



Morningstar Investment Services LLC Form ADV Part 2A: Firm Brochure *Morningstar® Managed PortfoliosSM*

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This brochure provides information about the qualifications and business practices of Morningstar Investment Services LLC. If you have any questions about the contents of this brochure, please contact us at 312-696-6000 or send an email to complianceemail@morningstar.com. The information in our 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 Morningstar Investment Services LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Morningstar Investment Services LLC is registered with the SEC as a registered investment adviser. Registration with the SEC does not imply a certain level of skill or training.

Please retain this brochure for future reference.

All current versions of our firm brochures are available in the Part 2 Brochures section of this record on the SEC's website. You can also request a copy of our current brochure free of charge by contacting our Compliance Department at 312.696.6000, or by email to complianceemail@morningstar.com. In your request, please indicate the name of the company (Morningstar Investment Services LLC) and the service brochure(s) (Morningstar® Managed PortfoliosSM and/or Morningstar® Managed Plan SolutionsSM) you are requesting.

Item 2. Material Changes

The *Morningstar® Managed PortfoliosSM* Firm Brochure dated April 14, 2021 contains changes since our last annual update dated March 16, 2021:

Item 4. Advisory Business was updated to note that some of our Select Equity Portfolios may hold up to approximately 80 securities.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss now includes information about our Morningstar U.S. Sustainability Wide Moat Focus Portfolio. This Portfolio is part of our Select Equity series and it tracks the Morningstar® U.S. Sustainability Wide Moat Focus IndexSM offered by our ultimate parent company, Morningstar, Inc.

This Firm Brochure also contains the following changes made since our annual update in March 27, 2020:

Item 4. Advisory Business was updated to reflect our assets under management as of December 31, 2020.

Item 7. Types of Clients was updated to include the Wealth Builder series of Portfolios.

Item 10. Other Financial Industry Activities and Affiliations was updated to reflect that our parent company, Morningstar Investment Management LLC, uses other members of Morningstar's investment Management group as "participating affiliates" such that they treat specific employees of our affiliates

as associated persons for the provision of certain services, that indexes created by our ultimate parent company, Morningstar, Inc., are used to create model portfolios available under our Morningstar Managed Portfolios program, and to reflect updated information about the DBRS Morningstar group of companies. We also noted that our affiliate, Morningstar Research Services, will not provide qualitative analysis on separately managed accounts or model portfolios we offer.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading was updated to clarify that we have the option to participate in cross trades but will only do so when we feel it is in the best interest of our clients.

Item 12. Brokerage Practices was updated to clarify that in instances where we offer different versions of a Portfolio, those Portfolios versions are treated as separate strategies for trading purposes.

Item 14. Client Referrals and Other Compensation was updated to note that Morningstar, Inc., our ultimate parent company, may introduce clients to us for a referral fee.

In December 2020, Morningstar Investment Services launched new Portfolios, the Fixed-Income Allocation series and the Select Fixed-Income Portfolios series. We retained an unaffiliated investment adviser as a Sub-Adviser to our Select Fixed-Income Portfolios and have delegated certain of our duties related to those Portfolios to them. In Our Program and Third-Party Programs where we have discretion over client accounts, our Sub-Adviser acts as a discretionary Investment Manager to clients invested in these Portfolios, including having the discretion as to when to place transactions, the broker/dealer used for executing transactions, and when to rebalance, and/or reallocate the client's Portfolio.

Where we act as a Model Provider to Third Party Programs and Platforms, the Sub-Adviser provides the construction and ongoing monitoring and maintenance for these Portfolios on our behalf, but neither we nor the Sub-Adviser has discretion with respect to client accounts invested in accordance with our Portfolios through such Third Party Programs and Platforms. We continue to be the responsible party for our Program and are fully responsible for the proper performance of the Sub-Adviser with respect to the services rendered by it under the sub-advisory agreement. To address the new Portfolios and the use of Sub-Adviser, we added:

- *Item 4. Advisory Business* – information about the retention of a Sub-Adviser and the Sub-Adviser's duties, and a description of the Fixed-Income Allocation and Select Fixed-Income Portfolios
- *Item 5. Fees and Compensation* – fee schedules for the Select Fixed-Income Portfolios and information about fees typically charged when transactions are placed through a broker/dealer other than the client's Custodian
- *Item 7. Types of Clients* – Fixed-Income Allocation and Select Fixed-Income Portfolios to the Minimum Account Size chart
- *Item 8. Methods of Analysis, Investment Strategies, and Risk of Loss* – a description of our Sub-Adviser's investment process, with instructions on how to obtain the Sub-Adviser's Form ADV Part 2 Brochure for additional information, and material risks specific to fixed-income securities

- *Item 12. Brokerage Practices* – information on our valuation procedures and risks related to thinly traded securities, along with a section on our Sub-Adviser’s brokerage practices
- *Item 13. Review of Accounts* – a statement that our Sub-Adviser provides ongoing monitoring of the Portfolios it manages on our behalf and account reviews as detailed in its Form ADV Part 2A Brochure
- *Item 16. Investment Discretion* – a description of our Sub-Adviser’s discretion over Client accounts invested in the Portfolios it manages on our behalf
- *Item 17. Voting Client Securities* – information about our Sub-Adviser’s proxy voting responsibilities for Portfolios it manages on our behalf

The Brochure Supplement accompanying this Firm Brochure was updated since the last annual update to include Richard Williams, who was named Head of U.S. Outcome-Based Portfolios. Andrew Lill left our parent company, Morningstar Investment Management LLC, to pursue other business opportunities. Marta Norton replaced Andrew as Chief Investment Officer, Americas and as the Investment Team Supervisor.

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Item 4. Advisory Business

Firm

Morningstar Investment Services is a Delaware limited liability company that was incorporated in 2000. (Where applicable, the terms “we”, “us”, and “our” also includes “Our Representatives”, as defined below, in this Firm Brochure.) Morningstar Investment Services is a wholly owned subsidiary of Morningstar Investment Management LLC. Morningstar Investment Management is a Delaware limited liability company that was incorporated in 1999, an investment adviser registered with the SEC, and a wholly owned subsidiary of Morningstar, Inc. (“Morningstar”). Morningstar is a publicly traded company (Nasdaq Ticker: MORN) with Mr. Joseph Mansueto, Executive Chairman of Morningstar, holding more than 40% of Morningstar’s outstanding shares. Because of that ownership, Mr. Mansueto is an indirect owner of Morningstar Investment Services.

Morningstar Investment Services is registered with the SEC under Section 203(c) of the Investment Advisers Act of 1940, as amended (“Advisers Act”). Morningstar Investment Services has filed the appropriate notices to conduct business in all 50 states, the District of Columbia, the Commonwealth of Puerto Rico, and the Virgin Islands.

Morningstar Investment Services is part of Morningstar’s Investment Management group, a global investment team composed of investment analysts, portfolio managers, and other investment professionals. The Investment Management group consists of Morningstar’s subsidiaries that are authorized in the appropriate jurisdiction to provide investment management and advisory services. The Investment Management group’s investment and operations teams

span the globe, with 9 country offices and primary offices in Chicago, London, and Sydney.

This brochure focuses on the primary purpose of Morningstar Investment Services’ investment adviser operations, which is to provide discretionary or non-discretionary management of model portfolios consisting of securities such as open-end mutual funds, exchange-traded funds, equity securities, or fixed-income securities. You can obtain a copy of our brochures describing our other services by following the instructions above.

The appropriate audience for delivery of this firm brochure depends on the services we provide:

Morningstar Investment Services as Model Manager - This firm brochure is meant for delivery to our Institutional Clients only. This firm brochure should not be provided to an Institutional Client’s Third-Party Program’s or Platform’s underlying clients unless we have discretion over the clients’ accounts (see next paragraph).

Morningstar Investment Services as Investment Manager - This firm brochure is meant for delivery to Our Program’s clients, to our Institutional Clients that sponsor a Third-Party Program, and to clients of the Third-Party Program whose assets we have discretion over.

Please see the Advisory Services section below for definitions of these terms.

Advisory Services – Overview

Morningstar Investment Services offers various investment advisory services that focus on our core capacities in asset allocation, investment selection, and portfolio construction to retail investors and to institutions including, but not limited to, asset management firms, advisory platform providers, banks, broker/dealers, endowments, foundations, insurance companies, investment advisers, investment fiduciaries, plan sponsors of retirement plans, providers of retirement plan services, trusts, and other business entities (collectively “Institutional Clients”).

We offer model portfolios (“Portfolios”) for individual or non-individual (e.g. trusts, corporations or other business entities, etc.) investors (“Clients”) under the service name Morningstar® Managed PortfoliosSM. As described in more detail below, our Portfolios are offered through:

- an investment advisory program we sponsor (the “Morningstar Managed Portfolios Program” or “Our Program”) whereas we provide discretionary advisory services to clients invested in accordance with our Portfolios;
- investment advisory programs sponsored by Institutional Clients who are investment advisers or exempt from registration as an investment adviser (“Third-Party Programs”); and
- investment advisory platforms offered by Institutional Clients for use by other investment advisers with their clients (“Platforms”).

We act as an “Investment Manager” for Our Program and Third-Party Programs where we have discretion over Client accounts managed in accordance with our Portfolios.

We act as a “Model Provider” to Third-Party Programs where we don’t have discretion over accounts managed in accordance with our Portfolios and to Platforms. The Institutional Client sponsoring the Third-Party Program or the advisory firms using a Platform maintains discretion over these accounts and they have the ability to deviate from the underlying holdings we recommend for use with our Portfolios.

Ongoing monitoring and maintenance of the Portfolios is provided by the investment professionals of our direct parent company, Morningstar Investment Management. In accordance with an agreement between Morningstar Investment Management and us, those investment professionals are acting on our behalf in connection with Our Program and the Portfolios (“Our Representatives”).

Typically, Morningstar Managed Portfolios are provided in connection with various unaffiliated registered investment advisers ("Advisory Firm"), with an investment adviser representative of the Advisory Firm ("Financial Adviser") typically carrying out some or all of the responsibilities on behalf of the Advisory Firm.

Portfolios are created by Morningstar Investment Management or are based on the strategies of another investment adviser we retained under a sub-advisory agreement ("Sub-Adviser"). We delegate certain of our duties to the Sub-Adviser with respect to or Program and/or the management of certain Portfolios. Notwithstanding such agreement, we continue to be the responsible party for our Program and are fully responsible for the proper performance by the Sub-Adviser of the services rendered by it under the sub-advisory agreement.

Portfolios, most notably those utilizing mutual funds, may have underlying holdings that include one or more of the funds within Morningstar Funds Trust ("Morningstar Funds"). Morningstar Funds Trust is registered with the SEC as an open-end management investment company under the Investment Company Act of 1940, as amended. Morningstar Investment Management is the investment adviser to the Morningstar Funds. Morningstar Funds may only be utilized in connection with Our Program and certain Third-Party Programs and Platforms.

Morningstar® Managed PortfoliosSM Program

Our Program is made available to Clients primarily through arrangements we have with Advisory Firms. The Financial Adviser typically carries out some or all of the responsibilities (described below) on behalf of the Advisory Firm.

The Program includes various strategies consisting of mutual funds, exchange-traded funds, fixed-income securities, and/or equity securities. Within Our Program, we (or in some cases, our Sub-Adviser) offer discretionary investment advisory services as an Investment Manager.

We delegate certain services to Advisory Firms* such as:

- assisting Clients in completing a profile and/or other applicable account opening forms;
- determining suitability of Our Program and/or investment strategy and selected Portfolio for each Client
- meeting at least annually with each Client to review any changes in their financial situation; and
- acting as liaison between us and Clients.

*In certain circumstances, a Client's Financial Adviser is our employee ("Our Adviser") and therefore the Client's relationship is directly with us and not through an unaffiliated, independent Advisory Firm. Under this arrangement, Our Adviser will provide the applicable services of Financial Adviser noted within this brochure.

For these services, Morningstar Investment Services and Client's Advisory Firm will each receive a portion of the total fee paid by Client for use of Our Program. Please see the Fees and Compensation section below for more information.

In certain situations, Our Program is a "wrap fee program" in which we are the sponsor of Our Program and provide Our Program's portfolio management services. More information about the wrap fee program can be found in the Brokerage Practices section and within the Form ADV Part 2A Appendix 1: Wrap Fee Program Brochure.

Morningstar® Managed PortfoliosSM for Third-Party Advisory Programs or Platforms

We offer Portfolios to Institutional Clients designed for use with their Third-Party Program or Platform and provide on-going monitoring and maintenance of the Portfolios. The identification and selection of underlying asset classes and/or securities for each Portfolio is typically based on a universe of investments as defined by the Institutional Client. We may also provide Institutional Clients with

rebalancing and reallocating recommendations at the time the asset class and/or the underlying securities should be revisited or adjusted. We may provide wholesaling and marketing support to the Institutional Client.

In addition, when acting as an Investment Manager to Third-Party Programs, we are responsible for selecting and monitoring the asset allocations and underlying holdings of Clients invested in accordance with the Portfolios; we have discretion and will submit trade instructions to the qualified custodian selected by the Third-Party Program to place trades for Clients.

As described above, we delegate some of these duties to our Sub-Adviser for specific Portfolios.

We also delegate certain services to the Advisory Firm (and/or Financial Adviser) such as:

- assisting Clients in completing profile and/or other applicable account opening forms;
- determining suitability of the program and/or investment strategy and selected portfolio for each Client;
- meeting at least annually with each Client to review any changes in their financial situation; and
- acting as liaison between us and Clients.

Morningstar® Managed PortfoliosSM Strategies

The investment strategies available within Morningstar Managed Portfolios are shown below. Please note that strategies are not be available through all Advisory Firms, Third-Party Programs, or Platforms, or with all custodians. We reserve the right to add or remove a Portfolio at any time.

Asset Allocation Series

We offer several multi-asset strategies whose underlying holdings consist primarily of open-end mutual funds and/or exchange-traded funds ("ETFs"). The Asset Allocation Series is a range of core, diversified portfolios that span the risk profile spectrum to help meet investors' varied life-stage needs. The portfolio series use a valuation-driven asset allocation process (with the exception of the Momentum series) and independent approach to investment selection.

The *Mutual Fund Asset Allocation Portfolios*' underlying holdings consist primarily of open-end mutual funds.

The *ETF Asset Allocation Portfolios*' underlying holdings consist primarily of ETFs.

The *Active/Passive Asset Allocation Portfolios* seek to use active investments to increase return potential, and passive investments to help lower costs and nimbly implement targeted asset allocation ideas. Depending on the custodian used, these portfolios combine actively managed mutual funds and ETFs, or they may consist of active and passive mutual funds. The Portfolios in this series can include Morningstar Funds, but we will not allocate more than 65% of a Portfolio to Morningstar Funds. We implemented this cap in order to mitigate real or perceived conflicts of interest that could occur when allowing a larger allocation.

The *Momentum Series Portfolios* span the risk spectrum and are designed, following a rules-based strategy, to capitalize on the tendency of asset class returns to follow a pattern of upward or downward trending performance. Due to the high-turnover nature of this strategy, the Portfolios in this series are generally best suited for non-taxable accounts. The underlying holdings of the Portfolios in this series consist primarily of ETFs.

The *Wealth Builder Portfolios* are streamlined, diversified ETF portfolios that offer professional active management for small-balance accounts.

The *ESG Asset Allocation Portfolios* integrate sustainability considerations within diversified portfolios spanning the risk spectrum. These diversified portfolios use a

valuation-driven asset allocation process and independent approach to investment selection to seek competitive, risk-adjusted returns. Active investments aim to increase return potential, while passive investments help portfolios remain diversified, low-cost, and tax efficient. Further, passive investments help implement valuation-driven asset allocation ideas. All underlying mutual fund and ETF investments consider environmental, social and governance (ESG) factors in their investment decision-making and portfolio construction processes.

The *Fixed-Income Allocation Portfolios* use a valuation-driven asset allocation process and independent approach to investment selection. Some of the strategies seek to provide total return while also generating current income and capital preservation through either mutual funds or exchange-traded funds that primarily invest in investment-grade bonds of varying maturity, duration, and credit quality across various sectors of the global fixed-income market. Another strategy seeks to provide income exempt from federal taxes as well as capital appreciation through one or more mutual funds that primarily invest in domestic, investment-grade, tax-exempt issues by state and local governments.

Outcome-Based Series

We offer a variety of multi-asset strategies that are designed to align our best-ideas and valuation-driven investment approach with investors' financial planning needs and goals. Some strategies may address a certain goal, such as multi-asset income or tax-advantaged income generation, while others seek to further diversify existing portfolios that may lack exposure to certain market segments. The underlying holdings of the strategies that make up the Outcome-Based Series are primarily open-end mutual funds and/or ETFs.

