

Item 1 – Cover Page

Atria Investments LLC
also conducting business as
Adhesion Wealth Advisor Solutions
5935 Carnegie Blvd, Charlotte, NC 28209
888.295.8351
www.adhesionwealth.com

March 29, 2011

Form ADV, Part 2; our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940 is a very important document between Clients (you, your) and Atria Investments LLC (us, we, our). This Brochure provides information about our qualifications and business practices.

This brochure provides information about the qualifications and business practices of Atria Investments LLC. If you have any questions about the contents of this brochure, please contact us at investments@adhesionwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any State Securities Authority.

Additional information about Atria Investments LLC also is available at the SEC’s website www.adviserinfo.sec.gov (click on the link, select “investment adviser firm” and type in our firm name). Results will provide you both Part 1 and 2 of our Form ADV.

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

Item 2 – Material Changes

1. Initial Filing on March 29, 2011:
 - a. This is our “initial” filing of what we regard as “The New Part 2” of our Form ADV. As a result, this Document, dated February 1, 2011 is brand new. This document was developed in response to new requirements adopted and imposed by the Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940 (IA Act). As a result, this “Disclosure Brochure” is substantially different from previous versions and includes disclosures not specifically required by the Old Part II. For example, you will notice the elimination from the old Part II the ‘check box’ pages (pages 1 through 6).
 - b. As a result, this “Brochure” in its entirety should be considered “materially new” although you will recognize many of the disclosures as similar or identical to what you have read in the past.
2. In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.
3. We may, at any time, update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form).
4. If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Compliance Officer at compliance@atriainvestments.com.

Item 3 -Table of Contents

Item 1 – Cover Page	
Item 2 – Material Changes.....	i
Item 3 -Table of Contents	ii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management	8
Item 7 – Types of Clients.....	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	10
Item 9 – Disciplinary Information	11
Item 10 – Other Financial Industry Activities and Affiliations	12
Item 11 – Code of Ethics	13
Item 12 – Brokerage Practices	15
Item 13 – Review of Accounts.....	19
Item 14 – Client Referrals and Other Compensation.....	20
Item 15 – Custody	21
Item 16 – Investment Discretion	22
Item 17 – Voting <i>Client</i> Securities (i.e., Proxy Voting)	23
Item 18 – Financial Information.....	24
Item 19 – Requirements for State-Registered Advisers.....	25

Item 4 – Advisory Business

Description of Advisory Services:

Overlay Portfolio Management Services.

We are a registered investment adviser with the U.S. Securities and Exchange Commission, currently providing sub-advisory services to other registered investment advisors (“Financial Advisors”), either directly or through a third party sponsored program. We are a wholly-owned subsidiary of Adhesion Wealth Advisor Solutions Inc., who has been in business since 1999. As of the date of this brochure, we have approximately \$1.3 billion in discretionary assets under management.

Our sub-advisory services are typically referred to as overlay portfolio management (“OPM”), where we generally implement the investment instructions provided by your Financial Advisor for your account(s) through ongoing monitoring, rebalancing and trading. We provide OPM services directly to Financial Advisors under the terms of a sub-advisor services agreement, and to Financial Advisors through programs sponsored by a third party (e.g., a broker-dealer). Our OPM services can be considered *impersonal investment advice*.

Investment instructions are generally communicated to us in the form of asset allocation strategies (“Strategies”). We refer to a strategy’s creator as a “Strategist”. In many cases your Financial Advisor will create the Strategy for your account. Alternatively, your Financial Advisor may elect to employ a Strategy from a third-party Strategist, also a registered investment advisor, for your account. Please refer to your Financial Advisor’s brochure for details regarding the services they provide, and the services of any third parties they may employ.

Strategies are comprised of a model portfolio (“Model”) or a weighted combination of multiple Models, as determined by the Strategist. A Model represents the investment recommendations of a “Manager”, in the form of a list of securities to hold and the relative weight of each. Your Financial Advisor may be one of the Managers providing one or more of the Models for your account’s Strategy. Additionally, the Models of third-party asset Managers, themselves registered investment advisors, may be included in your Account’s Strategy. Your account’s Strategist is responsible for researching and evaluating Managers, and selecting the specific Models employed in your account’s Strategy. The Managers’ responsibilities with respect to your account are limited to providing generalized, non-discretionary investment advice. These limitations are further discussed in schedules attached to our sub-advisory services agreement with your Financial Advisor.

