

STRATEGIC ASSET MANAGEMENT (SAM) PROGRAMS
PROGRAM BROCHURE

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This program brochure provides information about the qualifications and business practices of LPL Financial ("LPL"). If you have any questions about the contents of this brochure, please contact LPL at lpfinancial.adv@lpl.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about LPL also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 1 COVER PAGE

ITEM 2 MATERIAL CHANGES

The following is a summary of certain changes made to this Brochure from the time of the annual update of the Brochure dated March 29, 2019. Items 6 and 9 were updated to provide more information regarding collateralized lending available through LPL and related risks and conflicts of interest if a client decides to participate, as well as to include disclosure regarding the ability to seek secured loans with banks outside of LPL's program. In addition, Items 4 and 9 of the Brochure were updated for LPL's new ETF No Transaction Fee Network and related conflicts of interest. Item 9 was updated to indicate compensation LPL receives when a customer opens a credit card through a partner bank. Item 9 was also updated to provide information regarding disciplinary events, involving (i) a consent order with the Commonwealth of Massachusetts ("MA"), Securities Division, in connection with LPL's failure to timely register (or maintain the registration of) certain agents in MA and failure to amend Forms U4 and U5 for certain agents registered in MA, (ii) FINRA sanctions in connection with LPL's failure to establish, maintain, and enforce supervisory systems and procedures to take into account changes in the authority of custodians of accounts established under the Uniform Gifts to Minors Act and/or the Uniform Transfers to Minors Act, and (iii) a consent order with the State of New Hampshire, Department of State, Bureau of Securities Regulation, in connection with LPL's supervision of an LPL representative under a heightened supervision plan.

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ITEM 4 SERVICES, FEES AND COMPENSATION

Services

LPL sponsors various types of advisory programs, including wrap fee programs, an advisor-enhanced digital advice program and mutual fund asset allocation programs. LPL makes these programs available to client directly and also through third party investment advisor firms ("Advisor"). This Brochure provides a description of LPL's Strategic Asset Management ("SAM I") program



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and Strategic Asset Management II ("SAM II") program (each, a "Program," and collectively, the "Programs") when offered through an Advisor. For more information about LPL's advisory services and programs other than SAM I and SAM II, please contact your Advisor for a copy of a similar brochure that describes such service or program or go to www.adviserinfo.sec.gov.

In the Programs, Advisor, through its investment advisor representatives ("IARs"), provides ongoing investment advice and management on assets in the client's account. Advisor, through its IARs, provides advice on the purchase and sale of various types of investments, such as mutual funds, exchange-traded funds ("ETFs"), interval funds, variable annuities, business development companies ("BDCs"), private equity, real estate investment trusts ("REITs"), equities, and fixed income securities. Advisor provides advice that is tailored to the individual needs of the client based on the investment objective chosen by the client. Clients may impose restrictions on investing in certain securities or groups of securities by contacting Advisor and providing the necessary written instructions.

LPL acts as custodian to accounts, provides research information to Advisor and its IARs, provides brokerage and execution services as the broker-dealer on transactions, and performs administrative services, such as providing performance information to clients.

Fee Schedule

In each program, clients pay LPL and Advisor an annual account fee ("Account Fee") for advisory services. The maximum Account Fee is 2.50%. The Account Fee is negotiable between the client and Advisor and is set out in the Account Application. The Account Fee is typically a straight percentage based on the value of all assets in the account, including cash holdings. The Account Fee is paid to LPL, and LPL retains up to 0.25% for its administrative, custodial and brokerage services based on the agreement between LPL and the Advisor. LPL shares the remaining portion of the Account Fee with the Advisor. The Advisor is responsible for sharing its portion of the Account Fee with its IARs.

The Account Fee may be higher than the fee charged by other investment advisors for similar services. The Advisor is responsible for determining the Account Fee to charge each client based on factors such as total amount of assets involved in the relationship, type of securities to be held in the program (e.g., mutual funds vs. individual securities), the complexity and mix of the portfolio, and the number and range of supplementary advisory and client related services to be provided to the account. The Advisor may charge a client more or less than another client. Clients should consider the level and complexity of the advisory services to be provided when negotiating the Account Fee with the Advisor.

How the Account Fee is Charged

LPL deducts the Account Fee and other fees and charges associated with a SAM I or SAM II account from the account. LPL calculates and deducts the Account Fee in the method described in the Account Agreement, unless other arrangements are made in writing. If a client wishes to be billed for the Account Fee, rather than a deduction directly from the account, the client needs to make a request to LPL through the Advisor or IAR. The Account Fee for certain alternative investments (such as non-exchange traded REITs, BDCs or hedge funds, each a "Non-Traded Alternative Investment") is calculated based on unaudited net asset values provided as estimates by the sponsor of the Non-Traded Alternative Investment (such unaudited net asset values, a "Fair Value"). Fair Values are provided by Non-Traded Alternative Investment sponsors on a reporting period basis, such as monthly or quarterly. LPL does not audit or confirm the accuracy of the Fair Values provided by the sponsors of Non-Traded Alternative Investments. Sponsors of Non-Traded Alternative Investments do not adjust previously determined Fair Values. The portion of the Account Fee calculated on a Non-Traded Alternative Investment reflects the Fair Value of the prior reporting period and will not reflect the current net asset value of the Non-Traded Alternative Investment as of the date of the Account Fee's calculation.

Payment in Advance and Refund of Pre-Paid Fees

LPL deducts the Account Fee quarterly in advance. If the Account Agreement is terminated before the end of the quarterly period, LPL will pay the client a prorated refund of any pre-paid quarterly Account Fee based on the number of days remaining in the quarter after the termination date. However, if the account is closed within the first six months by the client or as a result of withdrawals that bring the account value below the required minimum, LPL and Advisor reserve the right to retain the pre-paid quarterly Account Fee for the current quarter in order to cover the administrative costs of establishing the account (for



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example, the costs related to transferring positions in and out of the account, data entry in opening the account, reconciliation of positions in order to issue performance information, and re-registration of positions). After the termination date, LPL may convert the account to a brokerage account. In a brokerage account, client is charged a commission for each transaction, LPL and Advisor do not provide advisory services to the account, and the Advisor and its IARs have no responsibility to provide ongoing investment advice.

Other Types of Fees and Expenses of LPL

LPL charges fees related to a SAM I or SAM II account in addition to the Account Fee.

- In SAM I, clients do not pay Advisor or IAR brokerage commissions for transactions in the account; however, the client pays LPL a transaction charge for the purchase and sale of certain securities in the account. In SAM II, Advisor pays LPL a transaction charge for the purchase and sale of certain securities in the account. The transaction charges are set out in SAM Account Agreement and the Miscellaneous Account and Service Fee Schedule-Advisory. The transaction charges are paid to LPL to defray costs associated with trade execution; however, they are not directly related to transaction-related expenses of LPL and are a source of revenue to LPL. Transaction charges present conflicts of interest. For example, transaction charges vary depending on the type of security being purchased or sold (e.g., \$9 for equities, \$50 for fixed income), and therefore LPL earns more from transactions that result in an investment with a higher charge. In addition, where transaction charges apply, the more transactions a client enters into, the more compensation LPL receives. Transaction charges are not shared with IARs. In the case of mutual funds and ETFs, the transaction charges vary depending on the type of security being purchased or sold. For more information, see the section of this Item 4 titled “Understanding Share Classes and Transaction Charges in SAM Accounts” and Item 9.
- Although clients do not pay a transaction charge for transactions in a SAM II account, clients should be aware that Advisors pay LPL various transaction charges for those transactions. Transaction charges paid by Advisor for equities are \$9 and \$50 for fixed income. For ETFs, the transaction charges are either \$0 or \$9. For mutual funds, the transaction charges range from \$0 to \$26.50. Because Advisor pays the transaction charges in SAM II accounts, there is a conflict of interest. Clients should understand that the cost to Advisor of transaction charges may be a factor that Advisor considers when deciding which securities to select and how frequently to place transactions in a SAM II account. For more information, see the section of this Item 4 titled “Understanding Share Classes and Transaction Charges in SAM Accounts” and the section of Item 9 titled “Brokerage Practices.”
- LPL charges accounts with assets valued at less than \$100,000 an additional \$10 quarterly fee at the end of the quarter.
- Clients that hold hedge funds, managed futures, BDCs and certain REITs pay an annual alternative investment administrative fee per position, subject to a maximum per account per year.
- If an account is approved for trading on margin and the client has entered into a margin agreement with LPL, the client will be charged margin interest on any credit extended to or maintained by the client. LPL will retain a portion of any interest charged and may share with Advisor. This interest charge is in addition to the Account Fee. The Account Fee is not charged on any margin debit balance, rather only on the net equity of the account.
- Clients also pay LPL other additional miscellaneous administrative or custodial-related fees and charges that apply to a SAM account. LPL notifies clients of these charges at account opening and makes available a current list of these charges on its website at lpl.com/disclosures.html. These fees include cash sweep fees, retirement account fees and termination fees, including, as applicable, an annual IRA maintenance fee, an annual qualified retirement plan maintenance fee, a fee for loans processed for qualified retirement plan and 403(b)(7) plan accounts and an account termination fee for processing a full account transfer to another financial institution. These miscellaneous fees are not directly based on the costs of the transaction or service by LPL, may include a profit to LPL, and certain of the fees may be lowered or waived for certain customers.

Fees Charged by Third Parties

There are other fees and charges that are imposed by third parties other than LPL that apply to investments in SAM I and SAM II accounts. Some of these fees and charges are described below. If a client’s assets are invested in mutual funds, ETFs or other pooled investment products, clients should be aware that there will be two layers of advisory fees and expenses for those assets.



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As a shareholder of a fund, Client will pay an advisory fee to the fund manager and other expenses charged by the fund. In the case of mutual funds that are funds of funds, there could be an additional layer of fees, including performance fees that vary depending on the performance of the fund. Client will also pay LPL and Advisor the Account Fee with respect to assets invested in mutual funds, ETFs and other pooled products. The mutual funds, ETFs and other pooled funds available in the program can be purchased directly outside of the Programs. Therefore, clients could generally avoid an additional layer of fees by not using the advisory services of LPL, Advisor and its IARs and by making their own decisions regarding the investment.

Clients should understand that in many cases the mutual funds and mutual fund share classes offered through the Programs charge higher fees and expenses than those that are not offered through the Programs, and such other mutual funds and share classes may be equally or more appropriate for a client's account. As discussed below, a portion of the fees and expenses charged by certain mutual funds in the Programs will be paid to LPL. Other financial services firm may offer the same mutual funds that are offered through the Programs but at lower overall costs to investors than the costs that clients incur by investing through the Programs.

Clients should also understand that in many cases the share class offered for a particular mutual fund available through the Programs (the "Program Share Class") charges higher fees and expenses than other share classes that are offered by the same fund but are not available through the Programs. Program Share Classes are selected by LPL, in certain cases, because the mutual funds pay to LPL a portion of the fees and expenses charged by Program Share Classes as compensation for the administrative and recordkeeping services LPL provides with respect to LPL clients who invest in the Program Share Classes, as discussed below under "Participation or Interest in Client Transactions."

Certain of the mutual funds available for investment in the Programs may be affiliated with Advisor. Therefore, investment in an affiliated mutual fund generates additional compensation to the Advisor or its affiliates, including, among other types of compensation, fund-level management fees.

If the account is invested in a mutual fund that charges a fee if a redemption is made within a specific time period after the investment under a fund's frequent trading policy, client will be charged a redemption fee. If a mutual fund has a frequent trading policy, the policy can limit a client's transactions in shares of the fund (e.g., for rebalancing, liquidations, deposits or tax harvesting).

