

The Blue Shores *Capital* Wrap-Fee Disclosure Brochure



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Form ADV, Part 2A – Appendix 1

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This Wrap-Fee Program Disclosure Brochure provides information about the qualifications and business practices of Blue Shores *Capital*, a Division of Independent Portfolio Consultants, Inc. Managed Assets Program that you should consider before becoming a client. If you have any questions about the contents of this brochure, please contact **Independent Portfolio Consultants, Inc. (“IPC”)** at the address listed above or call us at (800) 346-4570 or send us an e-mail at customerservice@ipcanswers.com.. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

As an SEC Registered Investment Advisor, additional information is also available about IPC on the SEC’s website at www.adviserinfo.sec.gov. However, registration does not imply a certain level of skill or training.

2. Summary of Material Changes

The Securities and Exchange Commission (“SEC”) has adopted amendments to Part 2 of Form ADV and related rules under the Investment Advisers Act of 1940, as amended, (the “Adviser Act”), which significantly alters the disclosures that registered investment advisers must provide to clients. This Brochure is provided in accordance with the new rules.

The following are summaries of material changes to the BSC Form ADV Part 2A-Appendix 1 Disclosure Brochure that have occurred since the March, 2014 version that was previously provided.

The Blue Shores Capital (“BSC”), Division of IPC, Fee Schedule has been changed. BSC has also added an additional investment strategy, the Concentrated Equities Opportunities (“CEO”) Strategy.

The following sections of the Disclosure Brochure have been revised to reflect these changes.

Item 4 Services, Fees, and Compensation

Item 6 Portfolio Manager Selection And Evaluation

This Brochure or any IPC Brochure may be requested by either downloading it from the SEC’s website at www.adviserinfo.sec.gov or you may contact Independent Portfolio Consultants, Inc. (“IPC”) at 561-912-1040 or customerservice@ipcanswers.com to request an updated copy of this Brochure.

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4. Services, Fees and Compensation

Blue Shores *Capital* (“BSC”), a pioneer in alternative separate account management, was established as a proprietary investment management division of Independent Portfolio Consultants Inc. (“IPC”) in 2007. BSC seeks to offer a value-added investment management service utilizing an active management approach that BSC believes is not widely offered in the investment industry. BSC believes their process offers more transparency and liquidity than a traditional alternative investment managed portfolio.

IPC specializes in providing investment advisory, consulting and investment management services through its managed accounts programs to independent Wealth Management Companies and their clients. The Wealth Management Companies that IPC services include nationally recognized insurance companies, registered investment advisers, brokerage firms, and financial/estate planning organizations. IPC is independent and employee owned, with corporate headquarters in Boca Raton, Florida, and a history that dates back to 1989. The Firm has achieved a solid history of supporting wrap-fee programs by employing a highly skilled group of experienced professionals, supported by an exceptional client service team. Individuals associated with IPC that provide these services are licensed, qualified and authorized to provide advisory services as investment adviser representatives. Throughout this Brochure, these individuals will be referred to as “IPC Consultants.”

BLUE SHORES CAPITAL ADVISORY SERVICES

Blue Shores *Capital* (“BSC”) provides investment advisory services to Clients using a global investment approach. The investment strategies offered by BSC are described below.

Global Long/Short Core Equity

The Global Long/Short Core Equity Portfolio consists of a diversified group of strategic individual equity holdings, in addition to, various tactical positions. An individual company is purchased for the portfolio primarily on the basis of the portfolio management team perceiving the business to possess some form of competitive advantage, in addition to, its stock trading at attractive absolute valuation levels. Tactical positions take into account ever-changing global business and market conditions and are implemented via the use of traditional and alternative Exchange-Traded Products (“ETPs”). Exchange-Traded Products include Exchange-Traded Funds (“ETFs”) and Exchange-Traded Notes (“ETNs”). Such securities often include, but are not limited to, synthetic short equity positions, as well as, long and short currency and commodity positions.

Typically, when the portfolio management team has a neutral outlook on global equity markets, the portfolio will have an approximate 60% net long exposure to broad stock market movements. This exposure may be adjusted between 0%-100% as market conditions evolve with the goal of participating in up markets, while avoiding substantial losses in large corrections and bear markets.

Global Multi-Strategy Income

The Global Multi-Strategy Income Portfolio invests in a diversified group of income-producing asset classes which include Real Estate Investment Trusts (“REITs”), Sovereign, Municipal and Corporate Bonds, Mortgages, Master Limited Partnerships (“MLPs”), Bank Loans, Preferred Equity and Equity. The strategy seeks to deliver the highest income opportunities that are attractive on a risk-adjusted basis and will do so only through investments in Exchange-Traded Products (ETFs and ETNs) to implement the strategy.

The strategy begins with a top-down macro assessment of the income landscape by assessing each of its key asset categories across an integrated framework. The assessment includes an analysis of absolute yield levels, credit and spread risks and a forecast yield and total return target for each asset class. Based on the top down-assessment and the BSC team’s asset forecast, a group of Exchange Traded Products (“ETPs”) will be selected. A bottom-up assessment is then made on each qualifying ETP. This assessment will include an analysis of the portfolio holdings, current country and industry exposures, expected yield and duration, issuer quality, technical analysis and certain qualitative characteristics that are important in choosing an exchange-traded product. The team will then select the individual ETFs that maximize yield and provide adequate trading liquidity, while maintaining the targeted risk budget. If market risk levels are elevated or if the portfolio’s forecast risk is too high, the strategy will hedge, via inverse ETPs, or utilize cash holdings in order to satisfy its risk budget.

Concentrated Equity Opportunities

The Concentrated Equity Opportunities (“CEO”) Strategy’s investment objective is to seek long-term growth of capital. The CEO Strategy attempts to achieve its investment objective by investing in a concentrated portfolio of equity securities, while attempting to find non-correlated positions with specific catalysts that offer a high expected return that also attempt to minimize potential losses. The equity securities in which the CEO Strategy may invest include common and preferred stock (including convertible preferred stock), partnership interests, business trust shares, interests in REITs, MLPs, warrants, and depository receipts. The CEO Strategy may invest in equity securities without regard to the jurisdictions in which the issuers of the securities are organized or situated and without regard to the market capitalizations or sectors of such issuers.

Ideas are generated through the review of companies’ price momentum, valuations, profitability and competitive advantage. The CEO Strategy uses fundamental analysis to identify certain attractive characteristics of companies. Such characteristics may include: free cash flow margins; sensible capital allocation policies; strong competitive positions; solid balance sheets; stress-tested owners/managers; participation in stressed industries having reasonable prospects for recovery; potential for long-term growth; significant tangible assets in relation to enterprise values; high returns on invested equity and capital; and the production of essential services and products. Free Cash Flow is defined as the

cash a company would generate annually from operations after all cash outlays necessary to maintain the business in its current condition.

The CEO Strategy may invest in “special situations” to achieve its objective. A special situation arises when the securities of a company are expected to appreciate within a reasonable time due to company-specific developments rather than general business conditions or movements of the market as a whole. Such developments and situations include liquidations, reorganizations, recapitalizations, mergers, spin-offs, management changes, and technological developments.

Although the CEO Strategy normally holds a concentrated portfolio of equity securities, the strategy is not required to be fully invested in such securities and may maintain a significant portion of its total assets in cash and securities generally considered to be cash equivalents, including U.S. Government securities, money market funds, and other quality money market instruments. The CEO Strategy may maintain a certain amount of cash or cash equivalents in a portfolio to take advantage of potentially new investment opportunities. Under adverse market conditions or when the CEO Strategy is unable to find sufficient investments meeting its criteria, cash and cash reserves may comprise a significant percentage of the CEO Strategy’s total assets. However, when the CEO Strategy holds a significant portion of assets in cash and cash reserves, it may not meet its investment objective.

Balanced

Balanced accounts generally have an allocation to the Global Long/Short Core Equity Strategy and a Fixed Income Strategy as described below. However, a balanced strategy may include or have a separate allocation to the Global Multi-Strategy Income Strategy. Such accounts seek a balance between capital growth, capital preservation, and current income. The amount of Client assets allocated to fixed income securities is determined based upon each Client’s unique return and risk objectives. Currently, BSC will only use fixed income ETFs for the portion of the portfolio to be allocated to fixed income and will not use bonds or debt securities.

Fixed Income

The fixed income strategy seeks to provide low-risk current income and limited capital appreciation utilizing an intermediate fixed income investment strategy. The strategy also seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the generally investment grade credit sector of (1) the United States Bond Market and the intermediate United States Treasury Market as defined by the Barclays Capital U.S. Intermediate Government/Credit Bond Index for taxable investments and (2) the U.S. Municipal Bond Market, as defined by the Barclays Capital U.S. Five Year Municipal Bond Index for tax-exempt investments.

The fixed income positions of the portfolio may be repositioned from time-to-time to adjust for certain interest rate scenarios based upon BSC’s research and analysis of the yield curve.

BSC uses research by select economists and/or market strategists for interest rate forecasts. Proprietary technical analysis (the use of price and volume patterns to forecast security price movements) is used to confirm any interest rate forecast before changes to the fixed income strategy security allocations are implemented.

Investors solely seeking fixed income management or investors who do not have a capital appreciation objective as an element of their financial objectives are not ideal Clients for BSC.

