5,000,000 | 0.20% |

BNYMA's fees are negotiable under certain circumstances, in BNYMA's sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for Target Risk Portfolios includes BNYMA's advisory fee, BNYMA's sponsor fee, and Pershing's clearing and custody fee and managed account platform fee. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions.

The Program Fee does not include fees or expenses that may be associated with the mutual funds and ETFs an account invests in, which include those advisory fees and other operating expenses which are part of the internal expense ratio of the fund (and as described in the fund's prospectus), such as transfer agent, distribution (12b-1), shareholder servicing, networking and recordkeeping fees and any transaction costs associated with the underlying investments held by the fund. Your account will bear these fees and expenses as an investor in such mutual funds and ETFs and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund or ETF.

In addition to the Program Fee for Target Risk Portfolios accounts, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm.

With respect to mutual funds included in Target Risk Portfolios, the respective mutual funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, as well as the minimum holding period, is disclosed in each of the respective mutual fund's prospectuses. For complete details, you should review each mutual fund's prospectus.

The mutual funds included in Target Risk Portfolios are made available through Pershing. BNYMA's affiliates, Pershing and Pershing Advisor Solutions receive 12b-1 fees. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of Target Risk Portfolios clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **12b-1 Fees.** These fees are paid by mutual funds to compensate Pershing and Pershing Advisor Solutions for providing distribution-related, administrative, and informational services, as applicable, associated with each fund. 12b-1 fees are included in the “annual operating expenses” or “expense ratio” charged by each fund. In instances where BNYMA selects a share class that pays a 12b-1 fee, the broker-dealer maintaining the brokerage account will receive payment of the 12b-1 fee. In instances where the brokerage account is maintained by BNYMA’s affiliate Pershing Advisor Solutions, Pershing Advisor Solutions will receive 12b-1 fees. In limited circumstances, BNYMA’s affiliate Pershing may receive a portion of a 12b-1 fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and related services. Pershing generally holds a single “omnibus” account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as “omnibus fees.” Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **No-Transaction-Fees.** Pershing receives compensation from mutual funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing and Pershing Advisor Solutions receives will vary depending on whether the fund companies, mutual funds or share classes pay 12b-1 fees, omnibus fees, networking fees, or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in Target Risk Portfolios, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a mutual fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing and Pershing Advisor Solutions), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. When evaluating the reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA’s affiliates receive from the funds in Target Risk Portfolios.

When selecting the share class of a mutual fund used in Target Risk Portfolios, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of

disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share classes considerations.

If you have multiple Target Risk Portfolios accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

5. BNY Mellon/American Funds Core Portfolios

BNY Mellon/American Funds Core Portfolios, formerly known as Lockwood/American Funds Core Portfolios, is a discretionary mutual fund and ETF wrap account product with a \$10,000 minimum investment. This product is not available to non-US residents. BNYMA, serving as the Portfolio Manager, allocates investor assets systematically across multiple asset classes and styles using American Funds mutual funds and other select ETFs in a single account. BNYMA determines the asset allocation strategy and selects investment vehicles for each investment style in the portfolio, based upon proprietary modeling strategies, economic outlook and investment research discipline. BNYMA is solely responsible for the fund selection and construction of the BNY Mellon/American Funds Core Portfolios and neither American Funds Distributors, Inc. nor its affiliates are involved in such activities, nor do American Funds Distributors, Inc. or its affiliates serve as investment adviser to Client accounts. The securities currently used in the BNY Mellon/American Funds Core Portfolios are subject to change at BNYMA's sole discretion. This process is described in more detail in Item 6 of this Brochure.

The Program Fee for BNY Mellon/American Funds Core Portfolios accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon/American Funds Core Portfolios</u> | |
|---|---------------------------|
| <u>Account(s) Size</u> | <u>Program Fee</u> |
| First \$250,000 | 0.30% |
| Next \$250,000 | 0.25% |
| Next \$500,000 | 0.20% |
| Next \$4,000,000 | 0.15% |
| Over \$5,000,000 | 0.10% |

BNYMA's fees are negotiable under certain circumstances, in BNYMA's sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for BNY Mellon/American Funds Core Portfolios includes BNYMA's advisory fee, BNYMA's sponsor fee, and Pershing's clearing and custody fee and managed account platform fee. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The Program Fee

does not include fees or expenses that may be associated with the mutual funds and ETFs an account invests in, which include those advisory fees and other operating expenses which are part of the internal expense ratio of the fund (and as described in the fund's prospectus), such as transfer agent, distribution (12b-1), shareholder servicing, networking and recordkeeping fees and any transaction costs associated with the underlying investments held by the fund, as applicable. Your account will bear these fees and expenses as an investor in such mutual funds and ETFs and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund or ETF.

In addition to the Program Fee for BNY Mellon/American Funds Core Portfolios accounts, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm. With respect to BNY Mellon/American Funds Core Portfolios accounts, the Consultant's fee will not be greater than 1.00%.

With respect to mutual funds included in BNY Mellon/American Funds Core Portfolios, the respective mutual funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, as well as the minimum holding period, is disclosed in each of the respective mutual fund's prospectuses. For complete details, you should review each mutual fund's prospectus.

The mutual funds included in BNY Mellon/American Funds Core Portfolios are made available through Pershing. BNYMA's affiliates, Pershing and Pershing Advisor Solutions receive 12b-1 fees. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of BNY Mellon/American Funds Core Portfolios clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **12b-1 Fees.** These fees are paid by mutual funds to compensate Pershing and Pershing Advisor Solutions for providing distribution-related, administrative, and informational services, as applicable, associated with each fund. 12b-1 fees are included in the "annual operating expenses" or "expense ratio" charged by each fund. In instances where BNYMA selects a share class that pays a 12b-1 fee, the broker-dealer maintaining the brokerage account will receive payment of the 12b-1 fee. In instances where the brokerage account is maintained by BNYMA's affiliate Pershing Advisor Solutions, Pershing Advisor Solutions will receive 12b-1 fees. In limited circumstances, BNYMA's affiliate Pershing may receive a portion of a 12b-1 fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and related services. Pershing generally holds a single "omnibus" account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as "omnibus fees." Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the

distributor of the funds.

- **No-Transaction-Fees.** Pershing receives compensation from mutual funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing and Pershing Advisor Solutions receives will vary depending on whether the fund companies, mutual funds or share classes pay 12b-1 fees, omnibus fees, networking fees, or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in BNY Mellon/American Funds Core Portfolios, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a mutual fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing and Pershing Advisor Solutions), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. When evaluating the reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA’s affiliates receive from the funds in BNY Mellon/American Funds Core Portfolios.

When selecting the share class of a mutual fund used in BNY Mellon/American Funds Core Portfolios, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share classes considerations.

If you have multiple BNY Mellon/American Funds Core Portfolios accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

6. BNY Mellon Flexible Unified Managed Account

BNY Mellon Flexible Unified Managed Account (“Flexible UMA”), formerly known as Lockwood Flexible Unified Managed Account, is a discretionary flexible multi-discipline managed account product housed in a single portfolio with a \$50,000 minimum investment. This product is not available to non-US residents. BNYMA, serving as overlay manager, determines the investment options available for use within the Flexible UMA, which include mutual funds, ETFs, Target Risk Portfolios models, Target Risk Focus Portfolios models, BNY Mellon/American Funds Core Portfolios models and Third Party Model Provider Models. This process is described in more detail in Item 6 of this Brochure. Either you or your Consultant retains final authority for the investment options selected in your Flexible UMA account.

The Program Fee for Flexible UMA accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon Flexible Unified Managed Account</u> | |
|---|---------------------------|
| <u>Account(s) Size</u> | <u>Program Fee</u> |
| First \$250,000 | 0.30% |
| Next \$250,000 | 0.25% |
| Next \$500,000 | 0.20% |
| Next \$4,000,000 | 0.15% |
| Over \$5,000,000 | 0.10% |

BNYMA charges an additional 0.10% for assets invested in a Target Risk Portfolios model within the Flexible UMA. Certain Third Party Model Providers also charge additional asset based fees. Please see Exhibit B for a list of Third Party Model Providers available as investment options within the Flexible UMA and the associated fees and investment minimums. Because the fees for these investment options vary and are charged in addition to the Program Fee, the total fee for the Flexible UMA product will vary based on the investment options selected.

BNYMA's fees are negotiable under certain circumstances, in BNYMA's sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for Flexible UMA includes the BNYMA advisory fee, BNYMA's sponsor fee, and Pershing's clearing and custody fee and managed account platform fee. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The Program Fee for Flexible UMA does not include Target Risk Portfolios fees (as applicable) or Third Party Model Provider fees (as applicable) (together, "Additional Flexible UMA Fees"), fees or expenses which may be associated with the mutual funds and ETFs an account invests in, which include those advisory fees and other operating expenses which are part of the internal expense ratio of the fund (and as described in the fund's prospectus), such as transfer agent, distribution (12b-1), shareholder servicing, networking and recordkeeping fees and any transaction costs associated with the underlying investments held by the fund. Your account will bear these fees and expenses as an investor in such mutual funds and ETFs and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund or ETF.

With respect to certain Third Party Model Providers made available in the Flexible UMA, the Third Party Model Provider fee will include an administrative fee received by Pershing ("Administrative Fee") for services associated with trade administration support for the Models, the portfolio accounting system, the billing support provided to Third Party Model Providers, tax lot or performance reporting and other administrative services. In certain instances the Administrative Fee will be reduced or waived. Because the Administrative Fees that Pershing receives differ across Third Party Model Providers, BNYMA has an incentive to make available certain Third Party Model Providers where such fees favor Pershing. BNYMA manages this conflict of interest in two ways. First, BNYMA applies the same criteria in making Third Party Model Providers available regardless of fee structure. Second, the product is structured in such a way where the decision regarding which Third Party Model Providers to select rests with the Client in consultation with the Consultant.

In addition to the Program Fee and Additional Flexible UMA Fees for Flexible UMA accounts, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm.

With respect to mutual funds included in Flexible UMA, the respective mutual funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, as well as the minimum holding period, is disclosed in each of the respective mutual fund's prospectuses. For complete details, you should review each mutual fund's prospectus.

The mutual funds included in Flexible UMA are made available through Pershing. BNYMA's affiliates, Pershing and Pershing Advisor Solutions receive 12b-1 fees. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of Flexible UMA clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **12b-1 Fees.** These fees are paid by mutual funds to compensate Pershing and Pershing Advisor Solutions for providing distribution-related, administrative, and informational services, as applicable, associated with each fund. 12b-1 fees are included in the "annual operating expenses" or "expense ratio" charged by each fund. In instances where BNYMA selects a share class that pays a 12b-1 fee, the broker-dealer maintaining the brokerage account will receive payment of the 12b-1 fee. In instances where the brokerage account is maintained by BNYMA's affiliate Pershing Advisor Solutions, Pershing Advisor Solutions will receive 12b-1 fees. In limited circumstances, BNYMA's affiliate Pershing may receive a portion of a 12b-1 fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and related services. Pershing generally holds a single "omnibus" account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as "omnibus fees." Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **No-Transaction-Fees.** Pershing receives compensation from mutual funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing and Pershing Advisor Solutions receives will vary depending on whether the fund companies, mutual funds or share classes pay 12b-1 fees, omnibus fees, networking fees,

or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in Flexible UMA, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a mutual fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing and Pershing Advisor Solutions), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. When evaluating the reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA’s affiliates receive from the funds in Flexible UMA. In addition, the mutual funds and/or ETFs included within some Third Party Model Provider Models may be advised or otherwise affiliated with the Third Party Model provider (“Third Party Model Provider Affiliated Funds”). As a result, the Third Party Model Provider or its affiliates would receive fees from the Third Party Model Provider Affiliated Funds in addition to any applicable Third Party Model Provider fee shown in Exhibit B.

When selecting the share class of a mutual fund used in Flexible UMA, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share classes considerations.

If you have multiple Flexible UMA accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

7. BNY Mellon Advisors Third-Party Strategists Offering

In the BNY Mellon Advisors Third-Party Strategists Offering (“BNYMA Third-Party Strategists”), formerly known as Third Party Strategists, BNYMA provides you with access to asset allocation Models generated by Third Party Model Providers. This product is not available to non-US residents. Together with your Consultant, you select the Model or Models in which you would like to invest. BNYMA acts as discretionary manager of your Account. BNYMA receives the Models from the Third Party Model Providers and generally enters the trade orders accordingly. This process and BNYMA’s role as discretionary manager is described in more detail in Item 6 of this Brochure.

The Program Fee for BNYMA Third-Party Strategists accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon Advisors Third-Party Strategists Offering</u> | |
|--|---------------------------|
| <u>Account Size</u> | <u>Program Fee</u> |
| First \$250,000 | 0.30% |
| Next \$250,000 | 0.25% |
| Next \$500,000 | 0.20% |

| | |
|------------------|-------|
| Next \$4,000,000 | 0.15% |
| Over \$5,000,000 | 0.10% |

In addition, certain Third Party Model Providers charge a fee (the “Model Fee”). The Model Fee and minimum investment varies by Model and is shown in Exhibit B. Because the Model Fee varies based on the Model you have selected, the total fee for the BNYMA Third-Party Strategists product will vary accordingly.

BNYMA’s fees are negotiable under certain circumstances, in BNYMA’s sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for the BNYMA Third-Party Strategists product includes the BNYMA advisory fee, BNYMA’s sponsor fee, and Pershing’s clearing and custody fee and managed account platform fee. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The Program Fee does not include the Model Fee, or fees or expenses which may be associated with the mutual funds and ETFs an account invests in, which include those advisory fees and other operating expenses which are part of the internal expense ratio of the fund (and as described in the fund’s prospectus), such as transfer agent, distribution (12b-1), shareholder servicing, networking and recordkeeping fees and any transaction costs associated with the underlying investments held by the fund. Your account will bear these fees and expenses as an investor in such mutual funds and ETFs and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund or ETF.

With respect to certain Third Party Model Providers made available as BNYMA Third-Party Strategists, the Model Fee will include an administrative fee received by Pershing (“Administrative Fee”) for services associated with trade administration support for the Models, the portfolio accounting system, the billing support provided to Third Party Model Providers, tax lot or performance reporting and other administrative services. In certain instances the Administrative Fee will be reduced or waived. Because the Administrative Fees that Pershing receives differ across Third Party Model Providers, BNYMA has an incentive to make available certain Third Party Model Providers where such fees favor Pershing. BNYMA manages this conflict of interest in two ways. First, BNYMA applies the same criteria in making Third Party Model Providers available regardless of fee structure. Second, the product is structured in such a way where the decision regarding which Third Party Model Providers to make available to Clients rests with the Sponsors and the decision regarding which Third Party Model Provider to select rests with the Client in consultation with the Consultant.

In addition to the Program Fee and Model Fee, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or Firm. In addition, the mutual funds and/or ETFs included within some Third Party Model Provider Models may be Third Party Model Provider Affiliated Funds. As a result, the Third Party Model Provider or its affiliates would receive fees from the Third Party Model Provider Affiliated Funds in addition to any applicable Third Party Model Fee shown in Exhibit B.

With respect to mutual funds that may be available through Third Party Model Provider Models, the respective mutual funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, as well as the minimum holding period, is disclosed in each of the respective mutual fund's prospectuses. For complete details, you should review each mutual fund's prospectus.

The mutual funds included in Third Party Model Providers Models are made available through Pershing. BNYMA's affiliates, Pershing and Pershing Advisor Solutions receive 12b-1 fees. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of BNYMA Third-Party Strategists clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **12b-1 Fees.** These fees are paid by mutual funds to compensate Pershing and Pershing Advisor Solutions for providing distribution-related, administrative, and informational services, as applicable, associated with each fund. 12b-1 fees are included in the "annual operating expenses" or "expense ratio" charged by each fund. In instances where BNYMA selects a share class that pays a 12b-1 fee, the broker-dealer maintaining the brokerage account will receive payment of the 12b-1 fee. In instances where the brokerage account is maintained by BNYMA's affiliate Pershing Advisor Solutions, Pershing Advisor Solutions will receive 12b-1 fees. In limited circumstances, BNYMA's affiliate Pershing may receive a portion of a 12b-1 fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and related services. Pershing generally holds a single "omnibus" account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as "omnibus fees." Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **No-Transaction-Fees.** Pershing receives compensation from mutual funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing and Pershing Advisor Solutions receives will vary depending on whether the fund companies, mutual funds or share classes pay 12b-1 fees, omnibus fees, networking fees, or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in Third Party Model Provider Models, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a mutual fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing and Pershing Advisor

Solutions), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. When evaluating the reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA’s affiliates receive from the funds in the Third Party Model Provider Models.

When selecting the share class of a mutual fund used in Third Party Model Provider Models, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share classes considerations.

If you have multiple BNYMA Third-Party Strategists accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

8. BNY Mellon Target Retirement Date Portfolios

BNY Mellon Target Retirement Date Portfolios (“Target Retirement Date Portfolios”) is a discretionary, multi-discipline mutual fund and ETF wrap account product with a \$10,000 minimum investment. This product is not available to non-US residents. Within portfolios, asset class/style allocations shift to a more conservative profile over time to seek to reduce risk as the target retirement date approaches. BNYMA, serving as the portfolio manager, allocates investor assets systematically across multiple asset classes and styles in a single account. BNYMA determines the asset allocation strategy and selects investment vehicles for each investment style in the model, based upon proprietary modeling strategies, economic outlook and investment research discipline. At the time of this Brochure, the portfolios consist solely of mutual funds. However, these portfolios may include open and closed-end mutual funds, ETFs and other types of securities, as determined by BNYMA, in its sole discretion. The securities currently used in the Target Retirement Date Portfolios are subject to change at BNYMA’s sole discretion. This process is described in more detail in Item 6 of this Brochure.

The Program Fee for Target Retirement Date Portfolios accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon Target Retirement Date Portfolios</u> | |
|--|---------------------------|
| <u>Account(s) Size</u> | <u>Program Fee</u> |
| First \$250,000 | 0.30% |
| Next \$250,000 | 0.25% |
| Next \$500,000 | 0.20% |
| Next \$4,000,000 | 0.15% |

| | |
|------------------|-------|
| Over \$5,000,000 | 0.10% |
|------------------|-------|

BNYMA's fees are negotiable under certain circumstances, in BNYMA's sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for Target Retirement Date Portfolios includes BNYMA's advisory fee, BNYMA's sponsor fee, and Pershing's clearing and custody fee and managed account platform fee. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The Program Fee does not include fees or expenses that may be associated with the mutual funds an account invests in, which include those advisory fees and other operating expenses which are part of the internal expense ratio of the fund (and as described in the fund's prospectus), such as transfer agent, distribution (12b-1), shareholder servicing, networking and recordkeeping fees and any transaction costs associated with the underlying investments held by the fund. Your account will bear these fees and expenses as an investor in such mutual funds and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund.

In addition to the Program Fee for Target Retirement Date Portfolios accounts, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm. With respect to Target Retirement Date Portfolios accounts, the Consultant's fee will not be greater than 1.00%.

With respect to mutual funds included in Target Retirement Date Portfolios, the respective mutual funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, as well as the minimum holding period, is disclosed in each of the respective mutual fund's prospectuses. For complete details, you should review each mutual fund's prospectus.

The mutual funds included in Target Retirement Date Portfolios are made available through Pershing. BNYMA's affiliates, Pershing and Pershing Advisor Solutions receive 12b-1 fees. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of Target Retirement Date Portfolios clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **12b-1 Fees.** These fees are paid by mutual funds to compensate Pershing and Pershing Advisor Solutions for providing distribution-related, administrative, and informational services, as applicable, associated with each fund. 12b-1 fees are included in the "annual operating expenses" or "expense ratio" charged by each fund. In instances where BNYMA selects a share class that pays a 12b-1 fee, the broker-dealer maintaining the brokerage account will receive payment of the 12b-1 fee. In instances where the brokerage account is maintained by BNYMA's affiliate Pershing Advisor Solutions, Pershing Advisor Solutions will receive 12b-1 fees. In limited circumstances, BNYMA's affiliate Pershing may receive a portion of a 12b-1 fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and

related services. Pershing generally holds a single “omnibus” account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as “omnibus fees.” Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **No-Transaction-Fees.** Pershing receives compensation from mutual funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing and Pershing Advisor Solutions receives will vary depending on whether the fund companies, mutual funds or share classes pay 12b-1 fees, omnibus fees, networking fees, or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in Target Retirement Date Portfolios, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a mutual fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing and Pershing Advisor Solutions), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. When evaluating the reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA’s affiliates receive from the funds in Target Retirement Date Portfolios.

When selecting the share class of a mutual fund used in Target Retirement Date Portfolios, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share classes considerations.

If you have multiple Target Retirement Date Portfolios accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

The services offered by BNYMA for Target Retirement Date Portfolios may differ from the services offered in other BNYMA managed products. These differences may include, without limitation, fewer securities positions within individual models, a more limited number of security types, more limited

performance reporting, and fewer or different triggers for account rebalancing.

9. BNY Mellon Precision Direct Indexing S&P 500

BNY Mellon Precision Direct Indexing S&P 500 is a discretionary separately managed account product which offers customized portfolios constructed using equity securities that track a target benchmark (i.e., the S&P 500). BNYMA's affiliate, Mellon Investments Corporation ("Mellon Investments"), serves as Portfolio Manager for the BNY Mellon Precision Direct Indexing S&P 500 product, which creates a conflict for BNYMA, as our affiliates receive compensation if we make our affiliates' products available within the Managed360 Program. In order to address this conflict, BNYMA does not receive a sponsor fee or any other fees or compensation related to this product.

Mellon Investments may use quantitative models and tools to incorporate Client specifications for the benchmark, Client-specific value screens, and tax management. Clients also are able to customize their portfolio to meet specific requirements, such as security restrictions, industry/country limitations, and individual tax requirements. Client portfolios may include securities representing US or non-US equity market indexes. The team employs software designed to systematically harvest losses within the portfolio and replace the securities sold at a loss with others of similar type and risk. For taxable accounts, any savings realized by the reduction in taxes paid or postponed may improve returns when measured in an after-tax basis. This after-tax return benefit presumes that participating Clients have capital gains generated from other sources suitable for offset. Changes in tax law and/or the treatment of capital gains could impact the after-tax returns from this strategy.

BNY Mellon Precision Direct Indexing S&P 500 has a \$250,000 minimum investment. This product is not available to non-US residents or retirement plans covered under ERISA. IRA accounts not covered under ERISA are permitted in this product.

The Program Fee and Manager Fee for BNY Mellon Precision Direct Indexing S&P 500 accounts are billed quarterly in advance, as follows:

| <u>BNY Mellon Precision Direct Indexing S&P 500</u> | | |
|--|---------------------------|---------------------------|
| <u>Account Size</u> | <u>Program Fee</u> | <u>Manager Fee</u> |
| First \$500,000 | 0.25% | 0.30% |
| Next \$500,000 | 0.20% | 0.30% |
| Next \$4,000,000 | 0.20% | 0.25% |
| Over \$5,000,000 | 0.17% | 0.18% |

The Program Fee for the BNY Mellon Precision Direct Indexing S&P 500 product includes the clearing and custody fee and managed account platform fee paid to Pershing. To the extent that Pershing Advisor Solutions is the broker, the Program Fee will also include administrative and operational services provided by Pershing Advisor Solutions. The Manager Fee includes the portfolio management fee paid to Mellon Investments.

In addition to the Program Fee and Manager Fee, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and Consultant and/or the Firm.

10. BNY Mellon Target Risk Offshore Portfolios

BNY Mellon Target Risk Offshore Portfolios (“Target Risk Offshore Portfolios”), formerly known as Lockwood Offshore Asset Allocation Portfolios, is a discretionary mutual fund and ETF wrap account product with a \$50,000 minimum investment that is available only to NON-RESIDENTS of the United States. The funds included in the models are classified as Undertakings for Collective Investment in Transferable Securities (“UCITs”), which are regulated by the European Securities and Markets Authority (“ESMA”). The UCITs funds are not registered in the United States under the Investment Company Act of 1940 and are not available to US residents, however all of the funds will be US dollar denominated. BNYMA, serving as the Portfolio Manager, determines asset allocation strategy and selects investment vehicles for the portfolios, based on its proprietary approach to asset allocation, macroeconomic outlook and investment discipline. These portfolios may consist of open and closed-end mutual funds, and ETFs, as determined by BNYMA, in its sole discretion. This process is described in more detail in Item 6 of this Brochure.

The Program Fee for Target Risk Offshore Portfolios accounts is billed quarterly in advance, as follows:

| <u>BNY Mellon Target Risk Offshore Portfolios</u> | |
|--|---------------------------|
| <u>Account(s) Size</u> | <u>Program Fee</u> |
| First \$500,000 | 0.40% |
| Next \$500,000 | 0.35% |
| Next \$4,000,000 | 0.30% |
| Next \$5,000,000 | 0.25% |
| Over \$10,000,000 | 0.20% |

BNYMA’s fees are negotiable under certain circumstances, in BNYMA’s sole discretion. You may pay more or less than other Clients depending on certain factors, including the type and size of the account(s), the historical or anticipated transaction activity, the range of services provided to you, terms of the relationship between BNYMA and the Firm, and your total relationship assets under management.

The Program Fee for Target Risk Offshore Portfolios includes BNYMA’s advisory fee, BNYMA’s sponsor fee, and Pershing’s clearing and custody fee and managed account platform fee. The Program Fee does not include fees or expenses that may be associated with the mutual funds and ETFs an account invests in, which include the Ongoing Charges as described in the ESMA directives, advisory fees and operational expenses such as transfer agent, distribution, shareholder servicing, networking and recordkeeping fees and any transaction taxes associated with the underlying investments held. Your account will bear these fees and expenses as an investor in such mutual funds and ETFs and, as a result, you may bear higher expenses than if you invested directly in the securities held by the respective mutual fund or ETF.

In addition to the Program Fee for Target Risk Offshore Portfolios accounts, the Consultant may add a reasonable advisory fee, subject to the applicable written agreement between you and the Consultant and/or the Firm.

With respect to mutual funds included in Target Risk Offshore Portfolios, the respective funds may charge a redemption fee if shares are redeemed within a specified period of time. The amount of the redemption fee, if any, as well as the minimum holding period, is disclosed in each of the respective fund's prospectuses. For complete details, you should review each fund's prospectus.

The mutual funds included in Target Risk Offshore Portfolios are made available through Pershing. In addition, certain mutual funds and their affiliates, including those that BNYMA invests in on behalf of Target Risk Offshore Portfolios clients, pay networking fees, omnibus fees and compensate Pershing for providing services to their funds that are available on a no-transaction-fee basis.

- **Distribution Fees.** These fees are paid by mutual funds to compensate Pershing or the broker-dealer for providing distribution-related administrative and informational services, as applicable, associated with each fund. Distribution fees are included in the total expense ratio charged by each fund. In instances where BNYMA selects a share class that pays a distribution fee the broker-dealer maintaining the brokerage account will receive payment of the fee. In limited circumstances, BNYMA's affiliate Pershing may receive a portion of a distribution fee as compensation for services provided for custodied funds.
- **Omnibus Fees.** A number of funds compensate Pershing for providing record-keeping and related services. Pershing generally holds a single "omnibus" account with the fund, and therefore maintains all pertinent individual shareholder information for the fund. The compensation for these services is commonly referred to as "omnibus fees." Omnibus fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Omnibus fees are paid from investor assets in the funds, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **Networking Fees.** Positions for fund families that are not held on an omnibus basis are held on a networked basis, which means Pershing maintains a separate account on behalf of each shareholder. Networking fees compensate Pershing for providing these services, which would otherwise be required to be provided by the fund. Networking fees are paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.
- **No-Transaction-Fees.** Pershing receives compensation from funds that it makes available on a no-transaction-fee basis for services provided to the funds. This compensation is paid out of the assets of the fund manager, but in some cases may be subsidized in part by affiliates or the distributor of the funds.

Mutual fund companies offer a variety of share classes with different expense levels, and the amount of compensation Pershing receives will vary depending on whether the fund companies, mutual funds or share classes pay distribution fees, omnibus fees, networking fees, or are offered on a no-transaction-fee basis, and on the amount of such compensation. Not all mutual funds and share classes available to the investing public will be available to BNYMA for use in Target Risk Offshore Portfolios, and clients should not assume that BNYMA is selecting share classes with the lowest available expense ratio. The share class of a fund selected by BNYMA can have higher expenses (including because of compensation paid to Pershing), than other share classes of that mutual fund for which a client is eligible or that might otherwise be available if a client invested in the mutual fund through a third party or through the mutual fund directly. An investor who holds a more expensive share class of a fund will pay higher fees over time – and earn lower investment returns – than an investor who holds a less expensive share class of the same fund. When evaluating the

reasonability of fees and the total compensation BNYMA receives, you should consider not just the Program Fee, but also the additional compensation BNYMA's affiliates receive from the funds in Target Risk Offshore Portfolios.

When selecting the share class of a mutual fund used in Target Risk Offshore Portfolios, BNYMA has a conflict of interest to the extent that its selection of a particular share class results in greater compensation to Pershing. BNYMA addresses this conflict through a combination of disclosure to clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a fund or share class. BNYMA reviews the mutual funds contained in its discretionary portfolios semi-annually to review share class considerations.

Regulation of mutual funds and exchange traded funds qualifying as UCITs is governed by directives issued by the European Securities and Markets Authority ("ESMA") and its predecessor, the Committee of European Securities Regulators ("CESR".) The UCITs directives provide for restrictions on the eligible assets for investment, place limits on borrowing, and contain detailed diversification rules all of which affect the UCIT manager's discretion. These directives make investments in UCITs more exposed to market risks associated with those underlying investments. More details can be found in the prospectus and key investor information document for each UCIT fund.

Investors in Target Risk Offshore Portfolios must be aware that their personal information is required for the administration and implementation of their accounts and that it will be stored and processed in the United States. Unlike the European Union and some other jurisdictions, which may include the investor's country of domicile, the United States does not have a single comprehensive set of rules and regulations governing the protection and use of personal information and may therefore not be as protective as the country of the investor's residence.

Investment in Target Risk Offshore Portfolios is limited to residents of certain countries identified by BNYMA and because the mutual funds and ETFs are not registered in the eligible countries each investor must be a qualified or professional investor in their country of residence or otherwise eligible to invest in unregistered securities. This Brochure is provided to investors in Target Risk Offshore Portfolios for informational purposes only and is not an offer or solicitation in respect of any products, services or programs discussed.

If you have multiple Target Risk Offshore Portfolios accounts, BNYMA may combine your accounts for fee calculation purposes, subject to certain restrictions.

11. Investment Strategy Portfolios

BNYMA may also offer a diversified series of Investment Strategy Portfolios, which are suggested separate account Portfolio Manager mixes consisting of options for taxable accounts and total return options for larger accounts as described in Item 5. Not available to non-US residents. BNYMA designs these proprietary asset allocations to meet a Client's stated investment objectives. In the Investment Strategy Portfolios, BNYMA selects certain Portfolio Managers and/or investment vehicles for the asset allocation. You and your Consultant may override BNYMA's suggestions as to Portfolio Manager(s) or investment vehicle(s), in whole or in part. BNYMA does not charge any fee in addition to the Program Fee for this service.

12. Advisory Consulting Services

BNYMA may provide advisory consulting services (“ACS”), consisting of proposal support, portfolio analysis, and program consultation, to Firms and Consultants. Upon request of a Firm or Consultant, analysts on the ACS team may provide consultative services regarding the available Portfolio Managers for a given asset class, or a deeper analysis on the performance and/or holdings of a “Covered Manager,” as defined in Item 6. Further, upon request of a Firm or Consultant, analysts may provide an analysis of an investor’s current portfolio of assets, or guidance on which Portfolio Manager may be an appropriate match for the investor. This analysis may also include guidance on how the Consultant can rebalance the account among existing Portfolio Managers or by changing to another Portfolio Manager or investment product. BNYMA does not charge a fee in addition to the Program Fee for this service. BNYMA does not assume responsibility for your Firm’s or Consultant’s regulatory compliance or for providing advice or recommendations directly to you. The Firm and/or Consultant is responsible for independently evaluating any output provided by the ACS team, and for determining whether or not to implement any practices suggested as a result thereof.

13. Performance Link

Performance Link allows for consolidated performance reporting of managed accounts and retail accounts. BNYMA makes this consolidated reporting available on a quarterly basis. You select the performance benchmark to be applied to the affected accounts.

The fee for Performance Link functionality is on a per account basis (based on Account Level Assets), as follows:

| <u>Performance Link</u> | |
|--------------------------------|-------------------|
| <u>Account Size</u> | <u>Fee</u> |
| First \$500,000 | 0.03% |
| Next \$500,000 | 0.02% |
| Over \$1,000,000 | 0.00 % |

The minimum fee charged per quarter per account is \$35.00. The maximum fee charged per quarter per account is \$62.50.

E. **Additional Fee Information**

1. The Program Fee

You pay an asset-based fee to participate in the Program (the “Program Fee”). The applicable Program Fee depends on the product you have selected and is described above in Section D. The Program Fee is a bundled fee, which, unless noted otherwise in Section D, generally covers program administration services provided by BNYMA, custody and clearing of transactions and managed account platform services provided by BNYMA’s affiliate, Pershing, administrative services provided by the Firm, if applicable, and the discretionary asset management services provided by the Portfolio Manager, including BNYMA when acting as a discretionary manager. There may, however, be additional charges such as wire transfer fees or commissions for trades not executed through Pershing. The

Program Fee does not cover trades executed through broker-dealers other than Pershing. Please refer to Section F.2 (Transaction Charges Resulting From Trades Effected Through Broker-Dealers Other Than Pershing) below regarding the reasoning and added costs and fees you may incur when your Portfolio Manager elects to execute trades away from Pershing. The Program Fee is separate from the fee charged by the Consultant. These services may cost you more or less than purchasing similar services separately, assuming the services could be purchased directly from the various providers thereof. The Program is available only for a fee that is based upon a percentage of assets under management.

In evaluating a wrap program, Clients should consider a number of factors. In many instances, a client is able to obtain some or all of the services available through a particular wrap fee program on an “unbundled” basis through the program sponsor or through other firms and, depending on the circumstances, (for example portfolios holding fixed income securities may not be traded as frequently as portfolios holding equities due to a more limited market for those securities and/or the investment philosophy of certain fixed income managers), the aggregate of any separately paid fees may be lower (or higher) than the single, all-inclusive fee charged in the wrap fee program. Payment of an asset-based fee may or may not produce accounting, bookkeeping or income tax results that differ from those resulting from the separate payment of (i) securities commissions and other execution costs on a trade-by-trade basis and (ii) advisory fees. Any securities or other assets used to establish a wrap fee program account may be sold, and the Client will be responsible for payment of any taxes due. BNYMA recommends that each Client consult with his or her tax adviser or accountant regarding the tax treatment of wrap fee program accounts.

2. Modification of Fee Schedules

BNYMA reserves the right, in its sole discretion, to negotiate or modify (either up or down) the basic fee schedule(s) set forth herein for any Client due to a variety of factors, including but not limited to: the level of reporting and administrative operations required to service an account, the investment strategy or style, the number of portfolios or accounts involved, and/or the number and types of services provided to the Client. Because BNYMA’s fees are negotiable, the actual fee paid by any Client or group of Clients may be different from the fees reflected in BNYMA’s basic fee schedule(s) set forth herein.

3. Householding

If you have more than one account in the Program, your accounts may be “household” for purposes of calculating the fee. A “household” is generally a group of accounts having the same address of record or same Social Security number, subject to certain rules. Individual retirement accounts (“IRAs”), SIMPLE IRAs and other personal retirement accounts generally may be combined for householding purposes; however, other retirement plan accounts subject to the Employee Retirement Income Security Act of 1974 (“ERISA”) and charitable remainder trusts may not be included. The accounts that may be householded are subject to BNYMA’s approval. BNYMA calculates a household fee by totaling the market value of all the accounts in the household and charging the accounts according to the applicable fee schedule. The fee for each householded account is allocated on a pro-rata basis to each account. Each account’s pro-rata amount is calculated by computing the market value of each account as a percentage of the total market value of all accounts in the household.

4. Delegation of Services

As discussed in Section A of this Item 4, BNYMA has delegated certain administrative services to Managed Accounts. As such, BNYMA pays a portion of its fee to Managed Accounts.

5. Inception and Post-Inception Billing

At inception, fees are billed in advance from the date the account is opened through the end of that calendar quarter. Thereafter, fees are billed in advance for the next calendar quarter based on the value of the assets at the end of the prior calendar quarter. Unless you instruct otherwise, the custodian debits your account for the fees charged by BNYMA, its clearing agent, the selected Portfolio Manager(s), and/or Third Party Model Providers(s) and the Consultant, and remits the fees to the respective parties accordingly. BNYMA does not make fee adjustments for deposits or withdrawals made during a calendar quarter in accounts in the program.

6. Account Termination

You may terminate your account agreement, without penalty, within five (5) days of BNYMA's execution of the investment advisory agreement. Thereafter, you may terminate the account at any time in which case fees will be prorated from the start of the current billing period through the termination date. BNYMA may charge a termination fee of \$300.00 for a termination occurring during the first year after an account is opened. Because BNYMA typically charges its fee quarterly in advance based on the assets as of the close of business at the end of the prior quarter, the daily proration upon termination after the first year may result in a rebate of the unused portion of the quarterly fee.

BNYMA may, at its sole discretion, terminate your account as long as BNYMA notifies you in advance, subject to the terms of your agreement with BNYMA. After such termination, BNYMA shall not have any authority over, or responsibility for, investments held in the account, and BNYMA shall not be liable to you for any loss incurred by you.

7. Clearing and Custody Fee

Pershing provides clearing services to the Broker with respect to the Program. Pershing may also provide clearing and related services to the Broker for accounts not in the Program, subject to a separately negotiated clearing agreement and fee schedule.

