

Firm Brochure
(Part 2A of Form ADV)

U.S. Bancorp Investments, Inc.
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<https://www.usbank.com/investments-wealth-management/investment-management.html>

This brochure provides information about the qualifications and business practices of U.S. Bancorp Investments, Inc. (referred to as “we”, “us” or “USBI” throughout the document). If you have any questions about the contents of this brochure, please contact us at 800-888-4700. 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 USBI is available on the SEC’s web site at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for USBI is 17868.

USBI is a registered investment adviser. However, that registration does not imply a certain level of skill or training.

October 21, 2014

Item 2 Material Changes

This section describes the material changes to our Programs since the last annual amendment of our Form ADV on March 31, 2014.

- Disciplinary Information – We have added a new disciplinary event.
- Model Portfolios – We have added model portfolios to our Personal Portfolios Program, which are provided by the Asset Management Group (“AMG”) of U.S. Bank, National Association, an affiliate.

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Item 4 Advisory Business

Firm Description

U.S. Bancorp Investments, Inc. (USBI) is owned by U.S. Bancorp and has been incorporated since 1974. We acquired an entity with an investment adviser that was state registered in 1996 and became SEC registered in 2007.

We are an investment adviser as well as a broker-dealer registered with the SEC. We are a member of the Financial Industry Regulatory Authority, known as FINRA, and also a member of the Securities Investor Protection Corporation, known as SIPC.

Types of Advisory Services Offered

We offer two types of advisory services for individuals, businesses and institutional clients: managed account services, which may include selection of other advisers, and financial planning services. We do not specialize in any one type of advisory service. This document will focus primarily on our managed account services. A separate document that explains our financial planning services is available with our financial plans, or is available upon request. A full description of our services is detailed below.

Investment advisory services create a fiduciary relationship with you. This means that we must place your interests above our own. This brochure explains your rights and obligations in providing you with advisory services. Please read it carefully and keep it for your records. Please note that although we act as your investment adviser in providing services to you, this does not affect any other relationship you may have with your Financial Advisor or USBI. The nature of your existing USBI accounts, your rights and obligations relating to these accounts, and the terms and conditions of any USBI account agreement in effect does not change in any way. Generally, unless you are participating in our advisory program, we will implement securities transactions in our capacity as a broker-dealer. You will be charged any applicable fees for effecting transactions you choose to make, including commissions, a portion of which will be passed to your Financial Advisor.

Tailored Advice when Using Personal Portfolios Program

Our group of managed account services is called the Personal Portfolios Program, also referred to as the "Program(s)" throughout this document.

We provide individually tailored solutions and continuous advice to you regarding your investments based on your individual needs. We do this through personal discussions with you, in which goals and objectives are discussed. During this data gathering process, we will determine your investment objectives, risk tolerance, anticipated contributions and withdrawals, the importance of liquidity to you, and your income, as well as other factors. You may also place any reasonable restrictions on investing in certain securities, types of securities or industry sectors. You should understand that those restrictions will likely impact the performance of your Programs. We will develop a strategy based on your risk profile.

Description of Managed Account Services

Each Personal Portfolios Program includes the development of an asset allocation, and construction of portfolios, which may include mutual funds, exchange-traded funds ("ETFs"), individual equities, fixed income investments, structured products, Model Providers (registered investment advisers acting as third party providers of research services offering purchase and sale recommendations in the form of model

portfolios), sub-account managers and model portfolios provided by the Asset Management Group (“AMG”) of our bank affiliate U.S. Bank, National Association (“U.S. Bank”), as well as other investments. In addition, brokerage and custodial services provided by USBI are part of the Personal Portfolios Program. These Programs are offered on a wrap fee basis, in either a discretionary or non-discretionary relationship. This means that one fee is charged that includes investment advisory services, custodial services, sponsorship and brokerage execution, including commissions. We receive a portion of the fee for our services. For a detailed description of the wrap fee program, please see the Wrap Fee Program Brochure in Appendix 1.

When USBI has discretion, the USBI Financial Advisor acts with discretionary authority to determine the securities and amount to be bought/sold. Consistent with our policies and as a best practice, Financial Advisors strive to balance fair and equitable allocation with best execution in trade allocations to client accounts.

We use Envestnet Portfolio Solutions, Inc. (“Envestnet”, or “Sub-Adviser”), a registered investment adviser and provider of asset allocation advice, as a sub-adviser and/or administrator for the Personal Portfolios Programs.