The *Absolute Return Portfolio* aims to capture opportunities in strong market environments while providing a level of downside protection in weaker ones; as a "go anywhere" Portfolio, it allows the underlying mutual fund managers to take advantage of potential market opportunities as they seek to generate targeted levels of absolute-, not relative-return. The Absolute Return Portfolio uses a diverse range of alternative investments across global markets in pursuit of moderate, consistent returns that aren't dependent on the direction of the broad markets. It seeks to minimize volatility and drawdown in the Portfolio, using investments designed to act as shock absorbers relative to the U.S. fixed-income or equity markets. It aims to combine traditional and alternative investments with low correlations to each other and the broad markets, offering diversified exposure across geographies and asset classes.

The *Global Allocation Portfolio* invests in a range of globally diversified equity, fixed-income, and alternative mutual funds as a core holding for investors seeking to increase their diversification outside the United States. Its global mandate allows it to invest in a wide range of securities, providing significant exposure to both domestic and foreign securities. While this Portfolio invests in a broadly diversified range of assets, it may not be fully invested in each asset class at any given time - the Portfolio's mandate allows the portfolio managers to respond to changing market conditions and they may at times emphasize certain asset classes, regions, or sectors of the market.

The *Global Opportunities Portfolio* invests in a range of global diversified equity mutual funds.

The *Multi-Asset Income Portfolio* aims to deliver a moderate and sustainable range of income above prevailing cash levels while protecting capital for the long term, taking an absolute view of income, not one based on a

benchmark. The underlying holdings of the Portfolio consist primarily of open-end mutual funds.

The *Multi-Asset High Income Portfolio* seeks long-term income generation and capital preservation. The portfolio strives to generate a yield of 300 to 500 basis points above the yield of cash in most market environments. It invests in mutual funds within the Morningstar Funds Trust that represent a diversified range of fixed-income, equity, and alternative strategies. Our valuation-driven asset allocation approach seeks to maximize income at what we believe is an acceptable risk level.

The *Real Return Portfolio* is designed to help preserve the real value of assets over an intermediate time horizon by aiming to deliver positive inflation-adjusted returns without taking on excessive risk. This Portfolio invests in a variety of assets with inflation-hedging properties and can be used as a core portfolio or a complement to traditional asset allocations. This Portfolio invests in mutual funds that may invest in various fixed-income asset classes (i.e., TIPS, bank loans, global bonds, high-yield bonds) and alternatives (i.e., commodities, emerging market currency, absolute return, real estate).

The *Retirement Income Series* is a range of Portfolios each designed for a specific stage of retirement. This series follows a targeted approach to help support the shift from accumulating assets to spending them and aims to support an annual withdrawal rate over a retiree's time horizon. Each Portfolio in this series is diversified across multiple asset classes, including alternative investments which helps temper volatility and provides some downside protection relative to the broad equity market. The underlying holdings of the Portfolios in this series consist primarily of open-end mutual funds.

The *Tax-Advantaged Income Portfolio* is designed for investors seeking a relatively conservative investment grade municipal bond portfolio that provides diversified exposure to various types of tax-exempt bonds and bond maturities. This Portfolio is not suitable for individual retirement accounts ("IRAs"). The underlying holdings of this Portfolio consist of open-end mutual funds but may also include ETFs. This Portfolio can include Morningstar Funds, but we will not allocate more than 65% of the Portfolio to Morningstar Funds. We implemented this cap in order to mitigate real or perceived conflicts of interest that could occur when allowing a larger allocation.

The *U.S. Real Return Series* is a range of diversified, multi-asset core portfolios aligning our best-ideas and valuation-driven investment approach with investors' financial planning needs and goals. The Portfolios in this series seek to generate returns that seek to outpace inflation by one, three, four, or five percentage points over a three-, five-, seven-, or ten-year horizon respectively. The underlying holdings of the Portfolios in this series consist primarily of open-end mutual funds but may also include ETFs and common stocks.

The *Contrarian Series* is a range of rules-based Portfolios with flexible allocations designed to take advantage of market opportunities as they arise. The underlying holdings of the Portfolios in this series consist primarily of ETFs, representing what our research shows are the five most unloved mutual fund categories (in terms of dollars and as a percentage of average net assets) in each of the five preceding years.

The *Target-Date Series* is a range of Portfolios that take a holistic view of an investor's total wealth. These Portfolios consist of multiple target-date vintages, ranging from a 2060 retirement target date to a 2005 target date (e.g. someone already in retirement), as well as a final Income Portfolio representing the landing point for a given glide path. The underlying holdings of the Portfolios in this series consist of open-end mutual funds and ETFs.

Select Equity Portfolios Series Strategies

The Select Equity Portfolios combine the advantages of separately managed accounts with our active portfolio management. Grounded in research and professionally managed, each portfolio is relatively focused, with 20 to 40 holdings being the norm for most Portfolios. (Some portfolios may hold up to ~80 securities.) This series of portfolios spans the stock market spectrum and consists primarily of common stocks listed on U.S. stock exchanges. Certain Select Equity Portfolios (Custom Series) offer a sophisticated level of customization features such as the ability to incorporate your existing stock holdings into the portfolio. (Restrictions apply.) ETFs may be used within certain Select Equity Portfolios to help maintain a broad market or sector exposure during tax loss harvesting, to gain access to specific markets or sectors that include companies that do not have corresponding American Depository Receipts, or for other purposes. It is important to note that ETFs used in your account will have different risk and return characteristics than equity securities. Additionally, clients can choose to include an allocation to fixed-income mutual funds or ETFs as part of certain Select Equity Portfolio strategies.

Select Fixed-Income Portfolios – Sub-Advised by Nuveen Asset Management, LLC

We retained Nuveen Asset Management, LLC (“Nuveen” or “Sub-Adviser”), an unaffiliated investment adviser, as a Sub-Adviser to our Select Fixed-Income Portfolios and have delegated certain of our duties related to those Portfolios to them. In Our Program and Third-Party Programs where we have discretion over client accounts, Sub-Adviser acts as a discretionary Investment Manager to clients invested in these Portfolios, including having the discretion as to when to place transactions, the broker/dealer used for executing transactions, and when to rebalance, and/or reallocate the client’s Portfolio. Where we act as a Model Provider to Third Party Programs and Platforms, Sub-Adviser provides the construction and ongoing monitoring and maintenance for these Portfolios on our behalf, but neither we nor Sub-Adviser has discretion with respect to client accounts invested in accordance with our Portfolios through such Third Party Programs and Platforms.

The Select Fixed-Income Portfolios include actively managed strategies that seek to provide predictable income and capital appreciation by investing in fixed-income securities and ladder strategies that seek to provide predictable income through a portfolio of fixed-income securities that will typically be held to maturity or are sold as they reach the portfolio’s minimum maturity. Both active and ladder portfolios are available in taxable and tax-exempt¹ (municipal bond) versions.

Certain Select Fixed-Income Portfolios allow for the choice of a state-specific, state-preference, or national portfolio. State-specific portfolios generally hold municipal bonds from an investor’s state of residence or U.S. territories. State-preference portfolios hold a minimum allocation of municipal bonds from an investor’s state of residence or U.S. territories, with the remainder invested in out-of-state municipal bonds. (State-specific and state-preference portfolios are only available for select states and are subject to availability.) National-preference portfolios are national portfolios with a secondary preference to an investor’s state of residence that is filled opportunistically over time (if at all) depending on supply, relative value, and strategic guidelines. (There is no assurance that municipal bonds from the investor’s state of residence will be included in the national-preference portfolio at any time.) National portfolios are built from a broad universe of municipal bonds with no regard to an investor’s state of residence.

¹Municipal bonds offer favorable tax treatment to many investors as most municipal bond income is exempt from federal income tax. Investors purchasing municipal bonds issued by their state, city, or county of residence may also be exempt from state or local taxes on the municipal bond’s income.

In addition, the following products are available in Our Program:

Enhanced Cash Option (Bank of New York Mellon custodial platform) and Dollar Cost Averaging Option (Schwab and Fidelity custodial platforms)

The Enhanced Cash Option (“ECO”) Portfolio will typically consist of money market and/or short-term fixed-income mutual funds.

Please note: money in the ECO Portfolio is not a bank deposit and therefore is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. We are only responsible for the selection of the funds underlying the ECO Portfolio and can replace the funds at any time without prior approval from Client or Client’s Financial Adviser. The ECO Portfolio is typically used by those who desire to systematically invest** (e.g., dollar cost averaging) into Our Program.

Decisions relating to ECO Portfolio, such as if or when to invest, withdraw, hold or transfer to another Portfolio are the sole responsibility of Client and/or Client’s Financial Adviser. All or a portion of Our Program’s minimum account size may be placed in the ECO Portfolio. See the Fees and Compensation section for additional information on the Our Net fees assessed for the ECO Portfolio.

The Dollar Cost Averaging (“DCA”) option may be requested by clients whose accounts are custodied at Schwab or Fidelity. Once an account reaches the minimum investment amount for a strategy, Client may request that additional funds be invested in a money market fund of our choosing. Over a defined period (not to exceed 12 months in length), we will systematically invest** a portion of the funds in the money market account in the account’s strategy.

Please note: money in a money market fund is not a bank deposit and therefore is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. We are responsible for the selection of the money market fund(s) used for the DCA request and can replace the fund(s) at any time without prior approval from Client or Client’s Financial Adviser. See the Fees and Compensation section for additional information on the Our Net fees assessed for the DCA portion of aa Client’s account

** Systematic investing does not ensure a profit, nor does it protect you against a loss. Systematic investing will not keep you from losing money if you decide to sell your shares when the market is down. You should evaluate your financial ability to continue purchases through periods of volatile price levels before deciding to invest this way.

Enhanced Portfolio Service—This service is no longer offered to new Clients.

If a Client’s initial account size was at least \$1 million, Client may have elected the Enhanced Portfolio Service (“EPS”). EPS is part of Our Program but is separate from the above-mentioned strategies. EPS is intended for those that are seeking a portfolio strategy that is tailored around their total current holdings, not just the holdings in their account under Our Program. The portfolio strategy will be designed specifically with a view towards each Client’s investment objectives, limitations, and/or guidelines and can consist of a variety of mutual funds, ETFs, and equity securities.

Individual 401(K) Account

If Client is establishing an individual defined contribution plan and wishes to use Our Program, Client will be presented with various items for review, including a defined contribution plan custodial agreement. The plan custodial agreement, among other things, appoints a custodian for the 401(k) plan. That agreement is necessary to meet applicable tax requirements and will disclose fees charged by the custodian for setting-up and administering the plan, which are in addition to Our Program’s Total fee. The plan’s custodian is not affiliated with us and the custodian takes full responsibility for administering the plan in accordance with the plan custodial agreement

The Portfolios for each of the above investment strategies are model portfolios and are not themselves a mutual fund registered under the Investment Company Act of 1940, as amended.

Use of Morningstar Funds

A Portfolio, most notably those utilizing mutual funds, may have underlying holdings that include one or more of the funds within Morningstar Funds Trust ("Morningstar Funds"). Morningstar Funds Trust is registered with the SEC as an open-end management company under the Investment Company Act of 1940, as amended. Our parent company, Morningstar Investment Management, acts as investment adviser to the Morningstar Funds. The Morningstar Funds became accessible through Our Program in November 2018. Each Morningstar Funds' summary prospectus, prospectus, statement of additional information ("SAI"), and other regulatory filings are available at <http://connect.rightprospectus.com/Morningstar>.

Morningstar® Managed PortfoliosSM Program Process

Pre-Account Opening

Before opening an account under Our Program, Client's Financial Adviser will assist Client in completing a client profile ("Profile"). This Profile helps Client and Client's Financial Adviser determine such things as Client's risk tolerance, investment objectives, time horizon, financial goals, and personal and financial situation, as well as identifying any reasonable restrictions Client wish to place on the management of Client's account assets. Client's Financial Adviser will review Client's Profile responses and assist Client in selecting a Portfolio that is most appropriate for and aligned with your Profile.

If applicable to a specific Portfolio, Client's Financial Adviser will assist Client in completing a "Specification Sheet" or its equivalent. The Specification Sheet allows Client to indicate exclusions, subject to limitations, for items such as specific securities, sectors, industries, master limited partnerships, foreign companies, or fixed-income securities subject to the Alternative Minimum Tax, or other requestable portfolio customizations. Certain Specification Sheets allow Client to indicate any securities transferred-in-kind that Client would like to retain in their Portfolio or for taxable accounts, indicate the number of calendar years (ranging from 2 to 3) over which Client would like to realize an existing portfolio's net capital gain. We will then construct a portfolio that is aligned with Client's Profile and Specification Sheet.

As a reminder, Client may impose reasonable restrictions on the investments made in their account as well as retain the right to withdraw securities or cash from the account, the right to vote or delegate the authority to vote proxies, and the right to be provided with written trade confirmations for all securities transactions made within their account. If we, or our Sub-Adviser, deem your requested restriction inconsistent with the purpose of the Our Program and/or the investment objective of the selected Portfolio, we will inform your Financial Adviser. Upon notification, you can modify the restriction request or discontinue the account opening process. Although we seek to provide individualized investment advice to discretionary client accounts, we will not be able to accommodate investment restrictions that are unduly burdensome or materially incompatible with our investment approach, and we reserve the right to decline to accept, or terminate, client accounts with such restrictions.

If applicable, Client's Financial Adviser will also assist Client with the choice of a qualified custodian ("Custodian") for their account. In Our Program, the selection of Custodian is limited to those Custodians that we have chosen as options for Our Program, and those options may be further limited by Client's Advisory Firm. Similar restrictions may apply in Third-Party Programs and Platforms.

Account Set-Up

Once an appropriate strategy, portfolio, and Custodian have been selected, Client and Client's Financial Adviser must review the disclosure documents and complete applicable account documents. Account documents will include an Investment Management Agreement (as explained below) and a brokerage account application for the selected Custodian. Please note, the Custodian is unaffiliated with us and may charge additional fees ("Clearing Fees") for transactions made in Client accounts as a result of investment decisions made by

us for Client accounts and/or other account administrative fees that are in addition to Our Program fees described in greater detail below. Please refer to the Brokerage Practices section below for important information regarding Custodians and Clearing Fees. Client can request Clearing Fee details from their Custodian.

Investment Management Agreement

The Investment Management Agreement is an agreement between Client, Client's Advisory Firm and Morningstar Investment Services (in some cases the agreement is between Client and Morningstar Investment Services only; please see the section titled "Client Referrals and Other Compensation" for more information about these and other arrangements) and is presented to Client during the account opening process. The agreement can be terminated at any time without the imposition of any penalty upon written notice by Client, Client's Advisory Firm, or Morningstar Investment Services to the other(s) and termination will become effective upon receipt of such notice unless otherwise noted. Any termination by us, Client's Advisory Firm, or Client will not, however, affect the liabilities or obligations of the parties incurred or arising from transactions initiated under the Agreement before such termination. Upon receipt of Client notice of termination, we will have no obligation to continue to provide the agreed upon services to Client account.

Pursuant to the discretionary authority granted within the Investment Management Agreement, we or our Sub-Adviser invest, rebalance, and/or reallocate Client account assets to be consistent with the selected Portfolio(s) and reasonable restrictions, if any. These activities will occur as frequently as we or our Sub-Adviser deem necessary. Please note, in certain situations, our or our Sub-Adviser's decision to rebalance and/or reallocate an account will result in Client incurring a redemption fee imposed by one or more of the mutual funds underlying Our Program's Portfolios or other fees/commissions charged to Client associated with an underlying Portfolio holding, the broker/dealer executing the trade, or the Custodian. For multi-strategy accounts (those accounts allocated to more than one Portfolio), we or our Sub-Adviser will rebalance and reallocate each Portfolio in a multi-strategy account as we or our Sub-Adviser deem necessary. In addition, account-level rebalancing (i.e., targeting a specific allocation between the Portfolios chosen) shall be at our discretion.

Morningstar® Managed PortfoliosSM Third-Party Advisory Programs or Platforms Process

Each Third-Party Program and Platform has their own unique pre-account opening, account set-up, and investment management agreement process. Please consult the Institutional Client and/or account opening documents for more information about each Third-Party Program or Platform's methods.

Customized Services

For Our Program and where we act as an Investment Manager for a Third-Party Program, we provide advice based on the Portfolio(s) Client and Client's Financial Adviser chose and take into account any reasonable restrictions requested. For Clients investing in a Select Equity Portfolios strategy under the Custom Series or certain Select Fixed-Income Portfolios, we are able to provide additional customizations.

Wrap Fee Programs

When an asset-based pricing Clearing Fee structure is chosen by Client and Client's Financial Adviser utilizing pricing negotiated between us and the custodian, Our Program is a "wrap fee program." For Our Program, we are the sponsor of the wrap fee program and provide the wrap fee program's portfolio management services. More information about the wrap fee program can be found in the Brokerage Practices section and within the Form ADV Part 2A Appendix 1: Wrap Fee Program Brochure.