If client holds a variable annuity as part of an account, there are mortality, expense and administrative charges, fees for additional riders on the contract and charges for excessive transfers within a calendar year imposed by the variable annuity sponsor. If a client holds a REIT or BDC as part of an account, there are dealer management fees and other organizational, offering and pricing expenses imposed by the REIT or BDC, as applicable. If client holds a UIT in an account, UIT sponsors charge creation and development fees or similar fees. Further information regarding fees assessed by a mutual fund, variable annuity, alternative investment (such as a REIT, BDC or hedge fund) or UIT is available in the appropriate prospectus or offering document, which is available upon request from the IAR or from the product sponsor directly.

Important Information When Funding an Account

Ineligible Securities. When transferring securities into a SAM I or SAM II account, client should be aware that certain securities may not be eligible for the account. In such case, the securities may be rejected, sold after the transfer, or moved to a brokerage account. Note that when an ineligible security is transferred into an account and subsequently sold or moved to a brokerage account, the advisory fee will be charged on such asset for the period of time the security was held in the account.

Surrender Charges or CDSCs. If client transfers a previously purchased investment into a SAM I or SAM II account, such as a mutual fund, annuity or alternative investment, or liquidates the previously purchased investment and transfers the proceeds into an account, client may be charged a fee (sometimes called a "surrender charge," "contingent deferred sales charge" or "CDSC") upon the sale or redemption in accordance with the investment product's prospectus. In many cases, the CDSC is only charged if a client does not hold the security for a minimum period of time. In particular, if a client transfers a previously purchased mutual fund (such as a Class C share) into an account that is subject to a CDSC, then the client will pay that charge when the mutual fund is sold.



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Previously Paid Commissions. Clients should be aware that securities transferred into an account may have been subject to a commission or sales load when the security was originally purchased. Client should understand that, after the transfer into an account, an advisory fee will be charged based on the total assets in the account, including the transferred security. Depending on the share class and fee structure of the previously purchased mutual fund, LPL can receive fees such as 12b-1 fees, recordkeeping fees and revenue sharing from the previously purchased mutual fund until the position is liquidated and subsequently invested. In other words, if you paid IAR or another financial professional recently an upfront commission on the previously purchased security, you will be paying a new ongoing advisory fee going forward to IAR for advice on that same security.

Loss of Benefits. If client will be funding the account with the proceeds of a sale or liquidation of a variable or fixed annuity, client should understand that client may be giving up guaranteed living or death benefits that were provided through the variable annuity, and will not be provided through a SAM I or SAM II account.

When transferring securities into an account, client should consider and speak to IAR about whether:

- a CDSC will apply, and the length of time before the CDSC expires;
- there will be a loss of a guaranteed benefit, in the case of an annuity;
- a commission was previously paid on the security;
- client wishes for the security to be managed as part of the account and be subject to an advisory fee; or
- client wishes to hold the security in a brokerage account that is not managed and not subject to an advisory fee.

Advisor may charge fees in addition to the Account Fee. Clients should refer to the Brochure of Advisor for more information regarding fees charged by Advisor.

Clients also incur charges imposed by third parties or LPL in connection with investments made through their accounts, including, but not limited to, taxes and charges required by law or imposed by exchanges or regulatory bodies. For example, an industry-wide charge mandated by a regulator applies to sales of certain securities. The amount of this regulatory fee may vary over time, and because variations might not be immediately known to LPL, the amount may be estimated and assessed in advance. To the extent that such estimated amount differs from the actual amount of the regulatory fee, LPL retains the excess. These charges will be reflected on transaction confirmations and/or monthly statements.

Understanding Share Classes and Transaction Charges in SAM Accounts

Except with respect to cash sweep money market funds ("Sweep Funds") described in the section of Item 9 labeled "Participation or Interest in Client Transactions," LPL makes available for purchase only one share class per mutual fund in a Program, which can be titled, for example, as "Class I," "institutional," "investor," "retail," "service," "administrative" or "platform" share classes ("Program Shares"). Program Shares are no-load or load-waived share classes and therefore not subject to any upfront sales charge. Share classes previously available in a Program prior to November 21, 2016, such as Class A Shares that are subject to 12b-1 fees, can still be held but not purchased in the Programs ("Non-Surviving Share Classes"). A client also may transfer Non-Surviving Share Classes into client's account. Any 12b-1 fees received by LPL from mutual funds in a Program (other than Sweep Funds) will be credited to the client account. Because the Non-Surviving Share Class could have a higher overall expense ratio than the Program Share, the Non-Surviving Share class could cost the client more than Program Shares, even after the 12b-1 fees is credited to the account.

Client should understand that the Program Share class offered for a particular mutual fund through a Program in many cases will not be the least expensive share class that the mutual fund makes available. Program Share classes are selected by LPL in certain cases because the share class pays LPL compensation for the administrative and recordkeeping services LPL provides to the mutual fund. Other financial services firms may offer the same mutual fund at a lower overall cost to the investor than is available through the Programs.

Clients, when participating in the SAM I program, should also understand that LPL charges clients a transaction charge of \$0, \$4.50 or \$26.50 for mutual fund purchases and redemptions. The applicable transaction charge varies depending on the amount of recordkeeping fees that LPL receives from the mutual fund and/or whether the sponsor of the mutual fund participates in LPL's Mutual Fund No Transaction Fee Network ("MF NTF Network") described below. Clients participating in the SAM II



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program are not charged a transaction charge for transactions and, instead, LPL charges Advisor for transactions. Like in the SAM I program, the transaction charges borne by Advisor vary based on the type of transaction (e.g., mutual fund, equity, ETF or fixed income security). For mutual funds, transaction charges vary based on the amount of recordkeeping fees that LPL receives from the fund and/or whether the sponsor of the fund participates in the MF NTF Network.

When a mutual fund participating in the MF NTF Network is purchased in a SAM I account, the mutual fund's sponsor directs a payment to LPL on behalf and for the benefit of the client that is used exclusively as a credit to defray the bona fide transaction charge obligations of the client's account. When a participating mutual fund is sold in a SAM I account, LPL waives the transaction charge. When a participating mutual fund is purchased in a SAM II Account (excluding ERISA Accounts), the fund sponsors defray the transaction charge for purchases otherwise borne by Advisor, and the payments are directed to LPL and used exclusively as a credit to defray bona fide transaction obligations. For all ERISA Accounts in SAM II, LPL waives the transaction charge when a participating mutual fund is purchased. When a participating mutual fund is sold in any SAM II Account, LPL waives the transaction charge to Advisor.

Clients, when participating in the SAM II program, should also understand that the cost to Advisor of transaction charges may be a factor Advisor considers when deciding which securities or mutual funds to select and whether or not to place transactions in the account. In particular, Advisor has a financial incentive to select NTF Funds to avoid paying or to lower the transaction charges. Clients should consider such conflict when monitoring the purchase of NTF Funds in recognition of the overall fee and other arrangements with LPL and Advisor for management of the account. All such conflicts may have an impact on the investment performance of the client's account.

Clients also should be aware that mutual funds participating in the MF NTF Network typically have higher ongoing internal expenses that can be used to offset payments made by sponsors for transaction charge waivers, and this can reduce the investment returns over time relative to other share classes of the same fund.

The Programs offer an ETF No Transaction Fee Network ("ETF NTF Network"). LPL typically charges a transaction charge of \$9 for purchases and sales of ETFs. However, for purchases of certain ETFs in the ETF NTF Network in SAM I, the ETF sponsors direct a payment to LPL on behalf and for the benefit of the client that is used exclusively as a credit to defray bona fide transaction charge obligations of the client's account, and LPL waives the transaction charge when the ETF is sold. For purchases of other ETFs in the ETF NTF Network, the sponsor pays LPL a flat annual amount and/or a fee based on the non-retirement client SAM I and SAM II assets invested in ETF NTF Network funds, and LPL waives the transaction charge for purchases and sales for clients in SAM I. In the SAM II program, Advisor pays the transaction charge, and not the client. When a participating ETF is purchased in a SAM II account (excluding ERISA accounts), certain ETF sponsors defray the transaction charge for purchases otherwise borne by Advisor, and the payments are directed to LPL and used exclusively as a credit to defray bona fide transaction obligations. For sales of those ETFs, LPL waives the transaction charge to Advisor. For certain other participating ETFs, the sponsor pays LPL a flat annual amount and/or a fee based on the non-retirement client SAM I and SAM II assets invested in ETF NTF Network funds, and LPL waives the transaction charge to Advisor for purchases and sales in SAM II. For all ERISA Accounts in SAM II, LPL waives the transaction charge when a participating ETF is purchased and sold. The ETF sponsors in the ETF NTF Network are currently Invesco, State Street, WisdomTree, Global X and First Trust. For further details and an updated list of ETF sponsors for the ETF NTF Network, please refer to the Disclosures page on lpl.com/disclosures.html.

This ETF NTF Network creates a conflict of interest because Advisor has a financial incentive to select ETFs participating in the ETF NTF Network to avoid paying the transaction charges. Clients should consider such conflict when monitoring the purchase of ETFs in recognition of the overall fee and other arrangements with LPL and Advisor for management of the account. This conflict can cause clients to pay higher overall fees and expenses and have an impact on the investment performance of the account. In particular, clients should be aware that participating ETFs typically have higher ongoing internal expenses than other ETFs that can be used to offset payments made by sponsors for transaction charge waivers. To the extent that LPL receives from a sponsor of a an ETF participating in the ETF NTF Network a flat fee or an asset based fee that exceeds bona fide transaction charge obligations of the participating client accounts, the payment creates a conflict of interest as further described below as revenue sharing.



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Important Things to Consider About Fees on a SAM I or SAM II Account

- The Account Fee is an ongoing fee for investment advisory services and other administrative and custodial services. The Account Fee may cost the client more than purchasing a Program's services separately, for example, paying an advisory fee plus commissions for each transaction in the account. Factors that bear upon the cost of the account in relation to the cost of the same services purchased separately include the:
 - type and size of the account
 - historical and or expected size or number of trades for the account, and
 - number and range of supplementary advisory and client-related services provided to the client.
- Clients participating in the SAM I program do not pay Advisor commissions on transactions but do pay LPL transaction charges. Transaction charges for the securities purchased and sold in a SAM I account may also cost the client more than purchasing the SAM I program's services separately. As with any fee, transaction charges reduce the overall amount of your investment portfolio.
- The Account Fee paid by clients participating in the SAM II program includes payment for the execution of transactions. This may cost the client more than purchasing the SAM II program's services separately.
- Although the Account Fees paid by clients participating in the SAM I program may be less than the Account Fees paid by clients participating in the SAM II program because SAM I clients bear the cost of transaction charges directly, it is impossible at the outset to know which arrangement may be more financially advantageous. Some IARs only offer SAM I or SAM II. Clients should ask IAR about whether the IAR offers both SAM I and SAM II.
- The Account Fee also may cost the client more than if assets were held in a traditional brokerage account. Advisor also may be a broker-dealer and may be able to service clients in a brokerage account. In a brokerage account, a client is pays a broker-dealer representative a sales commission for transactions, and the representative has no duty to provide ongoing advice with respect to the account. If the client plans to follow a buy and hold strategy for the account or does not wish to purchase ongoing investment advice or management services, the client should consider opening a brokerage account rather than a SAM I or SAM II account.
- The Advisor and its IARs recommending a Program to the client receives compensation as a result of the client's participation in the Program. This compensation includes a portion of the Account Fee and also may include other compensation, such as bonuses, awards or other things of value offered by LPL to Advisor or by LPL or Advisor to the IAR. For example, LPL may pay a bonus to Advisor or its IARs in the form of reimbursement of fees that Advisor or its IARs pay to LPL for administrative services. In particular, pursuant to the agreement between LPL and Advisor, LPL pays Advisor an amount, in addition to a percentage of the client's Account Fee, based on the current market value of all client assets Advisor maintains in LPL advisory programs, including the Programs. This amount is paid from the portion of the fee retained by LPL, and payment of this amount does not result in any higher or additional client fees. Therefore, this additional portion of the fee provides Advisor a greater financial benefit if more client assets are invested in LPL advisory programs. The amount of compensation that Advisor receives from LPL may be more or less than what the Advisor and its IARs would receive if the client participated in other LPL programs, programs of other investment advisors or paid separately for investment advice, brokerage and other client services. Therefore, the Advisor and its IARs may have a financial incentive to recommend a Program account over other programs and services.
- The investment products available to be purchased in a Program can be purchased by clients outside of a SAM I or SAM II account, through broker-dealers or other investment firms not affiliated LPL and Advisor.
- Clients should consider the impact of fees and expenses on their investment portfolio, as described in the informational brochure titled "How Fees and Expenses Affect Your Portfolio" on lpl.com/disclosures.html under "Investor Regulatory & Educational Resources."