It is your Financial Advisor who remains solely responsible for understanding your individual financial situation, investment goals and objectives, time horizon, portfolio liquidity and concentration, and tolerance for risk as well as any investment limitations and reasonable restrictions for your account. Based upon this knowledge, your Financial Advisor selects a suitable Strategy for your account. Your Financial Advisor is solely responsible for maintaining communication with you to monitor your investment objectives and any changes in your individual circumstances, and for communicating any changes in your situation to us in the form of a suitable Strategy selected for your account. Any questions you may have regarding the Strategy employed for your account, the Manager Models comprising the Strategy, or their suitability for your individual financial situation should be directed to your Financial Advisor.

In our provision of OPM services, we require discretionary authority to implement the investment recommendations and instructions of the specified Strategy for your account via the purchasing and selling of securities. This authority is in addition to your Financial Advisor, who maintains at all times full discretionary authority over your accounts. You grant us this discretionary authority through the custodian broker-dealer who holds your account. Through the custodian's paperwork you typically designate us to be the "manager" or "sub-advisor" for your account. With this authority we monitor your account to assess ongoing conformity to the Strategy selected by your Financial Advisor. If your account varies from the Strategy beyond a tolerance specified by the Strategist, we will make appropriate and necessary adjustments to bring your account back into conformity.

Please bear in mind that your Financial Advisor solely determines whether our OPM services are suitable for you. You, or your Financial Advisor, may terminate our OPM services for your account at any time.

OPM Services Through Third Party Sponsored Programs. We will also provide OPM services for third-party sponsored programs (the "Programs") sponsored by registered broker-dealer firms, banks or trust companies not affiliated with us (the "Sponsor"). We are not considered a Program Sponsor. The Programs offer portfolio advisory and professionally managed investment account services through intermediary Financial Advisors whose individual and institutional clients open brokerage accounts through the Sponsor and agree to sub-advisory services provided by us. The Sponsor is responsible for identifying and selecting those Strategists and Managers that will participate in the Program. The Sponsor will provide appropriate information to Financial Advisors regarding the investment discipline and/or approach for the Strategists and Managers, and any changes that may occur.

The Sponsor is responsible for reviewing the performance of all Strategists and Managers and making recommendations to Financial Advisors with respect to their selection and retention. The Financial Advisor maintains full discretionary authority to hire and fire the Strategists and Managers on behalf of their clients. The Financial Advisor will determine

whether the Program and the individual Strategists and Managers are suitable your individual circumstances and needs.

With Sponsored Programs you may be required to open a brokerage account with the Sponsor and custodial and transaction clearing services will be provided by the Sponsor as part of the services of the Program. You should carefully review the Sponsor's Disclosure Brochure for more information on its Program.

Tax Overlay Management Services.

If selected by your Financial Advisor, we will also provide Tax Overlay Management services to your account. In providing Tax Overlay Management services, we consider the tax consequences of transactions in your account and will adjust our OPM services in the context of such consequences. We attempt to accomplish tax-aware investment management through gain-loss matching, loss harvesting, deferring gains until securities reach preferential tax status, and avoiding imprudent wash sale transactions, and, as necessary and based on information received from your Financial Advisor, incorporating external events into investment decisions. The end goal is to improve the after-tax return while staying as consistent as possible with the risk/return characteristics of your account's Strategy.

In providing Tax Overlay Management services, we consider the tax consequences of a transaction as just one of multiple factors to be weighed against the benefits of the transaction. As a result, we may in certain circumstances effect a transaction, even though, for example, the transaction may generate a wash sale transaction or short-term taxable gains. Our ability to improve your after tax return depends on various factors beyond our control including economic and market conditions, the specifics of your account's Strategy and its constituent Models, your tax circumstances and mandates as communicated by your Financial Advisor. Tax Overlay Management may cause the actual performance in your account to vary from the "stated" performance of the Strategy's Managers.

