

# Ameritas Investment Partners, Inc.

Form ADV  
Part 2A Appendix 1

## Gemini

Wrap Fee Program brochure

March 26, 2020

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This brochure provides information about the qualifications and business practices of Ameritas Investment Partners, Inc. If you have any questions about the content of this brochure, please contact us at:

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**The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Ameritas Investment Partners is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information by which you may determine to hire or retain an Adviser.**

**Additional information about Ameritas Investment Partners also is available on our Firm website at [www.ameritas.com](http://www.ameritas.com) or at the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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**ITEM 2 - MATERIAL CHANGES**

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The last annual update of Form ADV Part 2A Appendix 1, the Wrap Fee Program Brochure for the **Gemini** program which was filed on March 28, 2019.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to all annual Brochure updates within 120 days of the close of our business' fiscal year or as required for material changes related to disciplinary information. We may further provide other ongoing disclosure information about material changes as necessary.

Upon request, we will further provide you with such amended Brochure, at any time, without charge.

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## ITEM 4 – SERVICES, FEES, AND COMPENSATION

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### Services

The Ameritas Investment Partners **Gemini** Wrap Fee Program (“Wrap Fee” or “Program”) is a proprietary investment program, jointly sponsored with Ameritas Investment Company, LLC (AIC). Ameritas Investment Company, LLC was formerly known as Ameritas Investment Corp, is a dual registered broker-dealer and investment adviser and conducts advisory business under the name Ameritas Advisory Services (AAS). The **Gemini** Program offers investors the opportunity to obtain customized professional investment and brokerage services for one all-inclusive fee based upon the assets under management. Any account within the Program shall be referred to as a “Wrap Fee Account” or “Program Account.” AIP and AIC are affiliates and members of the Ameritas Companies with a common ultimate parent of Ameritas Mutual Holding Company.

Under the **Gemini** program AIC, through its Investment Adviser Representative (IAR), will introduce potential investors (Investor(s)) to the Program that they determine to be suitable following AIC’s policies and suggested account minimums. The IAR may recommend other jointly sponsored, AIC sponsored or unaffiliated advisory programs if they believe such other programs would be more suitable. The IAR will assist the Investor in completing all required new account paperwork to obtain necessary information concerning their financial condition, risk tolerance, cash flow expectations, etc. The IAR also will assist the Investor in determining their investment objectives, including an asset allocation strategy and any related portfolio restrictions or limitations. The IAR may ask for additional information to assist in determining the prudence of investing in a managed account Program and to recommend an investment strategy. The Investor is expected to inform their IAR of any material changes in this information during the term of the Program Agreement, and the IAR will make recommendations based on the information provided, but the ultimate decision on an investment policy rests with the Investor. AIP’s Wealth Management team reviews the IAR’s analysis and recommendations and will follow-up accordingly to ensure that it is exercising its fiduciary duty to provide personalized advice that is suitable for and in the best interest of the client. The IAR will review these objectives annually to assist in maintaining their alignment with Investor needs. AIP and AIC (including the IAR) each receive a portion of the fee for the services they provide.

AIC provides the brokerage services and with its IARs is considered a co-adviser. Program Accounts generally are introduced to National Financial Services LLC (NFS), 82 Devonshire Street, Boston, MA, as AIC’s clearing broker-dealer and custodian on a fully disclosed basis. On a limited basis, an alternate qualified custodian may be employed at the client’s request and expense, and in these cases, NFS will remain the clearing broker. Such investors will not pay additional brokerage commissions than other clients who utilize NFS as the qualified custodian for their accounts.

AIP provides investment advisory services for **Gemini Accounts** that are tailored to each client’s investment objectives. Once a strategy is determined as discussed above, an AIC brokerage account is opened and funded, and an Investment Advisory Agreement is executed between the client, AIC and AIP. AIP then develops and manages, on a discretionary basis, a customized portfolio using individual securities, exchange-traded funds (ETFs), mutual funds, and other pooled investments consistent with Program and the strategy. AIC, through its Trading Department, shall direct all purchase and sale orders placed by AIP to its correspondent broker-dealer (NFS) to clear the same. NFS also maintains custody of all Program Account assets and performs normal custodial and record keeping functions with respect to such Accounts.

## Fees

Clients of the **Gemini** program pay a fee quarterly at the beginning of each quarter for services to be provided in that quarter, based on the market value of account assets, including accrued investment income, as of the last business day of the previous quarter and generally are deducted from client assets. The standard fee schedule appears below. The minimum size for a **Gemini** account is \$500,000 but may be waived at AIP's sole discretion.

<u>Account Balance</u>	<u>Maximum Annual Fee</u>
\$500,000 – \$5,000,000 .....	2.00%
Over \$5,000,000.....	negotiable

The maximum annual fee will be reduced to 1.5% for accounts consisting entirely of fixed income securities. In certain cases, that portion of the fee payable to AIC may be decreased and, as a result, a lower fee may be charged to the account holder. In addition, an existing client in another advisory program sponsored by AIP may be allowed to become a **Gemini** client and maintain their current fee schedule. As a result, existing and new clients may pay different fees and have different account minimums. The program fee is charged at inception on a prorated basis to reflect the number of days remaining in the initial calendar quarter. If an Agreement is terminated within five (5) business days from the date of inception, all fees paid in advance will be immediately refunded. In the event that a **Gemini** account is terminated during a quarter, fees will be prorated, and a refund issued to the client; such accounts may be terminated by the account holder at any time on written notice. There are no sales loads, termination or surrender fees associated with the **Gemini** account.