Assets Under Management

As of December 31, 2020, the regulatory assets under management for Morningstar Investment Services (rounded to the nearest \$100,000) were:

Discretionary Assets: \$12,175,700,000

As of December 31, 2020, the assets under advisement for Morningstar Investment Services (rounded to the nearest \$100,000) were:

Non-Discretionary Assets: \$4,117,800,000

Item 5. Fees and Compensation

Fees and Compensation

Morningstar® Managed PortfoliosSM Program

Each Client account in Our Program is charged an annual fee ("Total Fee") that covers services provided to your account. It includes a fee imposed by us ("Morningstar Program Fee") and a fee imposed by your Advisory Firm ("Advisory Firm Fee"). A portion of the Total Fee is debited from Client's account quarterly either in advance based on the prior period's ending balance or in arrears based on the average daily balance for the applicable period, depending on the selected Custodian.

The **Morningstar Program Fee** consists of two separate fees that cover:

- Non-investment management activities, most notably the maintenance of our platform and middle-office services (the "Administration Fee"), and
- Model portfolio investment management activities (the "Investment Management Fee").

The Administration Fee is:

	First \$500k	Next \$500k	Next \$1MM	Over \$2MM
Administration Fee	0.20%	0.15%	0.10%	0.05%

If you select any Portfolio in which one or more of the underlying holdings is a Morningstar Fund, the Investment Management Fee we charge does not include a fee with respect to those Morningstar Funds (i.e., if the Portfolio includes Morningstar Funds and third-party funds, the Investment Management Fee we charge covers the investment management activities we undertake with respect to the third-party funds only.) In accordance with the Investment Management Agreement between our parent company, Morningstar Investment Management, and Morningstar Funds Trust, our parent company receives compensation from Morningstar Funds Trust based on the assets invested in the Morningstar Funds for the investment management activities they perform for the Morningstar Funds. This compensation is noted within the Morningstar Funds Trust prospectus which is available at <http://connect.rightprospectus.com/Morningstar>. Since our parent company receives compensation for this activity, we don't charge a separate Investment Management Fee with respect to the Morningstar Funds in a Portfolio.

Therefore, it's important to note that for those Portfolios that include Morningstar Funds and other securities (such as third-party mutual funds or ETFs), the Investment Management Fee is **only** applicable to the investment management activities carried out for the non-Morningstar Funds securities. See the fee schedules below for more information about the Investment Management Fee for each Portfolio.

The **Advisory Firm Fee** covers activities related to the set-up and on-going monitoring of your account by your Financial Adviser, most notably ensuring the Program and the Portfolio(s) you select are and continue to be appropriate for you. The Advisory Firm may also assess an administrative fee ("**Advisory Firm Admin Fee**"). The Advisor Firm Fee and the Advisory Firm Admin Fee (if applicable) is solely determined by the Advisory Firm and/or Financial Adviser. We do not determine the fee that the Advisory Firm will charge, other than setting a maximum fee they can charge. Their determination of what the Advisory Firm Fee and the Advisory Firm Admin Fee (if applicable) will be for each Client will be noted within the Proposal presented to Client as part of Client's account

opening documents. (Please note, if Client's Financial Adviser is Our Adviser, no Advisory Firm Fee or Advisory Firm Admin Fee is charged.)

In certain situations, Morningstar Investment Services and the Advisory Firm negotiate the Morningstar Program Fee and/or breakpoints applicable to a Client's account.

For a detailed explanation of the Total Fee applicable to your specific account, please review your account opening documents. We encourage Clients to review the Total Fee, as well as other information contained in the account opening documents, carefully. Certain Institutional Clients using Our Program have a different fee schedule than the standard fee schedules noted below. In no case will the Morningstar Program Fee be higher than what is noted below.

Morningstar Program Fee

Clients should refer to their account opening documents to determine what fee schedule applies to their account(s). The standard fee schedules are as follows:

Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely Morningstar Funds

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
Morningstar Program Fee ^{2, 3, 4, 5}	0.20%	0.15%	0.10%	0.05%
Administration Fee Portion	0.20%	0.15%	0.10%	0.05%
Investment Management Fee Portion	0.00%	0.00%	0.00%	0.00%

Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely third-party (i.e. non-Morningstar Fund) mutual funds or a combination of third-party mutual funds and ETFs

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
Morningstar Program Fee ^{2, 3, 5}	0.40%	0.35%	0.30%	0.20%
Administration Fee Portion	0.20%	0.15%	0.10%	0.05%
Investment Management Fee Portion	0.20%	0.20%	0.20%	0.15%

Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely ETFs, or a combination of Morningstar Funds and third-party mutual funds and/or ETFs***

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
Morningstar Program Fee ^{2, 3, 4, 5}	0.30%	0.25%	0.20%	0.15%
Administration Fee Portion	0.20%	0.15%	0.10%	0.05%
Investment Management Fee	0.10%	0.10%	0.10%	0.10%

***While the Investment Management Fee solely covers activities related to the ETF and/or third-party mutual fund underlying holdings in these Portfolios, it is calculated using the full balance of an account invested in accordance with a Portfolio. In theory, to match our other fee schedules, the portion of the account invested in Morningstar Funds would be charged a 0.00% Investment Management Fee and the portion of the account invested in ETFs or third-party mutual funds would be charged 0.20%. However, we cannot calculate fees in that manner due to a limitation of our billing system. Therefore, given that our effective allocation to Morningstar Funds across these Portfolios at the time we set the fee schedule is approximately 50%, we apply 0.10% to the entire account balance, which would be the same as applying 0.00% on half the balance and 0.20% on the other half of the balance.

Dollar Cost Averaging option**Morningstar Program Fee**^{2, 3, 5}Funds in the DCA money market fund(s) **0.20%**Funds invested in the Morningstar Managed Portfolios strategy **See Applicable Strategy Fee Schedule**Enhanced Cash Option Portfolio**Morningstar Program Fee**^{2, 3, 5} **0.20%**Select Equity Portfolios

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
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Morningstar Program Fee^{3, 5} **0.55%** **0.50%** **0.45%** **0.40%**

Administration Fee Portion 0.20% 0.15% 0.10% 0.05%

Investment Management Fee Portion 0.35% 0.35% 0.35% 0.35%

Select Fixed-Income Portfolio — Intermediate Municipal Bond

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
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Morningstar Program Fee^{2, 3, 5, 6} **0.43%** **0.38%** **0.33%** **0.28%**

Administration Fee Portion 0.20% 0.15% 0.10% 0.05%

Investment Management Fee Portion 0.23% 0.23% 0.23% 0.23%

Select Fixed-Income Portfolios — Municipal Bond Ladder Portfolios

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
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Morningstar Program Fee^{2, 3, 5, 6} **0.32%** **0.27%** **0.22%** **0.17%**

Administration Fee Portion 0.20% 0.15% 0.10% 0.05%

Investment Management Fee Portion 0.12% 0.12% 0.12% 0.12%

Select Fixed-Income Portfolio — Intermediate Government/Credit

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
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Morningstar Program Fee^{2, 3, 5, 6} **0.35%** **0.30%** **0.25%** **0.20%**

Administration Fee Portion 0.20% 0.15% 0.10% 0.05%

Investment Management Fee Portion 0.15% 0.15% 0.15% 0.15%

Select Fixed-Income Portfolios — Corporate Bond Ladder Portfolios

	First \$500K	Next \$500K	Next \$1MM	Over \$2MM
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Morningstar Program Fee^{2, 3, 5, 6} **0.30%** **0.25%** **0.20%** **0.15%**

Administration Fee Portion 0.20% 0.15% 0.10% 0.05%

Investment Management Fee Portion 0.10% 0.10% 0.10% 0.10%

Please see the *Other Costs in Connection with Our Advisory Services* section below for additional fees you will incur in connection with an account in Our Program.

2 The Portfolios' underlying mutual funds incur their own internal expenses such as management, transfer agent, shareholding servicing, and 12b-1 fees. In certain situations, we receive an indirect benefit from those mutual funds that pay the Custodian shareholding servicing fees directly. The Custodian, in turn, reduces the monthly fee payable by Morningstar Investment Services to it (in accordance with the agreement between the Custodian and us) by the amount of shareholding servicing fees it receives relating to the clients' assets in Our Program.) To mitigate the conflict of interest this presents (e.g., incentive to select mutual funds with shareholder servicing fees), we deduct from the gross advisory fee at each tier a flat credit amount that is an amount equal to the greater of 25 basis points (i.e., 0.25%) or the aggregate fees received by the Custodian from the mutual funds. The result—gross advisory fee minus the credit amount—is the Morningstar Program Fee.

Example	First 500K	Next 500K
Our Gross Fee	0.65%	0.60%
Credit Amount	(0.25%)	(0.25%)
Morningstar Program Fee	0.40%	0.35%

In addition, we are limited to choosing funds and fund share classes from those made available to us through each Custodian's platform, which can result in us choosing funds that charge other fees outside of our control. There may be cheaper share classes available for a fund on other Custodian platforms. While we typically seek to use the cheapest share class available to us, you should not assume we have access to the share class with the lowest possible expense ratio for a specific fund through your Custodian. More expensive share classes reduce the performance of an account. We periodically review the universe of funds the Custodian makes available to us and update your share class as more attractive options become available.

3 For clients with account assets of \$5 million or above, the Morningstar Program Fee is negotiable.

4 For Portfolios whose underlying holdings consists of one or more of the Morningstar Funds, our parent company, Morningstar Investment Management, receives compensation from Morningstar Funds Trust based on Morningstar Fund assets for its investment management activities in accordance with the Investment Management Agreement between Morningstar Funds Trust and Morningstar Investment Management ("management fee"). The annual management fee Morningstar Investment Management receives from each Morningstar Funds is noted within the Morningstar Funds Trust prospectus which is available at <http://connect.rightprospectus.com/Morningstar>.

5 Please note that in certain situations, the Total Fee will be based on a Client's account's asset value as well as the value of any related accounts Client has in Our Program. Such aggregation of accounts is designed to result in a lower Total Fee compared to a Total Fee calculated on each account separately.

6 The Investment Management Fee for this Portfolio is paid to our Sub-Adviser.

Morningstar® Managed PortfoliosSM for Third-Party Advisory Programs and Platforms*Third-Party Programs — Sub-advisory Relationships*

In some instances, we act as sub-adviser to an Institutional Client's Third-Party Program, meaning we have discretion over the Portfolios we offer through that relationship, but we typically do not offer other services commonly found in Our Program such as offering a Financial Adviser or Client website portal, tools to help determine suitability of the program or investment strategy/portfolio for each Client, fee billing, or quarterly performance reporting. The standard fee schedules for Third-Party

Programs in which we act as a sub-adviser are based on the amount of the Institutional Client's assets invested in accordance with a Portfolio:

Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely Morningstar Funds⁷

Institutional Client's Assets	Morningstar Fee
First \$24,999,999	0.10%
Next \$25,000,000	0.085%
Next \$25,000,000	0.08%
Next \$25,000,000	0.075%
Next \$50,000,000	0.07%
Next \$50,000,000	0.065%
Next \$100,000,000	0.06%
Above \$300,000,000	0.055%

Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely third-party (i.e. non-Morningstar Fund) mutual funds or a combination of third-party mutual funds and ETFs

Institutional Client's Assets	Morningstar Fee
First \$24,999,999	0.30%
Next \$25,000,000	0.26%
Next \$25,000,000	0.24%
Next \$25,000,000	0.23%
Next \$50,000,000	0.21%
Next \$50,000,000	0.20%
Next \$100,000,000	0.18%
Above \$300,000,000	0.17%

Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely ETFs, or a combination of Morningstar Funds and third-party mutual funds and/or ETFs^{7,***}

Institutional Client's Assets	Morningstar Fee
First \$24,999,999	0.25%
Next \$25,000,000	0.21%
Next \$25,000,000	0.20%
Next \$25,000,000	0.19%
Next \$50,000,000	0.18%
Next \$50,000,000	0.16%
Next \$100,000,000	0.15%
Above \$300,000,000	0.14%

***While the Investment Management Fee solely covers activities related to the ETF and/or third-party mutual fund underlying holdings in these Portfolios, it is calculated using the full balance of an account invested in accordance with a Portfolio. In theory, to match our other fee schedules, the portion of the account invested in Morningstar Funds would be charged a 0.00% Investment Management Fee and the portion of the account invested in ETFs or third-party mutual funds would be charged 0.20%. However, we cannot calculate fees in that manner due to a limitation of our billing system. Therefore, given that our effective allocation to Morningstar Funds across these Portfolios at the time we set the fee schedule is approximately 50%, we apply 0.10% to the entire account balance, which would be the same as applying 0.00% on half the balance and 0.20% on the other half of the balance.

Select Equity Portfolios

Institutional Client's Assets	Morningstar Fee
First \$24,999,999	0.50%
Next \$25,000,000	0.43%
Next \$25,000,000	0.40%
Next \$25,000,000	0.38%
Next \$50,000,000	0.35%
Next \$50,000,000	0.33%
Next \$100,000,000	0.30%
Above \$300,000,000	0.28%

Select Fixed-Income Portfolio^{8, 9} - Intermediate Municipal Bond
Morningstar Fee for all Institutional Client's Asset levels: 0.38%

Select Fixed-Income Portfolios^{8, 9} - Municipal Bond Ladder Portfolios
Morningstar Fee for all Institutional Client's Asset levels: 0.27%

Select Fixed-Income Portfolio^{8, 9} - Intermediate Government/Credit
Morningstar Fee for all Institutional Client's Asset levels: 0.30%

Select Fixed-Income Portfolios^{8, 9} - Corporate Bond Ladder Portfolios
Morningstar Fee for all Institutional Client's Asset levels: 0.25%

These fees are negotiable and depend on the complexity involved in providing the Portfolios and additional services (e.g. trading instructions, wholesaling, and marketing support) to the Institutional Client.

Other Third-Party Programs and Platforms

The standard fee schedule for other Third-Party Programs and Platforms is:

	Morningstar Fee
Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely in Morningstar Funds ⁷	0.00%
Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely third-party (i.e. non-Morningstar Fund) mutual funds or a combination of third-party mutual funds and ETFs	0.25%
Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are solely ETFs	0.20%
Asset Allocation and Outcome-Based Series Portfolios whose underlying holdings are a combination of Morningstar Funds and third-party mutual funds and/or ETFs ⁷	0.15%
Select Equity Portfolios	0.40%
Select Fixed-Income Portfolios ⁸	
Intermediate Government/Credit	0.25%
Corporate Bond Ladder	0.20%

These fees are negotiable and depend on the complexity involved in providing the Portfolios and additional services (e.g. wholesaling and marketing support) to the Institutional Client. Some Institutional Clients charge a fee for including our Portfolios on their Third-Party Program or Platform. Clients of those Third-Party Programs and Platforms will be charged a higher Morningstar Fee than shown above.

7 For Portfolios whose underlying holdings consists of one or more of the Morningstar Funds, our parent company, Morningstar Investment Management, receives compensation from Morningstar Funds Trust based on Morningstar Fund assets for its investment management activities in

accordance with the Investment Management Agreement between Morningstar Funds Trust and Morningstar Investment Management ("management fee"). The annual management fee Morningstar Investment Management receives from each Morningstar Funds is noted within the Morningstar Funds Trust prospectus which is available at <http://connect.rightprospectus.com/Morningstar>.

8 A portion of the Morningstar Fee for this Portfolio is paid to our Sub-Adviser.

9 The Morningstar Fee is negotiable.

Payment

Morningstar® Managed PortfoliosSM Programs

As noted above, a portion of the Total Fee is charged to Client's account on a quarterly basis either in advance based on the prior period's ending balance or in arrears based on the average daily balance for the applicable period, depending on the qualified custodian selected.

In the event that the Total Fee is charged in advance, the initial portion of this fee will be charged to Client's account in accordance with the terms of their Investment Management Agreement.

Morningstar® Managed PortfoliosSM for Third-Party Advisory Programs and Platforms

The Institutional Client is typically responsible for collecting the Morningstar Program Fee and paying it to us. The Morningstar Program Fee is typically charged to Client's account on a quarterly basis either in advance based on the prior period's ending balance or in arrears based on the average daily balance for the applicable period. Please refer to the investment management agreement for an account's specific details.

Other Costs in Connection with Our Advisory Services

The Morningstar Program Fee is separate from the fees and expenses charged by an account's underlying holdings (e.g., mutual funds (including Morningstar Funds), ETFs, common stocks, fixed-income securities, American Depository Receipts ("ADRs"), and/or foreign stocks listed on a U.S. exchange). It does not include fees or commission associated with executing transactions including redemption fees or asset- or transaction-based trading fees. It does not include Client's Advisory Firm Fee, Advisory Firm Admin Fee, or fees and expenses charged by any third party such as a proprietary advisory program or platform, plan provider, recordkeeper, and/or custodian, if applicable.