8. Consultant Fee

Generally, Consultants charge advisory fees for their services, which will vary from Consultant to Consultant, depending on various factors, including the size of your account relationship and the consulting services provided to you. Consultants may combine their fee with the other fees described above in an all-inclusive manner for presentation purposes. Alternatively, your Consultant may charge its fee separately from the services described herein, and this fee may be higher or lower than the all-inclusive fee depending on your relationship with the Consultant and the level of services provided to you. The amount of the Consultant's fee may be higher or lower than what the Consultant would receive if you participated in other programs or paid separately for investment advice, brokerage and other services.

BNYMA recommends, and certain state laws require, that you sign a separate contract with your Consultant relating to the Consultant's fee.

F. Other Fees

There may be other costs assessed which are not included in the Program Fee, such as fees, expenses and charges levied by mutual funds, ETFs and money market funds as described above in Section D. This section describes additional fees not included in the Program Fee.

1. Additional Fees Charged by the Custodian

There may be other costs assessed which are not included in the Program Fee, such as fees, expenses and charges levied by mutual funds, ETFs and money market funds. As described above, certain Third Party Model Providers may assess a Model Fee. In addition, there are other fees charged by the custodian, as applicable, that are not included in your Program Fee, such as costs associated with the purchase and sale of certain mutual funds and other similar securities held in your account, dealer mark-ups, mark-downs, odd-lot differentials, exchange or auction fees, transfer taxes, costs for transactions executed other than at the custodian, any fees imposed by the SEC, electronic fund and wire transfer fees, fees for client-initiated transfers, costs associated with temporary investment of your funds in a cash management account, trust services charges, annual IRA custodial fees, IRA termination fees, custodial fees for prototype pension and profit sharing plans and Keoghs, custodial fees associated with special circumstances or events, such as transfer on death, returned check fees, paper delivery surcharges for brokerage statements and trade confirmations, and other charges mandated by law. Fees related to paper delivery of confirmations and statements are determined by your broker-dealer. Please reach out to your Consultant should you have any questions relating to these charges.

Further, interest will normally be charged on a negative balance in your account. If Pershing has custody of the assets, it will credit interest and dividends to the account. Please review your investment advisory agreement for further information on how BNYMA charges and collects fees.

Mutual Fund Surcharge

If you are invested in an SMA and your account holds mutual funds, your account may be charged a \$10.00 surcharge by the custodian for each purchase and sale transaction in the mutual funds of certain mutual fund families ("Mutual Fund Surcharge"). The Mutual Fund Surcharge is in addition to the SMA Program Fee and will be listed on your custodial statement. You will not be charged a Mutual Fund Surcharge for your Target Risk Portfolios, AdvisorFlex Portfolios, Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, Target Risk Offshore Portfolios, Flexible UMA, Target Retirement Date Portfolios or BNYMA Third-Party Strategists accounts.

2. Transaction Charges Resulting from Trades Effected Through Broker-Dealers Other Than Pershing

As noted above, the Program Fee does not cover transaction charges or other charges, including commissions, markups and markdowns, resulting from trades affected through or with a broker-dealer other than Pershing, which is the custodian. For this reason, the Portfolio Manager you have selected may determine that placing your trade orders with Pershing is in your best interest.

Your Portfolio Manager may, however, place your trade orders with a broker-dealer firm other than Pershing if your Portfolio Manager believes that doing so is consistent with its obligation to obtain

best execution. This is frequently referred to as “trading away” or “step out trades.” The Portfolio Manager – and not BNYMA – decides as to when it trades with Pershing or away from Pershing. BNYMA does not restrict a Portfolio Manager’s ability to trade away, as the Portfolio Manager’s fiduciary duty to you, as well as its expertise in trading its portfolio securities, makes the Portfolio Manager responsible for determining the suitability of trading away from Pershing.

In some instances, step out trades are executed without any additional commission, mark-up, or mark-down, but in many instances, the executing broker-dealer may impose a commission or a mark-up or mark-down on the trade. In addition, some Portfolio Managers executing trades in US Treasuries will incur a system cost from the portal through which the trades are processed. These trading costs are not covered by the Program Fee outlined in Section (E)(1) above and will likely result in additional costs to you, although these additional trading costs may not be reflected on trade confirmations you receive or on your account statements. Typically, the executing broker will embed the added costs into the price of your trade execution, making it difficult to determine the exact added cost for your transaction executed away from Pershing.

You should review the Form ADV Part 2A Brochure of the Portfolio Manager you have selected for more information regarding that Portfolio Manager’s brokerage practices and conflicts of interest, and consider the additional expenses that you may incur. Also, as part of the review of your Portfolio Manager’s disclosure and expected fees, you should also discuss the Portfolio Manager’s practices regarding “trade away” or “step out trades” in order to determine how often they engage in such practices and how they seek to ensure that you receive best execution for those transactions when they decide to do so.

In addition, please refer to Exhibit A and Exhibit D for more information regarding BNYMA’s review of the Portfolio Managers that traded away from Pershing.

3. Fees Related to International Investment Styles

Certain Portfolio Managers which offer international investment styles may purchase securities on foreign exchanges (known as “Ordinaries”), which may be held in your account as Ordinaries or may be converted to American Depositary Receipts (“ADRs”) prior to being added to your account.

Portfolio Managers may include exposure to both domestic and foreign stocks in order to achieve greater diversification with the goal of increasing the likelihood that a portfolio's overall investment returns will have less volatility. The reason is because international investment returns sometimes move in a different direction than U.S. market returns. Even when international and U.S. investments move in the same direction the degree of change may be different. You should balance these considerations against the possibility of higher costs, sudden changes in value, and the special risks of international investing.

Like any other investment, you should learn as much as you can about any investment style before you invest. You should research the political, economic, and social conditions that may impact the investment style your Portfolio Manager may employ so you will understand better the factors that may affect the fees that may be associated with making such an investment. Prior to investing in an international investment style that may include ADRs, investors should ask their Portfolio Managers what fees are charged to them as an ADR investor, how those fees will be assessed and how the fees or related costs will be disclosed on your account statement.

International investing in various products can be more expensive than investing in U.S. companies. For instance, in smaller markets you may have to pay a premium to purchase shares of popular companies and in some countries there may be unexpected taxes, such as withholding taxes on dividends. Transaction costs such as fees, brokers' commissions, and taxes often are higher than in the U.S. markets. Likewise, much like investing in specific ADRs, many mutual funds that invest abroad often have higher fees and expenses than funds that invest in U.S. stocks, in part because of the extra expense of trading in foreign markets.

BNYMA's research indicates that many Portfolio Managers will charge certain hard dollar fees associated with executing in local foreign markets, which, as mentioned above, are not included in the Program Fee. These fees typically include, but are not limited to, brokerage expenses, local market execution fees and taxes, exchange-specific taxes/stamp fees, duties/levies, ADR conversion fees, and/or additional settlement and custody charges. Please refer to your Portfolio Manager's Form ADV Part 2A Brochure to understand the potential added costs and fees that may be incurred under such an investment style.

Pershing may separately assess a fee for such transactions.

Certain non-U.S. jurisdictions may impose taxes on securities transactions. If you own an investment style containing any securities subject to such a tax your account will be assessed this tax, which will be remitted to the government of the applicable non-U.S. jurisdiction.

Pershing may use a third-party broker-dealer licensed in Canada, which entity may be paid certain execution fees.

BNYMA enters into transactions with unaffiliated counterparties or third-party service providers who can be using affiliates of ours to execute such transactions. Additionally, when BNYMA effects transactions in American Depositary Receipts ("ADRs") or other securities, the involved issuers or their service providers could be using affiliates of BNYMA for support services. Services provided by BNYMA's affiliates to such unaffiliated counterparties, third party service providers and/or issuers include, for example, clearance of trades, purchases or sales of securities, serving as depositary bank to issuers of ADRs, providing foreign exchange services in connection with dividends and other distributions from foreign issuers to owners of ADRs, or other transactions not contemplated by BNYMA. Although one of our affiliates receives compensation for engaging in these transactions and/or providing services, the decision to use or not use an affiliate of BNYMA is made by the unaffiliated counterparty, third-party service provider or issuer. Further, BNYMA will likely be unaware that the affiliate is being used to enter in such transaction or service.

G. Affiliate Compensation

BNYMA does not charge or receive compensation in connection with the sale of securities, mutual funds or other investment products. However, certain of our affiliates may accept compensation (also referred to as "commissions") for the sale of securities, mutual funds or other investment products. Accepting commissions for the sale of securities, mutual funds or other investment products gives rise to a conflict of interest in that it may give an incentive to recommend investment products based on the compensation our affiliates may receive, rather than solely on a Client's needs. BNYMA addresses this conflict of interest by structuring the wrap fee programs it sponsors so that fees are based on assets under management, rather than transactions. The unaffiliated Portfolio Managers participating in this program, however, may independently direct trades to an affiliate of BNYMA whereby such affiliate receives commissions. Please refer to the Portfolio

Manager's Form ADV Part 2A Brochure for information about your Portfolio Manager's brokerage practices and conflicts of interest.

H. Sweep Options

You may choose from a selection of money market funds or other short-term cash vehicles ("Sweep Options") that are available through your Broker for non-IRA or non-ERISA accounts for investment of any cash held overnight in a brokerage account at your Broker. The universe of Sweep Options made available to you is in the sole discretion of your Broker, except where Pershing Advisor Solutions is the Broker. These funds are fully described in each fund's prospectus, which you should review in detail. You will receive a prospectus for the money market fund when you open your account and it will contain a complete description of any relevant fees and/or expenses.

In utilizing money market or other funds, Pershing may receive a benefit from its possession and temporary investment of cash balances in your accounts prior to investment, whether in a sweep arrangement or otherwise. Pershing may be paid certain fees relating to these funds, such as networking or 12b-1 fees. Pershing does not receive any fees or compensation from the non-FDIC insured sweep vehicle(s) designated for IRA and ERISA accounts.

You could lose money by investing in a money market fund. Although the fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. The fund may impose a fee upon sale of your shares or may temporarily suspend your ability to sell shares if the fund's liquidity falls below required minimums because of market conditions or other factors. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The fund's sponsor has no legal obligation to provide financial support to the fund, and you should not expect that the sponsor will provide financial support to the fund at any time.

Where Pershing Advisor Solutions is the Broker, the Sweep Options available to you will include some investment vehicles where an affiliate of BNYMA is the investment manager. You have the option of selecting a BNYMA-affiliated fund or another fund.

Portfolio Managers and Third Party Model Providers include allocations to cash in their portfolios and Models. These allocations to cash are considered invested assets for purposes of calculating Portfolio Managers' and Third Party Model Providers' asset-based fees.

I. Class Actions and Other Litigation

It is BNYMA's policy that it does not advise, initiate or take any other action on your behalf relating to securities held in your account managed by BNYMA in any legal proceeding (including, without limitation, class actions, class action settlements and bankruptcies). BNYMA does not file proofs of claim relating to securities held in your account and does not notify you or your custodian of class action settlements or bankruptcies relating in any way to such account.

J. Review of Consultant Fees Exceeding 2% and Total Fees Exceeding 3%

BNYMA carefully reviews fees in order to comply with the SEC staff's position regarding investment advisory fees. See SEC reply to No-Action Request, John G. Kinnard & Co. Inc.

(October 30, 1973) and SEC reply to No-Action Request, Consultant Publications, Inc., (December 30, 1974). BNYMA has implemented a procedure to identify individual Consultant fees that exceed 2% and total fees that exceed 3%. If there are any exceptions, BNYMA will request additional information from the Consultant and the Firm.

Item 5 Account Requirements and Types of Clients

A. Types of Clients

BNYMA's clients are the Firms, as described in Item 4 of this Brochure, whose investor clients may consist of individuals, banks or thrift institutions, corporations, pension and profit sharing plans, and/or endowments or business entities.

B. General Requirements

1. Firm/Consultant Requirement

BNYMA's services in the Program are offered to investors only through Firms. These Firms or their Consultants consult with you and provide advice to you. Consultants are not employees of BNYMA, but are independent or employed by Firms typically not affiliated with BNYMA.

2. Client Process and Document Requirements

Generally, you should have a written agreement with your Firm and/or Consultant. You will also open a brokerage account with your Firm or with Pershing Advisor Solutions. The Consultant collects financial and background information from you, and assists you in identifying your investment objectives. The Consultant recommends strategies that are designed to meet those objectives. The Consultant also assists you in selecting one or more suitable Portfolio Managers from among those available in the Program. Your Consultant is your primary contact and he or she will report to you regularly.

There are documents and agreements that are required to open an account at BNYMA. The Consultant will assist you in completing them. Completed account documents are forwarded to BNYMA by the Consultant. Once an account becomes managed by a Portfolio Manager, BNYMA makes investment performance reports available to the Consultant who may review them with you.

3. Investment Styles with Additional Requirements

a. Styles Using Investment Options

If you select an investment style in which the Portfolio Manager uses investment options you will be required to agree to specific, additional terms related to options transactions, as fully described in the applicable Options Agreement, which you will enter into with Pershing Advisor Solutions.

Prior to selecting an investment style that uses investment options, you should review the Manager Brochure.

b. SMA Investment Styles Using Proprietary Mutual Funds

Certain Portfolio Managers may invest all or a portion of the assets in a proprietary mutual fund designed to be used within the wrap account. Such mutual funds may impose additional restrictions such as restrictions on investing in the mutual fund outside of the wrap account managed by the Portfolio Manager. Please refer to the mutual fund's prospectus for more information about additional restrictions, any operational differences and risks associated with the mutual fund.

4. Requirements for Investment Restrictions

You may impose restrictions on specific securities or types of securities (based on industry) to be bought and sold in your account. Reasonable restrictions will be considered; however, a Portfolio Manager may refuse any restriction the Portfolio Manager believes may interfere with its investment discipline, in its sole discretion. Restrictions cannot be applied to the underlying holdings of pooled investment vehicles, such as mutual funds or ETFs, because trading by the Portfolio Manager is done at the fund level and not at the underlying security level.

5. Unfunded Account Termination

If your account has a zero balance for more than six months, BNYMA will terminate your advisory account in our systems. Your underlying brokerage account, however, will remain open, unless terminated by the custodian (Pershing). Once an advisory account has been terminated, funding of the account at Pershing will no longer be recognized by BNYMA. BNYMA will not be held responsible for account trading delays that may result. Further, BNYMA will not provide any communications to you or your Consultant regarding terminated advisory accounts. It is recommended that if you have a terminated account, you contact your Consultant to terminate the account at Pershing. You should notify your Consultant if you wish to keep an account open for future funding. If you wish to reopen a terminated advisory account, you should contact your Consultant. New account paperwork may be required and other procedures for reactivating the account must be followed.

6. Collateral Accounts

If an account is pledged as collateral for a loan and if the lender has initiated a liquidation of securities in the account pursuant to the terms of the collateral agreement, your account may not be invested in accordance with the model portfolio and/or your investment objective for a period of time.

7. U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") Sanctions Program

In compliance with the OFAC sanctions program, BNYMA or its designee will check to verify that your name does not appear on OFAC's "Specifically Designated Nationals and Blocked Persons" List ("SDN List"). Your name will also be checked to verify that you are not from, or engaging in transactions with people or entities from, embargoed countries and regions published on the OFAC Web Site. BNYMA or its agent may access these lists through various software programs to conduct these searches in a timely and accurate manner. BNYMA or its designee will also review existing accounts against these lists when they are updated.

In the event BNYMA or its designee determines a Client, or someone with or for whom the Client is transacting, is on the SDN List, or is from or engaging in transactions with a person or entity

located in an embargoed country or region, BNYMA will notify and coordinate with its Anti-Money Laundering Compliance Officer to determine the proper course of action, which may include: rejecting the transaction and/or blocking the your assets, and; filing a blocked assets and/or rejected transaction form with OFAC.

C. Account Minimum Requirements

1. SMA Account Minimum Requirements

BNYMA, as sponsor of the Program, does not require a minimum account size for SMAs. However, each Portfolio Manager, including BNYMA, sets its own account minimums. Most Portfolio Managers in the Program will not accept accounts with less than \$100,000. Please refer to Exhibit A to view the individual account minimums for each Portfolio Manager.

For the Investment Strategy Portfolios, the minimum initial investment to follow these suggested separate account Portfolio Manager mixes is \$1,000,000.

2. BNYMA Managed Products: Account Minimums and Requirements

The account size minimums for Target Risk Portfolios, AdvisorFlex Portfolios, Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, Flexible UMA, Target Retirement Date Portfolios and Target Risk Offshore Portfolios are shown in the following table. BNYMA may waive the account minimum, in its sole discretion.

| <u>Product Name</u> | <u>Account Opening Minimum</u> | <u>Subsequent Contribution Minimum</u> |
|---|---------------------------------------|---|
| Target Risk Portfolios | \$50,000 | \$1,000 |
| AdvisorFlex Portfolios | \$50,000 | \$1,000 |
| Target Risk Focus Portfolios | \$10,000 | \$1,000 |
| BNY Mellon/American Funds Core Portfolios | \$10,000 | \$1,000 |
| Flexible UMA | \$50,000 | \$1,000 |
| Target Retirement Date Portfolios | \$10,000 | \$1,000 |
| Target Risk Offshore Portfolios | \$50,000 | \$1,000 |

For Third Party Model Providers Models, each Model has its own account minimum. Please refer to Exhibit B to view the individual account minimum for each Model.

You may fund your account with cash or securities if such securities are held within the selected product. If you transfer securities into your account that are not included within the selected product, such securities will be liquidated so your account can be invested in line with the selected product.

If your account falls below the required minimum, BNYMA will notify your Consultant that you need to bring your account to the minimum requirement. Accounts that remain below the minimum

for more than 30 days may be terminated from management.

Item 6 Portfolio Manager Selection and Evaluation

A. Portfolio Manager and Model Selection by You and Your Consultant

BNYMA has established the Manager Research Group (“Manager Research Group”), which provides manager research for use across the BNY Mellon enterprise. The Manager Research Group carries out manager and investment vehicle research. BNYMA evaluates certain Portfolio Managers and Model Providers for inclusion in various managed account programs. Depending on the particular program, BNYMA’s review process differs, as described below. BNYMA’s Manager Research Group also reviews, on an on-going basis, certain third-party Portfolio Managers and Model Providers. The selection of Portfolio Managers and Model Providers is subject to the approval of BNYMA’s Investment Advisory Council, a sub-council of BNYMA’s Investment Oversight Committee (the “IOC”), prior to inclusion in a given program. The IOC provides oversight of the governance and policy framework applicable to BNYMA’s investment activities, investment decisions, manager research processes and operational due diligence processes and is responsible for ensuring consistency of approach to affiliated and non-affiliated Portfolio Managers, Model Providers and products. BNYMA will retain decision-making responsibility regarding managers and investment vehicles included or considered for inclusion in the Program.

In the Program, neither BNYMA nor Pershing Advisor Solutions makes any representation as to whether Portfolio Managers in the Program or Models are suitable for you. You and your Consultant are responsible for the determination of your asset allocation, investment objectives, risk tolerance and time horizon. In all cases, the Consultant and Consultant’s Firm are responsible for all applicable aspects of suitability with respect to you and your account.

The decision to select a Portfolio Manager or Model is solely yours, with the advice of your Consultant. BNYMA will not recommend Portfolio Managers or Models to you and is not responsible for your choice of Portfolio Manager or Model. In all instances, however, BNYMA retains the right to add a Portfolio Manager or Third Party Model Provider to the Program, or to terminate its contract with any Portfolio Manager or Third Party Model Provider, in BNYMA’s sole discretion.

The Portfolio Manager, which you select to manage the account, will provide discretionary investment advisory services and is responsible for all investment decisions in your account. You authorize the Portfolio Manager you select to manage the assets on a discretionary basis by purchasing and/or selling individual stocks, bonds, mutual funds, ETFs, money market instruments, money market funds, or other instruments as, and when, the Portfolio Manager sees fit, without your approval of each transaction. In managing the account, the Portfolio Manager will employ various investment strategies as described in the Portfolio Manager’s Brochure, and any other material the Portfolio Manager may provide to you. Portfolio Managers are not authorized to withdraw or transfer any money, securities, or property either in your name or otherwise, except as necessary to pay for or execute transactions in the account.

Your Portfolio Manager determines the amount of trading in your account. The amount of trading activity will depend on a number of factors such as a Portfolio Manager’s investment approach and philosophy, asset class(es) that the Portfolio Manager invests in, market conditions and account

restrictions. Depending on the amount of trades placed by your Portfolio Manager over a given period of time, the wrap fee charged to you may be greater than what would otherwise be charged to you on an unbundled trade-by-trade basis during that same period of time. You should review your account statements to understand the level of trading as well as periodically talk to your Consultant about the level of trading in your account, the fees involved and whether a wrap fee program and the particular investment option(s) you selected remain suitable for you.

It should be noted that each Portfolio Manager employs its own timeframe for investing funds once BNYMA has turned over new assets to a Portfolio Manager. You and your Consultant should consult each Portfolio Manager's Brochure to determine the Portfolio Manager's specific procedures. BNYMA is not responsible for any adverse effect caused by a Portfolio Manager's failure to invest your funds on a timely basis.

B. BNYMA as Sponsor

BNYMA evaluates Portfolio Managers and Third Party Model Providers in the Managed360 Program. The Manager Research Group may review and research Portfolio Managers for inclusion in the Program.

The Program is an open architecture wrap fee program which allows the Client and the Client's Consultant to select the Portfolio Manager(s) and/or Third Party Model Provider(s) which they believe are appropriate for the Client. In the Program, BNYMA, as sponsor, conducts an initial baseline due diligence involving a variety of criteria, such as, but not limited to, reviews of assets under management, personnel, registration, disclosures and regulatory history of each Portfolio Manager and Third Party Model Provider offered in the Program, as well as conducting on-going reviews. Portfolio Managers and Third Party Model Providers are approved by BNYMA's Investment Advisory Council prior to inclusion in the Program.

BNYMA may also provide Firms with a list of research covered Portfolio Managers ("Covered Managers"). Covered Managers undergo an additional analysis, typically conducted by the Manager Research Group, which includes a review of a range of quantitative criteria (relating to performance and portfolio reviews) and qualitative criteria (relating to such items as the investment team, philosophy, process, and implementation). The criteria employed for each Covered Manager may not be identical and instead, is typically based on the nature of the Portfolio Manager's portfolios, investment philosophy and asset class/style.

In addition, BNYMA may, as an accommodation, permit certain additional Portfolio Managers to be accessible to Clients. BNYMA is not responsible for conducting initial or ongoing due diligence or determining the suitability of these Portfolio Managers, rather, the Client and the Client's Consultant assume these responsibilities. BNYMA may, in its sole discretion, conduct initial and on-going due diligence of such Portfolio Managers.

BNYMA makes no representation as to whether Portfolio Managers or Models Providers are suitable for you. You and your Consultant and Firm are responsible for determining the Client's asset allocation, investment objectives, risk tolerance and time horizon. In all cases, the Portfolio Manager selected has discretion over the Client's assets. BNYMA retains the ability to hire and fire any Portfolio Manager or Third Party Model Provider, at any time in BNYMA's sole discretion.

C. BNYMA as Money Manager

In BNYMA's role as the money manager for its proprietary products (Target Risk Portfolios, AdvisorFlex Portfolios, Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, Flexible UMA, Target Retirement Date Portfolios and Target Risk Offshore Portfolios), as each is described herein, BNYMA evaluates Portfolio Managers, Third Party Model Providers and/or pooled investment vehicles such as mutual funds and ETFs and other investment vehicles for inclusion in these managed products.

With respect to mutual funds, BNYMA uses quantitative and qualitative analysis to evaluate mutual funds. The criteria employed in the screening may vary depending on a variety of criteria, including but not limited to: analysis of the particular investment style; evaluation of the investment personnel, investment philosophy, investment process, implementation and firm/organization; assessment of performance/risk; and fund costs. With respect to ETFs, BNYMA uses a comparable screening process where the factors considered include, but are not limited to, the tracked index or benchmark, performance, comparables, personnel and content of the particular ETF. BNYMA also conducts on-going due diligence/review of the mutual funds and ETFs used within BNYMA proprietary products.

In each case, the inclusion of these various investment vehicles in a BNYMA proprietary product is reviewed and approved by BNYMA's Investment Advisory Council. Similarly, BNYMA may replace any of these investment vehicles, at its discretion, at any time, subject to review and approvable by BNYMA's Investment Advisory Council.

D. Portfolio Manager or Third Party Model Provider Termination

If a Portfolio Manager or Third Party Model Provider is removed from the Program, or the agreement between a Portfolio Manager or Third Party Model Provider and BNYMA is terminated, that Portfolio Manager or Third Party Model Provider will not be available in the Program. In the event of such a termination, BNYMA will notify the Consultants of all affected Clients as soon as practicable. The Consultant will advise you on whether to select a new Portfolio Manager or Model that is available through the Program or to take other action.

To be eligible for participation in the Managed360 Program, your account must be managed by a Portfolio Manager available in the Program. If you do not select a new Portfolio Manager in the event of a Portfolio Manager termination, BNYMA reserves the right to take action with respect to your account(s) that have been unmanaged for more than sixty (60) days, including, but not limited to, terminating its investment advisory agreement with you or instructing the Broker to liquidate the assets and send you a check for the liquidation proceeds. BNYMA will not, under any circumstances, be responsible or liable for accounts which become unmanaged and which are not immediately invested with an alternate Portfolio Manager or pursuant to an alternate Model. You and your Consultant are responsible for accounts that are unmanaged due to Portfolio Manager or Third Party Model Provider termination. The Broker may take any other action available in accordance with its brokerage agreement.

BNYMA retains the authority to terminate or change Portfolio Managers or Third Party Model Providers when circumstances are such that BNYMA believes termination or change is generally

beneficial. BNYMA notifies the applicable Firms and Consultants about the termination and replacement of Portfolio Managers, strategies, Third Party Model Providers and Models, and the Consultant, in turn, is responsible for advising you about these changes to the Program. The replacement process may differ by Firm.

E. Performance Standards

BNYMA may obtain investment performance information from the Portfolio Managers. Individual Portfolio Managers use various methods of calculating performance. Many Portfolio Managers adhere to specific performance calculation standards and every attempt is made to obtain performance information, which is calculated according to a uniform and consistent basis. In some cases, however, the information provided by Portfolio Managers may not be calculated on a uniform and consistent basis versus other Portfolio Managers.

1. Risks of Reported Performance

When evaluating performance, BNYMA believes you should consider the risks inherent with investing in any one asset class or style.

Your individual returns will be reduced by advisory, program and other applicable fees. Because fees are deducted periodically, the compounding effect will be to increase the impact of fee deductions by an amount directly related to the gross account performance. For example, on an account with an 8.6% gross annual rate of return and a 3% annual fee deducted quarterly (.75%); the compounding effect of the fees would result in a net annual rate of return of 5.38%. Actual results will vary from this example.

Performance data represents past performance and does not guarantee future results. Your actual account performance may be lower or higher than the performance data reported in marketing or other materials created by BNYMA or Portfolio Managers. The investment return and principal value of an investment will fluctuate, so that your assets, when sold, may be worth more or less than their original cost.

BNYMA does not provide performance reports or calculations on non-U.S. securities or non-U.S. currencies.

2. BNYMA's Review of Performance Information

BNYMA does not perform a review of the Portfolio Managers' performance as part of the initial baseline review of Portfolio Managers offered in the Program. However, BNYMA does perform a review of the Portfolio Managers' composite performance disclosure as it relates to the performance provided by the Portfolio Manager through Morningstar as part of the initial baseline review. For Covered Managers, an initial review of the Manager's performance is conducted by the Manager Research Group. In addition to the initial review, on an annual basis, if a Covered Manager calculates a composite return and makes it available for presentation to Clients, BNYMA will compare the Covered Manager's self-reported composite performance to the composite performance BNYMA calculated based on BNYMA accounts managed by that Covered Manager. BNYMA performs this comparison as a reasonableness check as part of its ongoing monitoring process for U.S.-based Covered Managers only. BNYMA cannot guarantee the accuracy of the Covered Managers' composite performance.

3. Affiliated Portfolio Managers' Performance

There are Portfolio Managers included in the Managed360 Program which are affiliates or related parties of BNYMA. BNYMA's affiliate, Mellon Investments, serves as Portfolio Manager for the BNY Mellon Precision Direct Indexing S&P 500 product. BNYMA serves as Portfolio Manager for Target Risk Portfolios, AdvisorFlex Portfolios, Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, Flexible UMA, Target Retirement Date Portfolios, Target Risk Offshore Portfolios and BNYMA Third-Party Strategists products.

4. Composite Performance – Target Risk Portfolios, AdvisorFlex Portfolios, Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, Target Retirement Date Portfolios and Target Risk Offshore Portfolios

For Target Risk Portfolios, AdvisorFlex Portfolios, Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, Target Retirement Date Portfolios and Target Risk Offshore Portfolios, the inception of a published BNYMA composite begins when five accounts have been managed in that style for a one-month time period. Each composite includes fee-paying and non-fee-paying, discretionary accounts. BNYMA generally includes actual, fee-paying and non-fee paying discretionary accounts in at least one composite; BNYMA does not publish composites that contain fewer than five accounts managed in a particular manager/style for a one-month period. Terminated accounts are permanently included in all monthly composites in which they were previously active for the entire month. They are excluded in the month in which they terminate. All returns through December 31, 2017 were calculated using the Modified Dietz method. All returns thereafter are calculated using a daily time weighted rate of return. BNYMA calculates performance on a total return basis, which includes realized gains, unrealized gains, and interest and dividend income. Cash is included in the calculation. Accrual accounting is used to recognize interest and dividend income. Cash flows are accounted for by the date they are received. BNYMA annualizes returns for periods greater than one year.

Composite returns (gross of fees) represent historical gross performance with no deduction for advisory fees (which include Program Fees, Consultant Fees and other applicable fees); assumes reinvestment of dividends, capital gains and any other earnings; and is net of transaction costs. Individual client returns will be reduced by the advisory fee and any other fees and/or expenses incurred in the management of a client's account. Returns for periods longer than one year are annualized.

Composite returns (net of fees) reflect the deduction of applicable advisory fees and transaction costs, and assume the reinvestment of dividends, income and any other earnings. Applicable advisory fees are based upon actual advisory fees deducted from each account in the composite. Returns for periods longer than one year are annualized.

5. Performance – Third Party Model Providers

BNYMA does not calculate performance of the Third Party Model Provider Models.

F. Potential Conflicts of Interest Relating to BNYMA Managed Accounts

The manager and investment vehicle research conducted by the Manager Research Group gives rise to a potential conflict of interest as it relates to Portfolio Managers owned by BNY Mellon and/or

their related products. There may be instances where BNYMA provides different advice depending upon the types of clients involved, the type of product involved and/or other factors, which may lead to different results. Because BNYMA acts as both sponsor and Portfolio Manager for the Target Risk Portfolios, AdvisorFlex Portfolios, Target Risk Focus Portfolios, BNY Mellon/American Funds Core Portfolios, Flexible UMA, Target Retirement Date Portfolios, Target Risk Offshore Portfolios and BNYMA Third-Party Strategists products (collectively, the “Managed Products”), there is the potential for a conflict of interest. BNYMA relies on you and your Consultant to make the decisions as to which Portfolio Manager to use in your account. By removing itself from the decision process, BNYMA averts a potential conflict of interest as to whether the Client selects BNYMA or an independent Portfolio Manager. As a subsidiary of BNY Mellon, BNYMA has a substantial number of investment advisory affiliates. Sub-Advisers that are investment management affiliates of BNY Mellon and/or investment vehicles, including mutual funds and ETFs, that are managed by investment management affiliates of BNY Mellon may be used in the construction of the Managed Products’ portfolios. When BNYMA serves as Portfolio Manager, BNYMA does not purchase securities issued by BNY Mellon.

A Third Party Model Provider may independently select a mutual fund or ETF to be included in its Models which is advised or sub-advised by an investment advisory affiliate of BNYMA. A conflict exists because BNYMA has the discretion to replace such mutual fund or ETF in BNYMA managed accounts, thereby affecting the compensation which may be earned by the affiliate. When BNYMA becomes aware that an affiliate is functioning in such capacity, and where BNYMA chooses not to replace the mutual fund or ETF, or the Third Party Model Provider is unable (or unwilling) to replace the mutual fund or ETF, BNYMA will rebate the fees received by the affiliated adviser to the Client. For a list of Third Party Model Provider Models that include affiliate advised or sub-advised funds, please refer to the BNY Mellon Advisors Affiliate Advised/Sub-Advised Fund and Model List located at: <https://www.pershing.com/disclosures#bnymadvisors>. Third Party Model Providers, independent from BNYMA, determine which funds to include in their respective Models. BNYMA has other clients, advised through other programs (see BNY Mellon Advisors, Inc. Firm Brochure – Institutional Solutions located at: <https://adviserinfo.sec.gov/firm/brochure/106108>) where such clients invest in products advised or sub-advised by an investment advisory affiliate of BNYMA and fees are not rebated but waived. Whether fees are rebated or waived depends on numerous factors including the size of the account and the affiliated products used in a client account.

BNYMA’s broker-dealer affiliates, including Pershing LLC and Pershing Advisor Solutions, receive fees from certain mutual fund families whose funds are used in the Managed Products. In addition, one or more BNYMA affiliates may be a service provider, such as a trustee or administrator to a mutual fund or ETF used in the Managed Products, and they may receive a fee from the mutual fund or ETF for performing such service.

Certain employees of BNYMA or its affiliates may be invested in the Managed Products. BNYMA monitors security ownership by its employees according to a personal trading policy, which is incorporated in the BNYMA Compliance Manual and Code of Ethics, which are described in Items 9.G (*Compliance Plan*) and 9.H (*Code of Ethics and Personal Trading*).

BNYMA and certain of its affiliates perform investment advisory services for various Clients. In many instances, BNYMA gives advice and takes action in the performance of its duties with respect to certain Clients, which differs from the advice given, or the timing or nature of action

taken, with respect to other Clients. BNYMA has no obligation to purchase or sell for a Client any security or other property, which it purchases or sells for its own account or for the account of any other Client, if it is undesirable or impracticable to take such action.

BNYMA, our affiliates and our employees from time to time invest in the Managed Products (“Proprietary Accounts”). This creates conflicts of interest, as BNYMA has an incentive to favor Proprietary Accounts by, for example, directing our best investment ideas to the Proprietary Accounts or allocating, aggregating or sequencing trades in favor of such accounts, to the disadvantage of other accounts. We also have an incentive to dedicate more time and attention to Proprietary Accounts and to give them better execution and brokerage commissions than our other client accounts.

As noted previously, we and certain of our affiliates manage numerous accounts with a variety of interests. This necessarily creates conflicts of interest for us. For example, from time to time, we or an affiliate cause multiple accounts to invest in the same investment. Such accounts could have conflicting interests and objectives in connection with such investment, including differing views on the operations or activities of the portfolio company, the targeted returns for the transaction and the timeframe for and method of exiting the investment. Conflicts also arise in cases where multiple BNYMA and/or affiliate client accounts are invested in different parts of an issuer’s capital structure. For example, one of our client accounts could acquire an equity investment of a company while an affiliate’s client account acquires a debt obligation of the same company. In negotiating the terms and conditions of any such investments, we could conclude that the interests of the debt-holding client accounts and the equity holding client accounts conflict. If that issuer encounters financial problems, decisions over the terms of any workout could raise conflicts of interest (including, for example, conflicts over proposed waivers and amendments to debt covenants). For example, debt holding accounts may be better served by a liquidation of an issuer in which it could be paid in full, whereas equity holding accounts might prefer a reorganization of the issuer that would have the potential to retain value for the equity holders. As another example, holders of an issuer’s senior securities could potentially direct cash flows away from junior security holders, and both the junior and senior security holders could be BNYMA client accounts.

Please refer to Item 9, *Financial Industry Affiliations* for more information about potential conflicts of interest.

G. BNYMA as Portfolio Manager: Methods of Analysis, Investment Strategies and Risk of Loss

BNYMA acts as Portfolio Manager with respect to the Managed Products, which are available in the Program, and are described below.

1. Asset Classes

A description of each asset class used in the Managed Products is provided below. It is important to remember that there are risks inherent in any investment, including the loss of principal, which you must be prepared to bear. There is no assurance that any asset class or index, or a diversified mix of assets will provide positive performance over time. Asset classes and/or other investment strategies not included in the Managed Products may exhibit similar or superior characteristics and performance than those that are included. The risks associated with certain investment vehicles are described in

Exhibit C.

a. Fixed Income Asset Classes

U.S. short-term fixed income: Seeks to provide a more conservative duration positioning relative to the broad U.S. fixed income market.

U.S. inflation-protected securities: Seeks to provide exposure to U.S. Treasury Inflation-Protected Securities (TIPS). This allocation is intended to provide a hedge against U.S. inflation.

U.S. intermediate-term fixed income: Seeks to provide exposure to intermediate-term government, municipal, corporate and mortgage- and asset-backed fixed income securities. This allocation is intended to provide diversification of income through a broad exposure to the U.S. fixed income universe.

U.S. long-term fixed income: Seeks to provide exposure to long-term government, municipal and corporate fixed income securities. This allocation is intended to capture incremental yield due to a term premium.

U.S. high-yield fixed income: Seeks to provide exposure to U.S. high-yield or non-investment-grade fixed income. This allocation is intended to generate income through investments in U.S. high-yield bonds.

Emerging markets fixed income: Seeks to provide exposure to and diversification through non-U.S. yield curves and an asset class with a relatively unique return profile.

U.S. bank loans: Seeks to provide exposure to privately structured senior-secured corporate debt obligations with adjustable interest rates. This allocation is intended to generate incremental yield, hedge against rising U.S. interest rates and provide selective credit opportunities.

Opportunistic bond: Seeks to provide exposure to active managers focused on less traditional segments of fixed income markets, generally in a less constrained manner. This allocation is intended to provide diversification of income through a broad exposure to the U.S. fixed income universe.

b. Equity Asset Classes

U.S. large-cap equity: Seeks to provide exposure to the equities of U.S. large-capitalization companies. This allocation is designed to provide exposure to an asset class that makes up the majority of the U.S. equity market.