ITEM 5 ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

A minimum account value of \$25,000 is generally required for Programs. In certain instances, LPL will permit a lower minimum account size. The Programs are available for individuals, IRAs, banks and thrift institutions, pension and profit sharing plans,



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including plans subject to ERISA, trusts, estates, charitable organizations, state and municipal government entities, corporations and other business entities.

ITEM 6 PORTFOLIO MANAGER SELECTION AND EVALUATION

In SAM I and Sam II, LPL and Advisor do not select, review or recommend other investment advisors or portfolio managers. Advisor through its IARs is responsible for the investment advice and management offered to clients, and the client selects Advisor and its IARs to manage the account. Advisor is responsible for determining the standards required for its IARs to provide investment advice to SAM I and SAM II program accounts. For more information about Advisor and the IAR responsible for the account, client should refer to Advisor's Firm Brochure and the Brochure Supplement for the IAR, which client should have received from Advisor at the time client opened the account.

LPL does not calculate the performance record of IARs, however, LPL does calculate performance for each SAM I and SAM II program account. LPL provides clients with individual performance information on a time weighted basis. LPL performance information is intended to inform clients as to how their investments have performed for a period, both on an absolute basis and compared to leading investment indices.

LPL sponsors other types of advisory programs. In LPL's separately managed account wrap program, Manager Select, a third party portfolio manager (other than Advisor) provides discretionary advisory services. In LPL's mutual fund asset allocation programs, such as Optimum Market Portfolios and Model Wealth Portfolios, LPL (and not Advisor and its IARs) is responsible for the discretionary advisory services. LPL, Advisor and its IARs do not accept performance-based fees under any LPL advisory programs.

Investment Discretion

In SAM I and SAM II, Advisor typically provides advisory services on a non-discretionary basis, and therefore, it is the client who directs the purchase and sale of securities in the account. In some cases, the client may provide discretionary authorization to the Advisor and its IAR for transactions in SAM I and SAM II program accounts.

Methods of Analysis and Investment Strategies

Advisor, through its IARs, chooses the research methods, investment strategy and management philosophy used in managing a SAM I or SAM II account. It is important to note that no methodology or investment strategy is guaranteed to be successful or profitable. The Advisor and its IARs have access to various research reports, including those provided by LPL's Research Department, to which he/she may refer in determining which securities to purchase or sell.

LPL's Research Department makes recommendations regarding asset allocation, mutual funds, model portfolios, and variable annuity subaccounts. Advisor and IARs may or may not follow these recommendations in managing SAM I and SAM II program accounts. LPL Research also constructs asset allocation model portfolios and provides recommendations on the funds to populate the model portfolios. In constructing these models, LPL Research uses the following investment strategies: Diversified and Alternative Strategy. Although these descriptions are written in terms of individual equities and/or bonds, they include mutual funds or ETFs whose portfolios consist of the type of equities or bonds referenced.

- *Diversified.* The Diversified investment strategy seeks to promote capital appreciation while taking a reasonable amount of risk to achieve that goal. The strategy is subject to minimal constraints, which allows for a relatively pure implementation of LPL Research's recommendation. In general, Diversified portfolios should be considered by investors seeking investments in primarily stocks and bonds, along with the occasional non-traditional asset class to take advantage of potential market opportunities. Diversified portfolios will hold primarily traditional asset classes. Secondly, if a non-traditional asset class represents the investment that provides the best means of taking advantage of a market opportunity, it will be included in the recommendation. The non-traditional investments included in Diversified portfolios are more standard, such as conservative balanced strategies. Diversified portfolios tend to be steady in their number of positions. These portfolios tend to remain consistently diversified.
- *Alternative Strategy.* The Alternative Strategy investment strategy seeks to promote capital appreciation while taking a reasonable amount of risk to achieve that goal. Unlike the other two strategies that may have an allocation to alternative



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strategy or non-traditional assets classes, this portfolio typically has an allocation to non-traditional asset classes. This strategy extends the diversification beyond the core style box asset classes into strategies with lower correlation to stocks and bonds in order to lower risk, as defined by standard deviation and maximum drawdown (peak to trough loss), while attempting to maintain long-term performance similar to other portfolios in the same investment objective.

For each of the above investment strategies, LPL Research recommends a strategic or tactical version.

- *Strategic.* Strategic portfolios typically have a three- to five-year time horizon. The allocations within these portfolios are intended to help take advantage of market opportunities LPL Research believes will occur or persist throughout that time frame. Although LPL Research recommends investments through a three- to five-year lens, LPL Research may recommend that these portfolios be traded for fine tuning throughout the year. For clients who take a longer term view or are more tax sensitive, a strategic implementation may be more appropriate.
- *Tactical.* Tactical portfolios are more flexible and are designed to help take advantage of short-, mid-, and long-term opportunities the markets present. LPL Research recommends that these portfolios invest in opportunities for as short as one week and as long as five years. Due to the tactical nature, the trading is notably more frequent than strategic portfolios. Tactically managed portfolios should be considered by clients who wish to take advantage of shorter-term market opportunities that may arise and are not opposed to the prospect of more frequent trading.

It is important to note that although LPL Research makes available its recommendations and investment strategies, Advisor and its IARs may take into consideration these recommendations and strategies to a limited extent or not at all. Clients should contact the Advisor through its IAR for additional information on the particular investment strategy used for the account. It is also important to note that Advisor and its IARs may use a combination of investment strategies.

Types of Investments and Risks

In SAM I and SAM II, Advisor through its IARs can recommend many different types of securities, including mutual funds, unit investment trusts ("UITs"), closed end funds, ETFs, ETNs, variable annuity subaccounts, equities, fixed income securities, interval funds, options, hedge funds, managed futures, BDCs, private equity, REITs, and structured products. LPL and Advisor determine the types of investments that are eligible to be purchased in SAM I and SAM II program accounts. Investing in securities involves the risk of loss that clients should be prepared to bear. Described below are some particular risks associated with some types of investments available in the Programs.

- *Market Risk.* This is the risk that the value of securities owned by an investor may go up or down, sometimes rapidly or unpredictably, due to factors affecting securities markets generally or particular industries.
- *Interest Rate Risk.* This is the risk that fixed income securities will decline in value because of an increase in interest rates; a bond or a fixed income fund with a longer duration will be more sensitive to changes in interest rates than a bond or bond fund with a shorter duration.
- *Credit Risk.* This is the risk that an investor could lose money if the issuer or guarantor of a fixed income security is unable or unwilling to meet its financial obligations.
- *Issuer-Specific Risk.* This is the risk that the value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole.
- *Investment Company Risk.* To the extent a client account invests in ETFs or other investment companies, its performance will be affected by the performance of those other investment companies. Investments in ETFs and other investment companies are subject to the risks of the investment companies' investments, as well as to the investment companies' expenses. If a client account invests in other investment companies, the client account may receive distributions of taxable gains from portfolio transactions by that investment company and may recognize taxable gains from transactions in shares of that investment company, which would be taxable when distributed.
- *Concentration Risk.* To the extent a client account concentrates its investments by investing a significant portion of its assets in the securities of a single issuer, industry, sector, country or region, the overall adverse impact on the client of adverse developments in the business of such issuer, such industry or such government could be considerably greater than if they did not concentrate their investments to such an extent.



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- *Sector Risk.* To the extent a client account invests more heavily in particular sectors, industries, or sub-sectors of the market, its performance will be especially sensitive to developments that significantly affect those sectors, industries, or sub-sectors. An individual sector, industry, or sub-sector of the market may be more volatile, and may perform differently, than the broader market. The several industries that constitute a sector may all react in the same way to economic, political or regulatory events. A client account's performance could be affected if the sectors, industries, or sub-sectors do not perform as expected. Alternatively, the lack of exposure to one or more sectors or industries may adversely affect performance.
- *Alternative Strategy Mutual Funds.* Certain mutual funds available in the Programs invest primarily in alternative investments and/or strategies. Investing in alternative investments and/or strategies may not be suitable for all investors and involves special risks, such as risks associated with commodities, real estate, leverage, selling securities short, the use of derivatives, potential adverse market forces, regulatory changes and potential illiquidity. There are special risks associated with mutual funds that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates and price volatility because of the fund's concentration in the real estate industry. These types of funds tend to have higher expense ratios than more traditional mutual funds. They also tend to be newer and have less of a track record or performance history.
- *Closed-End/Interval Funds.* Clients should be aware that closed-end funds available within the Programs may not give investors the right to redeem their shares, and a secondary market may not exist. Therefore, clients may be unable to liquidate all or a portion of their shares in these types of funds. While the fund may from time to time offer to repurchase shares, it is not obligated to do so (unless it has been structured as an "interval fund"). In the case of interval funds, the fund will provide limited liquidity to shareholders by offering to repurchase a limited amount of shares on a periodic basis, but there is no guarantee that clients will be able to sell all of the shares in any particular repurchase offer. In some cases, there may be an additional cost to investors who redeem before holding shares for a specified amount of time. The repurchase offer program may be suspended under certain circumstances.
- *Exchange-Traded Funds (ETFs).* ETFs are typically investment companies that are legally classified as open end mutual funds or UITs. However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the "spread." The spread varies over time based on the ETF's trading volume and market liquidity, and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities, are not registered as an investment company. ETFs may be closed and liquidated at the discretion of the issuing company.
- *Exchange-Traded Notes (ETNs).* An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets, for example, commodity futures, foreign currency and equities. ETNs are similar to ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. However, an ETN is not a mutual fund and does not have a net asset value; the ETN trades at the prevailing market price. Some of the more common risks of an ETN are as follows: The repayment of the principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer's ability to pay. In addition, the trading price of the ETN in the secondary market may be adversely impacted if the issuer's credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country and may therefore carry specific risks. ETNs may be closed and liquidated at the discretion of the issuing company.
- *Leveraged and Inverse ETFs, ETNs and Mutual Funds.* Leveraged ETFs, ETNs and mutual funds, sometimes labeled "ultra" or "2x" for example, are designed to provide a multiple of the underlying index's return, typically on a daily basis. Inverse products are designed to provide the opposite of the return of the underlying index, typically on a daily basis. These products are different from and can be riskier than traditional ETFs, ETNs and mutual funds. Although these products are designed to provide returns that generally correspond to the underlying index, they may not be able to exactly replicate the performance of the index because of fund expenses and other factors. This is referred to as tracking error. Continual re-setting of returns within the product may add to the underlying costs and increase the tracking error. As a result, this may prevent these products from achieving their investment objective. In addition, compounding of the returns can produce a



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divergence from the underlying index over time, in particular for leveraged products. In highly volatile markets with large positive and negative swings, return distortions may be magnified over time. Some deviations from the stated objectives, to the positive or negative, are possible and may or may not correct themselves over time. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may not be diversified and can be based on commodities or currencies. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.