For funds, the fees and expenses charged by a Client account's underlying holdings are described in the security's prospectus or an equivalent document. These fees will generally include a management fee, transfer agent fee, shareholder servicing fee, other investment expenses, and possibly a distribution fee (e.g., 12b-1). In some cases, a security will also charge an initial or deferred sales charge. Neither Morningstar Investment Services nor anyone affiliated with us receives transaction-based compensation for the investment recommendations we make. The fees and expenses charged by Morningstar Funds are described in the prospectus at <http://connect.rightprospectus.com/Morningstar>.

Advisory and other fund-related expenses in mutual funds in which Client's account assets are invested not included in the Total Fee includes redemption fees that an open-end mutual fund underlying the account or qualified custodian may impose as a result of a transaction-related request Client initiated (i.e., partial or complete liquidation of your account). In addition, in certain situations, our decision to rebalance and/or reallocate a Client account will result in Client incurring a redemption fee imposed by one or more of the open-end mutual funds underlying their account. In both such cases, any such redemption fee charged to Client's account by the underlying mutual fund or qualified custodian will be reflected on the account's quarterly account statement.

As the result of our or our Sub-Adviser's discretionary authority (if applicable), investment decisions made for accounts set-up through a Custodian will result in Client incurring a Clearing Fee imposed by the account's Custodian. Clients should ask their Financial Adviser for information about the Clearing Fee applicable to their account. The payment of the Clearing Fee to the Custodian is solely Client's responsibility. Typically, the Custodian will charge Client account directly for any applicable Clearing Fee. The Clearing Fee is in addition to the above-mentioned Total Fee. When securities can be traded in more than one marketplace, the Custodian will use its discretion in selecting the market in which such orders are entered. Please be aware that the Custodian may receive remuneration, compensation or other consideration for directing orders to particular broker/dealers or market centers for execution (i.e., payment for order flow) and that we do not participate in such arrangements.

A Client could also incur certain charges by their account's Custodian or its affiliates related to retirement plan accounts such as IRAs. These charges are in addition to the above-mentioned Total Fee and Clearing Fees. Clients should ask their Financial Adviser for information about the Custodian fees applicable to their account.

Exchange-traded funds have their own internal fees and expenses such as investment advisory, administration, and other fund-level expenses; by investing in them Clients incur a proportionate share of those fees and expenses. Those fees and expenses are in addition to the above-mentioned Total Fee and Clearing Fee.

ADRs are typically created, organized and administered by a U.S. bank. Generally, these banks charge a fee for their services (e.g., custody) and typically deduct these fees from the dividends and other distributions generated from the ADR shares. In addition, banks incur expenses, such as converting foreign currency into U.S. dollars, and as a result can choose to pass those expenses on to the ADR shareholder. These fees and expenses are in addition to the above-mentioned Total Fee and Clearing Fees.

Sub-Adviser has the ability to execute transactions through a broker/dealer other than the Client's Custodian when it believes that such trade would result in the best price and execution under the circumstances. Our Sub-Adviser generally trades away from the Client's Custodian for municipal bond strategies all or substantially all of the time and may also trade away certain other fixed-income securities depending on the particular type and characteristics of the security and marketplace conditions. However, Clients generally incur additional transaction and other costs and fees when Sub-Adviser trades away from their Custodian. For municipal bond and other fixed-income strategies these fees are generally in the form of mark-ups, mark-downs and spreads earned by the broker/dealer who executes the trade in addition to the abovementioned Total Fee and/or Clearing Fees. Such transaction and other fees are generally built into the price of the securities and are not shown separately in a trade confirmation or account statement. In addition, Custodians often charge fees for settling transactions executed through other broker/dealers. These fees are charged to a Client, are in addition to the Total Fee and Clearing Fees and will show up as a separate fee or expense on Client's trade confirmation or account statement. However, in other situations trades will be executed with the Client's Custodian so as to avoid incurring additional brokerage costs or other transaction costs by using other broker/dealers. For additional information regarding trading away you should contact your Financial Adviser.

Compensation from Sales of Securities

We do not expect, accept or receive compensation for the sales of securities, including asset-based sales charges or service fees from the sale of open-end mutual funds.

You have the option to purchase investment products we recommend or similar services through other investment advisers or financial professionals not affiliated with us. Because our Portfolios and services are not exclusive to your Advisory Firm and/or Financial Adviser, the fee for the services described in this brochure could be higher than fees charged by other financial advisers who sponsor similar programs or platforms or if you paid separately for investment advice and other services. In addition, because the underlying holdings of the Portfolios are not exclusive to our Portfolios, you can buy securities (e.g., mutual funds, exchange-traded funds, equity securities, fixed-

income securities, etc.) outside of Our Program, the Third-Party Program, or Platform without incurring the Total Fee and/or Morningstar Program Fee.

Revenue Sharing Arrangements

We do not have any revenue sharing arrangements with any registered investment advisers or mutual funds.

Item 6. Performance-Based Fees and Side-by-Side Management

We do not have performance-based fee arrangements with any qualified client pursuant to Rule 205-3 under the Advisers Act.

Item 7. Types of Clients

Morningstar® Managed PortfoliosSM Programs

Our Program is an investment advisory program available to individuals and institutions whose initial investment meets the minimum account size noted below. Our Program is primarily offered through arrangements we have with various unaffiliated registered investment advisers and is intended for citizens or legal residents of the United States or its territories. Our Program can only be offered by a registered investment adviser or investment adviser representative or those exempt from any such registration.

Morningstar® Managed PortfoliosSM for Third-Party Advisory Programs and Platforms

For Third-Party Programs or Platforms, we offer services to advisory programs sponsored by third-party financial institutions or platforms offered by other Institutional Clients. The Portfolios are made available to retail investors through the proprietary advisory program or platform.

Minimum Account Size

Morningstar® Managed PortfoliosSM Program

The minimum initial account size for each strategy is as follows:

Mutual Fund Strategies whose underlying holdings are solely:	
Morningstar Funds	\$5,000
Third-party mutual funds	\$50,000
ETF Strategies	
Fixed-Income Allocation	\$5,000
Wealth Builder	\$10,000
Other ETF strategies	\$25,000
Mutual Fund/ETF Strategies:	
Whose underlying holdings include Morningstar Funds	\$25,000
Whose underlying holdings are solely third-party mutual funds and ETFs (excluding ESG Asset Allocation Strategy)	\$50,000
ESG Asset Allocation Strategy	\$25,000
Select Equity Portfolios	
All Strategist Series strategies w/o Fixed-Income Allocations	\$75,000
All Strategist Series with Fixed-Income allocations	\$150,000
Custom Series	\$250,000
Select Fixed-Income Portfolios	
Corporate Bond Ladder Portfolios	
Intermediate Municipal Bond	\$150,000
Municipal Bond Ladder Portfolios	
Intermediate Government/Credit	\$175,000
Enhanced Portfolio Service	\$1,000,000

At our or our Sub-Adviser's sole discretion, as applicable, an initial or subsequent funding of less than the above stated minimums may be allowed. This could

include a lower minimum relating to multiple Program accounts or a Financial Adviser's own personal account in Our Program.

Morningstar® Managed PortfoliosSM for Third-Party Advisory Programs and Platforms

Third-Party Programs and Platforms establish minimum account sizes for the program or platform they offer. Please refer to the account opening documents provided by the Institutional Client and/or your Financial Adviser for more details.

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

Ongoing monitoring and maintenance of the Portfolios within Our Program are provided on our behalf by Our Representatives, who are investment professionals of Morningstar Investment Management. Portfolios are created by Morningstar Investment Management or are based on a Sub-Adviser's strategies.

Our Investment Philosophy

Morningstar's Investment Management group's investment philosophy is driven by the investment principles that are promoted throughout our organization. The principles are intended to guide our thinking, behavior and decision making. These principles have been inspired by a number of people we believe are the most experienced and successful investors in the last century. These principles also reflect and align with the history and foundation of Morningstar. The investment principles are:

- We put investors first
- We're independent-minded
- We invest for the long term
- We're valuation-driven investors
- We take a fundamental approach
- We strive to minimize costs
- We build portfolios holistically

Building upon our investment principles, the Investment Management group's investment philosophy is built on the belief that portfolios should maintain a risk profile commensurate with the desired long-term asset allocation guidelines we provide to the client. We focus extensively on the portfolio structure to maintain a careful balance between being allocated similarly to the portfolio benchmarks and one that reflects our assessment of the value available in the current market environment. We select managers that we believe manage fund assets with a consistent and disciplined process that provides for sustainable long-term results. We prefer managers with a prudent, logical, and repeatable process and remain keenly focused on the consistency of the implementation of their investment disciplines.

Regardless of whether we are working with discretionary or non-discretionary clients, we build portfolios with the same research- and valuation-driven approach for all clients. We build portfolios holistically, so the asset allocation process begins with idea generation and continues through portfolio construction, where allocation tweaks can be made. For example, we may choose to increase an allocation if it's being run by a skilled active manager who may be able to add better risk control or offer more opportunistic return potential.

Our Investment Process

Our investment process for our Morningstar Managed Portfolios starts with scouring the globe for opportunities. Instead of hewing closely to an index-defined universe, we look broadly, investigating asset classes, sub-asset classes, sectors, and securities in markets around the world. Our capital markets research extends to more than 200 equity and 150 fixed-income asset classes. We also track around 30 world currencies.

We apply valuation analysis supported by in-depth fundamental research to find opportunities. We seek to buy overlooked investments, especially those that offer sound fundamentals at what we believe to be an attractive price. To do this, we need a deeper understanding of the drivers of return and risk for these investments—primarily in the context of valuation.

Our valuation analysis tells us how attractively priced an asset class is, while insight of the fundamental drivers of asset prices increases the probability that we will get more than we pay for. For us, valuations and fundamentals are joined at the hip.

But we aren't content to look only at valuation; studying investor sentiment and positioning adds contrarian elements to our process and tells us how the market consensus views an investment class we're considering. We prefer to invest in ideas that go against the market consensus because one of the only ways to outperform is to be different from what the market has already included in the stock price.

We also look closely at each asset class' risk, which can be complex, multifaceted, and vary over time. We believe that one of the best ways to control for risk is to buy fundamentally strong assets that seem underpriced.

Our in-depth valuation analysis and contrarian indicators, when brought together, are the key ways we generate investment ideas. These ideas might be names to include in a stock portfolio or our best thinking on reward for risk at the asset class-level.

Investment Selection

Finding investment opportunities isn't just about great ideas; it's also about selecting great investments for our clients. Investments may be securities in a stock portfolio, or active managers and/or passive exchange-traded products in a multi-asset portfolio. Our research-driven approach to selecting investments is designed to help investors reach their goals and objectives.

When building multi-asset portfolios, we need to evaluate the active investment managers and/or passive funds we use to implement our investment strategies. Our investment selection process begins with analysis from Morningstar and its affiliates, which covers hundreds of thousands of investment offerings globally, including mutual funds, closed-end funds, separate accounts, exchange-traded products, fixed-income securities, individual stocks, and hedge funds.

We build on Morningstar's quantitative and qualitative fundamental analyses by refining the investment universe and hand-selecting investments we determine are right for our portfolios. Our investment team has years of experience evaluating active investment managers, comparing managerial track records, and determining how an investment may fit into a portfolio.

We know the active managers we use in our portfolios. They haven't just been screened; we have spoken with each and subjected them to our rigorous review process. We assess whether their investment team is qualified, experienced, and talented; that they follow a consistent and disciplined investment process; that their organization is strong and stable; and that they operate professionally and ethically.

We study managers' holdings using our proprietary tools and analytics to assess how well their strategy may work in combination with those of other managers. And we consider managers' ability to outperform in different market environments. Rather than following simple style analytics or style neutrality blends, we seek process diversification and try to avoid the pitfalls of over-diversification often found in fund-of-fund investment strategies.

Our own assessments lead us to managers we believe are well suited to our multimanager portfolios. That usually means a team of career portfolio managers who oversee a focused and consistent strategy, and that their investment shop is independent so that investment decisions are not constrained by other parts of the business. We aren't just looking for the best managers but those that we feel fit best into our portfolios.

Once we have selected active managers, we tend to keep them in place for the long haul. High turnover and crowded portfolios destroy investor value by creating an overpriced index fund. We believe hiring independent managers to run high-conviction strategies is a far better approach to multimanager portfolios.

As for passive vehicles, our selection process begins with the thousands of exchange-traded products in the Morningstar database and includes the work of Morningstar and its affiliates' ETF analyst team. Our own analysts perform qualitative work that can't be found in an automated solution.

ETFs are often less expensive than their open-end mutual fund counterparts but assessing them has to go beyond this fact. We closely examine the risk characteristics that define ETFs—including tracking to the index, trading volume, bid/ask spread, and premium/discount—to help ensure the goals are realistic and the liquidity is what we expect. As with other funds, we assess ETFs within a portfolio context to achieve access to a particular market segment or sub-asset class.

Building Portfolios

Armed with investment ideas, our global team works together to holistically build portfolios suited to each strategy we offer. Portfolio construction is about ranking and risk management. We seek to gain the largest exposure to our best ideas that are the most underpriced (that is, have the largest difference between price and fair value), while building robust portfolios designed to stand up to challenging investment environments or investment errors.

In many cases, it is not determining the fair value itself that is challenging, but rather what you do when the price is very different from fair value. We believe a willingness to be different and act on large differences between price and fair value is essential for meeting our strategies' long-term objectives. Often, when prices are very different to fair value, the consensus is positioned in a procyclical direction—hot on overpriced markets or shunning underpriced ones.

As our investment ideas are implemented, they are crafted for use in each portfolio, a process in which we apply disciplined judgment to a multitude of dimensions that aims to maximize reward for risk in asset allocation and investment selection across all investments. In this way, our choices come from people, not a machine.

This judgment-driven approach helps us to maximize our exposure to our best investment ideas and accounts for the complexity and multifaceted nature of investment risk. We view risk as the permanent loss of capital. Our valuation-based approach (that is, seeking underpriced assets and avoiding overpriced assets), fundamental diversification, and forward-looking approach to viewing asset class movements (that is, those that buffer gains and losses), all help mitigate risk in our portfolios.

It is important to understand risk looking ahead into the future, not looking at the past, just like it would not be safe to drive a car by looking in the rear-view mirror. Our research produces insight into not only future investment opportunities but also their attendant fundamental drivers of risk. By better understanding these forward-looking risk drivers, we can diversify portfolios for the future rather than basing these decisions on the past.

To prepare investors for the future, we seek to construct robust portfolios designed to perform well in different environments rather than being considered "optimal" based on expected results or a specific environment. We avoid forecasts and building strategies based on our ability to predict specific environments. Instead, we aim to prepare for different environments through constructing portfolios that will hold up under many possible environments—even ones that we haven't seen before. In effect, this involves trade-offs of aggregate reward for risk and a calibration of the probability and impact of negative outcomes.

Managing Portfolios

Once we've holistically built portfolios, we manage them. This part of the process is simply continuing to find opportunities, thinking through ways those opportunities might be included in our portfolios, and watching markets closely for any signs that would call for adjustments within the portfolio.

Portfolio management is not a stop/start process. We constantly review our positions, seeking to maximize reward for risk. Each strategy has a set of investment guidelines that outline the investment objectives, risk levels, and investment constraints. These are monitored to stay within the defined ranges.

As valuation-driven investors, we primarily focus on price changes relative to fair value through time. Given that markets are dynamic, we reassess the portfolio given the changes in investment ideas, aggregate risks, and portfolio exposures. This iterative process reconsiders the opportunity set, with a constant eye on fundamental diversification and portfolio allocations.

Turnover and trading reduce returns for investors and therefore any changes should be expected to add value by a comfortable margin. Investment decisions happen in the real world rather than on paper—transaction costs and taxes are real. This means being biased toward inaction and long-term holdings, keeping turnover and transaction costs as low as possible.

Our global investment team works around the clock to understand markets and opportunities, monitor risk in existing portfolios, and vet ideas to make investment changes. This ongoing investment process powers every portfolio managed by the entities within Morningstar's Investment Management group.

Global Investment Policy Committee

Our global Investment Policy Committee and its regional governance bodies are responsible for oversight of the investment methodologies across all products and services. Members of the Committee may include officers, chief investment officers, managing directors, or managers of Morningstar Investment Management or its affiliates. The regional governance bodies include regional investment policy committees, asset allocation committees, investment selection committees and portfolio construction (peer review) committees. Global best practice working groups also exist with the goal of sharing methodologies and research across regions. These groups focus on specific investment areas such as valuation models driven by our capital markets research and methodologies used for asset allocation, investment selection, portfolio construction for different investment strategies and advice.

An investment team provides the investment advice used in the products and services referenced in this brochure. Information on key members of this investment team is included in the attached Form ADV Part 2B brochure supplement.