U.S. mid-cap equity: Seeks to provide exposure to the equities of U.S. mid-capitalization companies. This allocation is used for its above-average long-term cumulative risk/return potential.

U.S. small-cap equity: Seeks to provide exposure to the equities of U.S. small-capitalization companies. This allocation is used for its above-average long-term cumulative risk/return potential.

U.S. micro-cap equity: Seeks to provide exposure to the equities of U.S. micro-capitalization companies. This allocation is used for its above-average, long-term cumulative risk/return potential.

International equity: Seeks to provide exposure to the equities of non-U.S. developed market companies. This allocation is designed to provide diversification through investments in companies outside of the United States.

International small-cap equity: Seeks to provide exposure to the equities of non-U.S. developed market small-cap companies. This allocation is intended to provide long-term capital appreciation, as well as diversification through investments in companies outside of the United States.

Emerging markets: Seeks to provide exposure to the equities of non-U.S. emerging markets companies. This allocation is used for its above-average long-term cumulative risk/return potential as well as diversification through investments in companies outside of the United States.

Global equity: Seeks to provide exposure to U.S. and non-U.S. companies in an investment vehicle. This allocation is intended to provide diversification.

Commodities: Seeks to provide exposure to commodities, including agricultural, energy and metals. This allocation is used to provide diversification, as well as a potential hedge against future inflation.

Real Estate Investment Trusts ("REITs"): Seeks to provide enhanced diversification potential through its long-term low correlation to the stock and bond markets. This allocation seeks to lessen overall portfolio volatility and provide income via its dividend yield.

Miscellaneous sector/global thematic: Seeks to provide diversification, risk management and/or income generation potential. This allocation may include investment vehicles that invest in real assets, global infrastructure, gold bullion and/or commodities. The allocation may also include exposure to U.S. and non-U.S. companies.

Alternative investments: Seeks to provide exposure to investments used primarily for their low correlation to more traditional equity and fixed income asset classes, and thus seeks to reduce overall volatility. The AdvisorFlex Portfolios Preservation Strategy models may include managed futures, currency carry, merger arbitrage, convertible arbitrage, long /short equity, and multi-strategy funds.

Preferred securities: Seeks to provide exposure to investments that have higher income potential compared to fixed income sectors. The allocation may also be used to provide diversification due to the historically low correlation to other bond and stock asset classes.

Gold bullion: Seeks to provide exposure to gold bullion via an ETF. BNYMA believes that gold has the potential to improve risk-adjusted returns as a strategic position in portfolios. Historically, gold has tended to fare relatively well in inflationary markets and has often provided a "haven" in turbulent times. We also believe that gold has the potential to act as a portfolio buffer when geopolitical risks escalate. This allocation included in the miscellaneous sector/global thematic asset class.

Global infrastructure: Seeks to provide targeted exposure to infrastructure stocks from around the world via an ETF. This allocation is designed to provide diversification, risk management and income generation potential.

2. BNY Mellon AdvisorFlex Portfolios

BNYMA acts as the Portfolio Manager for AdvisorFlex Portfolios which is a managed account product available in the Program. BNYMA is both the sponsor of the Program and the Portfolio Manager of AdvisorFlex Portfolios. BNYMA uses the same analysis described in Item 6.C above to evaluate vehicles for use in AdvisorFlex Portfolios.

AdvisorFlex Portfolios includes three, objectives-based strategies (Appreciation, Income and Preservation), with multiple models within each strategy, as described below. A list of each asset class used in one or more of each of the models is provided below.

a. Appreciation Strategy

BNYMA designed the Appreciation Strategy to seek to provide:

- a long-term level of returns associated with equity and fixed income asset classes; and
- above-average, risk-adjusted levels of appreciation.

There are eleven (11) Appreciation Strategy models, including five (5) tax aware models, each representing various levels of expected risk and return. Appreciation 50/50 is the most conservative model and Appreciation All Equity 100/0 is the most aggressive. For the tax aware models, Tax Aware Appreciation 90/10 is the most aggressive. In each underlying Appreciation Strategy model, BNYMA seeks to achieve its objective through tilts toward asset classes with above-average cumulative return potential, as well as asset classes that pay a premium to investors with a long-term time horizon.

The eleven (11) Appreciation Strategy models hold investment vehicles, including mutual funds and/or ETFs, which offer exposure to broad asset classes, such as stocks and bonds. Each asset class is intended to contribute to the overall investment objective of the respective models. The tax aware models include municipal bond funds in the fixed income asset classes.

Although BNYMA designed the Appreciation Strategy to seek to provide risk-adjusted levels of appreciation, there is no guarantee that the value of your investment will appreciate.

For the Appreciation Strategy models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation-protected securities
- U.S. high yield fixed income
- Opportunistic bond
- U.S. bank loans
- Emerging markets fixed income

- U.S. large-cap equity
- U.S. mid-cap equity
- U.S. small-cap equity
- U.S. micro-cap equity
- International equity
- International small-cap equity
- Emerging markets equity
- Miscellaneous sector/global thematic
- Alternative investments
- Gold bullion
- Commodities
- Global infrastructure

The eleven (11) Appreciation Strategy model portfolios are:

| | |
|-------------------------------|------------------------------|
| Appreciation 50/50 | Tax Aware Appreciation 50/50 |
| Appreciation 60/40 | Tax Aware Appreciation 60/40 |
| Appreciation 70/30 | Tax Aware Appreciation 70/30 |
| Appreciation 80/20 | Tax Aware Appreciation 80/20 |
| Appreciation 90/10 | Tax Aware Appreciation 90/10 |
| Appreciation All Equity 100/0 | |

b. Income Strategy

BNYMA designed the Income Strategy to seek to provide:

- a risk-managed, diversified portfolio; and
- select opportunities for above-average level of yield.

There are ten (10) Income Strategy models, including five (5) tax aware models, each representing various levels of expected risk and return. Income 0/100 is the most conservative model and Income 40/60 is the most aggressive. In each underlying Income Strategy model, BNYMA seeks to achieve its objective through exposure to some or all of the following: dividend paying stocks, real estate investment trusts, high yield fixed income and preferred securities.

The ten (10) Income Strategy models hold investment vehicles, including mutual funds and/or ETFs, which offer exposure to broad asset classes, such as stocks and bonds. Each asset class is intended to contribute to the overall investment objective of the respective models. The tax aware models include municipal bond funds in the fixed income asset classes.

Although BNYMA designed the Income Strategy to seek to provide an above-average level of yield, there is no guarantee that income will be consistently generated from your investment.

For the Income Strategy models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income

- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation-protected securities
- U.S. high yield fixed income
- U.S. bank loans
- Opportunistic bond
- Emerging markets fixed income
- U.S. large-cap equity
- International equity
- REITs
- Preferred securities

The ten (10) Income Strategy model portfolios are:

| | |
|--------------|------------------------|
| Income 0/100 | Tax Aware Income 0/100 |
| Income 10/90 | Tax Aware Income 10/90 |
| Income 20/80 | Tax Aware Income 20/80 |
| Income 30/70 | Tax Aware Income 30/70 |
| Income 40/60 | Tax Aware Income 40/60 |

c. Preservation Strategy

BNYMA designed the Preservation Strategy to seek to provide:

- a long-term level of returns typically associated with equity and fixed income asset classes;
- a degree of downside risk management; and
- a similar level of long-term volatility, when compared to standard capitalization-weighted indices.

There are ten (10) Preservation Strategy models, including five (5) tax aware models, representing various levels of risk and return. Preservation 20/70/10 is the most conservative model and Preservation 60/10/30 is the most aggressive. In each underlying Preservation Strategy model, BNYMA seeks to achieve its objective through tilts toward non- cyclical economic sectors, higher quality securities, and alternative strategies that may alter risk characteristics of the portfolio.

The ten (10) Preservation Strategy models hold investment vehicles, including mutual funds and/or ETFs, which offer exposure to broad asset classes, such as stocks and bonds. Each asset class is intended to contribute to the overall investment objective of the respective models. The tax aware models include municipal bond funds in the fixed income asset classes.

Although BNYMA designed the Preservation Strategy to seek to provide a level of downside risk management, there is no guarantee that the value of your investment will be preserved.

For the Preservation Strategy models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation-protected securities
- U.S. bank loans
- Opportunistic bond
- Emerging markets fixed income
- U.S. large-cap equity
- U.S. mid-cap equity
- International equity
- Emerging markets equity
- Miscellaneous sector/global thematic
- Alternative Investments
- Gold bullion

The ten (10) Preservation Strategy model portfolios are:

| | |
|-----------------------|---------------------------------|
| Preservation 20/70/10 | Tax Aware Preservation 20/70/10 |
| Preservation 30/55/15 | Tax Aware Preservation 30/55/15 |
| Preservation 40/40/20 | Tax Aware Preservation 40/40/20 |
| Preservation 50/25/25 | Tax Aware Preservation 50/25/25 |
| Preservation 60/10/30 | Tax Aware Preservation 60/10/30 |

BNYMA designed the AdvisorFlex Portfolios models to seek to align with the different phases of the investor life cycle: from wealth accumulation, to transition into retirement and, ultimately, the management and distribution of income. Each of the models contains specific investment selections. Disclosures relating to the risks associated with certain investment selections are contained in Exhibit C and you should review them in detail. You and your Consultant are responsible for selecting the appropriate model for you.

After account opening, you or your Consultant may determine to move up or down one model level from the originally selected model, in your and your Consultant's sole discretion.

For each investment selection within a model, BNYMA identifies several options from which you and your Consultant may choose. Within each model, there will be primary investment selections ("Primary Selections") and alternate investment selections ("Alternate Selections") from which you and your Consultant may choose.

BNYMA will implement certain updates and changes to the models ("Model Updates") throughout the life of your AdvisorFlex Portfolios account. You have given BNYMA the limited discretion to make trades in your account for Model Updates. You and your Consultant are responsible for reviewing all such Model Updates. When BNYMA performs a Model Update, BNYMA may replace one investment vehicle with another and/or change the asset allocation of the model.

At any time and in BNYMA's sole discretion, BNYMA may reclassify a Primary Selection as an Alternate Selection. In such a case, existing accounts in the Managed360 Program that designated the default model at account opening would be traded into the new Primary Selection, and existing

accounts in the Managed360 Program that did not designate the default model would keep the existing selection unless you or your Consultant decides to change to the new Primary Selection. In each instance, BNYMA will notify your Consultant. In the event that a Primary Selection is eliminated from a model altogether, all accounts in the model that held the previous Primary Selection will default to the new Primary Selection. In the event that BNYMA removes one of the Alternate Selections, affected accounts will default to either the Primary Selection or another, available Alternate Selection, as determined by BNYMA.

If you select both Primary Selections and Alternate Selections to complete a model, the mixture of Primary Selections and Alternate Selections may result in changes to the weightings within an asset allocation.

Certain asset classes may contain only Primary Selections. Alternate Selections will not be made available in those cases, in BNYMA's sole discretion.

You may grant limited discretion to your Consultant to make changes to Primary Selections and Alternate Selections in your AdvisorFlex Portfolios account and to make other decisions relating to the AdvisorFlex Portfolios account on your behalf. Please refer to your agreement with your Firm and/or Consultant for more information regarding the discretion you grant to your Consultant.

Because BNYMA is the Portfolio Manager for AdvisorFlex Portfolios, BNYMA does not perform a separate analysis of its management of AdvisorFlex Portfolios, as it does for independent Covered Managers. Suitability is determined at the account level according to the model expectations. If a model does not perform according to expectations, BNYMA may adjust the model.

3. BNY Mellon Target Risk Focus Portfolios

Target Risk Focus Portfolios is a discretionary mutual fund and ETF wrap account product that seeks to assist emerging and mass-affluent investors grow their wealth. BNYMA, serving as the Portfolio Manager, allocates investor assets systematically across multiple asset classes and styles using mutual funds and/or ETFs in a single account. BNYMA determines the asset allocation strategy and selects investment vehicles for each investment style in the portfolio, based upon proprietary modeling strategies, economic outlook and investment research discipline. BNYMA uses the same analysis described in Item 6.C above to evaluate vehicles for use in Target Risk Focus Portfolios.

Target Risk Focus Portfolios offers twenty (20) diversified, discretionary investment models that generally include allocations to traditional asset classes, including five (5) tax aware models, six (6) models with a focus on responsible (i.e., environmental, social, and corporate governance) investing and/or socially responsible investing, and three (3) models focused on diversity, equity and inclusion.

For the Target Risk Focus ETF models, Target Risk Focus ETF Fixed Income 0/100 is the most conservative model, with the model allocated to fixed income; Target Risk Focus ETF 100/0 is the most aggressive model, with an allocation focused on equities. For the tax aware models, Target Risk Focus ETF Tax Aware 0/100 is the most conservative model, while Target Risk Focus ETF Tax Aware 80/20 is the most aggressive model.

For the Target Risk Focus ETF models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation protected securities
- U.S. bank loans
- Opportunistic bond
- Emerging markets fixed income
- U.S. large-cap equity
- U.S. mid-cap equity
- U.S. small-cap equity
- Global equity
- International equity
- International small-cap equity
- Emerging markets equity
- Miscellaneous sector/global thematic
- Gold bullion
- Commodities

The eleven (11) Target Risk Focus ETF model portfolios are:

| | |
|--|---------------------------------------|
| Target Risk Focus ETF Fixed Income 0/100 | Target Risk Focus ETF Tax Aware 0/100 |
| Target Risk Focus ETF 20/80 | Target Risk Focus ETF Tax Aware 20/80 |
| Target Risk Focus ETF 40/60 | Target Risk Focus ETF Tax Aware 40/60 |
| Target Risk Focus ETF 60/40 | Target Risk Focus ETF Tax Aware 60/40 |
| Target Risk Focus ETF 80/20 | Target Risk Focus ETF Tax Aware 80/20 |
| Target Risk Focus ETF 100/0 | |

At the time of this Brochure, the Target Risk Focus ETF models consist solely of ETFs. However, these models may include open and closed end mutual funds and other types of securities, as determined by BNYMA, in its sole discretion. The tax aware models include municipal bond funds in the fixed income asset classes.

The Target Risk Focus ESG models focus on responsible (i.e., environmental, social, and corporate governance (“ESG”)) investing and/or socially responsible investing. As a firm, BNYMA defines responsible investing strategies as those that incorporate ESG considerations in pursuit of a responsible investing objective. Typical responsible investing objectives include impact, values-expression, return enhancement and risk mitigation, and a strategy may pursue one or more responsible investing objectives simultaneously.

With respect to ETFs, BNYMA uses a comparable screening process where the factors considered include, but are not limited to, the tracked index or benchmark, performance, comparables, personnel, content and the responsible investing (“RI”) focus of the particular ETF, as well as an assessment of the ETF’s RI objective and implementation of the RI objective. BNYMA may take into consideration sustainable investing ratings and assessments provided by Morningstar Inc. when reviewing an ETF’s

RI investment approach.

BNYMA offers six (6) Target Risk Focus ESG models that generally include allocations to traditional asset classes. Target Risk Focus ESG Fixed Income 0/100 is the most conservative model, with the model allocated to fixed income; Target Risk Focus ESG Equity 100/0 is the most aggressive model, with an allocation focused on equities.

For the Target Risk Focus ESG models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. high-yield fixed income
- U.S. green bond fixed income
- Global/international fixed income
- U.S. large-cap equity
- U.S. mid-cap equity
- U.S. small-cap equity
- International equity
- International small-cap equity
- Emerging markets equity

The six (6) Target Risk Focus ESG model portfolios are:

| |
|--|
| Target Risk Focus ESG Fixed Income 0/100 |
| Target Risk Focus ESG 20/80 |
| Target Risk Focus ESG 40/60 |
| Target Risk Focus ESG 60/40 |
| Target Risk Focus ESG 80/20 |
| Target Risk Focus ESG Equity 100/0 |

At the time of this Brochure, the Target Risk Focus ESG models consist solely of ETFs. However, these models may include open and closed end mutual funds and other types of securities, as determined by BNYMA, in its sole discretion.

The Target Risk Focus DEI models focus on diversity, equity, and inclusion (“DEI”) within its investment vehicle lineup. As a firm, BNYMA defines diversity as the practice of including people from a range of different social and ethnic backgrounds, which may include race, gender, sexual orientation, ability, veteran status and/or other ideologies. BNYMA uses a comparable screening process where the factors considered include, but are not limited to, diversity of the firm’s owners, employees, board, portfolio managers, senior leadership and analysts; assessment of the firm’s DEI objective(s); and implementation of the DEI objective(s). BNYMA may also consider strategies which pursue impact objectives related to diversity, equity and inclusion.

BNYMA offers three (3) Target Risk Focus DEI models that generally include allocations to traditional asset classes. Target Risk Focus DEI Moderate Growth 60/40 is the most conservative

model, with a majority of the model allocated to equities and the balance to fixed income; Target Risk Focus DEI Equity 100/0 is the most aggressive model, with an allocation focused on equities.

For the Target Risk Focus DEI models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation-protected securities
- U.S. bank loans
- Opportunistic bond
- Emerging markets fixed income
- U.S. large-cap equity
- U.S. mid-cap equity
- U.S. small-cap equity
- International equity
- International small-cap equity
- Emerging markets equity
- Miscellaneous sector/global thematic
- Gold bullion
- Commodities

The three (3) Target Risk Focus DEI model portfolios are:

| |
|---|
| Target Risk Focus DEI Moderate Growth 60/40 |
| Target Risk Focus DEI Growth 80/20 |
| Target Risk Focus DEI Equity 100/0 |

The Target Risk Focus DEI models may include open and closed end mutual funds, ETFs and other types of securities, as determined by BNYMA, in its sole discretion.

Because BNYMA is the Portfolio Manager for Target Risk Focus Portfolios, it does not perform a separate analysis of its management of the Target Risk Focus Portfolios as it does for independent Covered Managers. Suitability is determined at the account level according to the model expectations. If a model does not perform according to expectations, BNYMA may adjust the model.

4. BNY Mellon Target Risk Portfolios

Target Risk Portfolios is a discretionary, multi-discipline mutual fund and ETF wrap account product contained in a single portfolio. BNYMA, serving as the Portfolio Manager, determines the asset allocation strategy and selects investment vehicles for each investment style in the portfolio, based upon proprietary modeling strategies, economic outlook and investment research discipline. BNYMA uses the same analysis described in Item 6. C above to evaluate vehicles for use in Target Risk Portfolios.

Target Risk Portfolios offers ten (10) diversified, discretionary investment models, including four

(4) tax aware models, that generally include allocations to traditional asset classes. Target Risk 20/80 is the most conservative model, with the majority of the model allocated to fixed income and the balance to equities; Target Risk US Equity 100/0 is the most aggressive model, with an allocation focused on U.S. equities. For the tax aware models, Target Risk Tax Aware 80/20 is the most aggressive model.

For the Target Risk Portfolios models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation-protected securities
- U.S. bank loans
- Opportunistic bond
- Emerging markets fixed income
- U.S. large-cap equity
- U.S. mid-cap equity
- U.S. small-cap equity
- International equity
- International small-cap equity
- Emerging markets equity
- Miscellaneous sector/global thematic
- Gold bullion
- Commodities
- Global infrastructure

The ten (10) Target Risk Portfolios model portfolios are:

| | |
|-----------------------------|-----------------------------|
| Target Risk 20/80 | Target Risk Tax Aware 20/80 |
| Target Risk 40/60 | Target Risk Tax Aware 40/60 |
| Target Risk 60/40 | Target Risk Tax Aware 60/40 |
| Target Risk 80/20 | Target Risk Tax Aware 80/20 |
| Target Risk Equity 100/0 | |
| Target Risk US Equity 100/0 | |

These models may include open and closed end mutual funds, ETFs and other types of securities, as determined by BNYMA, in its sole discretion. The tax aware models include municipal bond funds in the fixed income asset classes.

Because BNYMA is the Portfolio Manager for Target Risk Portfolios, it does not perform a separate analysis of its management of Target Risk Portfolios as it does for independent Covered Managers.

Suitability is determined at the account level according to the model expectations. If a model does not perform according to expectations, BNYMA may adjust the model.

5. BNY Mellon/American Funds Core Portfolios

BNY Mellon/American Funds Core Portfolios is a discretionary mutual fund and ETF wrap account product contained in a single portfolio. BNYMA, serving as the Portfolio Manager, allocates investor assets systematically across multiple asset classes and styles using American Funds mutual funds and other select ETFs in a single account. BNYMA determines the asset allocation strategy and selects investment vehicles for each investment style in the portfolio, based upon proprietary modeling strategies, economic outlook and investment research discipline. BNYMA is solely responsible for the fund selection and construction of BNY Mellon/American Funds Core Portfolios and neither American Funds Distributors, Inc. nor its affiliates are involved in such activities, nor do American Funds Distributors, Inc. or its affiliates serve as investment adviser to Client accounts. BNYMA uses the same analysis described in Item 6.C above to evaluate vehicles for use in BNY Mellon/American Funds Core Portfolios.

BNY Mellon/American Funds Core Portfolios consist of three (3) models designed to align with key stages of the investor lifecycle, which may consist of open and closed-end mutual funds, ETFs and other types of securities, as determined by BNYMA in its sole discretion. BNY Mellon/American Funds 40/60 is the most conservative model, with the majority of the model allocated to fixed income and the balance to equities, BNY Mellon/American Funds 80/20 is the most aggressive model, with an allocation mostly focused on equities.

For the BNY Mellon/American Funds Core Portfolios models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation-protected securities
- U.S. bank loans
- Opportunistic bond
- Emerging markets fixed income
- Balanced (fixed income and equity contained in a single fund)
- U.S. large-cap equity
- U.S. mid-cap equity
- U.S. small-cap equity
- Global equity
- International equity
- International small-cap equity
- Emerging markets equity
- Miscellaneous sector/global thematic
- Gold bullion

The three (3) BNY Mellon/American Funds Core Portfolios models are:

| |
|-----------------------------------|
| BNY Mellon / American Funds 40/60 |
|-----------------------------------|

| |
|-----------------------------------|
| BNY Mellon / American Funds 60/40 |
| BNY Mellon / American Funds 80/20 |

Because BNYMA is the Portfolio Manager for BNY Mellon/American Funds Core Portfolios, it does not perform a separate analysis of its management of the portfolios as it does for independent Covered Managers. Suitability is determined at the account level according to the model expectations. If a model does not perform according to expectations, BNYMA may adjust the model.

6. BNY Mellon Flexible Unified Managed Account

Flexible UMA is a flexible discretionary, multi-discipline managed account product contained in a single portfolio. BNYMA, serving as overlay manager, determines the investment options available for use within the Flexible UMA, which include mutual funds, ETFs, Target Risk Portfolios models, Target Risk Focus Portfolios models, BNY Mellon/American Funds Core Portfolios models and Third Party Model Provider Models. BNYMA uses the same analysis described in Item 6.C above to evaluate investment options for use in Flexible UMA. Either you or your Consultant retains final authority for selecting among the available investment options in your Flexible UMA account.

BNYMA has assembled a series of Models from Third Party Model Providers listed in Exhibit B. Each Model consists of a unique investment mix and each Model and strategy has a distinctive risk profile associated with it. Your assets are invested in accordance with the investment objective and level of risk you and your Consultant determine suits your risk tolerance and financial objectives.

BNYMA is granted limited discretionary trading authority with respect to assets in Models. Pursuant to its discretionary trading authority, BNYMA will invest the assets in your account according to the Model(s) you have selected. BNYMA will also periodically buy and sell securities in your account so that the assets you own are in line with the Model without receiving prior approval from you. This process is known as “rebalancing.” Asset allocations will differ depending on the Model you have selected.

Once a particular Third Party Model Provider notifies BNYMA of a change to a Model, BNYMA will generally make corresponding changes to your account. BNYMA, as the discretionary manager, reserves the right to not accept a particular change to a Model. In addition, if a security is subject to a reasonable restriction you imposed, BNYMA will not purchase that security for your account.

When a Third Party Model Provider makes a change to a Model, the Third Party Model Provider may notify BNYMA after the Third Party Model Provider has bought and sold securities in its other clients’ accounts. As a result of the timing of Model change notifications and BNYMA’s processes, Third Party Model Providers may effect trades on behalf of their other clients’ accounts before BNYMA effects corresponding trades in your account. Therefore, in connection with a Model change, due to the potential for the markets to react to the trades effected by a Third Party Model Provider, you may be at a disadvantage when compared to the Third Party Model Provider’s other clients with respect to the timing of the trades.

Third Party Model Providers do not receive information regarding your identity, circumstances, financial condition, portfolio holdings, tax situation, regulatory status or financial needs or goals. Third Party Model Providers have no obligation for the provision of advice specifically to you, are not responsible for determining the appropriateness or suitability of a Model, or of any of the securities included from time to time in a Model, for you specifically. Notwithstanding the foregoing, you and your Consultant may wish to review each Third Party Model Provider's Form ADV Part 2A Brochure or alternative disclosure document for more information regarding a Third Party Model Provider and/or its Model(s).

7. BNY Mellon Advisors Third-Party Strategists Offering

BNYMA provides access to Models created by Third Party Model Providers. BNYMA performs due diligence on various Third Party Model Providers and contracts with those Third Party Model Providers to provide the Models for the BNYMA Third-Party Strategists product. BNYMA continues to monitor contracted Third Party Model Providers and the Models on an ongoing basis. BNYMA makes information about the Third Party Model Providers and the Models available to your Consultant.

BNYMA has assembled a series of Models from Third Party Model Providers, listed in Exhibit B, comprised of different asset classes. Because each Model consists of a unique investment mix, each Model has a distinctive risk profile associated with it. Your assets are invested in accordance with the investment objective and level of risk you and your Consultant determine suits your risk tolerance and financial objectives. If you have selected a Third Party Model Provider Model, your account is invested in a combination of some or all of the following investment vehicles, pursuant to the Model you have selected:

- Exchange-traded products, such as ETFs and/or ETNs
- Mutual funds
- Equity securities

Third Party Model Providers design each Model for a certain level of risk tolerance and investment objective and select mutual funds, ETFs, ETNs and/or equity securities that it believes are appropriate for each Model.

BNYMA is granted limited discretionary trading authority with respect to assets in your BNYMA Third-Party Strategists account(s). Either you or your Consultant retains final authority for the Third Party Model Provider and Model selections. Pursuant to its discretionary trading authority, BNYMA will invest the assets in your account according to the Model you have selected. BNYMA will also periodically buy and sell securities in your account so that the assets you own are in line with the Model without receiving prior approval from you. This process is known as "rebalancing." Asset allocations will differ depending on the Model you have selected.

Once a particular Third Party Model Provider notifies BNYMA of a change to a Model, BNYMA will generally make corresponding changes to your account. BNYMA, as the discretionary manager, reserves the right to not accept a particular change to a Model. In addition, if a security is subject to a reasonable restriction you imposed, BNYMA will not purchase that security for your account.

When a Third Party Model Provider makes a change to a Model, the Third Party Model Provider

may notify BNYMA after the Third Party Model Provider has bought and sold securities in its other clients' accounts. As a result of the timing of Model change notifications and BNYMA's processes, Third Party Model Providers may effect trades on behalf of their other clients' accounts before BNYMA effects corresponding trades in your account. Therefore, in connection with Model change, due to the potential for the markets to react to the trades effected by a Third Party Model Provider, you may be at a disadvantage when compared to the Third Party Model Provider's other clients with respect to the timing of the trades.

Third Party Model Providers do not receive information regarding your identity, circumstances, financial condition, portfolio holdings, tax situation, regulatory status or financial needs or goals. Third Party Model Providers have no obligation for the provision of advice specifically to you, are not responsible for determining the appropriateness or suitability of a Model, or of any of the securities included from time to time in a Model, for you specifically. Notwithstanding the foregoing, you and your Consultant may wish to review each Third Party Model Provider's Form ADV Part 2A Brochure or alternative disclosure document for more information regarding a Third Party Model Provider and/or its Model(s).

8. BNY Mellon Target Retirement Date Portfolios

Target Retirement Date Portfolios is a discretionary, multi-discipline mutual fund and ETF wrap account product contained in a single portfolio. Within portfolios, asset class/style allocations shift to a more conservative profile over time to seek to minimize risk as the target retirement date approaches. BNYMA, serving as the portfolio manager, allocates investor assets systematically across multiple asset classes in a single account. BNYMA determines the asset allocation strategy and selects investment vehicles for each investment style in the model, based upon proprietary modeling strategies, economic outlook and investment research discipline. BNYMA uses the same analysis described in Item 6.C above to evaluate vehicles for use in the Target Retirement Date Portfolios.

Target Retirement Date Portfolios consists of eleven (11) diversified, discretionary investment models. Target Retirement Date is the most conservative model, with the majority of the model allocated to fixed income and the balance to equities; Target Retirement Date 2070 is the most aggressive model, with an allocation focused on equities.

While Target Retirement Date Portfolios models seek to reduce risk over time, they—like any investment—are not risk free, even when the target retirement date has been reached. Target Retirement Date Portfolios do not provide guaranteed income in retirement and can lose money if the funds held in portfolios drop in value.

For Target Retirement Date Portfolios models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- U.S. long-term fixed income
- U.S. inflation-protected securities
- U.S. high-yield fixed income
- Global/international fixed income
- U.S. bank loans

- Opportunistic bond
- U.S. large-cap equity
- U.S. mid-cap equity
- U.S. small-cap equity
- Global/international equity
- International small-cap equity
- Emerging markets equity
- Gold bullion
- Commodities

The eleven (11) Target Retirement Date Portfolios models are:

| | |
|-----------------------------|-----------------------------|
| Target Retirement Date | Target Retirement Date 2050 |
| Target Retirement Date 2025 | Target Retirement Date 2055 |
| Target Retirement Date 2030 | Target Retirement Date 2060 |
| Target Retirement Date 2035 | Target Retirement Date 2065 |
| Target Retirement Date 2040 | Target Retirement Date 2070 |
| Target Retirement Date 2045 | |

Because BNYMA is the Portfolio Manager for Target Retirement Date Portfolios, it does not perform a separate analysis of its management of the portfolios as it does for independent Covered Managers. Suitability is determined at the account level according to the model expectations. If a model does not perform according to expectations, BNYMA may adjust the model.

9. BNY Mellon Target Risk Offshore Portfolios

Target Risk Offshore Portfolios is a discretionary, multi-discipline managed account product housed in a single portfolio, with availability limited to NON-RESIDENTS of the United States. BNYMA serving as Portfolio Manager, determines asset allocation strategy and selects investment vehicles for each investment. BNYMA uses the same analysis described in Item 6. C above to evaluate vehicles for use in Target Risk Offshore Portfolios.

Target Risk Offshore Portfolios consists of eleven (11) core models based upon an investor's risk tolerance, which consist of UCITS mutual funds and ETFs, as determined by BNYMA. Target Risk Offshore Fixed Income 0/100 is the most conservative model, with the model allocated to fixed income; Target Risk Offshore Equity 100/0 is the most aggressive model, with an allocation focused on equities.

For the Target Risk Offshore Portfolios models, BNYMA may invest in the following asset classes, or others as it deems appropriate, in its sole discretion:

- U.S. short-term fixed income
- U.S. intermediate-term fixed income
- Global/international fixed income
- Global/international equity
- U.S. large-cap equity
- U.S. mid-cap equity

- U.S. small-cap equity
- Emerging markets equity

The eleven (11) Target Risk Offshore Portfolios models are:

| | |
|---|-----------------------------------|
| Target Risk Offshore Fixed Income 0/100 | Target Risk Offshore 60/40 |
| Target Risk Offshore 10/90 | Target Risk Offshore 70/30 |
| Target Risk Offshore 20/80 | Target Risk Offshore 80/20 |
| Target Risk Offshore 30/70 | Target Risk Offshore 90/10 |
| Target Risk Offshore 40/60 | Target Risk Offshore Equity 100/0 |
| Target Risk Offshore 50/50 | |

Because BNYMA is the Portfolio Manager for Target Risk Offshore Portfolios, it does not perform a separate analysis of its management of the portfolios as it does for independent Covered Managers. Suitability is determined at the account level according to the model expectations. If a model does not perform according to expectations, BNYMA may adjust the model.

H. Brokerage Practices

1. Soft Dollars

BNYMA currently does not use soft dollar research or services. In the event BNYMA should begin to use soft dollar research or services, then BNYMA would make a good faith determination of the value of the research product or service in relation to the commissions paid. BNYMA would pay particular attention to the fact that any benefit must be advantageous to Clients.

Certain Portfolio Managers available in the Program may use soft dollars, which are the commission dollars of their advised accounts used to obtain investment research and brokerage services from other institutions. A Portfolio Manager's decision to do so is independent of BNYMA. You should consult each Portfolio Manager's Form ADV Part 2A Brochure or other disclosure documents to determine the Portfolio Manager's specific procedures and practices regarding their use, or lack thereof, of soft dollar arrangements.

Certain Portfolio Managers who utilize soft dollar arrangements with outside parties, may also engage in "trade away" and "step out" transactions. These transactions, which are detailed and described in greater detail in Items 4.F.2 and Exhibit D of this Brochure, will likely cause additional trading costs, which will be passed on to you via the net price you receive from said trades.

You should review the Form ADV Part 2A Brochure of the Portfolio Manager(s) you have selected to fully understand and evaluate their brokerage practices and conflicts of interest and to consider the additional expenses that you may incur. Also, as part of your overall review of your Portfolio Manager's disclosures and expected fees, you should discuss their soft dollar practices as well as their "trade away" or "step out" trading practices with your Consultant in order to determine how often they engage in such practices and how they seek to ensure that you receive best execution for those transactions when they decide to do so.

2. Trade Aggregation

BNYMA delegates certain operational functions to Managed Accounts, including trade order entry with respect to the Managed Products. Due to different trading technology platforms, the timing of trading among the different Managed Products may, and often does, differ.

BNYMA maintains “average price accounts” at Pershing for the trades in accounts managed by BNYMA. Generally, trades made within the same Managed Product are aggregated in the same trading block so that all accounts within that trading block will receive the same price for execution based on the average price for the block. Typically, for each Managed Product, trades for new accounts, style changes and previous day contributions are aggregated in one trade block. For example, if the same security is being purchased in both AdvisorFlex Portfolios and Target Risk Portfolios at the same time, there would be separate trading blocks for each of the AdvisorFlex Portfolios and Target Risk Portfolios trades. For large ETF orders, BNYMA may combine a trade across multiple Managed Products.

Throughout the day, at various times, BNYMA may receive requests from Clients that require one or more accounts to be traded. For example, you may ask your Consultant to raise cash for an upcoming withdrawal, liquidate a security or change the selected model portfolio. Managed Accounts will process the request and enter an order for a trade block as each request is received. If Managed Accounts receives multiple requests within a reasonable time (typically a 15 minute window), generally, Managed Accounts will aggregate those trades into a single trading block.

3. Trade Rotation Policy

BNYMA has adopted a trade rotation policy to define the sequence in which BNYMA communicates trades and model portfolio advice (the “BNYMA Trade Rotation”). BNYMA utilizes the BNYMA Trade Rotation, as necessary, when placing trades for client accounts in which BNYMA has investment discretion as Portfolio Manager (“BNYMA Discretionary Accounts”) and in communicating model changes to third parties that receive BNYMA created model portfolios (“BNYMA Model Recipients”) for which BNYMA does not exercise trading discretion.

When BNYMA has trades executed in the BNYMA Discretionary Accounts that it also communicates to one or more BNYMA Model Recipients, BNYMA will do so on a rotational basis. A rotation schedule will be maintained that includes BNYMA Discretionary Accounts and each BNYMA Model Recipient (the “Rotation Schedule”). BNYMA’s trade execution and communication will follow the Rotation Schedule, which will rotate each day that trades are executed and communicated (i.e., the BNYMA Discretionary Accounts or each BNYMA Model Recipient that was previously first will move to the end of the Rotation Schedule).

BNYMA uses a third party portfolio accounting system to allocate the trades made in the Program. BNYMA utilizes the pro-rata method within the system in the event of a partial trade order fill, whereby BNYMA allocates shares to accounts on a pro-rata basis governed by a series of tax-lot and trade criteria until all shares are allocated.

BNYMA’s receipt of a model portfolio from a Third Party Model Provider is subject to the trade rotation policy of such Third Party Model Provider (“Model Trade Rotation Policy”), as applicable, which allocates the distribution of model portfolio updates across multiple programs and/or products in which the Third Party Model Provider, as applicable, participates. In some cases, BNYMA may not receive the model portfolio update until after such Third Party Model Provider has already executed trades in its own discretionary accounts. As a result of the Third Party Model Provider’s

Model Trade Rotation Policy, your account may be disadvantaged based on the order in which BNYMA receives updates to the model portfolio.

Please refer to the Third Party Model Provider's Form ADV Part 2A Brochure for more information regarding the trade rotation policies of that Third Party Model Provider, as applicable.

4. Withdrawal Requests - Short Settlement and Global Rebalancing

When you request a cash withdrawal from your account, BNYMA may first need to sell some of the securities in your account to raise the cash you requested. After an equity security is sold, it may take up to two (2) business days before the trade settles and the cash proceeds are in your account or distributed directly to you. In some cases, BNYMA may be able to request a "short settlement" and have the trade settled in one (1) business day. Please note, however, that you will incur additional brokerage costs to have a short settlement effected. In addition, certain mutual funds do not permit next day settlement requests even though most open-ended mutual fund trades settle in one (1) business day.

Periodically, BNYMA will rebalance a portion of the portfolio or the entire portfolio (each, a "Global Rebalance"). During a Global Rebalance, if there is a cash balance in the portfolio, the cash may not be available to be withdrawn. BNYMA performs its trading analysis based on trade date, not settlement date, so cash may appear to be available to you when it is not available during a Global Rebalance.

For example, BNYMA sends an order to sell a security and buy another security. The security sale raises \$10,000 and the new security is purchased for the same amount. The sale may settle the next business day, but the new security may not settle for two (2) more business days. If you request a withdrawal and take the cash in the strategy after the sale of the security, but before the new security buy settles, it will result in a negative balance. In addition, there are times when it will take more than one (1) business day to complete the trading required for a Global Rebalance and cash may appear to be available to you at times when it is not available.

