



Wealth and Investment Management

## **ETF Tactical Allocation Program**

### **Wrap Fee Program Brochure**

**This wrap fee program brochure (the “Brochure”) provides information about the qualifications and business practices of Barclays Wealth and Investment Management (“Barclays”), the wealth and investment management division of Barclays Bank PLC, which functions through Barclays Capital Inc. If you have any questions about the contents of this Brochure, please contact us at 800 253 4626 (or +1 212 526 5600 if dialing from outside the United States). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Investment adviser registration does not imply a certain level of skill or training.**

**Additional information about Barclays also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**1 May 2013**

200 Park Avenue  
New York, NY 10166  
800 392 5000  
[www.barclayswealth.com/americas](http://www.barclayswealth.com/americas)

## Item 2      Material Changes

---

This Item 2 summarizes the material changes to the Brochure since the version of this brochure dated 31 March 2013. For more details, please see the item in this Brochure indicated below.

- **Services:** There are six new portfolios being offered under the ETF Tactical Allocation program described in this Brochure. (Item 4)

## Item 3 Table of Contents

---

	<u>Page</u>
Item 1	Cover Page ..... 1
Item 2	Material Changes..... 2
Item 3	Table of Contents ..... 3
Item 4	Services, Fees and Compensation ..... 4
	Overview of the Program ..... 4
	Fees..... 5
	Compensation for Recommending the Program ..... 7
Item 5	Account Requirements and Types of Clients..... 7
Item 6	Portfolio Manager Selection and Evaluation ..... 7
	Portfolio Manager Selection and Evaluation..... 7
	Related Portfolio Managers ..... 8
	Advisory Business..... 8
	Differences Between Program Accounts and Other Accounts ..... 9
	Performance-Based Fees and Side-By-Side Management ..... 10
	Methods of Analysis, Investment Strategies and Risk of Loss ..... 10
	Voting Client Securities..... 13
Item 7	Client Information Provided to Portfolio Managers..... 13
Item 8	Client Contact with Portfolio Managers..... 14
Item 9	Additional Information..... 14
	Disciplinary Information..... 14
	Other Financial Industry Activities and Affiliations ..... 17
	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ..... 18
	Review of Accounts ..... 21
	Client Referrals and Other Compensation..... 21
	Financial Information..... 22

## Item 4 Services, Fees and Compensation

---

Barclays Wealth and Investment Management (“Barclays”), the wealth and investment management division of Barclays Bank PLC operating through Barclays Capital Inc. (“BCI”), offers a wide range of investment advisory services to meet the needs of clients with diverse investment objectives and goals. As described in “Item 6: Portfolio Manager Selection and Evaluation – Advisory Business” of this Brochure, Barclays offers a number of advisory programs and wrap fee programs. This Brochure relates to the ETF Tactical Allocation Program (the “Program”), a wrap fee program.

### OVERVIEW OF THE PROGRAM

The Program offers clients a number of investment portfolios (“Portfolios”) that utilize primarily investments in unaffiliated, passive, index tracking exchange-traded funds (“ETFs”) and exchange-traded notes (“ETNs”) to replicate tactical asset allocations (“Tactical Asset Allocations”) developed by Barclays. Each Tactical Asset Allocation provides a target asset allocation for investors with a specific objective, risk tolerance and tax status. Accounts in the Program are managed by Barclays Portfolio Managers (“Portfolio Managers”).

ETFs are open-end investment companies registered with the SEC under the Investment Company Act of 1940; however, an ETF’s shares are purchased on an exchange rather than from the fund (as is the case with respect to shares of a mutual fund). Because of their unique structure, ETFs may offer lower operating expenses and greater investment flexibility than mutual funds and broader diversification opportunities than investments in individual stocks or other securities.

ETNs are senior, unsecured, unsubordinated debt securities of an issuer. They are designed to provide investors with a way to access the returns of market benchmarks or strategies. ETNs are not equities or index funds, but they do share several characteristics. For example, like equities, they trade on an exchange and can be sold short. Like an index fund, they are linked to the return of a benchmark index. Cumulative positions in any ETN issuer in any Portfolio is restricted to 5% of the Portfolio.

The Program uses 16 ETF-based Portfolios – 14 of which replicate specific Tactical Asset Allocations and two of which include equity only or primarily equity investments. The Portfolios are:

- Aggressive Portfolio for Federal Tax Payers Only
- Aggressive Portfolio for Exempt Tax Payers
- Moderately Aggressive Portfolio for Federal Tax Payers Only
- Moderately Aggressive Portfolio for Federal & State of New York Tax Payers
- Moderately Aggressive Portfolio for Federal & State of California Tax Payers
- Moderately Aggressive Portfolio for Exempt Tax Payers
- Moderate Portfolio for Federal Tax Payers Only
- Moderate Portfolio for Exempt Tax Payers
- Moderately Conservative Portfolio for Federal Tax Payers Only
- Moderately Conservative Portfolio for Federal & State of New York Tax Payers
- Moderately Conservative Portfolio for Federal & State of California Tax Payers
- Moderately Conservative Portfolio for Exempt Tax Payers
- Conservative Portfolio for Federal Tax Payers Only
- Conservative Portfolio for Exempt Tax Payers

- Equity Only Portfolio
- Equity Focused Portfolio

The tax status differentiation for the Portfolios is implemented mainly through the types of government bond ETFs used in the Portfolios. All Portfolios seek performance against an appropriate benchmark. Barclays may add new Portfolios at any time. Barclays may also remove a Portfolio from the Program after giving clients in that Portfolio reasonable advance notice.

A Barclays Investment Representative (“Investment Representative”) will determine whether the Program is suitable for a client based upon information obtained from the client during the account opening process about the client’s investment objectives, risk tolerance, financial situation and tax status. The Investment Representative will also rely on this information when identifying an initial Portfolio for a client, and will continue to rely on this information during the time a client remains invested in a Portfolio. Therefore, it is important that the information a client provides to Barclays is accurate and complete, and updated on a timely basis when necessary. A client may request a change to a different Portfolio as a result of a change in its personal or financial situation or for other reasons. Barclays will exercise best efforts to minimize potential adverse tax consequences related thereto.

Clients in the Program grant Barclays full discretionary authority over their accounts. However, Barclays, in its sole discretion, may permit clients to impose reasonable restrictions on investing in specific securities. Barclays will not accept any restrictions that are unreasonable or inconsistent with the investment strategy or philosophy of the Program. If Barclays accepts a restriction on an account, the performance of that account may differ from similar unrestricted accounts.

The Program includes certain custody and other administrative and related services, which are provided to clients by BCI, in its capacity as a registered broker-dealer.

Barclays will make all reasonable efforts to accommodate client requests to engage in transactions intended to offset capital gains tax liability (“tax loss harvesting”). An account will be subject to certain trading restrictions for a period of time after effecting tax loss harvesting trades, which may cause the performance of that account to differ from similar accounts for which tax loss harvesting trades were not executed. In addition, certain securities transactions outside of the client’s account may materially affect the client’s ability to benefit from tax loss harvesting for income tax purposes, but such outside securities transactions will not be included, or otherwise be accounted for, in the tax loss harvesting. The tax effects of any outside securities transactions are solely the client’s responsibility. As neither Barclays nor its affiliates are tax advisors, clients must consult their tax advisors for specific tax planning advice pertaining to their situation.