Investment Process for the Select Fixed-Income Portfolios

Nuveen is our Sub-Adviser for the Select Fixed-Income Portfolios. We chose which of Sub-Adviser's strategies to make available as Program Portfolios, but Sub-Adviser's portfolio managers are responsible for the investment decisions made with respect to those Portfolios, including identification and selection of specific securities to be purchased in light of current and anticipated economic and market conditions, taking into account guidelines, limitations, and information related to the client, legal restrictions, and Sub-Adviser's internal strategy guidelines. While we provide a summary of Sub-Adviser's investment process below, Clients considering the Select Fixed-Income Portfolios should obtain a copy of Sub-Adviser's Form ADV Part 2 and Form CRS for a complete description of their advisory services, investment process, brokerage practices, costs, risks, conflicts of interest, other financial industry activities, and proxy voting procedures. You can obtain Sub-Adviser's Form ADV Part 2 and Form CRS from your Financial Adviser or by searching by "Firm" for "Nuveen Asset Management, LLC" at <https://adviserinfo.sec.gov/>.

The Select Fixed-Income Portfolios include actively managed strategies that seek to provide predictable income and capital appreciation by investing in fixed-income securities and ladder strategies that seek to provide predictable income through a portfolio of fixed-income securities that will typically be held to maturity or are sold as they reach the portfolio's minimum maturity. Both active and ladder portfolios are available in taxable and tax-exempt (municipal bond) versions. Laddered portfolios do not include Sub-Adviser's opportunistic and more active trading approach found in some of their other strategies.

Sub-Adviser's actively managed portfolio process for taxable accounts seeks to optimize value through the careful analysis of fundamentals, technical, and valuations. Opportunities in each sector are evaluated on an on-going basis with the goal of identifying relative value across sectors. This approach focuses on three elements that can influence fixed-income performance: sector rotation, security selection, and yield curve positioning.

The actively managed portfolio process for tax-exempt accounts uses fundamental credit research as the foundation of its investment process, considering economic outlook, credit analysis, trading, and yield curve analysis. Targets and guidelines are developed for duration, yield curve positioning, security structure, sectors, and credit quality and portfolios are constructed with close collaboration with Nuveen's credit research analysts and traders.

Bond ladder portfolios use an investment strategy that staggers the maturity of the bonds in a portfolio so that any proceeds from maturing bonds can be reinvested at regular intervals with the goal of generating a predictable income stream. Sub-Adviser builds bond ladders based on the designated maturity range for a portfolio. The portfolio's positions are monitored for creditworthiness, but a portfolio is not actively traded unless warranted by credit events or your cash flow needs. New bonds are purchased at the longest available maturity in the portfolio's range to replace those that mature, are called, or are sold as they reach the minimum maturity.

The timing required to fully invest an account in a selected Portfolio depends on multiple factors including the market conditions and availability of securities. For some strategies, such as certain municipal bond strategies where the supply of appropriate bonds is limited, it may take ten weeks or longer to fully invest a Client account in a chosen Portfolio. In most instances, such Client accounts will be invested in the money market fund or bank sweep option chosen for their account.

Investment Process for the Morningstar U.S. Sustainability Moat Focus Portfolio

In some cases, we apply valuation analysis from other areas of Morningstar in order to seek investment opportunities for our clients. For the Morningstar U.S. Sustainability Moat Focus portfolio, we track an index created by Morningstar that aligns with our investment philosophy – the Morningstar® U.S. Sustainability Moat Focus IndexSM ("Index"). Grounded in fundamental research, the Index seeks to identify undervalued stocks that have the potential for long-term competitive advantages, or wide moats, as determined by the Morningstar Economic Moat ratings. Additionally, the Index incorporates ESG risk ratings and other ESG data provided by Sustainalytics, a Morningstar company. More information about this Index can be found at <https://indexes.morningstar.com/our-indexes/equity/F0000106FB>.

Portfolio Construction and Maintenance

The Index consists of two sub-portfolios that are reconstituted annually with a semi-annual staggered schedule. In other words, one sub-portfolio is reconstituted and rebalanced in June and the second sub-portfolio is reconstituted and rebalanced in December. This occurs on the Monday following the third Friday of the month (if Monday is a holiday, then on the immediately following business day).

To be eligible for the Index, all constituents must meet specific criteria, which includes, but is not limited to:

- Only Wide Moat-rated U.S.-domiciled companies are eligible

- Security is assigned a fair value estimate and is not under review at the time of reconstitution by Morningstar's Equity Research group
- Security must have current ESG and controversy scores that meet defined criteria
- Company must have 12 months of price history
- If a company has more than one eligible share class:
 - The one that is a current index constituent is selected
 - Otherwise, the most liquid share class determined by Morningstar Indexes is selected

Eligible securities are screened by momentum and liquidity factors and subject to buffer rules.

We aim to include all of the Index constituents in the Morningstar U.S. Sustainability Moat Focus Portfolio but have the discretion to deviate from the Index as we see fit. For example, we may exclude a security if its price would result in us not being able to invest the Portfolio in line with its account minimum and objective.

Information Sources

Our global resources used in the formulation of our advisory services go down to our roots—the data and analysis from Morningstar, Inc. that form the base of our investment process. This expansive, in-house network of global data and investment analysis spans asset classes and regions to help drive timely new ideas. More than 600 analysts of Morningstar or its affiliates cover more than 600,000 investment options. The extensive data, analysis, and methodologies from these resources, and external research reports, data, and interviews with investment managers are combined with financial publications, annual reports, prospectuses, press releases, and SEC filings to serve as the basis of our primary sources of information.

Material Risks

Investments in securities are subject to market risk, risk of loss, and other risks and will not always be profitable. There is no assurance or guarantee that the intended investment objectives of our recommendations will be received. We do not represent or guarantee that our investment recommendations can or will predict future results, will successfully identify market highs or lows, or will result in a profit or protect clients from loss. Past performance of a security may or may not be sustained in the future and is no indication of future performance. A security's investment return and an investor's principal value will fluctuate so that, when redeemed, an investor's shares may be worth more or less than their original cost. We are unable to predict or forecast market fluctuations or other uncertainties that may affect the value of any investment. We cannot guarantee that the results of our advice, recommendations, or the objectives of your portfolio will be achieved. This includes the Absolute Return portfolio whose goal is to seek modest positive returns with an emphasis on limiting volatility in various market environments. We do not guarantee that negative returns can or will be avoided in this portfolio or any of its portfolios.

Asset allocation and diversification are investment strategies which spread assets across various investment types for long-term investing. However, as with all investment strategies, these strategies do not ensure a profit and do not guarantee against losses.

Portfolios whose strategies invest in a narrow capital market segment, such as natural resources or foreign equity segments or fixed-income segments such as municipal bonds, are designed to accomplish a specific narrow investment strategy and will typically be more sensitive to the volatility of those market segments than an account investing in accordance with a broader asset allocation approach. In addition, investing in a narrow market segment and/or in accordance with a narrow investment strategy typically will mean that the portfolio pursuant to such a strategy will hold fewer and potentially more concentrated investments than a portfolio more broadly diversified. It is important that Client and Client's Financial Adviser discuss these and other risks associated

with a focused investment approach and determine whether it is appropriate and consistent with Client's risk tolerance, investment objectives and overall financial situation.

Under normal market conditions, we and our Sub-Adviser have policies and procedures in place to invest contributions to an account or proceeds from the sales of securities, raise cash, sell securities or liquidate an account, reallocate or rebalance an account, process a strategy change, or otherwise act upon client instructions in a timely manner or at favorable prices. During periods of market volatility, such processes may be delayed, result in unfavorable prices, or we may deviate from normal procedures if we determine doing so is in your best interest.

Security Type Risks

Common Stocks

Select Equity Portfolios will be invested primarily in common stocks listed on U.S. stock exchanges, which are a type of equity security that represents an ownership interest in a corporation. Please be aware that common stocks are typically subject to greater fluctuations in market value than other asset classes as a result of such factors as a company's business performance, investor perceptions, stock market trends and general economic conditions. Stocks of small-cap and mid-cap companies tend to be more volatile and less liquid than stocks of large companies. Small-cap and mid-cap companies, as compared to larger companies, may have a shorter history of operations, may not have as great an ability to raise additional capital, may have a less diversified product line making them susceptible to market pressure, and may have a smaller public market for their shares.

ADRs and Foreign Stocks

In addition, Select Equity Portfolio assets can also be invested in ADRs or foreign stocks listed on an U.S. exchange. An ADR is typically created by a U.S. bank and allows U.S. investors to have a position in the foreign company in the form of an ADR. Each ADR represents one or more shares of a foreign stock or a fraction of a share (often referred as the 'ratio'). The certificate, transfer, and settlement practices for ADRs are identical to those for U.S. securities. Generally, the price of the ADR corresponds to the price of the foreign stock in its home market, adjusted for the ratio of ADRs to foreign company shares. There are investment risks associated with ADRs and foreign stocks including, but not limited to, currency exchange-rate, inflationary, and liquidity risks as well as the risk of adverse political, economic and social developments taking place within the underlying issuer's home country. In addition, the underlying issuers of certain ADRs are under no obligation to distribute shareholder communications to ADR holders, or to pass through to them any voting rights with respect to the deposited securities.

Exchange-Traded Funds

Portfolios may be invested in exchange-traded funds whose investment objective is to track that sector. ETFs are traded on national exchanges and therefore are subject to similar investment risks as common stocks. ETFs, like all investments, carry certain risks that may adversely affect their net asset value, market price, and/or performance. An ETF's net asset value (NAV) will fluctuate in response to market activity. Because ETFs are traded throughout the day and the price is determined by market forces, the market price you pay for an ETF may be more or less than the net asset value. Because ETFs are not actively managed, their value may be affected by a general decline in the U.S. market segments relating to their underlying indexes. Similarly, an imperfect match between an ETF's holdings and those of its underlying index may cause its performance to not match the performance of its underlying index. Like other concentrated investments, an ETF with concentrated holdings may be more vulnerable to specific economic, political, or regulatory events than an ETF that mirrors the general U.S. market.

Mutual Funds

Investments in mutual funds involve risk, including loss of principal as a result of changing market and economic conditions and will not always be profitable.

Money Market Funds

A money market fund may impose a fee upon the sale of shares or may temporarily suspend your ability to sell shares if the fund's liquidity falls below required minimum because of market conditions or other factors. An investment in a money-market vehicle is not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. For most money market funds, their sponsor has no legal obligation to provide financial support to the fund, and you should not expect that the sponsor will provide financial support to the fund at any time. Although some money market funds seek to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. It is possible to lose money by investing in money market funds.

Fixed-Income Portfolios

General Fixed-Income Security Risks

A fixed-income security's performance is influenced by interest rate sensitivity and credit risk. Fixed-income securities have varying levels of sensitivity to changes in interest rates. In general, the price of a fixed-income security tends to fall when interest rates rise and vice versa. A change in interest rates will not have the same impact on all fixed-income security. Generally, the longer the maturity or duration of a fixed-income security, the greater the impact of a change in interest rates on its value. Additionally, different interest rate measures, such as short- and long-term interest rates and international interest rates, or interest rates on different types of securities or securities of different issuers, may not necessarily change in the same amount or in the same direction. When interest rates go down, the income received by the security's owner, and the portfolio's yield, may decline. When interest rates are lower, longer-term fixed-income securities may be priced to their call dates. This could lower the average duration of the fixed-income security and restrict the portfolio manager's ability to target a longer duration.

Credit risk is the risk an issuer cannot make interest and principal payments when due. If an issuer or guarantor of a security defaults or is downgraded, or if the value of the assets underlying a security declines, the value of the investment will decline and may become worthless. A default or downgrade will have a greater effect on subordinated securities. If an issuer defaults, subordinated debt is considered a lower priority than unsubordinated debt, and an investor may receive partial or no payment upon the institution's liquidation. Investors should be aware of an issuer's assets, debt, and solvency prior to investing.

To measure credit risk, nationally recognized statistical rating organizations, like DBRS, Moody's, or Standard & Poor's, rate fixed-income security based on their analysis of an issuer's creditworthiness. Fixed-income securities with higher ratings are known as "investment grade" securities. Lower-rated fixed-income securities are known as "below investment grade", "high yield", or "junk" securities. Portfolios that invest in lower-rated or unrated fixed-income securities involve higher levels of credit and liquidity risk. If you invest in lower-rated or unrated fixed-income securities, you should be aware that these securities are considered speculative and have the potential for a higher level of volatility and an increased risk of default. You may be unable to sell lower-rated or unrated fixed-income securities at your desired time or price.

Fixed-income securities are generally valued by a pricing service using various market-based and security-specific inputs and assumptions, which can include general market conditions, market quotations, cash flows, and transactions in similar securities. Pricing services generally price fixed-income securities assuming orderly transactions of institutional round lot size, but some trades may occur in smaller odd lot sizes, often at lower prices than institutional round lot trades. The price to sell a fixed-income security may differ from its valuation, especially for securities that trade in thin or volatile markets. Different pricing services may use different inputs and assumptions, leading to the potential for different values for the same security.

Other risks to investing in fixed-income securities include call risk (the risk you'll have to reinvest in a lower-yielding bond if an issuer calls higher-yielding securities during a period of falling interest rates), extension risk (the risk a fixed-income security's duration will be extended due to lower than expected principal payments during a period of rising interest rates), income risk (the risk earned income may decline during a period of falling interest rates), inflation risk (the risk the future value of a security's assets or income will be lower due to lower purchasing power), and prepayment risk (the risk you'll have to reinvest in a lower-yielding security if an issuer exercises its ability to prepay principal ahead of schedule during a period of declining interest rates).

Municipal Fixed-Income Security Risks

If you invest in municipal fixed-income securities, you should be aware that while the interest is generally exempt from federal income taxes, it could be subject to other taxes, including state and local income tax and the Alternative Minimum Tax. A municipal issuer that fails to meet specific requirements could be required to distribute taxable interest to the security's owners. Municipal fixed-income securities and the municipal fixed-income securities market are especially sensitive to changes in tax rates or laws, changes in the tax-exempt status of municipal fixed-income securities, and changes to Internal Revenue Service or state tax authority interpretations. Investors should consult with a tax professional about their specific situation before and while investing in municipal securities and strategies.

The value of a municipal fixed-income securities and the municipal fixed-income securities market as a whole can be impacted by many factors, including changes in the ratings or financial health of a municipal issuer or insurer of a municipal issuer, weaknesses in sectors related to municipal security issues (such as education, healthcare, housing, transportation, or utilities), local, state, or federal political, legislative, and economic conditions, the ability of an issuer to increase taxes, locally significant industry conditions, or changes that impact the revenue of an issuer such as declines in real estate prices, current or anticipated revenues from a project, and general business activity.

State-specific or state-preference municipal security Portfolios invest in municipal bonds and notes, including general obligation and revenue bonds, as well as other securities issued to finance and refinance public projects of a state, other related securities and derivatives creating exposure to municipal bonds, and municipal lease obligations, which are participations in lease obligations or installment purchase contract obligations of municipal authorities or entities.

Municipal bond insurance supports the issuer's ongoing interest payments and eventual repayment of principal, but it does not protect a security owner against losses in the municipal fixed-income security's market value.

Municipal bond inventory has decreased recently, which impacts the ability to buy or sell bonds and can lead to increased price volatility and trading costs. In addition, the secondary market for municipal bonds is less liquid than other fixed-income security markets, which could lead to the risk of being unable to sell a municipal bond at a desired price or time or to sell securities to raise cash or seek other investment opportunities. The market for unrated fixed-income securities may be less liquid than the market for rated securities. Less information about municipal bonds is available as compared to other fixed-income securities, leading to more reliance on the analytical abilities of your portfolio manager.

Laddered strategies are not designed for cash withdrawal when the balance invested in the strategy drops below a minimum amount. Laddered strategies may not lend themselves to certain types of customizations including, but not limited to, sector restrictions, requests to replace individual bonds, and certain client trading such as tax sales.

Our municipal fixed-income Portfolios invest primarily in investment-grade municipal bonds but may have a portion of assets invested in unrated municipal securities that our Sub-Adviser deems to be of comparable quality to a particular rating, taxable bonds, and municipal securities secured by insurance, bank credit agreements, or

escrow accounts. Municipal fixed-income Portfolios may invest all or a significant portion of their assets in cash, cash equivalents, short-term investments, or non-state-specific/state-preference municipal bonds during certain market, economic, political, or other events, including a temporary decline in the availability of municipal bonds from a specific state. During such departures from a Portfolio's normal policy and strategy, the Portfolio may not achieve its objectives, including the distribution of income exempt from regular federal, state, or local income tax. You should carefully review the underlying holdings of a Portfolio to understand its risks and exposure.

Taxable Fixed-Income Security Risks

Corporate fixed-income securities are issued by corporations and may be of any credit quality, including investment grade, below investment-grade, or unrated.

U.S. government securities are issued by the United States Treasury and backed by the full faith and credit of the U.S. government. U.S. government agency securities are indirect obligations of the U.S. government and are issued by federal agencies and government-sponsored entities. They have different levels of credit support and therefore different degrees of credit risk. Fixed-income securities issued by U.S. government agencies or sponsored entities are not guaranteed by the U.S. government or supported by the full faith and credit of the United States. There is no assurance that the U.S. government will financially support its agencies and sponsored entities, unless obligated to by law. The market value of U.S. government securities are not guaranteed and can fluctuate, and typically fall when interest rates rise, and vice versa.