If you wish to make a withdrawal or some other change, such as a Model change, style change, etc., BNYMA cannot process this request on shares that have not settled, because the client does not own them yet. This would constitute a violation called "freeriding," which is not permitted under the Federal Reserve Board's Regulation T and the custodian may be required to prohibit trading in the Client's account for 90 days.

You should consult your tax advisor and Consultant on these issues prior to requesting a withdrawal from your account.

5. Important Trading Disclosures

BNYMA has adopted a Best Execution Policy pursuant to which BNYMA reviews exception reports containing samples of trades to monitor for best execution. Pursuant to its best execution policy, BNYMA has established the Intermediary Best Execution Council which meets quarterly to review execution quality metrics and compliance with applicable regulations.

BNYMA may trade away from the designated broker in order to achieve best execution. When selecting other broker-dealers, BNYMA does not consider whether BNYMA or an affiliate

receives client referrals from that broker-dealer. BNYMA delegates certain functions, including administration of trading, to Managed Accounts.

An unaffiliated Portfolio Manager may elect to pursue execution at a broker-dealer which is affiliated with BNYMA. This determination is made solely by the Portfolio Manager; BNYMA has no role in this determination. In the event, however, that a Portfolio Manager elects to employ such broker-dealer for execution, BNYMA will rely on the Morgan, Lewis & Bockius LLC, SEC No-Action Letter (April 16, 1997) for authorization of such principal trades. BNYMA will periodically review the execution of a sample of the Portfolio Manager's trades in an effort to determine that the Portfolio Manager's obligations to achieve best execution are being met. Each Portfolio Manager is responsible for ensuring that it complies with its best execution obligations. You should review the Portfolio Manager's Form ADV Part 2A Brochure for a description of its brokerage practices and its approach to best execution, including conflicts of interest.

Fractional shares are created as a result of dividend reinvestment or corporate actions. Because fractional shares are not able to be routed to an exchange or other market maker for execution, they are not able to be purchased or sold on an agency basis. By entering into the Client Agreement, you authorize us to effect fractional share transactions on a principal basis. BNYMA and Pershing mitigate any potential conflicts of interest in effecting fractional share principal transactions by acting in the best interest of our clients and neither BNYMA nor Pershing will receive any selling concession or other compensation or benefits as a result of such fractional share transactions. Your Firm has the option to participate in "Order Solution for Liquidations" (or "OSL") whereby Pershing, as custodian, systematically creates orders to trade fractional shares when an account holds less than a single full share of an equity security or ETF. Trades executed as part of the OSL program are trades done on a principal basis.

Certain Portfolio Managers participating in the Program have historically executed all or a portion of their trades in Client accounts with broker-dealer firms other than Pershing. Frequently these trades have been for fixed-income, foreign or small cap securities or strategies. In some cases, the unaffiliated broker-dealer imposes a commission or mark-up or mark-down (which may be embedded in the price of the security) for executing the trade, making it difficult to determine what the exact added cost is for your transaction executed away from Pershing. As a result, these Portfolio Managers and their strategies could be more costly than Portfolio Managers that primarily execute Client trade orders with Pershing. The Portfolio Managers that have been identified by BNYMA as regularly trading away from Pershing are designated as such within the footnotes for Exhibit A below, and additional details regarding Portfolio Managers who trade away from Pershing can be found in Exhibit D. This information is based solely upon historical information collected from Portfolio Managers by BNYMA. None of BNYMA or any of its affiliates or associates makes any representation regarding the future trading practices of a particular Portfolio Manager.

Please review the Portfolio Manager's Form ADV Part 2A Brochure, inquire about the Portfolio Manager's brokerage practices, and consider that information carefully, including any additional trading costs that you may incur, before selecting a Portfolio Manager to manage your account. You may also contact your Consultant or the Portfolio Manager if you would like specific information about soft dollar arrangements, trade away practices and the amount of commissions or other costs, if any, that are typically incurred in connection with step out trades.

BNYMA employs the InvestCloud (formerly Fiserv) Security APL (“APL”) system as its primary portfolio accounting system. APL has a process whereby a security or securities may not be purchased if there is inadequate cash in the account to purchase such security. In such cases, APL will prorate the available cash among the securities to be purchased, and APL will not purchase a security to a weight not specified in the designated model or portfolio.

7. Blackout Periods

BNYMA will implement blackout periods leading up to its discretionary portfolio changes (including changes to underlying investment vehicles, asset allocation changes and rebalances) made for AdvisorFlex Portfolios, Target Risk Focus Portfolios, Target Risk Portfolios, Target Risk Offshore Portfolios, Flexible UMA, Target Retirement Date Portfolios and BNY Mellon/American Funds Core Portfolios. During such blackout periods, processing of certain maintenance requests, such as contributions and withdrawals, and the associated trading may be delayed until the blackout period is complete. Because Client assets remain invested during the blackout period, the value of a Client’s account may decrease (or increase) during the blackout period. Requests to fully liquidate and terminate a Client account will not be impacted by blackout periods.

I. BNYMA Managed Client Account Customization

Your account is tailored to your specific investment goals and objectives. Your Consultant may utilize software and research made available by BNYMA to assist you in identifying your goals. After your Consultant collects financial and personal information from you, you and your Consultant decide on an asset allocation strategy and investment styles that fit the strategy.

J. Client Restrictions

You may impose reasonable restrictions on the investments in your account. For example, you may request that BNYMA not buy a particular stock or stocks from a particular industry. However, BNYMA may determine that it cannot accept your requested restriction if BNYMA believes it may interfere with its investment discipline, in its sole discretion. Restrictions cannot be applied to the underlying holdings of pooled investment vehicles, such as mutual funds or ETFs, as trading is done at the fund level and not at the underlying security level.

K. Differences in Wrap and Non-Wrap Services

BNYMA’s Managed Products are generally only offered through wrap fee programs. In a wrap fee program, BNYMA’s advisory fees are disclosed and included as part of the total advisory fee.

L. BNYMA Performance Fee and Side-by-Side Management Disclosure

Advisers are subject to certain fiduciary standards under federal law and owe clients an affirmative duty of utmost good faith to act solely in the best interests of the client and to make full and fair disclosure of all material facts, particularly where the adviser’s interests may conflict with the client’s best interest.

With respect to accounts held in its wrap fee programs, the fees BNYMA receives do not include performance-based fees whereby a party is compensated based on a share of capital gains upon, or

capital appreciation of, funds or any portion of funds or other investments in your account. BNYMA does not contract with any Portfolio Manager or Third Party Model Provider to pay any performance-based compensation in the Program.

M. Voting Client Securities by Portfolio Managers or by BNYMA

If you opt to have your Portfolio Manager vote proxies for you, your custodian will send reorganization notices and proxy materials to the Portfolio Manager. If your account is a tax-qualified retirement plan subject to ERISA, unless you opt to do it yourself, your Portfolio Manager will vote your proxies. If your account is not an ERISA account, you may either retain the right to vote proxies or delegate such authority to your Portfolio Manager. If you opt to vote your own proxies, you will receive proxies as described in your brokerage agreement with Pershing Advisor Solutions or Broker, as applicable. Clients should contact their Consultant if they have any questions about any proxies or other solicitations they receive.

As part of the contractual relationship between us and our Clients, typically through an investment advisory agreement, a Client may delegate to us its right to exercise voting authority in connection with the securities we manage for that Client. Voting rights are most commonly exercised by casting votes by proxy at shareholder meetings on matters that have been submitted to shareholders for approval. Consistent with applicable rules under the Investment Advisers Act of 1940 (“Advisers Act”), we have adopted and implemented written proxy voting policies and procedures that are reasonably designed: (1) to vote proxies, consistent with our fiduciary obligations, in the best interests of Clients; and (2) to prevent conflicts of interest from influencing proxy voting decisions made on behalf of Clients. We provide these proxy voting services as part of our portfolio management services to Client accounts and do not separately charge a fee for this service.

Clients that have granted us with voting authority are not permitted to direct us on how to vote in a particular solicitation. We do not provide proxy voting recommendations to Clients who have not granted us voting authority over their securities.

Individual Portfolio Managers have their own proxy voting policies and the policies differ from Portfolio Manager to Portfolio Manager. In instances where BNYMA is the Portfolio Manager, Clients may delegate proxy voting to BNYMA. BNYMA’s proxy voting policy is set forth below:

Council Structure

BNYMA has established the BNYMA Proxy Voting and Governance Council (the “Council”) and exercises the voting rights delegated to it by Clients. The Council consists of representatives from our firm. We have adopted a Proxy Voting Policy, related procedures, and voting guidelines (the “Proxy Policies”). The Council seeks to make proxy voting decisions that are in the best interest of the Client and has adopted detailed, pre-determined, written proxy voting guidelines for specific types of proposals and matters commonly submitted to shareholders by U.S. and non-U.S. companies (collectively, the “Voting Guidelines”), which are included in the Proxy Policies. These Voting Guidelines are designed to assist with voting decisions, which over time seek to maximize the economic value of the securities of companies held in Client accounts (viewed collectively and not individually) as determined in the discretion of the Council. BNYMA believes that this approach is consistent with its fiduciary obligations and with the published positions of applicable regulators with an interest in such matters (e.g., the U.S. Securities and Exchange Commission and the U.S. Department of Labor), and we have adopted the Proxy Policies, including the Voting

Guidelines, and agreed that we will vote proxies through the Council. BNYMA does not permit Clients to direct BNYMA on how to vote in a particular solicitation. However, if a Client of ours chooses to retain proxy voting authority or delegate proxy voting authority to an entity other than BNYMA (whether such retention or delegation applies to all or only a portion of the securities within the Client's account), either the Client's or such other entity's chosen proxy voting guidelines (and not the Council's) will apply to those securities.

Voting Philosophy

BNYMA recognizes that the responsibility for the daily management of a company's operations and strategic planning is entrusted to the company's management team, subject to oversight by the company's board of directors. As a general matter, BNYMA invests in companies believed to be led by competent management, as set forth in the Voting Guidelines, and BNYMA customarily votes in support of management proposals and consistent with management's recommendations. However, in BNYMA's role as a fiduciary, BNYMA believes that it must express its view on the performance of the directors and officers of the companies in which Clients are invested and how these Clients' interests as shareholders are being represented. Accordingly, as set forth in the Voting Guidelines, BNYMA will vote against those proposals that BNYMA believes would negatively impact the economic value of Clients' investments – even if those proposals are supported or recommended by company management.

BNYMA seeks to vote on proxies of non-U.S. companies through application of the Voting Guidelines. However, corporate governance practices, disclosure requirements and voting operations vary significantly among the various non-U.S. markets in which our clients may invest. In these markets, we may face regulatory, compliance, legal or logistical limits with respect to voting securities held in Client accounts which can affect our ability to vote such proxies, as well as the desirability of voting such proxies. Non-U.S. regulatory restrictions or company-specific ownership limits, as well as legal matters related to consolidated groups, may restrict the total percentage of an issuer's voting securities that we can hold for Clients and the nature of our voting in such securities. Our ability to vote proxies may also be affected by, among other things: (1) late receipt of meeting notices; (2) requirements to vote proxies in person; (3) restrictions on a foreigner's ability to exercise votes; (4) potential difficulties in translating the proxy; (5) requirements to provide local agents with unrestricted powers of attorney to facilitate voting instructions; and (6) requirements that investors who exercise their voting rights surrender the right to dispose of their holdings for some specified period in proximity to the shareholder meeting. Absent an issue that is likely to impact Clients' economic interest in a company, BNYMA generally will not subject Clients to the costs (which may include a loss of liquidity) that could be imposed by these requirements. In these markets, BNYMA will weigh the associative costs against the benefit of voting, and may refrain from voting certain non-U.S. securities in instances where the items presented are not likely to have a material impact on shareholder value.

Process

The Council has retained the services of two independent proxy advisors ("Proxy Advisors") to provide comprehensive research, analysis, and voting recommendations. These services are used most frequently in connection with proposals or matters that may be controversial or require a case-by-case analysis by the Council in accordance with its Voting Guidelines. The Council has engaged one of its Proxy Advisors as its proxy voting agent (the "Proxy Agent") to administer the mechanical, non-discretionary elements of proxy voting and reporting for Clients. The Council has

directed the Proxy Agent, in that administrative role, to follow the specified Voting Guideline and apply it to each applicable proxy proposal or matter where a shareholder vote is sought. Accordingly, proxy items that can be appropriately categorized and matched either will be voted in accordance with the applicable Voting Guideline or will be referred to the Council if the Voting Guideline so requires. The Voting Guidelines require referral to the Council for discussion and vote of all proxy proposals or shareholder voting matters for which the Council has not yet established a specific Voting Guideline, for companies with a market capitalization over \$10 billion, ownership over a certain threshold (usually above 0.75%) and generally for those proxy proposals or shareholder voting matters that are contested or similarly controversial (as determined by the Council in its discretion). Generally, when a matter is referred to the Council, the decision of the Council will be applied to all accounts for which BNYMA exercises proxy voting authority, whether the account is actively managed or managed pursuant to quantitative, index or index-like strategies ("Index Strategies"), unless BNYMA determines that the economic interests of a particular account differ and require that a vote be cast differently from the collective vote in order to act in the best interests of such account's beneficial owners. In all cases, for those Clients that have given BNYMA authority to vote proxies, the ultimate voting decision and responsibility rests with us.

For items referred to it, the Council may determine to accept or reject any recommendation based on the Voting Guidelines, research and analysis provided by its Proxy Advisors or on any independent research and analysis obtained or generated by BNYMA and/or BNY Mellon's Proxy Governance Group. Because accounts following index strategies are passively managed accounts, research related to an issuer with securities held in these accounts may not be available to the Council. Clients may receive a copy of the Voting Guidelines, as well as the Proxy Voting Policy, upon request. Clients may also receive information on the proxy voting history for their managed accounts upon request. Please contact BNYMA for more information.

Managing Conflicts

It is the policy of the Council to make proxy voting decisions that are solely in the best long-term economic interests of Clients. The Council is aware that, from time to time, voting on a particular proposal or with regard to a particular issuer may present a potential for conflict of interest for BNYMA. For example, potential conflicts of interest may arise when: (1) a public company or a proponent of a proxy proposal has a business relationship with BNYMA or a BNYMA affiliate; and/or (2) an employee, officer or director of BNYMA or a BNYMA affiliate has a personal interest in the outcome of a particular proxy proposal.

Aware of the potential for conflicts to influence the voting process, the Council consciously developed the Voting Guidelines and structured the Council and its practices with several layers of controls that are designed to ensure that the Council's voting decisions are not influenced by interests other than those of BNYMA's fiduciary Clients. For example, the Council developed its Voting Guidelines with the assistance of internal and external research and recommendations provided by third party vendors but without consideration of any BNYMA or BNY Mellon Client relationship factors. The Council has directed the Proxy Agent to apply the Voting Guidelines to individual proxy items in an objective and consistent manner across Client accounts and similarly has directed the Proxy Agent to administer proxy voting for BNYMA Clients. When proxies are voted in accordance with these pre-determined Voting Guidelines, it is the Council's view that these votes do not present the potential for a material conflict of interest and no additional safeguards are needed.

For those proposals that are referred for discussion and vote to the Council in accordance with the Voting Guidelines or Council direction, the Council votes based upon its principle of seeking to maximize the economic value of the securities held in Client accounts. In this context the Council seeks to address the potential for conflicts presented by such “referred” items through deliberately structuring its membership. The Council consists of senior officers and investment professionals from BNYMA, and is supported by members of BNYMA’s Compliance, Legal and Risk Management Departments, as necessary.

With respect to the potential for personal conflicts of interest, BNY Mellon’s Code of Conduct, which is applicable to BNYMA, requires that all employees make business decisions free from conflicting outside influences. Under this Code, BNY Mellon employees’ business decisions are to be based on their duty to BNY Mellon and to their Clients, and not driven by any personal interest or gain. All employees are to be alert to any potential for conflict and to identify and mitigate or eliminate any such conflict. Accordingly, members of the Council with a personal conflict of interest regarding a particular public company or proposal that is being voted upon must recuse themselves from participation in the discussion and decision-making process with respect to that matter.

Additionally, there are certain instances where the Council may engage an independent fiduciary to vote proxies as a further safeguard to avoid potential conflicts of interest or as otherwise required by applicable law. These instances are considered to be “Primary Conflicted Proxies” and they typically arise due to relationships between proxy issuers or companies and BNY Mellon, a BNY Mellon affiliate, a BNY Mellon executive, or a member of BNY Mellon’s Board of Directors.

When an independent fiduciary is engaged, the fiduciary either will vote the involved proxy, or provide us with instructions as to how to vote such proxy. In the latter case, we will vote the proxy in accordance with the independent fiduciary’s determination.

N. Cybersecurity Risk

In addition to the risks described above and in Exhibit C that primarily relate to the value of investments, there are various operational, systems, information security and related risks involved in investing, including but not limited to “cybersecurity” risk. Cybersecurity attacks include electronic and non-electronic attacks that include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity attacks also may be carried out in a manner that does not require gaining unauthorized access, such as causing denial of service attacks on websites (i.e., efforts to make services unavailable to intended users). As the use of technology has become more prevalent, BNYMA and the Client accounts BNYMA manages have become potentially more susceptible to operational risks through cybersecurity attacks. These attacks in turn could cause BNYMA and Client accounts BNYMA manages to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, and/or financial loss. Similar adverse consequences could result from cybersecurity incidents affecting issuers of securities in which BNYMA invests, counterparties with which BNYMA engages in transactions, third party service providers (e.g., a Client account’s custodian), governmental or other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers and other financial institutions and other parties. While cybersecurity risk management systems and business

continuity plans have been developed and are designed to reduce risks associated with these attacks, there are inherent limitations in any cybersecurity risk management system or business continuity plan, including the possibility that certain risks have not been identified. Accordingly, there is no guarantee that such efforts will succeed, especially since we do not directly control the cybersecurity systems of issuers or third party service providers.

Item 7 Client Information Provided to Portfolio Managers

When you open your account, BNYMA will provide your selected Portfolio Manager(s) with a copy of the account paperwork that you completed when you opened your account with BNYMA. Among other things, this paperwork contains information about your financial condition, investment risk tolerance and investment time horizon. Please notify your Consultant immediately if your financial condition changes or if you want to impose additional investment restrictions or change existing investment restrictions. If BNYMA receives updated information about you from you or your Consultant, BNYMA will share that information with your Portfolio Manager if the information will impact the ongoing management of your portfolio.

Item 8 Client Contact with Portfolio Managers

You may contact and consult with Portfolio Managers (including BNYMA, where BNYMA acts as a Portfolio Manager), in writing, over the phone or electronically. Portfolio Managers in the Program agree to be reasonably available for discussions with you, and many hold regular conference calls to discuss investment strategies or current market events. If you wish to communicate directly with the Portfolio Manager, many Portfolio Managers prefer that you contact them through, or together with, your Consultant so that the financial advice you receive is consistent. Note that while mutual funds and ETFs have investment management staff, it is often unlikely that you will be able to speak directly with them. Mutual fund firms do have client service and investor relations persons who typically handle client communications.

Item 9 Additional Information

A. Disciplinary Information

From time to time, BNYMA, BNY Mellon, or an affiliate of BNY Mellon may be involved in regulatory examinations or litigation that arise in the ordinary course of business. Items requiring disclosure will be disclosed accordingly in BNYMA's Form ADV Part 1A, Item 11 and respective Disclosure Reporting Pages ("DRPs"), and Item 9 of this Brochure (below).

On August 14, 2018, the SEC announced an administrative proceeding against BNYMA (which, at the time, was known as Lockwood). The action arose out of the SEC's assertion that BNYMA failed to adopt and implement policies and procedures reasonably designed to provide clients or their investment advisers with material information about third party portfolio managers' "trading away" or "step out trading" practices in BNYMA's sponsored separately managed account wrap fee programs ("Wrap Programs") and the full extent of the costs of choosing certain portfolio managers in those Wrap Programs. Specifically, the SEC determined that BNYMA's policies and procedures failed to require that material information about "trading away" or "step outs" (1) would be obtained and considered by BNYMA prior to making the third party portfolio management firms available to clients in its Wrap Programs and/or (2) would be disclosed to clients directly or through their third

party advisers. BNYMA offered its Wrap Programs to third party advisers and their clients. In the Wrap Programs, the investments were managed by third party portfolio management firms pursuant to investment strategies selected by the clients in consultation with their advisers. BNYMA and the other participating firms were compensated for the advisory, brokerage and custodial services that they provided by sharing an annual wrap fee based on a percentage of the assets under management. Certain expenses were not covered by the wrap fee, such as when a portfolio manager elected to direct the execution of a trade through a broker-dealer firm that was not participating in the Wrap Program. This practice was referred to as “trading away” or “step out trading” and in many cases resulted in transaction costs being borne by the Wrap Program client in addition to the annual wrap fee. Despite paying these costs, Wrap Program clients were not notified that particular trades were “traded away” nor, if applicable, information on how much “step out trading” would cost on top of the wrap fee. By contract, BNYMA had allocated to the clients’ advisers the responsibility of evaluating the suitability of the portfolio managers for the individual clients, but the SEC Staff found that BNYMA did not provide those advisers with enough information to perform that evaluation. BNYMA submitted an Offer of Settlement which the SEC has determined to accept. On August 14, 2018, the SEC announced that it had entered into an administrative settlement and BNYMA was ordered to cease and desist from committing or causing any violations and any future violations of Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder. BNYMA paid a civil money penalty in the amount of \$200,000 to the SEC.

On February 12, 2018, the SEC announced the Share Class Selection Disclosure Initiative (“SCSD Initiative”), a self-reporting initiative directed at investment advisers, under which the SEC Division of Enforcement agreed to recommend favorable settlement terms for advisers who self-report violations of the federal securities laws relating to certain mutual fund share class selection and disclosure issues and who promptly return money to harmed clients. BNYMA (which, at the time, was known as Lockwood) voluntarily participated in the SCSD Initiative. In connection with the SCSD Initiative, BNYMA undertook a review of its disclosures, and of the mutual fund share classes recommended to, or purchased or held by, clients invested in BNYMA Programs during the period between January 1, 2014 and September 4, 2015 and determined that, during this period, certain mutual funds paid 12(b)1 fees totaling \$45,872 to Pershing Adviser Solutions, a broker-dealer affiliated with BNYMA, when a lower cost share class was available. BNYMA voluntarily reported this to the SEC pursuant to the SCSD Initiative. On March 11, 2019, the SEC issued an Order Instituting Administrative and Cease and Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease and Desist Order against BNYMA (the “Order”), which Order found that BNYMA violated Sections 206(2) and 207 of the Advisers Act. BNYMA was ordered to cease and desist from future violations of Sections 206(2) and 207 of the Advisers Act; was censured; and was ordered to pay disgorgement of \$45,872, together with prejudgment interest of \$6,315.98, and to distribute such amounts to affected clients.

B. Other Financial Industry Activities

BNYMA does not engage in any other business other than that of an investment manager, research provider, model provider, sponsor or administrator for managed account programs. Some of BNYMA’s personnel may hold securities registrations, including, but not limited to FINRA series 7 or series 24, which are held with BNYMA’s affiliate, Pershing.

C. Financial Industry Affiliations

BNYMA is affiliated with a large number of investment advisers and broker-dealers within the BNY Mellon family of companies. Please see BNYMA's Form ADV Part 1A – Schedule D, Section 7.A. for a list of investment advisers and broker-dealers affiliated with BNYMA. Several of our investment adviser affiliates have, collectively, a significant number of investment-related private funds for which a related person serves as sponsor, general partner or managing member (or equivalent), respectively. Please refer to the Form ADV Part 1A – Schedule D, Section 7.B for each of our affiliated investment advisers for information regarding such firm's private funds (if applicable) and such firm's Form ADV Part 1A – Schedule D, Section 7.A for information regarding related persons that serve in a sponsor, general partners or managing member capacity (if applicable).

BNY Mellon is a global financial services company providing a comprehensive array of financial services (including asset management, wealth management, asset servicing, clearing and execution services, issuer services and treasury services) through a world-wide, client-focused team that enables institutions and individuals to manage and service their financial assets. BNY Mellon Investment Management is the umbrella designation for certain of BNY Mellon's affiliated investment management firms and global distribution companies and is responsible, through various subsidiaries, for U.S. and non-U.S. retail, intermediary and institutional distribution of investment management and related services.

BNYMA enters into transactions with unaffiliated counterparties or third-party service providers who can be using affiliates of ours to execute such transactions. Additionally, when BNYMA effects transactions in American Depositary Receipts ("ADRs") or other securities, the involved issuers or their service providers could be using affiliates of BNYMA for support services. Services provided by BNYMA's affiliates to such unaffiliated counterparties, third party service providers and/or issuers include, for example, clearance of trades, purchases or sales of securities, serving as depositary bank to issuers of ADRs, providing foreign exchange services in connection with dividends and other distributions from foreign issuers to owners of ADRs, or other transactions not contemplated by BNYMA. Although one of our affiliates receives compensation for engaging in these transactions and/or providing services, the decision to use or not use an affiliate of BNYMA is made by the unaffiliated counterparty, third-party service provider or issuer. Further, BNYMA will likely be unaware that the affiliate is being used to enter in such transaction or service.

BNY Mellon and/or its other affiliates gather data from us about our business operations, including information about holdings within client portfolios, which is required for regulatory filings to be made by us or BNY Mellon or other affiliates (e.g., reporting beneficial ownership of equity securities) or for other compliance, financial, legal or risk management purposes, pursuant to policies and procedures of BNYMA, BNY Mellon or other affiliates. This data is deemed confidential and procedures are followed to ensure that any information is utilized solely for the purposes intended.

Sub-Advisers that are investment management affiliates of BNY Mellon and/or investment vehicles that are managed by investment management affiliates of BNY Mellon may be used in the construction of Managed Products portfolios. There are Portfolio Managers included in the Managed360 Program which are affiliates or related parties of BNYMA. BNYMA's affiliate, Mellon Investments, serves as Portfolio Manager for the BNY Mellon Precision Direct Indexing S&P 500 product.

Parties, which are related parties to BNYMA or under common control as subsidiaries owned by

BNY Mellon, include those which are:

- broker dealers (such as Pershing or Pershing Advisor Solutions), municipal securities dealers, or government securities brokers or dealers (registered or unregistered)
- other investment advisers (including financial planners)
- registered municipal advisors
- commodity pool operators or commodity trading advisors (whether registered or exempt from registration)
- banking or thrift institutions
- trust companies
- insurance companies or agencies
- sponsors, general partners, managing members (or equivalent) of pooled investment vehicles

Affiliates of BNYMA may refer Consultants, Firms, Portfolio Managers, Third Party Model Providers or Sub-Advisers to BNYMA. Affiliates of BNYMA may also have business arrangements with Consultants, Firms, Portfolio Managers, Third Party Model Providers or Sub-Advisers that may indirectly benefit from such entities' business with BNYMA. This may create a potential conflict of interest; therefore, BNYMA shall make an independent determination as to whether to do business with such entities.

BNYMA's affiliate, Pershing, provides clearing and custody services for the Managed Products accounts and all other accounts in the Program. Managed Accounts, on BNYMA's behalf, enters trade orders and sends such orders to Pershing unless BNYMA decides to trade away from Pershing. Pershing trades on an agency basis, with the exception of fractional shares which are traded on a principal basis, for the Managed Products and all other accounts in the Program. Pershing may receive payment for trade order flow. BNYMA delegates certain administrative and/or operational functions to Managed Accounts; however, Managed Accounts does not have discretion to trade other than upon instructions of BNYMA.

Certain mutual fund families whose funds are used in the Managed Products provide fees to BNYMA's affiliates, Pershing and Pershing Advisor Solutions. BNYMA does not receive any direct fees associated with an investment in such funds; however, the receipt of such compensation by BNYMA's affiliates creates a conflict of interest because BNYMA has a financial incentive to select particular mutual funds or share classes that result in greater compensation to Pershing and Pershing Advisor Solutions. BNYMA addresses this conflict through a combination of disclosure to Clients and through policies and procedures designed to prevent BNYMA from considering the fees received by affiliates when selecting a particular mutual fund or share class. One or more affiliates of BNYMA may be a service provider, such as a trustee or administrator to a mutual fund or ETF, used in the Managed Products, and may receive a fee from the mutual fund or ETF for performing such service. BNYMA does not receive any portion of these fees and does not consider trustee or administrator fees received by an affiliate in its selection and retention of investment vehicles. In the event that a Third Party Model Provider provides BNYMA with a Model that contains a mutual fund or ETF that is advised or sub-advised by an affiliate of BNYMA (a "Proprietary Fund"), BNYMA will either rebate to the Client the fees paid to the BNYMA affiliate or work with the Third Party Model Provider to determine a replacement mutual fund or ETF that is not a Proprietary Fund. For a list of Third Party Model Provider Models that include affiliate advised or sub-advised funds, please refer to the BNY Mellon Advisors Affiliate Advised/Sub-Advised Fund and Model List located at: <https://www.pershing.com/disclosures#bnymadvisors>. Third Party Model Providers,

independent from BNYMA, determine which funds to include in their respective Models.

BNYMA has relationships with certain firms and their affiliates that are also owners of common stock of BNY Mellon. The nature of such relationships include but are not limited to fund companies, fund investment advisers, other fund service providers, Third Party Model Providers and Portfolio Managers that are made available as part of the Program. These relationships with BNY Mellon may create a potential conflict of interest, however; it did not and does not affect BNYMA's decision to include these firms in the Program, and these firms are subject to BNYMA's due diligence criteria.

The mutual funds and ETFs available in the Program or included in the Managed Products may be serviced by BNYMA affiliates, who receive fees for such services. When selecting a mutual fund and/or ETF for inclusion in, or removal from the Managed Products, BNYMA does not take into consideration whether the fund is serviced by an affiliate of BNYMA. For more detailed information regarding a mutual fund, including fees and expenses, please refer to that fund's prospectus.

Certain affiliates of BNYMA sponsor other wrap fee programs, which may have fees, custodians, portfolio managers and/or available products that are different from those in the Program described in this Brochure.

BNY Mellon's Status as a Bank Holding Company

BNY Mellon and its direct and indirect subsidiaries, including BNYMA, are subject to (1) certain U.S. banking laws, including the Bank Holding Company Act of 1956, as amended (the "BHCA"), (2) regulation and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve") and (3) the provisions of, and regulations under, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). The BHCA, the Dodd-Frank Act, other applicable banking laws and the regulatory agencies, including the Federal Reserve, that interpret and administer these laws may restrict (1) the transactions and relationships among BNY Mellon, its affiliates (including BNYMA) and our Clients and (2) the transactions and operations. For example, the BHCA regulations applicable to BNY Mellon and us may restrict our ability to make certain investments or the size of certain investments, impose a maximum holding period on some or all of our investments, and restrict our ability to participate in the management and operations of the companies in which we invest. In addition, certain BHCA regulations may require aggregation of the positions owned, held or controlled by related entities. Thus, in certain circumstances, positions held by BNY Mellon and its affiliates (including us) for Client and proprietary accounts may need to be aggregated and may be subject to a limitation on the amount of a position that may be held. These limitations may have an adverse effect on BNYMA's ability to manage Clients' investment portfolios. For example, depending on the percentage of a company that BNYMA and its affiliates (in the aggregate) control at any given time, the limits may (1) restrict BNYMA's ability to invest in that company for certain Clients or (2) require us to sell certain Client holdings of that company at a time when it may be undesirable to take such action. Additionally, in the future BNY Mellon may, in its sole discretion and without notice, engage in activities affecting us in order to comply with the BHCA, the Dodd-Frank Act or other legal requirements applicable to (or reduce or eliminate the impact or applicability of any bank regulatory or other restrictions on) us and accounts that we and our affiliates manage.

The Volcker Rule.

The Dodd-Frank Act includes provisions that have become known as the “Volcker Rule,” which restrict bank holding companies, such as BNY Mellon and its subsidiaries (including BNYMA) from (i) sponsoring or investing in a private equity fund, hedge fund or otherwise “covered fund”, with the exception, in some instances, of maintaining a de minimis investment, subject to certain other conditions and/or exceptions, (ii) engaging in proprietary trading, and (iii) entering into certain transactions with affiliated covered funds.

The Volcker Rule generally prohibits certain transactions involving an extension of credit or other type of transaction as set forth in applicable regulations between BNY Mellon and its affiliates, on the one hand, and “covered funds” managed or sponsored by BNY Mellon and/or its affiliates (including BNYMA), on the other hand, subject to certain exemptions pursuant to which such extensions of credit are permitted. BNY Mellon affiliates provide securities clearance and settlement services to broker-dealers on a global basis. The operational mechanics of the securities clearance and settlement process can result in an incidental or unintended intraday extension of credit between the securities clearance firm and a “covered fund.” As a result, unless an applicable exemption is available, we may be restricted from using a BNY Mellon affiliate as custodian or in other capacities for covered funds as well as be restricted in executing transactions for certain funds through broker-dealers that utilize a BNY Mellon affiliate as their securities clearance firm. Such restrictions could limit the covered fund’s selection of service providers and prevent us from executing transactions through broker-dealers we would otherwise use in fulfilling our duty to seek best execution. The Volcker Rule was amended in 2020 to include exemptions that permit a broader range of transactions between BNY Mellon and its affiliates and relevant covered funds. BNY Mellon intends to rely on such exemptions to the extent it deems appropriate.

Affiliated Banking Institutions

BNY Mellon engages in trust and investment business through various banking institutions, including the Bank and BNY Mellon, National Association. These affiliated banking institutions may provide certain services to us, such as recordkeeping, accounting, marketing services, and referrals of clients. We may provide the affiliated banking institutions with sales and marketing materials relating to our investment management services that may be distributed under the name of certain marketing “umbrella designations” such as BNY Mellon, BNY Mellon Wealth Management, BNY Investment Management, and BNY Mellon IM EMEA.

D. Other Relationships

BNY Mellon personnel, including certain of our employees, may have board, advisory, or other relationships with issuers, distributors, consultants and others that may have investments in a private fund and/or related funds or that may recommend investments in a private fund or distribute interests in a private fund. To the extent permitted by applicable law, BNY Mellon and its affiliates, including us and our personnel, may make charitable contributions to institutions, including those that have relationships with investors or personnel of investors. As a result of the relationships and arrangements described in this paragraph, placement agents, consultants, distributors and other parties may have conflicts associated with their promotion of a private fund, or other dealings with a private fund, that create incentives for them to promote a private fund.

BNY Mellon maintains a Code of Conduct that addresses these types of relationships and the potential conflicts of interest they may present, including the provision and receipt of gifts and

entertainment.

BNY Mellon, among several other leading investment management firms, has a minority equity interest in Kezar Markets, LLC (f/k/a Titan Parent Company, LLC), which owns Kezar Trading, LLC (f/k/a Luminex Trading and Analytics LLC) (“Kezar”), a registered broker-dealer under the Exchange Act that operates two alternative trading systems for securities (the “Alternative Trading Systems”). Transactions for Clients for which we serve as adviser may be executed through the Alternative Trading Systems. BNYMA and BNY Mellon disclaim that either is an affiliate of Kezar.

E. Participation or Interest in Client Transactions

BNYMA, its employees and/or affiliates may give advice and take action in the performance of their duties that may be the same as, similar to, or different from advice given, or the timing or nature of actions taken, for other Client accounts or for their proprietary or personal accounts.

BNYMA and its employees may at any time hold, acquire, increase, decrease, dispose of or otherwise deal with positions in investments in which your account may have an interest from time to time. BNYMA has no obligation to acquire for your account a position in any investment, which it, acting on behalf of another Client, or an employee, may acquire, and the Client accounts shall not have first refusal, co-investment or other rights in respect of any such investment. In addition, BNYMA employees may be invested in the Managed Products. Because this may present a potential conflict of interest, BNYMA has adopted a Code of Ethics, which includes restrictions on employees’ personal trading as described in Section H below.

F. Marketing Activities

Certain Portfolio Managers or Third Party Model Providers (or their affiliates) available in BNYMA’s wrap fee programs and other non-advisory platforms sponsor certain BNYMA conferences or other events. During the prior calendar year, BNYMA received sponsorship fees from the following Portfolio Managers and Third Party Model Providers:

- None

Sponsorships create a potential conflict of interest, however, they did not and do not affect BNYMA’s decision to include these firms in a BNYMA offering.

Correspondingly, during the prior calendar year, BNYMA paid sponsorship fees for certain, specific marketing activities engaged in by the financial institutions and organizations listed below. This list includes Firms that participate or participated in BNYMA’s Managed360 Program, Co-Sponsored Program, Managed Account Command, and/or other non-advisory platforms during the prior calendar year.

- Primerica Services Inc. (PFS Investments Inc. (d/b/a Primerica Advisors))
- Key Investment Services, LLC
- Arvest Wealth Management

Affiliates of BNYMA, including Pershing, may have also paid or received sponsorship fees for

certain marketing activities of firms that do business with BNYMA. By accepting sponsorship payments from Portfolio Managers and Third Party Model Providers, it appears that a potential conflict of interest may exist in BNYMA's objective ability to provide Clients with disinterested advice. BNYMA manages this potential conflict of interest by applying the same selection criteria to Portfolio Managers, Third Party Model Providers, Sub-Advisers, ETFs and mutual funds, regardless of whether BNYMA, Pershing or any other affiliate of BNYMA pays or receives sponsorship fees.

BNYMA or its affiliates may pay certain expenses, such as lodging, meals and entertainment for certain attendees at conferences sponsored by BNYMA or its affiliates. This indirect compensation provided to Consultants who recommend BNYMA's products may create a conflict of interest.