BLUE SHORES CAPITAL FEES

Equity and Balanced Accounts

Blue Shores *Capital* provides its services in an advisory wrap-fee environment offered on a discretionary basis. The fee schedule applicable to a BSC account is determined based on the size of the account as set out below. The following fee schedule applies to the Global Long/Short Core Equity, the Global Multi-Strategy Income and Concentrated Equity Opportunities strategies, as well as the Balanced strategy.

BSC Annual Fee Schedule:

<u>Market Value Of Account</u>	<u>Client Fee</u>	<u>Wealth Mgmt Co.</u>	<u>IPC</u>
First \$ 250,000	2.250%	1.000%	1.250%
Next \$ 250,000	2.250%	1.500%	0.750%
Thereafter	1.750%	1.000%	0.750%

BSC, fees are generally negotiable on a case-by-case basis. The total BSC fee includes a portion for the Wealth Management Company and its Wealth Manager or Investment Executive, as applicable.

Although it is not part of BSC's regular business practice, BSC reserves the right to discount its fee schedule at its discretion based upon a number of factors based upon the Client's objective, family or other related accounts, amount of assets under management, or the anticipated level of transactions. The fees are billed either monthly or quarterly in arrears, based upon the market value of the assets under management (without reduction for any margin debit), including accrued interest, at the end of each calendar month or quarter. Fees will be automatically debited from the account in accordance with the Client authorization as set forth in the Investment Advisory Agreement.

The fees include all costs associated with professional investment management services, performance monitoring, and reporting. The fees also include brokerage commissions on the purchases and sale of securities if Managed Account Services, LLC and/or its clearing entity, First Clearing, LLC ("MAS") or Pershing Advisor Solutions LLC and/or its clearing entity, Pershing, LLC ("PAS") acts as the broker dealer and custody charges if MAS or PAS and their agents are selected as the custodian. Additional fees may be incurred for transactions

executed by a broker dealer other than through MAS or PAS and their agents, or if a custodian other than MAS or PAS and their agents are used. Both, Managed Account Services, LLC and Pershing Advisor Solutions LLC and their clearing agents are securities broker-dealers registered with the Financial Industry Regulatory Authority (“FINRA”).

The initial fee covers the period from the inception date through the last day of the first billing month or quarter (depending on the client’s billing cycle) and will be pro-rated accordingly. Thereafter, the Client will be charged on either a monthly or quarterly basis in arrears. The monthly or quarterly period fee will be based on the market value of the account on the last business day of either the billing month or quarter and will become due the first business day following the month or quarter for which the fee is charged.

No fee adjustment will be made to the Client’s fee schedule during any billing period for contributions or withdrawals, nor shall any adjustment or refund be made with respect to partial withdrawals or deposits by the Client during any billing period.

In the event an account does not maintain a sufficient cash or money market fund balance to cover BSC’s fee, the Client may deposit additional funds (subject to certain restrictions for IRA and qualified retirement plan accounts) within five days, or the broker-dealer may, at its discretion, sell securities held in the account sufficient to cover fees.

For Clients subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) or other tax-qualified accounts, the receipt of compensation and fees referred to in this Brochure are subject to the restrictions imposed by ERISA and any applicable exemption thereto.

Other Advisory Fee Arrangements

BSC reserves the right, in its sole discretion, to negotiate and charge different advisory fees for certain accounts based on the Client’s particular needs, as well as overall financial condition, goals, risk tolerance, and other factors unique to the Client’s particular circumstances. BSC may negotiate fees, depending on various factors, which may include the services required by the Client and the size of the account. BSC may also provide investment services to IPC Employees and their family members at a reduced fee or without charging a fee. Special circumstances may cause fees to vary from the above schedule. BSC may group multiple accounts of one Client relationship together for purposes of calculating the fee. Or BSC may not charge a fee to small accounts of a Client because of the fee the Client is paying on the total relationship. BSC may charge lower fees than those described above.

Other Non-Advisory Fees and Expenses

The fee charged in this Brochure is known as a “wrap-fee.” This fee covers the cost of the advisory management services provided by BSC, MAS or PAS custodial charges, and all brokerage commissions of MAS or PAS. BSC fees do not include: (1) custodial fees for assets held outside MAS and PAS; (2) custodian or brokerage account administrative,

maintenance or other services charges or fees; (3) trustee fees for MAS (and their clearing agent First Clearing LLC) or PAS (and their clearing agent Pershing, LLC) on qualified retirement plans, IRAs, cash management or similar accounts; (4) taxes, including transfer taxes, U.S. Federal, State, and international sovereign taxes on brokerage accounts and securities transactions; (5) dividend reinvestment costs; (6) odd-lot differentials; (7) foreign receives and delivers; (8) safekeeping fees; (9) wire transfer and electronic fund fees; (10) checking writing fees or (11) any other charges imposed by law or otherwise agreed to with regard to Client accounts. These fees will be charged to Client accounts in addition to the BSC fees.

Any wrap-fee paid by the Client does not cover the management, distribution and other fees and expenses incurred by mutual funds, money market funds, unit trusts, exchange-traded products or closed-end funds held in a Client's account. These fees are described in the prospectus of each respective investment product and are paid to the fund's investment advisers and other service providers, but ultimately are borne by all shareholders.

The wrap fee does not cover margin debit balances with MAS or PAS, any other custodian fees, nor margin interest on such margin debit balances. Fees will be calculated on the total market value of the account without the reduction of any debit balance (that may occur to the extent that margin is used). Trades in securities that customarily trade in "dealer markets," such as fixed income securities, may be placed through broker-dealers other than MAS and PAS, and, accordingly, the net purchase or sale prices reflected on Client confirmations of such trades may reflect commissions or dealer "markups" or "markdowns" charged and "spreads" earned by such other broker-dealers. This is also true when Investment Managers select broker-dealers other than MAS and PAS for some, or all, of their trade executions.

IPC and the Client agree that MAS and PAS and their agents may withhold any tax to the extent required by law, and may remit such taxes to the appropriate governmental authority.

Additionally, the cash that is in the Client's Account awaiting investment may be placed in money market funds with management expenses and distribution fees which are paid under distribution plans adopted by the funds pursuant to Rule 12b-1 under the Investment Company Act of 1940. To the extent consistent with ERISA, MAS or PAS or their agents may receive all or a portion of those distribution fees from the funds.

Evaluating the Cost of IPC's Wrap-Fee Programs

IPC is the sponsor of Blue Shores *Capital* which provides its services in an advisory wrap-fee environment. In evaluating a wrap-fee arrangement to determine if the wrap-fee charged is more or less than the aggregate cost of such services if they were to be provided separately, a Client should recognize the brokerage transactions are made "net" of commissions (i.e., without commissions) and a portion of the wrap-fee is generally considered as being in lieu of commissions. Additionally, the Client should consider the level of activity (trading volume or frequency) in a Client account, the value of custodial and other brokerage services, the associated cost of trading and the advisory services provided under this arrangement.

Wrap-fee program Clients should review all the materials related to their program (including the program brochure) regarding the program's terms, conditions and fees, and consider the advantages, disadvantages and overall appropriateness of the program in light of the Client's particular circumstances.

5. Account Requirements and Types of Clients

MINIMUM ACCOUNT SIZE; ACCOUNT TERMINATION

Generally, the minimum initial account size managed by BSC is \$200,000. Although BSC's general business practice is not to terminate accounts based on reduction in account value, BSC reserves the right to terminate an account that drops below the required minimum.

Either BSC or the Client may terminate the management agreement upon 30 days' prior written notice. In addition, the Client has the right to terminate the agreement at no cost (excluding market fluctuations), upon written notice to BSC, any time within five business days after the effective date in which the Client signed the agreement. If the agreement is terminated by either BSC or the Client, a pro-rata fee from the date of termination through the end of the previous billing period will be billed.

TYPES OF CLIENTS

IPC's Clients include, but are not limited to, individuals, pension and profit sharing plans, trusts, estates, charitable or non-profit organizations, corporations, municipalities and Wealth Management Companies. Tax-qualified, pension and profit sharing plans or other retirement vehicles subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") or the Internal Revenue Code of 1986, as amended are subject to special rules.

BSC has been retained as an investment manager under a number of third party "wrap-fee" arrangements. Under such wrap-fee arrangements, Program Sponsors may recommend that a Client retain BSC as an investment adviser, pay investment advisory fees on behalf of the Client, monitor and evaluate BSC's performance, execute the Client's portfolio transaction without commission charges, and provide custodial services for the Client's assets, all for a single fee paid by the Client to the Program Sponsor.

BSC relies on the Program Sponsor's information on the prospective Client in determining the suitability of the investment style selected by the wrap-fee program Client. This information may come from, among other things, a personal interview with the Client and a written questionnaire completed by the Client that provides certain financial and other relevant data including the Client's investment objectives, risk tolerance and investment restrictions, if any. Once the account has been established, BSC may communicate directly with the Client.

BSC also offers investment advisory services to Program Sponsors in the form of model portfolios based on one or more of its investment strategies. Program Sponsors utilize the model portfolios to provide investment services to their clients in the same manner as the wrap-fee arrangements described above.