**IMPORTANT TAX DISCLOSURES:** BCI and its affiliates do not provide tax advice. Any discussion of U.S. tax matters contained in this Brochure cannot be used by a client for the purpose of avoiding tax penalties. This Brochure was written to describe the matters addressed herein. Clients should seek advice based on their particular circumstances from an independent tax advisor.

## FEES

Clients pay a single fee (the “Program Fee”) that covers investment advisory services provided by Barclays as well as custodial and execution services provided by BCI or its affiliates. The Program Fee is calculated as a percentage of assets under management and is generally payable quarterly in arrears and deducted directly from a client’s account. The annual Program Fee rate applicable to a client’s account is based on the value of the client’s account at its initial funding. The current fee schedule is set forth below:

Initial Investment	Annual Program Fee Rate
US\$ 0.2m < 0.5m	1.25%
US\$ 0.5m < 1m	1.15%
US\$ 1m < 2m	1.05%
US\$ 2m < 5m	0.90%
US\$ 5m < 10m	0.80%
US\$ 10m < 20m	0.70%
US\$ 20m and above	negotiable

The Program Fee rate is negotiable and, therefore, a client may pay a different fee than as set forth above. In addition, the assets of certain related accounts may be aggregated for purposes of determining the fee rate applicable to each account. Further, if a client opens a Program account as part of its Investment Philosophy Portfolio Multiple Accounts (“IPPMA”) Program relationship with Barclays, the Program Fee will be reduced or waived.

A portion of the Program Fee is paid to Investment Representatives. See “*Compensation for Recommending the Program*” below. Portfolio Managers do not directly receive a portion of the Program Fee; however, the amount of assets and the nature of the strategies that Portfolio Managers manage, and the corresponding revenues that such assets and strategies generate, are generally taken into account, among other factors, in determining Portfolio Managers’ compensation.

The Program Fee may be higher or lower than the amount a client would pay to purchase separately the services provided under the Program. Factors that bear upon the Program Fee in relation to the cost of the similar services purchased separately include, among other things, the expected and/or historical size and volume of trading activity in the account, the level of assets in the account, the investment strategy, and the number and range of supplementary advisory and client-related services provided. A client could invest directly in the securities included in a Portfolio outside of the Program without incurring the Program Fee, but such client would not receive the active management services Barclays provides and may incur transaction and redemption charges.

The Program Fee does not cover, and clients pay, if applicable:

- fees and charges for transactions executed by broker-dealers other than BCI, including execution or service charges (including commissions), mark-ups, mark-downs, spreads and odd-lot differentials
- fees charged by an investment product and which may be described in its prospectus, offering memorandum or other product documents, including fund investment management fees and redemption fees
- taxes relating to the account
- other fees charged by third parties including third party custodian fees, exchange fees, electronic fund transfer fees, ADR fees, auction fees, charges imposed by regulatory bodies and charges mandated by law
- Barclays’ fees for opening or maintaining a brokerage account
- Barclays’ fees under a client’s retirement plan account documents for opening or maintaining a retirement account
- Barclays’ interest and fees on margin and other loans, or on debit balances in an account

- Barclays' fees in connection with foreign exchange transactions or conversions.

## COMPENSATION FOR RECOMMENDING THE PROGRAM

A portion of the Program Fee is paid to Investment Representatives and may be paid to employees of BCI's affiliates in the event that such persons introduce clients or provide services to the Program. Such payments may be made for the duration of a client's participation in the Program or for a shorter period of time. The amount of compensation received by these persons may be greater if the client participates in the Program than it would be if the client paid separately for investment advice, brokerage and other services. Therefore, these Investment Representatives and employees may have a financial incentive to recommend the Program over other Barclays programs and services.

## Item 5 Account Requirements and Types of Clients

---

Barclays' clients are generally individuals, banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, private funds, investment advisers, government entities, corporations and other business entities.

In general, the minimum account size in the Program is \$200,000. Barclays reserves the right to make exceptions to this requirement on a case-by-case basis.

## Item 6 Portfolio Manager Selection and Evaluation

---

### PORTFOLIO MANAGER SELECTION AND EVALUATION

Accounts are managed by Portfolio Managers and not by third party managers.

Portfolio Managers must obtain appropriate industry certifications and registrations and must have prior portfolio management experience or substantial investment expertise. Before a Portfolio Manager may manage accounts through the Program, the Portfolio Manager needs approval from the Portfolio Management Investment Committee (the "PM Committee"), which is comprised of investment management, legal, compliance, research and risk personnel. Portfolio Managers are not members of the PM Committee. In addition to approving the inclusion of Portfolio Managers in the Program, the PM Committee is responsible for overseeing Portfolio Managers, including oversight of whether each Portfolio Manager is implementing each Portfolio consistently with the stated process and approach.

Barclays may cease to offer Portfolio Managers and Portfolios in the Program for any reason, and at any time.

Clients considering participating in the Program will be assisted by an Investment Representative who will help identify the client's investment objectives, risk tolerance, investment time horizons and other factors, and will identify suitable Portfolios based on those attributes. Clients are urged to discuss with their Investment Representatives any changes in investment objectives, risk tolerance or investment time horizons, so that they can consider whether to remain invested in the Portfolio or switch to another Portfolio available in the Program or in another program.

Portfolio Managers make decisions for clients based on the Portfolio or Portfolios selected by those clients. In doing so, as a result of similarities or differences in their investment mandates or otherwise, Portfolio Managers have potential conflicts in connection with the investments of, and transactions effected for, clients in the Program and other clients of Barclays and its affiliates, including in situations in which members of the Barclays organization have a pecuniary or investment interest. From time to time, Portfolio Managers may be restricted from purchasing or selling securities on behalf of clients because of regulatory and legal

requirements applicable to Barclays and its affiliates and/or its internal policies. A client not advised by Barclays may not be subject to the same restrictions.

Portfolio Managers may utilize the personnel or services of other Barclays entities in a variety of ways to make available to clients the firm's global capabilities. While Barclays believes this practice generally will be favorable to its clients, it may give rise to certain conflicts of interest with respect to: (i) allocation of investment opportunities; (ii) execution of portfolio transactions; (iii) client servicing; and (iv) fees. Additionally, clients utilizing the services of affiliates of Barclays may otherwise be disadvantaged as a result of, among other things: (i) differences in regulatory requirements of various jurisdictions or organizations to which Barclays and its affiliates are subject; (ii) the terms of the differing internal policies and procedures applicable to Barclays and its various affiliates, or to the client's investment advisory mandates and other agreements; or (iii) the terms of the governing documents for a private fund, mutual fund or other investment product. Barclays and its affiliates will seek to mitigate any conflicts that arise and may determine not to utilize the personnel or services of a particular affiliate in circumstances where it is believed that the potential conflict or adverse impact of ameliorative steps may outweigh the potential benefits. In addition, Barclays participates in a comprehensive compliance program and has adopted policies and procedures that are intended to address and mitigate actual and potential conflicts of interest.