- **Options.** Option trading is permitted in a Program. Clients should be aware that the use of options involves additional risks. The risks of covered call writing include the potential for the market to rise sharply. In such case, the security may be called away and the Program account will no longer hold the security. When purchasing options there is the risk that the entire premium paid (the purchase price) for the option can be lost if the option is not exercised or otherwise sold prior to the option's expiration date. When selling (or "writing") options, the risk of loss can be much greater if the options are written uncovered ("naked"). The risk of loss can far exceed the amount of the premium received for an uncovered option and in the case of an uncovered call option the potential loss is unlimited.
- **Structured Products.** Structured products are securities derived from another asset, such as a security or a basket of securities, an index, a commodity, a debt issuance, or a foreign currency. Structured products frequently limit the upside participation in the reference asset. Structured products are senior unsecured debt of the issuing bank and subject to the credit risk associated with that issuer. This credit risk exists whether or not the investment held in the account offers principal protection. The creditworthiness of the issuer does not affect or enhance the likely performance of the investment other than the ability of the issuer to meet its obligations. Any payments due at maturity are dependent on the issuer's ability to pay. In addition, the trading price of the security in the secondary market, if there is one, may be adversely impacted if the issuer's credit rating is downgraded. Some structured products offer full protection of the principal invested, others offer only partial or no protection. Investors may be sacrificing a higher yield to obtain the principal guarantee. In addition, the principal guarantee relates to nominal principal and does not offer inflation protection. An investor in a structured product never has a claim on the underlying investment, whether a security, zero coupon bond, or option. There may be little or no secondary market for the securities and information regarding independent market pricing for the securities may be limited. This is true even if the product has a ticker symbol or has been approved for listing on an exchange. Tax treatment of structured products may be different from other investments held in the account (e.g., income may be taxed as ordinary income even though payment is not received until maturity). Structured CDs that are insured by the FDIC are subject to applicable FDIC limits.
- **Business Development Companies (BDCs).** BDCs are types of closed-end investment companies, which are available to clients meeting certain qualification standards. Generally, BDCs invest primarily in the debt and equity of private and/or small U.S. companies and may offer distribution rates generated through potentially significant credit and liquidity risk exposures amplified through leverage. As with other high-yield investments, such as floating-rate/leveraged loan funds, private REITs and limited partnerships, investors are exposed to significant market, credit, interest rate and liquidity risks. In addition, BDCs run the risk of over-leveraging their relatively illiquid portfolios. Due to the illiquid nature of non-traded BDCs, investors' exit opportunities may be limited only to periodic share repurchases by the BDC. A tender offer pursuant to a share redemption program may be oversubscribed so that the BDC accepts only a pro rata portion of the shares a client tenders during a redemption program. In such cases, a client may experience significant delays (including, potentially, indefinite delays) to exit from the investment. In addition, share redemption programs may be shut down at any time at the discretion of the issuer's board. Also, BDCs may fund distributions from offering proceeds or borrowings, which may constitute a return of capital and reduce the amount of capital available to make investments. In some cases, there may be an additional cost to investors who redeem before holding the shares for a specified number of years.
- **High-Yield Debt.** High-yield debt is issued by companies or municipalities that do not qualify for "investment grade" ratings by one or more rating agencies. The below investment grade designation is based on the rating agency's opinion of an issuer that it has a greater risk to repay both principal and interest and a greater risk of default than those issuers rated investment grade. High yield debt carries greater risk than investment grade debt. There is the risk that the potential deterioration of an issuer's financial health and subsequent downgrade in its rating will result in a decline in market value or default. Because of the potential inability of an issuer to make interest and principal payments, an investor may receive back



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less than originally invested. There is also the risk that the bond's market value will decline as interest rates rise and that an investor will not be able to liquidate a bond before maturity.

- *Hedge Funds and Non-Traded Managed Futures.* Hedge funds and non-traded managed futures funds are available to clients meeting certain qualification standards. Investing in these funds involves additional risks including, but not limited to, the risk of investment loss due to the use of leveraging and other speculative investment practices, currency and interest rate risk, lack of liquidity and performance volatility. In addition, these funds are not required to provide periodic pricing or valuation information to investors and may involve complex tax structures and delays in distributing important tax information. Clients should be aware that these funds are not liquid as there is no secondary trading market available. At the absolute discretion of the issuer of the fund, there may be certain repurchase offers made from time to time. However, there is no guarantee that client will be able to redeem the fund during the repurchase offer. In some cases, there may be an additional cost to investors who redeem before holding shares for a specified amount of time. Issuers typically accept redemption requests only periodically (monthly or quarterly), and often have the discretion to suspend redemptions in times of market stress. Even after a redemption request is accepted, the redemption proceeds may not be available for a significant period of time following the effective date of the redemption. A portion of the redemption proceeds may also be withheld to account for potential future adjustments to the valuation of the security. Funds of hedge funds are pooled investments in several hedge funds. Expenses in funds of hedge funds are typically higher than mutual funds. Because they may invest in a number of private hedge funds, funds of funds also bear a part of the fees and expenses of those underlying hedge funds.
- *REITs.* REITs invest in real estate, and there are special risks associated with investing in real estate, including, but not limited to, sensitivity to changes in real estate values, the risk of investment loss due to the use of leveraging and other speculative investment practices, interest rate risk, lack of liquidity and performance volatility. Non-Traded REITs, which are available to clients meeting certain qualification standards, are not required to provide annual valuations until two years and 150 days after reaching the minimum capital raise required to begin purchasing properties. This threshold is generally outlined in the product's prospectus. Non-Traded REITs may fund distributions from offering proceeds or borrowings, which may constitute a return of capital and reduce the amount of capital available to invest in new assets. Clients should be aware that these securities may not be liquid as there is no secondary trading market available. At the absolute discretion of the issuer of the security, there may be certain repurchase offers made from time to time. However, there is no guarantee that client will be able to redeem the security during the repurchase offer. Issuers may repurchase shares at a price below net asset value. The repurchase program may also be suspended under certain circumstances.
- *Private Equity Funds.* Private equity investments are speculative and involve significant risks. It is possible that investors may lose some or all of their investment. The risks associated with private equity include: limited diversification, the use of leverage, and limited liquidity. The investment timeline for private equity can be a decade or more. Some issuers or general partners may penalize limited partners who redeem before holding units for a specified amount of time, or may disallow redemptions entirely.
- *Variable Annuities.* If client purchases a variable annuity that is part of a Program, client will receive a prospectus and should rely solely on the disclosure contained in the prospectus with respect to the terms and conditions of the variable annuity. Clients should also be aware that certain riders purchased with a variable annuity may limit the investment options and the ability to manage the subaccounts. Some products may charge a recapture or redemption fee for contracts or benefits not held for a specified period of time or that do not follow stated withdrawal terms.
- *Non-traded Products.* Non-traded products do not trade on a securities exchange and are not publicly traded. Consequently, non-traded products can be riskier than products that are publicly traded because the product cannot be sold readily in a market by the investor. The non-traded product may offer to redeem shares from investors, but such share redemptions are typically subject to limitations. Share redemptions may also require that shares be redeemed at a discount and there is no guarantee that client will be able to redeem the security during the repurchase offer. In addition, non-traded products may lack share value transparency because there is no market price readily available. Without share value transparency, investors may not be able to assess the value or performance of the non-traded product.
- *Margin Accounts.* Client should be aware that margin borrowing involves additional risks. Margin borrowing will result in increased gain if the value of the securities in the account go up, but will result in increased losses if the value of the securities in the account goes down. LPL, acting as the client's creditor, will have the authority to liquidate all or part of the account to repay any portion of



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the margin loan, even if the timing would be disadvantageous to the client. For performance illustration purposes, the margin interest charge will be treated as a withdrawal and will, therefore, not negatively impact performance reports.

- **Pledging Assets.** LPL has partnered with certain banks to help facilitate clients' access to collateralized non-purpose lines of credit; however, clients are not required to use the banks in LPL's program, and can work directly with other banks ("non-partner banks") to negotiate loan terms or obtain other financing arrangements. Clients who choose to use non-partner banks should notify Advisor of the amount of the line of credit. In these collateralized lending arrangements, clients borrow from the bank and pay interest to the bank. In some cases, Advisor, through IAR, may recommend that a client seeking to access funds (for purposes other than purchasing securities) hold his securities investments and instead utilize a non-purpose line of credit collateralized by the assets in his advisory account. Unless Advisor, through IAR, specifically recommends that a client hold his securities investments and instead utilize a collateralized line of credit to access funds, the decision regarding whether to arrange for a collateralized loan and the decision to draw down on such a loan are not covered by a client's advisory relationship with LPL or Advisor. While Advisor, through IAR, may assist the client with facilitating a line of credit, clients are responsible for independently evaluating the terms of the loan and deciding whether the loan meets their needs. Clients also should be aware that pledging assets in an account to secure a loan involves additional risks. The bank holding the loan has the authority to liquidate all or part of the securities at any time without your prior notice in order to maintain required maintenance levels, or to call the loan at any time. As a practical matter, this may cause you to sell assets and realize losses in a declining market. Moreover, the ability of Advisor and IAR to make recommendations for the account may be restricted by collateral requirements imposed by the bank. These restrictions or a forced liquidation may interfere with your long term investment goals and/or result in adverse tax consequences. Further, you should note that the returns on accounts or on pledged assets may not cover the cost of loan interest and advisory fees. Clients should be aware that LPL's collateralized loan program is one way, among many, for clients to raise necessary cash. Before pledging assets in an account, clients should carefully review the loan agreement, loan application and any forms required by the bank and any other forms and disclosures provided by LPL. For a list of the banks currently participating in LPL's collateralized lending program, please visit lpl.com/disclosures.html, click on "Account Disclosures, Agreements, Fee Schedules & Conflicts of Interest," and then "Third Party Compensation and Related Conflicts of Interest."

Voting Client Securities

In SAM I and SAM II, LPL, Advisor and IARs do not accept authority to vote client securities. Clients retain the right to vote all proxies that are solicited for securities held in the account. Clients will receive proxies or other solicitations from LPL. When LPL delivers mutual fund shareholder reports and proxies to clients, LPL is reimbursed by the mutual fund for the delivery costs. The maximum fee that can be charged for delivery is set by New York Stock Exchange (NYSE) rules. If LPL uses a vendor to perform the delivery, the vendor seeks reimbursement from the mutual fund on LPL's behalf and in certain cases remits a portion of the reimbursement to LPL. If clients have questions regarding the solicitation, they should contact the contact person that the issuer identifies in the proxy materials or their IAR. In addition, LPL, Advisor and IARs do not accept authority to take action with respect to legal proceedings relating to securities held in the account.

ITEM 7 CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

The Advisor, through its IARs, obtains the necessary financial data from the client and assists the client in setting an appropriate investment objective for the account. The Advisor, through its IARs, obtains this information by having the client complete an Account Application which is a part of the Account Agreement. In quarterly communications, LPL asks clients to contact Advisor if there have been any changes in the client's financial situation or investment objectives or if they wish to impose any reasonable restrictions on the management of the account or reasonably modify existing restrictions. Client should be aware that the investment objective selected for a Program in the Account Application is an overall objective for the entire account and may be inconsistent with a particular holding and the account's performance at any time. Client should further be aware that achievement of the stated investment objective is a long-term goal for the account.

ITEM 8 CLIENT CONTACT WITH PORTFOLIO MANAGERS

LPL does not place any restrictions on a clients' ability to contact and consult with Advisor or its IARs.



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ITEM 9 ADDITIONAL INFORMATION

Disciplinary Information

As part of a voluntary self-reporting initiative in 2019, LPL entered into a settlement with the SEC in which the SEC found that LPL willfully violated Section 206(2) and 207 of the Investment Advisers Act of 1940 (the “Advisers Act”) in connection with inadequate disclosure to clients of its and its associated persons’ conflicts of interest related to its receipt of 12b-1 fees and/or its selection of mutual fund share classes that pay such fees. The SEC ordered LPL to cease and desist from committing or causing any violations of Sections 206(2) and 207 of the Advisers Act, censured it for its conduct, and ordered the payment of disgorgement and prejudgment interest to affected investors totaling \$9,333,516.