6. Portfolio Manager Selection and Evaluation

BSC is a proprietary investment management division of IPC that has established its own wrap fee program in which it is the only participating investment manager. The BSC Investment Strategy Committee generally meets weekly to review the Blue Shores investment strategies. The BSC Investment Policy Committee, which primarily consists of Senior Executive Members of IPC and the BSC Investment Strategy Committee, meets periodically to review the Blue Shores investment strategies. BSC offers Global Long/Short Core Equity, Global Multi-Strategy Income and Fixed Income investment management strategies. The basis for recommending a particular strategy is based upon information gathered while developing an investment policy for the Client. BSC recommendations depend upon the information a Client provides in the Investor Profile Form. The Investor Profile seeks to obtain information about the purpose of the account, the Client's primary investment objective, tolerance for risk, liquidity needs, age, occupation, income, net worth and other special considerations that would impact how the Client desires the account to be managed. BSC may recommend a change in strategy should a client communicate a change in their financial situation, investment objectives or wish to modify their investment objectives and or account restrictions.

BSC follows the Global Investment Performance Standards ("GIPS®") which are a set of standardized, industry-wide ethical principles that provide investment firms with guidance on how to calculate and report their investment results to prospective clients. The GIPS® standards are voluntary and are based on the fundamental principles of full disclosure and fair representation of investment performance results. Claiming compliance with the GIPS® standards demonstrates a firm-wide commitment to ethical best practices and that the firm employs strong internal control processes. The GIPS® Executive Committee promotes the adoption and implementation of GIPS®, believing that global standardization of investment performance reporting gives investors around the world the additional transparency they need to compare and evaluate investment managers.

The BSC Chief Investment Officer is responsible for conducting monthly reviews of the BSC performance record for accuracy and compliance with GIPS®. While IPC reasonably believes this information to be accurate and in compliance with GIPS®, the performance information is not independently verified.

BSC advisory services are described in Section 4 above and Section 8 below. BSC also participates as a wrap-fee manager in other wrap fee programs and receives a portion of the fee for its services. There is no difference in how BSC manages wrap-fee accounts and other accounts.

PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT

BSC does not charge any performance-based fees, which are fees based upon a share of the capital gains on, or capital appreciation of, the assets in a Client's account. As a result, BSC does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management). As described above, BSC provides investment management services based upon a percentage of assets under management. However, accounts that are managed in the same style (*e.g.*) may not be managed the same way due to the Client's overall investment objective, discretion of BSC, asset size and account restrictions.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investment analysis is conducted and strategies are implemented by the BSC Investment Strategy Committee for the investment strategies identified under Blue Shores *Capital* Advisory Services above. BSC manages a Global Long/Short Core Equity, Global Multi-Strategy Income and Fixed Income investment strategies.

Global Long/Short Core Equity

BSC's Global Long/Short Core Equity Strategy employs two primary methods of analysis. First, BSC uses a top-down approach that examines global macroeconomic data and technical market security data. The second method focuses on individual security selection for the Client portfolios.

The top-down macroeconomic analysis consists of reviewing the broad business conditions and market cycles in an attempt to determine the best opportunities for investing capital. An investment framework is established by focusing on, and determining, the percent long equity exposure, style weightings, sector weightings and global investment themes. To establish a less than 100% long equity position (*i.e.*, hedge) BSC increases the cash allocation and/or purchases inverse ETFs, which have the effect of reducing total long exposure.

BSC also applies technical analysis to multiple asset classes and markets to assist in the timing of the implementation of investment decisions that lead to portfolio changes.

The BSC security selection process uses a discounted free cash flow model to determine the valuation of stocks. BSC attempts to purchase securities when they are below their fair value estimate and sell when they are at or above their fair value estimate. Attractively valued securities are then screened based upon fundamental characteristics to determine a security's style alignment (*i.e.*, growth or value) for proper representation in a portfolio based upon BSC's top-down macroeconomic analysis.

In some situations a global investment theme may be implemented using Exchange-Traded Products (“ETPs”). This may occur when BSC, through their research, does not find sufficient individual stock opportunities that meet their criteria as good candidates to implement the global macro investment theme. Additionally, this process is supplemented with the use of technical analysis to assist in the timing of purchase and sell decisions.

In some market environments, BSC may hedge the portfolio by purchasing inverse ETFs if the risk of significant market correction appears high. Such securities serve as synthetic short positions. More frequently, broad market or sector ETFs may be purchased as temporary allocations until individual stock opportunities present themselves. At times, ETFs or Exchange-Traded Notes that track the performance of commodities or currencies may be used. There is the risk that BSC’s hedging (or market timing) may be untimely, as the portfolio is hedged when markets go up, or not, when markets go down, thus resulting in portfolio values that are less than what they may have been otherwise.

Fixed Income

Fixed income allocations are managed based entirely on the top-down approach described above and implemented with fixed income ETPs. Fixed income allocations generally are intermediate in term structure and generally investment grade. Adjustments to duration and credit quality are made based on the top-down analysis approach.

Global Multi-Strategy Income

The Global Multi-Strategy Income Portfolio employs a multi-disciplinary approach to investing utilizing macro, fundamental, technical and quantitative considerations. The strategy seeks to be style neutral in its decision-making, while pursuing high-yield return opportunities that are attractive on a risk-adjusted basis. The portfolio management team initiates its view with a top-down macro assessment of the income landscape by assessing each of its key asset categories across an integrated framework. The macro assessment includes an analysis of credit items such as absolute yield levels, interest rate risk, curve analysis, credit and spread risk; as well as equity specific items such as the equity risk premium, earnings growth estimates and dividend growth and coverage ratios.

Additionally, an assessment may include an integrated cross-asset class analysis reviewing inter-market relationships such as stock/bond, stock/mortgage, stock/bank loan or bond/REIT, bond/MLP etc., as well as a review of economic, political or regulatory considerations. The macro lens will also analyze opportunities across the capital structure and look for potential mispricing within such a framework.

The fundamental assessment involves an ongoing review and analysis of each of the investment opportunities available at a security level. Factors examined to determine initial portfolio positioning includes what securities constitute “core holdings”, maximum exposures, sector and regional exposures, duration, expected yield, issuer quality and other qualitative characteristics that are important in choosing an exchange-traded product.

The technical analysis includes a review of price action, sentiment, trade volume behavior, tracking error versus the underlying and specific measures of trading liquidity.

Quantitative metrics include multi-asset class return forecasts across short-, medium- and long-term time frames, as well as many aspects of the risk management function. Key metrics within the risk management function include past performance analysis, variance, drawdown, asset class and security covariance and ongoing assessment of changes in trend or behavior across correlations and relative price movements such as beta or tracking error versus key asset classes.

In summary, a broad multi-factor process ensures that the strategy does not rely on a narrow group of explanatory variables for market behavior, but rather the process relies on the “weight of evidence” to prevail within its investment decision-making framework.

The asset classes targeted are generally income producing and a typical portfolio contains a minimum of 4 and a maximum of 11 different asset classes. Each asset class may represent a maximum of 25% of the portfolio. The hedge ratio typically ranges between 0% to 30% and cash allocations range from 0% to 30%. Foreign currency exposure typically will not exceed 50%.

A large differentiating factor for the Global Multi-Strategy Income Portfolio versus other multi-asset class income offerings is the risk management aspect. “Reaching for yield”, as so many investors are doing currently, comes with risk. The Global Multi-Strategy Income portfolio seeks to “reach for yield, but do so responsibly.”

There are three main risks to income investing:

1. Interest rate risk, i.e., the risk that the whole interest rate curve shifts upward, or a portion of it does, and the principal value of the fixed income securities decline.
2. Credit spread risk, i.e., the risk that non “risk-free” credit spreads widen relative to the risk-free rate as investors demand a higher return for higher perceived default risk.
3. Equity market risk, i.e., the risk that the value of the shares of dividend yielding securities will fall in value as equity markets decline.

Other risks include, but are not limited to, the equity risk premium (valuation), capital structure premium, and asset covariance. Hybrid securities, such as preferred stock and REITs, exhibit various risk levels to the different factors. Holding overseas assets introduces currency risk.

Concentrated Equity Opportunities

The Concentrated Equity Opportunities Strategy will rely primarily on deep-dive, bottoms-up microeconomic analysis, at the company level, to assess investment opportunities. The strategy will rely on proprietary multi-factor models and security screening models to help

identify potential investment securities. Selected securities will then be subjected to rigorous analysis of potential risks and various upside and downside catalysts.

Fundamental analysis is used to identify certain attractive characteristics of companies. Such characteristics may include: high levels of Free Cash Flow; strong management teams; consistent, investor-friendly capital allocation policies; robust balance sheets, with attractive ratios of cash flow to debt service requirements; participation in recently challenged industries that present reasonable prospects for cyclical recovery; potential for long-term growth; significant tangible assets in relation to enterprise values; high returns on invested equity and capital; high operating margins; a strong business competitive moat; long-term market pricing power for the company's goods and/or service; and the production of essential services and products. Free Cash Flow is defined as the cash a company would generate annually from operations after all cash outlays necessary to maintain the business, as a going concern.

The CEO Strategy's preference is to own a core group of quality securities available at a discount to estimated intrinsic value. The strategy seeks to find securities which offer the opportunity of long-term compounded gains, while also providing a quantifiable margin of safety. These investments will be monitored via a multi-factor model and potentially reviewed if deemed to be at risk. Additionally, investments would be reviewed upon reaching fair value targets or sold if superior investment opportunities are found.