Personal Portfolios Program

The following Programs are offered to you. To learn more details about these Programs, please see the Wrap Fee Program Brochure in Appendix 1.

Non-Discretionary Programs

- Managed Account Strategies
 - Managed Account Strategies – Mutual Funds
 - Managed Account Strategies – General Securities
- Unified Managed Account
- Advisor Select
- Advisor Select Separately Managed Account

Discretionary Programs

- Fund Managed Portfolio
- Unified Managed Portfolio

Assets Under Management

We are compensated for investment advisory services based on a percentage of assets under management.

Assets Under Management as of 3/28/2014:

- | | |
|------------------------------|-----------------|
| • Non-Discretionary Programs | \$4,296,224,686 |
| • Discretionary Programs | \$10,590,194 |

Description of Financial Planning Services

Our financial planning services provide a personalized report to help you assess your financial situation and your ability to achieve specific financial goals. For a more detailed description of these services, please refer to our Firm Brochure for Financial Planning Services.

Item 5 Fees and Compensation

Description of Managed Account Fees

Assets in the Personal Portfolios Program are charged an asset-based fee called a wrap fee for the services provided. Each Program carries a different wrap fee or portfolio fee. This portfolio fee is based on several factors including but not limited to:

- The specific services being provided
- The type and size of the account
- Historical or anticipated transaction activity
- The range of additional services provided to the account
- The amount of your overall assets in the Personal Portfolios Program

The portfolio fee represents payment for the following services:

- Development and ongoing management of asset allocation and investment strategies
- Sub-account manager and Model Provider search
- Due diligence and monitoring services of investment companies, sub-account managers, Model Providers and AMG
- Portfolio manager investment management services
- Account administration and reconciliation services
- Clearing and custody charges
- Brokerage execution services
- Monthly custodial statement with transactional activity, otherwise quarterly
- Quarterly evaluation of investment performance
- Tax reporting
- Advice provided by your Financial Advisor and the Sub-Adviser

The portfolio fee may also include Model Provider fees and custodial fees. We act as a broker-dealer in addition to acting as an investment adviser. If you open your Personal Portfolio Program account with securities previously purchased through us, you will already have paid a commission on the purchase to us. Similarly, if you open your account with cash proceeds from the sale of securities through us, we may have already received commissions on the sale. Additional detailed information on wrap fees can be found in the Wrap Fee Program Brochure found in Appendix 1 of this Firm Brochure.

Fee Schedule

Under certain circumstances, the portfolio fee is negotiable and agreed upon by you and your Financial Advisor. The following are some examples when the fee may be negotiable:

- Overall relationship with U.S. Bancorp
- Total client assets under a Program account
- Types of investments or strategies being utilized

Non-Discretionary Programs

Assets	Managed Account Strategies MAS - Mutual Funds	MAS - General Securities	Advisor Select Account	Advisor Select Separately Managed Accounts	Unified Managed Account
First \$250,000	1.70%	2.50%	2.00%	2.75%	2.50%
Next \$250,000	1.60%	2.25%	1.80%	2.50%	2.25%
Next \$500,000	1.50%	2.00%	1.60%	2.25%	2.00%
Next \$1,000,000	1.30%	1.75%	1.35%	2.00%	1.75%
Amounts over \$2,000,000	1.00%	1.50%	1.10%	1.75%	1.50%

Discretionary Programs

Assets	Fund Managed Portfolio
First \$250,000	2.00%
Next \$250,000	1.80%
Next \$500,000	1.60%
Next \$1,000,000	1.35%
Amounts over \$2,000,000	1.10%

Assets	Unified Managed Portfolio
\$0 - \$250,000	2.90%
\$250,001 - \$500,000	2.75%
\$500,001 - \$1,000,000	2.60%
\$1,000,001 - \$2,000,000	2.35%
Over \$2,000,000	2.10%

Fees are quoted as an annualized percentage of assets. For non-discretionary and Fund Managed Portfolio accounts, fees are blended, which means that as the portfolio value reaches each threshold in the above tables, the assets above that threshold are charged successively lower percentages. For Unified Managed Portfolio accounts, fees are billed on a breakpoint basis. All Unified Managed Portfolio account assets are billed at the same asset level percentage as they reach a threshold.