Total costs associated with a **Gemini** account may be more or less than purchasing brokerage and advisory services separately. Factors that bear upon the relative costs of any program include the number of and timing of transactions, solicitor's fees, management and advisory fees, custody charges, regulatory compliance, administrative charges, research costs, and promotional costs. These and other factors may affect the cost of obtaining such services separately.

## Other Fees and Expenses

No other fees are assessed in addition to the Program fee. However, transaction-based assessments or taxes imposed by governments, self-regulatory organizations, exchanges, etc. are not included in the Program fee and will be passed through to the account holder. Also, certain indirect costs may be associated with securities purchased or held in an account. Examples of such indirect costs include: advisory fees and operating expenses associated with mutual funds, exchange traded funds, or other pooled investment companies that pay these expenses from their assets and pass them along proportionately to all shareholders; and markups, markdowns, or spreads paid in connection with securities purchased on a net basis. While the client may be indirectly charged these fees, the client is not assessed a separate Program Account fee for them and directly pays only the fee under the contract.

AIP seeks mutual fund share classes for Gemini portfolios that do not charge 12b-1 distribution fees. However, to the extent that AIC, as the Program's broker-dealer, receives 12b-1 fees in advisory accounts, such fees will be returned to clients.

AIP has arranged for Chicago Clearing Corporation (CCC) to provide class action litigation monitoring and securities claim filing administration for client accounts that chose to participate in this service. CCC charges a contingency fee of 15% of the amount of each claim settlement award which is deducted from the client's award at the time of payment. There are no minimum fees or other fees deducted from an account related to this service, and AIP receives no portion of the fee or a rebate from the provider.

## **Compensation**

AIP and AIC consider the Program to be co-managed based on the full scope of services each party provides and has structured the Program such that AIP and AIC share the Program Fee. Such fees are allocated to each affiliate based on an agreed-upon percentage for the services provided. The IAR receives compensation for providing various services to Program Investors, including: recommending the Program, assisting the Investor in developing and maintaining investment objectives and asset allocation limits, and providing ongoing financial planning. The amount of this compensation may be more than would be received if you participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services. Therefore, the person recommending the Program to you may have a financial incentive to recommend this investment Program over other programs or services.

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## ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

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### Opening a Gemini Account

The minimum size for a **Gemini** account is \$500,000 but may be waived at AIP's sole discretion. Participation in the program typically is initiated by receiving and reviewing this Program Brochure and submitting the following completed documents to an AIC IAR:

- Brokerage Account Application,
- Investment Advisory Agreement, indicating account options, internet access, proxy voting, participation in class action administration services, delivery of electronic confirmations and statements, various disclosures, acknowledgements, and authorizations; and
- Investment Questionnaire and Asset Allocation Worksheet (Worksheet).

Based on these completed documents, the IAR makes the initial determination as to the client's suitability for the **Gemini** Program. AIP also makes an independent assessment of whether to establish an account for a client. The Worksheet will also assist AIC and AIP in determining an appropriate risk tolerance and asset allocation strategy for the client. **The client agrees to provide updates to the Worksheet to AIC or AIP as their circumstances and investment objectives change.** In addition, the IAR is expected to meet annually with each client, and AIP conducts an annual survey of accounts for changes.

The Custodian maintains custody of the account assets and provides other custodial functions, including crediting of interest and dividends on account assets and crediting of principal on called or matured securities and other customary custodial functions.

The Custodian also forwards a confirmation of each purchase and sale directly to the client and AIC. Additionally, the Custodian forwards a monthly account statement directly to clients and AIC for each month in which account activity occurs and at least quarterly regardless of account activity. The Custodian also acts as general administrator of Program Accounts, which includes charging and collecting account fees and processes, pursuant to AIC's instructions, deposits to and withdrawals from Program Accounts.

### Types of Wrap Fee Account Clients

The **Gemini** Program is available to the following types of clients:

- Individuals,
- High net worth individuals,
- Retirement Accounts (including IRAs)
- Pension and Profit Sharing Plans,
- Trusts,
- Estates,
- Charitable organizations,
- State and local government entities, and
- Small businesses and others.

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## ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION

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### Selection and Review of Portfolio Managers

The **Gemini** program is a proprietary investment program jointly sponsored by AIC and AIP. All new participants must enter into an investment advisory agreement with AIP. A Clients' initial selection and ongoing continuation in the Program are based on AIP's ability to manage accounts and deliver total return performance that meets clients' expectations. The benchmarks for account performance are based on each client's responses to the Worksheet which is completed and updated in consultation with your AIC Investment Adviser Representative. Using these responses, the portfolio manager designs an appropriate investment strategy and develops an appropriate diversified portfolio using this strategy. AIP, in its investment advisory role, maintains current client profiles and adjusts portfolios accordingly.

Clients receive customized written performance evaluation reports each quarter. These reports currently are prepared by AIP. Portfolio performance is calculated using a time-weighted methodology that is programmed into the independent portfolio administration system used by AIP (currently Envestnet's Tamarac Reporting module). Portfolio performance evaluation reports are reviewed for accuracy by the AIP portfolio manager prior to delivery to clients. The reports are intended to inform clients about their investment performance over the current period and over the longer term since the account's inception, both on an absolute basis and as compared to a customized benchmark (a calculated weighted average of the performance of leading investment indices that correspond with your portfolio's objectives) and its components.

