ENVESTNET

Envestnet Asset Management, Inc.

35 East Wacker Drive, Suite 2400

Chicago, IL 60601

312-827-2800

www.envestnet.com

October 1, 2018

This Brochure provides information about the qualifications and business practices of Envestnet Asset Management, Inc. ("Envestnet"). If you have any questions about the contents of this Brochure, please contact us at 312-827-2800. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Item 2 – Material Changes

This Item discusses only specific material changes that are made to this Brochure and provides clients with a summary of such changes. We last filed an update to our Brochure on March 30, 2018. There were no material changes to this Brochure from the previous versions. There were minor changes, including program changes and changes to related persons, enhancements and clarifications throughout.

In the past, Envestnet has offered or delivered a brochure, with information about its qualifications and business practices, to clients on at least an annual basis. Pursuant to SEC rules, if there are material changes to the Brochure, Envestnet will provide a summary of any material changes to its Brochure within 120 days of the close of its fiscal year. Envestnet may also provide information about material changes to clients at other times during the year, if necessary.

We will provide you with a new Brochure, at any time, without charge.

Currently, our Brochure may be requested by contacting Envestnet at 312-827-2800. Our Brochure is also available on our web site (http://www.investpmc.com/ADVPart2A), free of charge.

Item 3 – Table of Contents

Item 4 – Advisory Business

Envestnet is an investment management firm founded in 1999 that provides investment management and investment advisory services through independent investment advisors ("Advisor(s)") for use with Advisors' clients (each a "Client"). Envestnet also serves institutional clients such as pension or profit-sharing plans, trusts, estates, and corporations and provides advisory and research services directly to Advisors. As of June 30, 2018, Envestnet Asset Management, Inc. had $121.9 billion in assets under management and $301.6 billion in assets under administration.

Envestnet is a wholly-owned subsidiary of its parent company Envestnet, Inc. (NYSE:ENV), a publicly held company.

Envestnet provides Advisors with an extensive range of investment sub-advisory services for use by Advisors with their Clients through its Private Wealth Management programs, including Separately Managed Accounts ("SMA"), ActivePassive Portfolios, PMC Sigma Mutual Fund Solutions ("MFS"), PMC Strategic ETF Solutions, Unified Managed Account ("UMA"), PMC Multi Manager Account ("MMA") (formerly referred to as the PMC Guided Portfolios) program, PMC Select Portfolios and PMC Select Dynamic Portfolios ™, PMC Liquid Endowment Portfolios, Paradigm Liquid Alternatives, Ascent Portfolios, PMC Market Series Quantitative Portfolios™, PMC Factor-Enhanced Quantitative Portfolios™, PMC Impact Quantitative Portfolios™ and Third-Party Fund Strategists (together, the "Programs" and individually a "Program"). In addition to Paradigm Liquid Alternatives and Ascent Portfolios, investment strategies that are prefaced with "PMC" or "Sigma" designate that the investment strategy is a proprietary strategy of Envestnet, as opposed to the many third-party investment strategies that we also make available in the SMA, UMA and Third-Party Fund Strategists programs.

The Programs generally are made available by Envestnet through each Client's independent Advisor, and in certain limited instances, directly to the Client. In addition to the Envestnet sub-advisory services offered in the Programs, Envestnet also offers Advisors many advisory service tools, whereby Envestnet provides only administrative and technology services and investment research and due diligence. A Client's Advisor determines which services and Programs of Envestnet to utilize with its Clients and may utilize the services of other third-party services providers in conjunction with the Programs; Clients should therefore consult their Advisor's Form ADV Part 2 for a fuller description of that Advisor's specific use of Envestnet and the Programs. The selection of services offered to our Advisory clients by Envestnet include:

- Assessment assistance of the Client's investment needs and objectives
- Investment policy planning assistance
- Assistance in development of an asset allocation strategy designed to meet the Client's objectives
- Recommendations on suitable style allocations
- Identification of appropriate managers and investment vehicles suitable to the Client's goals
- Evaluation of asset managers and investment vehicles meeting style and allocation criteria
- Engagement of selected asset managers and investment vehicles on behalf of the Client
- Ongoing monitoring of individual asset manager's performance and management for "Approved" investment strategies (See Item 8)
- Automated tools that assist in the review of Client accounts to ensure adherence to policy guidelines and asset allocation
- Recommendations for account rebalancing, if necessary
- Online reporting of Client account's performance and progress
- Fully integrated back office support systems to advisors, including interfacing with Client's custodian, trade order placement, and confirmation and statement generation. Access to third party platforms and strategies through the ENV Platform.