Tax Overlay Management services are provided solely in connection the OPM services provided to your account. We do not provide general tax planning advice or services. To provide Tax Overlay Management services, we rely solely on the information provided by your Financial Advisor. If that information is inaccurate or incomplete, our ability to provide Tax Overlay Management may be adversely affected. We makes no guaranty that taxes in your account will be reduced. If an account contains mutual funds and/or exchange traded funds ("ETFs"), our Tax Overlay Management services are generally applied on the portion of your account containing equity securities and not to the portion that consists predominantly of mutual funds and/or ETFs.

We generally accept tax gain and loss harvesting requests from Financial Advisors for accounts receiving Tax Overlay Management services, subject to certain limitation, such as amount, timing and the potential effect on the likely effect of the potential tax harvesting transactions on the accounts. The details of gain and loss harvesting are agreed to between

us and your Financial Advisor. Clients should contact their Financial Advisors for specific information. If accepted by us, the transactions executed due to a tax gain or loss harvesting request may affect the future management of your account and may specifically result in us temporarily deviating from your account's Strategy.

Tax Overlay Management is available only to U.S. account holders. By default, accounts are managed without Tax Overlay Management services unless specifically elected by your Financial Advisor.

Other Information About Our OPM Services.

Client-Specific Restrictions. Your Financial Advisor may instruct us to restrict from your account securities from specific companies or industries, or restrict the sale of certain securities held in your account. In the case of industry restrictions, we rely on third party providers for industry classification data and make no guarantee as to the accuracy of such third party information. Changes may occur that affect the industry classification of a security and we will make reasonable effort to implement those changes in a timely manner.

In general, we may implement restrictions by taking one or both of the following actions: (A) increasing the relative proportions of other securities to replace the restricted securities and/or (B) increasing money market or cash positions in your account, all as determined by us in our sole discretion. Such restrictions imposed on your account would likely cause your account's performance to differ from the 'stated' performance the Strategy's Models.

Item 5 – Fees and Compensation

OPM Fees. We will receive an OPM Fee for the OPM Services performed for your account. Our OPM Fee is based on the average daily balance ("ADB") of your account over the billing period.

Our OPM Fee rate will typically range from 0.10% to 0.20% per annum, depending upon composition of the set of Strategies utilized by your Financial Advisor. If Tax Overlay Management services are elected, 0.10% is typically added to the OPM Fee rate. OPM Fee rates may be negotiated with your Financial Advisor.

We do not impose a minimum account size for our OPM Services. However, we do impose a minimum OPM Fee which generally corresponds to an account size of \$50,000. Specific fee rates and minimums are specified in the sub-advisory services agreement between us and your Financial Advisor.

Strategist and Manager Fees. In addition our OPM Fee, each third party Strategist and/ or Manager related to your account's assigned Strategy will receive a fee. If applicable, the Strategist Fee is based on the average daily balance ("ADB") of your account over the billing period. If applicable, each Manager's Fee is based on the average daily balance ("ADB") of the portion of your account associated with that Manager's Model, per your account's Strategy, over the billing period. Third party Manager Fee rates typically range from 0.05% to 0.75% per annum and third party Strategist Fee rates typically range from 0.05% to 0.15% per annum, as disclosed in the sub-advisory services agreement between us and your Financial Advisor. Manager and Strategist Fee rates are typically not negotiable.

Account Fee. The total Account Fee is the sum of our OPM Fee plus any applicable Strategist and Manager Fees.

Fee Calculations

Billing periods are typically a calendar quarter. At the beginning of a billing period, each account will incur an estimated Account Fee payable in advance. The estimated Account Fee for your account is calculated by multiplying the value of the account on the first day of the billing period by the applicable rates for OPM Fee, Manager Fees, and Strategist Fee.