### Types of Advisory Services Offered

AIP provides investment supervisory services and manages investment portfolios tailored to achieve its clients' objectives and risk tolerance by managing various asset classes with in-house personnel that have education, training, and experience with these assets. The **Gemini** program utilizes individual securities, ETFs, mutual funds, and other pooled investments to efficiently invest in a broad range of asset classes.

AIP's Investment Securities departments primarily provide management in the following areas that may be utilized in a **Gemini** Program Account: actively managed equity securities, actively managed fixed income securities (including United States Government and Agency securities, municipal securities, investment grade and high yield public corporate securities) and asset allocation and fund selection of ETFs, mutual funds, and other pooled investments.

AIP is committed to maintaining diversified client portfolios. Account managers are inclined to emphasize conservation of principal and, at the same time, seek optimum returns within the framework of each client's investment objectives and specific level of risk tolerance.

AIP professional managers strive to adhere to the following strategies:

- Utilize a proprietary asset allocation process designed to align client needs, expectations, and constraints with investment market opportunities to deliver client-specific custom diversified investment portfolios.
- Develop recommendations based on each client's financial situation, including issues of cash flow expectations, capacity for loss, income tax exposure, concentrated holdings, complimentary investment exposure and other factors.
- Select investments in asset allocation that have both attractive expected returns and complimentary characteristics when held within a diversified investment portfolio.
- Utilize AIP's investment professionals to manage individual core common stocks and fixed income security positions.
- Utilize ETFs, mutual funds and other pooled investments when allocating exposure to additional complimentary asset classes and for liquidity.



## **How Advisory Services are Tailored to Individual Client Needs**

AIP manages portfolios in a manner that is consistent with each advisory contract and Worksheet. These documents will indicate the ranges of each asset class or classes to be included in the portfolio. Portfolios also may include restrictions or limitations on certain securities or types of securities. These restrictions often are based on the client's investment objectives, goals, and risk profile. These parameters often are driven by the nature of the operations of institutional clients (pension plans, charitable organizations, etc.) and by the investment goals and risk profile of individual clients (retirement, college, or general savings, etc.). Once these conditions are known, the portfolio manager can design an appropriate investment strategy to manage the account.

## **Differences Between Management of Wrap Fee Accounts and Other Accounts**

AIP acts as a portfolio investment advisor, and AIC provides brokerage and certain advisory services, to clients other than wrap fee program clients. Due to differences in the investment objectives and financial situations of the various clients AIP and AIC serve, investment advice and related services provided to various clients may differ. In addition, actions taken on behalf of various clients may differ with respect to the nature of the advice or the timing of transactions. AIP and AIC have no obligation to purchase or sell, or to recommend the purchase or sale, of any security that AIP, AIC, or any affiliate of either, purchases or sells for itself or themselves or for any other client.

Investment opportunities for **Gemini** accounts may differ from those for AIP's institutional accounts (many of which are affiliates of AIP), due to: (1) different brokerage arrangements for institutional accounts; (2) time constraints of processing offerings; (3) AIP may consider certain other investments as unavailable for Program Accounts that are suitable for institutional accounts (i.e. real estate); and (4) Institutional accounts' investments in initial public offerings of stock generally are not available for Program Accounts because initial public offerings are not available through AIC's clearing firms. Initial bond offerings may not be available for Program Accounts for the same reason or because an account or accounts may not meet required minimum allotments for opportunities that also fit with accounts' investment strategies.

AIP normally manages Wrap Fee investment accounts on a fully discretionary basis, including a review of each investment prior to executing a transaction. In a limited number of circumstances and only when introduced by a Series 7 Registered Representative and IAR, clients have directed AIP not to exercise discretion with regard to certain investment positions in their portfolios. When this occurs, AIP does not manage the position(s) and generally does not charge an advisory fee for such investments.

Orders for **Gemini** and other program accounts using the same trading platform may be aggregated with other program account orders, and orders for institutional accounts may be aggregated with other institutional accounts. Because institutional and certain wrap fee account trades use separate electronic trading systems and networks of brokers, it is not possible to aggregate trades between various classes of customers. As such, trades in the same security may be executed on the same day in an institutional account and wrap fee accounts at different prices. For sales of investments, an allocation process includes Program Accounts and institutional accounts separately, taking into consideration any tax and other matters relative to specific Program Accounts. Allowing for differences in client profiles and the types of brokerage arrangements, as well as time constraints for certain investments, AIP investment allocation procedures are established in an effort to ensure fair allocation of investment opportunities for all accounts.

## **Performance-Based Fees and Side-By-Side Management**

AIP does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## **Methods of Analysis, Investment Strategies and Risk of Loss**

AIP employs various methods of investment analysis. Our primary approach is to prepare fundamental and technical analysis of data, but we also may consider charts and cyclical data or other trend and statistical analysis. The main sources of information include: research materials prepared by brokers or others, rating agency reports, inspection of corporate activities, securities filings (such as, annual and quarterly reports, prospectuses, and other filings), press releases and financial newspaper and other periodical articles. In addition to such traditional research sources, AIP may use a variety of electronic databases (e.g. Value Line, Empirical Research Partners, Dorsey Wright, and Bloomberg, etc.), telephone and personal communications with management of companies of securities under consideration.

AIP seeks to identify investments that will achieve clients' investment objectives within the parameters of established investment policies, restrictions, and limitations. Accordingly, the Portfolio Manager will reallocate investments for discretionary accounts. For portfolios of actively managed assets, AIP's Wealth Management team consults and collaborates with other departments within AIP for common stocks and fixed income securities as appropriate.