LPL, as a broker-dealer, is a member of FINRA and has found to be in violation of FINRA’s rules related to its brokerage activities. In particular, LPL consented to sanctions related to the following matters:

- LPL’s supervisory systems and procedures relating to changes in the authority of custodians of accounts established under the Uniform Gifts to Minors Act and/or the Uniform Transfers to Minors Act, resulting in a censure, a fine of \$300,000, and an undertaking to review and enhance its policies, systems, and procedures related to supervision of such accounts (2019).
- The effectiveness of LPL’s anti-money laundering program, LPL’s failure to amend certain Forms U4 and U5, and LPL’s systems and supervisory procedures relating to Forms U4 and U5 reporting requirements, resulting in a censure and a fine of \$2,750,000 and an undertaking to review the process used to disclose customer complaints on Forms U4 and U5 (2018).
- LPL’s brokerage supervisory and disclosure procedures related to the sale of certain brokered certificates of deposit in brokerage accounts, resulting in a censure and a fine of \$375,000 (2018).
- LPL’s systems and supervisory procedures relating to the creation and distribution of certain required account notices, resulting in a censure, a fine of \$900,000, and an undertaking to review affected processes (2016).
- LPL’s systems and supervisory procedures relating to the format in which certain electronic records were retained, resulting in a censure and a fine of \$750,000 (2016).
- LPL’s various brokerage supervisory procedures, including those related to the sale of complex non-traditional ETFs, variable annuity (“VA”) contracts, real estate investment trusts (“REITs”) and other products in brokerage accounts, as well as LPL’s failure to monitor and report trades and deliver trade confirmations, resulting in a censure and a fine of \$10,000,000, and restitution of \$1,664,592 (2015).
- LPL’s processing and supervision of the sale of alternative investments, including non-traded REITs, resulting in a censure and a fine of \$950,000 (2014).
- LPL’s systems and procedures related to the review and retention of email, resulting in a censure, a fine of \$7.5 million, and establishment of a fund of \$1.5 million to cover payments to eligible former brokerage customer claimants who may not have received all emails in connection with their claim (2013).
- LPL’s supervisory systems to monitor and ensure the timely delivery of mutual fund prospectuses, resulting in a censure and a fine of \$400,000 (2012).
- LPL’s procedures regarding its review of e-mail communications, resulting in a censure and a fine of \$100,000 (2011).
- LPL’s procedures on transmittals of cash and securities from customer accounts to third party accounts, resulting in a censure and a fine of \$100,000 (2011).
- LPL’s procedures on supervision of VA exchanges, resulting in a censure and a fine of \$175,000 (2010).

LPL, as a broker-dealer, is regulated by each of the 50 states and has been the subject of orders related to the violation of state laws and regulations in connection with its brokerage activities. In particular, LPL entered into consent orders related to the following matters:

- LPL’s supervision of an LPL representative under a heightened supervision plan, resulting in a cease and desist order; a fine of \$275,000; payments of restitution, disgorgement and investigative costs; and offers of payment of surrender charges in connection with variable annuity contracts for impacted customers (New Hampshire or “NH”, 2020).



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- LPL's failure to timely register (or maintain the registration of) certain agents in Massachusetts ("MA") and failure to amend Forms U4 and U5 for certain agents registered in MA, resulting in a censure, a fine of \$1,100,000, and an undertaking to review and enhance its policies and procedures related to registering its agents in MA and filing reportable events (MA, 2019).
- LPL's brokerage supervisory procedures relating to email review and annual branch office examinations, resulting in a civil penalty of \$450,000 and an undertaking for third-party review of related processes (Indiana, 2018).
- The sale of unregistered, non-exempt securities in violation of state registration requirements, resulting (upon entry of the individual consent order) in payment to each participating state or jurisdiction of a civil penalty of \$499,000, reimbursement of certain investigative expenses, remediation through repurchase of certain securities and payment of losses to certain affected customers, and certain additional undertakings (Settlement with up to 53 members of the North American Securities Administrators Association (NASAA), 2018).
- The sale of non-traded alternative investments in excess of prospectus standards or LPL's internal guidelines and the maintenance of related books and records, resulting in a censure, a fine of \$950,000, a \$25,000 contribution to an investor education fund and remediation of losses to impacted customers (New Jersey, 2017).
- LPL's supervisory practices for LPL representatives located on the premises of a credit union, resulting in a censure, a fine of \$1,000,000, and an undertaking to avoid investor confusion specific to the name under which the credit union does business and review LPL's related policies and procedures (MA, 2017).
- LPL's oversight of certain VA transactions, resulting in a censure, a fine of \$975,000, restitution to clients and former clients of an LPL representative, disgorgement of commissions retained by LPL in connection with such IAR's VA sales, and an undertaking to review such representative's brokerage and advisory activities and LPL's related policies and procedures (MA, 2017).
- The sale in brokerage accounts of non-traded REITs in excess of prospectus standards, state concentration limits or LPL's internal guidelines, resulting in an aggregate civil penalty of \$1,425,000, reimbursement of certain investigative expenses and remediation of losses to impacted customers (Global settlement with certain members of NASAA, 2015).
- The sale of non-traded REITs in excess of prospectus standards, state concentration limits or LPL's internal guidelines, resulting in an administrative fine of \$250,000, reimbursement of investigative costs of \$250,000, a \$250,000 contribution to an investor education fund and remediation of losses to impacted customers (NH, 2015).
- The sale of leveraged and inverse leveraged ETFs ("Leveraged ETFs"), resulting in an administrative fine of \$50,000 (Delaware), a penalty of \$200,000 (MA), restitution to Delaware customers in an amount up to \$150,000, restitution to MA customers in an amount up to \$1,600,000, and an agreement to make certain changes in its supervisory system with respect to Leveraged ETFs (2015).
- Failure to implement procedures related to the use of senior-specific titles by LPL representatives as required under MA law, resulting in a censure and a fine of \$250,000 (2015).
- Failure to detect improper and fraudulent conduct by an LPL representative, resulting in a censure, a fine of \$500,000, and restitution to impacted customers; and failure to adequately enforce supervisory procedures and maintain certain books and records required under Illinois law in connection with certain VA exchange transactions, resulting in a censure, a fine of \$2,000,000, and restitution to impacted customers (2014).
- The sale of non-traded REITs to MA residents in excess of MA concentration limits, resulting in a censure, a fine of \$500,000, and restitution to impacted customers (2013).

For more information about those state events and other disciplinary and legal events involving LPL, client should refer to Investment Advisor Public Disclosure at www.adviserinfo.sec.gov or FINRA BrokerCheck at www.finra.org.

Other Financial Industry Activities and Affiliations

LPL is a broker-dealer registered with FINRA and the SEC. As a broker-dealer, LPL transacts business in various types of securities, including mutual funds, stocks, bonds, commodities, options, private and public partnerships, variable annuities, REITs and other investment products. LPL is registered to operate in all 50 states and has primarily an independent-contractor sales force of registered representatives and investment advisor representatives dispersed throughout the United States. LPL has a dedicated team of employee IARs in its home office who service certain accounts in the absence of an IAR, and also a small subset of IARs who operate their own offices or are located on the premises of certain financial institutions and are IARs who are employees



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of LPL Employee Services, LLC, an LPL-affiliated company. If required for their positions with a registered broker-dealer, LPL's principal executive officers are securities licensed as registered representatives of LPL. LPL is also registered as a transfer agent with the SEC and as an introducing broker with the Commodity Futures Trading Commission. In addition, LPL is qualified to sell insurance products in all 50 states.

LPL and The Private Trust Company, N.A. ("PTC"), a federally chartered non-depository bank licensed to provide trust services in all 50 states, are related persons. PTC serves as IRA custodian for SAM I and SAM II program accounts set up as IRAs and receives an annual maintenance fee for this service. PTC also provides personal trustee services to clients for a variety of administrative fiduciary services, which services may relate to a Program account. Because LPL and PTC are affiliated companies and share in revenues, there is a financial benefit to the companies if a client uses PTC as a custodian or for personal trustee services, or if a PTC client uses LPL as an investment advisor. PTC's IRA custodian and trustee services and related fees are established under a separate engagement between the client and PTC.

LPL and Allen & Company of Florida, LLC ("Allen & Co."), an investment advisor firm, are affiliated companies. In addition, investment advisor representatives of Allen & Co. are typically brokerage registered representatives of LPL. Allen & Co. recommends LPL's advisory programs, including the Programs. Because of the affiliation, Allen & Co. has an incentive to recommend LPL advisory programs to clients over other programs and services.

Fortigent, LLC ("Fortigent"), is a registered investment advisor and related person of LPL. From time to time, LPL registered representatives may enter into agreements with Fortigent for research and reporting services.

Code of Ethics and Personal Trading

LPL has adopted a code of ethics that includes guidelines regarding personal securities transactions of its employees and IARs. The code of ethics permits LPL employees and IARs to invest for their own personal accounts in the same securities that LPL and IARs purchase for clients in SAM I and SAM II program accounts. This presents a conflict of interest because trading by an employee or IAR in a personal securities account in the same security on or about the same time as trading by a client can disadvantage the client. LPL addresses this conflict of interest by requiring in its code of ethics that LPL employees and IARs report certain personal securities transactions and holdings to LPL. LPL has procedures to review personal trading accounts for front-running. In addition, employees in LPL's Research Department are required to obtain pre-clearance prior to purchasing certain securities for a personal account. Employees and IARs are also required to obtain pre-approval for investments in private placements and initial public offerings. A copy of the LPL code of ethics is available to clients or prospective clients upon request and is available at lpl.com/disclosures.html.

Participation or Interest in Client Transactions

Purchases of mutual fund, UIT or alternative investment shares may be processed through the firm's proprietary account resulting in the purchase being characterized as principal transactions for certain reporting purposes. In such case, the shares will be purchased at the fund's net asset value, and no additional charges will be applied to such transactions as a result of the firm's use of a proprietary account. LPL does not otherwise engage in principal transactions with its clients in the Programs.

For certain ETFs and stocks, LPL executes trades in fractional shares of those securities as an accommodation to clients. There is not an active open market for fractional shares, and executing trades with LPL is most often the only form of liquidity for a client that holds fractional shares in his or her account. LPL does not receive any compensation in addition to advisory fees for executing trades in fractional shares for a client's advisory account. LPL will only buy and sell fractional shares when a client is also trading whole shares of the security, in connection with a dividend reinvestment plan, or to sell remaining fractional shares to close a position. Trades in fractional shares will happen on the same day and at the same price as a trade in whole shares, or otherwise at market closing price.

Mutual Fund 12b-1 Fees; Recordkeeping Services and Compensation; Revenue Sharing Arrangements

Some mutual funds and Program Share Classes in the Programs charge shareholders a 12b-1 fee. To the extent a mutual fund or a Program Share Class charges a 12b-1 fee, the fee will be paid to LPL by the mutual fund. Any 12b-1 fees paid to LPL by mutual funds (other than Sweep Funds) that are held in Program accounts will be credited to the account.