At the end of the billing period an actual Account Fee for your account is calculated by multiplying your account's ADB by the applicable rates for OPM Fee, Manager Fees, and Strategist Fee. The actual Account Fee at the end of the period can vary from the estimated Account Fee from the beginning of the period due to a number of factors including, but not limited to, change in assigned Strategy for the account by your Financial Advisor, changes in the composition of Models within the Strategy by the Strategist, variations in value of

account assets affiliated with each Model due to normal market fluctuations, or the election of Tax Overlay Management option by your Financial Advisor.

At the end of each billing period reconciliation occurs between the actual Account Fee and the estimated Account Fee incurred at the beginning of the billing period. The difference between the two is calculated and applied, a debit or credit, to the estimated Account Fee for billing period just commencing.

For new Accounts enrolled for OPM Services in the midst of a billing period, the actual Account Fee calculated at the end of the period will be prorated for the number of days your account was active. This actual Account Fee will be added to the estimated Account Fee for the period just commencing.

If you terminate OPM Services for an account, the actual Account Fee calculated at the end of the billing period will be prorated portion for the number of days active during the period. If after comparing the actual to estimated Account Fee there is a resultant fee credit due, that credit will be submitted to the custodian as a fee rebate.

Fee Payment

All Account Fees are payable solely to us. We are responsible for the disbursement of any Manager and Strategist Fees. Typically within five business days following the end of a billing period, we will notify your custodian of the amount of the Account Fee due and payable to us. The custodian does not validate or check our fee, its calculation or the assets on which the fee is based. They will “deduct” the Account Fee from your Account.

Account Fee payments will generally be made through the redemption of money market fund shares or cash positions maintained in your account. If insufficient cash funds exist in your account to meet your Account Fee obligations, securities in your account may be sold (the selection of which is in our sole discretion) in order to generate sufficient cash with which to cover the debit balance. We anticipate the Strategy selected for your account by your Financial Advisor will allocate a sufficient portion of the assets in your account to cash or money market positions in order to avoid such liquidations.

Each month, you will receive a statement directly from your custodian showing all transactions, positions and credits / debits into or from your account; the statements after the quarter end will reflect these transactions, including the advisory fee paid by you to us.

In certain situations, your Financial Advisor may elect to be sent an invoice for your Account Fee instead of direct deduction from your account. This may occur when the fee your Financial Advisor charges you includes the cost of investment management services such as ours. Please refer to your Financial Advisor’s Brochure for detail regarding their fee practices.

Additional Fees and Expenses:

Advisory fees payable to us do not include all the fees you will pay when we purchase or sell securities for your Account(s). The following list of fees or expenses are what you may pay directly to third parties, whether a security is being purchased, sold or held in your Account(s) under our management. Fees charged are by the broker dealer / custodian. We do not receive, directly or indirectly any of these fees charged to you. They are paid to your broker, custodian or the mutual fund or other investment you hold. The fees include:

- Brokerage commissions;
- Transaction fees;
- Exchange fees;
- SEC fees;
- Advisory fees and administrative fees charged by Mutual Funds (MF), Exchange Traded Funds (ETFs)
- Advisory fees charged by sub-advisers (if any are used for your account);
- Custodial Fees;
- Deferred sales charges (on MF or annuities);
- Odd-Lot differentials;
- Deferred sales charges (charged by MFs);
- Transfer taxes;
- Wire transfer and electronic fund processing fees;
- Commissions or mark-ups / mark-downs on security transactions ;
- Among others that may be incurred.

In addition, we do not have or employ any “Employee” at all that receives (directly or indirectly) any compensation from the sale of securities or investments that are purchased or sold for your account or to which we provide consulting expertise / services. As a result, we are a “fee only” investment adviser. We do not have any potential conflicts of interest present that relate to any additional (and un-disclosed) compensation from you or your assets that we manage.

OPM Services through Programs

Our fees for sub-advising Programs for Sponsors are individually negotiated and are traditionally a variable dollar charge to the Sponsor based on aggregate assets in the program. Sponsors typically charge individual clients a wrap fee for all services. The services provided by us and the fees received by us generally differ from Sponsor to Sponsor and Program to Program. In these Programs, Sponsors generally establish account fees for their Programs and in some cases may negotiate fees with certain clients. Our OPM Services may be available at a lower overall cost to the client in some of these Programs compared to other Programs.