***For actively managed equity portfolios***, AIP manages diversified portfolios of securities for its clients under two disciplines. Its core discipline focuses on large company securities with combined attractive growth potential and valuation metrics. Its dividend discipline seeks attractive large and mid-sized companies offering consistent dividend payouts with a history and potential for dividend growth. The combined disciplines can capture a range of attractively growing companies as well as those out of favor and undervalued compared to their peers. Integral to constructing portfolios of attractive securities, AIP actively manages portfolio risk through diversification across sectors, maintaining a broad industry base, and avoiding single security or risk exposure concentrations.

***For actively managed fixed income portfolios***, (including U.S. Government and Agency securities, investment grade and high yield corporate securities, municipal securities, and short-term securities) AIP's strategy begins by determining the benchmark based on the client Worksheet. AIP begins its credit process with a periodic evaluation of the economy, the absolute level and direction of interest rates, and the shape of the yield and credit curves and how we believe they will change. This macro view on the economy impacts the allocation of assets relative to the benchmark. Views on individual sectors are based on proprietary fundamental research to overweight those sectors that we believe will outperform the market and underweight those sectors that we believe will underperform the market. The individual security selection process considers the client's objective, our sector weightings, our proprietary credit analysis, our preferred placement on the yield curve and laddering maturities. AIP's credit analysis is designed to identify bonds that offer "relative value," or those that offer the best risk/reward characteristics in a given sector. The process is dynamic and continuous. Buy decisions are based on identifying securities with attractive credit fundamentals, that offer compelling relative value, and are included in targeted market sectors or themes. Sell criteria include identifying securities whose credit fundamentals have deteriorated and our evolving outlook of a sector or the overall economy.

***For asset allocation and fund selection accounts*** investing in ETFs, mutual funds and other pooled investment securities, AIP utilizes a proprietary asset allocation process designed to align client needs, expectations, and constraints with investment market opportunities to deliver specific ETF and mutual fund selections for custom diversified investment portfolios. Portfolio managers develop recommendations based on each client's investment policies, financial situation, cash flow expectations, risk tolerance, income tax exposure, complimentary investment exposure and other factors. Investments are selected that have both attractive expected returns and complimentary characteristics when held within a diversified investment portfolio. Periodically and when appropriate, asset allocation models are evaluated and updated.

AIP circulates an annual survey to inquire about changes in circumstances that may indicate the need for a modification to the client's investment objectives. If the possibility of a change is indicated, AIP would contact the IAR to resolve the question, and such accounts will reallocate investment values accordingly.

Investing in securities involves risk of loss that clients should be prepared to bear. Principal risks in securities portfolios include:

- **Management Risk.** Individual securities may not perform as expected, and the portfolio management practices may not achieve the desired results.
- **Market Risk.** Securities valuations may fall for a variety of reasons, including economic, political, social, financial, widespread business continuity events (e.g. natural disasters, pandemics, etc.) and issuer-based factors, causing prices of stocks, bonds, and other securities in investment portfolios to fall.
- **Valuation Risk.** A security judged to be undervalued by the Adviser may actually be appropriately priced, and it may not appreciate as anticipated.
- **Index Tracking Risk.** An index fund has operating expenses; a market index does not. The index portfolio while expected to track its target index as closely as possible, will not be able to match performance of the index exactly.
- **Sector Risk.** Some sectors may be more volatile than others. Small to medium capitalization stocks can be more volatile than larger, more established companies. Sectors that focus on narrower sections of the overall market (e.g. technology, natural resources, etc.) can be more volatile than broad based sectors.
- **Asset Allocation Risk.** The selection of underlying securities, mutual funds and exchange-traded funds and the allocation of portfolio assets to those investments may cause the portfolio to underperform. The portfolio's possible over-allocation to equity or other higher-risk securities may make it more susceptible to risks associated with such investments than fixed income investments.
- **Investments in Other Investment Companies.** The risk of investing in other investment companies (mutual funds, ETFs, UITs, etc.) typically reflect the risks of the types of securities in which those investment companies invest and other attending management risks. Additionally, there is the risk that the mutual fund or ETF may not achieve its investment objectives. ETFs also may trade at a premium or discount to underlying net asset value and are subject to secondary market trading risks. When a portfolio invests in another investment company, clients bear their proportionate share of the investment company's fees and expenses as well as their account's fees and expenses.
- **Derivatives Risk.** Using derivative securities (such as, options, swaps, and futures) to hedge portfolio and other risks may increase volatility and may expose a portfolio to a greater level of market risk than the amount of cash utilized. If the changes in a derivative's value do not correspond to changes in the value of hedge target as intended, the account may not fully benefit from or could lose money on the derivative position. Derivatives that are not exchange traded can involve risk of loss if the counterparty to the contract defaults on its obligation. Derivatives may also be less liquid and more difficult to value.
- **Credit Risk.** There is a chance that an issuer of a fixed income security may fail to pay interest and/or principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of the security to decline. These risks are greater for securities that are rated below investment grade (junk bonds) which may be considered speculative and are more volatile than investment grade securities.
- **Interest Rate Risk.** A change in market interest rates may adversely affect the value of fixed income securities. When interest rates increase, the value of fixed income securities generally will fall, and longer-term securities will be affected to a greater degree.
- **Mortgage-Backed and Asset-Backed Risk.** The value of investments in mortgage-backed (MBS) and asset-backed (ABS) securities is subject to interest rate and credit risk. In addition, these securities also are subject to the risk that the borrowers of the underlying loans may repay the principal on their loans more quickly than expected (prepayment risk), more slowly than expected (extension risk) or may default on their obligation (default risk). Additionally, the value of the collateral supporting the underlying loans could drop in value and may be worth less than the principal balance of the related loan. These events will affect the yield and price of the securities. Some MBS are issued by U.S. Government-