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LPL performs recordkeeping, administrative and shareholder services on behalf of mutual funds and receives compensation for the services based on mutual fund holdings of Program clients. These services include establishing and maintaining accounts with funds, facilitating settlement of funds, responding to customer inquiries and requests, and maintaining sub-account records reflecting the issuance, exchange or redemption of shares by each Program account. A type of recordkeeping service that LPL provides to certain mutual fund families is to process transactions on an omnibus basis, which means that LPL consolidates client trades into one daily trade with a fund, and maintains all pertinent shareholder information for the fund. In some cases LPL earns recordkeeping compensation with respect to a Program Share Class but does not earn recordkeeping compensation, or earns less recordkeeping compensation, with respect to other share classes of the same fund that are not offered through the Programs. If LPL does not provide omnibus services to a mutual fund, then fund shares are traded on a networked basis, which means LPL submits a separate trade for each individual client trade to the fund. In that case, LPL maintains only certain elements of the fund's shareholder information.

The compensation LPL receives from a fund for recordkeeping, administrative and shareholder services is based on the amount of Program client assets that are invested in the fund (up to 0.30% annually), or the number of positions held by Program clients in the fund (up to \$25 per position). In addition, LPL charges a setup fee to product sponsors when adding new investment products or share classes of an investment product to LPL's investment platforms. In the case of exchange traded products, LPL receives up to \$7,500 per product. In the case of alternative investments, LPL receives up to \$30,000 for initial products, and up to \$15,000 for follow-on product offerings or additional share classes. In the case of mutual funds, LPL receive a one-time set up fee of up to \$40,000 to add the sponsor to its recordkeeping platform, which is the sum of a \$15,000 due diligence fee and a setup fee of \$5,000 per fund (up to a maximum of \$25,000 total for all funds). In the case of UITs, LPL receives up to \$5,000 per product. In the case of annuities, LPL typically receives a one-time onboarding/networking setup fee of up to \$100,000 from the annuity product sponsor to reimburse LPL for associated technology-related costs. LPL does not share this compensation with Advisor or its IARs.

LPL has fee arrangements with investment advisors or distributors ("sponsors") of mutual funds that are available for purchase through the Program, called revenue sharing. Under these arrangements, the sponsor pays LPL a fee (typically quarterly) based on the amount of client sales or assets invested in the sponsor's funds or products or a fixed fee, and LPL provides marketing support to the sponsor and allows the sponsor to access LPL IARs so that the sponsor can promote such mutual funds. The maximum revenue sharing fee received by LPL under these arrangements is 0.15% annually. LPL does not accept revenue sharing fees for assets held in retirement accounts. LPL does not require that a fund sponsor participate in revenue sharing arrangements for the sponsor's funds to be selected for a Portfolio. In many cases, LPL receives compensation from a fund for the provision of services in addition to LPL's receipt of revenue sharing payments from the fund's sponsors, including 12b-1 fees and mutual fund recordkeeping fees (described above).

The revenue that LPL receives from recordkeeping compensation and revenue sharing arrangements is an important revenue stream and presents conflicts of interest that affect LPL's ability to provide clients with unbiased, objective investment advice concerning the selection of funds and share classes for a Portfolio in the case of Portfolios designed by LPL. In particular, LPL has a financial incentive: (i) to select a fund or a Program Share Class that charges pays recordkeeping compensation to LPL over another comparable fund or a share class that does not pay recordkeeping compensation; (ii) to select a fund sponsored by a company that makes revenue sharing payments to LPL, instead of another comparable fund whose sponsor does not make such payments; and (iii) to select a fund or a Program Share Class that pays recordkeeping compensation to LPL, or whose sponsor makes revenue sharing payments to LPL that, in each case, are comparatively higher than those charged or paid by another comparable fund or share class or a sponsor of such funds or share classes. Such other comparable funds and/or share classes may be more appropriate for a client than the fund or Program Share Class offered through the Program. LPL's website at lpl.com/disclosures.html identifies the mutual funds that pay recordkeeping compensation and the mutual fund sponsors that make revenue sharing payments to LPL.

LPL credits to clients any 12b-1 fees it receives from mutual funds (other than the Sweep Funds), and therefore, LPL does not have an incentive to select one fund or Program Share Class over another solely on the basis of the 12b-1 fee. In addition, LPL does not share recordkeeping fees or revenue sharing payments with Advisor or its IARs, and, therefore, there is no financial



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incentive for Advisor or its IAR to select one fund or a Program Share Class over another comparable fund or share class on the basis of the recordkeeping compensation and revenue sharing payments that the fund or Program Share Class charges or provides to LPL.

LPL provides investment consulting services to the investment advisor of the Optimum Funds mutual fund family. These services include assisting the investment advisor in determining whether to engage, maintain or terminate sub-advisors for the Optimum Funds. As compensation for these services, LPL receives an investment consulting fee of up to 0.22% of fund assets from the investment advisor to the Optimum Funds. In addition, a senior executive officer of LPL serves as a Trustee of the Optimum Funds. The Optimum Funds are available to be purchased and sold in a Program account. The receipt of this investment consulting compensation by LPL presents a conflict of interest, because LPL has a financial benefit if an Optimum Fund is purchased in an account. However, the investment consulting compensation is retained by LPL and is not shared with Advisor and IARs. Therefore, there is no financial incentive for Advisor and IAR to recommend an Optimum Fund for purchase in a Program account.

Other Revenue Sharing Arrangements

In addition to arrangements with mutual funds available through the Programs, LPL has revenue sharing arrangements with investment advisors or distributors ("sponsors") of ETFs, alternative investment products and structured products that are available for purchase through the Programs. Under these arrangements, the sponsor pays LPL a fee (typically quarterly, but sometimes monthly) based on the amount of client sales or assets invested in the sponsor's funds or products or a fixed fee, and LPL provides marketing support to the sponsor and allows the sponsor to access LPL IARs so that the sponsor can promote such funds or products. The maximum revenue sharing fee received by LPL under these arrangements is 0.15% annually (except in the case of alternative investments, up to a maximum of 0.35% annually on assets or 1.50% on sales). LPL does not accept these fee payments for assets held in retirement accounts. For a complete list of the participating sponsors, please visit lpl.com/disclosures.html, click on "Account Disclosures, Agreements, Fee Schedules & Conflicts of Interest" and then on "Third Party Compensation and Related Conflicts of Interest."

This type of fee arrangement gives LPL a financial incentive to have LPL clients invest in participating funds or products instead of those whose sponsors do not make such payments to LPL. This conflict of interest affects the ability of LPL to provide clients with unbiased, objective investment advice concerning the selection of funds or products for an account. This could mean that other investments, whose sponsors do not make revenue sharing payments, may be more appropriate for an account than those whose sponsors make revenue sharing payments to LPL.

LPL does not share revenue sharing payments with Advisor or its IARs, and therefore, there is no financial incentive for Advisor or its IARs to select a participating fund or product for an account over another because of this fee arrangement. However, LPL and its affiliates may make recommendations on investments, which recommendations can be implemented by Advisor or its IARs in an account. LPL does not require that a fund or product participate in these fee arrangements in order for a fund or product to be recommended or included on the platform. LPL intends to make all recommendations independent of such fee arrangements.

Transaction Charge Considerations

Clients participating in the SAM II program should remember that LPL charges Advisor the transaction charges in SAM II accounts, and that the level of transaction charges may be a factor that Advisor considers when deciding which mutual funds to select. The transaction charges borne by Advisor vary based on the type of transaction (e.g., mutual fund, ETF, equity or fixed income security). For mutual funds, transaction charges vary based on the amount of recordkeeping fees that LPL receives from the fund and/or whether the sponsor of the fund participates in the MF NTF Network. Under the MF NTF Network, the fund sponsors defray the transaction charge for purchases otherwise borne by Advisor, and the payments are directed to LPL and used exclusively as a credit to defray bona fide transaction obligations. When a fund in the MF NTF Network is sold, LPL waives the transaction charge to Advisor. There is a similar ETF NTF Network described above under Item 4. These NTF arrangements create a financial incentive for Advisors to recommend transactions in certain securities that have a low or no transaction charge over others that may be more suitable for the client in SAM II.



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There are also other conflicts of interest concerned with the payment of transaction charges in each Program. In SAM II, the cost to Advisor of transaction charges may be a factor that Advisor considers when deciding which securities or mutual funds or ETFs to select and whether or not to place transactions in the account. In particular, Advisor has a financial incentive to select NTF mutual funds and ETFs to avoid paying or to lower the transaction charges. Advisor also has a financial incentive to recommend transactions in certain securities that carry lower fees (e.g., transactions involving equity securities may be recommended over fixed income securities because of the lower transaction charge) or to limit the overall number of transactions it recommends to clients.

The financial incentives to Advisor related to transaction charges are reduced in the SAM I program because the client is responsible for paying the LPL transaction charges. When Advisor will not be paying the transaction charges, an Advisor may recommend greater volume of trading activity than when it has a financial incentive to limit such transactions. This has an impact on investment performance of the client's account. Moreover, clients should understand that choosing to participate in SAM I, engaging in frequent trading, and thus paying more transaction charges, will increase the overall costs associated with the Account. Advisor has an incentive to recommend the SAM I program over the SAM II program because Advisor will not be responsible for directly paying the transaction charges in SAM I.

Clients should note, however, that the Account Fee being charged in both Programs may take the payment of transaction charges into consideration. That is, the Account Fee charged to SAM I accounts may be lower than the Account Fee charged to SAM II accounts to the extent that the transaction charges being paid by the Advisor are factored into the overall Account Fee charged to SAM II accounts. If choosing to participate in SAM II, clients should understand that engaging in a "buy and hold" strategy would not capitalize on any higher Account Fee being charged in light of the Advisor paying charges for transactions in certain securities. All such conflicts also may have an impact on investment performance of the client's account.

LPL has network fee arrangements with sponsors of fee-based variable annuities, pursuant to which LPL receives compensation based on the number of LPL customer positions held with the variable annuity sponsor (up to \$6.00 per position per year). LPL does not share this compensation with Advisor. From time to time, LPL receives a reallowance of the public offering price per unit on units of certain UITs and structured products sold by LPL during the initial offering period.

Collateralized Lending Arrangements

LPL has partnered with certain banks to help facilitate clients' access to non-purpose lines of credit collateralized by their investment accounts. Because of LPL's arrangements with the banks participating in the program, clients may be limited in their ability to negotiate the most favorable loan terms. Clients are not required to use the banks in LPL's program, and can work directly with other banks to negotiate loan terms or obtain other, potentially more favorable, financing arrangements. If a Client obtains a loan from a non-partner bank, he should notify Advisor of the amount of the line of credit. Clients should understand that the interest and additional fees paid to the bank in connection with the loan are separate from and in addition to the advisory fees the client pays LPL for its advisory services on the account.

LPL receives third party compensation from participant banks based on the amount of outstanding loans. Compensation can be up to 0.75% of the outstanding loan amount. This compensation to LPL varies, and, therefore, LPL can earn more or less depending on the bank selected by the client. The receipt of compensation poses a conflict of interest to LPL because LPL has a financial incentive for the client to select a bank in the program, and a participating bank that pays LPL more than other participating banks. However, LPL does not share this compensation with Advisor or IARs, and therefore, Advisor and IAR do not have a financial incentive if one bank is selected over another. LPL, Advisor, and IARs have an interest in continuing to receive investment advisory fees, which gives LPL, Advisor, and IARs an incentive to recommend that clients borrow money rather than liquidate some of their assets managed by LPL/Advisor. This incentive creates a conflict of interest for LPL, Advisor, and IARs when advising clients seeking to access funds on whether they should liquidate assets or instead hold their securities investments and utilize a line of credit secured by assets in their account. Because LPL, Advisor, and IARs are compensated primarily through advisory fees paid on clients' accounts, they also have an interest in managing an account serving as collateral for a loan in a manner that will preserve sufficient collateral value to support the loan and avoid a bank call. This may present a



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conflict of interest with clients because it could incentivize LPL, Advisor, or IARs to recommend more conservative, lower performing investments to maintain the stability of the account.

For additional disclosures regarding LPL's collateralized lending program, including a list of the banks currently participating in the program, please visit lpl.com/disclosures.html, click on "Account Disclosures, Agreements, Fee Schedules & Conflicts of Interest," and then "Third Party Compensation and Related Conflicts of Interest."