The Programs

For all Programs, Client and Advisor compile pertinent financial and demographic information to develop an investment program that will meet the Client's goals and objectives. Utilizing the Envestnet platform tools, Advisor will allocate the Client's assets among the different options in the Program and determine the suitability of the asset allocation and investment options for each Client, based on the Client's needs and objectives, investment time horizon, risk tolerance and any other pertinent factors. Envestnet uses a number of proprietary analytical tools and commercially available optimization software applications in developing its asset allocation strategies. Among the factors considered in designing these strategies are historical rates of risk and return for various asset classes, correlation across asset classes and risk premiums. For all Programs, Client directly owns the underlying securities, mutual funds or Exchange Traded Funds ("ETFs") in each of the Program's investment strategies. Mutual funds, ETFs, closed-end funds, unit investment trusts and real estate investment trusts exchange traded funds are collectively referred to throughout this document generally as a "Fund" or "Funds."

For Clients selecting the SMA program, the Client is offered access to an actively managed investment portfolio chosen from a roster of independent asset managers (each a "Sub-Manager") from a variety of disciplines. Unlike a mutual fund, where the funds are commingled, a separately managed account is a portfolio of individually owned securities that can be tailored to fit the Client's investing preferences. Envestnet will assist Advisor in identifying individual asset managers and investment vehicles that correspond to the proposed asset classes and styles or Advisor may independently identify asset managers. Envestnet retains the Sub-Managers for portfolio management services in connection with the SMA program through separate agreements entered into between Envestnet and the Sub-Manager on terms and conditions that Envestnet deems appropriate. For certain Sub-Managers, Envestnet has entered into a licensing agreement with the Sub-Manager, whereby Envestnet performs administrative and/or trade order implementation duties pursuant to the direction of the Sub-Manager. In such situation, the Sub-Manager is acting in the role of a Model Provider (as defined below).

Clients may also select individual Funds through the SMA program.

In the ActivePassive Portfolios program, Envestnet's affiliated sub-advisor, Envestnet Portfolio Solutions, Inc. ("EPS") provides discretionary investment advisory services under which EPS selects mutual fund investments for Clients consisting of a series of third party index mutual funds as well as one or more actively managed funds from the PMC Fund family. Under the ActivePassive Portfolios program, EPS has discretionary authority to direct investment of the monies contributed by the Client. Such discretionary authority includes the discretion to adjust asset allocations to the ActivePassive Portfolios, and to replace or reduce allocations to specific mutual funds without prior consultation with the Client. EPS periodically monitors client portfolios and when deemed appropriate makes changes in both asset allocations as well as specific mutual fund selections. Neither Envestnet nor EPS maintains custody of the individual funds or other assets owned by each Client. Clients are themselves the registered owners of the mutual funds which are held by a registered broker-dealer and/or qualified custodian on each Client's behalf. The PMC Funds are a proprietary fund family of Envestnet and as the investment advisor to the PMC Funds, Envestnet receives a management fee based on assets invested in the PMC Funds. EPS does not separately charge a fee for its management of assets invested in the PMC Funds through the ActivePassive Portfolios, but may charge a management fee for assets invested in third-party Funds.

For Clients selecting a mutual fund or ETF asset allocation strategy, Envestnet manages mutual fund asset allocations based on Envestnet's recommended investment strategy (each a "PMC Strategy"). The PMC Strategies are fully discretionary, mutual fund and/or ETF asset allocation programs offering a series of model portfolios positioned at various points along the risk/return spectrum that correspond to the individual Client's goals and objectives. Once the Client's assets are invested, Envestnet may add, remove or replace mutual funds at its discretion. The MFS program, Ascent Portfolios and PMC Strategic ETF Solutions are also a part of the PMC Strategies. Certain Advisors may re-brand a PMC Strategy and label the investment strategy according to that Advisor's design, as further described in the Advisor's Form ADV Part 2A. The Ascent Portfolios are managed by Envestnet with sub-advisory services currently provided by First Ascent Asset Management.