Sponsored Enterprises (GSE) and depending on the issuer, may include some level of support or guarantee as to the timely payment of principal and interest on underlying mortgage loans. This support may be solely provided by the GSE (e.g., Federal National Mortgage Association “FNMA”, Federal Home Loan Mortgage Association “FHLMC” among others) or may be backed by the full faith and credit of the U.S. Government (e.g., Government National Mortgage Association “GNMA”). Privately-issued MBS and ABS include no governmental support or guarantee.

### **Voting Client Securities**

AIP has engaged Broadridge Investor Communication Solutions, Inc. to vote and administer actively-managed equity accounts' proxies based on our duty to act on behalf of our client's best interests and to comply with SEC rules. Clients may decide to vote proxies themselves and should contact AIP to communicate their intentions to opt out of this service. Clients also may request a report on how their securities were voted by contacting AIP. AIP has adopted the Glass Lewis & Co. U.S. Proxy Voting Guidelines as its proxy voting policy – clients may obtain a copy of such guidelines upon request or download a copy from our website at [www.ameritas.com](http://www.ameritas.com). Generally, AIP votes proxies for affiliated and unaffiliated institutional accounts and Wrap Fee Account clients applying the aforementioned proxy voting policy. Any material conflicts between the interests of AIP and those of clients will be resolved to protect the clients' interest. AIP personnel have been instructed to report potential material conflicts are to be reported to the CCO or other AIP officers as AIP personnel become aware of them. If the Portfolio Manager does not agree with a particular position Glass Lewis & Co. has taken on a proposal, they will over-ride that position and document their reasoning accordingly.

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**ITEM 7 - CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

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As your investment manager and account administrator, AIP requires access to very sensitive and personal information about you to effectively manage your investments and comply with Federal and State Securities laws. When requesting any personal information about you, our goal is to collect only the information that is required or that will provide us with valuable insight that can be used to better manage your account.

We maintain physical and electronic safeguards for the protection of your personal information. We restrict access of your information to our employees and agents who need it to perform their jobs. Our employees and agents understand the importance of these safeguards. We have trained them in the proper handling of your personal information.

AIP has adopted the enterprise-wide Privacy Policy of its affiliates, and annually each client is sent a Privacy Notice that summarizes the policy. If you would like a copy of the Privacy Notice, please contact us or download a copy from our website, [www.ameritas.com](http://www.ameritas.com).

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**ITEM 8 - CLIENT CONTACT WITH PORTFOLIO MANAGERS**

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AIP does not place any restrictions on clients' ability to contact and consult with their portfolio manager or their investment adviser representative. The following associates are responsible for day-to-day contact with clients in this program and can arrange meetings with appropriate managers and advisors. They can be reached toll free at 877-731-3336 or at 402-467-6980.

Cathy Zehr	Manager Operations – Wealth Management
Christa Ballenger	Senior Operations Specialist

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## ITEM 9 - ADDITIONAL INFORMATION

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### Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of AIP or the integrity of AIP's management. AIP has no information applicable to this Item.

AIC is a *Related Person* to AIP and a co-sponsor of the Gemini, Mercury, and Private Clients wrap fee programs and sponsor of the Constellation and Ameritas Investment Strategies wrap fee programs for which AIP acts as sub-advisor as discussed in Item 4.

On March 11, 2019, AIC consented to an SEC order stating that AIC willfully violated Section 206(2) and Section 207 of the Advisers Act by failing to explicitly disclose AIC's conflicts of interest related to receipt of 12b-1 fees and its recommendation or selection of 12b-1 fee paying mutual funds in advisory accounts. AIC self-reported this conduct to the SEC pursuant to the Share Class Selection and Disclosure ("SCDC") Initiative. AIC was censured, agreed to cease and desist from committing or causing any violations or future violations of Sections 206(2) and 207 of the Advisers Act, ordered to pay disgorgement of \$3,056,804 and prejudgment interest of \$332,370 to affected investors, and to comply with certain undertakings including reviewing and updating, where necessary, the adequacy of all relevant disclosure documents concerning mutual fund share class selection and 12b-1 fees; evaluating whether existing clients should be moved to lower cost share classes; as well as reviewing its policies and procedures to ensure they are reasonably designed to prevent violations of the Advisers Act in connection with disclosures regarding mutual fund share class selection. The SCDC Initiative was a voluntary initiative in which the SEC encouraged investment advisers to self-report violations involving receipt of 12b-1 fees and adequacy of the disclosures arising from the resulting conflicts of interest. Additional information regarding the SCDC Initiative may be found at <https://www.sec.gov/enforce/announcement/scsd-initiative>.

On April 30, 2019, entered into a Stipulation and Waiver with the California Department of Insurance under which AIC was issued a restricted license. AIC may petition to have such restrictions removed on or after January 1, 2022 provided there has not been justified complaint against AIC or any pending investigations or disciplinary actions against AIC. AIC further agreed to reimburse the Commission for costs associated with the issuance of the restricted license.