Cash Sweep Arrangements

If a client has an eligible account, cash balances will be automatically invested in an interest-bearing Federal Deposit Insurance Corporation ("FDIC")-insured cash account (an "ICA"). LPL receives a fee equal to a percentage (up to 4%) of the average daily deposit balance in the ICA, a portion of which LPL pays to Advisor. The fee paid to LPL is applied across all deposit accounts taken in the aggregate; therefore, on some accounts, fees to LPL may be higher or lower than this amount. The fees paid to LPL for its sweep programs reduces the interest rate paid on your cash funds, and depending on the interest rate and other market factors, LPL may receive a majority of the interest as fees. For additional information on the ICA, please see the ICA Disclosure Booklet available from Advisor through its IAR.

For the narrow set of ineligible accounts, cash balances are automatically invested in a money market fund. For more information about the types of accounts that are ineligible for the ICA, please consult with Advisor. The Sweep Funds available in the Programs pay 12b-1 fees higher than other money market funds. In addition, LPL receives compensation of up to 0.35% annually of assets for recordkeeping services it provides for the funds. LPL also receives up to 0.15% annually of the assets invested in the Sweep Funds in connection with marketing support services LPL provides to the Sweep Fund sponsor. Together, the 12b-1 fees, recordkeeping fees, marketing support payments, and other compensation from Sweep Funds and their sponsors, allow LPL to receive up to 1% annually of LPL client assets in the Sweep Funds. Advisor earns fees based on the amount of assets in the Sweep Funds.

This compensation that LPL and Advisor receive related to the ICA and the Sweep Funds is in addition to the Account Fee that LPL, Advisor and IAR receive with respect to the assets in the sweep investment. This compensation related to the ICA and Sweep Funds is an important revenue stream and presents a conflict of interest because LPL and Advisor have a financial benefit if cash is invested in the ICA or funds. LPL shares a portion of this compensation with Advisor.

Clients should understand that, depending on interest rates and other market factors, the yields on the ICA and Sweep Funds have been, and may continue in the future to be, lower than the aggregate fees and expenses received by LPL for a client's participation in the cash sweep programs. This may result in a client experiencing a negative overall investment return with respect to cash reserves in the cash sweep programs. Interest rates under ICA may be lower than the interest rates available if clients make deposits directly with a bank or other depository institution outside of the Program or invests in a money market fund or other cash equivalent. Clients should compare the terms, interest rates, required minimum amounts and other features of the ICA program with other types of accounts and investments for cash.

Non-Sweep Money Market Mutual Fund Investments

Clients are able to invest cash balances in a limited number of money market mutual funds other than as part of a sweep arrangement (such funds, "Money Market Funds"). Depending on interest rates and other market factors, investment returns of money market mutual funds have been, and may continue in the future to be, lower than the aggregate fees and expenses charged by LPL for a client's participation in the Program. This may result in a client experiencing a negative overall investment return with respect to cash reserves invested in the Money Market Funds. As described above, under "Fees Charged by Third Parties," clients should understand that in many cases the Program Share Class offered for a particular Money Market Fund charges higher fees and expenses than other share classes that are offered by the same Money Market Fund but are not available through the Program. A Program Share Class is selected by LPL, in certain cases, because the Money Market Fund pays to LPL a portion of the fees and expenses charged by the fund as compensation for the administrative, shareholder servicing, and recordkeeping services LPL provides with respect to LPL clients who invest in the Program Share Class, as discussed above under "Participation or Interest in Client Transactions." The Money Market Funds typically pay higher recordkeeping and



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shareholder servicing fees than other mutual funds available in the Program. LPL receives compensation of up to 0.30% annually of the LPL client assets invested in the Money Market Funds for recordkeeping, shareholder servicing and administrative services it provides for the funds. LPL also receives up to 0.10% annually of the LPL client non-retirement assets invested in the Money Market Funds in connection with marketing support services LPL provides to the fund sponsors. This compensation related to Money Market Funds presents a conflict of interest to LPL because LPL has a financial benefit if cash is invested in the Money Market Funds. However, Advisor, and not LPL, is the investment advisor responsible for cash management.

Unlike other types of mutual funds available in the Program, LPL makes available Money Market Funds from only a limited number of mutual fund sponsors. By making available a limited number of Money Market Funds, LPL is able to negotiate greater compensation from the fund companies for services it provides to the funds. Because of the limited number of Money Market Funds available in the Program and the fees paid by those funds, other money market mutual funds not available through the Program are likely to have higher returns than the Money Market Funds.

In addition, LPL has received a waiver from the Money Market Funds to allow a lower investment minimum for the Program Share class of the than that set out in the prospectus; however, LPL imposes its own minimum investment amounts that are higher than minimums that may apply if a client were to invest in the Money Market Funds through another firm outside of the Program. In light of the investment minimums that LPL imposes with respect to the Money Market Funds, an investment in the Money Market Funds outside of the Program or an investment in one of the many other money market mutual funds offered outside of the Program would likely be more economically advantageous than an investment in the Money Market Funds through the Program. LPL does not charge transaction charges on Money Market Funds.

Credit Cards

As part of its cash management services, LPL makes available for its customers credit cards through a partner bank. LPL receives a flat fee for each new activated credit card that is used by the cardholder in the first 90 days. LPL also receives a portion of the transaction volume of the cardholder's account. LPL's portion of the transaction volume varies depending on the number of LPL active cardholder accounts.

Rollovers

If a client is a participant in an employer-sponsored retirement plan such as a 401(k) plan, and decides to roll assets out of the plan into the account, Advisor has a financial incentive to recommend that the client invest those assets in the account, because Advisor will be paid on those assets, for example, through advisory fees. You should be aware that such fees likely will be higher than those a participant pays through a plan, and there can be maintenance and other miscellaneous fees. As securities held in a retirement plan are generally not transferred to the account, commissions and sales charges will be charged when liquidating such securities prior to the transfer, in addition to commissions and sales charges previously paid on transactions in the plan.

Other Clients

Clients should understand that LPL, Advisor and IAR may perform advisory and/or brokerage services for various other clients, and that LPL, Advisor and IAR may give advice or take actions for those clients that differ from the advice given to the client. The timing or nature of any action taken for the account also may be different.

Review of Accounts

LPL provides Advisor with an exception reporting system that flags accounts for criteria such as performance, trading activity, and concentration on a quarterly or monthly basis, depending upon the nature of the exception. The Advisor oversees the process for reviewing flagged accounts. LPL provides Advisor and clients with regular written reports regarding their accounts. LPL provides detailed performance information annually describing account performance and positions, with additional performance information available upon request. LPL also provides an additional year-end report for accounts not established on a calendar quarter basis. In addition, LPL sends to clients trade confirmations and account statements showing transactions, positions, and deposits and withdrawals of principal and income. LPL does not send trade confirmations for systematic purchases, systematic redemptions and systematic exchanges. Portfolio values and returns shown in performance information for the year-end time period may include mutual fund dividends paid out prior to December 31 but that were posted to the account



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within the first 2 business days of the subsequent year. The inclusion of such dividends in the year-end performance report may cause discrepancies between the report and the account statement client receives from LPL for the same period.

Other Compensation

LPL and LPL employees receive additional compensation from product sponsors. However, such compensation may not be tied to the sales of any products. Compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings or marketing or advertising initiatives. Product sponsors may also pay for, or reimburse LPL for the costs associated with, education or training events that may be attended by LPL employees, Advisor, its employees and IARs and for LPL-sponsored conferences and events.

LPL employees provide sales support resources to IARs of Advisor that use LPL advisory programs. The compensation that LPL pays to these employees varies based on the assets in LPL's different advisory programs. These employees have an incentive to promote certain advisory programs to IARs of Advisor over other advisory programs.

LPL receives compensation in the form of earnings on its short-term investment of cash in SAM I and SAM II program accounts prior to the time the cash is invested for the account. These earnings are generally known as "float." Cash in the account would typically result from contributions to the account or sales of securities in the account. For accounts that opt out of the sweep program, the accounts may remain in free credit balances. In such case, LPL receives compensation in the form of earnings on cash.

In the event a trade error occurs in an account, and such error is determined to be caused by LPL, LPL typically will cancel the trade and remove the resulting monetary loss to client from the account. If a trade correction is required as a result of client (e.g., if client does not make full payment for purchases or fails to deliver negotiable securities for liquidations before trade settlement), LPL typically will cancel the trade and any resulting monetary loss will be borne by the client. In the case of a trade that requires a correction as described above and that resulted in a monetary gain to the client, such gain will be removed from the account and can result in a financial benefit to LPL.

Financial Information and Custody

LPL is a qualified custodian as defined in Rule 206(4)-2 under the Investment Advisers Act of 1940 and maintains custody of SAM I and SAM II client funds and securities in a separate account for each client under the client's name. LPL as a qualified custodian sends account statements showing all transactions, positions, and all deposits and withdrawals of principal and income. LPL sends account statements monthly when the account has had activity or quarterly if there has been no activity. Clients should carefully review those account statements.

Although most securities available in SAM I and SAM II program accounts are custodied at LPL, there are certain securities managed as part of the account that are held at third parties, and not at LPL. For example, hedge funds and managed futures are often held directly with the investment sponsor. For those outside positions, client will receive confirmations and statements directly from the investment sponsor.

For outside positions not custodied at LPL, LPL may receive information (e.g., number of shares held and market value) from these investment sponsors and display that information on statements and reports prepared by LPL. Such information also may be used to calculate performance in performance reports prepared by LPL. Although LPL believes that the information it receives from the investment sponsors is reliable, LPL recommends that you refer to the statements and reports you receive directly from the investment sponsor and compare them with the information provided in any statements or reports from LPL. The statements and reports you receive from LPL with respect to outside positions should not replace the statements and reports you receive directly from the investment sponsor.

Brokerage Practices

In SAM I, LPL requires that clients direct LPL as the sole and exclusive broker-dealer to execute transactions in the account. In SAM I, LPL may be paid transaction charges for processing trades depending on the type of security. In SAM II, LPL also requires that clients direct LPL as the sole and exclusive broker-dealer to execute transactions in the account. LPL is not paid a commission by the SAM II client for executing transactions. Because LPL is both the investment advisor and broker-dealer on the



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account in both Programs, this presents a conflict of interest. Clients should understand that not all advisors require their clients to direct brokerage. By directing brokerage to LPL, clients may be unable to achieve the most favorable execution of client transactions. Therefore, directed brokerage may cost clients more money. In addition, in the case of mutual funds, execution is made at the net asset value of the fund.

If LPL as broker purchases a new issue security on behalf of client accounts, the execution price may include a concession to the dealers participating in the syndicate. Although LPL is not part of the syndicate and does not receive this concession, the concession is included in the price and is in addition to the Account Fee.

An IAR of Advisor may aggregate transactions in equity and fixed income securities for a client with other clients to improve the quality of execution. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the client account will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained. For partially filled orders, an IAR may allocate trades pro-rata or on a random basis to treat clients fairly and not favor one client over another. Advisor or IAR may determine not to aggregate transactions, for example, based on the size of the trades, the number of client accounts, the timing of the trades, the liquidity of the securities and the discretionary or non-discretionary nature of the trades. If Advisor and IARs do not aggregate orders, some clients purchasing securities around the same time may receive a less favorable price than other clients. This means that this practice of not aggregating may cost clients more money.

ERISA Disclosure

LPL provides certain services under the Programs as an investment advisor under the Investment Advisers Act of 1940 and also provides services as a broker-dealer.

Brochure Supplements

Accompanying this Brochure are Brochure Supplements for individual employees or officers of LPL. Note that although these individuals are responsible for investment research provided by LPL, they are not the individuals responsible for the ongoing individualized investment advice provided to a particular client. For more information about Advisor and an IAR servicing the account, client should contact the Advisor or IAR.