Additional Risks and Disclosure

As with any investment decision, Clients should consider the impact it may have on their tax situation. Please note, unless an investment is in a tax-deferred account, there are possible tax consequences when a mutual fund makes a distribution or securities are sold as a result of withdrawing or liquidating your investment. We encourage Clients to consult with their tax professional about these and other tax consequences.

If you are redeeming, surrendering or otherwise selling an existing security position to fund an account's initial investment, Clients should fully understand the ramifications of such a redemption, surrender or sale including, but not limited to, potential tax liabilities and fees/charges that may be incurred such as redemption fees, contingent deferred sales charge(s), and/or brokerage commissions.

If you fund an account with existing security positions, Client understands we may sell most, if not all, of those positions and invest the proceeds in securities that are consistent with the Portfolio and, if applicable, Specification Sheet. Client could incur tax consequences as a result of us selling these positions. Client may also fund a Select Equity Portfolio account with a stock that has a low tax basis (so called "legacy stock") and, as an accommodation (as described on your Specification Sheet), we will sell the legacy stock positions for Client over Client's designated Phase-In Period and reinvest the proceeds in accordance with Client's Specification Sheet. In this case as well, (1) Client will experience a tax consequence as a result and (2) we will not be liable to Client if the ultimate proceeds from its sale of part or all of the legacy stock positions is not as profitable to Client as might have been the case had the legacy stock been sold at any other time from the date of deposit of the legacy stock in Client's Select Equity Portfolio account.

Additionally, if on Client's Specification Sheet Client allows us to include Master Limited Partnerships ("MLPs") in the universe of investments available for Client's Select Equity portfolio account, there are advantages and disadvantages associated with MLPs including, but not limited to, MLPs' net income being passed through to the investor, which is then taxed at the investor's individual tax rate and certain distributions being deemed as return of capital. We do not provide tax advice and therefore we strongly encourage Clients to consult with

their Financial Adviser and/or tax accountant about this and other tax issues relating to their account.

If Client requests tax losses or gains be harvested in their account, we reserve discretion on whether to accept such a request. If accepted, Client and/or Client's Financial Adviser are responsible for understanding any risks associated with such actions, including any impact to Client's tax situation. Requests received will be processed in accordance with our normal procedures and Client understands that we are under no obligation to time the market for such requests as market fluctuations will impact the amount of gain or loss obtained. There can be no guarantee that any taxable gains will be fully or partially offset or that Client's tax liability will be decreased as a result of such requests. Clients should consult with their tax or Financial Adviser prior to requesting any tax harvesting activities.

The Internal Revenue Service requires that equity positions that are sold at a loss are not purchased again for 30 days. This period is known as the "Wash Sale Period." Wash sale restrictions apply at the taxpayer level, not the individual account level. We only monitor wash sale restrictions within specific accounts. If Client has multiple investment accounts in Our Program, or other investment accounts outside of Our Program, Client is responsible for ensuring transactions in other accounts do not trigger a wash sale. Transactions made in Client's other accounts can impact the effectiveness of any tax harvesting actions we take and could limit or negate any actions taken with the goal of limiting taxable gains in an account in Our Program.

Tax laws change without notice. We do not guarantee that any action taken with the goal of offsetting taxable gains will be accepted by the IRS or other governing body. The applicability of any such action depends on your personal comprehensive investment and tax situation and applicable tax laws and will change from year-to-year.

We, as owner-of-record, maintain various portfolios containing the same holdings as those available to Clients. However, any potential conflict arising from this is mitigated by the fact that any rebalancing and/or reallocating instruction sent to the qualified custodian is executed for all eligible accounts (i.e., both Clients and our accounts).

Our recommendations are made without taking into consideration potential tax consequences and we do not provide tax advice. Potential tax consequences may exist. We encourage Clients to consult with a tax professional about these and other tax consequences.

Item 9. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would influence a potential client to engage us. We do not have any material legal or disciplinary events to disclose.

Item 10. Other Financial Industry Activities and Affiliations

Morningstar Investment Services is a wholly owned subsidiary of Morningstar Investment Management. Our offerings center around advisory services in our core capabilities of asset allocation, investment selection, and portfolio construction that we offer to individual investors and institutions.

Our Representatives who are responsible for the day-to-day management of our portfolios are paid a base salary plus a discretionary bonus. The bonus is fully or partially determined by a combination of the investment management business unit's overall revenue and profitability, Morningstar's overall annual revenue and profitability, and the individual's contribution to the business unit. For most portfolio managers and their team members, part of their bonus is also based on select managed portfolio investment performance and risk metrics versus a corresponding benchmark over specified three-, five-, and/or seven-year periods. Benchmarks are used as a measure of investment performance and are chosen by senior personnel and approved by Morningstar's Investment Management group's Global Investment Policy Committee's Regional Investment Policy Committee. To mitigate the conflict of interest that arises from partially basing an employee's bonus on performance of a select portfolio or

portfolios, all investment decisions made within a portfolio must be peer reviewed by a regional governance body within the Regional Investment Policy Committee, which includes asset allocation committees, manager selection committees, and portfolio construction (peer review) committees.

As part of the Morningstar Managed Portfolios Program, we also offer Morningstar® Managed Plan SolutionsSM ("MPS"), a service intended for employers responsible for establishing a participant-directed defined contribution plan and employees of an employer who participate in such a plan. Features within MPS include providing model asset allocation portfolios, a risk tolerance questionnaire, an investment policy statement, and assistance with the plan's underlying security lineup. The plan, employer, or employee will pay us an annual basis point fee depending on the services chosen and the complexity involved in providing those services. The fee typically ranges from 20–30 basis points (0.20% to 0.30%) and is based on the services provided and the plan's assets.

If you would like a copy of our brochures describing Morningstar Investment Services' other services as described above, please follow the instructions on Page 1 of this Firm Brochure.

From time to time, Advisory Firms request that we pay to sponsor a marketing event or provide marketing support as it relates to the Program. These requests are reviewed on a case-by-case basis. For marketing events, such monetary support will typically be provided if one or more individuals will be attending on our behalf, including being a speaker, and/or is provided booth space.

Periodically, we will host regional meetings for Financial Advisers with the main purpose of providing education. There are situations in which we will ask a person representing a fund company in which one or more of their funds are included in our portfolios to speak on various topics unrelated to specific securities.

On occasion, our representatives visit the offices of the custodians offered on Our Program to receive training. In these instances, the custodian often pays for the travel and lodging associated with this training.

Financial Advisers of Advisory Firms are eligible to participate in our Managed Portfolio Loyalty Program in which qualifying Financial Advisers receive a one-year license for a Morningstar software product at a discount or no cost to the Financial Adviser. Financial Advisers that meet certain account thresholds each year are eligible for the following:

- Financial Advisers with more than 50 accounts invested in accordance with a Portfolio are eligible for a one-year, no cost subscription for Morningstar® Advisor WorkstationSM.
- Financial Advisers with more than 100 accounts invested in accordance with a Portfolio are eligible for a one-year, no cost subscription for either Morningstar Advisor Workstation or Morningstar Direct.

In certain situations, Financial Advisers eligible for a subscription to either Morningstar Advisor Workstation or Morningstar Direct as noted above will instead receive a discount for a one-year subscription to Morningstar OfficeSM based on the value of Morningstar® Advisor WorkstationSM or Morningstar DirectSM.

Upon expiration of the subscription, if the Financial Adviser continues to meet the account minimum, the subscription subsidiary will be renewed for an additional year. Morningstar Advisor Workstation, Morningstar Direct, and Morningstar Office were chosen for the Loyalty Program as we believe they offer Financial Advisers data, tools, and/or reports that can support them in their role as investment adviser. Pricing for Advisor Workstation and Morningstar Direct varies depending on such items as functionality level but is estimated to be valued at \$2000 and \$9000 respectively for the Loyalty Program.

Morningstar Investment Services is also registered as a broker-dealer with the SEC and is a member of the Financial Industry Regulatory Authority ("FINRA"). Our broker registration gives us the ability to receive fees directly or indirectly from those mutual funds underlying a Program Portfolio whose 12b-1 plans are for distribution only. Therefore, individuals involved in the day-to-day operations of Morningstar Investment Services have the option to maintain FINRA security licenses required by our broker dealer registration and associated with their current job responsibilities.

For some of our advisory services, the universe of investment options from which we make our investment selections is defined by our client. In some cases, this universe of investment options includes proprietary investment options of our client. To mitigate any actual or potential conflict of interests presented by this situation, we subject all investment options to the same quantitative and qualitative investment selection methodology, based on several factors, including performance, risk, and expense so that the proprietary nature of an investment option does not influence our selection.

When we, along with Morningstar and/or our other affiliates offer services to the same client, we have the option to enter into a bundled agreement with the client that encompasses all or part of those services. Additional fee(s) for such product(s) or service(s), if required, will be set forth in our agreement with the client. In these situations, clients pay a fee directly to us and each such affiliate for its products or services, or as part of a joint fee schedule which encompasses all services.

Affiliations – Investment Management Group Registered Entities

Morningstar has an Investment Management group that consists of various subsidiaries across the globe that are each registered with and governed by the applicable regulatory body or bodies in that country. We are part of this group and share resources, as described earlier in this brochure. One member of this group, Morningstar Investment Management LLC, is our parent company and is also an investment adviser registered under the Advisers Act. Some members of the Investment Management group are "participating affiliates" of Morningstar Investment Management, as described under the Uniao de Bancos de Brasileiros S.A., SEC No-Action Letter dated July 28, 1992 and subsequent regulatory guidance, such that our affiliate and specific employees of our affiliate are considered associated persons of Morningstar Investment Management with respect to the provision of certain services. In some instances, Morningstar Investment Management compensates our affiliates for services rendered and expenses incurred via an intercompany charge. The services and compensation will be governed by an intercompany participating affiliate agreement. This compensation will likely be lower than compensation negotiated with non-affiliated financial institutions/institutional investors for same or similar services. To mitigate any conflict of interest, employees providing services to Morningstar Investment Management under a participating affiliate agreement are treated and supervised as employees, subject to Morningstar Investment Management's policies and procedures (including the Code of Ethics) and monitored by our compliance department.

In some cases, our senior management members have management responsibilities to these other affiliated entities. We do not believe that these management responsibilities create any material conflicts of interests for our clients.

Morningstar Funds Trust is registered with SEC as an open-end management investment company under the Investment Company Act of 1940, as amended, and has retained Morningstar Investment Management as its investment adviser. The funds within the Morningstar Funds Trust will be used as the underlying holdings for certain Portfolios, most notably the mutual fund model portfolios series. If you selected a Portfolio that contains Morningstar Funds as underlying holdings, you consent to our use of the Morningstar Funds. Morningstar Investment Management is compensated by the Morningstar Funds based on assets invested in the Morningstar Funds. We do not include a fee for investment-related activities connected with the Morningstar Funds in Our Fee and, to avoid any perceived or real conflict of interest, the allocation of all Morningstar Funds in Portfolios that invest in both active and passive securities and whose underlying investments contain third party mutual funds, Morningstar Fund(s), and/or ETFs is capped at 65%.

Morningstar Investment Management provides consulting or advisory services to clients that offer registered or pooled investment products, such as mutual funds, variable annuities, collective investment trusts, or model portfolios. To mitigate the conflict of interest presented by our role in these investment products, we exclude such investment products from the universe of investment options from which we make our recommendations to clients.

Morningstar Investment Management receives compensation for its research and analysis activities (e.g., research papers) from a variety of financial institutions including large banks, brokerage firms, insurance companies, and mutual fund companies. In order to mitigate any actual or potential conflicts of interest that may arise from this service, we ensure that our research and analytical activities are non-biased and objective given our business relationships. Employees who provide research and analysis for clients are separate from our sales and relationship manager staff in order to mitigate the conflict of interest that an employee may feel pressure to present results in such a way as to maintain existing or gain new business. In addition, as noted above, all investment decisions must be peer reviewed by a regional governance body within the Regional Investment Policy Committee, which mitigates the conflict of interest by providing checks and balances so that no employee can act unilaterally in making recommendation decisions.

Our Representatives provide portfolio construction and ongoing monitoring and maintenance for the portfolios offered by Morningstar Investment Management through Morningstar® Managed PortfoliosSM. While the same or similar portfolios are offered by us to under the Morningstar Managed Portfolios program, we do not believe these responsibilities create any material conflicts of interest for our clients. In order to mitigate any perceived conflict of interest, when we offer discretionary services under the Morningstar Managed Portfolios program, transactions for our clients are placed at the same time as transactions for Morningstar Investment Management's discretionary clients as part of block trades. We have procedures in place to ensure that trades are allocated in such a manner as to not favor one client over another. When we offer non-discretionary services under the Morningstar Managed Portfolios program, our clients and Morningstar Investment Management's non-discretionary clients receive trade recommendations after trades are placed for discretionary clients, due to the heightened fiduciary responsibilities of discretionary clients. In addition, all non-discretionary clients are notified of transaction recommendations after the close of the trading day, so that no one such client has an advantage over another.

Morningstar Investment Management is registered as a Commodity Pool Operator with the Commodity Futures Trading Commission. Some of Morningstar Investment Management's employees are registered with the National Futures Association as principals or associated persons.

The Investment Management group has set up a shared services team, composed of employees of our affiliate and located at our affiliate's office in Mumbai, India. We compensate our affiliate for services rendered via an intercompany charge. The services and compensation will be governed by an intercompany agreement. This compensation will likely be lower than compensation negotiated with non-affiliated firms for the same or similar services. To mitigate any conflict of interest between us and our affiliate we have established dual reporting lines for employees on the shared services team so that such employees report up to employees of Morningstar Investment Management. We've also established information security boundaries and technology separation to protect our non-public information and Morningstar's compliance department monitors the personal trading activity of these employees.

Affiliations – Other Registered Entities

Morningstar Research Services LLC is not part of the Investment Management group but is also a wholly owned subsidiary of Morningstar and an investment adviser registered under the Advisers Act. Morningstar Research Services'

offerings center around the production of investment research reports and investment consulting services to financial institutions/institutional investors who themselves are registered with and governed by a regulatory body. Conflicts of interests between us and Morningstar Research Services are mitigated by such things as the maintenance of separate legal entities and reporting/organization lines, and the utilization of physical (i.e. separate floors) and technological separation. Morningstar Research Services also maintains a committee structure so as to limit any unilateral decisions. Morningstar's compliance department monitors the personal trading activities of Morningstar Research Services' employees.

In some situations, we engage Morningstar Research Services to perform investment manager due diligence and/or fund selection services on our behalf as a sub-adviser. The notification to and authorization by our clients to our engaging Morningstar Research Services is addressed in our agreement with the client. On such occasions, we compensate Morningstar Research Services for services rendered via an intercompany charge. This compensation will likely be lower than compensation negotiated with non-affiliated financial institutions/institutional investors for the same or similar services. Morningstar Research Services' employees who are engaged to provide manager due diligence and/or selection services are prohibited from using non-public/confidential information obtained because of their engagement in its investment research reports and/or investment consulting services to clients, including us.

Morningstar Research Services provides information to the public about various securities, including managed investments like open-end mutual funds and ETFs, which include written analyses of these investment products in some instances. Although we use certain products, services, or databases that contain this information, we do not participate in or have any input in the written analyses that Morningstar Research Services produces. While we consider the analyses of Morningstar Research Services, our investment recommendations are typically based on our separate and independent research and analysis of the available investment product.

Morningstar Research Services prepares qualitative analysis on separately managed accounts and model portfolios. To mitigate conflicts of interest, Morningstar Research Services does not prepare qualitative analysis nor recommend any separately managed account or model portfolio we offer.

Morningstar Research Services may issue investment research reports on securities we hold in our portfolios or recommend to our clients, but they do not share any yet-to-be published views and analysis and/or changes in estimates (i.e., their confidential information) with us on these securities. Other than the use of their publicly available analysis as part of our review process, we do not solicit the input of Morningstar Research Services prior to making investment decisions or recommendations (unless we engage them as a sub-adviser as noted under the 2nd paragraph of the Affiliations – Other Registered Entities), nor do we have access to their analysis prior to its public dissemination. We mitigate any actual or potential conflicts of interest that could arise from the access of their analysis prior to publication through measures such as informational barriers (both physical and technological), maintaining separate organizational reporting lines, and monitoring by the compliance department.

Some of Morningstar Research Services' clients are sponsors of funds or associated with other securities that we may recommend to our clients. We mitigate any actual or potential conflicts of interests resulting from this fact through such measures as informational barriers (both physical and technological), maintaining separate organizational reporting lines, and monitoring by the compliance department. In addition, we do not factor in the relationship between Morningstar Research Services when analyzing investments or making recommendations.

Morningstar Investment Management serves as an investment adviser to investment companies registered under the Investment Company Act of 1940, as amended, and to other pooled investment products. To mitigate conflicts of interest, Morningstar Research Services does not prepare qualitative analysis on nor recommend as part of their investment consulting services any investment company we are an investment adviser to.