All new investment opportunities will be evaluated in the context of their historical correlations to the existing portfolio in an effort to reduce risk. The microeconomic analysis used in security selection will also be complimented by the macroeconomic capabilities of the BSC investment team, in both to assess macroeconomic risks and opportunities, as well as in the investment review/candidate for sale selection process.

To help offset the concentration risk, investments will be designed to capitalize on the alpha of the differentiated investment thesis (i.e., security specific catalysts), rather than on market beta. Examples of CEO investment catalysts and opportunities include, but are not limited to; spin-offs, turn-around investments, deleveraging situations, merger and acquisition take-out candidates, reorganizations, dividend changes, misunderstood product launches, company-specific cyclical opportunities, roll-ups, management change, industry consolidation plays, disruptive technology opportunities, secular change opportunities, etc.

In the event the portfolio manager believes that there are not adequate investment opportunities available, the Concentrated Equity Opportunities Strategy would be able to hold a significant amount of cash. It is the belief of the portfolio manager that the investment set of available opportunities should not only include securities available today at current prices but also the securities that are available in the future at future prices. The Concentrated Equity Opportunities Strategy portfolio manager will, in that way, view the available investment opportunity set along a time continuum to take advantage of differences of security prices over time, as the market conditions change.

Additionally, the Concentrated Equity Opportunities will seek to be geographically opportunistic by investing in liquid foreign securities (primarily U.S. Traded ADRs). Under normal market conditions, the CEO Strategy would preferentially invest the majority of its investments in U.S. based companies. However, in the event that few U.S.-based investment opportunities were available for a protracted period, the CEO Strategy could opportunistically seek a greater proportion of its concentrated portfolio in foreign ADRs.

INVESTMENT STRATEGIES AND RISK OF LOSS

All investments are subject to inherent risks, and accordingly, you may lose money by investing in a strategy as investments will fluctuate, reflecting day-to-day changes in market conditions, interest rates, and numerous other factors that cause markets to fluctuate which may cause your portfolio to decline over short- or long-term periods.

Risk may be defined as the chance that an investment's or investment strategy's actual return will be different than expected. Risk includes the possibility of losing some or all of the original investment. A fundamental idea in finance is the relationship between risk and return. The greater the amount of risk that an investor is willing to take on, the greater the potential return. The reason for this is that investors need to be compensated for taking on additional risk.

Market risk is defined as the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates, commodity prices, and other relevant market rate or price changes (e.g., equity prices). The price of a stock, bond or other security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances.

There can be no assurance that any investment, investment strategy or the investment asset allocation selected will be profitable or successful in achieving its investment objectives. Clients should understand the primary risk of investing in securities involves a loss of capital and should be prepared to bear such a loss. Investment in securities comes with inherent risks in exchange for a return on that investment as described above. In general, an investor may lose a portion of their principal and experience volatility in the value of that principal over time for various reasons as outlined below. This list is representative of many risks and is not necessarily a complete indication of all the risks a Client may assume.

1. Fixed Income Securities (Bonds)

Fixed income securities are debt obligations of the issuer. The market value (price) of those obligations can vary over time for various reasons such as those listed below:

- a. **Fixed Income Securities:** An investment strategy that invests in fixed income securities includes corporate bonds, government bonds, municipal bonds, other debt instruments, Exchange-Traded Funds and mutual funds that invest in these securities. Issuers generally pay a fixed, variable or floating interest rate and must also repay the amount borrowed at maturity. Some debt instruments, such as zero-coupon bonds, do not pay current interest, but are sold at a discount from their face value. Prices of

fixed income securities generally decline when interest rates rise and rise when interest rates fall.

Investment strategies that invest in U.S. Government securities include securities issued or guaranteed by the U.S. Treasury; issued by a U.S. Government agency; or issued by a Government-Sponsored Enterprise (GSE). U.S. Treasury securities include direct obligations of the U.S. Treasury (i.e., Treasury bills, notes and bonds). U.S. Government agency bonds are backed by the full faith and credit of the U.S. Government or guaranteed by the U.S. Treasury (such as securities of the Government National Mortgage Association (GNMA or Ginnie Mae)). GSE bonds are issued by certain federally-chartered but privately-owned corporations, but are neither direct obligations of, nor backed by the full faith and credit of, the U.S. Government. GSE bonds include: bonds issued by Federal Home Loan Banks (FHLB), Federal Farm Credit Banks, Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac) and the Federal National Mortgage Association (FNMA or Fannie Mae).

- b. **Duration Risk:** Duration is a measure of sensitivity of the change in market value to a given change in interest rates over time. Longer duration bonds, which typically have longer maturities, have more sensitivity to interest rate changes than short duration bonds. Additionally, longer-term debt and zero-coupon bonds are more sensitive to interest rate changes than debt instruments with shorter maturities.
- c. **Convertible Security Risk:** Securities that may be converted into other securities may be subject to the market risks of equity securities, the risks of debt securities, and other risks. The market value of securities tends to decline as interest rates increase. Their value also tends to change whenever the market values of underlying securities fluctuate.
- d. **Credit Risk:** Fixed income securities are also subject to credit risk, which is the chance that an issuer will fail to pay interest and/or principal on time. Many fixed income securities receive credit ratings from Nationally Recognized Statistical Rating Organizations (NRSROs). These NRSROs assign ratings to securities by assessing the likelihood of issuer default. Changes in the credit strength of an issuer may reduce the credit rating of its debt investments and may affect their value. High-quality debt instruments are rated at least AA or its equivalent by any NRSRO or are unrated debt instruments of equivalent quality. Issuers of high-grade debt instruments are considered to have a very strong capacity to pay principal and interest. Investment-grade debt instruments are rated at least Baa or its equivalent by any NRSRO or are unrated debt instruments of equivalent quality. Baa-rated securities are considered to have adequate capacity to pay principal and interest, although they also have speculative characteristics. Lower-rated debt securities tend to pay higher interest and are more likely to be adversely affected by changes in economic conditions than higher-rated debt securities.

An issuer suffering an adverse change in its financial condition could cause a lowering of the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Investment strategies investing in lower quality debt securities, although generally having a higher yield, are more susceptible to these problems and their value may be more volatile.

Non-Investment Grade Debt: Credit risk is more pronounced for investments in fixed-income securities that are rated below Investment Grade or which are of comparable quality. The risk of default may be greater and the market for these securities may be less active, making it more difficult to sell the securities at reasonable prices, and also making valuation of the securities more difficult.

Additional Risks Associated with Municipal Securities: Income from municipal bonds could be declared taxable because of unfavorable changes in tax laws, adverse interpretations by the Internal Revenue Service or state tax authorities, or noncompliant conduct of a bond issuer. Certain municipal bonds may generate income that is subject to the alternative minimum tax.

2. *Equity Securities (Stocks)*

Stocks generally represent an ownership share in a company. The market value (price) of those ownership shares fluctuate over time.

- a. **Equity Securities Risk:** Equity securities include common stocks, preferred stocks, convertible securities, mutual funds and Exchange-Traded Funds that invest in these securities. Equity markets can be volatile. Stock prices rise and fall based on changes in an individual company's financial condition and overall market conditions. Stock prices can decline significantly in response to adverse market conditions, company-specific events, and other domestic and international political and economic developments.
- b. **Loss of Capital:** An owner of stock can lose some or all of their investment.
- c. **Risk Related to Company Size:** Investment strategies that include investing in mid, small and micro capitalization companies generally involves greater risks than investment strategies investing in larger, more established companies, and possibly have a higher probability of experiencing a loss of principal in exchange for potentially higher growth. The market may value companies according to size or market capitalization rather than financial performance. As a result, if mid-cap, small-cap or micro-cap investing is out of favor, these holdings may decline in price, even though their fundamentals are sound. They may be more difficult to buy and sell, subject to greater business risks and more sensitive to market changes than larger capitalization securities. However, the pattern of their volatility may be different than those of larger stocks; and, therefore, may have diversification benefits, possibly reducing the overall portfolio volatility.

d. **Foreign Securities Risk:** Investments in foreign securities involve certain risks that differ from the risks of investing in domestic securities. Adverse political, economic, social or other conditions in a foreign country may make the securities of that country difficult or impossible to sell. It is more difficult to obtain reliable information about some foreign securities. The costs of investing in some foreign markets may be higher than investing in domestic markets.

- However, some of this investment risk may be reduced by investing in foreign securities typically through American Depositary Receipts (“ADRs”). ADRs are certificates deposited with a U.S. bank that represent the right to own a foreign security. Since ADRs are traded in U.S. markets and the issuers are subject to the same auditing, accounting and financial reporting standards as domestic securities, owning ADRs has advantages over owning other foreign securities.
- Other risks an investor should be aware of when selecting an investment strategy that invests in foreign or international securities are:
 - i. **Currency Risk** – the risk that the U.S. Dollar’s exchange rate versus other currencies may change, thus increasing or decreasing the value of the stock once exchanged back into U.S. Dollars.
 - ii. **Political or Sovereign Risk** – Countries outside the U.S. have different legal, economic and political structures that can affect the value of investments in those countries.
 - iii. **Emerging Markets:** Investment strategies that invest in emerging international markets may experience additional risks beyond those listed above. Emerging markets may have less developed legal, economic and political structures that are in the process of emerging, and, therefore, may experience additional volatility beyond that of more economically developed countries.