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August 31, 2020

These Brochure Supplements provide information about certain LPL employees or officers that supplements the LPL Financial Brochure that is attached to these Brochure Supplements. Please contact LPL Financial at the number above if you did not receive the LPL Financial Brochure or if you have any questions about the contents of these Brochure Supplements. You may also contact your LPL investment advisor representative with questions.

Additional information about these LPL employees or officers is available on the SEC's website at www.adviserinfo.sec.gov.

Note that although these LPL employees or officers included in these Brochure Supplements are responsible for investment advice provided by LPL they are not the IARs responsible for the ongoing individualized investment advice provided to a particular client. For more information about the IAR managing the account, client should refer to the Brochure Supplement for the IAR, which should have been provided by the IAR along with the LPL Financial Brochure and these Brochure Supplements at the time client opened the account. If client did not receive a Brochure Supplement for the IAR, the client should contact the IAR or LPL at lpfinancial.adv@lpl.com.

George Burton White

Educational Background and Business Experience

George Burton White was born in 1969. He has a BBA from the College of William and Mary. He is Managing Director, Investor and Investment Solutions and Chief Investment Officer and has served in that position as Managing Director and Chief Investment Officer since 2009. He joined LPL in 2007 as a Managing Director and Director of Research. Prior to joining LPL, he was Managing Director and Director of Research at Wachovia Securities from 2000 to 2007.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.

Other Business Activities

Mr. White is a registered representative of LPL and an investment adviser representative of Fortigent, LLC ("Fortigent"), a registered investment adviser and related person of LPL. Mr. White is also the Chief Investment Officer of Fortigent. LPL is a registered broker-dealer and member of FINRA. Although Mr. White is a registered representative of LPL, he does not engage in the sale of securities or receive commissions or other compensation based on the sale of securities or other investment products.



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Additional Compensation

Mr. White receives a regular salary and a discretionary bonus.

Supervision

Mr. White, as the Chief Investment Officer of LPL, is responsible for the advice provided by the LPL Research Department through LPL's advisory programs. The advice provided by Mr. White also is subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.

Kirby Horan-Adams

Educational Background and Business Experience

Kirby Lepak Horan-Adams was born in 1976. She has a BA in Math and Economics from Trinity College, an MBA and MSF from Boston College, and a JD from Boston College Law School. She is an Executive Vice President and Director of Research at LPL and joined the LPL Research Department in 2006. Prior to joining LPL, she was an analyst at Cerulli Associates.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.

Other Business Activities

Ms. Horan-Adams is a registered representative of LPL and an investment adviser representative of Fortigent, a registered investment adviser and related person of LPL. LPL is a registered broker-dealer and member of FINRA. Although Ms. Horan-Adams is a registered representative of LPL, she does not engage in the sale of securities or receive commissions or other compensation based on the sale of securities or other investment products.

Additional Compensation

Ms. Horan-Adams receives a regular salary and a discretionary bonus.

Supervision

Ms. Horan-Adams reports up to Mr. White, who as the Chief Investment Officer of LPL, is responsible for the advice provided by the LPL Research Department through LPL's advisory programs. The advice provided by Ms. Horan-Adams also is subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.

Ryan Edward Detrick

Educational Background and Business Experience

Ryan Edward Detrick was born in 1978. He has a BA in Finance from Xavier University and an MBA from Miami University. He is a Senior Vice President and Chief Market Strategist for LPL Research and has been with the firm since 2016. Prior to joining LPL, he was a portfolio manager at Haberer RIA.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.



STRATEGIC ASSET MANAGEMENT (SAM) PROGRAMS – PROGRAM BROCHURE

Other Business Activities

Mr. Detrick is a registered representative of LPL. LPL is a registered broker-dealer and member of FINRA. Although Mr. Detrick is a registered representative of LPL, he does not engage in the sale of securities or receive commissions or other compensation based on the sale of securities or other investment products.

Additional Compensation

Mr. Detrick receives a regular salary and a discretionary bonus as a member of the LPL Research team. Such bonus for LPL Research personnel is based on the performance of certain portfolios managed by LPL Research. This bonus presents a conflict of interest because it could incentivize the LPL Research team to focus on short-term performance, take undue risk, or favor certain portfolios over others. However, LPL mitigates this conflict by basing the bonus calculation on short and long-term performance, capping the amount of compensation paid regardless of the return, and tying a portion of the compensation to the outperformance of all LPL managed portfolios.

Supervision

Mr. Detrick reports up to Mr. White, who as the Chief Investment Officer of LPL, is responsible for the advice provided by the LPL Research Department through LPL's advisory programs. The advice provided by Mr. Gilbert also is subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.

Jason Hoody

Educational Background and Business Experience

Jason Hoody was born in 1975. He has a BS in Political Science from Clarkson University, an MA in International Affairs from American University, an MS in Finance from Johns Hopkins University, and is a CFA charterholder. He is a Vice President in Research at LPL and joined LPL in 2015. Prior to joining LPL, he was a Vice President at BB&T and an analyst at KPMG.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.

Other Business Activities

There are no other business activities to disclose in response to this item.

Additional Compensation

Mr. Hoody receives a regular salary and a discretionary bonus as a member of the LPL Research team. Such bonus for LPL Research personnel is based on the performance of certain portfolios managed by LPL Research. This bonus presents a conflict of interest because it could incentivize the LPL Research team to focus on short-term performance, take undue risk, or favor certain portfolios over others. However, LPL mitigates this conflict by basing the bonus calculation on short and long-term performance, capping the amount of compensation paid regardless of the return, and tying a portion of the compensation to the outperformance of all LPL managed portfolios.

Supervision

Mr. Hoody reports up to Mr. White, who as the Chief Investment Officer of LPL, is responsible for the advice provided by the LPL Research Department through LPL's advisory programs. The advice provided by Mr. Hoody also is subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.



STRATEGIC ASSET MANAGEMENT (SAM) PROGRAMS – PROGRAM BROCHURE

Benjamin Lawrence Hargett

Educational Background and Business Experience

Benjamin Lawrence Hargett was born in 1974. He has a BS in Finance, Insurance, and Real Estate from the University of North Carolina at Greensboro and an MBA from Wake Forest University. He is an Assistant Vice President for LPL Research and has been with the firm since 2015. Prior to joining LPL, he held investment analyst and portfolio manager positions at Wells Fargo.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.

Other Business Activities

Mr. Hargett is a registered representative of LPL. LPL is a registered broker-dealer and member of FINRA. Although Mr. Hargett is a registered representative of LPL, he does not engage in the sale of securities or receive commissions or other compensation based on the sale of securities or other investment products.

Additional Compensation

Mr. Hargett receives a regular salary and a discretionary bonus as a member of the LPL Research team. Such bonus for LPL Research personnel is based on the performance of certain portfolios managed by LPL Research. This bonus presents a conflict of interest because it could incentivize the LPL Research team to focus on short-term performance, take undue risk, or favor certain portfolios over others. However, LPL mitigates this conflict by basing the bonus calculation on short and long-term performance, capping the amount of compensation paid regardless of the return, and tying a portion of the compensation to the outperformance of all LPL managed portfolios.

Supervision

Mr. Hargett reports up to Mr. White, who as the Chief Investment Officer of LPL, is responsible for the advice provided by the LPL Research Department through LPL's advisory programs. The advice provided by Mr. Gilbert also is subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.

Jeffrey Alan Buchbinder

Educational Background and Business Experience

Jeffrey Alan Buchbinder was born in 1971. He has a BA in Economics from Northwestern University and an MBA from Duke University. He is a Vice President, Equity Strategist and Portfolio Manager for LPL Financial Research and has been with the firm since 2003. Prior to joining LPL, he served as an Equity Research Associate at Sanford C. Bernstein. Prior to Bernstein, he was an Equity Research Associate at Deutsche Bank.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.

Other Business Activities

Mr. Buchbinder is a registered representative of LPL. LPL is a registered broker-dealer and member of FINRA. Although Mr. Buchbinder is a registered representative of LPL, he does not engage in the sale of securities or receive commissions or other compensation based on the sale of securities or other investment products.



STRATEGIC ASSET MANAGEMENT (SAM) PROGRAMS – PROGRAM BROCHURE

Additional Compensation

Mr. Buchbinder receives a regular salary and a discretionary bonus as a member of the LPL Research team. Such bonus for LPL Research personnel is based on the performance of certain portfolios managed by LPL Research. This bonus presents a conflict of interest because it could incentivize the LPL Research team to focus on short-term performance, take undue risk, or favor certain portfolios over others. However, LPL mitigates this conflict by basing the bonus calculation on short and long-term performance, capping the amount of compensation paid regardless of the return, and tying a portion of the compensation to the outperformance of all LPL managed portfolios.

Supervision

Mr. Buchbinder reports up to Mr. White, who as the Chief Investment Officer of LPL, is responsible for the advice provided by the LPL Research Department through LPL's advisory programs. The advice provided by Mr. Buchbinder also is subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.

Barry Seth Gilbert

Educational Background and Business Experience

Barry Seth Gilbert was born in 1967. He has a BA in Philosophy from Haverford College, an MA from the Pennsylvania State University, and a PhD from Boston University. He is a Vice President and Portfolio Manager for LPL Research and has been with the firm since 2013. Prior to joining LPL, he taught at Harvard University.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.

Other Business Activities

Mr. Gilbert is a registered representative of LPL. LPL is a registered broker-dealer and member of FINRA. Although Mr. Gilbert is a registered representative of LPL, he does not engage in the sale of securities or receive commissions or other compensation based on the sale of securities or other investment products.

Additional Compensation

Mr. Gilbert receives a regular salary and a discretionary bonus as a member of the LPL Research team. Such bonus for LPL Research personnel is based on the performance of certain portfolios managed by LPL Research. This bonus presents a conflict of interest because it could incentivize the LPL Research team to focus on short-term performance, take undue risk, or favor certain portfolios over others. However, LPL mitigates this conflict by basing the bonus calculation on short and long-term performance, capping the amount of compensation paid regardless of the return, and tying a portion of the compensation to the outperformance of all LPL managed portfolios.

Supervision

Mr. Gilbert reports up to Mr. White, who as the Chief Investment Officer of LPL, is responsible for the advice provided by the LPL Research Department through LPL's advisory programs. The advice provided by Mr. Gilbert also is subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.



STRATEGIC ASSET MANAGEMENT (SAM) PROGRAMS – PROGRAM BROCHURE

Marcus Ehlers

Educational Background and Business Experience

Marcus Ehlers was born in 1960. He has a BA from the University of Iowa. He is Executive Vice President of Trading and Client Compensation at LPL and joined LPL in 2010. Prior to joining LPL, Mr. Ehlers was an internal business consultant at Fidelity Investments from 2009 to 2010, and a Vice President at Schwab Institutional prior to 2009.

Disciplinary Information

There are no legal or disciplinary events to disclose in response to this item.

Other Business Activities

Mr. Ehlers is a registered representative of LPL. LPL is a registered broker-dealer and member of FINRA. Although Mr. Ehlers is a registered representative of LPL, he does not engage in the sale of securities or receive commissions or other compensation based on the sale of securities or other investment products.

Additional Compensation

Mr. Ehlers receives a regular salary and a discretionary bonus.

Supervision

As Executive Vice President of Trading and Client Compensation, Mr. Ehlers is responsible for trade execution in LPL's advisory programs, subject to LPL's policies and procedures and to any guidelines established for the applicable advisory program. The Chief Compliance Officer – Advisory Compliance is responsible for administering LPL's policies and procedures for investment advisory activities. The telephone number for the Advisory Compliance Department is 1-800-877-7210.

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