Affiliations – Morningstar, Inc.

Our parent company, Morningstar, Inc., is publicly traded (Ticker Symbol: MORN). We may recommend an investment product that holds a position in publicly traded shares of Morningstar's stock. Such an investment in Morningstar's stock is solely the decision of the investment product's portfolio manager. We have no input into a portfolio manager's investment decision nor do we require that the investment products we recommend own shares of Morningstar. An investment product's position in Morningstar has no direct bearing on our investment selection process. We mitigate any actual or potential conflicts of interest by not factoring Morningstar's publicly traded stock into our qualitative or quantitative analysis nor in our recommendations.

Morningstar offers various products and services to the public. Some of Morningstar's clients are service providers (e.g., portfolio managers, advisers, or distributors affiliated with a mutual fund or other investment option). We may have a contractual relationship to provide consulting or advisory services to these same service providers or we may recommend the products of these service providers to our advisory clients. To mitigate any actual or potential conflicts of interest, we do not consider the relationship between Morningstar and these service providers when making recommendations. We are not paid to recommend one investment option over another, including products of service providers with which Morningstar has a relationship.

Morningstar provides information to the public about various investment products, including managed investments like open-end mutual funds and ETFs. In some cases, this information includes written analyses of these investment products. Although we use certain products, services, or databases of Morningstar, we do not participate in or have any input in the written analyses that Morningstar provides its licensees. While we consider the analyses of Morningstar, our investment recommendations are typically based on our separate and independent research and analysis of the available investment product.

Morningstar hosts educational events and conferences and, in some instances, provides us with the opportunity to suggest invitees or offer (proactively or upon request) discounted or waived registration fees. We mitigate any actual or potential conflicts of interest this introduces by using pre-defined criteria to select Clients for these opportunities.

Morningstar offers various products and services to retail and institutional investors. In certain situations, we recommend an investment product that tracks an index created and maintained by Morningstar. In such cases, the investment product sponsor has entered into a licensing agreement with Morningstar to use such index. To mitigate any conflicts of interest arising from our selection of such investment products, we use solely quantitative criteria established by our advisory client to make such selection, or, in the alternative, Morningstar's compensation from the investment product sponsor will not be based on nor will it include assets that are a result of our recommendation to our advisory client to invest in those investment products. In other cases, some of Morningstar's clients are sponsors of funds that we recommend to our clients. Morningstar does not and will not have any input into our investment decisions, including what investment products will be recommended for our recommended portfolios. We mitigate any actual or potential conflicts of interest by imposing informational barriers (both physical and technological), maintaining separate organizational reporting lines, and monitoring by the compliance department. In addition, we do not factor in the relationship between Morningstar when analyzing investments or making recommendations. We mitigate any actual or potential conflicts of interests resulting from that by not producing qualitative analysis on any such exchange-traded fund as well as imposing informational barriers (both physical and technological), maintaining separate organizational reporting lines between, and monitoring by the compliance department.

In some instances, we offer Morningstar Managed Portfolios that track an index created and maintained by Morningstar. Morningstar does not and will not have any input into our investment decisions, including what investment products will be included in our portfolios. We mitigate any actual or potential conflicts of interest resulting from tracking a Morningstar index by imposing informational barriers (both physical and technological), maintaining separate organizational reporting lines, and monitoring by the compliance department.

Morningstar has and maintains accounts which they invest in accordance with investment strategies created and maintained by us. Those investment strategies are deployed using equity securities. As we have discretion over these accounts, Morningstar's accounts are traded at the same time as our and Morningstar Investment Services' other discretionary client accounts in order to ensure that Morningstar's accounts are not treated more favorably than our client accounts. Some of Morningstar's accounts are used as the subject of newsletters offered by Morningstar. In order to ensure that Morningstar's newsletter subscribers are not treated more favorably than our clients, which would result in a breach of our fiduciary duty, we do not report trades in Morningstar's accounts invested in our strategies to newsletter subscribers until after our client accounts have been traded or our non-discretionary clients have been notified.

As a wholly owned subsidiary, we use the resources, infrastructure, and employees of Morningstar and its affiliates to provide certain support services in such areas as technology, procurement, human resources, account, legal, compliance, information security, and marketing. We do not believe this arrangement presents a conflict of interests to us in terms of our advisory services. Employees of Morningstar that provide support services to us have the option to maintain their Financial Industry Regulatory Authority ("FINRA") security licenses our limited broker/dealer registration, if appropriate for their current job responsibilities. Morningstar Investment Services utilizes its broker/dealer registration solely for the receipt of shareholder servicing fees, therefore, we believe no conflict of interest exists due to the maintenance of these security licenses.

We have the option to make our clients aware of various products and services offered by Morningstar or its affiliates. We do not receive compensation for that introduction. Morningstar and its affiliates also have the option to make their clients aware of various products and services offered by us. Morningstar and its affiliates do not receive any compensation from us for that introduction, unless it falls under a solicitation arrangement, as described in Item 14 below.

Affiliations – Morningstar, Inc.'s Subsidiaries

Equity and manager research analysts based outside the United States are employed by various wholly owned subsidiaries of Morningstar. These analysts follow the same investment methodologies and process as Morningstar Research Services, as well as being held to the same conduct standards. As a result, we do not believe this structure causes actual or a potential for a conflict of interest.

Affiliations – Credit Rating Agency

We are affiliated with the DBRS Morningstar group of companies, which include DBRS, Inc., DBRS Limited, DBRS Ratings GmbH, and DBRS Ratings Limited. DBRS, Inc. is registered with the Securities and Exchange Commission as a Nationally Recognized Statistical Rating Organization (NRSRO). DBRS Morningstar's companies are also registered with and governed by applicable regulatory body or bodies in other countries around the globe. In our analysis of certain securities, we use the publicly available credit rating and analysis issued by DBRS Morningstar. Because of our use of DBRS Morningstar's ratings and analysis is limited to that which is publicly available, we do not believe there is an actual or potential conflict of interest that arises from such use.

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

Code of Ethics

We have in place a Code of Ethics pursuant to Rule 204A-1 under the Advisers Act ("Code of Ethics"). Our Code of Ethics strives to uphold the highest standards of moral

and ethical conduct, including placing our clients' interest ahead of our own. Our Code of Ethics covers all our officers and employees as well as other persons who have access to our non-public information (collectively "Access Persons"). Our Code of Ethics addresses such topics as professional and ethical responsibilities, compliance with securities laws, our fiduciary duty, and personal trading practices. Our Code of Ethics also addresses receipt and/or permissible use of material non-public information and other confidential information our Access Persons may be exposed and/or have access to given their position. The Code of Ethics is provided upon hire and at least annually thereafter and at each time, the Access Person must certify in writing that she or he has received, read, and understands the Code of Ethics and that they agree to or have complied with its contents.

A copy of our Code of Ethics is available to existing and prospective clients by sending written request to compliance@morningstar.com.

Interest in Client Transactions

Our Access Persons have the option to maintain personal investment accounts and purchase or sell investments in those accounts that are the same as or different from the investments we recommend to clients. Because we generally recommend mutual funds and ETFs, our Access Persons' personal investing activities should not conflict with our advisory activities or the timing of our recommendations. In addition, our Code of Ethics is designed to ensure that Access Persons' personal trading activities will not interfere with our clients' interests, while allowing our Access Persons to invest in their own accounts.

We do not engage in principal transactions (transactions where we, acting in our own account or in an affiliated account, buy a security from or sell a security to a client's account). We have the option to engage in agency cross transactions (transactions where we or our affiliate executes a transaction between two or more clients), but will only do so when we feel the cross transaction is in the best interest of the clients.

Interest in Securities That We May Recommend

Morningstar Investment Management has and maintains a number of seed accounts (accounts used to establish a strategy we offer or track), many of which follow strategies we offer to clients. We place block trades for accounts, therefore trade requests for the seed accounts are placed at the same time as trades are placed for those client accounts invested in the same strategy and for which we have discretion. Block trades are allocated in such a manner as to ensure that the seed accounts do not receive more favorable trades than our clients' accounts. Client accounts that we manage on a discretionary basis and thus, the seed accounts, are traded just before we provide model portfolio trade recommendations to other clients using our U.S. managed portfolios. However, our model portfolio clients receive trade recommendation after the close of the trading day, so that no one model portfolio client is favored over another.

Personal Trading By Access Persons

Our Code of Ethics is designed to ensure that Access Persons' personal trading activities do not interfere with our clients' interests. While our Access Persons have the option to maintain personal investment accounts, they are subject to certain restrictions. Our Code of Ethics includes policies designed to prevent Access Persons from trading based on material non-public information. Access Persons in possession of material non-public information are prohibited from trading in securities which are the subject of such information and tipping such information to others. In certain instances, we employ information blocking devices such as restricted lists to prevent illegal insider trading. Morningstar's compliance department monitors the activities in the personal accounts of our Access Persons (and any accounts in which they have beneficial ownership) upon hire and thereafter. Access Persons are required to pre-clear IPO and private placement transactions with Morningstar's compliance department.

Item 12. Brokerage Practices

Our Brokerage Practices

For Our Program, or where we act as an Investment Manager, the Advisory Firm and/or Financial Adviser and, in some specific cases Morningstar Investment Services under a Solicitation Arrangement, must select a qualified custodian. This qualified custodian must have the appropriate technical and operational connections with our Provider or the Third-Party Program or Platform's service providers, and will affect, clear, and settle transactions we place on behalf of Client accounts and will act as the account's qualified custodian.

As part of Our Program, if Advisory Firm does not have an existing relationship with a qualified custodian, we will provide a list of those that have the appropriate technical and operational connections with our Provider. From that list, Client and Client's Advisory Firm, and in some specific cases Morningstar Investment Services under a Solicitation Arrangement, will be responsible for selecting a qualified custodian.

Please note, we do not receive compensation, research, or soft dollar benefits from the qualified custodian selected nor are Morningstar Investment Services and the qualified custodian affiliated.

Advisory Firm is solely responsible for deciding whether to negotiate with its selected qualified custodian the clearing/custody fees to be charged to their Client Accounts or where applicable, to use the clearing/custody fee schedule we have in place with that qualified custodian ("Clearing Fee"). Please note, for Our Program, if Advisory Firm chooses to use the clearing/custody fee schedule we have secured with the qualified custodian, it could be higher than a clearing/custody fee schedule Client and/or Client's Advisory Firm may be able to negotiate.

Client's Financial Adviser is solely responsible for determining whether the Clearing Fee is charged to Client's account on an "asset" or "per transaction" basis (in some cases, under a Solicitation Arrangement, we will be responsible for determining if the Clearing Fee charged to a Client's account is on an "asset" or "per transaction" basis; please see the section titled Client Referrals and Other Compensation for more information on Solicitation Arrangements). If 'asset' basis is selected, the account will be charged a fee every month or quarter ("Period"), depending on the qualified custodian, based on the average daily balance of Client's account ("Asset Based Clearing Fee"). Clients should refer to their account opening documents for details regarding their Asset Based Clearing Fee Period. There is also additional information about the Asset Based Clearing Fee in the Form ADV Part 2A Appendix 1: Wrap Fee Program Brochure. If 'per transaction' basis is selected, Clients understands your Account will be charged a transaction fee in the calendar quarter the transactions are made based on a specific rate per trade ("Transaction Based Clearing Fee").

Clients should consult with their Financial Adviser on the advantages/disadvantages of each method and the Clearing Fee associated with each. Asset Based Clearing Fees are not appropriate for everyone and the decision of which method to choose should be based on individual's particular circumstances and any other relevant factors. Clients should note that if the number of transactions in their account is low enough or if they have no transactions in any given Period, the Asset Based Clearing Fee they pay the qualified custodian may/will exceed the transaction costs that would otherwise be charged for transactions effected in that period.

The qualified custodian will deduct Clearing Fees from Client accounts in accordance with the Clearing Fee schedule (i.e., Asset Based or Transaction Based Clearing Fee) presented to Client during the account-opening application. As a result of the Clearing Fee being pre-determined, neither Morningstar Investment Services nor Client's Advisory Firm will negotiate trading fees (e.g., brokerage commissions) each and every time a transaction is placed with the qualified custodian. The Clearing Fee imposed by the qualified custodian will generally be different, and could be higher, than those of other available brokerage firms.

The payment of the Clearing Fee is solely Client's responsibility; we will not be obligated to pay the Clearing Fees incurred by Client's account. These Clearing Fees are

in addition to the Annual Program Fee or Our Fee/Our Net Fee described in the Fees and Compensation section.

Additionally, the qualified custodian may impose a fee based on their short-term trading policies. If these fees are imposed, the appropriate amount will be charged to Client's account, which is separate and distinct from the Annual Program Fee, Our Fee/Our Net Fee, and Clearing Fees.

In setting up a brokerage account with a qualified custodian Client may be required to produce a government-issued identification number (e.g., U.S. driver's license number) and other personal, non-public information. Our discretionary authority will not become active until all necessary agreements have been executed and accounts established.

Program Trade Aggregation and Allocation

For Client accounts managed on a discretionary basis ("Participating Clients"), we submit trade instructions on behalf of the Participant Clients to the appropriate qualified custodian. Trade instructions related to a model reallocation are generally made as aggregate purchase or sale orders intended to facilitate the trade execution process. This process was designed so that no one Participating Client or group of Participating Clients is favored over another. All Participating Clients included in the aggregate order receive the security's average share price for that order in accordance with the qualified custodian's policy. When faced with a security with limited supply or demand that results in a partial fill of our aggregate order, we intend to allocate that partial fill among Participating Clients on a pro-rata basis. We may, depending on the circumstances, increase or decrease the amount of securities allotted to each client by applying de minimis standards (e.g., avoid odd-lot or small number of securities) for a client.

If we deem it impractical or inappropriate to allocate securities among Participating Clients on a pro-rata basis, we will allocate such securities in some other equitable manner. Allocations generally are made prior to or at the time of execution. Subsequent allocations may be made in unusual circumstances such as, but not limited to, recognition of new account restrictions or availability of cash.

When a strategy is offered at more than one qualified custodian, we generally submit instructions related to a model reallocation to all applicable qualified custodians on the same day so that no one Participating Client or group of Participating Clients is favored over another. Because of this, there will be a gap between the date a portfolio manager submits reallocation instructions to the trade team and the date the trade team communicates those trades to the qualified custodians. This gap could be caused by the need to obtain selling agreements at a qualified custodian or to coordinate the trade with a fund company, for example, and could result in Participating Clients receiving different pricing due to market movements during the gap. Consistent with our investment philosophy and process noted in Item 8 above, our portfolio managers seek holdings for our Portfolio strategies they have a high conviction in whose investment objective is geared toward long-term investing and plan to hold for extended periods of time. As such, most reallocation instructions are not time-sensitive or market-dependent. (Please note, in instances where we offer different versions of a Portfolio – for example, an asset allocation Portfolio with Morningstar Funds as underlying holdings and a similarly named asset allocation Portfolio with third party funds for underlying holdings, those Portfolios are treated as separate strategies for trading purposes.)

In the rare situation where holding reallocation instructions until all qualified custodians can trade on the same date would cause material harm to Participating Clients in the strategy, we have the option to choose to communicate the instructions to those qualified custodians who can process the instructions in a timely manner and instruct the remaining qualified custodian(s) to process the instructions as soon as they are able to do so. This could result in

different pricing for Participating Clients whose trades are executed after those of other Participating Clients.

When Client accounts require maintenance that results in a purchase or sell order (e.g. contributions, orders made to raise cash for client-directed disbursements, etc.) or for new accounts, we will submit trade instructions for those accounts directly to the appropriate clearing or custody firm. Strategy changes or maintenance requests that are deemed to be in good order are generally processed on a best efforts basis within 2 business days of our receipt of proper notification or documentation. At our discretion, such trade instructions may be separate from the trade instructions resulting from a model reallocation or they may be aggregated. If such trade instructions are not aggregated with a model reallocation, they are submitted to the clearing or custody firm on an as-needed basis and could result in a client receiving different prices than those trades made as a result of a model reallocation.

In instances where we manage accounts for ourselves or a related entity, such accounts are included in the aggregate order with our Participating Clients' accounts to ensure that such accounts are not favored over any other Participating Clients' account.

In instances where we act as a Model Manager, the model portfolio update is typically loaded into a Client's proprietary system (or otherwise prepared) and submitted to the Institutional Client after the close of trading on the same day we submit trade instructions for our Participating Clients. This process was designed so that no one Institutional Client receiving model portfolios receives preferential treatment over another Institutional Client. For large orders or thinly traded securities, this may result in Model Manager clients receiving less favorable prices than those obtain for client in Our Program.

Valuation

Where necessary, valuations of securities are typically determined by Client's Custodian or a third-party pricing service. Other valuation methods may be used in certain circumstances. Valuations from a third-party pricing service or other method can differ from Custodian valuations.