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

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance based fees). Our advisory fee compensation is charged only as disclosed above (Item 3).

Item 7 – Types of Clients

We provide our services to a number of Clients:

- Individuals, including high net worth individuals
- Trusts, estates and charitable organizations
- Corporations or other business entities
- Not for profit entities
- Among others.

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

Analysis:

As the discretionary overlay portfolio manager, we implement the asset allocation Strategy assigned to your account by your Financial Advisor.

We, as the overlay portfolio manager, utilize the supplied Strategies and Models, along with proprietary analytical methodologies and proprietary tax management technology, in determining how to implement your account's Strategy. Our method of analysis is best described as a quantitative analytical method. We make Strategy implementation decisions as a tradeoff between the goal of tracking the designated Strategy and the implicit transaction costs associated with that goal, including the tax cost if tax management services have been selected. Portfolio Managers employed by us are solely responsible for the day-to-day implementation decisions for the client's account and generally have discretionary authority.

Risk of Loss:

All investments in securities include a risk of loss of your principal (invested amount) and any profits that have not been realized (the securities were not sold to "lock in" the profit). As you know, stock markets, bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets we manage that is very often out of our control. We will do our very best in the implementation of the Strategy selected by your Financial Advisor; however, we cannot guarantee any level of performance or that you will not experience a loss of your account assets.

Item 9 – Disciplinary Information

We do not have any legal, financial or other “disciplinary” item to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us.

This statement applies to our Firm, and every employee.

Item 10 – Other Financial Industry Activities and Affiliations

Michael Stier also serves as the Chief Executive Officer and President of Adhesion Wealth Advisor Solutions Inc. (“Adhesion”), of which Atria is a wholly-owned subsidiary. Mr. Stier dedicates approximately 60% of his time to the management of Adhesion and the remainder to Atria.

Additional Services for Sponsors.

In Sponsor Programs, we not only provide OPM services to clients of Financial Advisors but may also provide a number of operational, technological, and administrative services to a Sponsor. In some cases, we may receive separate fees from the Sponsor for the services provided to the Sponsor. To the extent that these relationships with Sponsors may influence our ability to make decisions with respect to the brokerage services offered by such Sponsors or their broker-dealer affiliates, it could be deemed that we have a conflict of interest with respect to clients' interests.

Item 11 – Code of Ethics

As required by regulation (and because it's good business), we have adopted a Code of Ethics that governs a number of potential conflicts of interest we have when providing our advisory services to you. This Code of Ethics is designed to ensure we meet our fiduciary obligation to you, our Client (or Prospective Client) and to drive home a Culture of Compliance within our firm.

An additional benefit of our Code is to detect and prevent violations of securities laws, including our obligations we owe to you.

Our Code is comprehensive, is distributed to each employee at the time of hire, and annually thereafter (if there are changes). We also supplement the Code with annual training and on-going monitoring of employee activity.

Our Code includes the following:

- Requirements related to the confidentiality of your (Client);
- Prohibitions on:
 - Insider trading (if we are in possession of material, non-public information);
 - Rumor mongering;
 - The acceptance of gifts and entertainment that exceed our policy standards;
- Reporting of gifts and business entertainment;
- Pre-clearance of employee and firm transactions;
- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call “reportable securities” as mandated by regulation); and,
- On an annual basis, we require all employees to re-certify to our Code, identify members of their household and any account to which they have a beneficial ownership (they “own” the account or have “authority” over the account), securities held in certificate form and all securities they own at that time).

Our Code does not prohibit personal trading by employees (or our firm). As you may imagine, as a professional investment adviser, we follow our own advice. As a result, we may purchase or sell the same or similar securities (or securities that are suitable for an employee or related account but not suitable for any client, including you) at the same time that we place transactions for your account and the accounts of our other Clients.