Economies in Emerging Markets generally are heavily dependent upon international trade and, accordingly, have been, and may continue to be, affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been, and may continue to be, affected adversely by economic conditions in the countries in which they trade. Because of the special risks associated with investing in Emerging Markets, investments in such securities should be considered speculative. Investors in such strategies are advised to consider carefully the special risks of investing in emerging market securities.

The risk also exists that an emergency situation may arise in one or more developing markets, as a result of which trading of securities may cease or may be substantially curtailed and prices for an investment strategy's securities in such markets may not be readily available. Investors should note that changes in the political climate in Emerging Markets may result in significant shifts in the attitude to the taxation of foreign investors. Such changes may result in changes to legislation, the interpretation of legislation, or the granting to foreign investors the benefit of tax exemptions or international tax treaties. The effect of such changes can be retrospective and can (if they occur) have an adverse impact on the investment return of the investment strategy.

- e. **Concentration Risk and Non-Diversification Risk:** A strategy is considered to be “non-diversified,” which means that the strategy can invest a greater percentage of its assets in the securities of fewer issuers than a diversified portfolio. The strategy may also have a greater percentage of its assets invested in particular industries than a diversified portfolio, exposing the portfolio to the risk of unanticipated industry conditions, as well as risks particular to a single company or the securities of a single company. Additionally, a non-diversified portfolio generally is more volatile, and the portfolio may have a greater risk of loss if the portfolio redeems shares during a period of high volatility. Lack of broad diversification also may cause the portfolio to be more susceptible to economic, political, regulatory, liquidity or other events than a diversified portfolio.
- f. **Special Situation Risk:** Investments in special situations may involve greater risks when compared to other strategies due to a variety of factors. Mergers, reorganizations, liquidations or recapitalizations may not be completed on the terms originally contemplated, or may fail. Expected developments may not occur in a timely manner, or at all. Transactions may take longer than originally anticipated, resulting in lower annualized returns than contemplated at the time of investment. Furthermore, failure to anticipate changes in the circumstances affecting these types of investments may result in permanent loss of capital.

3. *REITs*

- a. **REITs:** Real estate investment trusts, known as REITs, are entities that invest in different kinds of real estate or real estate related assets, including shopping centers, office buildings, hotels, and mortgages secured by real estate. There are basically three types of REITs:
 - Equity REITs, the most common type of REIT, invest in or own real estate and potentially make money for investors from rents they collect as well as from price appreciation;

- Mortgage REITs lend money to owners and developers or invest in financial instruments secured by mortgages on real estate; and
- Hybrid REITs are a combination of equity and mortgage REITs.

The Internal Revenue Code lists the conditions a company must meet to qualify as a REIT. For example, the company must pay 90% of its taxable income to shareholders every year. It must also invest at least 75% of its total assets in real estate and generate 75% or more of its gross income from investments in, or mortgages on, real property.

Investing in real estate and real estate investment trusts (REITs) involve special risks, such as: limited liquidity, changes in tax laws, tenant turnover or defaults, competition, casualty losses and use of leverage. Real estate values may fluctuate based on economic and other factors. REITs are dependent upon management skills and are not diversified. When interest rates decline, the value of a REITs investment in fixed-rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REITs investment in fixed-rate obligations can be expected to decline. Mortgage REITs may be affected by the quality of any credit extended to them. An investment in real estate or REITs may not be suitable for all investors, and there are no assurances that the investment objectives of any real estate program or strategy will be attained.

4. *Exchange-Traded Products*

- Exchange-Traded Products (“ETPs”)** are a type of security that is derivatively-priced and which trades intra-day on a national securities exchange. Derivatively-priced ETPs means the value is derived from other investment instruments such as a commodity, currency, share price or interest rate. Generally, Exchange-Traded Products are benchmarked to stocks, commodities, indices or they can be actively managed funds. Exchange-Traded Products include Exchange-Traded Funds (“ETFs”), Exchange-Traded Vehicles (“ETVs”), Exchange Traded Notes (“ETNs”) and certificates.
- Exchange-Traded Funds (“ETFs”) Risk:** ETFs are open-end investment companies, unit investment trusts or depository receipts that may hold portfolios of bonds, stocks, commodities and/or currencies that are commonly designed, before expenses, to closely track the performance and/or yield of (i) a specific index, (ii) a basket of securities, commodities or currencies, or (iii) a particular commodity or currency. The types of indices sought to be replicated by ETFs most often include domestic equity indices, fixed income indices, sector indices and foreign or international indices. ETF shares are traded on exchanges and are traded and priced throughout the trading day. ETFs permit an investor to purchase a selling interest in a portfolio of stocks throughout the trading day. Because ETFs trade on an exchange, they may not trade at Net Asset Value (“NAV”), which is the value of the underlying securities after expenses. Sometimes, the prices of ETFs may vary significantly from the NAVs of the ETFs’ underlying securities. Additionally, if an investor decides to

redeem ETF shares rather than selling them on a secondary market, the investor may receive the underlying securities which must be sold in order to obtain cash.

Also, ETFs consisting of bonds and bond funds will generally decrease in value as interest rates rise. ETFs and Exchange-Traded Notes (“ETNs”), particularly those consisting of commodities exhibit their own unique potential risk as these markets have historically been extremely volatile. For example, an ETN’s indicative price is calculated by the issuer and could differ “sometimes significantly” from the market value. Inverse ETF funds should lose money when their benchmark indexes rise – a result that is opposite from traditional mutual funds.

Inverse ETF funds also entail certain risks, including inverse correlation, leverage, market price variance and short sales risks. Generally, such an exchange-traded fund (ETF) is constructed by using various derivatives for the purpose of profiting from a decline in the value of an underlying benchmark. Investing in these ETFs is similar to holding various short positions, or using a combination of advanced investment strategies to profit from falling prices. Inverse ETFs are also known as a “Short ETF” or “Bear ETF.” One advantage is that these ETFs do not require the investor to hold a margin account as would be the case for investors looking to enter into short positions. As part of the strategies described above, BSC will use inverse ETFs as part of its hedging strategy dependent upon BSC’s view of the markets. See Section 6, Methods of Analysis, Investment Strategies and Risk of Loss, above for more information on the BSC investment strategy.

5. *Master Limited Partnerships*

Master Limited Partnerships is an ownership unit in a publicly traded limited partnership or master limited partnership (“MLP”). This trust gives the unit holder a stake in the income generated by the partnership company. An MLP often distributes all available cash flow from operations to unit holders after the deduction of maintenance capital.

Partnership units are beneficial to investors because the MLP allows the company’s cash distributions to circumvent the double taxation that would normally be imposed, which generally means greater distributions for partnership unit holders. In an MLP, the cash distributions of the company are taxed only at the unit holder level and not at a corporate level. Another benefit of this type of investment is that because the units are publicly traded, there is much more liquidity for investors compared to a traditional Partnership.

MLPs do present some risk. For example, MLP returns can be impacted if there is a slide in the commodity or underlying business that supports the MLP. This means that MLPs go up and down with the market and with commodity prices. MLPs don’t always offer the same easy liquidity prominent with stocks, mutual funds, and exchange-traded funds.

6. *Political, Economic and Regulatory Risk*

Changes in economic and tax policies, high inflation rates, government instability, war or other political or economic actions or factors may have an adverse effect on a strategy's investments. Governmental and regulatory actions, including tax law changes, may have unexpected or adverse consequences on particular markets, strategies, or investments. Legislation or regulation may also change the way in which the strategy itself is regulated. The Investment Manager cannot predict the effects of any new governmental regulation that may be implemented on the ability of the strategy to invest in certain assets, or affect the Investment Manager's ability to access financial markets, and there can be no assurance that any new governmental regulation will not adversely affect the a strategy's ability to achieve its investment objective.

VOTING CLIENT SECURITIES (PROXY VOTING POLICY SUMMARY)

IPC, as a matter of policy and as a fiduciary to IPC's Clients, has responsibility for voting proxies consistent with the best economic interests of the Clients. IPC's policy and practice includes the implementation of a Proxy Voting Service for corporate actions and Client proxies. Clients may retain the right to vote any proxies or take action relating to specified securities held in the Account provided the Client gives timely, written prior notice to IPC. Clients are provided the option to vote their proxies in the Investment Management Agreements and Investment Advisory Agreements. IPC makes the information available to Clients about the voting of proxies for their portfolio securities upon request. A copy of the Policy and voting information may be obtained by writing to: Independent Portfolio Consultants, Inc., Attention: Compliance, 5002 T-Rex Avenue, Suite 225, Boca Raton, FL 33431.

BSC may be unable to vote, or may decide not to vote, a proxy on behalf of one or more Clients. For example, a vote might not be entered because the shares are on loan as part of the Client's securities lending program. Certain countries require shareholders to stop trading securities for a period of time before and/or after a shareholder meeting ("share blocking"). Generally, BSC does not vote securities in countries that require share blocking because it potentially limits BSC from exercising BSC's investment discretion. In addition, BSC may be unable to complete a thorough and informed review of the proxy materials if the issuer does not provide the information in a timely fashion or if translated materials are not available. BSC may determine that the cost of executing the proxy exceeds the benefits to the Client's account. As a general matter, BSC does not vote securities in countries that require the Client to execute a power of attorney.