Billing of Fees

We deduct fees from your Program account, or other eligible account, a quarter in advance. This is the only method of billing used and you may not select another method. If you open a new Program account, the fees are pro-rated and billed at the inception of the account for the remainder of the calendar quarter. The fee, calculated by Envestnet, is determined as a percentage of the average daily asset value of the account for the previous calendar quarter. In addition, we have the authority to place trades in this account to make cash available to cover fees without prior consultation with you.

At your direction, you can link together multiple Program accounts for yourself and family members to qualify for a fee breakpoint.

We may advance or accelerate compensation to the Financial Advisor at our discretion. This could include advancing several quarters' worth of compensation or paying some multiple of initial income. You

are not charged any additional fee(s). However, this accelerated payment paid to the Financial Advisor may provide them with a financial incentive to offer the Program.

Other Fees and Expenses

The portfolio fee discussed above does not cover certain other costs for which you may be charged separately. Other costs may include but are not limited to the following:

- Interest on debit account balances
- The entire public offering price (including underwriting commissions or discounts) on securities purchased from an underwriter or dealer involved in a distribution of securities
- Exchange fees, regulatory transaction fees, transfer taxes, and other fees required by law
- A per trade liquidation fee for non-cash assets brought to a Program
- Electronic fund and wire transfer fees
- Trade-away charges (i.e., charges assessed when transactions are cleared through other independent broker-dealers, and not through the custodian)
- Trust service charges
- Short-term redemption fees
- Management fees and expenses charged by mutual funds and/or ETFs in which you may be invested

For a full discussion of brokerage practices, see Item 12 Brokerage Practices.

Refund of Fees Upon Termination of Agreement

You may terminate the investment advisory agreement with a full refund of any fees paid within five business days of your execution of the Statement of Investment Selection. You may also terminate at any other time but the fees will be pro-rated through the termination date. The daily pro-rated amount upon termination will usually result in a refund of the unearned portion of the quarterly fee. You may be charged a per trade liquidation fee in the event you request that assets be converted to cash prior to termination.

If you decide to terminate any of the Program accounts custodied with us, in most cases you will receive a refund via electronic transfer to another trading account or bank account. If the account is closed before the end of the quarter, you will receive the refund the month following account closing. If you decide to terminate the Advisor Select Separately Managed Account held at Fidelity, a refund will be sent directly from Fidelity.

Compensation Received as a Broker Dealer

Financial Advisors who recommend the Programs will receive compensation as a result of your participation. This compensation may be more than what the Financial Advisor would receive if you participate in other investment services offered by us or if you paid separately for investment advice, brokerage, and other services. Therefore, Financial Advisors may have a financial incentive to recommend the Programs over other programs or services. In addition, as a custodian we may receive 12b-1 fees from a mutual fund in which you are invested. The 12b-1 fees are additional fees used for promotion, distribution, and/or marketing expenses of the mutual fund's shares. Mutual funds and ETFs charge their own management fees and 12b-1 fees.

The 12b-1 fees are paid to the Financial Advisor in non-qualified accounts custodied with us. Qualified accounts, which may include ERISA and some IRA accounts custodied with us, will be credited with the

amount of any 12b-1 fees received. Except in the Discretionary Programs, we may recommend First American Money Market Funds, which are advised by an affiliate of ours. Any qualified account custodied with us may receive a rebate of advisory or investment management fees associated with First American Money Market Funds held in a Program account.

While providing services to the account, we may also receive networking rebates from certain mutual fund companies. Networking rebates are payments by the mutual fund companies to USBI to help offset our Network Level 3 processing expenses for recordkeeping, tax reporting, disclosure mailings and other activities. These amounts are paid pursuant to agreements between USBI and the mutual fund companies. The networking rebates vary by mutual fund company, but are generally based on the number of accounts in the particular fund. The networking rebates range from \$1 to \$5 per year/per account invested in the fund. Not all mutual fund companies pay these amounts.

We may also receive shareholder servicing fees from certain mutual fund companies based on the assets held in accounts at USBI. We have not entered into direct agreements with the mutual fund companies to receive these payments. Rather, we have entered into a mutual fund clearing arrangement with a registered broker-dealer that has established the relationships with the mutual fund companies, and through which the shareholder servicing payments are made to USBI. Your account may or may not hold these mutual funds. The shareholder servicing fees vary by mutual fund company and are based on the assets held in U.S. Bancorp client accounts. They generally fall within the following ranges:

Load mutual funds:

- Per position/CUSIP: \$5-\$20 per position/CUSIP
- Basis points: 0-25 basis points

No-load mutual funds:

- Basis points: 5-100 basis points

As a normal course of business, we recommend load waived or no-load funds.