G. Compliance Plan

BNYMA has adopted written policies and procedures pursuant to Rule 206(4)-7 under the Advisers Act, which are incorporated within BNYMA's Compliance Manual. The Compliance Manual addresses the following topics:

- Adherence to Investment Objectives and Restrictions
- Advertisements
- Adviser's Compliance Program
- Adviser as Sponsor
- Adviser as Portfolio Manager
- Advisory Agreements
- Agency Cross Transactions
- Anti-Money Laundering
- Best Execution
- Books and Records
- Business Continuity and Disaster Recovery
- Client Accounts
- Complaints
- Conflicts of Interest
- Continuing Education
- Custody
- Cybersecurity
- Dealings with Regulators, Government Agencies, Outside Attorneys and Duty to Escalate
- Directed Brokerage
- Due Diligence – Third Party Firms
- Due Diligence-Selection of Portfolio Managers
- Due Diligence-Selection of Investment Vehicles and Third-party List Providers
- Electronic Communications and Social Media
- ERISA
- Escalation and Speaking Up
- Exchange Act Filings
- Fees
- Form ADV
- Gifts, Entertainment and Other Payments

- Government Contracts
- Insider Trading and Pre-Clearance
- Investment Adviser Representative Continuing Education
- Investment Adviser Representative Registration
- Late Trading and Market Timing-Mutual Funds
- Oversight of Portfolio Managers, Investment Vehicles and Buy List Providers
- Performance Advertising
- Personal Securities Transactions & Records
- Principal Trading
- Prohibited Business Practices for Investment Advisers and their Associated Persons
- Proxy Voting
- Regulation S-P- Privacy of Client Financial Information and Safeguarding Information
- Security Pricing and Account Valuations
- Soft Dollars
- Testimonials and Endorsements
- Trade Errors
- Trading
- Political Contributions by Investment Advisors

BNYMA employees receive periodic training relating to the policies and procedures, which are reviewed periodically and amended, as needed.

H. Codes of Ethics and Personal Trading

BNYMA has adopted a Code of Ethics (“Code”) pursuant to Rules 204A-1 and 204-2 under the Advisers Act. The Code is reviewed periodically, amended as necessary, and distributed to all personnel. Periodic training on the Code is provided to existing employees and all new employees upon hire.

The Code addresses a variety of topics relating to the appropriate conduct of investment advisory personnel, including the following:

- Fiduciary obligations of access persons
- Requirement to comply with applicable Federal securities laws
- Classification of access persons
- Reporting requirements for access persons
- Pre-clearance requirements for access persons
- Confidentiality
- Receipt and presentation of gifts
- Pre-approval of initial public offerings or limited offerings
- Reporting, review and recordkeeping requirements
- Review of access persons’ transactions in reportable securities
- Violations of the Code
- Training

With respect to personal trading, the Code contains rules and restrictions on the purchase and sale of

securities by employees. These rules and/or restrictions are designed to protect BNYMA's Clients. All officers and employees are required to put the interests of the Clients first in all dealings relating to the Client and their investments.

Activities that are strictly prohibited include:

- Having a personal interest in any Client transaction
- Receiving any personal benefit from a Client transaction
- Using knowledge of Client transactions for personal gain
- Allowing anything to influence or impact an independent unbiased judgment with respect to Client communications.

Compliance personnel monitor personal securities trading by employees and the members of the employee's household. Employees who have direct contact with certain Client account information are required to obtain approval in advance for any securities transactions they or a member of their household wish to make. Employee personal trading is monitored by Compliance personnel to verify the employees are complying with the Code. BNYMA may impose penalties and sanctions on employees who have violated provisions of the Code, including the personal trading policy. Employees must file transaction reports with Compliance quarterly and holdings reports annually.

To the extent the Code is silent on a matter, BNYMA shall default to the BNY Mellon Code of Conduct (the "BNY Mellon Code"). The BNY Mellon Code provides to employees the framework and sets the expectations for business conduct. In addition, it clarifies our responsibilities to clients, suppliers, government officials, competitors and the communities we serve and outlines important legal and ethical issues.

BNYMA will provide a copy of the Code or the BNY Mellon Code to you or any prospective Client, upon request.

I. Review of Accounts and Account Rebalancing

Where BNYMA is the Portfolio Manager, BNYMA employs a number of reports to monitor an account's holdings with respect to the Managed Products. Periodically, BNYMA personnel employ a variety of reports to review accounts for such items as cash level, style drift and investment performance. As a result of these reviews, BNYMA, in its sole discretion, may rebalance your account in such instances as it believes are in your best interests. If you hold a marketing support

Target Risk Focus Portfolios account, your account may be rebalanced less frequently than other BNYMA managed accounts.

Your Consultant is responsible for obtaining information from you regarding your financial situation and investment objectives, and providing you with the opportunity to impose reasonable restrictions on the management of the account.

In addition, your Consultant is responsible for monitoring your investment objectives or guidelines on an on-going and periodic basis, but no less frequently than quarterly, to confirm consistency with your investments/portfolios.

J. Client Reporting

Rule 206(4)-2 under the Advisers Act (the “Custody Rule”) defines “custody” to include a situation in which an adviser or a related person holds, directly or indirectly, client funds or securities or has any authority to obtain possession of them, in connection with advisory services provided by the adviser.

You will receive custodial account statements about portfolio holdings directly from the custodian that maintains your funds and securities. You are encouraged to carefully review the custodial account statements you receive from the custodian and compare the information on those statements to any report on an account that you receive from BNYMA. If you require additional information about the content of a BNYMA report, you should contact the Service Desk at 1-800-200-3033, Option #3.

In addition to custodial brokerage statements provided by the custodian, BNYMA makes periodic investment performance reports available to your Consultant, so you and your Consultant can measure your progress toward your financial goals.

K. Custody

BNYMA’s affiliate, Pershing, serves as the custodian of your account and is identified in your brokerage agreement. Pershing is located at One Pershing Plaza, Jersey City, New Jersey 07399. BNYMA is deemed to have custody of the funds and securities held in your account(s) within the Program for purposes of the Custody Rule due to its affiliation with Pershing. Because BNYMA is affiliated with Pershing, BNYMA has retained an independent public accountant to perform a surprise examination of BNYMA on at least an annual basis pursuant to the Custody Rule. The most recent independent public accountant’s report dated October 27, 2023 is filed with the SEC and is available at the SEC’s website www.adviserinfo.sec.gov. (Click on the link for “Investment Adviser Search”, select “Firm,” type in “BNY Mellon Advisors”, select “BNY Mellon Advisors, Inc.”, and then select “Accountant Surprise Examination Report.”)

L. Referral Fee Payments

Unaffiliated Solicitors and Placement Agents

From time to time, we retain third parties to solicit new investment advisory clients. The commissions or fees, if any, payable to such solicitors (also referred to as placement agents) with respect to solicitation of investments with us will be paid solely by us. Neither Firms nor Clients will pay fees for these solicitations. These solicitors have an incentive for BNYMA to be hired because we will pay the solicitor for the referral. The prospect of receiving solicitation/placement fees provides such placement agents and/or their salespersons with an incentive to favor these sales over the sale of other investments with respect to which the placement agent does not receive such compensation or receives lower levels of compensation. In addition, to the extent permitted by law, certain placement agents and their respective affiliates may provide brokerage and certain other financial and securities services to us or our affiliates. Such services, if any, will be provided at competitive rates.

Some Firms may retain consulting firms to assist them in selecting investment managers. Some consulting firms provide services to both those who hire investment managers and to investment management firms. BNYMA may pay to attend conferences sponsored by consulting firms and/or purchase services from consulting firms where it believes those services will be useful to it in

operating its investment management business. BNYMA does not pay referral fees to consultants. However, Firms and prospective Firms should be aware that consulting firms might have business relationships with investment management firms that they recommend to their Clients.

Affiliated Solicitors and Placement Agents

From time to time, we pay referral fees to our affiliates (and/or their employees) for referrals that result in additional investment management business.

Our ultimate parent company, BNY Mellon, has organized its lines of business into different groups (collectively “Groups”). As a member of BNY Mellon Investment Management, we are part of the Investment Management Group.

In certain circumstances, BNY Mellon Investment Management sales representatives are paid fees for sales. The fees may be based on revenues and may be a one-time payment or paid out over a number of years. Sales of any alternative investment products (such as private funds) are required to be made through a broker-dealer affiliate. Only registered representatives of such broker-dealer are eligible to receive compensation for sales of alternative investments.

Receipt of compensation in connection with the sale of our products and services gives rise to a conflict of interest in that it may give the sales representatives or our affiliates an incentive to recommend investment products and services to Firms based on the compensation they will receive, rather than solely on a Firm’s needs.

M. Platform Support Arrangements

BNYMA has entered into a platform support agreement with the Cetera Financial Group, Inc., on behalf of several of its affiliated broker-dealers and/or investment advisers (the “Cetera Firms”) that have contracted with BNYMA to offer the Managed360 Program to their Clients. Under this agreement, BNYMA pays a flat annual fee to the Cetera Financial Group, Inc. in exchange for providing BNYMA with: (i) ongoing due diligence of the Managed360 platform, operational oversight of the Cetera Firms’ use of the platform, an annual business update, contact information for the Cetera Firms’ investor facing personnel, and the opportunity to educate the Cetera Firms on the platform and (ii) making the Managed360 available as an investment option that the Cetera Firms may make available to their Clients. To avoid any potential conflicts of interest, BNYMA pays the same yearly flat fee regardless of the number of existing or new accounts opened and/or maintained in the Managed360 program.

N. Other Wrap Programs and Other Services

BNYMA acts as a Portfolio Manager in programs that may be similar to the program described in this Brochure and priced differently. BNYMA also acts as Portfolio Manager in programs where BNYMA acts as a sponsor and also in programs where it does not also act as sponsor. **In addition, BNYMA’s management of the investments in these other programs not described in this Brochure may differ from the way BNYMA manages the investments in the Program described in this Brochure, for accounts with the same or similar investment objectives, similar risk structure and similar size. For the program described in this Brochure and the programs not described in this Brochure, where BNYMA acts as Portfolio Manager, BNYMA may make different decisions regarding the same security in different programs, taking into**

consideration all facts and circumstances, on or about the same time.

To obtain a copy of other BNYMA Brochures, call 1-800-200-3033, Option 3.

BNYMA may also provide investment advice to other financial intermediaries. These financial intermediaries may also participate in one or more BNYMA programs.

BNYMA may enter into arrangements with third parties, including Firms and affiliates of BNYMA, whereby these parties have access to BNYMA's proposal generation and/or reporting systems and/or a BNYMA affiliate may provide back office support for services such as client billing and investment performance reporting. These services may be referred to as platform services. One such platform is known as Managed Account Command. BNYMA may charge such third parties directly for these services.

BNYMA may enter into agreements with third parties, including Firms and affiliates of BNYMA, whereby BNYMA will apply its proprietary quantitative screening techniques (including historical performance and risk measures) to a mutual fund and/or ETF universe provided to BNYMA by a third-party. BNYMA will then assess each mutual fund/ETF as to whether it passes or fails the screening process. The screening results are not intended to be offered by BNYMA as investment advice to Clients, but rather only offered to the corresponding Firm or affiliate. BNYMA has no investment discretion when it is only providing mutual fund and ETF screening services. BNYMA's fee for this service may be billed quarterly to the Firm or affiliate.

O. Privacy Policy

BNYMA has procedures designed to protect your personal information. Please refer to Exhibit E for BNYMA's Privacy Policy.

P. Business Continuity

BNYMA has adopted a business continuity plan to maintain critical functions and services in the event of circumstances which may impact our physical office location, applications, data centers or networks.

Q. Error Correction

BNYMA seeks to correct errors affecting Client accounts in a fair and timely manner and in such a way that the Client will not suffer a loss. To manage potential conflicts of interest concerning errors, we have implemented a written error resolution policy, whereby risk management personnel monitor and resolve such issues.

R. Risk Council

BNYMA has established the BNYMA Risk Oversight Council ("ROC") that is responsible for reviewing the investment and operational risks applicable to BNYMA's business. Responsibilities include:

- Ensuring portfolio risk and performance are properly reflected in portfolios and consistent with Client objectives and expectations; and
- Ensuring operational risk is properly monitored and consistent with BNYMA's risk appetite and framework.

Material issues identified by the ROC may be escalated to the BNYMA Business Risk Committee (“BRC”), which is responsible for overall risk management of the activities across BNYMA, and has monitoring and oversight responsibilities with respect to the risk and compliance matters of BNYMA. Additionally, the BRC determines whether any material items require escalation to the BNYMA Board of Directors and/or other applicable BNY Mellon enterprise-level oversight committees.

* * *

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. BNYMA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has never been the subject of a bankruptcy proceeding.

EXHIBIT A

Schedule of Separately Managed Account Portfolio Managers

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|---|-------------------------|
| Abner Herrman & Brock, LLC d/b/a Abner Hermann Asset Management | Abner Large-Cap Core Equity | 100,000.00 |
| Abner Herrman & Brock, LLC d/b/a Abner Hermann Asset Management | Abner Taxable Intermediate Municipal Bonds | 250,000.00 |
| Advisors Asset Management † ² | Advisors Asset Core Plus Portfolio | 250,000.00 |
| Advisors Asset Management † ⁴ | Advisors Asset Core Tax Exempt Portfolio | 250,000.00 |
| Advisors Asset Management | Advisors Asset Credit Opportunities Portfolio | 250,000.00 |
| AllianceBernstein L.P. † ⁴ | AB Municipal High Quality SMA | 250,000.00 |
| AllianceBernstein L.P. | AB Strategic Research | 100,000.00 |
| AllianceBernstein L.P. | AB Strategic Research Balanced | 100,000.00 |
| AllianceBernstein L.P. † ³ | AB Tax Aware Fixed Income | 250,000.00 |
| Allspring Global Investments, LLC | Allspring All Cap | 100,000.00 |
| Allspring Global Investments, LLC | Allspring All Cap Growth | 100,000.00 |
| Allspring Global Investments, LLC | Allspring Large Growth | 100,000.00 |
| Allspring Global Investments, LLC | Allspring Large Select Growth | 100,000.00 |
| Alta Capital Management LLC | Alta Capital All Cap Quality Growth | 150,000.00 |
| Alta Capital Management LLC | Alta Capital Large Cap Quality Growth | 150,000.00 |
| Anchor Capital Advisors, LLC | Anchor Capital Advisors All Cap Value | 100,000.00 |
| Anchor Capital Advisors, LLC | Anchor Capital Advisors Balanced Value | 100,000.00 |
| Anchor Capital Advisors, LLC | Anchor Capital Advisors Mid Cap Value | 100,000.00 |
| Anchor Capital Advisors, LLC | Anchor Capital Advisors Small Cap Value | 100,000.00 |
| Appleton Partners, Inc. | Appleton Partners High Grade Intermediate Government Credit (Taxable) | 500,000.00 |
| Appleton Partners, Inc. | Appleton Partners Intermediate Municipal Fixed Income | 500,000.00 |
| Appleton Partners, Inc. | Appleton Partners Short-Term Municipal Fixed Income | 500,000.00 |
| Appleton Partners, Inc. | Appleton Partners Strategic Municipal Crossover | 500,000.00 |
| Aristotle Capital Management, LLC | Aristotle International Value | 150,000.00 |
| Aristotle Capital Management, LLC | Aristotle Large Cap Value | 100,000.00 |
| ARK Investment Management, LLC | ARK Investment Disruptive Innovation (Global Impact Growth) | 100,000.00 |
| Atalanta Sosnoff Capital, LLC | Atalanta Sosnoff Capital Large Cap Balanced | 100,000.00 |
| Atalanta Sosnoff Capital, LLC | Atalanta Sosnoff Capital Large Cap Core | 100,000.00 |
| Atlanta Capital Management Company † ¹ | Atlanta Capital High Quality Small Cap (Hard Close-Transfer Only) | 100,000.00 |
| Bahl & Gaynor, Inc | Bahl & Gaynor Income Growth | 100,000.00 |
| Bahl & Gaynor, Inc. | Bahl & Gaynor Large Cap Quality Growth | 100,000.00 |
| Belle Haven Investments, L.P. † ⁴ | Belle Haven Ladder Plus | 250,000.00 |
| Belle Haven Investments, L.P. † ⁴ | Belle Haven Taxable Ladder Plus | 250,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|--|-------------------------|
| BlackRock Investment Management, LLC | BlackRock Capital Appreciation SMA | 100,000.00 |
| BlackRock Investment Management, LLC | BlackRock Equity Dividend | 100,000.00 |
| BlackRock Investment Management, LLC † ⁴ | BlackRock Intermediate Term Municipal Bond | 250,000.00 |
| BlackRock Investment Management, LLC † ⁴ | BlackRock Intermediate Term Taxable Fixed Income SMA* | 250,000.00 |
| BlackRock Investment Management, LLC | BlackRock Large Cap Core | 100,000.00 |
| BlackRock Investment Management, LLC | BlackRock Large Cap Value Equity | 100,000.00 |
| BlackRock Investment Management, LLC † ⁴ | BlackRock Long Term Municipal Bond | 250,000.00 |
| Brandes Investment Partners, L.P. † ¹ | Brandes European Equity | 100,000.00 |
| Brandes Investment Partners, L.P. † ¹ | Brandes Global Balanced | 100,000.00 |
| Brandes Investment Partners, L.P. † ¹ | Brandes Global Equity | 100,000.00 |
| Brandes Investment Partners, L.P. † ¹ | Brandes Global Small-Mid Cap Equity | 100,000.00 |
| Brandes Investment Partners, L.P. † ¹ | Brandes International Equity | 100,000.00 |
| Brandes Investment Partners, L.P. † ¹ | Brandes U.S. All Cap Value Equity | 100,000.00 |
| Brandywine Global Investment Management, LLC | Brandywine Traditional Large Cap Value Equity | 100,000.00 |
| Breckinridge Capital Advisors, Inc. | Breckinridge Intermediate Government Credit | 500,000.00 |
| Breckinridge Capital Advisors, Inc. † ⁴ | Breckinridge Intermediate Tax-Exempt Municipal National | 500,000.00 |
| Breckinridge Capital Advisors, Inc. † ⁴ | Breckinridge Intermediate Tax-Exempt Municipal State Preferred | 500,000.00 |
| Brentview Investment Management, LLC | Brentview Dividend Growth | 100,000.00 |
| Calamos Advisors LLC | Calamos All Cap Growth | 100,000.00 |
| Cambiar Investors, LLC | Cambiar International ADR | 100,000.00 |
| Cambiar Investors, LLC | Cambiar Large Cap Value | 100,000.00 |
| Cambridge Financial Group, Inc. | Cambridge Financial Core Equity | 100,000.00 |
| Cambridge Financial Group, Inc. | Cambridge Large Cap Growth | 100,000.00 |
| Capital Research & Management Company | Capital Group U.S. Income & Growth SMA | 100,000.00 |
| Carret Asset Management, LLC † ⁴ | Carret Municipal Bond | 100,000.00 |
| Carret Asset Management, LLC † ⁴ | Carret Taxable Bond | 250,000.00 |
| Chartwell Investment Partners, LLC | Chartwell Mid Cap Value | 100,000.00 |
| Chartwell Investment Partners, LLC | Chartwell Small Cap Value | 100,000.00 |
| Chilton Capital Management LLC | Chilton Capital REIT | 100,000.00 |
| CIBC Private Wealth Advisors, Inc. | CIBC All Cap Growth | 100,000.00 |
| CIBC Private Wealth Advisors, Inc. | CIBC Equity Income | 100,000.00 |
| CIBC Private Wealth Advisors, Inc. | CIBC Equity Income (Tax Easy) | 100,000.00 |
| CIBC Private Wealth Advisors, Inc. | CIBC Large Cap Growth | 100,000.00 |
| Cincinnati Asset Management | Cincinnati Broad Market Bond (1/3 High Yield-2/3 Investment Grade) | 300,000.00 |
| Cincinnati Asset Management | Cincinnati High Yield Bond | 100,000.00 |
| Cincinnati Asset Management | Cincinnati Investment Grade Bond | 100,000.00 |
| Cincinnati Asset Management | Cincinnati Short Duration | 250,000.00 |
| Coho Partners, Ltd. | Coho Partners Relative Value Equity | 100,000.00 |
| Coho Partners, Ltd. | Coho Partners Relative Value Equity ESG | 100,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|--|-------------------------|
| Columbia Management Investment Advisers, LLC | Columbia Dividend Income | 100,000.00 |
| Columbia Management Investment Advisers, LLC | Columbia Select Large Cap Growth | 100,000.00 |
| Columbia Management Investment Advisers, LLC | Columbia Select Large Cap Value | 100,000.00 |
| Confluence Investment Management, LLC | Confluence International Growth | 100,000.00 |
| Congress Asset Management | Congress Balanced Growth | 100,000.00 |
| Congress Asset Management | Congress Dividend Growth | 50,000.00 |
| Congress Asset Management | Congress Fixed Income | 100,000.00 |
| Congress Asset Management | Congress Large Cap Growth | 100,000.00 |
| Congress Asset Management | Congress Mid Cap Growth | 100,000.00 |
| Congress Asset Management | Congress Multi-Cap Growth | 100,000.00 |
| Cortland Associates, Inc. | Cortland All-Cap Value | 100,000.00 |
| Cove Street Capital, LLC | Cove Street Capital Classic Value/Small Cap Plus | 100,000.00 |
| Cove Street Capital, LLC | Cove Street Classic Value/Small Cap | 100,000.00 |
| Crawford Investment Counsel, Inc. | Crawford Dividend Growth SMA | 100,000.00 |
| Crossmark Global Investments, Inc. | Crossmark Balanced Core | 150,000.00 |
| Crossmark Global Investments, Inc. | Crossmark Core Fixed Income | 100,000.00 |
| Crossmark Global Investments, Inc. | Crossmark Current Income Portfolio (CIP) | 75,000.00 |
| Crossmark Global Investments, Inc. | Crossmark Global Equity Income | 100,000.00 |
| Crossmark Global Investments, Inc. | Crossmark Income Opportunities | 1,000,000.00 |
| Crossmark Global Investments, Inc. | Crossmark Intermediate Fixed Income | 75,000.00 |
| Crossmark Global Investments, Inc. | Crossmark Large Cap Core Unscreened | 100,000.00 |
| Crossmark Global Investments, Inc. † ⁴ | Crossmark Municipal Fixed Income | 200,000.00 |
| Cullen Capital Management, LLC ** | Cullen Capital Value Equity | 100,000.00 |
| Cullen Capital Management, LLC** † ³ | Schafer Cullen Global High Dividend ADR | 100,000.00 |
| Cullen Capital Management, LLC ** | Schafer Cullen High Dividend Equity | 100,000.00 |
| Cullen Capital Management, LLC **† ¹ | Schafer Cullen International High Dividend (ADR) | 100,000.00 |
| Cullen Capital Management, LLC ** | Schafer Cullen Small Cap Value | 100,000.00 |
| Cumberland Advisors Inc. | Cumberland Total Return Taxable Bond | 500,000.00 |
| Cumberland Advisors Inc. † ⁴ | Cumberland Total Return Tax-Free Municipal | 500,000.00 |
| Cumberland Advisors Inc. | Cumberland US ETF | 250,000.00 |
| Cypress Capital, LLC | Cypress Capital Asset Neutral | 100,000.00 |
| Cypress Capital, LLC | Cypress Capital Global Allocation | 100,000.00 |
| Cypress Capital, LLC | Cypress Capital US Opportunity | 100,000.00 |
| Cypress Capital, LLC | Cypress Moderate Growth Balanced | 100,000.00 |
| Dana Investment Advisors | Dana All Cap Core | 100,000.00 |
| Dana Investment Advisors | Dana Balanced Core | 250,000.00 |
| Dana Investment Advisors | Dana Catholic ESG Equity | 100,000.00 |
| Dana Investment Advisors | Dana Large-Cap Blend | 100,000.00 |
| Dana Investment Advisors | Dana Large Cap Growth | 100,000.00 |
| Dana Investment Advisors | Dana Large Cap Value | 100,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|--|-------------------------|
| Dana Investment Advisors | Dana Limited Volatility | 2,000,000.00 |
| Dana Investment Advisors † ⁴ | Dana Municipal Bond | 250,000.00 |
| Dana Investment Advisors | Dana Small Cap Equity | 100,000.00 |
| Dana Investment Advisors † ⁴ | Dana Social ESG Bond | 250,000.00 |
| Dana Investment Advisors | Dana Social ESG Equity | 100,000.00 |
| Dana Investment Advisors † ⁴ | Dana Taxable Fixed Income | 250,000.00 |
| Davidson Investment Advisors | SeaCap Intermediate Municipal Fixed Income | 500,000.00 |
| Davidson Investment Advisors † ⁴ | SeaCap Intermediate Taxable Fixed Income | 500,000.00 |
| Davis Selected Advisers, L.P. | Davis All Cap Core | 100,000.00 |
| Davis Selected Advisers, L.P. | Davis Real Estate Sector | 100,000.00 |
| Davis Selected Advisers, L.P. | Davis Selected Large Cap Value | 100,000.00 |
| Dearborn Partners L.L.C. | Dearborn Core Rising Dividend | 100,000.00 |
| Dearborn Partners L.L.C. | Dearborn High and Rising Dividends | 100,000.00 |
| Delaware Investments | Delaware Focus Non US | 100,000.00 |
| Delaware Investments † ¹ | Delaware International Equity ADR | 100,000.00 |
| Delaware Investments | Delaware Investments Large Cap Value | 100,000.00 |
| Delaware Investments | Delaware Ivy Large Cap Growth | 100,000.00 |
| Dorsey, Wright & Associates, Inc. | Dorsey, Wright Systematic RS – Aggressive | 100,000.00 |
| Dorsey, Wright & Associates, Inc. | Dorsey, Wright Systematic RS – Balanced | 100,000.00 |
| Dorsey, Wright & Associates, Inc. | Dorsey, Wright Systematic RS – Core | 100,000.00 |
| Dorsey, Wright & Associates, Inc. | Dorsey, Wright Systematic RS – Growth | 100,000.00 |
| Dorsey, Wright & Associates, Inc. | Dorsey, Wright Systematic RS – International | 100,000.00 |
| Dorsey, Wright & Associates, Inc. | Dorsey, Wright Systematic RS – Tactical Fixed Income | 100,000.00 |
| Eagle Asset Management | Eagle Asset SMID Cap Strategy | 100,000.00 |
| Eagle Asset Management † ⁴ | Eagle Asset Tax Aware Fixed Income | 350,000.00 |
| Eagle Asset Management | Eagle Equity Income | 100,000.00 |
| Eagle Asset Management † ⁴ | Eagle High Quality Tax Free Bonds | 200,000.00 |
| Eagle Asset Management † ⁴ | Eagle High Quality Taxable Bonds | 200,000.00 |
| Eagle Asset Management | Eagle Large Cap Core | 100,000.00 |
| Eagle Asset Management | Eagle Large Cap Value | 100,000.00 |
| Eagle Asset Management | Eagle Select Balanced Large Cap Core – Government Securities | 200,000.00 |
| Eagle Asset Management | Eagle Select Balanced Large Cap Core - Taxable | 100,000.00 |
| Eagle Asset Management | Eagle Select Balanced Large Cap Core – Tax-Free | 100,000.00 |
| Eagle Asset Management | Eagle Short Term Conservative Bonds | 2,000,000.00 |
| Eagle Asset Management | Eagle Small Cap Growth (Transfer Only) | 100,000.00 |
| Eagle Asset Management † ⁴ | Eagle Strategic Income | 250,000.00 |
| Eagle Asset Management † ⁴ | Eagle Strategic Income - Tax Advantaged | 250,000.00 |
| Eagle Asset Management † ⁴ | Eagle Taxable Managed Income Solutions | 500,000.00 |
| Easterly Investment Partners, LLC. | Snow Capital All Cap Value | 100,000.00 |
| Easterly Investment Partners, LLC. | Snow Capital Equity Income | 100,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|--|---|-------------------------|
| Easterly Investment Partners, LLC. | Snow Capital Focused Value | 100,000.00 |
| Easterly Investment Partners, LLC. | Snow Capital Small Cap Value | 100,000.00 |
| Eaton Vance Management | Eaton Vance Eagle Global International (ADR) | 100,000.00 |
| Eaton Vance Management | Eaton Vance Intermediate Term Bonds (Fixed Income) | 100,000.00 |
| Eaton Vance Management | Eaton Vance Large Cap Growth | 100,000.00 |
| Eaton Vance Management | Eaton Vance Large Cap Value | 100,000.00 |
| Eaton Vance Management | Parametric TABS Managed Municipal Intermediate National | 250,000.00 |
| Eaton Vance Management | Parametric TABS Managed Municipal Intermediate State Specific | 250,000.00 |
| Eaton Vance Management | Parametric TABS Managed Municipal Long National | 250,000.00 |
| Eaton Vance Management | Parametric TABS Managed Municipal Long State Specific | 250,000.00 |
| Eaton Vance Management | Parametric TABS Managed Municipal Short National | 250,000.00 |
| Eaton Vance Management | Parametric TABS Managed Municipal Short State Specific | 250,000.00 |
| Equity Investment Corporation | Equity Investment All Cap Value | 100,000.00 |
| Equity Investment Corporation | Equity Investment All Cap Value Balanced (Transfer Only) | 100,000.00 |
| Equity Investment Corporation | Equity Investment Large Cap Value | 100,000.00 |
| Equity Investment Corporation | Equity Investment Mid Cap Value | 100,000.00 |
| Estabrook Capital Management, LLC | Estabrook Capital Large Cap Balanced | 100,000.00 |
| Estabrook Capital Management, LLC | Estabrook Capital Large Cap Core | 100,000.00 |
| Estabrook Capital Management, LLC | Estabrook Socially Responsible | 100,000.00 |
| Fayez Sarofim & Co. | Fayez Sarofim Large-Cap Core | 100,000.00 |
| Federated Investment Counseling † ⁴ | Federated Strategic Value Dividend | 100,000.00 |
| First Trust Advisors, LP | First Trust Morningstar 20/80 | 100,000.00 |
| First Trust Advisors, LP | First Trust Morningstar 40/60 | 100,000.00 |
| First Trust Advisors, LP | First Trust Morningstar 60/40 | 100,000.00 |
| First Trust Advisors, LP | First Trust Morningstar 75/25 | 100,000.00 |
| First Trust Advisors, LP | First Trust Morningstar 90/10 | 100,000.00 |
| First Trust Advisors, LP | First Trust Morningstar All Equity | 100,000.00 |
| First Trust Advisors, LP | First Trust Small Cap Core | 100,000.00 |
| First Trust Advisors, LP | First Trust Value Line Rising Dividend | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ⁴ | ClearBridge All Cap Value | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ² | ClearBridge Appreciation | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ² | ClearBridge International Growth ADR ESG | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ¹ | ClearBridge International Value ADR | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ¹ | ClearBridge Large Cap Growth | 100,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|--|--|-------------------------|
| Franklin Templeton Private Portfolio Group, LLC † ¹ | ClearBridge Multi Cap Growth | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ⁴ | Franklin Intermediate Fixed Income SMA | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ⁴ | Franklin Intermediate Municipal SMA | 250,000.00 |
| Franklin Templeton Private Portfolio Group, LLC | Franklin Small Cap Growth | 100,000.00 |
| Fred Alger Management, Inc. | Fred Alger Capital Appreciation | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ³ | Franklin Templeton Balanced Income | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC † ³ | Franklin Templeton All Cap Blend (MDA0) | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC | Franklin Templeton Diversified All Cap (MDA5A) | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC | Franklin Templeton Global All Cap (MDA7A) | 300,000.00 |
| Franklin Templeton Private Portfolio Group, LLC | Franklin Templeton Global All Cap Balanced (MDA7A) | 300,000.00 |
| Franklin Templeton Private Portfolio Group, LLC | Western Asset Current Market Municipal (National) | 250,000.00 |
| Franklin Templeton Private Portfolio Group, LLC | Western Asset Current Market Muni (State Specific) | 100,000.00 |
| Franklin Templeton Private Portfolio Group, LLC | Western Asset Gov/Corp | 100,000.00 |
| Fred Alger Management, Inc. | Fred Alger Mid-Cap Focus | 100,000.00 |
| Fred Alger Management, Inc. | Fred Alger Mid-Cap Growth | 100,000.00 |
| Fred Alger Management, Inc. | Fred Alger Small Cap Growth | 100,000.00 |
| Fred Alger Management, Inc. | Fred Alger Weatherbie Specialized Growth | 100,000.00 |
| Genter Capital Management | Genter Capital Dividend Income | 100,000.00 |
| Genter Capital Management | Genter Capital Municipal Quality Intermediate Term | 250,000.00 |
| Genter Capital Management | Genter Capital Municipal Short-Term | 250,000.00 |
| Genter Capital Management | Genter Capital Short-Term US Government | 250,000.00 |
| Genter Capital Management | Genter Capital Taxable Quality Intermediate Bond | 250,000.00 |
| Glenmede Investment Management, LP | Glenmede Core Fixed Income | 100,000.00 |
| Glenmede Investment Management, LP | Glenmede Enhanced Cash Fixed Income | 250,000.00 |
| Glenmede Investment Management, LP | Glenmede Intermediate Bond Portfolio | 100,000.00 |
| Glenmede Investment Management, LP | Glenmede Quantitative U.S. Large Cap Equity | 100,000.00 |
| Glenmede Investment Management, LP | Glenmede Mid Cap Core | 100,000.00 |
| Glenmede Investment Management, LP | Glenmede Strategic | 100,000.00 |
| Glovista Investments LLC | Global Tactical Asset Allocation | 250,000.00 |
| Glovista Investments, LLC | Glovista Emerging Markets | 100,000.00 |
| Granite Investment Partners, LLC | Granite Large Cap Equity | 100,000.00 |
| Granite Investment Partners, LLC | Granite Small Core Select Equity | 100,000.00 |
| Granite Investment Partners, LLC | Granite Small Growth Equity | 100,000.00 |
| Great Lakes Advisors, LLC | Great Lakes Disciplined All Cap | 75,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|--|-------------------------|
| Great Lakes Advisors, LLC | Great Lakes Disciplined Equity Large Cap ESG | 75,000.00 |
| Great Lakes Advisors, LLC | Great Lakes Disciplined Large Cap | 75,000.00 |
| Great Lakes Advisors, LLC | Great Lakes Disciplined SMID Cap | 75,000.00 |
| Great Lakes Advisors, LLC | Great Lakes Disciplined Tax Managed All Cap | 100,000.00 |
| Great Lakes Advisors, LLC | Great Lakes Disciplined Tax Managed Large Cap | 100,000.00 |
| Great Lakes Advisors, LLC | Great Lakes Disciplined Tax Managed SMID Cap | 100,000.00 |
| Great Lakes Advisors, LLC | Great Lakes Large Cap Core | 100,000.00 |
| Groesbeck Investment Management Corporation | Groesbeck Growth at a Reasonable Price-GARP | 100,000.00 |
| Groesbeck Investment Management Corporation | Groesbeck Growth of Income | 100,000.00 |
| GW&K Investment Management, LLC † ⁴ | GW&K Core Bond | 250,000.00 |
| GW&K Investment Management, LLC | GW&K Diversified Equity Wrap | 250,000.00 |
| GW&K Investment Management, LLC † ⁴ | GW&K Enhanced Core Bond | 250,000.00 |
| GW&K Investment Management, LLC † ⁴ | GW&K Municipal Bond | 250,000.00 |
| GW&K Investment Management, LLC † ⁴ | GW&K Short Term Municipal Bond | 1,000,000.00 |
| GW&K Investment Management, LLC | GW&K Small Cap Core Wrap (Transfer Only) | 100,000.00 |
| GW&K Investment Management, LLC | GW&K Small-Mid Cap Core Wrap | 100,000.00 |
| GW&K Investment Management, LLC † ⁴ | GW&K Total Return Bond | 250,000.00 |
| Hudson Edge Investment Partners | HGK Large Cap Value | 250,000.00 |
| Invesco Advisers, Inc. | Invesco Comstock SMA | 100,000.00 |
| Invesco Advisers, Inc. | Invesco Diversified Dividend SMA | 100,000.00 |
| Invesco Advisers, Inc. † ¹ | Invesco Global SMA | 100,000.00 |
| Invesco Advisers, Inc. | Invesco Growth SMA | 100,000.00 |
| Invesco Advisers, Inc. † ¹ | Invesco Real Estate Securities | 50,000.00 |
| J.P. Morgan Asset Management | J.P. Morgan U.S. Large Cap Leaders Strategy | 100,000.00 |
| JAG Capital Management, LLC † ⁴ | JAG Enhanced Core Fixed Income | 500,000.00 |
| JAG Capital Management, LLC | JAG Large Cap Growth | 100,000.00 |
| Jennison Associates | Jennison Large Cap Growth Equity | 100,000.00 |
| John Hancock Asset Management | John Hancock Fundamental Large Cap Core | 100,000.00 |
| Kayne Anderson Rudnick Inv. Mgmt. | Kayne Anderson Intermediate Fixed | 100,000.00 |
| Kayne Anderson Rudnick Inv. Mgmt. | Kayne Anderson Large Cap Value | 100,000.00 |
| Kayne Anderson Rudnick Inv. Mgmt. † ¹ | Kayne Anderson Mid Cap Core | 100,000.00 |
| Lateef Investment Management LP | Lateef Large-Cap Growth Equity | 250,000.00 |
| Lazard Asset Management † ² | Lazard Emerging Markets Equity Select ADR | 100,000.00 |
| Lazard Asset Management † ² | Lazard European Value | 100,000.00 |
| Lazard Asset Management † ¹ | Lazard Global Equity Select ADR | 100,000.00 |
| Lazard Asset Management † ³ | Lazard International Equity Select ADR | 100,000.00 |
| Lazard Asset Management † ² | Lazard International Equity Select with Emerging Markets | 100,000.00 |
| Lazard Asset Management | Lazard US Equity Select | 100,000.00 |
| Logan Capital Management, Inc. | Large Cap Growth | 100,000.00 |
| Loomis, Sayles & Company, LP | Loomis Core Aggregate (Fixed Income) | 1,000,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|--|-------------------------|
| Loomis, Sayles & Company, LP | Loomis Government/Credit (Fixed Income) | 250,000.00 |
| Loomis, Sayles & Company, LP † ⁴ | Loomis Intermediate Term Municipal Bond (5 Yr Avg) | 100,000.00 |
| Loomis, Sayles & Company, LP † ⁴ | Loomis Medium Term Muni Bond (10 Year) | 100,000.00 |
| Lord, Abbett & Co., LLC † ⁴ | Lord Abbett 1-5 Year Laddered Muni | 250,000.00 |
| Lord, Abbett & Co., LLC † ⁴ | Lord Abbett 1-10 Year Laddered Muni | 250,000.00 |
| Lord, Abbett & Co., LLC † ⁴ | Lord Abbett 1-15 Year Laddered Muni | 250,000.00 |
| Lord, Abbett & Co., LLC † ⁴ | Lord Abbett 1-20 Year Laddered Muni | 250,000.00 |
| Lord, Abbett & Co., LLC † ⁴ | Lord Abbett 5-10 Year Laddered Muni | 250,000.00 |
| Lord, Abbett & Co., LLC | Lord Abbett 5-15 Year Laddered Muni | 250,000.00 |
| Lord, Abbett & Co., LLC † ⁴ | Lord Abbett Intermediate Municipals | 250,000.00 |
| Lord, Abbett & Co., LLC | Lord Abbett Large Cap Value | 100,000.00 |
| Lord, Abbett & Co., LLC † ⁴ | Lord Abbett Municipal Fixed Income | 250,000.00 |
| Madison Investment Advisors, LLC | Madison Corporate Bond | 100,000.00 |
| Madison Investment Advisors, LLC † ⁴ | Madison Government Bond | 100,000.00 |
| Madison Investment Advisors, LLC | Madison Large Cap Equity | 100,000.00 |
| Madison Investment Advisors, LLC | Madison Limited Duration Government Bond | 100,000.00 |
| Madison Investment Advisors, LLC | Madison Mid Cap Core Equity | 100,000.00 |
| Madison Investment Advisors, LLC † ⁴ | Madison Taxable Fixed Income - A or Better | 100,000.00 |
| Madison Investment Advisors, LLC | Madison/Hansberger International Growth ADR | 100,000.00 |
| Madison Investment Advisors, LLC † ⁴ | Reinhart Active Intermediate Fixed Income | 100,000.00 |
| Madison Investment Advisors, LLC † ⁴ | Reinhart Limited Duration Fixed Income | 100,000.00 |
| MDT Advisers, div of Federated MDTA LLC | MDT All Cap Core | 100,000.00 |
| MDT Advisers, div of Federated MDTA LLC | MDT Small Cap Core | 100,000.00 |
| Mench Financial, Inc. | Mench Financial, Inc., Balanced Sector Enhanced | 100,000.00 |
| Mench Financial, Inc. | Mench Financial, Inc., Capital Preservation and Income Sector Enhanced | 100,000.00 |
| Mench Financial, Inc. | Mench Financial, Inc., Global Sector Enhanced | 100,000.00 |
| Miller Howard Investments Inc. | Miller Howard Income Equity | 100,000.00 |
| Miller Howard Investments Inc. | Miller Howard Income Equity - Non MLP | 100,000.00 |
| Miller Howard Investments Inc. | Miller Howard Infrastructure | 100,000.00 |
| Miller Howard Investments Inc. | Miller Howard Utilities Plus | 100,000.00 |
| Money Concepts Advisory Service | Liberty One SMART | 10,000.00 |
| Money Concepts Advisory Service | Liberty One Spectrum | 100,000.00 |
| Money Concepts Advisory Service | Liberty One Tactical Growth Solution | 50,000.00 |
| Money Concepts Advisory Service | Liberty One Tactical Income Solution | 50,000.00 |
| Money Concepts Advisory Service | Money Concepts Liberty One Capstone | 100,000.00 |
| Montag & Caldwell, LLC | Montag & Caldwell Large Cap Growth | 100,000.00 |
| Montag & Caldwell, LLC | Montag & Caldwell Mid Cap Growth | 100,000.00 |
| Morris Capital Advisors, Inc. | Morris Large Cap Core | 100,000.00 |
| Morris Capital Advisors, Inc. | Morris Large Cap Growth | 100,000.00 |
| Natixis Advisors, L.P. | Active Index Advisors S&P Global 1500 | 100,000.00 |
| Natixis Advisors, L.P. | Active Index Advisors S&P Global 500 | 100,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|--|-------------------------|
| Natixis Advisors, L.P. | AEW Diversified REIT Strategy | 100,000.00 |
| Natixis Advisors, L.P. | AIA S&P 1500 All Cap Core | 100,000.00 |
| Natixis Advisors, L.P. | AIA S&P 400 Mid Cap Core | 100,000.00 |
| Natixis Advisors, L.P. | AIA S&P 500 Large Cap Core | 100,000.00 |
| Natixis Advisors, L.P. | AIA S&P 600 Small Cap Core | 100,000.00 |
| Natixis Advisors, L.P. | AIA S&P International ADR | 100,000.00 |
| Natixis Advisors, L.P. † ¹ | Loomis Intermediate Term Bond Strategy | 100,000.00 |
| Natixis Advisors, L.P. | Natixis/Vaughn Nelson Value Opportunity | 100,000.00 |
| Natixis Advisors, L.P. | Natixis/Vaughn Nelson Small Cap Value | 100,000.00 |
| Neuberger Berman Fixed Income, LLC † ⁴ | NB Core Fixed Income | 250,000.00 |
| Neuberger Berman Fixed Income, LLC | NB Intermediate Maturity Fixed Income | 250,000.00 |
| Neuberger Berman Fixed Income, LLC † ⁴ | Neuberger Berman Tax-Exempt Intermediate Maturity Fixed Income | 250,000.00 |
| Neuberger Berman, LLC | NB All Cap Opportunistic Growth & Income Taxable | 100,000.00 |
| Neuberger Berman, LLC | NB All Cap Opportunistic Growth and Income Non-Taxable | 100,000.00 |
| Neuberger Berman, LLC | NB International ADR | 100,000.00 |
| Neuberger Berman, LLC | NB Large Cap Disciplined Growth | 100,000.00 |
| Neuberger Berman, LLC | Neuberger Berman Sustainable Equity | 100,000.00 |
| New York Life Investment Management, LLC † ⁴ | New York Life Convertible Securities | 100,000.00 |
| NFJ Investment Group, LLC | Allianz Disciplined U.S. Core Equity | 100,000.00 |
| NFJ Investment Group, LLC | Allianz Focused Growth | 100,000.00 |
| NFJ Investment Group, LLC | Allianz NFJ All Cap Value | 100,000.00 |
| NFJ Investment Group, LLC | Allianz NFJ Dividend Value Equity | 100,000.00 |
| NFJ Investment Group, LLC | Allianz NFJ Large Cap Value | 100,000.00 |
| NFJ Investment Group, LLC | Allianz NFJ Small Cap Value Managed Account (Transfers Only) | 100,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen 1-10 Year Municipal Ladder | 250,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen 1-15 Year Municipal Ladder | 250,000.00 |
| Nuveen Asset Management, LLC | Nuveen 1-7 Year US Government Ladder | 250,000.00 |
| Nuveen Asset Management, LLC | Nuveen Intermediate Government | 100,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen Limited Maturity Municipal Bond | 250,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen Limited Maturity Municipal Bond- State Preferred | 250,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen Limited Maturity Municipal Bond- State Specific | 250,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen Long Term Municipal Bond | 250,000.00 |
| Nuveen Asset Management, LLC | Nuveen Intermediate Term Municipal - National | 250,000.00 |
| Nuveen Asset Management, LLC | Nuveen Intermediate Term Municipal - State Preference | 250,000.00 |
| Nuveen Asset Management, LLC | Nuveen Intermediate Term Municipal - State Specific | 250,000.00 |
| Nuveen Asset Management, LLC | Nuveen Municipal Bond Ladder 10-25 Year | 250,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen Municipal Bond Ladder 1-7 Year | 250,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|--|-------------------------|
| Nuveen Asset Management, LLC † ⁴ | Nuveen Municipal Bond Ladder 5-15 Year | 250,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen Municipal Total Return | 250,000.00 |
| Nuveen Asset Management, LLC † ⁴ | Nuveen Preferred Securities | 100,000.00 |
| Nuveen Asset Management, LLC | Nuveen Large Cap Value Balanced | 100,000.00 |
| Nuveen Asset Management, LLC | Nuveen Large Cap Value | 100,000.00 |
| Nuveen Asset Management, LLC | Nuveen Dividend Growth | 100,000.00 |
| Oak Ridge Investments, LLC | Oak Ridge All Cap Growth | 100,000.00 |
| Oak Ridge Investments, LLC | Oak Ridge Large Cap Growth | 100,000.00 |
| Oak Ridge Investments, LLC | Oak Ridge Mid Cap Growth | 100,000.00 |
| Oak Ridge Investments, LLC | Oak Ridge Small/Mid Cap Growth | 100,000.00 |
| Old West Investment Management, LLC | Old West All Cap | 100,000.00 |
| O'Shaughnessy Asset Management, LLC | O'Shaughnessy Enhanced Dividend | 250,000.00 |
| Pacific Income Advisers † ² | Pacific Income Advisers Limited Duration SMA | 100,000.00 |
| Pacific Income Advisers † ³ | Pacific Income Advisers Market Duration SMA | 100,000.00 |
| Parametric Portfolio Associates LLC | Eaton Vance Parametric Tax Managed Large Cap Value | 250,000.00 |
| Parametric Portfolio Associates LLC | Parametric Custom Core - Russell 3000 | 250,000.00 |
| Parametric Portfolio Associates LLC | Parametric Custom Core - S&P 500 | 250,000.00 |
| Parametric Portfolio Associates LLC | Parametric Custom Core US Large Mid-Cap TM | 250,000.00 |
| Parametric Portfolio Associates LLC | Parametric Custom Core US Mega Cap TM | 250,000.00 |
| Parametric Portfolio Associates LLC | Parametric Tax Managed MSP | 250,000.00 |
| Polen Capital Management, LLC | Polen Focus Growth | 100,000.00 |
| Polen Capital Management, LLC | Polen Global Growth ADR | 100,000.00 |
| Polen Capital Management, LLC | Polen International Growth | 100,000.00 |
| Principal Global Investors, LLC | Spectrum Preferred SMA | 100,000.00 |
| Reaves Asset Management † ⁴ | Reaves Long Term Value (Utility/Energy Infrastructure) | 100,000.00 |
| Renaissance Investment Management | Renaissance Large Cap Growth | 50,000.00 |
| Riverbridge Partners, LLC | Riverbridge All Cap Growth | 100,000.00 |
| Riverbridge Partners, LLC | Riverbridge Eco Leaders Growth Portfolio | 100,000.00 |
| Riverbridge Partners, LLC | Riverbridge Large Cap Growth | 100,000.00 |
| Riverbridge Partners, LLC | Riverbridge Small Cap Growth (Transfer Only) | 100,000.00 |
| Riverfront Investment Group LLC † ² | Riverfront Conservative Income Builder | 200,000.00 |
| Riverfront Investment Group LLC † ³ | Riverfront Dynamic Equity Income | 200,000.00 |
| Riverfront Investment Group LLC | Riverfront ETF Conservative Income Builder | 100,000.00 |
| Riverfront Investment Group LLC † ² | Riverfront ETF Dynamic Equity Income | 100,000.00 |
| Riverfront Investment Group LLC † ² | Riverfront ETF Global Allocation | 100,000.00 |
| Riverfront Investment Group LLC † ¹ | Riverfront ETF Global Growth | 100,000.00 |
| Riverfront Investment Group LLC † ¹ | Riverfront ETF Moderate Growth & Income | 100,000.00 |
| Riverfront Investment Group LLC | Riverfront Global Allocation | 200,000.00 |
| Riverfront Investment Group LLC † ¹ | Riverfront Global Growth | 200,000.00 |
| Riverfront Investment Group LLC † ¹ | Riverfront Moderate Growth & Income | 200,000.00 |
| Segall, Bryant & Hamill | Segall, Bryant & Hamill All Cap Core | 100,000.00 |