On a quarterly basis, the PM Committee reviews performance for all Portfolios. Portfolios that have unsatisfactory performance for a significant period will be brought to the attention of senior management for further review and discussion to determine whether any changes should be implemented, including whether that particular Portfolio should continue in the Program.

Performance for each Portfolio is calculated using asset-weighted monthly performance returns for Portfolio Managers' composite data. The Portfolio Managers assign accounts to performance composites. On a periodic basis, Barclays management reviews this data to check for consistency between accounts invested in the same Portfolio. Management reviews any outlier accounts in each Portfolio to determine the reason for the deviation from the average returns.

## **RELATED PORTFOLIO MANAGERS**

In the Program described in this Brochure, Barclays Portfolio Managers act as portfolio managers. No other related persons act as portfolio managers. Barclays has a conflict of interest in using the services of its Portfolio Managers to manage client accounts because doing so results in more compensation to Barclays than if unaffiliated portfolio managers were used. This conflict of interest is addressed (i) by disclosing to clients that the conflict exists, (ii) by disclosing to clients the availability of other Barclays-sponsored wrap programs that utilize the services of unaffiliated portfolio managers, and (iii) by enforcing a standardized suitability review during the account opening process.

## **ADVISORY BUSINESS**

In addition to the Program, Barclays sponsors several other wrap fee programs, each of which is fully described in its wrap fee program brochure (available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)) and is briefly summarized below:

*Portfolio Management Program.* The Portfolio Management Program offers clients the opportunity to invest pursuant to one or more investment strategies managed by Barclays portfolio managers.

*Investment Advisory Representative Program.* This program is designed to provide clients with customized investment advice from Investment Advisory Representatives on a discretionary or non-discretionary basis.



*Barclays Wealth Select Advisors Program (“BWSA”).* Barclays maintains an approved list of investment managers and assists clients in identifying one or more that are best suited to the client’s goals.

*Barclays Accommodation Manager Program.* Clients independently select and retain third party investment managers while Barclays provides certain reporting and other services.

Barclays also offers several advisory programs, each of which is fully described in Barclays’ ADV brochure (available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)) and is briefly summarized below:

*Investment Philosophy Portfolio Multiple Accounts Program (the “IPPMA Program”).* Barclays provides asset allocation and investment advice on a discretionary or non-discretionary basis through the IPPMA Program.

*Barclays Wealth Advisor Series Funds.* Barclays sponsors a series of private investment funds for which it either serves as investment adviser or has delegated investment discretion and portfolio management responsibilities to an unaffiliated manager selected by Barclays.

*Portfolio Management Volatility and Options Overlay Program (the “PM Volatility/Overlay Program”).* The PM Volatility/Overlay Program offers clients the opportunity to select an options-based strategy to seek to enhance existing investment portfolios or generate returns with low correlations to traditional and alternative asset classes.

*Alternatives Accommodation (“Alternatives Accommodation”).* Alternatives Accommodation allows Barclays to accommodate clients that wish to invest or retain an investment in third party private funds that are not approved by Barclays for any other advisory program or wrap program.

*Non-Discretionary Client Solutions.* Barclays advises clients on a non-discretionary basis on asset allocation or on the merit of individual holdings within a portfolio, or provides asset allocation models that reflect Barclays’ investment views regarding strategic asset allocation.

Barclays’ wrap programs and advisory programs generally offer some level of customization for individual clients based on their particular circumstances. Depending on the program, clients may also be able to impose restrictions on investing in particular securities or types of securities.

## **DIFFERENCES BETWEEN PROGRAM ACCOUNTS AND OTHER ACCOUNTS**

The following describes differences between the treatment of Program accounts and other accounts managed by Barclays:

- *Selection of Broker-Dealers.* Generally, the fee paid by Program clients covers Barclays’ investment advisory services as well as execution costs for transactions. As an investment adviser to the Program accounts, Barclays has an obligation to seek best execution. Consistent with that duty, Barclays typically places trades for Program accounts through BCI because the fee paid by Program clients covers execution costs only to the extent trades are executed through BCI or its affiliates. Such execution costs may not be covered by the fee for trades executed away from BCI or its affiliates or for other Barclays advisory programs.
- *Tax loss harvesting.* While Barclays will make all reasonable efforts to accommodate Program client requests to engage in transactions intended to offset capital gains tax liability (“tax loss harvesting”), this service is typically not provided to other advisory program accounts where Barclays is the investment adviser.

## PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Program does not charge performance-based fees and the Portfolio Managers do not manage any other accounts for which a performance-based fee is charged.

## METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

**Methods of Analysis and Investment Strategies:** The Tactical Asset Allocations are developed for U.S. investors by the Tactical Asset Allocation Committee (“TAC”) based on Barclays’ market and economic analyses. TAC is comprised of regional strategists, senior research and practitioners who specialize in analyzing various asset classes including equities, fixed income and alternative products from within and outside the U.S. TAC determines when and how changes to the Tactical Asset Allocations will be adjusted by actively monitoring certain factors that they believe influence market cycles. These factors include, but are not limited to, economic factors such as growth rates and inflation rates, the geopolitical environment and monetary and fiscal policies, and securities market factors such as corporate profits, valuation levels, yields of short-term and long-term bonds and technical conditions.

The Portfolio Managers have final discretion for the construction and management of the Portfolios. The Portfolio Managers’ construction of the Portfolios generally will be driven by finding the ETF that best replicates and represents the performance and risk of each asset class and/or sub asset class within the relevant Tactical Asset Allocation. The Portfolio Managers will identify ETFs using various qualitative and quantitative measures, including, lowest tracking error, highest liquidity, highest trading volume and lowest fees. The Portfolio Managers may also include ETNs in a Portfolio to the extent a desired ETF is not available. The selection criteria for ETNs are conceptually consistent with the process for ETF selection. The Portfolio Managers includes ETFs and ETNs in a Portfolio according to the weights provided in the relevant Tactical Asset Allocation and will periodically adjust each Portfolio as needed.

The Portfolio Managers may decide to buy or sell investments for various reasons, including to remain consistent with the Tactical Asset Allocation or to reflect a change in a client’s personal or financial situation which might warrant a change in the client’s recommended Portfolio.

**Significant, Material or Unusual Risks:** Clients should understand that all investment strategies and the investments made as a result of implementing those investment strategies involve risk of loss that clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client’s investments will fluctuate due to market conditions and other factors. The investment decisions made and the actions taken for advisory accounts will be subject to various risks including market, liquidity, currency, economic and political risks, and will not necessarily be profitable. Below is a brief discussion of the significant risks associated with the investing in the Program. The following is not intended to disclose every potential risk applicable to a client participating in the Program. Clients should carefully review any risk disclosures provided to them.

*Risk of Loss.* All investments risk the loss of capital and investment performance of any kind is not guaranteed.

*Management Risk.* The Program is subject to management risk. The Program may not achieve its objectives if Barclays’ expectations regarding securities or markets are not met. In addition, the departure of any key personnel from Barclays’ employ may affect the performance of the Program.