Our Sub-Adviser's Brokerage Practices

For the Select Fixed-Income Portfolios managed by our Sub-Adviser, Sub-Adviser has the authority to make all determinations as to which securities are bought and sold, the amounts of securities to be bought or sold, the broker/dealer to be used and commissions, dealer spreads, and other fees to be paid with respect to the Select Fixed-Income Portfolios. We encourage you to refer to Sub-Adviser's ADV Part 2 for information about their best execution practices, choice of broker/dealer for trading, conflicts of interest, research and soft dollar benefits, directed brokerage, broker fees, trade aggregation, rotation, and allocation, cross-trades, and other brokerage practices. You can obtain Sub-Adviser's ADV Part 2 from your Financial Adviser or by searching by "Firm" for "Nuveen Asset Management, LLC" at <https://adviserinfo.sec.gov/>.

Sub-Adviser uses its affiliate, Nuveen Securities, to clear certain securities (e.g., municipal bond) transactions where it believes that such use does not create a conflict of interest. In such transactions, there will be no change in the security price Nuveen Securities pays or receives and the price clients pay or receive for the same securities when Nuveen Securities provides the clearing services. Nuveen Securities will not receive any spread, mark-up, mark-down or transaction fee from the client in connection with such service. Sub-Adviser may reimburse the actual or estimated expenses of Nuveen Securities for providing such services out of its own resources. Sub-Adviser is similarly able to aggregate all or a portion of the block at Nuveen Securities prior to selling them to a dealer.

Research and Soft Dollar Benefits

Sub-Adviser does not obtain research products and services when it trades fixed-income securities and the broker/dealer is acting as principal. However, at times, a broker will give Sub-Adviser proprietary research that may be based in part on fixed-income (including municipal bond) trading Sub-Adviser directs to that broker/dealer.

Trading Away

Sub-Adviser has the ability to execute transactions through a broker/dealer other than the Client's Custodian when it believes that such trade would result in the best price and execution under the circumstances. Sub-Adviser generally trades away from the Client's Custodian for municipal bond strategies all or substantially all of the time and may also trade away certain other fixed-income strategies depending on the particular type and characteristics of the security and marketplace conditions.

When selecting a broker/dealer for fixed-income transactions, our Sub-Adviser takes into consideration the price and execution quality available under the circumstances to seek best execution. The ability to select among multiple dealers is generally extremely limited in cases where there is a listed supply of municipal bonds with specific desired characteristics (e.g., a certain credit quality, maturity, duration, and/or particular state of issue.) For taxable fixed-income strategies, Sub-Adviser seeks best execution based on its consideration of a broker/dealer's services, including the ability to obtain a competitive bid or price offer.

Trade Aggregation, Rotation, and Allocation

Sub-Adviser may aggregate its purchases and sales of securities and other investments in a block trade, and allocate securities based on its procedures, which may include a pro rata allocation based on the aggregate requested amounts of such issue by the relevant portfolio managers or methods other than pro rata in appropriate circumstances. Orders are generally aggregated where our sub-adviser believes that such aggregation would be advantageous for client accounts. Sub-Adviser may determine not to aggregate certain orders that relate to portfolio management decisions that are made independently for different accounts, or if it determines that aggregation is not practicable, not required or inconsistent with client direction, or, in its judgment, aggregation would not result in fair treatment to accounts, or best execution of the order. Transactions for accounts that are not included in a bunched order may be executed before, along with, or after transactions in the same security being executed for other clients of Sub-Adviser.

Sub-Adviser endeavors to treat clients fairly and equitably over time with respect to trading sequencing and allocation. Where there are actual or perceived constraints on the use of aggregate orders, or where Sub-Adviser does not handle trading, such as in the case of the delivery of model portfolios, Sub-Adviser has procedures designed to treat clients in a fair and equitable manner over time. However, on any given order, some accounts may trade before other accounts, and some accounts may receive more favorable pricing than other accounts for the same security.

Sub-Adviser may determine not to aggregate certain orders that relate to portfolio management decisions that are made independently for different accounts, or if it determines that aggregation is not practicable, not required or inconsistent with client direction, or, in its judgment, aggregation would not result in fair treatment to accounts, or best execution of the order.

Sub-Adviser has written allocation procedures designed to provide for fair and equitable allocation of securities over time among similar client accounts. Sub-Adviser will generally allocate municipal securities based on the strategy (e.g., taking account the relevant state for state-specific, state-preference and national-preference portfolios), account cash balance, security-level and account-level quality, maturity and duration characteristics, AMT status, and other relevant factors including the scarcity of a particular security in light of the particular account objective and strategy. Generally, if an allotment of a new municipal issue is for less than the total bonds for which our sub-adviser placed orders, the total allotment received generally will be allocated pro rata among its institutional clients on the one hand, and non-institutional clients on the other, based on the number of bonds requested by such accounts, to the extent practicable. Sub-Adviser allocates taxable fixed-income investment opportunities to eligible

accounts based on: i) the investment objective of each account; ii) the size of the original order placed for the account; iii) minimum commercial lot sizes for the transaction and security type; iv) relative size of the account; v) current and expected account concentrations and exposures; vi) cash balances; vii) the scarcity of a particular security in light of the particular account objective and strategy; viii) actual or expected liquidity of a security; and ix) other relevant factors. Our sub-adviser endeavors to allocate securities orders pro rata among similarly situated accounts based on these factors.

Cross Trades

Cross trades occur when a broker matches a buy and sell order for the same security between its clients. When Sub-Adviser exercises investment control over an institutional block of bonds that is allocated and held among multiple accounts, participating accounts can collectively benefit from institutional pricing and execution. Cross trades enable the participating accounts to engage in a transaction that seeks to more closely replicate an institutional block transaction and avoid the execution and pricing disadvantages associated with odd lot trading. Neither our Sub-Adviser nor any of its affiliate receives any commission, transaction fees or other transactional compensation in connection with effecting cross trades.

Sub-Adviser engages in cross trades only in cases where it believes that the cross trade would be in the best interests of both selling and buying accounts. Sub-Adviser has a cross transaction policy that sets the price of a municipal bond cross trade according to one of its methodologies, the goal of setting the price is to seek a fair price for both sides of the cross trade.

Cross trades involving accounts subject to ERISA are not generally permitted.

Cases may arise where trading or investment personnel do not know or have reason to know the identity of the other side of a trade prior to execution, which may result in Clients advised by Sub-Adviser selling to other clients advised by Sub-Adviser. Additionally, trading or investment personnel of Sub-Adviser may operate independently within different teams and/or for different accounts, asset classes or strategies in which such personnel generally do not know or have reason to know the identity of the other side of the trade prior to execution. Sub-Adviser considers the foregoing facts and circumstances, and factors such as the liquidity of the securities, uncoordinated timing of sell/buy transactions and no linkage in transaction fees for sell/buy transactions in determining its treatment of such trades under various regulatory regimes.

Item 13. Review of Accounts

In most cases, Client's Financial Adviser will review Client responses to a risk tolerance questionnaire or similar information and assist Client in determining if a strategy is appropriate for Client and, if it is, making a final determination as to the most appropriate portfolio for Client from among the portfolios available within Our Program, the Third-Party Program, or Platform. In addition, Client's Financial Adviser agrees to meet with Client at least annually to discuss and review any changes in your financial situation.

We and our Sub-Adviser provide ongoing monitoring of the Portfolios we manage to seek to ensure each Portfolio remains aligned with factors such as its objective, guidelines, and restrictions. Sub-Adviser's ADV Part 2 contains additional details about its account review process, which you can obtain from your Financial Adviser or by searching by "Firm" for "Nuveen Asset Management, LLC" at <https://adviserinfo.sec.gov/>.

Item 14. Client Referrals and Other Compensation

In addition to our typical arrangements, we offer Our Program under the following arrangements and receive compensation and/or economic benefit for providing services under the Our Program:

Solicitation Arrangements

Situations arise in which others, including affiliates, introduce accounts to us or solicit clients for us that they deem appropriate. In those cases, we will enter into a written agreement with the solicitor that complies with the "Cash Solicitation Rule" (Rule 206(4)-3) under the Investment Advisers Act of 1940, as amended. Where applicable, the agreement will identify the roles and responsibilities of the solicitor and Morningstar Investment Services and the specific amount of the annual or other referral fee to be shared with the solicitor commensurate with the degree of effort and assistance provided. The fee charged to a Client under this arrangement will not be affected if Client were introduced or referred by a solicitor.

Through a Solicitor Disclosure Statement, which is given to Client prior to or upon receiving the Investment Management Agreement, Client is made aware of the arrangement between the solicitor and us (and thus it has a financial interest in recommending us to Client) and the specific referral fee paid to the solicitor.

The referral fee will be paid quarterly for so long as Client maintains an Investment Management Agreement with us and the solicitor's agreement with us remains in-force. If at any time either agreement is terminated, the referral fee payments to the solicitor will cease.

Morningstar, as noted previously, offers various products and services to the public. In some cases, Morningstar refers clients of its products and services to Morningstar Investment Services for a referral fee as noted within the solicitation arrangement between Morningstar and Morningstar Investment Services. In those situations, Morningstar will disclose to the clients that they are affiliated with Morningstar Investment Services and that Morningstar Investment Services may pay Morningstar a referral fee.

Additional Compensation

We utilize the services of unaffiliated providers, to provide, among other things, a platform that includes trade entry, trade allocation/portfolio management, rebalancing, trade clearing, fee processing, individual client accounting, and tax reporting. As a result of this relationship, we receive benefits, such as the ability to aggregate securities transactions and the ability to deduct program fees directly from accounts (in accordance with federal and state requirements).

We benefit from the fact that for strategies consisting of open-end mutual funds and where our Provider is the qualified custodian of an account, our Provider receives shareholding servicing fees directly from the mutual funds used within Our Program. The Provider, in turn, reduces the monthly fee and expenses payable by us to it (in accordance with the agreement between the parties) by the amount of shareholding servicing fees it receives relating to the clients of Our Program. Such arrangement could create a conflict of interest; however, in an effort to reduce such conflict, we offset the Our Fee charged to the client with an amount reflective of the reduction we receive as noted in the Fee and Compensation section.

In addition, Morningstar, as noted previously, offers various products and services to the public. In some cases, Morningstar refers clients of its products and services to Morningstar Investment Services for a referral fee as noted within the solicitation arrangement between Morningstar and Morningstar Investment Services. In those situations, Morningstar will disclose to the clients that they are affiliated with Morningstar Investment Services and that Morningstar Investment Services may pay Morningstar a referral fee.

Item 15. Custody

We do not serve as a custodian of client assets. However, in cases where we have the ability to debit fees directly from client accounts, we have custody of client assets under Rule 206(4)-2 of the Advisers Act, even if we do not act as a custodian. We also have custody in situations where a client has a "standing letter of authorization" in place that directs assets to a third-party specified by the

client. In most cases, Client's Advisory Firm is responsible for selecting the custodian for assets.

For Our Program and where we act as an Investment Manager, generally, on a quarterly basis, we will provide each Client with a report detailing the performance of Client's account and holdings analysis as well as an overview and commentary of the selected portfolio. The report will also include a reminder that Client should inform their Financial Adviser promptly of any changes in their financial situation or investment objectives or if they wish to modify or impose any restrictions on their account. Clients should also inform their Financial Adviser promptly of any changes to their Specification Sheet, if applicable, that they wish to make.

Additionally, Client will be provided trade confirmations or transaction statements from the qualified custodian pertaining to their account. If at any time, Client does not receive a statement on at least a quarterly basis from your qualified custodian, we encourage Client to contact their Financial Adviser immediately. In addition, we encourage Client to compare their custodian statements with reports or information provided by us and to contact your Financial Adviser immediately if Client finds any discrepancies between the two.

Tax documents and information are reported to the IRS by Client's Custodian.

Item 16. Investment Discretion

For Our Program and where we act as an Investment Manager, in order to provide the discretionary authority to invest and reinvest in securities for Client's account, Client grants us (and when applicable, our Sub-Adviser) authority to make investment decisions and initiate transactions on Clients' behalf without seeking approval or discussing these investment decisions first with Client, the Advisory Firm or Client's Financial Adviser. As a result, Client, Client's Advisory Firm and Client's Financial Adviser are not authorized to make any security-related investment decisions (e.g., rebalance, reallocation, buy/ sells) pertaining to Client Portfolio nor is Client's Advisory Firm or Financial Adviser authorized to independently debit from Client account their portion of the Annual Program Fee (as explained in the Fees and Compensation section). If any of the activities described in the previous sentence do occur we may recover costs, expenses and/or losses associated with correcting such unauthorized activities from Client, Client's Advisory Firm or Client's Financial Adviser. The portfolio construction and on-going portfolio monitoring will be performed on our behalf by Morningstar Investment Management, a registered investment adviser and the direct parent company of us. Our investment decision making authority as described above does not include us or Morningstar Investment Management having direct access to or the authority to obtain possession of Client account assets.

We (and when applicable, our Sub-Adviser) do not have investment discretion in situations where we act as a Model Manager.

Item 17. Voting Client Securities

Proxy Voting Policy and Procedures

Rule 206(4)-6 of the Investment Advisers Act of 1940, as amended, places a number of requirements on those investment advisers who have proxy voting authority with respect to securities held in their clients' accounts. These requirements are:

- Adopt and implement written policies and procedures that are reasonably designed to ensure that we vote in the best interest of their clients, which procedures must include how to address material conflicts that may arise between our interests and those of our clients;
- Disclose to clients how they may obtain information about how proxies were voted with respect to their securities; and
- Describe to clients our proxy voting policies and procedures and, upon request, furnish a copy of the policies and procedures.

As indicated in the Investment Management Agreement (presented with the account opening documents), we will vote proxies on those securities underlying Client's account in Our Program unless Client elects otherwise. We may also vote proxies in

some cases where we act as an Investment Manager. Please refer to your account opening documents for more information.

Proxy Voting Committee

In efforts to mitigate conflicts of interest, we have in place a Proxy Voting Committee ("Committee"). This Committee consists of both non-voting and voting members (collectively, "Committee Members"). Committee Members include a Compliance Officer (or appointed designee), Director of Operations (or its equivalent) and members of the investment team. The Committee is responsible for tasks such as:

- Developing, implementing and updating policy and procedures intended to ensure voting of proxies is conducted in a manner that is in the best interests of its clients;
- Assessing whether proxy voting should be internally, externally by a third-party vendor, or a combination of the two;
- Overseeing the third-party vendor, when applicable;
- Making voting decisions and ensuring votes are cast on time, when applicable;
- Maintaining documents material to the voting decision; and
- Implementing appropriate proxy voting disclosures and maintaining records of all communications received from clients requesting information on how proxies were voted and our responses

Proxy Voting Process

A Committee Member receives proxy statement notifications from an independent third-party vendor when a proxy statement has been issued on a security that currently underlies a Program Portfolio. This third-party vendor provides additional services such as providing us with corporate governance voting recommendations, vote submissions on our behalf, and provide access to e-ballot and meeting information.

In instances in which we do not rely on a third-party vendor, the vote will be determined on a case-by-case basis. Upon receiving a proxy statement, the investment team member with the primary oversight responsibility for the security will review the proxy statement and make a recommendation to the Committee.

The voting Committee Members will review the proxy issue and the recommendation and will cast their vote as to whether they agree or disagree with the recommendation. If the other voting Committee Members agree with the recommendation, the proxy will be voted in that manner. If there is not a super-majority, the Committee will hold a meeting to discuss the proxy and reach a resolution.

How you can Obtain Proxy Voting Information

At any time, you may request information on how we voted proxies and/or request a copy of our proxy voting policies and procedures. Requests can be submitted by calling 877-626-3227, sending an e-mail to mis@morningstar.com, or writing to Morningstar Investment Services LLC at 22 West Washington Street, Chicago, IL 60602 ATTN: Chief Compliance Officer.

Please note, we, and if applicable, our Sub-Adviser will not act on or advise Clients regarding legal proceedings, including bankruptcies or class actions, involving securities currently or formerly held in an account or the issuers of those securities. Client and Client's Financial Adviser are responsible for determining whether Client wants to participate in any class action suits filed against companies in which Client is invested.

Except as otherwise directed, our Sub-Adviser is generally authorized to vote proxies for its clients in regard to the Portfolios it manages as part of its duties as discretionary investment adviser. Our Sub-Adviser does not vote proxies where a client withholds proxy voting authority, or when acting as a Model Manager. Our Sub-Adviser votes proxies in accordance with its policies and procedures in effect

from time to time. To learn more about our Sub-Adviser's proxy voting policies and procedures, please refer to its Form ADV Part 2, which you can obtain from your Financial Adviser or by searching by "Firm" for "Nuveen Asset Management, LLC" at <https://adviserinfo.sec.gov/>.

Item 18. Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition. We do not have any financial commitment that impairs our ability to meet our contractual and fiduciary commitments to clients, nor have we been the subject of any bankruptcy proceeding.