AIC has disclosed all Disciplinary Information on its Form ADV. You can review it by downloading it at [http://www.adviserinfo.sec.gov/IAPD/Content/Search/iapd\\_Search.aspx](http://www.adviserinfo.sec.gov/IAPD/Content/Search/iapd_Search.aspx).

### Other Financial Industry Activities and Affiliations

AIP is part of the Ameritas Mutual Holding Company family of companies (Ameritas or Ameritas Companies). AIP is wholly owned by Ameritas Holding Company (AHC), which also has direct 100% ownership of Ameritas Life Insurance Corp. (ALIC or Ameritas Life) which in turn has direct 100% ownership of Ameritas Life Insurance Corp. of New York (ALIC-NY or Ameritas Life of NY), Ameritas Investment Company, LLC (AIC), Variable Contracts Agency, LLC, and Griffin Realty, LLC. AIP is adviser to the affiliated insurance companies for general account investments and an unregistered Separate Account. AIP consults with the Ameritas Benefits Committee, as Trustee and Administrator of the Ameritas Defined Benefit Pension Plan (Plan), concerning investment objectives and policies for the Plan and also makes specific recommendations to the Plan Administrator for investments held for the Plan's benefit in an Ameritas group variable annuity. AIP also provides recommendations to ALIC on the selection of specific funds used in one model portfolio available in the Advantage Advisory Program marketed by Ameritas Retirement Plans division.

On December 30, 2016, Calvert Research and Management, Inc. ("CRM" an indirect subsidiary of Eaton Vance Corp.) acquired substantially all of Calvert Investment Management's (CIM) business assets and was named manager of all Calvert Funds. CIM, a former wholly owned subsidiary of ALIC ceased operations and was liquidated after completion of the terms and certification of compliance with outstanding SEC orders. AIP

continues as the sub-adviser for eight of the Portfolios under Agreements with CRM dated December 31, 2016, the terms of which continue in full force and affect subject to the annual approval of the Portfolios' Board of Directors (including a majority of the "disinterested" Directors) or by a majority vote of the outstanding voting securities of each Portfolio. Certain Portfolios of Calvert Variable Products, Inc. and Calvert Variable Series, Inc. (Calvert Funds), including funds sub-advised by AIP, remain available investment options in the Ameritas Life of NY and ALIC variable insurance products and are included in fund specific model portfolios.

AIC is a dual registered broker-dealer and investment adviser and a member of FINRA (Financial Industry Regulatory Authority) and SIPC (Securities Investor Protection Corp.). AIC is the principal underwriter and distributor for ALIC and Ameritas Life of NY's registered variable insurance products. AIC also underwrites and markets public bonds for municipalities, school, and utility districts, etc. in Nebraska and throughout the Midwest. Most of AIC's registered representatives and investment advisor representatives are appointed insurance agents for ALIC and Ameritas Life of NY. Six AIP associates are registered representatives of AIP, and two of them would be considered Management Persons of AIP.

AIC provides brokerage services and executes securities transactions which are cleared through National Financial Services, LLC, and AIP provides investment advisory services to clients who establish jointly sponsored wrap fee Program Accounts and the AIC sponsored **Constellation** wrap fee program. AIP and AIC share the fees generated by these Wrap Fee Program Accounts identified as suitable for the Programs by AIC's network of IARs. AIC also provides brokerage services to other accounts unrelated to these Wrap Fee Accounts. AIC and AIP also have entered into agreements under which AIP provides certain investment advisory and administrative services to the AIC sponsored **AIS** wrap fee program. TD Ameritrade, Inc, Fidelity Brokerage Services, Inc and Charles Schwab and Co., Inc are approved clearing firms and custodians for AIS program accounts.

ALIC, Ameritas Life of New York, AIP, AIC, and other affiliated companies have entered into a general administrative services agreement which permits AIP to have access to and utilize shared administrative services and equipment in the performance of advisory services to clients. Associates working for AIP are legal employees of ALIC; however, they are designated AIP Associates and are covered by AIP's Code of Ethics, Insider Trading and other Compliance policies and procedures.

## About AIP

AIP is an investment adviser registered under the Investment Advisers Act of 1940 and was formed as a Nebraska corporation in 1984. AIP has offices in Lincoln, Nebraska and Cincinnati, Ohio and has 51 designated associates as of December 31, 2019. There are 28 associates involved in advisory operations and support in the Investment Securities management departments and 17 in Commercial Mortgage & Real Estate management and mortgage servicing departments. Six AIP associates are Registered Securities Representatives of AIC and seven are Investment Advisor Representatives.

AIP's primary business activity is providing investment advisory services. As noted above, six of AIP's professional staff also are registered representatives, and in some instances, are securities principals, associated with AIC. Certain officers and directors of AIC and AIP are also officers and directors of affiliates. Also, certain officers and directors of affiliates are clients of AIP and AIC.

AIP provides investment supervisory services and manages investment portfolios for affiliated and unaffiliated separate accounts, three wrap fee programs that it jointly sponsors with AIC (including **Gemini**), two AIC sponsored wrap fee programs, and eight sub-advised Calvert Research and Management mutual funds. Each client's services are tailored to achieve stated objectives and risk tolerances by managing various asset classes with in-house personnel that have education, training, and experience with these investments.