7. Client Information Provided to Portfolio Managers

INVESTMENT POLICIES AND INVESTMENT MANAGER COMMUNICATIONS

For each account, an Investment Advisory Agreement is signed between the Client and BSC. The agreement outlines the terms by which the Client's account is to be managed. Attached to the Investment Advisory Agreement is a Statement of Investment Policy that outlines the Client's investment objectives. In order for IPC to prepare the Statement of Investment Policy the Client is asked to complete an Investor Profile. The Investor Profile seeks to obtain information about the purpose of the account, the Client's primary investment objective, tolerance for risk, liquidity needs, age, occupation, income, net worth and other special considerations that would impact how the Client desires the account to be managed.

Clients should notify their BSC Advisor when a Client's financial situation or investment objectives change or if a Client wants to modify their investment objectives and or account restrictions at any time. On a quarterly basis, the Client will be reminded to provide BSC with any information regarding significant changes to their financial condition and other information that may change their investment objectives. If a Client communicates a significant change in their investment policy or investment strategy, this information may require the completion of an Investor Profile and typically requires an update to the Client's Statement of Investment Policy.

Clients will also receive a quarterly performance report, which the Client can review with their BSC Advisor as often as is determined to be necessary, but at least annually. This report can be used to assist the Client in monitoring the results of their investment account in relation to their particular goals and objectives stated in their Statement of Investment Policy.

8. Client Contact with Portfolio Managers

The BSC Advisor works with the Client to develop their objectives and investment strategies. However, Client's input is primarily limited to decisions about the target amount of equity, fixed income and cash equivalents in the investment policy target allocation and the individual security restrictions. A Client may choose to meet or speak with their BSC Advisor directly to review their account objectives and performance. The Advisor coordinates the conferences or meetings with a member of the BSC Investment Strategy Committee. The Investment Strategy Committee is a team that makes the investment decisions pertaining to the Client's account on a day-to-day basis.

9. Additional Information

DISCIPLINARY INFORMATION

IPC is required per the Security and Exchange Commission Rule 206(4)-4 to disclose in the Brochure material facts about any legal or disciplinary events of IPC or its management personnel. IPC does not have any legal or disciplinary events to report.

OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS

Independent Portfolio Consultants, Inc. is a registered investment adviser with the Securities and Exchange Commission and is primarily engaged in the managed assets business. IPC, and its executive officers, spend the majority of their time with these business activities. IPC also has entered into a Brokerage Services Agreement with Managed Account Services, LLC (“MAS”) and most persons associated with IPC who provide investment advice to Clients are also registered representatives of MAS. MAS is actively engaged in business as a securities broker-dealer and acts as the primary executing broker for most of MAS’ brokerage and advisory activities. In this capacity, MAS performs, among other services, trade executions and clearing support, in addition to related administrative and client services. The proportion of time spent on each of these activities by IPC representatives is not determinable.

CODE OF ETHICS

IPC has adopted a Code of Ethics, in compliance with Rule 204A-1 of the Investment Advisers Act of 1940. The Code of Ethics, among other things, sets ethical standards and requires compliance with the securities laws, safeguards material, nonpublic information about Clients’ transactions and portfolio holdings, and requires initial and annual reports of securities holdings for access persons. This Code of Ethics sets forth the rules for business conduct and personal investing activities of IPC’s employees.

The provisions of the Code of Ethics apply to all IPC employees. A copy of the Policy may be obtained by writing to: Independent Portfolio Consultants, Inc., Attention: Compliance, 5002 T-Rex Avenue – Suite 225, Boca Raton, FL 33431.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

IPC’s employees and officers may maintain positions in, or buy or sell the same securities or related options as Clients buy or sell. In cases such as this, employees and officers of IPC would have an interest in the success of a security that may be recommended to, owned by, sold for or purchased for a Client.

Employee trades are reviewed, so that no employee's trade execution receives a better execution price than a Client's for the same security traded on the same day in a BSC account. IPC employees are not permitted to buy or sell any securities that are included on an "IPC Restricted Security List" (security trades placed by IPC acting in the capacity of a portfolio manager) for a 24 hour period. However, this restriction does not apply to employee accounts under contract with, and managed by, a professional Investment Manager. IPC will distribute the "IPC Restricted Security List" via an office-wide e-mail prior to trading securities for a BSC managed investment account. The time stamp and date on the e-mail begins the 24 hour restriction. Employee trades will be reviewed and, if an employee traded a security on the "IPC Restricted Security List," the employee trade may be busted to an error account, on a case-by-case basis, based upon the review of the previous day's trades, except as noted above. The intent is to avoid potential conflicts of interest that may arise in the trading activities on behalf of Clients.

Brokerage Executions

Best Execution

IPC as a matter of policy, seeks to obtain best execution for Client transactions, *i.e.*, seeking to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances. While best execution is difficult to define and even more challenging to measure, it is generally accepted that it does not only mean achieving the best price but also includes many factors, such as the characteristics of specific trades, the stock being traded, specific needs of IPC Clients, conditions in the market at the time the order is placed and the overall efficiency of market structure. In addition, IPC takes into account the fact that the Client's fees covers trades executed by Managed Account Services, LLC and/or its clearing agent, First Clearing, LLC or Pershing Advisor Solutions LLC and/or its clearing agent, Pershing, LLC (*i.e.*, there are no additional commissions charged if trades are placed through these broker-dealers).

Brokerage Transactions

IPC's policy is to not accept an advisory Client's instructions for directing a Client's brokerage transactions to a particular broker-dealer.

IPC sponsors wrap-fee programs in which transactions executed through Managed Account Services, LLC or Pershing Advisor Solutions LLC would be free of commission charges to Clients. BSC is generally free to consider the trading capability of these firms versus other brokers' trading capability. However, IPC anticipates that most trades will be placed through these entities for execution because of their execution capabilities and because the wrap-fee paid by Clients covers trade charges only when trades are executed through MAS or PAS or their agents. Wrap-fees do not cover charges resulting from trades effected with, or through, broker-dealers other than MAS or PAS or their agents, nor mark-ups nor mark-downs by such other broker-dealers. Further, it is expected that BSC would typically consider trades executed via MAS or PAS are without commissions or retail mark-ups or mark-downs when comparing the cost of trading for equity

securities with other brokers. IPC would expect such a comparison would generally result in a decision to execute most trades through MAS or PAS.

BSC has full discretion in the management of accounts in its capacity as a Portfolio Manager. Clients direct BSC to use the brokerage services offered by MAS or PAS to effect transactions for the Client's account. BSC may use another broker or dealer to effect transactions for the account when it reasonably believes it can achieve best execution by using such other broker or dealer. However, because commissions for transactions executed through MAS and PAS are included in the wrap-fee the Client pays, IPC will not seek to negotiate commission rates with MAS or PAS and will use MAS and PAS to execute most, if not all, transactions for the account. However, if BSC believes that it would not be able to achieve best execution on a security transaction by placing trades for the Client's account through MAS or PAS, BSC may execute securities transactions through another broker-dealer, and the account will pay separate transaction costs.

BSC's policy is to not engage in principal or agency cross-transactions. An agency cross-transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory Client and for another person on the other side of the transaction (SEC Rule 206(3)-2(b)). Agency cross-transactions typically may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Also, as a matter of policy, IPC does not have any formal or informal arrangements or commitments to use research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis.

IPC Trade Aggregation and Allocation

The aggregation or blocking of Client transactions allows BSC to execute transactions in a more timely, equitable and efficient manner. Blocking is done in an attempt to achieve a better overall price execution for the Client.

As a matter of policy, IPC's allocation procedures must be fair and equitable to all Clients, with no particular group or Client(s) being favored or disfavored over any other Clients. IPC's policy prohibits allocation of trades in a manner that favors IPC's proprietary accounts or any particular Client(s) or group of Clients.

IPC has adopted a policy for the fair and equitable allocation of transactions. The policy is as follows: For Client accounts managed by BSC on a discretionary basis, IPC may aggregate, block, or bunch Client trades, provided that the following conditions are met: (1) IPC will not aggregate transactions, unless it believes that aggregation is consistent with its duty to seek best execution for its Clients; (2) no advisory Client will be favored over any other Client; (3) each Client that participates in an aggregated order will participate at the average share price for a given order, in a given security, on a given

business day, and (4) if the aggregated order is filled in its entirety, it will be allocated proportionately to receive the same allocation as the proportion of the total pre-trade allocation at the average price. For remaining portions that are filled on the following business day, Clients will receive the same allocation as the proportion of the total pre-trade allocation at the average price of the business day.

Consistent with the Manager's fiduciary obligation, the Manager may decide to trade away from MAS or PAS in certain circumstances when the Manager expects that the net cost to the Client (including all commissions and mark up and mark downs) will be lower than it otherwise would have been. Trading away (also known as "stepping out") entails the use of a broker other than MAS or PAS to execute the trade. Managers use trade away transactions in an effort to achieve the best net realized price when trading large blocks. Wrap-fee program accounts can benefit from these trade away transactions because the Manager or Sub-Adviser maintains control over the transaction from order placement through settlement.

When transactions are executed with other firms than MAS or PAS, the cost of execution is embedded in the price of the security. Any imbedded execution cost on trades done away from MAS or PAS are in addition to the Program fees.