All employees are required to have their trades (as well as those of certain related parties) pre-cleared by our Chief Compliance Officer prior to placement of the order and have five days in which to transact the cleared activity. We do not require pre-clearance for certain categories of securities (for example, mutual funds, ETFs, U.S. Government issues and other fixed income securities) and for transactions occurring in an account entirely subject to our OPM Services that are combined (or bunched) with client transactions on the same day in the same security in accordance with our trade allocation procedures. Our trade allocation

procedures require, among other things, proportionate participation in bunched trades at average prices and that client orders are filled completely before any employee order, in the case of a security of limited availability. In addition, the five-day clearance period may be waived in certain situations where standing transaction instructions, such as stop-loss orders, are used as long as no changes are made to the instructions.

You may request a complete copy of our Code by contacting us at the email address on the cover page of this Part 2; attn.: Chief Compliance Officer.

Item 12 – Brokerage Practices

General Considerations – selecting / recommending brokers for Client transactions and commission charges:

Our OPM services are only available to Financial Advisors whose client accounts are held at one of the following supported custodian broker-dealers (“Supported Custodians”): TD Ameritrade Institutional (“TD Ameritrade”), Schwab Advisor Services (“Schwab”), Fidelity Institutional Wealth Services (“Fidelity”), or Pershing Advisor Solutions (“Pershing”), although we may in the future accept other custodian brokers. We have arranged with these Supported Custodians the capability to electronically place securities brokerage orders on behalf of your account(s). This electronic trading capability is generally required for effective provision of our OPM services.

Typically, trading and transaction clearing services will be provided by the Supported Custodian selected by you and/ or your Financial Advisor for your account, at commission fee rates previously agreed to by the custodian and you. Transactions for accounts at one Supported Custodian may be effected either before or after transactions effected by another Supported Custodian. Consequently, an account held at one Supported Custodian may experience performance results different from an account held at another Supported Custodian due to differing brokerage fees, commissions and trade executions.

In the future, we may negotiate with one or more of the Supported Custodians for asset-based pricing (“ABP”) of trading and transaction clearing services provided to accounts assigned to one of a subset of Strategies from specified Strategists. The availability of any such ABP schedule will be disclosed along with the applicable Strategies. It will be your option to elect the standard fee schedule you have with account’s custodian or the ABP schedule associated with the Strategy, whichever you and/ or your Financial Advisor deem best for your specific situation.

Directed Brokerage

We will not accept instructions from you or your Financial Advisor directing brokerage transactions through a broker/dealer other than the Supported Custodian having custody of your account.

However, we may determine that a better combination of net price and execution can be obtained through routing brokerage transactions to an executing broker/dealer different from the Supported Custodian holding your account. Our decision to direct such brokerage transactions to broker/dealers other than the Supported Custodian will be made at our sole discretion and based on a number of factors including, but not limited to, some combination of the following: size of order, trading characteristics of the security, desired timing of the transaction, existing and anticipated activity in the market for the particular security, favorable execution prices (including the opportunity for price improvement), access to reliable market data, availability of efficient automated transaction processing,

research products and other services provided for the benefit of both us and you, and reduced execution costs through price concessions. As a matter of policy, we will not direct brokerage transaction in exchange for client referrals.

The broker receiving transaction orders from us may effect transactions in securities that trade in dealer markets, including over-the-counter equity securities, through its own trading desks that specialize in such securities. In such cases, commission charges may be imposed in addition to dealer costs, including mark ups, mark downs or spreads paid to market makers engaged in the transaction, with the result that total transaction costs in some transactions may be higher than might be obtained in direct trades with dealers. We believe that utilizing its electronic interface with brokers for client brokerage orders makes client account management and trade execution more efficient and cost effective than by managing client accounts without the electronic interface. We have evaluated the brokers' services and believe the added value in terms of execution, taking into account the attendant commission charges or fees, is consistent with its overall duty to seek best execution for client transactions.

Research and Other 'Soft Dollar' Benefits:

Obtaining the best price and execution of trades is of utmost importance in placing transactions. If a broker is allowed a commission in excess of that which another broker might have charged for executing the same transaction, it is done in recognition that such broker's special services are of great importance to us and our client(s). Research services furnished by brokers may be used in servicing all of our accounts; all clients benefit from the research received from all brokers with whom we deal.