*Economic Environment.* Unforeseeable events may cause sharp market fluctuations, which could adversely affect a client’s investments. Changes in economic conditions, including, for example, interest rates, inflation

rates, unemployment, wage growth, availability and cost of credit, structuring models, performance models, industry conditions, competition, technological developments, political events and trends, changes to tax laws and innumerable other factors, can substantially and adversely affect the performance of a client's investments.

*Risks Relating to Asset Allocation Advice:*

*Client Information.* Asset allocation advice is based on Barclays' understanding of a client's investment goals, risk tolerance, financial circumstances and other attributes. The overall asset allocation advice and other recommendations provided by Barclays may be materially affected by even small changes in a client's individual circumstances. Therefore, a client's failure or tardiness in informing Barclays of changes in its circumstances could affect the performance of its account.

*Allocation of Assets.* The overall investment performance of any asset allocation strategy depends in part on the decisions Barclays makes with respect to the allocation of assets among various asset classes, sub-asset classes and Investment Products. Barclays may make asset allocation decisions that result in underperformance of the account relative to a client's expectations or similar programs, and there is no guarantee that a given asset allocation will produce the desired results.

*Performance of Underlying Investment Products.* The investment performance of any account or Investment Product is not guaranteed and past performance does not guarantee or predict future performance. The investment objectives and goals for an Investment Product, and a client's investment objectives, goals and expectations, may not be achieved. Any benchmarks used to measure the performance of Investment Products are targets only, and investment results may fail to achieve or outperform any such benchmarks.

*Diversification.* While asset allocation is intended to provide diversification of investment risk, no assurance can be given that such diversification will occur, or that, if it does, it will increase, rather than reduce, a client's investment return.

*Risks Associated with each Asset Class.* There are risks associated with each of the key asset classes, including:

*Bonds.* Bonds are subject to market, interest rate and credit risk, and are also subject to availability and market conditions. Generally, the higher the interest rate the greater the risk. Bond values will decline as interest rates rise. Government bonds are subject to federal taxes. Municipal bond interest may be subject to the alternative minimum tax; other state and local taxes may apply. High yield bonds, also known as "junk bonds" are subject to additional risks such as the increased risk of default.

*Commodities.* Commodities are assets that have tangible properties, such as oil, metals, and agricultural products. Commodity asset classes tend to have higher volatility and downside risk compared to traditional asset classes like bonds and equities. The levels, values or prices of commodities can fluctuate widely due to supply and demand disruptions in major producing or consuming regions. Commodities prices are highly volatile and are affected by overall market movements and numerous other factors that affect the value of a particular industry or commodity in addition to economic activity. These include political events, weather, labor activity, direct government intervention, such as embargos, and supply disruptions in major producing or consuming regions. Those events tend to affect prices worldwide, regardless of the location of the event. Market expectations about these events and speculative activity also cause prices to fluctuate. Commodities are volatile investments and should only form a small part of a diversified portfolio. Diversification does not ensure against loss.

*Equity Securities.* Stocks and other equity-related instruments may be subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In

addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risk of loss. Equity securities fluctuate in value and such fluctuations can be pronounced. In general, stock values fluctuate in response to the activities of individual companies and in response to general market and economic conditions. Accordingly, the value of the stocks and other securities and instruments may decline over short or extended periods of time. The stock markets tend to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline.

*Emerging Markets.* Emerging markets tend to be more volatile than established markets due to the inexperience of financial intermediaries, the lack of modern technology, the lack of a sufficient capital base to expand business operations, and the possibility of temporary or permanent termination of trading. Political and economic structures in many emerging markets may be undergoing significant evolution and rapid development, and emerging markets may lack the social, political and economic stability characteristics of more developed countries. The small size of securities markets in such countries and the low volume of trading also may result in a lack of liquidity and in substantially greater price volatility.

*Real Estate.* Real estate is subject to various risks including, fluctuation in underlying property values, expenses and income and environmental liabilities.

*Alternative Trading Strategies.* Alternative trading strategies involve a high degree of risk and the value of investments made pursuant to such strategies may be highly volatile.

*Structured Products.* Structured products are financial instruments that are generally derived from or based on a single security, basket of securities, an index, one or more interest rates, a commodity or basket of commodities, a debt issuance, a foreign currency or basket of currencies and/or an actively or passively managed fund or collection of funds. Structured products require the investor to assess several characteristics and risks that may not be present in other forms of investments, including structure risks (risks related to movements in the underlying asset and the effect of such movements on payouts under the structured products), price volatility, currency risks, liquidity risks, counterparty credit risks and other types of risks.

*Risks Associated with ETFs:* ETFs represent an investment in a pooled investment vehicle that is subject to its own fees and expenses. ETFs pay fees to the service providers of the funds that will be indirectly borne by shareholders. The actual returns of an ETF investment will be reduced by those fees and expenses. Investing in ETFs involves risk, including possible loss of principal. There is no guarantee that the investments will appreciate during the time they are held or that ETF shareholders will benefit from greater asset diversification. The risks for each ETF investment will vary depending on the ETF's investment objective and underlying investments. In addition, because ETF shares often trade on an exchange and generally are not individually redeemable, shares in ETFs may not be as liquid as open-end mutual funds. In addition, the price of these securities trading on an exchange can move independently of, and at a discount to, the net asset value of the securities comprising the fund's portfolio. Certain ETFs employ leverage, which can magnify losses.

*Risks Associated with ETNs:* ETNs are unsecured debt obligations of a particular issuer with returns that generally track the total return of an underlying index, commodity or asset class. Unlike standard debt securities, ETNs may not return the principal amount at maturity and, therefore, depending on the specific terms of the product, investors could lose all or a substantial portion of their investment based on the performance of the ETN's reference asset. Investors could also lose their entire investment if the issuer becomes insolvent. ETNs are not traditional investments and investing in ETNs is not equivalent to investing directly in the underlying asset. ETNs may contain a call feature which allows the issuer to repurchase the ETN at its option prior to maturity. If this call feature is exercised, investors may not be able to reinvest the proceeds received at a comparable rate of return. While ETNs are generally listed on an exchange, the issuer is not obligated to maintain such listing or to ensure that there is a secondary market for the ETNs.

## VOTING CLIENT SECURITIES

Barclays has adopted written proxy voting policies and procedures (the “Proxy Policy”) pursuant to rule 206(4)-6 under the Advisers Act. The Proxy Policy seeks to ensure that proxies voted by Barclays are voted in the best economic interests of clients and meet Barclays’ fiduciary duties. Barclays has established a Proxy Voting Committee (the “Proxy Voting Committee”) to oversee and monitor the proxy voting process. The Proxy Voting Committee is responsible for developing and implementing the Proxy Policy. The Proxy Voting Committee meets at least semi-annually to review proxy voting activities.

Depending on the terms of a client’s advisory agreement, authority to vote client securities may be granted to Barclays or retained by the client.