You always have the option of purchasing the investments through other broker-dealers or agents not affiliated with us.

We do not charge additional commissions or markups in the Personal Portfolio Programs.

Revenue Sharing Arrangements

USBI has entered into agreements through which certain firms (our approved "Product Partners") provide financial contributions to USBI, which are used to support the marketing of their products, training and education of our Financial Advisors about their products, and other purposes. These agreements may be termed "revenue sharing", "marketing allowances", "special compensation" or possibly "due diligence compensation". In addition, approved Product Partners have access to our Financial Advisors, distribution network communications, and opportunities to participate in corporate marketing and training functions.

A potential conflict of interest exists when we are paid more in revenue sharing from a product partner if you purchase one type of product instead of another. A potential conflict of interest may also exist if one product partner provides more in financial contributions over another. We may offer products that we or our affiliates may underwrite, or may otherwise be financially interested in. We may also offer products that involve entities that have a relationship with us and/or our affiliates. We may receive compensation or other benefits for selling such products.

U.S. Bancorp Asset Management, Inc. is an affiliate of ours and is the adviser to the First American Money Market Funds. We have entered into an agreement with U.S. Bancorp Asset Management, Inc. in

which they pay us for shareholder servicing and marketing support fees in connection with the First American Money Market Funds. We receive these payments in addition to any sales charge payments and distribution fees described in the prospectuses and statements of additional information for the First American Money Market Funds.

If you would like more information about these agreements, please go to http://www.usbank.com/cgi_w/cfm/invest/products_and_services/mutual_funds_ps.cfm.

We are committed to serving your interests first, so we have adopted policies reasonably designed to control and limit these potential conflicts of interest. The policies require Financial Advisors to recommend products and services based only on their appropriateness in meeting your investment goals. The policies prohibit the payment of any portion of revenue or cost sharing fees directly to Financial Advisors. In addition, revenue-sharing payments must be made by the distributor or the product partner by wire transfer or check, and policies prohibit the acceptance of these payments in the form of direct or indirect investment portfolio commissions of the product sponsor.

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

We do not use a performance-based fee structure. As previously explained, our fees are based on a percentage of assets managed.

Item 7 Types of Clients

Description

We advise a wide range of clients, including individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other businesses.

Account Minimums

The minimum account size generally required for accounts is listed below. Under certain circumstances, accounts may be opened with lower amounts.

Non-Discretionary Programs

Managed Account Strategies MAS – Mutual Funds	MAS – General Securities	Advisor Select Account	Advisor Select Separately Managed Accounts	Unified Managed Account
\$50,000	\$75,000	\$50,000	\$100,000 *	\$250,000

Discretionary Programs

Fund Managed Portfolio	Unified Managed Portfolio
\$50,000	\$250,000 **

* Some sub-account managers have higher account minimums.

** Account minimum may be higher based on allocations and Model Providers chosen.

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

Methods of Analysis – Managed Account Services

Depending on the Program, either Envestnet, a registered investment adviser, or USBI will provide Model Provider selection, monitoring and due diligence services. Model Providers are selected for each of our Programs based on a number of factors which may include contact directly with the Model Providers, referrals from consultants, periodicals and databases containing information about Model Providers, as well as an analysis of portfolio returns, a review of the Model Provider's disclosure brochure, contact with clients and on-site visits to the Model Provider.

For certain Program accounts, model portfolios provided by AMG are utilized to assist Financial Advisors in the management of portfolios. Envestnet performs due diligence and risk analysis including the collection of data and qualitative information (such as firm, process, philosophy, personnel and administrative information), on the model portfolios provided by AMG.

On an ongoing basis, the performance of each chosen Model Provider and AMG is monitored relative to major market indices and to comparable style indices. The ongoing analysis and review of approved Model Providers and AMG may also include, where appropriate, a recommendation to a client for the termination of a Model Provider or AMG model portfolio, usually accompanied with a recommendation for replacement. Reasons for the recommendation would typically be one or more of the following: ownership changes, key employee turnover, adverse or wrongly focused performance record, manager capacity, changes in investment philosophy, failure to follow the stated investment discipline or other similar concerns.