Although we seek best execution of transactions, you should understand that obtaining research and services by means of soft dollar benefits represents a conflict of interest since it enables us to receive research that we might otherwise have to produce ourselves or purchase with our own money.

What is the "research" that is paid for with soft dollars? Research refers to services and/or products provided by a broker, the primary use of which must directly assist us in our "investment decision-making process" and not in the management of our firm. The term "investment decision-making process" refers to the quantitative and qualitative processes and related tools we use in rendering investment advice to our clients, primarily trading and risk analysis.

Research may be proprietary or third party. Proprietary research is provided directly from a broker (for example, research provided by broker analysts and employees about a specific security or industry or region). Third party research is provided by the payment by a broker, in full or in part, for research services provided by third parties. Both types of research may involve electronically and facsimile provided research and electronic portfolio management services and computer software supporting such research and services. Typical third party research providers include, by way of example, First Call

Notes, Bloomberg, Research Direct, First Call Earnings Per Share Estimates, Baseline, Bondedge, ISI, Bank Credit Analysis, S&P Creditweek, Factset and Global Sector Review.

In many situations we may execute a transaction with one broker and settle the transaction with the Supported Custodian. This use of “step-outs” allows us to decouple - to some extent - execution services from research services. In other words, we may execute a transaction with an “execution” broker and step-out the transaction - and related commissions - to a broker who provides research services to book and settle the transaction.

We may receive products or services from brokers which we use for both research and for administrative, marketing or other non-research purposes. In such instances, we make a good faith effort to determine the relative proportion of our use of such product/service that is for research. Only that portion of the research aspect of the cost of obtaining such product/service may be paid for using soft dollars. We pay the remaining portion of the cost of obtaining the product or service in cash from our own resources.

We have an incentive to select a broker-dealer based on our interest in receiving the research or other services they can provide us. This incentive may conflict with client interests in receiving most favorable execution and our measurement of favorable execution may differ from that of a client. We believe we pay fair and reasonable brokerage commissions in return for research products or services provided by brokers. We may use research products or services provided by brokers in servicing any or all of our clients. Although we believe that all clients of our firm and its affiliates benefit from the research and services received by us from brokers, we may not necessarily use such research products or services in connection with the client accounts that paid commissions to or otherwise traded with the brokers providing such products or services.

Our firm has a standing Brokerage Committee consisting of members of our portfolio management and compliance teams. The committee generally meets periodically during each year to review the quality of brokerage execution obtained on behalf of our clients and to monitor our use of soft dollar research and other services received in connection with client transactions. For our last fiscal year, our Brokerage Committee identified in advance the research services that reflected our estimate of the most value to our firm and its clients for research and other services, if any, provided by the broker-dealers to which we direct client transactions. The firm does not expect to generate sufficient soft dollars to pay for all such services and it is the policy of the committee that our firm does not alter its management or trading strategies in order to compensate for the shortfall of soft dollar credits. As a result, the committee ensures that our firm pays “hard dollars” for any research in excess of any soft dollars earned as a result of client trading.

Block Trading Procedures

From time to time, it may be appropriate for more than one account receiving OPM services to trade in the same securities at the same time (which may include “new issues” but only to the extent such accounts are eligible under applicable law). Consistent with our fiduciary duties, our policy generally is to allocate investment opportunities to its clients on an equitable and fair basis, based on a variety of criteria, including Manager and/ or Strategist recommendations, asset size of account, and consistency with your investment guidelines and strategies. Because of the diversity of objectives, risk tolerances, portfolio guidelines and limitations, tax consequences and other differences, there may often be differences among accounts receiving OPM services in the particular securities and other instruments held, including in the weighting of particular positions.

As a general policy and if we believe it is appropriate under the circumstances, securities orders placed with the same Supported Custodian for the same security on the same day may be combined (or “blocked”) with the objective of receiving the best overall blend of pricing and execution. The subsequent allocations among such accounts will be effected on a pro rata basis, based on the relative value of the accounts. We may also break a block order into multiple blocks if we determine multiple order blocks will receive a better overall blend of pricing and execution. In such cases the subsequent allocations among accounts will be effected on an average price basis (such that each account receives the same price based on the average price across blocks).