| Portfolio Managers and Styles as of December 31, 2023 | | Minimum Investment (\$) |
|---|---|-------------------------|
| Segall, Bryant & Hamill | Segall, Bryant & Hamill Core Fixed Income | 5,000,000.00 |
| Segall, Bryant & Hamill | Segall, Bryant & Hamill Intermediate Fixed Income | 5,000,000.00 |
| Segall, Bryant & Hamill | Segall, Bryant & Hamill SMID Cap | 100,000.00 |
| Shelton Capital Management | Shelton Capital Management International Equity | 100,000.00 |
| Sterling Capital Management, LLC | Sterling Capital Equity Income | 100,000.00 |
| Sterling Capital Management, LLC | Sterling Capital Global Leaders | 100,000.00 |
| Sterling Capital Management, LLC | Sterling Capital Special Opportunities | 100,000.00 |
| TCW Investment Management Company | TCW Concentrated Core Equity | 100,000.00 |
| TCW Investment Management Company | TCW Large Cap Balanced Growth | 100,000.00 |
| TCW Investment Management Company | TCW Relative Value Balanced | 100,000.00 |
| TCW Investment Management Company | TCW Relative Value Large Cap | 100,000.00 |
| TCW Investment Management Company | TCW Relative Value Mid Cap | 100,000.00 |
| Templeton Separately Managed Accounts | Templeton Global Equity SMA | 100,000.00 |
| Templeton Separately Managed Accounts | Templeton International Equity SMA | 100,000.00 |
| The Roosevelt Investment Group, Inc. | The Roosevelt Investment Group All Cap Core | 100,000.00 |
| The Roosevelt Investment Group, Inc. | The Roosevelt Investment Group Current Income Portfolio | 100,000.00 |
| Thompson, Siegel & Walmsley LLC | Thompson, Siegel & Walmsley Mid Cap Value | 100,000.00 |
| Thornburg Investment Management, Inc. † ⁴ | Thornburg Intermediate Muni Wrap | 2,000,000.00 |
| Thornburg Investment Management, Inc. | Thornburg International ADR Strategy | 100,000.00 |
| Thornburg Investment Management, Inc. † ⁴ | Thornburg Limited Term Muni Wrap | 2,000,000.00 |
| ValueWorks LLC | ValueWorks Large Cap Value | 50,000.00 |
| ValueWorks LLC | ValueWorks Large Cap Value Balanced | 100,000.00 |
| Victory Capital Management | Victory Capital NewBridge Large Cap Growth | 100,000.00 |
| Victory Capital Management | Victory Diversified Equity: Large Cap Core | 100,000.00 |
| WCM Investment Management * | WCM Investment Quality Global Growth | 100,000.00 |
| Wedgewood Partners, Inc. | Wedgewood Large Cap Focused Growth | 100,000.00 |
| William Blair Investment Management, LLC | William Blair All Cap Growth | 100,000.00 |
| William Blair Investment Management, LLC | William Blair International Leaders ADR | 100,000.00 |
| William Blair Investment Management, LLC | William Blair Large Cap Growth | 100,000.00 |
| Wright Investors' Service, Inc. | Wright Dividend Income Equity | 225,000.00 |
| Wright Investors' Service, Inc. | Wright Large Cap Core Equity | 250,000.00 |
| Wright Investors' Service, Inc. | Wright Large Cap Growth Equity | 225,000.00 |
| Wright Investors' Service, Inc. | Wright Large Cap Value Equity | 225,000.00 |
| Wright Investors' Service, Inc. | Wright Mid-Cap Core Equity | 225,000.00 |
| Zacks Investment Management, Inc. | Zacks Dividend Strategy | 100,000.00 |
| Zacks Investment Management, Inc. | Zacks All Cap Core | 100,000.00 |
| Ziegler Capital Management, LLC | Red Granite Large Cap Growth | 100,000.00 |
| Ziegler Capital Management, LLC | Ziegler Large Cap Value Dividend Select | 100,000.00 |
| Ziegler Capital Management, LLC | Ziegler Mid Cap Core | 100,000.00 |
| Ziegler Capital Management, LLC | Ziegler MVP Small Cap Core | 100,000.00 |

† BNY Mellon Advisors, Inc. (“BNYMA”) is aware that this Portfolio Manager trades away from Pershing for certain investment styles. Additional Portfolio Managers in the Program may trade away presently or in the future. The information regarding Portfolio Manager trade aways is based upon data that BNYMA collects from its affiliate, Pershing, as well as data sourced directly from the Portfolio Managers. Although BNYMA attempts to verify the information through each Portfolio Manager, BNYMA makes no representations regarding the accuracy of the information presented. Information regarding Portfolio Managers that trade away is historic information and there is no guarantee that a Portfolio Manager will follow the same practice in the future. As discussed in Item 6.H.5, there may be additional fees associated with a Portfolio Manager’s trades away from Pershing, which fees typically may be anywhere from \$.00 to \$0.07 per share for equity securities. Trade away fees involving ADRs vary and in some cases, BNYMA observes higher fees than the range indicated for equity transactions, while some Portfolio Managers may credit back certain costs and fees for ADR transactions. Those Portfolio Managers who trade fixed income securities away from Pershing also incur additional fees per bond or on a per transaction basis. These costs are embedded in the net price you receive and not separately disclosed by the executing broker in your confirmation or statement. Please refer to the Portfolio Manager’s Form ADV, Part 2 A, or contact your Consultant for more information about the additional fees that you may incur. In certain circumstances, Portfolio Managers provide cost information in terms of basis points (bps). Portfolio Managers who disclose additional fees or costs in terms of basis points, may charge up to 100 bps per trade, however future charges could be more or less as such decisions are made at the discretion of the Portfolio Manager.

- ¹ Based on BNYMA’s review, this Portfolio Manager traded away from Pershing for certain investment styles with respect to 0%-25% of their block trading activity during the calendar year period ended December 31, 2023.
- ² Based on BNYMA’s review, this Portfolio Manager traded away from Pershing for certain investment styles with respect to 26%-50% of their block trading activity during the calendar year period ended December 31, 2023.
- ³ Based on BNYMA’s review, this Portfolio Manager traded away from Pershing for certain investment styles with respect to 51%-75% of their block trading activity during the calendar year period ended December 31, 2023.
- ⁴ Based on BNYMA’s review, this Portfolio Manager traded away from Pershing for certain investment styles with respect to 76%-100% of their block trading activity during the calendar year period ended December 31, 2023.

Additional information related to the Portfolio Manager’s frequency of trade aways and their potential costs can be found in Exhibit D, as well as on the BNYMA website, at:
<https://www.pershing.com/bnymellonadvisors>.

- * WCM Investment Management has a trade rotation policy that divides accounts in two buckets, the 2nd bucket includes accounts participating in a WRAP Program or UMA Program. The 2nd bucket, as stated in their policy, trades after those accounts in which they have full discretion (1st bucket). In addition, portfolios with ordinary shares are often traded before other portfolios containing ADRS.
- ** Schafer Cullen has a trade rotation policy where the firm will wait until each broker confirms full execution of the trade before submission of the next trade to the next broker in the rotation. However, in the case of certain platform trades where the broker does not have the ability to report prices and execution times or may not execute immediately, the trading group will group all such accounts at the end of the rotation. BNYMA does not always trade immediately and does not have the ability to confirm the trades to the Model Provider and is therefore moved to the end of the rotation.

EXHIBIT B

Schedule of Third Party Model Providers and Models Available as Third Party Strategists*

as of December 31, 2023

| Third Party Model Providers and Models | Minimum Investment | Model Fee |
|---|--------------------|-----------|
| BlackRock Investment Management LLC – Target Allocation – 0/100 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 10/90 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 20/80 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 30/70 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 40/60 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 50/50 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 60/40 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 70/30 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 80/20 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 90/10 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 100/0 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 0/100 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 10/90 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 20/80 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 30/70 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 40/60 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 50/50 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 60/40 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 70/30 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 80/20 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 90/10 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Income – Moderate Income | \$25,000 | 0.10% |
| BlackRock Investment Management LLC – Target Income – Core Income | \$25,000 | 0.10% |
| BlackRock Investment Management LLC – Target Income – High Income | \$25,000 | 0.10% |
| BlackRock Investment Management LLC – Target Income – Aggressive Income | \$25,000 | 0.10% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Capital Preservation | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Moderate Growth | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Accumulation | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Aggressive Growth | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Income | \$10,000 | 0.00% |
| Buckingham Strategic Partners, LLC - Defensive DFA Model | \$25,000 | 0.25% |
| Buckingham Strategic Partners, LLC - Conservative DFA Model | \$25,000 | 0.25% |
| Buckingham Strategic Partners, LLC - Balanced DFA Model | \$25,000 | 0.25% |
| Buckingham Strategic Partners, LLC - Moderate DFA Model | \$25,000 | 0.25% |
| Buckingham Strategic Partners, LLC - Moderate Growth DFA Model | \$25,000 | 0.25% |
| Buckingham Strategic Partners, LLC - Capital Appreciation DFA Model | \$25,000 | 0.25% |
| Buckingham Strategic Partners, LLC - Equity DFA Model | \$25,000 | 0.25% |
| Calvert Investments Inc. – Responsible Conservative Portfolio | \$25,000 | 0.00% |
| Calvert Investments Inc. – Responsible Moderate Portfolio | \$25,000 | 0.00% |

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| Calvert Investments Inc. – Responsible Growth Portfolio | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Aggressive Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Moderate Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Balanced Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Capital Preservation | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Conservative Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Allocation – All Equity | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Allocation – Equity Income | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Allocation – Diversified Low Duration | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Allocation – High Income | \$25,000 | 0.00% |
| Goldman Sachs Asset Management LP – Goldman Sachs 20/80 ETF Model Portfolio | \$15,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 30/70 ETF Model Portfolio | \$15,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 40/60 ETF Model Portfolio | \$15,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 50/50 ETF Model Portfolio | \$15,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 60/40 ETF Model Portfolio | \$15,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 70/30 ETF Model Portfolio | \$15,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 80/20 ETF Model Portfolio | \$15,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 90/10 ETF Model Portfolio | \$15,000 | 0.00% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 20/80 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 30/70 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 40/60 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 50/50 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 60/40 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 70/30 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 80/20 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 90/10 ETF Model Portfolio | \$25,000 | 0.15% |
| Invesco Inc. – Invesco Strategic ETF 20/80 Portfolio | \$25,000 | 0.00% |
| Invesco Inc. – Invesco Strategic ETF 40/60 Portfolio | \$25,000 | 0.00% |
| Invesco Inc. – Invesco Strategic ETF 60/40 Portfolio | \$25,000 | 0.00% |
| Invesco Inc. – Invesco Strategic ETF 80/20 Portfolio | \$25,000 | 0.00% |
| Invesco Inc. – Invesco Strategic ETF 90/10 Portfolio | \$25,000 | 0.00% |
| Morningstar Investment Services, Inc. – Conservative ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Income and Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Moderate Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Aggressive Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Conservative MF Model | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Income and Growth MF Model | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Moderate Growth MF Model | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Growth MF Model | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Aggressive Growth MF Model | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Retirement Income Long Range | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Retirement Income Mid Range | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Retirement Income Short Range | \$10,000 | 0.00% |
| Morningstar Investment Services, Inc. – Retirement Income Ultra Short | \$10,000 | 0.00% |

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| Natixis Advisors, L.P. – Natixis Risk-Efficient Conservative Model | \$25,000 | 0.00% |
| Natixis Advisors, L.P. – Natixis Risk-Efficient Moderate Model | \$25,000 | 0.00% |
| Natixis Advisors, L.P. – Natixis Risk-Efficient Growth Model | \$25,000 | 0.00% |
| New Frontier Advisors, LLC – ETF Global Income | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Income | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Growth | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Growth | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Equity | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Income (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Income (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Growth (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Growth (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Equity (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Multi-Asset Income Conservative | \$50,000 | 0.35% |
| New Frontier Advisors, LLC – ETF Multi-Asset Income Balanced | \$50,000 | 0.35% |
| New Frontier Advisors, LLC – ETF Multi-Asset Income Growth | \$50,000 | 0.35% |
| Pacific Investment Management Company LLC – PIMCO Tax Aware Fixed Income ETF Portfolio Capital Preservation | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Tax Aware Fixed Income ETF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Tax Aware Fixed Income MF Portfolio Capital Preservation | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Tax Aware Fixed Income MF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Tax Aware Fixed Income MF Portfolio Income Focus | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Taxable Fixed Income ETF Portfolio Capital Preservation | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Taxable Fixed Income ETF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Taxable Fixed Income MF Portfolio Capital Preservation | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Taxable Fixed Income MF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Investment Management Company LLC – PIMCO Taxable Fixed Income MF Portfolio Income Focus | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Conservative Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Moderate Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Balanced Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Equity Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Conservative Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Moderate Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Balanced Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Equity Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Conservative Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Moderate Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Moderate Growth Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Balanced Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Balanced Growth Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Growth Model Strategy | \$25,000 | 0.00% |

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| Russell Investment Management, LLC – Hybrid Equity Growth Model Strategy | \$25,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 100% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 10% Equity / 90% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 20% Equity / 80% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 30% Equity / 70% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 40% Equity / 60% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 50% Equity / 50% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 60% Equity / 40% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 70% Equity / 30% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 80% Equity / 20% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 90% Equity / 10% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 100% Equity | \$10,000 | 0.00% |

*Availability subject to change without notice.

Schedule of Third Party Model Providers and Models Available for the Flexible UMA*

as of December 31, 2023

| Third Party Model Provider Providers and Models | Minimum Investment | Model Fee |
|---|--------------------|-----------|
| Aberdeen Standard Investments Inc. – Small Cap Core | \$50,000 | 0.40% |
| Anchor Capital Advisors, LLC – All Cap Value | \$50,000 | 0.35% |
| Anchor Capital Advisors, LLC – Balanced Value | \$50,000 | 0.33% |
| Anchor Capital Advisors, LLC – Mid Cap Value | \$50,000 | 0.38% |
| Bahl & Gaynor, Inc. – Income Growth | \$100,000 | 0.32% |
| Bahl & Gaynor, Inc. – Large Cap Quality Growth | \$100,000 | 0.32% |
| Berkshire Asset Management, LLC – Dividend Growth Strategy | \$50,000 | 0.30% |
| BlackRock Investment Management LLC – Equity Dividend | \$75,000 | 0.28% |
| BlackRock Investment Management LLC – Global Dividend | \$50,000 | 0.30% |
| BlackRock Investment Management LLC – International Equity ADR | \$50,000 | 0.30% |
| BlackRock Investment Management LLC – Target Allocation – 0/100 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 10/90 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 20/80 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 30/70 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 40/60 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 50/50 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 60/40 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 70/30 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 80/20 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 90/10 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation – 100/0 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 0/100 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 10/90 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 20/80 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 30/70 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 40/60 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 50/50 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 60/40 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 70/30 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 80/20 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Allocation Tax Aware – 90/10 | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Income – Core Income | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Income – High Income | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Income – Aggressive Income | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Target Income – Moderate Income | \$10,000 | 0.00% |
| BlackRock Investment Management LLC – Large Cap Core | \$100,000 | 0.28% |
| BlackRock Investment Management LLC – Large Cap Value | \$100,000 | 0.28% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Capital Preservation | \$5,000 | 0.00% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Moderate Growth | \$5,000 | 0.00% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Accumulation | \$5,000 | 0.00% |
| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Aggressive Growth | \$5,000 | 0.00% |

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| BlackRock Investment Management LLC – Long Horizon Allocation Portfolios – Income | \$5,000 | 0.00% |
| Boston Partners Global Investors, Inc. – International Equity | \$50,000 | 0.45% |
| Boston Partners Global Investors, Inc. – Large Cap Value Equity | \$50,000 | 0.35% |
| Boyd Watterson Asset Management LLC – Ultra Enhanced Core ETF | \$50,000 | 0.20% |
| Brentview Investment Management, LLC – Dividend Growth | \$50,000 | 0.50% |
| Calvert Investments Inc. – Responsible Conservative Portfolio | \$25,000 | 0.00% |
| Calvert Investments Inc. – Responsible Moderate Portfolio | \$25,000 | 0.00% |
| Calvert Investments Inc. – Responsible Growth Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Conservative Growth and Income Model Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Global Growth Model Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Growth and Income Model Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Growth Model Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Moderate Growth and Income Model Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Preservation Model Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Tax-Aware Conservative Growth and Income Model Portfolio | \$25,000 | 0.00% |
| Capital Group - American Funds Tax-Exempt Preservation Model Portfolio | \$25,000 | 0.00% |
| Capital Group – Global Equity | \$100,000 | 0.35% |
| Capital Group – Global Growth | \$100,000 | 0.35% |
| Capital Group – International Equity | \$100,000 | 0.35% |
| Capital Group – International Growth | \$100,000 | 0.35% |
| Capital Group – U.S. Core | \$100,000 | 0.28% |
| Capital Group – U.S. Equity | \$100,000 | 0.28% |
| Capital Group – U.S. Growth | \$100,000 | 0.28% |
| Capital Group – U.S. Income & Growth | \$100,000 | 0.28% |
| Capital Group – World Dividend Growers | \$100,000 | 0.35% |
| Chartwell Investment Partners LLC – Mid Cap Value | \$50,000 | 0.30% |
| Chartwell Investment Partners LLC – Small Cap Value | \$50,000 | 0.30% |
| Chartwell Investment Partners LLC – SMID Value | \$50,000 | 0.35% |
| Clark Capital Management Group, Inc. – Navigator Fixed Income TR (Wells) | \$25,000 | 0.00% |
| Coho Partners Ltd. – Relative Value | \$75,000 | 0.40% |
| Cullen Capital Management, LLC – Global High Dividend ADR | \$50,000 | 0.35% |
| Cullen Capital Management, LLC – International High Dividend ADR | \$50,000 | 0.35% |
| Dana Investment Advisors, Inc. – Large Cap Equity | \$50,000 | 0.25% |
| Dana Investment Advisors, Inc. – Small Cap Equity | \$50,000 | 0.40% |
| Dana Investment Advisors, Inc. – Social ESG Equity | \$50,000 | 0.25% |
| Davis Selected Advisers, L.P. – Large Cap Value SMA | \$75,000 | 0.34% |
| Davis Selected Advisers, L.P. – Multi-Cap Equity | \$75,000 | 0.34% |
| Dearborn Partners LLC - Core Rising Dividend | \$50,000 | 0.35% |
| Dearborn Partners LLC - High and Rising Dividends | \$50,000 | 0.35% |
| Dearborn Partners LLC – Multi-Asset SMA Model | \$50,000 | 0.35% |
| Delaware Investments – Large Cap Value | \$50,000 | 0.30% |
| Delaware Investments – SMID Cap Core | \$100,000 | 0.35% |
| Eagle Asset Management, Inc. – Equity Income | \$50,000 | 0.35% |
| Eagle Asset Management, Inc. – Large Cap Core | \$50,000 | 0.35% |
| Eagle Asset Management, Inc. – Mid Cap Growth (Transfer Only) | \$85,000 | 0.35% |
| Eagle Asset Management, Inc. – Small Cap Core | \$50,000 | 0.35% |
| EARNEST Partners LLC – Small Cap Core (Transfer Only) | \$50,000 | 0.40% |
| Equity Investment Corporation – All Cap Value Equity | \$75,000 | 0.40% |
| Equity Investment Corporation – Large Cap Value Equity | \$75,000 | 0.40% |
| Equity Investment Corporation – Mid Cap Value Equity | \$75,000 | 0.40% |
| Federated Investment Counseling – Clover All Cap Value | \$50,000 | 0.35% |
| Federated Investment Counseling – Global Strategic Value Dividend ADRs | \$50,000 | 0.40% |

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| Federated Investment Counseling – International Strategic Value Dividend ADRs w/ MAPS | \$50,000 | 0.40% |
| Federated Investment Counseling – Strategic Value Dividend | \$50,000 | 0.35% |
| First Trust Advisors LP – FT Strategic Risk – Aggressive Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Moderate Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Balanced Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Conservative | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Risk – Conservative Growth | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Focus – All Equity | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Focus – Equity Income | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Focus – Diversified Low Duration | \$25,000 | 0.00% |
| First Trust Advisors LP – FT Strategic Focus – High Income | \$25,000 | 0.00% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge All-Cap Growth | \$75,000 | 0.32% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge Appreciation | \$50,000 | 0.30% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge Dividend Strategy | \$50,000 | 0.30% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge International Growth ADR | \$50,000 | 0.33% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge International Growth ADR ESG | \$50,000 | 0.33% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge International Value ADR | \$50,000 | 0.33% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge Large-Cap Growth | \$50,000 | 0.30% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge Mid Cap Portfolios | \$50,000 | 0.32% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge Multi Cap Growth | \$50,000 | 0.32% |
| Franklin Templeton Private Portfolio Group LLC - ClearBridge Small Cap Growth | \$50,000 | 0.38% |
| Fred Alger Management Inc. – Capital Appreciation | \$50,000 | 0.30% |
| Genter Capital Management LLC – Dividend Income | \$50,000 | 0.25% |
| Goldman Sachs Asset Management LP – Goldman Sachs 40/60 ETF Model Portfolio | \$25,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 60/40 ETF Model Portfolio | \$25,000 | 0.00% |
| Goldman Sachs Asset Management LP - Goldman Sachs 80/20 ETF Model Portfolio | \$25,000 | 0.00% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 20/80 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC - Goldman Sachs Multi-Manager 30/70 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC - Goldman Sachs Multi-Manager 40/60 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 50/50 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 60/40 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 70/30 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Manager 80/20 ETF Model Portfolio | \$25,000 | 0.15% |
| GSAM Strategist Portfolios, LLC – Goldman Sachs Multi-Managed 90/10 ETF Model Portfolio | \$25,000 | 0.15% |
| Great Lakes Advisors LLC – Disciplined All Cap | \$50,000 | 0.33% |
| Great Lakes Advisors LLC – Disciplined Equity Large Cap | \$50,000 | 0.30% |
| Great Lakes Advisors LLC – Disciplined Equity SMid Cap | \$75,000 | 0.35% |
| Hilton Capital Management LLC- Tactical Income Strategy | \$100,000 | 0.38% |
| Jennison Associates LLC – Large Cap Growth Equity | \$50,000 | 0.30% |
| Lazard Asset Management LLC – Emerging Markets Equity Select | \$100,000 | 0.45% |
| Lazard Asset Management LLC – European Equity Select ADR | \$100,000 | 0.45% |
| Lazard Asset Management LLC – Global Equity Select ADR | \$100,000 | 0.45% |
| Lazard Asset Management LLC – International Equity Select ADR | \$100,000 | 0.45% |
| Lazard Asset Management LLC – International Equity Select with Emerging Markets ADR | \$100,000 | 0.45% |

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| Lazard Asset Management LLC – Minerva Gender Diversity ADR | \$100,000 | 0.40% |
| Logan Capital Management, Inc. – Large Cap Growth | \$50,000 | 0.25% |
| Miller Howard Investments Inc. – Income Equity with MLPs | \$50,000 | 0.36% |
| Miller Howard Investments Inc. – Income Equity no MLPs | \$50,000 | 0.36% |
| Morningstar Investment Services, Inc. – Conservative ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Income and Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Moderate Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Aggressive Growth ETF Model | \$25,000 | 0.20% |
| Morningstar Investment Services, Inc. – Conservative MF Model | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Income and Growth MF Model | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Moderate Growth MF Model | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Growth MF Model | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Aggressive Growth MF Model | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Retirement Income Long Range | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Retirement Income Mid Range | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Retirement Income Short Range | \$25,000 | 0.25% |
| Morningstar Investment Services, Inc. – Retirement Ultra-Short Range | \$25,000 | 0.25% |
| Natixis Advisors, L.P. - Natixis Risk-Efficient Conservative Model | \$25,000 | 0.10% |
| Natixis Advisors, L.P. - Natixis Risk-Efficient Moderate Model | \$25,000 | 0.10% |
| Natixis Advisors, L.P. - Natixis Risk-Efficient Growth Model | \$25,000 | 0.10% |
| New Frontier Advisors, LLC – ETF Global Income | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Income | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Growth | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Growth | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Equity | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Income (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Income (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Balanced Growth (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Growth (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Global Equity (Tax Sensitive) | \$50,000 | 0.25% |
| New Frontier Advisors, LLC – ETF Multi-Asset Income Conservative | \$50,000 | 0.35% |
| New Frontier Advisors, LLC – ETF Multi-Asset Income Balanced | \$50,000 | 0.35% |
| New Frontier Advisors, LLC – ETF Multi-Asset Income Growth | \$50,000 | 0.35% |
| Pacific Income Management Company LLC – PIMCO Tax Aware Fixed Income ETF Portfolio Capital Preservation | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Tax Aware Fixed Income ETF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Tax Aware Fixed Income MF Portfolio Capital Preservation | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Tax Aware Fixed Income MF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Tax Aware Fixed Income MF Portfolio Income Focus | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Taxable Fixed Income ETF Portfolio Capital Preservation | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Taxable Fixed Income ETF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Taxable Fixed Income MF Portfolio Capital Preservation | \$25,000 | 0.00% |

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|---|-----------|-------|
| Pacific Income Management Company LLC – PIMCO Taxable Fixed Income MF Portfolio Enhanced Core | \$25,000 | 0.00% |
| Pacific Income Management Company LLC – PIMCO Taxable Fixed Income MF Portfolio Income Focus | \$25,000 | 0.00% |
| Polen Capital Management, LLC – Focus Growth (Transfer Only) | \$50,000 | 0.35% |
| Principal Global Investors LLC – Mid-Cap Equity | \$75,000 | 0.35% |
| Principal Global Investors LLC – Small Cap Value Equity | \$75,000 | 0.35% |
| Principal Global Investors LLC – Spectrum Preferred Securities w/ Capital Securities | \$75,000 | 0.35% |
| Principal Global Investors LLC – Spectrum Tax-Advantaged Preferred Securities | \$75,000 | 0.35% |
| Redwood Investments, LLC – U.S. Small Cap Growth Equity | \$100,000 | 0.40% |
| Renaissance Investment Management LLC – Emerging Markets | \$50,000 | 0.45% |
| Renaissance Investment Management LLC – International Equity ADR | \$50,000 | 0.40% |
| Renaissance Investment Management LLC – International Small Cap | \$50,000 | 0.45% |
| Renaissance Investment Management LLC – Large Cap Growth | \$50,000 | 0.35% |
| Riverbridge Partners LLC – Eco Leaders Growth Portfolio | \$100,000 | 0.45% |
| Riverbridge Partners LLC – SMID Cap Growth (Transfers Only) | \$100,000 | 0.45% |
| Russell Investment Management, LLC – Conservative Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Moderate Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Balanced Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Equity Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Conservative Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Moderate Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Balanced Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Tax-Managed Equity Growth Model Strategy | \$10,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Conservative Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Moderate Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Moderate Growth Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Balanced Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Balanced Growth Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Growth Model Strategy | \$25,000 | 0.00% |
| Russell Investment Management, LLC – Hybrid Equity Growth Model Strategy | \$25,000 | 0.00% |
| Sage Advisory Services Ltd. Co. – Core Plus Fixed Income ETF | \$25,000 | 0.20% |
| TCW Investment Management Company – Concentrated Core Equities | \$50,000 | 0.32% |
| TCW Investment Management Company – Relative Value Large Cap Model | \$50,000 | 0.32% |
| T. Rowe Price Associates, Inc. – U.S. Growth Stock Model | \$100,000 | 0.28% |
| T. Rowe Price Associates, Inc. – U.S. Value Equity Model | \$10,000 | 0.28% |
| Vanguard Advisers, Inc. – CRSP 100% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 10% Equity / 90% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 20% Equity / 80% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 30% Equity / 70% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 40% Equity / 60% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 50% Equity / 50% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 60% Equity / 40% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 70% Equity / 30% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 80% Equity / 20% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 90% Equity / 10% Fixed Income | \$10,000 | 0.00% |
| Vanguard Advisers, Inc. – CRSP 100% Equity | \$10,000 | 0.00% |
| William Blair & Co. LLC – International Growth ADR | \$50,000 | 0.35% |
| William Blair & Co. LLC – Large Cap Growth | \$50,000 | 0.30% |

*Availability subject to change without notice.