AIP's Investment Securities departments primarily provide management in the following areas:

- actively-managed fixed income securities, including United States Government and Agency securities, municipal securities, investment grade and high yield public and privately-placed corporate securities,
- mortgage and asset-backed securities,
- passively-managed equity and fixed income securities,
- actively managed equity securities,
- asset allocation and fund selection portfolios, and
- derivative securities (options, futures contracts, swaps, etc.) used to hedge risks associated with securities portfolios, insurance reserves and other asset and liability risks.

AIP's Commercial Mortgage and Real Estate Management and Servicing departments originate and manage portfolios of commercial mortgage loans (including construction and bridge loans) and real estate investments for AIP's affiliated companies. For affiliated insurance companies, this department also manages and oversees a portfolio of residential mortgage loans primarily located in the Washington D.C. Metro area. There are no current plans to originate new residential mortgages for any client.

AIP also acts as a non-discretionary investment advisor on behalf of ALIC and an unaffiliated third-party client as it relates to the investment and asset management of alternative real estate investments, including:

- real estate joint venture investments; and
- revolving credit lines to facilitate the acquisition of real estate assets.

### **Code of Ethics**

AIP's Code of Ethics (Code) outlines the standards of business conduct that shall govern Supervised Persons, including placing the interest of Clients first at all times, requiring that all personal securities transactions be conducted consistent with the Code, prohibiting Supervised Persons from taking inappropriate advantage of their positions and requiring compliance with applicable federal securities laws. The Code further defines prohibited Business Conduct for Access Persons (any director, officer or associate of AIP or a Supervised Person that has access to non-public information or is involved in making securities recommendations to clients), including engaging in any business transaction or arrangement for personal profit based on confidential information, communicating non-public information about Clients' securities transactions, accepting a gift, favor or service of significant value from a Client or Vendor, buying or selling securities or any other property from or to a Client. Prohibited purchases and sales, short-term trading restrictions, exempted transactions, pre-clearance requirements and initial, quarterly, and annual reporting requirements are also detailed in the Code. All supervised persons at AIP must acknowledge the terms of the Code annually, or as amended. AIP will provide a copy of the Code to any client or prospective client upon request, or you can download a copy at our website, [www.ameritas.com](http://www.ameritas.com).

AIP anticipates that it may, in the appropriate circumstances, affect or recommend trading a security in a client account in which AIP, its affiliates, and/or other clients have an existing material direct or indirect financial interest. AIP's employees and persons associated with AIP are required to follow AIP's Code. Subject to satisfying this policy and applicable laws, officers, directors and employees of AIP and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for AIP's clients. The Code is designed to assure that the personal securities transactions, activities, and interests of the employees of AIP will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions or exceptions to prohibited purchases and sales, based upon a determination that these would not materially interfere with the best interest of AIP's clients. In addition, the Code requires pre-clearance of most securities transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under

the Code, and to reasonably prevent conflicts of interest between AIP and its clients.

As described elsewhere in this brochure, certain primarily affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with AIP's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. AIP will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

### **Participation or Interest in Client Transactions and Other Conflicts of Interest**

AIC or AIP personnel may act in multiple capacities with respect to clients who establish **Gemini** accounts, and these may create conflicts between the interests of our clients and the interests of AIC, AIP, our affiliated companies and associates, including those listed below. We endeavor to always place the interests of our clients ahead of all other interests.

### **Principal Trades and Agency Cross Trades**

It is AIP's policy that the firm will not execute any Principal Trades or Agency Cross Trades for unaffiliated client accounts, including Gemini accounts. Under certain circumstances AIP, as advisor to Ameritas or other affiliated institutional accounts, may recommend or, at the client's request, facilitate a direct cross trade between two or more Ameritas affiliated accounts. Generally, these would not involve a broker acting as an intermediary, and the client(s) would direct custodians to transfer the current value of the securities between accounts as a free receipt / free delivery transaction.

Such cross trades would be driven by the affiliated clients' desire to re-balance portfolios across affiliated accounts and better position the portfolios strategically. Under these circumstances, we would ensure that the cross trades were executed in accordance with clients' Investment Policies and that they would be in all clients' best interest.

### **Affiliated Variable Annuity Contracts in Client Accounts**

AIP clients may be advised by AIP's affiliates to purchase variable insurance products issued by ALIC or Ameritas Life of NY and underwritten by AIC. Such variable insurance products may not be acquired or held in a Gemini, Mercury, or Private Clients wrap fee Program Account, but they may be acquired separately by a common client in an AIC account under the advice of one of AIC's registered representatives. Such purchases would, if approved by the client, be cleared through the broker-dealer, which would be compensated in connection with that transaction.

These affiliated variable annuities may contain a Guaranteed Lifetime Withdrawal Benefit "GLWB" rider which, if acquired before May 1, 2013, requires participation in either (i) any one of three static Asset Allocation models which may include Calvert Funds, including a Fund where AIP is the sub-advisor, or (ii) one of the three Calvert volatility managed funds where AIP is the sub-adviser for managing exchange-traded funds in the Portfolios. For these affiliated variable annuities with GLWB riders dated on or after May 1, 2013, contract holders are required to choose one of the Calvert volatility managed funds as the sole investment.

Additionally, other investment options available in affiliated variable insurance products may be invested in Calvert Funds, including those where AIP continues to earn sub-advisory fees. In cases where AIP and AIC both earn advisory fees for assets in no-load annuity contracts issued by ALIC, the advisory fee billed to a client account by AIC will be reduced by the amount of sub-advisory fees earned by AIP.

Investors should always read the variable annuity prospectus carefully before sending money.