Error Correction Practices

As a fiduciary, BSC has the responsibility to effect orders correctly, promptly and in the best interests of the Client. In the event an error occurs in BSC's handling of any transactions, due to BSC's actions, or inaction, or actions of others, BSC's policy is to seek to identify and correct any errors as promptly as possible, without disadvantaging the Client.

Profits and losses that result from the correction of erroneous trades made via MAS or PAS are absorbed by MAS' or PAS' respective error accounts. Losses that are incurred as a result of an error made by BSC are passed onto BSC to pay. If the resulting balance in MAS or PAS error account at the end of the year is a profit, the amount might be considered additional compensation to MAS or PAS.

Exceptions to the general rule of moving errors to the error account can be made for ERISA accounts in which case gains, resulting from the error correction, may be awarded to the Client. This is only permitted to the extent that the trade does not violate legal or Client guidelines.

REVIEW OF CLIENT ACCOUNTS

Client portfolios are managed according to the investment strategy and philosophy developed by BSC. BSC's equity investment process narrows a universe of potentially attractive securities to a model in which Client securities are selected for purchase. The allocation of Client assets is subject to the risk/return objective set forth in a Client's Statement of Investment Policy.

A BSC Portfolio Manager reviews the daily trades for Client accounts. Also, the Portfolio Manager reviews the accounts weekly to ensure appropriate security structure and cash level in relation to the BSC investment model. Equity holdings are reviewed in relation to the model. Additionally, account activity is reviewed on a daily basis for exceptions and restrictions under the supervision of the Manager of Advisory Operations. Each account is balanced and reconciled by IPC at least monthly versus the Client's custodian statement.

On a quarterly basis, a consultant of the IPC's Consulting Group reviews each actively managed account relationship. These individuals review accounts to look at asset allocation, holdings, performance, as well as industry, sector and issue concentrations and for general adherence to BSC's stated style. Any discrepancies will be noted and reviewed.

Client Reporting

BSC provides Clients a quarterly report that includes portfolio performance, asset allocation, portfolio holdings, capital gains and losses and contributions, withdrawals and income transactions for the quarter. IPC will not disclose information about the Client to others except as disclosed in IPC's Privacy Policy. IPC will share Client information with parties who provide services to the Client's accounts. The quarterly reports are generated following the quarters ending March 31st, June 30th, September 30th, and December 31st. BSC follows industry standards in the calculation and presentation of performance information.

Clients generally receive trade confirmations, as well as the monthly statements, from MAS and/or PAS in accordance with their investment advisory agreement. If the Client has selected a custodian other than MAS or PAS, the nature and frequency of reports will be determined by the agreement between the Client and the custodian.

Clients generally receive confirmation of transactions, as well as monthly statements, from Managed Account Services, LLC (produced by First Clearing, LLC) or Pershing Advisor Solutions LLC (produced by Pershing, LLC) in accordance with their BSC agreement(s). If the Client has selected a custodian other than MAS or PAS, the nature and frequency of reports will be determined by the agreement between the Client and the custodian. IPC advises Clients to compare the information on their IPC statement with the statement from their custodian. If Clients have any questions about their statements, please call IPC Client Services at 561-912-1040 or 800-346-4570.

Clients enter into an Investment Advisory Agreement with IPC. In addition, the Client or IPC may be asked to provide information regarding Client's brokerage account documents, including standard forms and questionnaires. If there is any conflict between the information in a brokerage account document and IPC documentation, the IPC documentation shall control.

Although each client account is reconciled against the client's custodian statement, at least monthly, there may be a difference in account valuations between the statements. The differences may be attributed as follows:

- Individual security pricing differences may be attributed to the different pricing services utilized by IPC and the Custodian. This is particularly evident in the pricing of fixed income securities and International ADRs.
- Accrued Income is a factor as IPC statements include the accrued income in the valuation of the account. Not all custodians include accrued income in the account valuation. And, when they do, there may be a difference depending upon the pricing services used in the valuation of individual securities.
- IPC statements record trading transactions on the date the trade was transacted (trade date) versus some custodian, such as bank custodians, which generally record trading transactions on the day the trade settles (settlement date). For example, a manager may place a trade on June 30. The trade does not settle until July 2. The IPC statement will record the trade on trade date and will include the security position as part of the account holdings as of June 30. However, some custodians, such as bank custodians, may record the trade on settlement date and does not include the security as part of the clients holding as of the June 30 month end report.
- Margin balances are reflected as part of the clearing entity's statement, such that the margin on the account is subtracted from the equity in the account to yield a net value for the account. IPC statements do not reflect the margin balance, as IPC is paid on the total value of the account that is being managed and not the net margin balance.
- Unsupervised Holdings are client assets where neither the manager nor IPC has discretion over such assets; however, client(s) may wish to see these assets as part of their overall holdings. Unsupervised Holdings are not managed nor does the client pay a management fee on such assets held in a portfolio. There are various reasons why clients utilize Unsupervised Holdings. For example, clients may hold low cost-basis stock, assets they do not intend to sell, restricted securities and so forth as Unsupervised Holdings.

Electronic Access of Communications

As an IPC advisory Client, the Client may consent to electronic delivery of account communications ("Account Communications") at IPC's discretion. IPC will provide this delivery of Account Communications by giving Clients access to their IPC account information via IPC's internet site utilizing an access password and account number. This may include all current and future advisory account statements, trade confirmations, notices, disclosures, regulatory communications, and other information, documents, data, and records regarding Client's IPC account. However, IPC is not able to provide electronic access or delivery of the Client's custodian statements and information. This consent to electronic delivery, when given, will be effective immediately and will remain in effect unless and until revoked. Clients may revoke this consent at anytime and request paper copies by writing to: Independent Portfolio Consultants, Inc., Attention: Compliance, 5002 T-Rex Avenue – Suite 225, Boca Raton, FL 33431.

CLIENT REFERRALS & OTHER COMPENSATION

Referral Arrangements

BSC, through IPC, may enter into referral arrangements with individuals, including independent financial planners, CPAs, registered investment advisers, Wealth Management Companies and broker dealers who are not employees or agents of IPC. IPC has a written agreement with all paid solicitors. These arrangements are done in compliance with the rules and regulations of the Investment Advisers Act of 1940, and the terms of the arrangements are fully disclosed to the Client at the time the referral is made. Clients do not typically pay a higher fee as a result of such payment arrangement.

Custody

IPC does not maintain physical custody of Clients' funds or securities. As part of the BSC Wrap-Fee Program, IPC has arranged for custody by two primary qualified custodians. In any case, Clients must select their own independent, third-party qualified custodian to maintain the Client's account. Client funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. The Client selects a custodian to have possession of the assets of the account, to settle transactions for the account and to accept instructions from BSC regarding the assets in the account. In addition, these custodians provide BSC information on the additions to, or withdrawals from, the account.

IPC will directly debit a Client's account(s) for the payment of IPC's advisory fees, as authorized by the Client. This ability to deduct IPC's advisory fees from a Client's accounts causes IPC to exercise limited custody over the Client's funds or securities. IPC is not a qualified custodian and the Client should know that IPC does not have physical custody of Clients' funds and/or securities.

Clients will receive account statements from the independent, qualified custodian(s) holding Client funds and securities at least quarterly. The account statements from the Client's custodian(s) will indicate the amount of IPC's advisory fees deducted from the Client's account(s) each billing period. The Client should carefully review account statements for accuracy. IPC urges Clients to carefully review the account statements from the Client's qualified custodian promptly on receipt to determine that it completely and accurately states all holdings in Client's account and all account activity over the relevant time period. If the Client has any questions or concerns, or if the Client notes any discrepancies between the custodian's and the IPC's statements, IPC urges the Client to contact IPC and the Client's qualified custodian. Please note that the information on the statements from IPC and the statements from the Client's qualified custodian may differ slightly for reasons including: the use of different pricing sources; the use of trade-date versus settlement-date accounting and timing differences in the posting of trades, corporate actions, dividend payments and tax reclaims.

If the Client has a question regarding the Client's account statement or if the Client did not receive a statement from the Client's custodian, please contact Russell Lowe, Managing Director at 561-912-1080.

BSC accounts are generally held through Managed Account Services, LLC ("MAS") as introducing broker-dealer. MAS uses First Clearing, LLC ("First Clearing") member NYSE/SIPC, on a fully-disclosed basis for clearing and custody services. First Clearing, LLC, a non-bank affiliate of Wells Fargo & Company, produces account statements and trade confirms, and provides IPC with other recordkeeping, operational, clearing and custodial services. First Clearing, LLC is a member of FINRA, the Securities Investor Protection Corporation ("SIPC"), the New York Stock Exchange, the NASDAQ Stock Market and other major regional stock exchanges. Clients who maintain securities accounts with Managed Account Services, LLC, through First Clearing, are protected by the SIPC up to \$500,000 for cash and securities, with a limit of \$250,000 for cash awaiting reinvestment. For additional security, First Clearing also provides coverage in excess of the \$500,000 SIPC limits through its policy with Lexington Insurance Company, an AIG Company, the underwriter of this additional protection. This additional protection covers missing securities and cash in Client brokerage accounts up to a firm aggregate limit of \$1 billion, of which \$1.9 million may cover cash awaiting reinvestment at the individual account level. However, this protection does not cover market losses. Assets held at outside custodians are not protected by First Clearing's SIPC coverage or the additional insurance.