When Barclays has proxy voting authority, proxies and other solicitations are generally sent directly from the custodian to Barclays, and proxy votes are administered and voted by Institutional Shareholder Services Inc. (“ISS”), an expert in the proxy voting and corporate governance area. The Proxy Voting Committee has reviewed and approved ISS’s proxy voting guidelines (the “Guidelines”). Accordingly, client proxies are voted as prescribed in the Guidelines except where (i) Barclays has determined that it would be in a client’s best interest for a proxy to be voted differently, (ii) the Guidelines are silent on how the proxy should be voted, or (iii) ISS has a conflict of interest with respect to the vote. In each case, the vote is determined by the Proxy Voting Committee based on the client’s interests and after screening for and addressing any conflicts of interest faced by Barclays or a Proxy Voting Committee member in determining the manner of the vote. Clients should be aware that Barclays may abstain from voting a proxy in instances where it has determined that abstention is in the client’s best interests. This might be the case, for example, if voting a proxy might result in selling restrictions being imposed on the security for some period of time after voting. Additionally, clients may instruct Barclays on how to vote a particular proxy and Barclays will make reasonable efforts to follow such instruction even if it runs contrary to the Guidelines.

Clients may contact our Client Service Desk at 800 253 4626 (or +1 212 526 5600 if dialing from outside the United States) or may contact their Investment Representative to obtain a copy of the Proxy Policy, to seek information on any particular proxy solicitation, to direct a particular proxy vote, to change their grant of proxy voting authority, or to obtain information on how proxy votes have been cast on their behalf.

Barclays will not advise or take action on legal notices or legal proceedings relating to securities in clients’ accounts. Clients will be fully responsible for acting with respect to such matters. In addition, Barclays will not be responsible or liable for failing to vote proxies or taking other actions where Barclays has not received the issuer communications on a timely basis.

If a client retains proxy voting authority and has its assets custodied at Barclays or any of its affiliates, Barclays will arrange for proxies and other solicitations to be sent to the client. Barclays will not advise a client on proxy voting matters if it does not have authority to vote proxies on that client’s behalf.

## Item 7 Client Information Provided to Portfolio Managers

---

The Investment Representative obtains information from the client during the account opening process, such as the client’s investment objectives, investment horizon and risk tolerance, and well as any desired account constraints or restrictions. The Investment Representative uses this information to determine whether the Program is suitable for a client and which Portfolio is suitable for a client. Clients are asked to confirm or revise this information at least annually. Portfolio Managers are informed of client-imposed investment restrictions and any customizations of the Portfolio to be used for managing the client’s account.

## Item 8 Client Contact with Portfolio Managers

---

Investment Representatives serve as the primary point of contact for clients. Clients have a direct relationship with their Investment Representatives and are not restricted in their ability to contact and consult with their Investment Representatives. Upon a client's request, Barclays will use reasonable efforts to facilitate contact between the client and Portfolio Managers (or their representatives who are knowledgeable about the client's account and its management).

## Item 9 Additional Information

---

### DISCIPLINARY INFORMATION

Below are summaries of certain legal or disciplinary events that may be material to a client's decision whether to retain Barclays. Additional information regarding these legal and disciplinary events is in Part 1A of BCI's Form ADV which is available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

- On 27 June 2012, the Commodity Futures Trading Commission ("CFTC") and Barclays PLC, Barclays Bank PLC and BCI (collectively, the "Barclays Companies") entered into a settlement agreement through which the Barclays Companies consented to the entry of an Order Instituting Proceedings Pursuant to Sections 6(c), 6(d) and 9(a)(2) of the Commodity Exchange Act, as amended, Making Findings and Imposing Remedial Sanctions (the "Order"). Following is a summary of the CFTC's findings in the Order:

Over a period of several years beginning at least as early as 2005, the Barclays Companies, by and through its agents, officers and employees located in at least New York, London and Tokyo, attempted to manipulate, and made false, misleading or knowingly inaccurate submissions concerning, two global benchmark interest rates, LIBOR and EURIBOR.

During the period from at least mid-2005 through the fall of 2007, and sporadically thereafter into 2009, the Barclays Companies based their LIBOR submissions for U.S. Dollar (and at limited times other currencies) on the requests of current and former Barclays Companies swaps traders who were attempting to affect the official LIBOR rate in order to benefit their derivatives trading positions. This same conduct occurred with respect to the Barclays Companies' EURIBOR submissions during the period of at least mid-2005 through mid-2009.

During the period from approximately mid-2005 through at least mid-2008, certain Barclays Companies Euro swaps traders coordinated with and aided and abetted traders at certain other banks to influence the EURIBOR submissions of multiple banks, including the Barclays Companies, in order to affect the official EURIBOR rate and thereby benefit their respective derivatives trading positions.

During the financial crisis of late August 2007 through early 2009, the Barclays Companies lowered their LIBOR submissions in order to manage what it believed to be an inaccurate and negative public and media perception that the Barclays Companies had a liquidity problem, based in part on their high LIBOR submissions relative to submissions of other banks that the Barclays Companies believed were too low given market conditions. Pursuant to a directive by certain members of the Barclays Companies' senior management, the Barclays Companies submitted lower rates for U.S. Dollar LIBOR, and at limited times Yen and Sterling LIBOR, than what they had determined to be the appropriate rates.

The Barclays Companies' lack of specific internal controls and procedures concerning their submission processes for LIBOR and EURIBOR and their inadequate supervision of trading desks allowed this conduct to occur.

The CFTC ordered the Barclays Companies to cease and desist from violating Sections 6(c), 6(d) and 9(a)(2) of the Commodity Exchange Act and imposed a civil monetary penalty of US\$200 million against Barclays PLC, Barclays Bank PLC and Barclays Capital Inc., jointly and severally.

In its consent to the Order, the Barclays Companies agreed to undertake the following: (1) to ensure the integrity and reliability of their Benchmark Interest Rate Submission(s); and (2) to identify, construct and promote effective methodologies and processes of setting Benchmark Interest Rates, in coordination with efforts by Benchmark Publishers, in order to ensure the integrity and reliability of such rates.

The Barclays Companies further represented and agreed to undertake that each Benchmark Interest Rate Submission by Barclays shall be based upon a rigorous and honest assessment of information, and shall not be influenced by internal or external conflicts of interest, or other factors or information extraneous to any rules applicable to the setting of a Benchmark Interest Rate.

The Barclays Companies also agreed to certain processes and procedures in furtherance of these undertakings.

In anticipation of an administrative proceeding, the Barclays Companies submitted an Offer of Settlement to the CFTC, which the CFTC accepted on 27 June 2012 when the CFTC issued the Order. Without admitting or denying the findings or conclusions set forth in the Order, except to the extent the Barclays Companies admit those findings in any related action against the Barclays Companies by, or any agreement with, the Department of Justice or any other governmental agency or office, the Barclays Companies consented to entry of the Order.

The CFTC expressly noted the Barclays Companies' significant cooperation during the investigation.

In a Final Notice ("Notice") dated 27 June 2012, the U.K. Financial Services Authority ("FSA") describes the settlement of its investigation of Barclays Bank PLC ("BBPLC"), the parent company of the registrant, Barclays Capital Inc. ("BCI"), in accordance with section 206 of the Financial Services and Markets Act 2000. The FSA's reasons for its issuance of the Notice, as set forth more fully in the Notice, are summarized below.

BBPLC acted inappropriately and breached Principle 5 of the FSA's Principles for Business on numerous occasions between January 2005 and July 2008 by making US dollar LIBOR and EURIBOR submissions that took into account requests made by its interest rate derivatives traders. At times these included requests made on behalf of derivatives traders at other banks.