EXHIBIT C

Risks Associated with Certain Investments

Despite the analysis undertaken by BNY Mellon Advisors, Inc. (“BNYMA”) and Portfolio Managers, it is important to remember that all investments carry some degree of risk. Risk may include loss of some, or even all, of your investment. No particular type of investment, or approach to investing, is guaranteed to perform well, and there may be other investment vehicles, Sub-Advisers, Portfolio Managers, Third Party Model Providers or approaches not offered by BNYMA that may perform as well or better. You should consider these factors carefully before deciding to invest. The risks associated with certain investments are described below.

Absolute Return Strategies

Absolute return strategies use a variety of investment strategies, including long and short positions, in an effort to produce absolute (positive) returns regardless of general market conditions. Absolute return strategies may be invested in a variety of traditional and alternative asset classes. Absolute return strategies generally do not attempt to keep the portfolio structure or the fund’s performance consistent with any designated stock, bond or market index, and during times of market rallies, absolute strategy funds may not perform as well as other funds that seek to outperform an index return. Because a significant portion of an absolute strategy fund’s assets may be invested in a particular geographic region or country, the value of the fund’s assets may fluctuate more than a fund with less exposure to such areas.

Alternative Investments, Derivatives, and the Use of Leverage

Alternative investments and derivatives are often more volatile than other investments and may magnify the vehicle’s gains and losses. A derivative is a security or contract (futures, options etc.) the value of which fluctuates with the value of another security (i.e., its value is “derived” from the value of another). An example would be a call option on a stock. The value of the option depends, in part, on the price of the stock. An investment vehicle that uses derivatives could be negatively affected if the change in market value of its securities fails to correspond as expected to the underlying securities. You should have a long-term investment horizon if you are considering these types of investments.

Alternative investment products are not for everyone and entail risks that are different from more traditional investments. Alternative investment strategies are intended for sophisticated investors and involve a high degree of risk, including, among other things, the risks inherent in investing in securities and derivatives, using leverage, and engaging in short sales. An investment in an alternative investment product or strategy is speculative and should not constitute a complete investment program. Diversification and strategic asset allocation do not assure a profit or protect against loss in declining markets.

The use of derivative instruments may involve leverage. Leverage is the risk associated with securities or practices that multiply small index, market or asset price movements into larger changes in value. Leverage may cause the fund to be more volatile than if it had not been leveraged, as certain types of leverage may exaggerate the effect of any increase or decrease in the value of the fund’s portfolio securities. The loss on leveraged transactions may substantially exceed the initial investment.

Investment vehicles used in portfolios may use derivatives that are often more volatile than other investments and may magnify the fund's gains or losses. An investment that uses derivatives could be negatively affected if the change in the market value of its securities fails to correlate adequately with the values of the derivatives it purchased or sold.

Artificial Intelligence

Investments in artificial intelligence companies, especially smaller companies, tend to be more volatile than companies that do not rely heavily on technology. Artificial intelligence companies face intense competition and potentially rapid product obsolescence, and many depend significantly on retaining and growing the consumer base of their respective products and services. Artificial intelligence companies are heavily dependent on intellectual property rights and may be adversely affected by loss or impairment of those rights. There can be no assurance such companies will be able to successfully protect their intellectual property to prevent the misappropriation of their technology, or that competitors will not develop technology that is substantially similar or superior to such companies' technology. Company products and services may be impacted by legal and regulatory changes, particularly related to information privacy and data protection. Artificial intelligence companies typically engage in significant amounts of spending on research and development, and there is no guarantee that the products or services produced by these companies will be successful.

Bank Loans

Investment vehicles may include mutual funds and/or ETFs that invest in floating rate loans (a.k.a. bank loans), which are subject to risks similar to those of below investment grade securities. The value of the collateral securing the loan may decline, causing a loan to be substantially unsecured. In addition, the sale and purchase of a bank loan are subject to the requirements of the underlying credit agreement governing such bank loan. These requirements may limit the eligible pool of potential bank loan holders by placing conditions or restriction on sales and purchases of bank loans. Bank loans are not traded on an exchange and purchasers and sellers of bank loans rely on market makers, usually the administrative agent for a particular bank loan, to trade bank loans. These factors, in addition to overall market volatility, may negatively impact the liquidity of loans. Difficulty in selling a floating rate loan may result in a loss. Borrowers may pay back principal before the scheduled due date when interest rates decline, which may require the mutual fund or ETF to replace a particular loan with a lower-yielding security. There may be less public information available with respect to loans than for rated, registered or exchange listed securities. The mutual fund or ETF may assume the credit risk of the administrative agent in addition to the borrower, and investments in loan assignments may involve the risks of being a lender.

Closed-End Funds

Portfolios that invest in closed-end funds are subject to general market risk and, depending on the investment policy of a particular fund and the types of securities in which a fund invests, may also be subject to issuer, credit, interest rate, prepayment, inflation, liquidity, political, currency, and leverage risk. Shares of closed-end funds trade in the stock market based on investor demand; therefore, shares may trade at a price higher or lower than the market value of a fund's total net assets. For a complete discussion of the risks for a particular closed-end fund, investors should refer to the fund's prospectus.

Commodities

Commodities are assets that have tangible properties, such as oil, metals and agricultural products. Funds that invest in commodities and commodity-linked securities may be affected by overall market movements, changes in interest rates and other factors, such as weather, disease, embargoes, and international economic and political developments, as well as the trading activity of speculators and arbitrageurs in the underlying commodities. Funds that invest in commodities or commodity-linked securities may not be suitable for all investors. The potential for a commodity-linked security to use derivative instruments, such as futures, options and swap agreements, to achieve its investment objective may create additional risks that would not be present in the underlying securities themselves, thus raising the potential for greater investment loss.

Concentration Risk

Where a pooled vehicle's underlying index or portfolio is concentrated in the securities of a particular market, country, industry, sector or asset class, the vehicle may be adversely affected by the performance of those securities, subject to increased price volatility and may be more susceptible to adverse economic, market, political or regulatory occurrences affecting that particular market, country, industry, sector or asset class.

Convertible Arbitrage Strategies

Funds that employ convertible arbitrage strategies seek to generate income by purchasing convertible securities and then selling short the securities' underlying stock. Investing in convertible securities involves risks, including the risk that the company issuing the debt security will be unable to repay principal and interest (default risk) and the risk that the debt security will decline in value if interest rates rise (interest rate risk). Convertible securities are subject to price fluctuations and may gain or lose value if sold prior to maturity. A majority of convertible securities trade on the over-the-counter market, which may make them more illiquid than other investments. Short selling involves significant risk, as an increase in the value of borrowed securities between the date of the short sale and date the borrowed security is replaced may expose the fund to unlimited loss.

Convertible Securities

Investments in convertible securities are subject to price fluctuation and may gain or lose value if sold prior to maturity. A majority of convertible securities trade on the over-the-counter market, which may make them more illiquid than other securities.

Corporate Fixed Income

Investments in corporate fixed income securities are subject to a number of risks, including the possibility of issuer default, credit risk, market risk and call risk.

Covered Calls

Funds that engage in the selling (or writing) of covered calls may involve a high degree of risk and may not be suitable for all investors. For a call option that is sold (written), if that option is exercised, the upside potential is limited to the premium received plus the difference between its stock price and the stock purchase price. If the option is not exercised and expires out-of-the-money and with no value, the upside potential is any gain in share value plus the premium received. On the downside, limited protection is provided by the premium received from the call's sale. The loss potential may be

substantial and is limited only by the stock declining to zero. Investors should read and understand the risks associated with options prior to engaging in any covered call strategy.

Currency Carry Strategies

Funds that employ currency carry strategies seek to benefit from changes in the relative valuations of one currency to another currency, primarily through the buying and selling of over-the-counter (OTC) derivatives, such as currency spot, forward and non-deliverable forward contracts. This strategy may involve significant risk, as there is no exchange on which to trade over-the-counter derivatives and no standardization of contracts, which may make it difficult or impossible to value or liquidate an open position. The relationship between different currencies may be highly volatile, and transactions involving foreign currencies may entail risks not common to investments denominated entirely in a person's domestic currency. Such risks include the risks of political or economic policy changes in the foreign nation; the stability of foreign governments, banking systems and economies; the performance of global stock markets; interest rate levels; inflation; and any other conditions that may substantially and permanently alter the conditions, terms, marketability or price of a foreign currency. The market for some currencies may, at times, experience low trading volume and become illiquid, thus subjecting the fund to added risk, including the potential for substantial loss.

Emerging Markets

Emerging markets tend to be more volatile and less liquid than the markets of more mature economies, and generally have less diverse and less mature economic structures and less stable political systems than those of developed countries. The securities of issuers located or doing substantial business in emerging markets are often subject to rapid and large changes in price. In particular, emerging markets may have relatively unstable governments, present the risk of sudden adverse government or regulatory action and even nationalization of businesses restrictions on foreign ownership on prohibitions of repatriation of assets, and may have less protection of property rights than more developed countries. The economies of emerging market countries may be based predominantly on only a few industries and may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme debt burdens or volatile inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of substantial holdings difficult. Transaction settlement and dividend collection procedures also may be less reliable in emerging markets than in developed markets.

Energy Sector

Investments in energy-related companies may be negatively impacted by, among other things, changes in worldwide energy prices, exploration and production spending, energy conservation, the success of exploration projects and related costs, government regulation, world events, economic conditions, exchange rates, transportation and storage costs, and labor relations. In addition, energy-related companies are at an increased risk of civil liability and environmental damage claims, and are also subject to the risk of loss from terrorism and natural disasters.

Environmental, Social and Governance and Socially Responsible Investing Strategies

Investing on the basis of environmental, social and governance and socially responsible investing (collectively referred to as "ESG") criteria involves qualitative and subjective analysis. There is no guarantee that the determinations made will align with the beliefs or values of a particular investor.

Investments identified by an ESG policy may not operate as expected, and adhering to an ESG policy may result in missed opportunities. You can expect that ESG considerations will result in investment selections that differ from investment selections that would be made in the absence of ESG considerations. As such, the performance of such investments is likely to differ as well. ESG criteria used by third-party providers can differ significantly, and data can vary across providers and within the same industry for the same provider. In addition, there are significant differences in interpretations of what it means for an investment to have positive ESG characteristics. ESG portfolio decisions may differ with other investors' or advisers' views.

Investments in "green" bonds include bonds whose proceeds are used principally for climate mitigation, climate adaptation or other environmentally beneficial projects, such as, but not limited to, the development of clean, sustainable or renewable energy sources, commercial and industrial energy efficiency, or conservation of natural resources. A fund that invests in green bonds, under certain market conditions, may underperform as compared to funds that invest in a broader range of investments. In addition, some green bonds may be dependent on government tax incentives and subsidies as well as political support for certain environmental technologies and companies. Investing primarily in green bonds may affect a fund's exposure to certain sectors or types of investments and could impact the fund's relative investment performance depending on whether such sectors and/or investments are in or out of favor in the market. The green bond sector may also have challenges such as a limited number of issuers, limited liquidity in the market and limited supply of bonds that merit "green" status, each of which may adversely affect a fund that primarily invests in green bonds.

Equity Options

Funds may employ the use of equity options. Positions in equity options can reduce equity market risk, but can limit the opportunity to profit from an increase in the market value of stocks in exchange for upfront cash at the time of selling the call option. Unusual market conditions or the lack of a ready market for any particular option at a specific time may reduce the effectiveness of option strategies and could result in losses. In addition to the product prospectus, investors should read and understand the risks associated with options prior to engaging in any option strategy.

Utilizing a strategy with a diversified equity portfolio and derivatives, with a put/spread collar options overlay, may not provide greater market protection than other equity investments nor reduce volatility to the desired extent, as unusual market conditions or the lack of a ready option market could result in losses. Derivatives expose the fund to risks of mispricing or improper valuation and the fund may not realize intended benefits due to underperformance. When used for hedging, the change in value of a derivative may not correlate as expected with the risk being hedged. Each strategy carries its own unique risks, which are more fully explained in the applicable fund prospectus.

Equity Securities

Equity securities (*i.e.*, stocks), as well as portfolios that invest in equity securities, are subject to several general risks, including the risk that the financial condition of the issuer may become impaired or the general condition of the stock market may deteriorate, either of which may cause a decrease in the value of the issuer's securities. Equity securities are susceptible to general stock market fluctuations and to sudden, significant and prolonged increases and decreases in value as market confidence in and perceptions of the security's issuer change. These perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation

and interest rates, economic expansion or contraction, and global or regional political, economic, and banking crises. There can be no assurance that an issuer will pay dividends on outstanding shares of its common stock, as the payment of dividends will generally depend upon various factors, including the financial condition of the issuer and general economic conditions. Holders of common stocks of any given issuer will generally incur more risk than holders of preferred stocks and debt obligations of the same issuer because common stockholders, as owners of the issuer, generally have subordinated rights to receive payments from such issuer in comparison with the rights of creditors or holders of the issuer's debt obligations or preferred stocks. The existence of a liquid trading market for certain equity securities may depend on whether dealers will make a market in such securities. There can be no assurance that a market will be made for any securities, that any market for the securities will be maintained, or that any such market will be or remain liquid. The price at which an equity security may be sold will be adversely affected if trading markets for the security are limited or absent.

Exchange-Traded Products

Exchange-Traded Products ("ETPs") are pooled vehicles that derive their value from instruments such as stocks, bonds, commodities, or currencies, and trade intra-day on a national securities exchange. Generally, ETPs are established as either Exchange-Traded Funds ("ETFs") or Exchange-Traded Notes ("ETNs"); for more information about the structure and features of securities themselves, please see their respective descriptions in this section.

In addition to the risks borne by all pooled vehicles such as management risk, concentration risk and non-diversification risk, there are special risks associated with ETPs, such as:

- **Costs of Buying and Selling ETP Shares.** When buying and selling ETP shares through a broker, an investor will incur brokerage commissions or other charges imposed by the broker. An investor also will incur the cost of the "spread" between the bid and ask prices of the ETP shares. Frequent trading in ETP shares may, therefore, adversely affect the investment performance of an ETP investment through these costs. Such costs also may make regular small investments in ETP shares inadvisable.

The Program Fees for the Managed Products do not include fees or expenses that may be associated with individual ETPs, including, but not limited to, the ETP sponsor fee, the trustee fee, ETP custodian's fee, stock exchange listing fees, SEC registration fees, printing and mailing costs, audit fees, legal fees, licensing fees, marketing expenses and other operating expenses.

For more information on these expenses, refer to the ETP's prospectus.

- **Derivatives Risk.** As stated previously, derivative investments are often more volatile than other investments and may magnify an ETP's gains and losses. An ETP that invests a portion of its assets in derivatives, such as futures and options contracts, is subject to additional risks that it would not be subject to if it invested directly in the securities underlying those derivatives. The risks associated with an ETP's use of futures and options contracts include:
 - losses that exceed those experienced by funds that do not use futures contracts and options;
 - changes in the market value of the securities held by the ETP that are uncorrelated to the prices of futures and options on futures;

- secondary market illiquidity, which may prevent the ETP from closing out its futures contracts at a time which is advantageous;
- trading restrictions or limitations imposed by an exchange or other market and government regulations; and
- speculative risk because option premiums paid or received by the ETP are small in relation to the market value of the investments underlying the options.

Where the price of an options or futures contract declines more than the trading limits established by an exchange, trading on that exchange is halted on that instrument. If a trading halt occurs, the ETP may be temporarily unable to purchase or sell those options or futures contracts. If a trading halt occurs near the time the ETP prices its shares, it could limit the ETP's ability to employ leverage and thereby prevent the ETP from achieving its investment objective. In such cases, the ETP also may be required to use a "fair value" method to price its outstanding contracts.

Depending on the specific ETP's investment objective and strategy, certain ETPs may invest a significant portion of their assets in derivatives.

- **ETP Risk.** By investing in ETPs, the owner does not have certain rights that investors in the underlying index or the underlying index components may have, such as stock voting rights. Upon sale or redemption of the ETP shares, the owner will be paid cash, and will have no right to receive delivery of any of the underlying index components or commodities or other assets underlying the index components.
- **Leverage Risk.** As stated previously, the more an ETP invests in leveraged derivative instruments, the more this leverage will exaggerate the effect of any increase or decrease in the value of those investments. For leveraged index-based ETPs, the value of the ETP's shares will often increase or decrease more than the value of any increase or decrease in its underlying index. Leverage will also magnify tracking error risk (see below).
- **Liquidity Risk.** In certain circumstances, it may be difficult for an ETP to purchase and sell particular investments within a reasonable time at a fair price, which may reduce the ETP's returns. To the extent that there is not an established retail market for instruments in which the ETP may invest, trading in such instruments may be relatively inactive. In addition, during periods of reduced market liquidity or in the absence of readily available market quotations for particular investments in the ETP's portfolio, the ability of the ETP to assign an accurate daily value to these investments may be difficult and the investment advisor may be required to fair value the investments. Alternative and Specialty ETPs or ETPs that seek exposure to small-capitalization companies may be subject to liquidity risk to a greater extent than other ETPs.
- **Market Risk.** An ETP is exposed to the economic, political, currency, legal and other risks of a specific sector, industry, region or market related to the underlying securities and/or index that the ETP is tracking.
- **Tracking Error Risk.** This refers to the disparity between the performance of the ETP (as measured by its NAV) and the performance of the underlying index on either a daily or aggregate basis. Tracking error may arise due to:

- failure of the ETP's tracking strategy,
- the impact of fees and expenses,
- foreign exchange differences between the base currency or trading currency of an ETP and the currencies of the underlying investments, or
- corporate actions such as rights and bonus issues by the issuers of the ETP 's underlying securities.

Mathematical compounding may prevent leveraged and inverse ETPs that seek to track the performance of their underlying indices or benchmarks on a daily basis from correlating with the monthly, quarterly, annual or other period performance of their benchmarks. Factors such as ETP expenses, imperfect correlation between the ETP's investments and those of its underlying index, rounding of share prices, changes to the composition of the underlying index, regulatory policies, high portfolio turnover rate, and the use of leverage all contribute to tracking error. Investing in ETPs is not equivalent to a direct investment in an index or index components. Depending on its particular strategy, an ETP may not hold all the constituent securities of an underlying index in the same weightings as the constituent securities of the index, or may hold securities other than the constituent securities of the underlying index. Therefore, the performance of the securities underlying the ETP as measured by its NAV may outperform or underperform the index, perhaps significantly.

- **Trading at Prices Other than NAV.** ETP shares may trade below or above their NAV. The NAV of ETP shares will fluctuate with changes in the market value of the ETP's portfolio holdings. The trading prices of ETP shares will fluctuate in accordance with changes in NAV as well as market supply and demand. The trading price of ETPs may deviate significantly from NAV during periods of market volatility. The investment manager cannot predict whether ETPs will trade below, at, or above their NAV. Price differences may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for ETPs will be closely related to, but not identical to, the same forces influencing the prices of the securities held by an ETP.
- **Trading Risk.** Although an ETP's shares are listed on a national securities exchange, there can be no assurance that an active or liquid trading market for the ETP's shares will develop or be maintained. Trading in ETPs on an Exchange may be halted due to market conditions or for reasons that, in the view of the Exchange, make trading in ETPs inadvisable. Trading in ETPs on the Exchange is subject to trading halts caused by extraordinary market volatility pursuant to the Exchange "circuit breaker" rules. There can be no assurance that the requirements of the Exchange necessary to maintain the listing of the ETF will continue to be met or will remain unchanged.

Exchange-Traded Funds

Exchange-Traded Funds ("ETFs") are ETPs that derive their value from instruments such as stocks, bonds, commodities, or currencies, and trade intra-day on a national securities exchange. Generally, these are established as either open-end investment companies or unit investment trusts ("UITs"). For risks related to ETPs, please see above.

Certain ETFs may have elected to be treated as partnerships for federal, state and local income tax purposes. Accordingly, if you own one of these ETFs, you will be taxed as a beneficial owner of an interest in a partnership. Tax information for such ETFs will be reported to you on an IRS Schedule K-

1. You should consult your tax advisor in determining the tax consequences of any investment, including the application of state, local or other tax laws and the possible effects of changes in federal or other tax laws.

Exchange-Traded Notes

Exchange-Traded Notes (“ETNs”) are ETPs that are a type of senior, unsecured, unsubordinated debt security of the issuing company. This type of debt security differs from other types of bonds and notes because ETN returns are based upon the performance of a market index minus applicable fees, no periodic coupon payments are distributed and no principal protection exists. Similar to ETFs, ETNs are generally traded on a securities exchange. Investors can also hold the debt security until maturity. At that time, the issuer is obligated to give the investor a cash amount that would be equal to the principal amount times the applicable index factor less investor fees. The index factor on any given day is a mathematical equation equal to the closing value of the underlying index on that day divided by the initial index level. The initial index level is the closing value of the underlying index on the creation/inception date of the note.

One significant risk factor that affects an ETN’s value is the credit of the issuer. ETNs are synthetic investment products that do not represent ownership of the securities of the indices they track, and are backed only by the issuer’s credit. The value of the ETN may drop despite no change in the underlying index due to the adverse change in issuer’s creditworthiness or in perceptions of the issuer’s creditworthiness.

For additional risks related to ETPs, please see above.

Fixed Income

Portfolios that invest in fixed income securities are subject to several general risks, including interest rate risk, credit risk, the risk of issuer default, liquidity risk and market risk. These risks can affect a security’s price and yield to varying degrees, depending upon the nature of the instrument, and may occur from fluctuations in interest rates, a change to an issuer’s individual situation or industry, or events in the financial markets. In general, a bond’s yield is inversely related to its price. Bonds can lose their value as interest rates rise and an investor can lose principal. If sold prior to maturity, fixed income securities are subject to gains/losses based on the level of interest rates, market conditions and the credit quality of the issuer.

Foreign Investments

Foreign investments are subject to risks not ordinarily associated with domestic investments, such as currency, economic, and political risks, and may follow different accounting standards than domestic investments.

GNMA Securities

Investments in GNMA securities involve fluctuation due to changing interest rates or other market conditions. Investors may experience a gain or loss due to prepayment of obligations and may receive back part of their investment before redemption.

Gold Bullion

Investment vehicles may invest in gold bullion. The price of gold has fluctuated widely over the past several years. Several factors affect the price of gold, including: global supply and demand; global or regional political, economic or financial events and situations; investors' expectations with respect to the rate of inflation; currency exchange rates and interest rates. There is no assurance that gold will maintain its long-term value in terms of purchasing power in the future.

Government Agency Securities

Investments in U.S. government agency securities involve fluctuation due to changing interest rates or other market conditions. Investors may experience a gain or loss due to prepayment of obligations and may receive back part of their investment before redemption.

High Yield Bonds

High yield ("junk") bonds involve greater credit risk, including the risk of default, than investment grade bonds, and are considered predominantly speculative with respect to the issuer's ability to make principal and interest payments. The prices of high yield bonds can fall dramatically in response to bad news about the issuer or its industry, or the economy in general.

Industrials Sector

Investments in companies operating in cyclical industries, such as those in the aerospace, defense, automotive, chemical, construction, machinery and transportation industries, may be negatively impacted by, among other things, general economic trends, changes in consumer sentiment and spending, commodity prices, legislation, government regulation and spending, import controls, worldwide competition, liability for environmental damage, depletion of resource, and mandated expenditures for safety and pollution control.

Inflation-Protected Bonds

Inflation-protected bonds are subject to a variety of risks including interest rate, credit, and inflation risk. Interest payments on inflation-protected securities will vary as the principal and/or interest is adjusted for inflation and may be more volatile than interest paid on ordinary fixed income securities.

Infrastructure Sector

Investments in infrastructure-related companies may be more susceptible to developments affecting countries' infrastructure than a more broadly diversified fund would be and may perform poorly during a downturn in one or more industries related to infrastructure. Infrastructure-related companies can be negatively affected by adverse economic and political developments, as well as changes in regulations, environmental problems, casualty losses and increases in interest rates.

Intermediate- and Long-Term Fixed Income

Investments in intermediate- and long-term fixed income securities involve interest rate risk and inflation risk, which could reduce the value or real return of an investment should interest rates rise.

International Small-Cap Equity

Investments in international small-cap equity securities involve additional risks, including foreign currency risk, political instability, foreign legal and accounting practices, increased volatility, and reduced liquidity often associated with securities of smaller companies.

Liquidity Risk

Liquidity risk increases when particular investments are difficult to purchase or sell. Some assets held in a portfolio may be impossible or difficult to sell, particularly during times of market turmoil. A lack of liquidity also may cause the value of investments to decline. Illiquid investments may be harder to value, especially in changing markets. Typically liquid investments may become illiquid, particularly during periods of market turmoil. When illiquid assets must be sold in such market conditions (to meet redemption requests or other cash needs for example), it may be necessary to sell such assets at a loss.

Long Short Positions

The use of long and short positions may involve risks different from those normally associated with other types of investment vehicles, such as mutual funds. It is possible that the fund's long positions will decline in value at the same time that the value of the securities sold short increases, thus raising the potential for greater investment loss. Market neutral investing, in using long and short positions, provides no guarantee that it will be successful in limiting the fund's exposure to domestic stock market movements, capitalization, sector swings or other risk factors. Investment in a strategy involved in long and short selling may have higher portfolio turnover rates, which may result in additional tax consequences. Short selling involves certain risks, including additional costs associated with covering short positions and a possibility of unlimited loss on certain short sale positions.

Managed Futures

Funds that employ managed futures strategies typically utilize derivatives, such as futures, options, structured notes and swap agreements, which provide exposure to the price movements of a commodity (*i.e.*, oil, grain, livestock) or a financial instrument (*i.e.*, currency, index). This may expose the fund to additional risks that would not be present had the fund invested directly in the securities underlying those derivatives. Funds that invest in commodity-linked derivatives may be subject to greater volatility, as the value of those derivatives may be affected by overall market movements, changes in interest rates and other factors such as weather, disease, embargoes and international economic and political developments, as well as the trading activity of speculators and arbitrageurs in the underlying commodities. This strategy may cause the fund to invest a significant portion of assets in the securities of a single issuer. Changes in the market value of the issuer's securities may result in greater volatility than would otherwise occur in a more diversified mutual fund, thus increasing the potential for greater investment loss. Funds that employ managed futures strategies may purchase shares of other pooled investments, such as ETFs. In addition to its own expenses, the fund will also bear a portion of the ETF's expenses, which may negatively impact performance. A highly liquid secondary market may not exist for certain derivatives utilized by this strategy, and there can be no assurances that one will develop.

Management Risk.

Management risk is the risk that the investment adviser's investment strategies are not successful in achieving a pooled vehicle's investment objective.

Market Neutral Strategies

Funds that employ market neutral or arbitrage strategies (including merger arbitrage, convertible arbitrage, credit arbitrage, dual class arbitrage, as well as other arbitrage strategies), in using long and short positions, provide no guarantee that they will be successful in limiting a portfolio's exposure to domestic stock and/or fixed income market movements, capitalization, sector swings or other risk factors.

Investment in a strategy involving long and short selling may have higher portfolio turnover rates, which may result in additional tax consequences. Short selling involves certain risks, including additional costs associated with covering short positions and a possibility of unlimited loss on certain short sale positions. Funds within the portfolios may employ the use of long and short positions, which may involve risks different from those normally associated with a long-only strategy. It is possible that a fund's long positions will decline in value at the same time that the value of the securities sold short increases, thus raising the potential for greater investment loss. Funds classified within this category may also at times participate in "price pressure" trades, credit or distressed investments (short-term debt, distressed securities, bonds and corporate loans), SPACs (Special Purpose Acquisition Corporations), PIPEs (Private Investments in Public Equities), IPOs (Initial Public Offerings), SEOs (Seasoned Equity Offerings), warrants and spin-offs. Each strategy carries its own unique risks, which are more fully explained in the applicable product prospectus. Please read the prospectus carefully before investing.

Master Limited Partnerships

Master Limited Partnerships ("MLPs") are subject to certain risks, including limited control and limited rights to vote on matters affecting the partnership. In addition, conflicts may exist between common unit holders, subordinated unit holders, and the general partner of an MLP, including conflicts arising as a result of incentive distribution payments. Unit holders in MLPs will receive an Internal Revenue Service ("IRS") Schedule K-1 from the MLP, and information about the MLP will not be included in any Form 1099 received from the custodian. In addition, investors may need to file with the IRS for an extension to file their tax returns due to the timing of the issuance and mailing of the Schedule K-1 by the MLP. Unit holders of MLPs may be subject to complex tax requirements and such tax features may not be suitable for certain investors. Investors should consult with their tax advisors prior to investing in MLPs.

Merger Arbitrage Strategies

Funds that employ merger arbitrage strategies seek to capitalize on "event"-driven situations, such as announced mergers, acquisitions and reorganizations, by purchasing the securities of companies that have agreed to be acquired by another company. This strategy involves risks, including the risk that the merger or similar transaction will not occur, will be renegotiated at a less attractive price or may take longer than expected to be completed, which may cause the price of the company's securities to decline significantly. Funds that employ merger arbitrage strategies may experience significant portfolio turnover, generally resulting in additional transaction costs that may negatively impact fund performance. Funds may also invest in the securities of a limited number of companies whereby a decline in the value of any one security may have a greater impact on a fund's share price. This may result in increased volatility over a more diversified fund and the potential for greater investment loss.

Micro-Cap Equity

Micro-cap stocks may offer greater opportunity for capital appreciation than the stocks of larger and more established companies; however, they also involve substantially greater risks of loss and price fluctuations. Micro-cap companies carry additional risks because their earnings and revenues tend to be

less predictable (and some companies may be experiencing significant losses), and their share prices tend to be more volatile and their markets less liquid than companies with larger market capitalizations. Micro-cap companies may be newly formed or in the early stages of development, with limited product lines, markets or financial resources, and may lack management depth. In addition, there may be less public information available about these companies. The shares of micro-cap companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the ability to sell these securities. In addition, it may take a long time before the value of your investment realizes a gain, if any, on an investment in a micro-cap company.

Miscellaneous Fixed Income

Miscellaneous fixed income strategies have structures or mandates that make them unsuitable for inclusion in other fixed income categories. Strategies are used only in combination with other investments (i.e., used as so-called separate account completion funds); they are not designed for use as stand-alone investments. Each strategy carries its own unique risks, which are more fully explained in the applicable Fund prospectus.

Mortgage-and Asset-Backed Securities

Investments in mortgage-and/or asset-backed securities involve risk, including the risk of prepayment, which may affect the overall return of the investment. Only select deposit products and investments are guaranteed by the Federal Deposit Insurance Corporation (FDIC), and the credit quality of a particular security or group of securities does not ensure the stability or safety of the overall portfolio.

Multi-Sector Fixed Income Strategies/Opportunistic Bond

Investments that employ multi-sector bond strategies seek income by diversifying across multiple fixed income sectors including, but not limited to, U.S. government securities, corporate bonds, non-U.S. fixed income securities and high yield bonds. Each fixed income sector carries its own unique risks.

Multi-Strategy (Alternatives)

Multi-strategy investments are actively managed and seek to produce absolute (positive) returns regardless of general market conditions by exploiting disparities or inefficiencies in markets, geographical areas and companies, taking advantage of anticipated price movements (up and/or down) of markets and/or benefiting from cyclical relationships or special situations (such as reorganizations). Multi-strategy portfolios may utilize one or more asset managers (sub-advisors) that, in turn, may employ a wide range of specialized alternative investment strategies such as: high yield and distressed debt, long/short (equity and/or credit), hedged equity, global macro, systematic trading, options and arbitrage. Each strategy carries its own unique risks, which should be considered carefully before investing.

Municipal Bonds

An investment in any municipal portfolio should be made with an understanding of the risks involved in investing in municipal bonds, such as interest rate risk, credit risk and market risk, including the possible loss of principal. Please contact your tax advisor regarding the impact of tax-exempt investments in your portfolio. If sold prior to maturity, municipal securities are subject to gains/losses based on the level of interest rates, market conditions and the credit quality of the issuer.

Mutual Funds

There is a risk that a mutual fund will not achieve its investment objective or execute its investment strategies effectively, or that large purchase or redemption activity by shareholders of such mutual fund might negatively affect the value of the mutual fund's shares. Clients will pay their pro rata portion of the fees and expenses of any mutual fund in which they invest. The Program Fees do not include fees or expenses, which may be associated with individual mutual funds, including, but not limited to, redemption fees, 12b-1 fees, other fund expenses or other applicable regulatory fees. BNYMA's affiliates, including Pershing and Pershing Advisor Solutions, will receive fees from the mutual funds held in your account. Please refer to each mutual fund's prospectus for more information about the specific investment risks associated with each mutual fund.

Non-Diversification Risk

Pooled vehicles, such as ETPs and mutual funds, may be diversified or non-diversified depending on their investment objectives and portfolio holdings. Pooled vehicles that are non-diversified may invest in the securities of a limited number of issuers. To the extent that a pooled vehicle invests a significant percentage of its assets in a limited number of issuers, the vehicle is subject to the risks of investing in those few issuers, and may be more susceptible to a single adverse economic or regulatory occurrence. As a result, changes in the market value of a single security could cause greater fluctuations in the value of the pooled vehicle's shares than would occur in a diversified pooled vehicle.

Non-U.S. Fixed Income

Investments in non-U.S. fixed income securities involve additional risk, including interest rate risk, credit risk and market risk, which could reduce the yield that you receive from your portfolio. These are in addition to the risks associated with all fixed income securities, including interest rate risk, market risk and the possibility of issuer default.

Precious Metals

Portfolios that invest in precious metals (such as gold, silver and platinum) and/or industrial metals (such as aluminum, copper, lead, nickel and zinc) may be subject to additional risks including, but not limited to, fluctuations in price resulting from global supply and demand; global or regional political, economic or financial events and situations; investors' expectations with respect to the rate of inflation; currency exchange rates and interest rates; increased mining, transportation or storage costs; or other market forces that may have a significant impact on the profitability of companies in the precious and/or industrial metals sector. The price of precious and industrial metals may also be affected by changes in political or economic conditions of countries where precious and industrial metals companies are located. The price of precious and industrial metals can fluctuate widely over time, and there is no assurance that such metals will maintain their long-term value in terms of purchasing power in the future.

Preferred Securities

Preferred securities are subject to certain risks, including interest rate risk, where a rise in interest rates may cause the value of preferred shares to decline significantly. Dividend payments are not guaranteed, and an issuer's decision to decrease or suspend dividend payments may adversely affect the value of its preferred shares. Redemption of shares due to maturity, conversion or call features may decrease the overall yield of the portfolio.

Real Estate Investment Trusts

Investments in Real Estate Investment Trusts (“REITs”) are subject to many of the risks associated with direct real estate ownership and, as such, may be adversely affected by declines in real estate values and general and local economic conditions.

Short-Term Fixed Income Securities

Short-term fixed income securities are susceptible to fluctuations in interest rates. If interest rates rise, bond prices will decline, despite the lack of change in both coupon and maturity. Price volatility typically increases with the length of the maturity and decreases as the size of the coupon decreases.

Small- and/or Mid-Cap Portfolios

Small and midsize companies carry additional risks because the operating histories of these companies tend to be more limited, their earnings and revenues less predictable (and some companies may be experiencing significant losses), and their share prices more volatile than those of larger, more established companies. The shares of smaller companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the strategy’s ability to sell these securities. These companies may have limited product lines, markets or financial resources, or may depend on a limited management group. Some of the strategy’s investments will rise and fall based on investor perception rather than economic factors. Other investments are made in anticipation of future products, services or events whose delay or cancellation could cause the stock price to drop.

Technology Sector

Investments in technology-related companies may be negatively impacted by, among other things, intense competition, earnings disappointments, rapid obsolescence of products and services due to technological innovations or changing consumer preferences, issues with obtaining financing or regulatory approvals, product compatibility and high required corporate capital expenditure for research and development or infrastructure and development of new products.

Treasury Inflation Protected Securities

Funds that invest in Treasury Inflation-Protected Securities (“TIPS”) are subject to several general risks, including interest rate risk, credit risk, market risk and inflation-protected securities risk. Interest payments on inflation-protected securities will vary as the principal and/or interest is adjusted for inflation and may be more volatile than interest paid on ordinary fixed income securities.