### **Asset Allocation and Fund Selection Recommendations**

AIP selects specific mutual funds to recommend for model portfolios using provided asset class allocations. These model portfolios are used in the Advantage Advisory Program that is marketed by Ameritas Retirement Plans. This Program provides fiduciaries of participant directed retirement plans with investment advisory services to prudently select and monitor their plan's designated investment alternatives. Calvert Funds currently are not included in this Program.

AIP has been engaged by affiliated sponsors of certain pension plans and employee benefit associations to 1) support and assist in establishing and maintaining investment policies; 2) analyze and recommend securities and mutual fund selections within an Ameritas group variable annuity; and 3) monitor and report on performance. Funds recommended for these accounts may include Calvert Funds sub-advised by AIP. As such, a conflict of interest exists.

### **Other Conflicts of Interest**

AIP's associates may, from time to time, make recommendations to its advisory clients relating to securities in which such associates have a personal investment. Although such recommendations are not specifically reported, AIP associates are required to obtain pre-transaction approval for personal securities transactions, initial public offerings, and private placement securities.

Certain directors and officers of AIP are also directors or officers of AHC, AIC, ALIC, Ameritas Life of New York, and Griffin Realty, LLC. Also, certain associates (including officers and directors of affiliates) are clients of affiliated Wrap Fee Programs.

AIP's IARs and associates or AIC associates may purchase or own variable insurance products issued by ALIC or Ameritas Life of NY. Securities underwritten by AIC may also be recommended to AIP clients.

As co-sponsor of the Gemini, Mercury, and Private Clients Programs, AIC provides all brokerage services for these accounts and AIP provides all investment portfolio advisory services. In choosing to open one of these Wrap Fee Program Accounts, the client also has chosen AIC as their broker and AIP as their investment adviser. AIP offers other asset management services for larger accounts who are not interested in a Wrap Fee Program. These arrangements would be structured more like those described in the Institutional Account sections where AIC generally is not used as a broker. In recommending participation in a Wrap Fee Program, AIC, through its IARs, is recommending itself as broker. If a client chooses to implement securities transactions through one of these Programs, a conflict of interest exists since AIC and its associates might receive commissions or other compensation. A client is under no obligation to open a Wrap Fee Program Account and use AIC as their broker. If a client chooses another arrangement, they may pay more or less for implementation and ongoing operations of the account.

As a full-service broker-dealer and registered investment adviser, AIC may handle accounts for, and may render investment advice and other investment management and broker-dealer services (including investment banking services) to other investors and institutions with respect to, and it may for its own account hold, purchase, sell or otherwise trade in and deal with, securities which are the same or similar to those recommended to other clients. Similarly, AIP may handle accounts, render investment advice and other management investment services for other investors and institutions with respect to services which are the same or similar to those recommended to other clients. AIP and AIC reserve the ability to offer investment advisory services in other programs on other terms and either may offer other programs whereby clients acquire investment advisory, brokerage, and administrative services for an all-inclusive wrap fee. Therefore, AIC and/or AIP may from time to time have a conflict regarding clients of its other services as well as its clients to whom it provides investment advisory services.

AIC may execute transactions as broker or agent for both **Gemini** accounts and other clients. In recommending participation in a Wrap Fee Program, AIC and its Investment Adviser Representatives are recommending AIC as the broker. In affecting securities transactions in a **Gemini** Program Account, a conflict of interest exists since AIC and its associates might receive commissions or other compensation, including 12b-1 distribution fees. To the extent that AIC receives 12b-1 fees in advisory accounts, such fees will be rebated back to clients to mitigate the conflict. For additional information on AIC's brokerage practices, please refer to the AIC Form ADV, Part 2A Firm Brochure.

AIC and/or its affiliated companies may, from time to time, participate as an investor in partnerships that invest in various securities. AIC clients may be advised to purchase interests in such partnerships.

In addition, and as noted above, AIP is part of a family of companies engaged in the financial services and insurance industries. These companies, some of which may be regarded as "related persons" of AIP, may have direct or indirect interests in securities about which AIP and/or AIP advisory representatives may provide investment advice.

AIP will disclose all material conflicts of interest so that existing and prospective clients may evaluate their impact on any relationship.

### **Review of Accounts**

Transactions placed through AIC accounts are reviewed daily by associates processing such trades, and AIP reviews each account on an ongoing basis to ensure that the account is managed in accordance with stated objectives. AIP uses the Envestnet | Tamarac Trading and Reporting modules that continuously monitor compliance with and alert the manager to possible violations of or drift from clients' investment strategies that have been programmed into the system. Annually AIC's IAR is expected to meet with each of their clients and AIP will survey accounts for any changes in the Investment Questionnaire and Asset Allocation Worksheet. AIP reviews these updates to determine whether changes may impact the suitability of investments in clients' portfolios or would cause a revision to investment strategies.

### **Client Referrals and Other Compensation**

The **Gemini** Program is a co-managed account and structured such that AIP and AIC share the single account fee. Such fees generally are deducted from client assets by AIC and allocated to each affiliate based on an agreed-upon percentage for the services provided. AIC pays their IAR a portion of the fee for recommending the Program to Investors, assisting them in developing and maintaining investment objectives and asset allocation limits, assisting Investors in completing required account opening documents, and providing ongoing financial planning.

For additional information about AIC's compensation practices and related conflicts, please refer to AIC's Form ADV, Part 2A Firm Brochure.

### **Financial Information**

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about AIP's financial condition. AIP has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.