BBPLC also breached Principle 5 on numerous occasions between February 2006 and October 2007 by seeking to influence the EURIBOR and (to a much lesser extent) the US dollar LIBOR, submissions of other banks. As a result of this conduct, there was a risk that the published LIBOR and EURIBOR rates would be manipulated.

BBPLC acted inappropriately and breached Principle 5 on numerous occasions between September 2007 and May 2009 by making LIBOR submissions that took into account concerns expressed by senior management of BBPLC that high LIBOR submissions from BBPLC would cause negative media perception of BBPLC's LIBOR submissions. This resulted in instructions being given by less senior managers to reduce LIBOR submissions in order to avoid negative media comment.

BBPLC breached Principle 3 from January 2005 until June 2010 by failing to have adequate risk management systems or effective controls in place in relation to its LIBOR and EURIBOR submissions processes. BBPLC had no specific systems and controls in place relating to its LIBOR and EURIBOR submissions processes until December 2009 (when BBPLC started to improve its systems and controls). BBPLC's misconduct was exacerbated by these inadequate systems and controls and by failures to review whether its systems and controls were adequate.

BBPLC breached Principle 2 by failing to conduct its business with due skill, care and diligence when considering issues raised internally in relation to its LIBOR submissions. On three occasions during 2007 and 2008, LIBOR issues were escalated to BBPLC's Investment Banking compliance function, which failed in each case to assess and address the issues effectively. These compliance failures allowed BBPLC's breaches of Principles 5 and 3 to continue and also led to unclear and insufficient communication about issues to the FSA.

The FSA imposed a financial penalty of £59.5 million on BBPLC.

As set forth more fully in the Notice, in determining the appropriate level of the penalty to be paid by BBPLC, the FSA considered the nature and extent of the cooperation provided by BBPLC during the course of its investigation. The FSA acknowledged that BBPLC "provided extremely good co-operation", in particular in providing access to evidence and facilitating voluntary witness interviews which were conducted by the FSA together with other authorities.

In a related matter, under a Non-Prosecution Agreement ("NPA") dated 26 June 2012 with the U.S. Department of Justice Criminal Division, Fraud Section ("DOJ"), Barclays Bank PLC and its parent, subsidiaries and affiliates (collectively, "Barclays Group") admit, accept and acknowledge responsibility for the conduct set forth by the Department of Justice in the Statement of Facts ("Statement") attached to the NPA. Following is a summary of the Statement:

From approximately 2005 through 2007, and occasionally thereafter through approximately 2009, certain Barclays Group swaps traders requested that certain Barclays Group LIBOR and EURIBOR submitters submit LIBOR and EURIBOR contributions that would benefit the traders' trading positions, rather than rates that complied with the definitions of LIBOR and EURIBOR. The submitters accommodated these requests on numerous occasions. In addition, in some instances from at least as early as August 2006 through approximately January 2007, and then on another occasion in or about June 2009, Barclays Group Yen swaps traders made requests to Barclays Group Yen LIBOR submitters for favorable Yen LIBOR settings. Barclays Group Yen LIBOR submitters accommodated those requests on some occasions. The purpose of this activity was to manipulate Barclays Group's Dollar and Yen LIBOR contributions and its EURIBOR contributions and to influence the resulting LIBOR and EURIBOR fixes. Also, from at least approximately August 2005 through at least approximately May 2008, certain Barclays Group swaps traders made requests of swaps traders at other financial institutions for favorable LIBOR and EURIBOR contributions. Submissions by Barclays Group that took into account requests from swaps traders for favorable treatment were false and misleading.

From approximately August 2007 through at least approximately January 2009, Barclays Group often submitted inaccurate Dollar LIBORs that under-reported its perception of its borrowing costs and its assessment of an appropriate Dollar LIBOR submission, and were nearer to the expected rate contributions of other banks, at the direction of certain members of management of Barclays Group, including senior managers in the treasury department and managers of the money markets desk. Such rates were false because they were lower than what Barclays Group otherwise would have submitted and contrary to the definition of LIBOR. This was done to protect Barclays Group's reputation against media and market perceptions that Barclays Group had a liquidity problem based in part on its high LIBOR submissions relative to the submissions of other banks, which Barclays Group believed were too low given market conditions.

The manipulation of Barclays' submissions affected the fixed rates on some occasions.

Barclays Group agreed to pay a monetary penalty of US\$160 million to the United States Treasury.

In the NPA, the DOJ expressly noted Barclays Group's thorough and timely cooperation and commitment to future cooperation with the DOJ and other government authorities in the United States and United Kingdom.

- On 22 December 2011 Barclays Capital Inc. (BCI), without admitting or denying FINRA's allegations and findings, voluntarily agreed to censure, and to pay a fine of US\$3 million related to FINRA allegations that BCI failed to supply investors with accurate information with respect to certain mortgage-backed securitizations on the website maintained by BCI pursuant to the requirements of Securities and Exchange Commission



Regulation AB (“Reg AB Website”). FINRA alleged that BCI’s failure to maintain accurate information on its Reg AB Website resulted in the violation of National Association of Securities Dealers Rules 3010 and 2110, and FINRA Rule 2010.

- On 14 January 2011, BBPLC reached a settlement with the Financial Services Authority (“FSA”) in which the FSA alleged that BBPLC violated Principle 9 and rules COB 5.3.5 R and COBS 9.2.1 R because it failed to take reasonable care to ensure the suitability of the advice it gave with respect to two funds that it sold, the Aviva Global Balanced Income Fund and the Aviva Global Cautious Income Fund. BBPLC agreed to a fine of approximately US\$12 million, to pay restitution to any customers whose sales were deemed unsuitable and to enhance its sales processes.

Barclays Bank PLC (“BBPLC”) has disclosed in annual results announcements, annual reports and accounts and Forms 20-F and other publicly available filings since 2007 that it has been conducting an internal review of its conduct with respect to U.S. dollar payments made between 1 January 2000 and 31 July 2007, involving countries, persons and entities subject to U.S. economic sanctions and that it has been reporting the results of that review to the U.S. Authorities (as defined below). BBPLC announced on 18 August 2010 that it had reached settlements (the “Settlements”) with the United States Department of Justice, the Manhattan District Attorney’s Office, and the US Department Of Treasury’s Office of Foreign Assets Control (“OFAC”) (together the “U.S. Authorities”) in relation to the investigation by those agencies into compliance with U.S. sanctions and U.S. dollar payment practices. In addition, an Order to Cease and Desist has been issued upon consent by the Federal Reserve Bank of New York and the New York State Banking Department. BBPLC agreed to a total penalty of US\$298 million and has entered into Deferred Prosecution Agreements covering a period of 24 months. The Deferred Prosecution Agreements mean that no further action will be taken against BBPLC by the U.S. Authorities if, as is BBPLC’s intention, for the duration of the defined period it meets the conditions set forth in its agreements with the U.S. Authorities. The Settlements did not involve the Wealth and Investment Management division of Barclays or its investment advisory activities and the Settlements will not have any impact on clients’ account or the services that Barclays provides to clients.