Methods of Analysis – Financial Planning Services

We have contracted for financial planning software with various providers to develop planning strategies. For a more detailed description of these services, please refer to our Firm Brochure for Financial Planning Services.

Investment Strategy

Your personal investment strategy is based on the objectives you discuss with your Financial Advisor and may be different for each of your accounts. Investment strategies may include asset allocation, long-term purchases, short-term purchases, trading and other strategies your Financial Advisor will discuss with you. It is important to keep your Financial Advisor updated when any of your information changes so your goals and objectives can be updated accordingly.

Financial Advisors have access to a variety of tools that help them determine your investment objectives, time horizons and other factors. These tools help your Financial Advisor reach an investment strategy based on your individual needs. In addition, Financial Advisors have access to information from third party providers of research services and U.S. Bank affiliated research services. Financial Advisors are not required to follow any specific research and may, when you authorize discretion, take positions for your account that contradict the research issued by these third party providers of research services.

As a normal course of business, the investment portfolios offered by us are wrap fee accounts. However, based on individual circumstances, it may be in your best interest to use an account that is outside of this strategy and move to a brokerage account and pay commissions per trade.

Investing in Securities Involves Risk

All securities and investment strategies carry some level of risk. You may lose money as the value of the security fluctuates. You should be prepared to bear the risk for each type of security in which you invest, including the possibility of losing some or all of your invested money. Thinking about long-term investment strategies and tolerance for risk can help determine what type of investment is best suited for you. Keep in mind past performance of securities is not a reliable indicator of future performance.

Depending on the types of securities you invest in, you may face some of the following investment risks:

- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less appealing, causing their market values to decline.
- **Market Risk:** Prices of an equity, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This risk can be caused by things independent of the security's underlying circumstances. Political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, your dollar today will have less purchasing power than it will tomorrow because it is eroding at that rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Fixed Income Risk:** Portfolios that invest in fixed income securities are subject to several general risks, including interest rate risk and market risk. These risks may occur from fluctuations in interest rates, a change to an issuer's individual situation or industry, or events in the financial markets.
- **Structured Products Risk:** These products often involve a significant amount of risk and may only be appropriate for our clients who can carry such risk. Those clients should carefully read and consider the product's offering documents, as they are often based on derivatives. Structured products are intended to be "buy and hold" investments and are not liquid instruments.
- **Small and Mid-Cap Risk:** Stocks of small or emerging companies may have less liquidity than those of larger, established companies and may be subject to greater price volatility and risk than the overall stock market.
- **Diversification Risk:** Investments that are concentrated in one or few industries or sectors may involve more risk than more diversified investments, including the potential for greater volatility.

Item 9 Disciplinary Information

In the past ten years, we have not been involved in any material disciplinary events as an investment adviser. The disciplinary events listed below are related to the activities of USBI acting in our capacity as a broker-dealer.

Auction Rate Securities

FINRA alleged the following rule violations:

NASD rules 2110, 2211, and 3010(a) and 3010(b) and MSRB rule G-27:

- Used sales materials that were not fair and balanced and did not provide a sound basis for evaluating the facts in regard to purchases of Auction Rate Securities (ARS).

- The materials used failed to adequately disclose the risks of investing in ARS, that investments in ARS could become illiquid, and that customers might be unable to obtain access to funds invested in ARS for substantial periods of time.
- Failed to establish and maintain adequate procedures, including written procedures, reasonably designed to ensure that it marketed and sold ARS in compliance with federal securities laws and applicable NASD and/or MSRB rules.
- Failed to maintain procedures reasonably designed to ensure registered representatives accurately described ARS during sales presentations and that representatives provided customers with adequate disclosure of the risks of ARS, including the risk that ARS auctions could fail and investments could become illiquid.
- Added ARS to its approved product list without using our usual due diligence process.
- Failed to provide adequate training to registered representatives regarding the features and characteristics of ARS and the differences between ARS and other investments.

We submitted a letter of Acceptance, Waiver & Consent for the purpose of proposing a settlement of the alleged rule violations previously described. Without admitting or denying the allegations, we agreed to a censure and fine of \$275,000. The terms of the letter of Acceptance, Waiver & Consent were accepted by FINRA on 2-12-10. The fine was paid on 3-9-10.