Accounts of our employees may be included in the combined orders and are subject to the same allocation methodology and average pricing. Although, in any given case, this practice could have a detrimental or beneficial effect upon the price or value of the security in your account, we believe that on an overall basis such practice is beneficial to your account, and we will continue such practice so long as it is believed to be beneficial to all of our clients. While our goal is to be fundamentally fair on an overall basis with respect to all clients, there can be no assurance that on an overall or trade-by-trade basis that any particular client will not be treated more favorably than another.

Principal Trading

As a matter of policy, we do not engage in principal trading.

Item 13 – Review of Accounts

Every new account receiving OPM services is assigned to one of our portfolio managers to review the investment instructions provided by the Financial Advisor. The portfolio manager produces trade recommendations, then reviews and approves the initial investment of the account. Ongoing, accounts are continually reviewed by our portfolio management group for events that would require action. Examples of such events include deviation from the selected Strategy beyond a specified tolerance level; cash deposits or requested withdrawals; the replacement of one Model for another, or re-weighting amongst Models, within a Strategy by the Strategist; requested tax loss harvesting; or a change in the specific composition of a Model by its Manager.

Performance reviews with you of your account are the sole responsibility of your Financial Advisor, not us.

Likewise, providing you with periodic reports of account activity, valuation and performance is the sole responsibility of the your account custodian, Financial Advisor and/or Program Sponsor. Such reports are typically generated on a monthly or quarterly basis. The actual frequency and nature of any such reports is disclosed by the your Financial Advisor, the program sponsor or account custodian, or other service providers engaged by your Financial Advisor.

You should also expect to receive from your account's custodian confirmations of each security purchased and sold for your account, whether electronic or paper form, and copies of the prospectuses and all annual and periodic reports issued by the mutual funds the account holds.

Item 14 – Client Referrals and Other Compensation

We may, from time to time, enter into written agreements with certain individuals and entities that will act as solicitors of our OPM services and consult with us on marketing and sales ideas. Each solicitor must enter into a written agreement with us in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940. As such, a “Solicitor’s Disclosure Statement”, listing compensation to be paid to solicitors, is provided to your Financial Advisor prior to or at the signing of our sub-advisory services agreement.

Each solicitor will receive a portion of the total OPM fees paid to us. However, your account(s) are not charged any additional fees as a result of these arrangements. The payment of a solicitation fee may create a conflict of interest with respect to the solicitor’s recommendation that a Financial Advisor select us for OPM services.

Item 15 – Custody

We never act as a custodian ourselves and do not recommend any specific custodian, only offering our OPM services to brokerage accounts held at one of the Supported Custodians (refer to Item 12 – Brokerage Practices).

We do require the authority directly debit our OPM Fees from your account through notification to your custodian of the amount of the Account Fee due and payable to us, as described in Item 5 – Fees and Compensation.

We will not send account statements or appraisals. These will come from your account's custodian and, in many cases, your Financial Advisor. We urge you to compare these statements for accuracy.

Item 16 – Investment Discretion

In providing OPM services, we require the discretionary authority to determine, without obtaining specific client consent, (1) securities to be bought or sold, and (2) the amount of the securities to be bought or sold. Limitations on our authority are guided by, among other things, (i) our responsibility to act as a fiduciary when handling clients' accounts, and (ii) the investment instructions provided by the Financial Advisors.

Item 17 – Voting *Client* Securities (i.e., Proxy Voting)

Although we have discretionary authority with respect to the acquisition and disposition of client securities, we do not take responsibility for voting proxies on behalf of clients. Accordingly, we have not adopted policies and procedures with respect to proxy voting.

You should receive proxy solicitations directly from your account's custodian, unless suppressed by request from either yourself or your Financial Advisor.

Item 18 – Financial Information

The SEC requires disclosure of balance sheet if we charge or solicit pre-payment of \$1,200 in fees per client six or more months in advance. We do not charge or solicit such fees.

Item 19 – Requirements for State-Registered Advisers

Not applicable to us.