Additionally, BSC accounts may be held through Pershing Advisor Solutions LLC, a subsidiary of The Bank of New York Mellon Corporation, member FINRA, SIPC. Clearing, custody, or other brokerage services may be provided by Pershing, LLC ("Pershing"), member FINRA, NYSE, SIPC. Pershing Advisor Solutions LLC relies on its affiliate Pershing to provide execution services. Clients who maintain securities accounts with PAS, through Pershing, are protected by the Securities Investor Protection Corporation ("SIPC") up to \$500,000 for cash and securities, with a limit of \$250,000 for cash awaiting reinvestment. For additional security, Pershing also provides coverage in excess of the \$500,000 SIPC limits through its policy with Lloyd's of London Syndicate, the underwriter of this additional protection. This additional protection covers missing securities and cash in Client brokerage accounts up to a firm aggregate limit of \$1 billion, of which \$1.9 million may cover cash awaiting reinvestment at the individual account level. However, this protection does not cover market losses. Assets held in custody outside of Pershing are not protected by Pershing's SIPC coverage or the additional insurance.

Additionally, custody fees may be incurred if a custodian other than MAS or PAS or their agents are used. If a custodian other than MAS or PAS or their agent is used, the client is responsible for the acts of the custodian and all direct expenses of the account, such as custodial fees, brokerage expenses, etc.

INVESTMENT DISCRETION

BSC provides discretionary investment advisory services to Clients via equity and balanced (equity and fixed income securities) accounts. Prior to a Client retaining BSC to manage all or

part of their financial assets, a careful review is conducted to determine the Client's objectives and risk tolerances. BSC then develops an investment plan or statement of investment policy for the Client based upon the client's investment goals, objectives and financial circumstances. Once accepted, the Client enters into an Investment Advisory Agreement with BSC. Thereby, Client grants BSC full discretion in the management of the investments of the Account. Client authorizes BSC, without prior consultation with, or approval from, the Client to invest and reinvest the assets in the Account.

Both cash and securities may be used to fund accounts. However, it is the intent of BSC that all securities so received be liquidated prior to, or simultaneous with, the purchase of securities for the account.

CONFLICTS OF INTEREST

IPC recognizes that there may be potential conflicts of interest between IPC's interests and a Client's interests if, for example, IPC may have a client who is a vendor or has some other business relationship with IPC. IPC has adopted policies and procedures which IPC believes are reasonably designed to manage the conflicts of interest created by those business relationships.

Additionally, if a Client is in need of certain types of products and/or services that are not offered by BSC, BSC, through IPC, may refer the Client to various third-party entities that provide such products and/or services, and may receive direct or indirect compensation through referral fees, commissions or fee sharing, to the extent permitted by law, paid by the applicable third party. Examples of these types of products and/or services may include, without limitation, risk management strategies, hedging and diversification strategies.

Many IPC employees who offer advisory services are also registered securities representatives of MAS and may execute trades for Clients who also participate in IPC's wrap-fee programs or other advisory programs, including BSC. These individuals may receive compensation from advisory or non-advisory Clients, resulting in a potential conflict of interest. IPC anticipates, however, that most trades will be placed through MAS or PAS, for execution because of their trading execution capabilities and because the wrap-fee paid by Clients covers trade charges only when trades are executed through MAS or PAS or their agents.

IPC, and its various relationships, provide a broad range of financial services to Clients. In offering such services, IPC, its employees, officers and affiliates may give advice and take action in the performance of their duties to certain of their Clients which may differ from advice given, or the timing and nature of action taken, with respect to other advisory Clients' accounts.

Video Conferencing

IPC does provide a video conferencing unit to some Investment Executives in their Wealth Management Company's Office at no cost to the Wealth Management Company. IPC believes that a video installation increases the effectiveness of the communication between IPC and the Client. The installation of a video conferencing unit to communicate with IPC may be considered an inducement for the Wealth Management Company or an Investment

Executive to recommend a managed account offered by IPC over other managed account services.

FINANCIAL INFORMATION

IPC does not require nor solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance.

SERVICES AND COMPENSATION DISCLOSURE (ERISA)

If the *Employee Retirement Income Security Act of 1974* (“ERISA”) governs IPC’s and BSC’s duties to a Client’s pension or retirement plan (the “Plan”), the Client must consider the disclosures described in this Brochure and the Client’s Letter Agreement signed with Independent Portfolio Consultants, Inc. which describes the services that IPC and BSC will provide to the Client for participating in the managed assets program. If the Client signs an Investment Management Agreement with the investment management firm the Plan selects to provide investment management for the Client’s Account, please refer to that document for additional disclosures. Also, if applicable, refer to the Investment Advisory Agreement signed with IPC for Clients electing to participate in the Multiple Manager Strategy Portfolio.

Services

IPC and BSC services provided to the Plan are as stated by the Client’s Letter Agreement, Investment Management Agreement and/or Investment Advisory Agreement as described in the above paragraph. Additionally, please refer to the following sections in this disclosure brochure document for additional services provided: “Services, Fees and Compensation,” “Portfolio Manager Selection and Evaluation” and “Additional Information.”

Status

IPC provides those services directly to the Plan as an investment adviser registered under the *Investment Advisers Act of 1940* and as a fiduciary (within the meaning of ERISA) pursuant to the terms and conditions and the services provided to the Plan as described in the Client’s Letter Agreement, Investment Management Agreement and/or Investment Advisory Agreement as described above at the beginning of this section.

Direct Compensation

IPC’s direct compensation is as stated in the Client’s Letter Agreement signed with Independent Portfolio Consultants, Inc. which describes the services that IPC will provide to the Client for participating in the managed assets program. If the Client signs an Investment Management Agreement with the investment management firm the Plan selects to provide investment management for the Client’s Account, please refer to that document for additional disclosures. Also, if applicable, refer to the Investment Advisory Agreement signed with IPC for Clients electing to participate in the Multiple Manager Strategy Portfolio. In addition, please refer to the following sections in this disclosure brochure document for additional

services provided: “Services, Fees and Compensation” and Evaluation” and “Additional Information.”

Indirect Compensation

Indirect sources of compensation is compensation IPC will receive from other parties that are not related to the Plan (“indirect” compensation). This section describes potential sources of indirect compensation that IPC may receive in connection with its provision of investment advisory services (i.e., those fees or other compensation that may be received by IPC from parties other than the Client’s Plan, or the Plan Sponsor).

From time to time, IPC may receive marketing and training support payments, conference subsidies, and other types of financial and non-financial compensation and incentives from Investment Managers and other vendors to support the sale of IPC’s products and services to IPC’s clients, including IPC’s ERISA Plan clients. However, based on IPC’s historical experience, the aggregate value of these payments to IPC in any particular year has represented less than one basis point (0.0001) or 1/100ths of 1.0% of IPC’s total customer assets. Note that the level of vendor support, is not dependent on, nor related to, the level of assets invested by the Plan or any of IPC’s other clients invested in or with the products or services of the Investment Manager. A list of those Investment Manager(s) can be provided by contacting Independent Portfolio Consultants, Inc. (“IPC”) at the address listed on the 1st page of this document or calling (800) 346-4570 or sending an e-mail to customerservice@ipcanswers.com.

IPC employees may receive non-cash indirect compensation from time to time in the form of gifts of nominal value (i.e., having value less than \$250), occasional meal or entertainment (e.g., tickets to concert or sporting events), or reimbursement for certain expenses related to attendance at educational conferences or seminars that may be attended by plan sponsors and representatives. Based on historic trends, IPC does not expect to receive gifts in excess of the *de minimis* threshold under the regulations with respect to the Plan.

The services for which indirect compensation is received are the services provided to the Plan as described in the Client’s Letter Agreement signed with Independent Portfolio Consultants, Inc. which describes the services that IPC will provide to the Client for participating in the managed assets program. If the Client signs an Investment Management Agreement with the investment management firm the Plan selects to provide investment management for the Client’s Account, please refer to that document for additional disclosures. Also, if applicable, refer to the Investment Advisory Agreement signed with IPC for Clients electing to participate in the Multiple Manager Strategy Portfolio.

Compensation Paid Among Related Persons

Except as described by the preceding paragraph, IPC will not, concerning IPC’s services under the Client’s Letter Agreement, Investment Management Agreement and/or Investment Advisory Agreement as described above at the beginning of this section, pay to an affiliate or

a subcontractor compensation that is set on a transaction basis or that is charged directly against the plan's investment and reflected in the net value of the investment.

Manner of Receipt

In a separately managed account, IPC's direct compensation is billed and collected from the Plan's assets as provided by the terms and conditions in the Client's Letter Agreement, Investment Management Agreement and/or Investment Advisory Agreement as described above at the beginning of this section.

Compensation for Termination of Contract or Arrangement

A Client's Letter Agreement, Investment Management Agreement and/or Investment Advisory Agreement as described above at the beginning of this section does not provide IPC with compensation that results because of either party's termination. IPC remains entitled to compensation that accrued before the effective time of the Client's Letter Agreement, Investment Management Agreement and/or Investment Advisory Agreement termination.

BROCHURE SUPPLEMENT

Refer to IPC's and BSC's Part 2B of Form ADV ("Brochure Supplement") for information about each of IPC's and BSC's employees who formulate investment advice, have discretionary authority over Clients' assets or have direct Client contact ("Supervised Persons").