- On 6 June 2007, BBPLC, without admitting or denying the findings contained therein, consented to the issuance of a court order in which the SEC found that BBPLC violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Exchange Act Rule 10b-5 by engaging in the purchase and sale of certain distressed debt securities while aware of material non-public information concerning such debt issuers and not enforcing trading restrictions when in possession of material non-public information. Based on these findings, BBPLC agreed to a fine of US\$6 million, disgorgement of approximately US\$4 million and prejudgment interest of approximately US\$1 million.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

In addition to its registration with the SEC as an investment adviser, BCI is registered with the SEC and the Financial Industry Regulatory Authority as a securities broker-dealer and with the National Futures Association and CFTC as a futures commission merchant (an “FCM”), commodity pool operator (a “CPO”) and commodity trading advisor (a “CTA”). BCI is also registered with the SEC and the Municipal Securities Rulemaking Board (“MSRB”) as a municipal advisor. BCI is also a primary dealer in U.S. government securities. BCI is controlled by Barclays Bank PLC, which is a bank and both a non-U.S. broker-dealer and non-U.S. investment adviser with a license to provide investment and banking products in various jurisdictions. In addition, certain of Barclays’ management persons are registered as registered representatives of BCI (in its capacity as a registered broker-dealer) and associated persons of BCI (in its capacity as a registered FCM, CPO or CTA).

Advisory clients should be aware of the following:

- BCI's principal business is that of a registered broker-dealer and provider of investment banking services. Generally, Barclays Wealth and Investment Management's advisory clients have a brokerage relationship with BCI. BCI's obligations to a client are different when it acts as an adviser through Barclays Wealth and Investment Management as compared to when it acts as a broker-dealer. When BCI acts as broker-dealer, its primary role is to execute trades. BCI receives compensation, including commissions, when it executes such transactions and typically is not acting as a fiduciary with respect to its broker-dealer activities. When BCI acts as an investment adviser through Barclays Wealth and Investment Management, its primary role is to provide investment advice. It receives advisory fees from its advisory clients and has a fiduciary obligation to such clients. However, this does not mean that BCI is acting as an investment adviser or fiduciary with respect to the totality of that client relationship. Barclays is likely to earn more compensation if a client opens an investment advisory account instead of a brokerage account (although you would not receive the same services in a brokerage account). This creates a conflict of interest because Barclays has a financial incentive to recommend that clients open investment advisory accounts. Barclays addresses this conflict by disclosing it to clients and by reviewing each client's account when opened, and periodically after that, to check that it is suitable for the client in light of the client's financial circumstances and investment objectives.
- Barclays generally executes client transactions through BCI. BCI may receive compensation including, but not limited to, commissions when it executes such transactions.
- Barclays may be prohibited from freely exercising its investment discretion for the benefit of clients as a result of restrictions arising from Barclays' affiliations. For example, in the course of their financial services activities, Barclays' affiliates may acquire confidential or material non-public information about an issuer and as a result Barclays may be prohibited from effecting transactions in that issuer's securities on behalf of clients, even in situations where doing so would be a suitable and prudent investment for its clients. In addition, Barclays may be subject to regulatory requirements or policy mandates that exist as a result of its affiliation with Barclays PLC and its subsidiaries (the "Barclays Group"), and such requirements and mandates may restrict Barclays' investment discretion. For example, such requirements may prohibit Barclays from recommending, purchasing or selling certain securities for clients' accounts that it would have in the absence of such restrictions. Barclays addresses this conflict by disclosing it to clients in this Brochure.
- Certain management persons of Barclays also hold positions with the affiliates discussed in the foregoing paragraphs. In carrying out their responsibilities, these management persons may have some responsibility for the business of those affiliates and their compensation may be based, in part, on the profitability of such affiliates. Therefore, the management persons face the same conflicts of interest that exist between Barclays Wealth and Investment Management and those affiliates. Barclays addresses this conflict by disclosing it to clients in this Brochure.

To address these conflicts of interest, Barclays has established a variety of oversight committees (such as a brokerage committee, investment committee, and a portfolio management committee). The committees review certain reports and interview accountable persons and seek to ensure that effective controls are in place. Barclays has also implemented certain policies and procedures designed to address these conflicts, such as Best Execution, Confidential Information and Material Non-Public Information and Code of Ethics.

#### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

The Barclays Wealth and Investment Management Investment Adviser Code of Ethics (the "Code") applies to all employees who perform investment advisory functions (collectively, "Covered Employees") under the Investment Advisory Representative, Portfolio Management and ETF Tactical Allocation Programs. The Code

sets forth the expected standards of business with respect to (among other things) personal trading, giving and receiving of gifts and entertainment, insider trading, outside business activities, and rules for dealing with government officials and political contributions. The Code requires Covered Employees at all times to place the interest of clients first, to refrain from taking advantage of their positions inappropriately, and to comply with federal securities laws and regulations and escalate actual and perceived violations. Each Covered Employee receives a copy of the Code upon hiring and annually thereafter and is required to initially and annually certify that he or she has read, understood and complied with the Code and acknowledge receipt of any amendments to the Code.

Personal investment activities raise a number of potential conflicts of interest and create opportunities for employees to take advantage of their positions inappropriately. Among other examples, (i) an employee may trade ahead in his or her personal account on the knowledge of transactions that are being contemplated for advisory accounts; or (ii) an employee may effect transactions in advisory accounts for the sole purpose of manipulating the prices of securities in which the employee has a financial interest.

Barclays Capital Inc. has also adopted a Global Personal Investments Policy. This policy applies to all firm employees and any individuals over whose investment decisions the employee may exert any control or influence in relation to all personal investment activities. The policy also applies to contingent workers.

Upon joining the firm, employees and contingent workers are required to disclose and seek approval for any personal account; any managed account; any private investment or product which might give rise to perceived or actual conflicts of interest with the firm. After joining the firm, employees are required to seek approval for each of the following activities which are undertaken: the opening or closing of a personal account; the opening or closing of a managed account; a personal account transaction; and a private investment transaction. Employees are also required to maintain their personal accounts with designated brokers. Barclays Capital Inc. strongly discourages short-term personal account dealings and to this end, requires a minimum holding period for all personal account transactions of 14 calendar days. The Code also prohibits same day trading as client accounts.

Clients and prospective clients may request a copy of the Code applicable to Barclays Wealth and Investment Management by contacting our Client Service Desk at 800 253 4626 (or +1 212 526 5600 if dialing from outside the United States).

## **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

Barclays and its affiliates (including its employees) provide a wide variety of financial services and participate in the financial markets in a number of different capacities on behalf of themselves or their clients. Among others roles, Barclays and its affiliates may act as an investment banker, investment adviser, distributor, underwriter, broker-dealer, prime broker, agent or principal. As a consequence of these activities, Barclays and its affiliates may have a direct or indirect financial or other interest in Investment Products or other securities that Barclays recommends, buys or sells for advisory clients, which presents a conflict of interest. Advisory clients should be aware of the following:

**Recommending Affiliated Investment Products:** Barclays may recommend to advisory clients Investment Products or other securities with respect to which a Barclays Entity is the sponsor, manager, or issuer. Barclays and its affiliates have a financial interest, and the recommendation raises a conflict of interest for Barclays, because an advisory client's investment in the particular Investment Product or security will result in increased compensation or other benefits to Barclays or one or more of its affiliates. Barclays has a corresponding conflict of interest if it makes a negative recommendation with respect to the Investment Product or security because doing so would result in decreased compensation or other benefits to one or more of Barclays' affiliates. For example, Barclays has a financial interest in the following products or services that might be recommended to advisory clients: (i) an investment in a Barclays Wealth Advisor Series Fund, (ii) an investment in a Barclays-sponsored wrap program, or (iii) use of cash sweep programs in which an

affiliate of Barclays is a participating bank. Barclays addresses this conflict by disclosing it to clients and by reviewing each client's account when opened, and periodically after that, to check that it is suitable for the client in light of the client's financial circumstances and investment objectives.