Large Options Positions Reporting

FINRA alleged the following rule violations:

NASD rules 2860(b)(5), 2110 and 3010

FINRA rules 2360(b)(5) and 2010:

- Failed to report positions to the Large Options Positions Report (“LOPR”).
- Failed to establish and maintain a supervisory system, including a system of follow-up and review that was reasonably designed to achieve compliance with the applicable securities laws and regulations and FINRA rules, concerning the reporting of options positions to the LOPR.
- The firm’s supervisory system did not include written supervisory procedures providing for the reporting of options positions to the LOPR.

We self-identified and subsequently self-reported to FINRA the failure to submit LOPRs and promptly took action to correct the violative activity, including establishing a reporting structure with the Options Clearing Corporation and revising our supervisory policies, procedures and reviews governing the submission of LOPRs. These steps were taken prior to the conclusion of FINRA’s investigation of the matter.

We submitted a letter of Acceptance, Waiver & Consent for the purpose of proposing a settlement of the alleged rule violations described above. Without admitting or denying the allegations, we agreed to a censure and fine of \$60,000. The terms of the letter of Acceptance, Waiver and Consent were accepted by FINRA on 6-2-14. The fine was paid on 6-10-14.

Item 10 Other Financial Industry Activities and Affiliations

We are an affiliate of U.S. Bank, National Association, a national bank providing traditional banking and trust services. Our Financial Advisors and other personnel are registered with FINRA, under our Broker Dealer. In addition to providing financial advice to clients, some Financial Advisors may offer insurance and investment products through our affiliates. Financial Advisors may also be licensed insurance agents of our insurance agency affiliates; U.S. Bancorp Insurance Services, LLC, U.S. Bancorp Insurance and Investments, Inc., and/or U.S. Bancorp Insurance Services of Montana, Inc.

Financial Advisors may refer clients who request portfolio management and trust services to our affiliates. In certain instances, there will be a revenue sharing arrangement in place, which could create a conflict of interest. Clients may incur additional charges for such services provided by affiliates.

Except in ERISA accounts and our Discretionary Programs, Financial Advisors may utilize First American Money Market Funds, mutual funds that are advised by U.S. Bancorp Asset Management, Inc., an affiliate. Mutual funds, including First American Money Market Funds, charge their own management and other fees as set forth in the fund's prospectus. Additionally, Financial Advisors may utilize mutual funds that are distributed by Quasar Distributors, LLC, which is an affiliate. Quasar charges fees that are paid by the mutual funds they distribute, as disclosed in the mutual fund's prospectus.

In certain Program accounts, Financial Advisors may choose to utilize model portfolios provided by the Asset Management Group (AMG) of our bank affiliate. As previously mentioned, Envestnet will monitor and execute due diligence and risk analysis of AMG. USBI will pay AMG a flat fee for their services, but clients will not incur additional charges for the use of AMG model portfolios in their account. Financial Advisors who choose to utilize AMG model portfolios can customize the model as appropriate to address individual client circumstances. Financial Advisors will not receive any additional compensation for the use of AMG model portfolios, which will help to diminish any perceived conflicts of interest.

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

Code of Ethics Description

Financial Advisors are subject to the U.S. Bancorp Investments, Inc. Code of Ethics ("the Code"). We understand that our business is built on trust – trust between you and us, our suppliers, our business partners and one another. The Code covers a wide range of business practices and procedures for carrying out each employee's responsibilities on our behalf and observing the highest standards of ethical conduct. Our employees must conduct themselves according to these standards and must seek to avoid even the appearance of improper behavior. Our employees are responsible for reviewing the Code annually and for acting in compliance with the Code.

In addition to the Code, all of our employees also agree to abide by the U.S. Bank Code of Ethics and Business Conduct. It represents building values of our organization and helps instill ethically sound behavior and accountability among our employees. Every employee certifies compliance with our standards annually.

We will provide copies of both upon request.

Participation or Interest in Client Transactions

As a matter of practice, we make investments in various securities for our benefit, but these securities are not offered to our retail clients. There is no discussion that occurs between our traders who handle our client orders and the traders that handle our business, because we consider that self-dealing. As such, we generally do not trade securities with you on a principal basis without your consent.

Should a situation arise that an investment made for our benefit was considered appropriate for retail clients, the investment would go through a rigorous due diligence process to ensure it was an appropriate investment. Also, your risk tolerance would need to be matched with the risk of the investment.

Personal Trading

Our Code of Ethics prohibits use of material non-public information and regulates personal securities trading by employees.