Investments TIPS involve liquidity risk and are subject to specific taxation obligations. TIPS typically set a coupon rate equal to a broad-based inflation index, such as the Consumer Price Index for all Urban Consumers, calculated by the Bureau of Labor Statistics. Unlike other securities, TIPS are generally quoted in the market in terms of real (net of inflation) yields.

Treasury Securities

Investments in intermediate- and long-term Treasury securities involve interest rate risk and inflation risk, which could reduce the value or real return of an investment should interest rates rise.

Utility Securities

Portfolios that invest in the utilities sector can be very volatile because of supply and/or demand for services or fuel, financing costs, conservation efforts, the negative impact of regulation, and other factors. In addition, the value of energy companies may be affected by the levels of volatility of global energy prices, energy supply and demand, capital expenditures on explorations and production, energy conservation efforts, exchange rates and technological advances. Securities issued by utility companies have been historically sensitive to interest rate changes. When interest rates fall, utility securities prices, and thus a utilities fund's share price, tend to rise; when interest rates rise, their prices generally fall.

EXHIBIT D

BNY MELLON ADVISORS, INC.

FREQUENTLY ASKED QUESTIONS REGARDING

“TRADING AWAY” AND “STEP OUT” TRANSACTIONS FOR WRAP ACCOUNT CLIENTS

1: What is meant by a transaction that has been “traded away” or “stepped out” from BNY Mellon Advisors?

Pershing LLC is an affiliate of BNY Mellon Advisors (“BNYMA”) and is an SEC registered broker-dealer that provides clearing and custody services for the BNYMA programs. When a Portfolio Manager decides to place trade orders with another broker-dealer firm other than Pershing, the resulting transaction is what is commonly referred to as a “trade away” or “step out”, as it is being done away from the BNYMA platform.

Portfolio Managers can execute these “step out” transactions for equity securities including America Depositary Receipts (“ADRs”), as well as for fixed income products.

2: Do wrap account clients incur additional charges when their Portfolio Manager executes trades away from the BNYMA platform?

Yes, with minimal exceptions. Additional costs and added fees may be applied in a few different methods. Commissions and mark-ups/downs are often imbedded in the execution prices that clients ultimately pay. That is to say, that a portion of the settlement price that a client ultimately pays has been marked-up or marked-down and thus embedded or part of the net price the client pays or includes a negotiated commission between the Portfolio Manager and executing broker-dealer. ADR transactions will also cost wrap clients extra fees and costs as those types of transactions incur added fees for the purposes of share conversion.

Prior to investing in a fixed income style or an international investment style that may include ADRs, clients should ask their Consultants and/or Portfolio Managers what fees and charges they will likely occur as an investor in such styles and how those fees will be assessed.

3: How much added costs can I expect to pay?

Costs vary by Portfolio Manager and trade but as part of our review of the Manager’s practices, we have observed typical charges range between \$.00 - \$.07 per share for equity transactions (other than ADR transactions). Costs for fixed income and ADR trade away transactions will typically see higher charges due a variety of factors, including liquidity of the securities involved, access to brokers or inventory portals. In addition, ADR trade away transactions are subject to share conversion fees.

As noted earlier, some Portfolio Managers may not pass on any additional fees; therefore you should review the Form ADV,

Part 2A Brochure of the Portfolio Manager you have selected for more information regarding their brokerage practices and consider the additional expenses that you may incur. Also, as part of the review of your Portfolio Manager’s disclosure and expected fees, you should also discuss

with your Consultant their practices regarding “trade away” or “step out trades” in order to determine how often they engage in such practices and how they seek to ensure that you receive best execution for those transactions when they decide to do so.

4: Why would my Portfolio Manager direct trades away from BNYMA if they may incur additional fees and costs?

There may be several reasons why a Portfolio Manager would use another platform for the execution of transactions away from BNYMA. A Portfolio Manager will at times use “step out” transactions in fulfilling a client-directed brokerage arrangement and in other instances to allow for an order to be aggregated.

Portfolio Managers are required to seek the best execution for their clients’ orders, and at times may aggregate their orders and step out for operational efficiencies, to access new issues or specialized securities as well as for the purposes of soft dollar arrangements that the firm may have in place. Although Portfolio Managers generally seek competitive commission rates, they may not necessarily pay the lowest commission available as transactions that involve specialized services on the part of the broker-dealer firm may result in higher commission rates than would be the case with more routine transactions. The Portfolio Manager may pay higher commission rates to those brokers whose execution abilities, brokerage or research services or other legitimate and appropriate services the Portfolio Manager believes are particularly helpful in seeking good investment results and, based upon the Manager’s assessment, are consistent in obtaining the best execution for the client.

5: Does BNYMA have any input as to when my Portfolio Manager may trade away?

No. BNYMA does not discourage or restrict a Portfolio Manager’s ability to trade away, as the responsibility to determine the suitability of trading away falls under the Portfolio Manager’s individual fiduciary duty to clients and is at their discretion and judgment in trading their portfolio securities.

6: What role does BNYMA play in this process?

BNYMA’s role and responsibility as sponsor lies in understanding the practices that available Portfolio Managers engage in and to determine when trading away occurs, to what degree such transactions are taking place at a particular Portfolio Manager as well as to collect on a best efforts basis each Portfolio Manager’s determination of the costs associated with such transactions.

We also disclose to clients that their Portfolio Managers have the ability to “trade away” and when they do engage in these practices, that additional costs and fees will likely be incurred. As mentioned above, it is the responsibility of each Portfolio Manager to determine if and when they “trade away” and to also determine if they will pass on costs, fees, mark ups/downs or other charges, and BNYMA will disclose to clients that these actions do take place.

Please refer to Exhibit A to review additional information regarding Portfolio Managers participating in BNYMA’s sponsored programs that have engaged in trade aways. Please note that Portfolio Managers that have not historically engaged in trade aways may elect to do so in the future.

BNY Mellon Advisors, Inc.
Portfolio Managers Trade Away Details

(BEGINS ON NEXT PAGE)

All the data contained in Exhibit D has been directly supplied by the Portfolio Managers.
More detailed information can be found at: <https://www.pershing.com/bnymellonadvisors>

| Manager Name and Style | 2021 | | 2022 | | 2023 | |
|--|---------------------------------------|-------------|---------------------------------------|-------------|---------------------------------------|-------------|
| | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost |
| Advisors Asset Management | | | | | | |
| Advisors Asset Core Plus Portfolio | 51% - 75% | \$0 | 26% - 50% | \$0 | 51% - 75% | \$0 |
| Advisors Asset Core Tax Exempt Portfolio | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| AllianceBernstein L.P. | | | | | | |
| AB Tax Aware Fixed Income | 76% - 100% | \$0 | 51% - 75% | \$0 | 51% - 75% | \$0 |
| AB Municipal High Quality SMA | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Atlanta Capital Management Company | | | | | | |
| Atlanta Capital High Quality Small Cap (Hard Close-Transfer Only) | 0 - 25% | \$0 | 0 - 25% | \$0 | 0 - 25% | \$0 |
| Belle Haven Investments, L.P. | | | | | | |
| Belle Haven Ladder Plus | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Belle Haven Taxable Ladder Plus | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| BlackRock Investment Management, LLC | | | | | | |
| BlackRock Intermediate Term Municipal Bond | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| BlackRock Intermediate Term Taxable Fixed Income SMA | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| BlackRock Long Term Municipal Bond | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Brandes Investment Partners, L.P. | | | | | | |
| Brandes Emerging Markets Opportunities Equity | 26% - 50% | \$0.01 | 0 - 25% | \$0.01 | 0 - 25% | \$0.02 |
| Brandes European Equity | 26% - 50% | \$0.02 | 26% - 50% | \$0.15 | 0 - 25% | 15 bps |
| Brandes Global Balanced | 0 - 25% | \$0.02 | 0 - 25% | \$0.02 | 0 - 25% | 15 bps |
| Brandes Global Equity | 0 - 25% | \$0.02 | 0 - 25% | \$0.04 | 0 - 25% | \$0.01 |
| Brandes Global Small-Mid Cap Equity | 0 - 25% | \$0.02 | 26% - 50% | \$0.02 | 0 | 0 |
| Brandes International Equity | 26% - 50% | \$0.02 | 26% - 50% | \$0.02 | 0 - 25% | 14 bps |
| Brandes U.S. All Cap Value Equity | 0 - 25% | \$0.02 | 0 - 25% | \$0.05 | 0 - 25% | \$0.02 |
| Breckinridge Capital Advisors, Inc. | | | | | | |
| Breckinridge Intermediate Tax-Exempt Municipal National | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Breckinridge Intermediate Tax-Exempt Municipal State Preferred | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Carret Asset Management | | | | | | |
| Carret Municipal Bond | 76% - 100% | 0.2 - 1 bps | 76% - 100% | 0.2 - 1 bps | 76% - 100% | 0.2 - 1 bps |
| Carret Taxable Bond | 76% - 100% | 0.2 - 1 bps | 51% - 76% | 0.2 - 1 bps | 76% - 100% | 0.2 - 1 bps |
| Cincinnati Asset Management | | | | | | |
| Cincinnati Broad Market Bond (1/3 High Yield-2/3 Investment Grade) | 76% - 100% | \$0 | 0 | 0 | 0 | 0 |
| Cincinnati High Yield Bond | 76% - 100% | \$0 | 0 | 0 | 0 | 0 |
| Cincinnati Investment Grade Bond | 76% - 100% | \$0 | 0 | 0 | 0 | 0 |
| Cincinnati Short Duration | 76% - 100% | \$0 | 0 | 0 | 0 | 0 |
| Crossmark Global Investments, Inc. | | | | | | |
| Crossmark Municipal Fixed Income | 26% - 50% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |

| Manager Name and Style | 2021 | | 2022 | | 2023 | |
|--|---------------------------------------|--------|---------------------------------------|--------|---------------------------------------|--------|
| | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost |
| Cullen Capital Management | | | | | | |
| Schafer Cullen Global High Dividend ADR | 0 | 0 | 0 | 0 | 51% - 76% | \$0 |
| Schafer Cullen International High Dividend (ADR) | 0 | 0 | 0 | 0 | 0 – 25% | \$0 |
| Cumberland Advisors Inc. | | | | | | |
| Cumberland Total Return Tax-Free Municipal | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Dana Investment Advisors | | | | | | |
| Dana Large Cap Value | 76% - 100% | \$0 | 0 | 0 | 0 | 0 |
| Dana Municipal Bond | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Dana Small Cap Equity | 76% - 100% | \$0 | 0 | 0 | 0 | 0 |
| Dana Social ESG Bond | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Dana Taxable Fixed Income | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Davidson Investment Advisors, Inc. | | | | | | |
| SeaCap Intermediate Taxable Fixed Income | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Delaware Investments | | | | | | |
| Delaware Investments Large Cap Value | 0 | 0 | 0 – 25% | \$0 | 0 | 0 |
| Delaware International Equity ADR | 0 | 0 | 0 | 0 | 0 – 25% | 6 bps |
| Eagle Asset Management | | | | | | |
| Eagle Asset Tax Aware Fixed Income | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Eagle High Quality Tax Free Bonds | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Eagle High Quality Taxable Bonds | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Eagle Strategic Income | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Eagle Strategic Income - Tax Advantaged | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Eagle Taxable Managed Income Solutions | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Federated Investment Counseling | | | | | | |
| Federated Strategic Value Dividend | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Franklin Templeton Private Portfolio Group, LLC | | | | | | |
| ClearBridge All Cap Value | 76% - 100% | \$0.01 | 76% - 100% | \$0.01 | 76% - 100% | \$0.01 |
| ClearBridge Appreciation | 0 | 0 | 26% - 50% | \$0.01 | 26% - 50% | \$0.01 |
| ClearBridge International Growth ADR ESG | 26% - 50% | \$0.01 | 51% - 75% | \$0.01 | 26% - 50% | \$0.01 |
| ClearBridge International Value ADR | 0 - 25% | \$0.01 | 0 - 25% | \$0.01 | 0 - 25% | \$0.01 |
| ClearBridge Large Cap Growth | 0 - 25% | \$0.01 | 0 - 25% | \$0.01 | 0 - 25% | \$0.01 |
| ClearBridge Multi Cap Growth | 0 - 25% | \$0.02 | 0 - 25% | \$0.02 | 0 - 25% | \$0.02 |
| Franklin Intermediate Municipal SMA | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Franklin Intermediate Fixed Income SMA | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Franklin Balanced Income | 76% - 100% | \$0.01 | 76% - 100% | \$0.01 | 51% - 75% | \$0.01 |
| Franklin Templeton All Cap Blend (MDA0) | 76% - 100% | \$0.01 | 76% - 100% | \$0.01 | 51% - 75% | \$0.01 |
| Western Asset Gov/Corp | 76% - 100% | \$0 | 0 | 0 | 0 | 0 |
| Glovista Investments LLC | | | | | | |
| Global Tactical Asset Allocation | 0 - 25% | \$0.05 | 0 - 25% | \$0.01 | 0 | 0 |
| Glovista Emerging Markets | 0 - 25% | \$0 | 0 - 25% | \$0.01 | 0 | 0 |

| Manager Name and Style | 2021 | | 2022 | | 2023 | |
|--|---------------------------------------|-----------|---------------------------------------|-----------|---------------------------------------|-----------|
| | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost |
| GW&K Investment Management, LLC | | | | | | |
| GW&K Core Bond | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| GW&K Enhanced Core Bond | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| GW&K Municipal Bond | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| GW&K Short Term Municipal Bond | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| GW&K Total Return Bond | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Invesco Advisers, Inc. | | | | | | |
| Invesco Global SMA | 0 | 0 | 0 | 0 | 0 - 25% | \$0 |
| Invesco Real Estate Securities | 0 - 25% | \$0 | 0 - 25% | \$0 | 0 - 25% | \$0 |
| JAG Capital Management, LLC | | | | | | |
| JAG Enhanced Core Fixed Income | 0 | 0 | 0 | 0 | 76 - 100% | \$0 |
| Kayne Anderson Rudnick Inv. Mgmt. | | | | | | |
| Kayne Anderson Mid Cap Core | 0 - 25% | \$0.04 | 0 - 25% | \$0 | 0 - 25% | \$0 |
| Lazard Asset Management | | | | | | |
| Lazard Emerging Markets Equity Select ADR | 0 | \$0 | 0 | 0 | 26 - 50% | \$0.04 |
| Lazard European Value | 26% - 50% | \$0.03 | 0 - 25% | \$0.04 | 26 - 50% | \$0.04 |
| Lazard Global Equity Select ADR | 0 - 25% | \$0.03 | 0 - 25% | \$0.04 | 0 - 25% | \$0.04 |
| Lazard International Equity Select ADR | 0 - 25% | \$0.03 | 26 - 50% | \$0.04 | 76% - 100% | \$0.04 |
| Lazard International Equity Select with Emerging Markets | 0 - 25% | | 0 - 25% | \$0.04 | 26 - 50% | \$0.04 |
| Loomis, Sayles & Company, LP | | | | | | |
| Managed Account Medium (10 Year) Municipal Bond | 76% - 100% | \$0 | 76% - 100% | 4.63 bps | 76% - 100% | 1.58 bps |
| Municipal Bonds - National | 76% - 100% | \$0 | 76% - 100% | 4.63 bps | 76% - 100% | 1.58 bps |
| Lord, Abnett & Co., LLC | | | | | | |
| Lord Abnett 1-5 Year Laddered Muni | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Lord Abnett 1-10 Year Laddered Muni | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Lord Abnett 1-15 Year Laddered Muni | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Lord Abnett 1-20 Year Laddered Muni | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Lord Abnett 5-10 Year Laddered Muni | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Lord Abnett Intermediate Municipals | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Lord Abnett Municipal Fixed Income | 0 | 0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Madison Investment Advisors, LLC | | | | | | |
| Madison Corporate Bond | 76% - 100% | \$0 | 76% - 100% | \$0 | 0 | 0 |
| Madison Government Bond | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Madison Taxable Fixed Income - A or Better | 51% - 75% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Reinhart Active Intermediate Fixed Income | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Reinhart Limited Duration Fixed Income | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Natixis Advisors, L.P. | | | | | | |
| Loomis Intermediate Term Bond Strategy | 0 - 25% | 0 - 1 bps | 0 - 25% | 0 - 1 bps | 0 - 25% | 0 - 1 bps |

| Manager Name and Style | 2021 | | 2022 | | 2023 | |
|---|---------------------------------------|--------|---------------------------------------|--------|---------------------------------------|--------------|
| | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost | Range (%) of Block Trades Traded Away | Cost |
| Neuberger Berman Investment Advisers | | | | | | |
| NB Core Fixed Income | 26% - 50% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| NB Intermediate Maturity Fixed Income | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| New York Life Investment Management, LLC | | | | | | |
| New York Life Convertible Securities | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen Asset Management, LLC | | | | | | |
| Nuveen 1-10 Year Municipal Ladder | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen 1-15 Year Municipal Ladder | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen Limited Maturity Municipal Bond | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen Limited Maturity Municipal Bond- State Preferred | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen Limited Maturity Municipal Bond- State Specific | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen Long Term Municipal Bond | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen Municipal Bond Ladder 1-7 Year | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Nuveen Municipal Total Return | 0 | 0 | 0 | 0 | 76% - 100% | \$0 |
| Nuveen Preferred Securities | 0 - 25% | \$0 | 0 - 25% | \$0 | 76% - 100% | \$0 |
| Pacific Income Advisers | | | | | | |
| Pacific Income Advisers Limited Duration SMA | 51% - 75% | \$0 | 51% - 75% | \$0.01 | 26% - 50% | 0 to 0.2 bps |
| Pacific Income Advisers Market Duration SMA | 76% - 100% | \$0 | 26% - 50% | \$0.01 | 51% - 75% | 0 to 0.2 bps |
| Reaves Asset Management | | | | | | |
| Long Term Value (Utility/Energy Infrastructure) | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Riverfront Investment Group LLC | | | | | | |
| Riverfront Conservative Income Builder | 0 - 25% | \$0.01 | 76% - 100% | \$0.01 | 26% - 50% | \$0 |
| Riverfront Dynamic Equity Income | 0 - 25% | \$0.01 | 0 - 25% | \$0.01 | 51% - 75% | \$0 |
| Riverfront ETF Conservative Income Builder | 0 - 25% | \$0.01 | 0 | 0 | 0 | 0 |
| Riverfront ETF Dynamic Equity Income | 0 - 25% | \$0 | 0 - 25% | \$0 | 26% - 50% | \$0 |
| Riverfront ETF Global Allocation | 0 - 25% | \$0 | 0 - 25% | \$0 | 26% - 50% | \$0 |
| Riverfront ETF Global Growth | 0 - 25% | \$0 | 26% - 50% | \$0 | 0 - 25% | \$0 |
| Riverfront ETF Moderate Growth & Income | 0 - 25% | \$0 | 0 - 25% | \$0 | 0 - 25% | \$0 |
| Riverfront Global Allocation | 0 - 25% | \$0.01 | 26% - 50% | \$0.01 | 0 | 0 |
| Riverfront Global Growth | 0 - 25% | \$0.01 | 26% - 50% | \$0 | 0 - 25% | \$0 |
| Riverfront Moderate Growth & Income | 0 - 25% | \$0 | 0 - 25% | \$0 | 0 - 25% | \$0 |
| Thornburg Investment Management, Inc. | | | | | | |
| Thornburg Intermediate Muni Wrap | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |
| Thornburg International ADR Strategy | 51% - 75% | \$0 | 0 | 0 | 0 | 0 |
| Thornburg Limited Term Muni Wrap | 76% - 100% | \$0 | 76% - 100% | \$0 | 76% - 100% | \$0 |

BNY Mellon Advisors, Inc. ("BNYMA") is aware that these Portfolio Managers trade away from Pershing for certain investment styles. Additional Portfolio Managers in the Program may trade away presently or in the future. The information regarding Portfolio Manager trade aways is based upon data that BNYMA collects from its affiliate, Pershing, as well as data sourced directly from the Portfolio Managers. Although BNYMA attempts to verify the information through each Portfolio Manager, BNYMA makes no representations regarding the accuracy of the information presented. Information regarding Portfolio Managers that trade away is historic information and there is no guarantee that a Portfolio Manager will follow the same practice in the future. As discussed in Item 6.H.5, there may be additional fees associated with a Portfolio Manager's trades away from Pershing, which fees typically may be anywhere from \$.00 to \$0.07 per share for equity securities. Trade away fees involving options and ADRs vary and in some cases, BNYMA observes higher fees than the range indicated for equity transactions, while some Portfolio Managers may credit back certain costs and fees for ADR transactions, as indicated by amounts in parentheses. Those Portfolio Managers who trade fixed income securities away from Pershing also incur additional fees per bond or on a per transaction basis. These costs are embedded in the net price you receive and not separately disclosed by the executing broker in your confirmation or statement. Please refer to the Portfolio Manager's Form ADV, Part 2 A, or contact your Consultant for more information about the additional fees that you may incur. In certain circumstances, Portfolio Managers provide cost information in terms of basis points (bps). Portfolio Managers who disclose additional fees or costs in terms of basis points, may charge up to 100 bps per trade, however future charges could be more or less as such decisions are made at the discretion of the Portfolio Manager.

Portfolio Managers with "N/A" reflects that a particular investment style was not available during the time period to report frequency or costs.

Portfolio Managers with "\$0" as their cost have indicated that, while at their discretion to send trades away from Pershing, the cost associated with doing so was zero.

Portfolio Managers with zero(s) "0" indicates that a Manager's activity for a given strategy and time period included no executions away from Pershing.

Based on BNYMA's review, certain Portfolio Managers despite showing "0" in their frequency, have indicated they have, or will trade away from Pershing for certain investment styles. However, BNYMA cannot verify the percentage of their total block trades sent away from Pershing, based on current data collected from the Manager.

EXHIBIT E

BNY Mellon Advisors, Inc.

Privacy Policy

(BEGINS ON NEXT PAGE)

FACTS**WHAT DOES BNY MELLON ADVISORS, INC. DO WITH YOUR PERSONAL INFORMATION?**

| Why? | Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do. | |
|--|---|-----------------------------|
| What? | <p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> ▪ Social Security number ▪ Account balances and account transactions ▪ Assets and transaction history <p>When you are no longer our customer, we continue to share your information as described in this notice.</p> | |
| How? | All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons BNY Mellon Advisors, Inc. chooses to share; and whether you can limit this sharing. | |
| Reasons we can share your personal information | Does BNY Mellon Advisors, Inc. share? | Can you limit this sharing? |
| For our everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus | Yes | No |
| For our marketing purposes—to offer our products and services to you | No | No |
| For joint marketing with other financial companies | No | No |
| For our affiliates' everyday business purposes—information about your transactions and experiences | Yes | No |
| For our affiliates' everyday business purposes—information about your creditworthiness | No | No |
| For our affiliates to market to you | No | No |
| For non-affiliates to market to you | No | No |
| Questions? | Call BNY Mellon Advisors, Inc. at 1-800-200-3033, Option 3 | |

Who we are

Who is providing this notice?

BNY Mellon Advisors, Inc. (a subsidiary of The Bank of New York Mellon Corporation)

What we do

How does **BNY Mellon Advisors, Inc.** protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.

How does **BNY Mellon Advisors, Inc.** collect my personal information?

We collect your personal information, for example, when you

- Open an account
- Provide account information
- Make deposits or withdrawals from your account
- Use your credit or debit card
- Make a wire transfer

We also collect your personal information from third parties, such as credit bureaus, affiliates, or other companies.

Why can't I limit all sharing?

Federal law gives you the right to limit only

- Sharing for affiliates' everyday business purposes—information about your creditworthiness
- Affiliates from using your information to market to you
- Sharing for non-affiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions

Affiliates

Companies related by common ownership or control. They can be financial and non-financial companies.

- Our affiliates include banks and companies whose names include "The Bank of New York," "BNY," "Mellon," or "Pershing," and other financial companies such as Pershing LLC and Pershing Advisor Solutions, as well as non-financial companies such as Pershing X, Inc. and BNY Mellon Technology Private Limited.

Non-affiliates

Companies not related by common ownership or control. They can be financial and non-financial companies.

- **BNY Mellon Advisors, Inc.** does NOT share information with non-affiliates so they can market to you.

Joint marketing

A formal agreement between non-affiliated financial companies that together market financial products or services to you.

- **BNY Mellon Advisors, Inc.** does not jointly market.

Other important information

This notice applies to individual consumers who are customers or former customers. This notice replaces all previous notices of our consumer privacy policy, and may be amended at any time. We will keep you informed of changes or amendments as required by law.

For region-specific privacy notices, please visit Pershing's global privacy notice webpage at <https://www.pershing.com/data-privacy>

EXHIBIT F

BNY Mellon Advisors, Inc.

EMEA Privacy Notice

(BEGINS ON NEXT PAGE)

EMEA Privacy Notice

The following applies to the collection and processing of personal information relating to individuals in the European Union (EU) and United Kingdom (UK).

Your personal information will be collected by Pershing LLC, Pershing Advisor Solutions LLC, and BNY Mellon Advisors Inc., (collectively referred to as “Pershing Group”, “we”, “us”, “our”) and will be used for the following purposes:

- processing that is necessary for the performance of a contract into which you have entered;
- to comply with a legal obligation that we have, for example where we are required to report to tax authorities;
- for regulatory reasons that are in the public interest, for example to prevent and detect financial crime.

Your personal information **will** be shared within The Bank of New York Mellon Corporation and its affiliates (collectively, “BNY Mellon”) where such disclosure is necessary to provide you with our services or to manage our business.

Your personal information **will** be shared with external third parties as described below:

- third parties who help manage our business and deliver services. These third parties have agreed to confidentiality restrictions and use any personal information we share with them or which they collect on our behalf solely for the purpose of providing the contracted service to us. These include IT service providers who help manage our IT and back office systems;
- agencies and organizations working to prevent fraud in financial services;
- regulators and other governmental agencies;
- to comply with applicable laws, regulations and rules, and requests of law enforcement.

Pershing Group may, in the future, sell or otherwise transfer some or all of its assets to a third party. Your personal information, technical information about your device or browser and/or other anonymous information we obtain from you via the websites under the control of BNY Mellon that may be disclosed to any potential or actual third-party purchasers of such assets and/or may be among those assets transferred.

Pershing Group will transfer or store your personal information in other countries, including those outside the European Economic Area, under the protection of appropriate safeguards.

For more information about the collection, use and sharing of your personal information and your legal rights please contact your financial organization (such as your financial adviser, RIA or Broker) in the first instance, or see The Bank of New York Mellon’s full EMEA Privacy Notice which is available at <https://www.bnymellon.com/emea/en/privacy-policy.html> If you still have any queries regarding this notice you can also contact us at BNYM.Pershing.Privacy@bnymellon.com

We may share in aggregate, statistical form, non-personal information regarding the visitors to our website, traffic patterns, and website usage with our business partners, affiliates or advertisers. This notice applies to the EMEA (Europe, Middle East, Africa) region. For all other regions, please visit Pershing’s global privacy notice webpage at <https://www.pershing.com/data-privacy>

EXHIBIT G

BNY Mellon Advisors, Inc.

ERISA 408(b)(2) Disclosure

(BEGINS ON NEXT PAGE)

BNY Mellon Advisors, Inc.
1800 American Blvd.
Suite 300 – Pod D
Pennington, NJ 08534
(800) 200-3033, Option 3
Managed360® Program

Service Provider Compensation Disclosure Statement and Guide to Services and Compensation

This guide and the materials attached to or included by reference in the guide are being provided in accordance with the United States Department of Labor final regulation under Section 408(b)(2) of the Employee Retirement Income Security Act of 1974 (“ERISA”). The following is a guide to important information that you should consider in connection with the services to be provided by BNY Mellon Advisors, Inc. (“BNYMA”) to your employee benefit plan that is a “covered plan” under Section 408(b)(2) of ERISA (the “Plan”). As a fiduciary under ERISA (the federal law governing private sector retirement plans) and/or as an investment adviser registered under the Investment Advisers Act of 1940, the regulation requires BNYMA to disclose information regarding direct and indirect compensation that BNYMA reasonably anticipates receiving in connection with its services and to include disclosure if such services are provided as a fiduciary to the Plan. If you have received this disclosure, and are not the responsible Plan fiduciary, please forward this disclosure to the appropriate person.

BNYMA, Pershing Advisor Solutions LLC (“PAS”) and Pershing LLC (“Pershing”) may each provide services to the Plan. BNYMA, Pershing and PAS are affiliated companies, each of which is indirectly owned by The Bank of New York Mellon Corporation.

| Required Information | Disclosure/Location |
|--|---|
| Description of the services that BNYMA provides to the Plan. | <p>BNYMA provides managed account services to the Plan, as described further in the BNYMA Investment Advisory Agreement and Terms and Conditions thereto (the “Client Agreement”) and BNYMA’s Form ADV Part 2A, Appendix 1, Managed360 Program Wrap Fee Program Brochure (the “BNYMA Brochure”), which documents have been previously provided to you.</p> <p>BNYMA serves as the sponsor of the Managed360 Program and provides access to third party managers (each, a “Manager”), which the Plan selects in the Client Agreement. BNYMA may also act as Manager if selected by the Plan in the Client Agreement. Please note that the Manager that the Plan selects in its Client Agreement may provide a separate disclosure statement relating to the Manager’s services and compensation. If BNYMA serves as a Manager to the Plan, this notice also covers BNYMA in its role as Manager.</p> <p>As described further in Item 4 of the BNYMA Brochure, BNYMA delegates certain functions and responsibilities to its affiliate, the Managed Accounts division of Pershing (“Managed Accounts”), and compensates Managed Accounts for those services. In addition, clearing and custody services described in the Client Agreement and Item 4 of the BNYMA Brochure are performed by BNYMA’s affiliate, Pershing, pursuant to the Client Agreement.</p> <p>Brokerage services in the Managed360 Program are provided to the Plan by a third party broker-dealer or BNYMA’s affiliate, PAS, pursuant to a separate brokerage agreement between such broker-dealer and the Plan.</p> |

| | |
|--|---|
| <p>A statement concerning the services that BNYMA provides as an ERISA fiduciary and/or registered investment adviser.</p> | <p>BNYMA is an ERISA fiduciary and investment adviser registered under the Investment Advisers Act of 1940, as amended, with regard to the Plan's account. The Manager selected by the Plan may also be an ERISA fiduciary and investment adviser with regard to the Plan's account and may provide a separate disclosure statement relating to the Manager's services and compensation. More information about the Manager selected by the Plan can be obtained by referring to the Manager's Form ADV Part 2A.</p> |
| <p>Compensation BNYMA will receive from the Plan.</p> | <p>The fees the Plan pays to BNYMA and Pershing, including fees payable to BNYMA where BNYMA serves as Manager for the Plan's account, are described in the Client Agreement and Item 4 of the BNYMA Brochure. BNYMA may pay a portion of the fees it receives to Managed Accounts, PAS, Pershing and/or the Managers.</p> <p>The range of the third party Manager fees are described in Item 4 of the BNYMA Brochure.</p> <p>BNYMA's affiliate, Pershing, may receive other fees not included in the asset based fee or program fee, described in Item 4 of the BNYMA Brochure. More information on these fees paid to Pershing is available from the Plan's investment advisory representative and will be disclosed in the Plan's custodial account statement. As described in Item 4 of the BNYMA Brochure, there are certain circumstances in which Pershing may receive a fee based on the product selected.</p> <p>For more information regarding the fees paid to the Plan's broker-dealer, the Plan should refer to its brokerage agreement with such broker-dealer.</p> |
| <p>Compensation BNYMA will receive from other parties that are not related to BNYMA ("indirect" compensation).</p> | <p>BNYMA does not receive soft dollar research and brokerage services. Where the Manager of the Plan's account is not BNYMA, please refer to the Manager's Form ADV Part 2A for more information regarding the receipt of soft dollar research and brokerage services.</p> <p>BNYMA discloses any sponsorship fees paid or received to or from third parties in Item 9 of the BNYMA Brochure.</p> <p>Indirect compensation that BNYMA's affiliates, Pershing and PAS, may receive is further described in the BNYMA Brochure and Exhibit H hereto.</p> |
| <p>Compensation BNYMA will receive if the Plan terminates the Client Agreement.</p> | <p>The Client Agreement and Item 4 of the BNYMA Brochure describe fees charged and/or rebated upon the termination of the Plan's account.</p> |

Rev. 06/2023

EXHIBIT H

Compensation Paid to Pershing Advisor Solutions and Pershing by Third Parties

Pershing Advisor Solutions LLC (Pershing Advisor Solutions), as well as its affiliate, Pershing LLC (Pershing) earn additional compensation from certain third parties in connection with providing services to your firm. In addition, Pershing Advisor Solutions may earn additional compensation from certain third parties in connection with providing services to your investment advisor. Certain fees may be considered “indirect compensation” for purposes of the section 408(b) (2) regulation 29 C.F.R. § 2550.408b-2(c) (1) (IV) (C).

Mutual Fund Fees. Pershing has entered into agreements with certain mutual fund companies that pay Pershing for performing certain services for the mutual fund. Pursuant to these agreements, Pershing receives fees for operational services from mutual funds in the form of networking or omnibus processing fees. The reimbursements are remitted to Pershing for its work on behalf of the funds. This work may include, but is not limited to, subaccounting services, dividend calculation and posting, accounting, reconciliation, client confirmation and statement preparation and mailing and tax statement preparation and mailing. These reimbursements are based either on (a) a flat fee ranging from \$0 to \$20 per holding or (b) a percentage of assets that can range from 0 to 15 basis points for domestic funds and 0 to 30 basis points for offshore funds. Mutual funds that are available in Pershing’s FundVest® no-transaction fee mutual fund program may pay Pershing servicing fees in exchange for being offered in Pershing’s FundVest program. These payments are based on a percentage of assets and can range from 7 to 40 basis points. Participation by Pershing Advisor Solutions in this program is optional and Pershing Advisor Solutions may share in these fees. For additional details about Pershing’s mutual fund no-transaction-fee program, or a listing of funds that pay Pershing networking or omnibus fees, please refer to www.pershing.com/mutual_fund.htm. The mutual funds listed on this website are listed in order from highest to lowest paying mutual funds based on gross payments made to Pershing. If Pershing Advisor Solutions shares in the fees described above, a portion of these fees may also be shared with certain turnkey asset management providers that provide operational and related services to Pershing Advisor Solutions, for both Employee Retirement Income Security Act (ERISA) and non-ERISA accounts administered within the providers’ programs.

Money Fund and FDIC-Insured Bank Product Fees. Pershing has entered into agreements with money market fund companies and FDIC-insured bank deposit products service providers. Pershing receives fees from money fund companies and service providers for making available money market funds and FDIC-insured bank deposit programs. A portion of Pershing’s fees is applied against costs associated with providing services on behalf of the fund companies and service providers, which may include maintaining cash sweep systems, sub-accounting services, dividend and interest calculation and posting, accounting, reconciliation, client statement preparation and mailing, tax statement preparation and mailing, marketing and distribution related support, and other services. These fees are paid in accordance with an asset-based formula that can range from 0 to 100 basis points annually. Pershing Advisor Solutions may share in these fees. For a listing of money funds and FDIC-insured bank products that pay Pershing these fees, please refer to: <https://www.pershing.com/global-assets/pdf/disclosures/per-mutual-fund-money-fund-and-bank-deposit-program-disclosures.pdf>. If Pershing Advisor Solutions shares in the fees described above, a portion of these fees may be

shared with certain turnkey asset management providers that provide operational and related services to Pershing Advisor Solutions for both ERISA and non-ERISA accounts administered within the providers' programs.

Annuity Fees. Pershing has entered into arrangements with insurance companies through which Pershing may receive servicing fees from certain insurance companies that participate in Pershing's annuity program. These one-time fees typically amount to between \$10 and \$17 per annuity contract. In addition, Pershing receives operational reimbursement fees from certain insurance companies for the services it provides, which may include, but are not limited to, posting, accounting reconciliation and client statement preparation and mailing. These fees typically amount to \$6 per year for annuity contracts. For a listing of the insurers that pay Pershing these fees, please refer to www.pershing.com/annuity_fees.htm.

Sponsorship Fees. Mutual fund companies, annuity companies, exchange-traded fund (ETF) providers, money market providers and other investment solution providers offer marketing support in the form of sponsorship fee payments to Pershing and Pershing Advisor Solutions (or third parties at Pershing's direction) in connection with educational conferences, events, seminars and workshops for independent registered investment advisors and advisors in transition. These payments may be for the expenses of educational materials or other event-related expenses.

Alternative Investment Network Fees. Pershing may receive servicing fees from managed futures funds, hedge funds and fund-of-funds (collectively "alternative investments") that participate in Pershing's Alternative Investment Network no-fee program in lieu of transaction fees and special product fee charges to Pershing Advisor Solutions. These fees are calculated in accordance with an asset-based formula that can range from 10 to 50 basis points annually. Pershing also receives set-up fees from alternative investment providers or broker-dealers in the form of a one-time fee to add an alternative investment to the Alternative Investment Network. The fee is a flat fee ranging from \$100 to \$300 per fund and is remitted to Pershing for its work to set up the alternative investment on Pershing's systems.

For additional details regarding Pershing's Alternative Investment Network no-fee program or a listing of entities that pay fees to Pershing, please refer to www.pershing.com/alternative_investment_network_fees.html.

Payments for Order Flow. Pershing may receive compensation in connection with routing orders to the marketplace for execution, subject to its obligations to seek best execution. Such compensation may be received from unaffiliated broker-dealers or from securities exchanges. In all cases, Pershing seeks best execution in routing orders. For a description of the compensation earned by Pershing in connection with routing orders, and Pershing's procedures in routing orders, please refer to Pershing's disclosure at www.orderroutingdisclosure.com.

Float Disclosure. Pershing may obtain a financial benefit attributable to cash balances of ERISA plan accounts that are held by Pershing in connection with cash awaiting investment or cash pending distribution. For a more detailed description of this compensation, refer to https://www.pershing.com/_global-assets/pdf/disclosures/per-float.pdf.