**Investing in Securities Recommended to Clients:** In the normal course of business, Barclays and its affiliates may have a financial interest in securities that Barclays recommends to advisory clients, or may acquire a financial interest in securities about the same time that Barclays recommends those securities to advisory clients. In these situations, Barclays' and its affiliates' investing activities for their own accounts may affect the prices of securities that Barclays' advisory clients also hold. Further, Barclays and its affiliates may take action with respect to such securities that may disadvantage advisory clients (for example, where Barclays and its affiliates on the one hand, and advisory clients on the other, invest in different parts of the capital structure of the same issuer or in different classes of securities of the same issuer). Barclays may take action or give advice with respect to its own accounts, or other clients' accounts, that differs from the timing or nature of the action with respect to clients' accounts. There are information barriers between Barclays' investment advisory business and its proprietary trading function that are designed to safeguard the information and research on which investment decisions are made and prevent Barclays and its affiliates' proprietary trading personnel from front running.

**Principal Transactions:** Principal Transactions occur when BCI, for its own account, buys securities from or sells securities to an advisory client. This creates a conflict of interest because BCI is buying securities from or selling securities to clients, and therefore has an incentive to buy at a low price or sell at a high price. To address this conflict, BCI will comply with applicable law, which requires disclosure and client consent before completing the transaction.

**Agency Cross Transactions:** When appropriate and permitted by law, BCI or an affiliate of BCI may act as broker for, and receives a commission from, an advisory client on one side of a transaction and the party on the other side of the same transaction (an "agency cross transaction"). BCI will have a potentially conflicting division of loyalties and responsibilities. Barclays addresses this conflict by obtaining written consent from advisory clients prospectively for agency cross transactions and conducts such transactions accordance with Rule 206(3)-2 of the Advisers Act. An advisory client may revoke its written consent at any time by written notice to the Barclays.

**Cross Transactions:** Cross transactions occur when Barclays causes an advisory account to buy securities from or sell securities to another advisory account without involving a broker-dealer or sending the orders to the market (a "cross trade"). In a cross trade, Barclays may have a potentially conflicting division of loyalties and responsibilities to both sides of the cross trade. To address this conflict, Barclays will only execute cross trades to the extent consistent with best execution and so long as no advisory client is disfavored.

**Breadth of Advisory Activities:** BCI maintains two distinct advisory businesses which operate independently of each other, including with respect to the formulation of investment advice and investment strategies. Similarly, the strategies offered within Barclays' advisory programs may be managed by independent teams within Barclays who are not required to develop and follow complementary investment strategies. Consequently, advisory accounts can have investment objectives or portfolios that are opposed to each other. Different advisory accounts may also invest in different parts of the capital structure of the same issuer and may therefore have divergent interests in certain situations. As a result of the foregoing, when Barclays recommends, purchases or sells a security for an advisory account, Barclays may already have an interest in that security as a result of services rendered to another advisory account, and in some instances those interests might conflict. Barclays addresses this conflict by disclosing it to clients.

**Barclays as Secured Lender:** Clients in the PM Volatility/Overlay Program use margin (i.e., borrow from Barclays) to finance investments in their account. Other investment advisory clients may, in some circumstances, be able to margin their investment advisory accounts, but not to buy securities in investment advisory programs. When a client margins an account, Barclays is the lender, receives margin interest and has a financial interest in protecting its collateral. If the value of assets designated as collateral falls below

Barclays' requirements, Barclays may sell securities. Accordingly, while Barclays is still the client's investment adviser, it has a conflict of interest because it may exercise its rights as lender to avoid incurring a loss even though this harms the client's interests. We address this conflict by disclosing it to clients both in this Brochure and in the margin documents clients receive.

**Participation in the Underwriting of Securities Offerings:** BCI may serve as a market-maker, manager or co-manager or other participant in the underwriting of initial and secondary public offerings of securities, or may provide other services to the issuer of such a security (such as merger and acquisition strategy or corporate finance). If Barclays directs its advisory clients to transact in that security, such transactions could impact on the security's price, which may indirectly benefit (or act to the detriment of) BCI. Further, if an advisory client purchases the security from BCI or its affiliates when they act as an underwriter or dealer in a distribution, the transaction will be effected at the public offering price and BCI or its affiliates will receive an underwriting fee or selling concession with respect to the transaction. As such, Barclays has a conflict of interest because its recommendation with respect to that security could affect the revenues earned by BCI. Barclays addresses this conflict by disclosing it to clients.

**Personal Transactions:** Barclays' investment advisory personnel might have financial interests in securities they recommend, purchase or sell for advisory accounts. See "*Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading*" above for a description of the attendant conflicts of interest and how they are addressed.

Barclays has also adopted policies and procedures that impose certain conditions and restrictions on proprietary transactions and those executed on behalf of advisory clients. Barclays has implemented information barriers between itself, BCI and other BCI advisory activities, and between itself and other divisions within the Barclays Group. Such policies and procedures are reasonably designed to detect and prevent, among other things, any improper or abusive conduct wherever any potential material conflict of interest may exist with respect to an advisory client.

## REVIEW OF ACCOUNTS

Investment Representatives are responsible for reviewing accounts at account opening in order to assess whether the Portfolios are appropriate to meet clients' investment objectives, and for conducting similar account reviews periodically after that. In addition, an account review may be triggered: (i) if a client contacts Barclays to request changes to its investment objectives, (ii) if there are significant changes to the Portfolio or the account, or (iii) in conjunction with a broader review of a particular Portfolio .

Clients generally receive written confirmations of all portfolio trades, should they elect to receive such confirmations, and a monthly written statement for each month in which there is portfolio activity. Clients also receive quarterly written performance reports that show performance results for the current quarter, calendar year to date and since inception of the account. Where applicable, clients' performance reports may also include comparative performance of a blend of relevant benchmarks. A client may not begin receiving quarterly performance reports until the first full calendar quarter following the client's initial investment. Clients should carefully review their statements and reports notify their Investment Representative promptly of any discrepancies.

## CLIENT REFERRALS AND OTHER COMPENSATION

Barclays may enter into third party solicitation agreements under which third parties may solicit and refer clients to Barclays and receive compensation. The compensation is a negotiated amount, typically a percentage of Barclays' investment advisory fees (excluding third party manager payments) earned from

investment advisory accounts opened by referred clients. All compensation paid to the third party referring the client will be disclosed to the client as required by applicable law.

#### FINANCIAL INFORMATION

Not applicable.