From time to time, Financial Advisors and other employees of ours may purchase securities for their personal accounts that are available to our clients. These Financial Advisors will not compete with clients in connection with such transactions.

Our Financial Advisors' personal trading accounts are monitored so that you are treated fairly, and the securities purchased for you are done so prior to a Financial Advisor personal transaction.

Item 12 Brokerage Practices

Brokerage Selection

The firm's broker-dealer division executes trades on behalf of our advisory clients. We do not require you to direct us to execute transactions through a specific broker. In instances where you designate the use of other brokers to execute transactions, you may bear the third-party costs and transactions fees that arise from the use of a broker-dealer other than USBI, or costs attributable to dealer mark-ups, mark-downs or "spreads."

When you direct brokerage to other broker-dealers, we may not be authorized to negotiate commissions and we may not be able to obtain volume discounts or best execution. In addition, under these circumstances, a disparity in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who trade through USBI.

Soft Dollars

We do not directly participate in any soft dollar arrangements. We may at times benefit indirectly from affiliates engaged in soft dollar arrangements with other broker-dealers for research services. For instance, we may leverage an affiliate for assistance in conducting due diligence on securities or strategies held in your Program account. The affiliate's conclusions could have been informed (aided) by research they received as part of soft-dollar arrangements with other broker-dealers. Research services received indirectly may be used to service all or some of our managed accounts.

As this benefit is not directly received by USBI, we do not have any formal arrangements and/or agreements with other broker-dealers for these services and do not charge our clients in connection with these services.

Order Aggregation

Although each of our accounts is individually managed, there may be times when we aggregate our transactions in order to achieve a trade minimum. In most instances, transactions for client accounts are traded separately from other clients.

Best Execution

Consistent with our policies and as a best practice, Financial Advisors strive to balance fair and equitable allocation with best execution in trade allocations to client accounts. A sampling of trades for our advisory clients is reviewed monthly by a best execution committee as part of USBI best execution review. This committee reviews the overall execution quality of those sampled trades. The review is documented and maintained with our records.

Item 13 Review of Accounts

We have various policies and procedures applicable to the review and supervision of client accounts in our Programs. Those policies are designed to comply with the requirements of the Investment Advisers Act of 1940, and where applicable, ERISA and other applicable rules and regulations.

We generally review the managed accounts at least annually. Your Financial Advisor will review your accounts with you. At any time you will need to inform us of any changes in your financial condition, goals or objectives that would affect the management of your account. During this review, the Financial Advisor may recommend changes in that reflect the changing needs of your situation. If it is determined that your account would be better suited for a brokerage account under our Broker Dealer, we will end our advisory relationship and move your account. This is monitored on a case by case basis.

Periodically, reviews are conducted on selected accounts to conform to company policies and procedures. In addition, we review a percentage of accounts on a random basis during the year.

We will review your account at any time you request.

We offer a detailed consolidated quarterly investment performance evaluation report. In addition, you will receive a periodic brokerage statement from the custodian reflecting all the holdings and activity in your account during the previous month, unless you specify otherwise. We urge you to compare our reports with the statements received from the custodian.

The financial planning services are not considered on-going advice. We do not review the financial planning analysis, your financial situation or any other matter on an ongoing basis. Our advice is solely contained in the financial planning report that is prepared for you.

Item 14 Client Referrals and Other Compensation

Client Referrals

Financial Advisors may receive compensation for referrals made to our affiliates. From time to time, U.S. Bank, an affiliate, may pay a nominal fee to their employees to refer clients to us that may result in advisory services.

Other Compensation

From time to time, we may offer an incentive program to our Financial Advisors to encourage an increase in assets under management or an increase in sales. These programs may include sales awards such as trips or other prizes. In addition, some Financial Advisors may be eligible for other compensation upon

joining our firm. This could include an upfront cash advance subject to a repayment agreement, one or more backend bonuses, or both.

We also have solicitation arrangements under which either we and/or our Financial Advisors may receive compensation for referring clients to a third party who will provide investment advisory or other services to the client. The compensation we receive is usually a portion of the advisory fee the third party receives from its clients. It is our practice to disclose to the client being referred the terms of the arrangement, including the maximum compensation payable to us and/or our Financial Advisors or a third party, as the case may be.

In certain Program accounts, a portion of the Financial Advisors' compensation may be based on products and services provided directly to you by our bank affiliate, U.S. Bank.

Item 15 Custody

Assets in the managed accounts are held by USBI as a custodian, or Fidelity Brokerage Services, LLC. The custodians provide periodic account statements which you should thoroughly review. We urge you to compare the quarterly reports received from us with the statement received from the custodian.

If you elect to open an account with USBI to implement all or a portion of a financial plan, assets in the accounts are typically held by USBI as a custodian. We provide periodic account statements which you should thoroughly review.

Item 16 Investment Discretion

If you choose to participate in one of our Discretionary Programs, the discretionary Investment Advisory Agreement you enter into with USBI by signing the Statement of Investment Selection authorizes USBI to make investment decisions for your discretionary account, with the authority to determine the amount, type and timing with respect to buying and selling securities and other assets in your account, subject to your investment objective. The Agreement also grants us complete and unlimited trading authorization for the account. As a result, we are unable to accept unsolicited trade orders for execution in any account where a USBI Financial Advisor has been granted discretion. Certain securities, such as U.S. Bancorp stock, First American Funds and primary offerings underwritten by USBI, are prohibited in accounts where a USBI Financial Advisor has discretion. However, in accounts where Model Providers (who are not affiliated with U.S. Bancorp) are utilized, the unaffiliated Model Providers may recommend these securities for purchase in your accounts.

In certain circumstances, we may agree that you may limit our discretionary authority; for example we may agree to not purchase certain types of securities for your account. Accounts with restrictions may perform differently from accounts without restrictions and performance may be poorer.

USBI discretionary Financial Advisors seek to meet the client's particular investment needs by developing an investment strategy based upon guidelines that are jointly established by the client and the client's discretionary Financial Advisor. At the commencement of services, the client's discretionary Financial Advisor reviews the client's investment objectives and risk tolerance. Based upon that review and other information provided by the client, the discretionary Financial Advisor makes a subsequent recommendation to the client as to which investment style the discretionary Financial Advisor believes is appropriate for the client. The client's discretionary Financial Advisor will manage the client's discretionary account in accordance with the investment style selected based on the information the client provides to the client's discretionary Financial Advisor.

Accounts in these programs will be monitored to help ensure they are aligned with Discretionary Program guidelines. Items generally reviewed may include, but are not limited to, levels of security and cash concentration, principal transactions and trade rotation.

Item 17 Voting Client Securities

As a matter of policy, in USBI non-discretionary and Fund Managed Portfolio accounts we do not vote proxies on your behalf. We provide no advice to you for specific voting issues. Generally, you retain sole responsibility for voting. You will receive proxies and other company solicitations for the securities you own from the custodian or transfer agent.

However, the Unified Managed Account, in which Envestnet has discretion, may require that proxy voting be handled by another party. In those situations, you may obtain a copy of the appropriate proxy voting policy upon request and without charge.

For the Unified Managed Portfolio (USBI discretionary) accounts, the Investment Advisory Agreement you enter into with USBI by signing the Statement of Investment Selection authorizes USBI to vote proxies with respect to securities held in your account. We do not permit you to direct particular votes once you have granted USBI discretionary voting authority. We will vote proxies in accordance with our established policies and procedures, which were created to reasonably ensure that votes cast are in the client's economic interest. Subject to exceptions as noted below, it is our policy to vote client shares based on the recommendations of Glass-Lewis & Co. Glass-Lewis & Co. is an independent third party research provider that issues recommendations based on their own internal guidelines. Relying on Glass-Lewis & Co. recommendations assists our firm in limiting the possible conflicts of interest between USBI and our clients. If you hold similar securities elsewhere, or with an affiliate, it is possible that a given proxy vote for your account with us could differ from the vote on an account held elsewhere.

There may be situations whereby Glass-Lewis & Co. does not provide a recommendation for voting. In those cases, USBI may consult affiliates to assist in analyzing the impact to clients to inform its decision in voting the shares.

All votes will be cast using the electronic voting platform of ProxyEdge, a third party service provider offered by Broadridge Financial Solutions, Inc. USBI has engaged the ProxyEdge services for vote execution and record keeping.

Clients may obtain a copy of our Proxy Voting policies and procedures upon request. If you have questions regarding voting proxies in general, or wish to obtain information concerning how securities in your account were voted, please contact your Financial Advisor.

Item 18 Financial Information

We have no financial condition that is likely to impair our ability to meet contractual commitments to clients.