For Clients selecting the PMC Select Portfolios, Envestnet utilizes its proprietary mutual fund family, the PMC Funds, for the appropriate investments based on the Client's corresponding investment objectives and risk profile. Where appropriate, Envestnet may also utilize non-proprietary mutual funds in the PMC Select Portfolios. Envestnet is responsible for developing, constructing and monitoring the asset allocation and strategy for each portfolio. Envestnet serves as the investment advisor of the PMC Funds and actively manages a portion of the PMC Funds, and also acts in a "manager of managers" role by selecting and overseeing multiple sub-advisors to the funds who manage distinct segments of a market, asset class or investment style.

The PMC Select Dynamic Portfolios are centered on the strategic allocations of the PMC Funds used by the PMC Select Portfolios, as described above, but also allow for underweighting or overweighting between the PMC Funds for each portfolio.

For Clients using the UMA program, the Client is offered a single portfolio that accesses multiple asset managers and Funds, representing various asset classes, that is customized by the Client's financial advisor. Utilizing the Envestnet tools, Advisor customizes the asset allocation models for a particular Client or selects Envestnet's proposed asset allocations for types of investors fitting Client's profile and investment goals. The Advisor then further customizes the portfolio by selecting the specific, underlying investment strategies or Funds in the portfolio to meet the Client's needs. Once the Advisor has established the content of the portfolio, Envestnet provides overlay management services for UMA accounts and implements trade orders based on the directions of the investment strategies contained in the UMA portfolio.

Client's Advisor may also offer a version of the UMA, whereby Advisor does not exercise investment discretion in the selection of the asset allocation or the specific, underlying investment vehicles and investment strategies used in each sleeve of the UMA portfolio (a "Client-Directed UMA"). In the Client Directed UMA, the Advisor will provide Client with recommendations regarding the appropriate asset allocation and the underlying investment vehicles or investment strategies to meet the Client's objectives, but the Client is directing the investments and changes made to Client's UMA portfolio and is ultimately responsible for the selection of the appropriate asset allocation and the underlying investment vehicles or investment strategies. As described above, Envestnet provides overlay management services for UMA accounts and implements trade orders based on the directions of the investment strategies contained in the UMA portfolio.

For Clients in the PMC Multi Manager Account ("MMA") (formerly referred to as the Guided Portfolios program)), the Client is offered a single portfolio created and managed by Envestnet that accesses multiple asset managers and Funds representing various asset classes. Envestnet allocates the portfolio across investment asset classes and complementary asset managers to create a blend that fits the Client's investment profile and risk tolerance. Envestnet includes Funds in the PMC MMA program to complete the asset class exposure of the asset managers utilized. Because Envestnet pays Model Providers out of its portfolio management fee when it utilizes these strategies in an MMA, Envestnet has an economic incentive to use Funds in the PMC MMA program. For portions of some of the PMC MMA, Envestnet may also utilize proprietary strategies such as Paradigm Liquid Alternatives portfolios, PMC Quantitative Portfolios™ or a PMC Fund (see more on use of PMC Funds in MMA program below).

A portion of the assets that make up the PMC MMA program may be invested in the PMC Funds, where appropriate, in conjunction with using multiple asset managers and other Funds that comprise the PMC MMA. Since Envestnet serves as the investment advisor to the PMC Funds, the amount that Envestnet receives with respect to PMC MMA program assets that are invested in the PMC Funds may be greater than just the portion of the PMC MMA program fee remitted to Envestnet. In order to address the economic incentive that

Envestnet may have in investing PMC MMA program assets in PMC Funds, when PMC Funds are utilized in an PMC MMA program, Envestnet makes a corresponding fee reduction to the fee that Envestnet normally charges for managing the PMC MMA in order to offset the fees it receives as a result of those PMC MMA assets being invested in the PMC Funds. Envestnet may still recognize ancillary benefits in investing PMC MMA assets in PMC Funds.

The PMC Liquid Endowment Portfolios are a series of MMAs that, depending on the assets in the account, may include mutual funds, ETFs, Third Party Fund Strategists and SMAs. Envestnet chooses the different asset allocations, investment strategies and Funds for each of the Liquid Endowment Models. The models managed for the smaller asset accounts may only consist of mutual funds and ETFs while models for larger asset accounts may include mutual funds, ETFs, Third Party Fund Strategists and SMAs.

For Clients using Paradigm Liquid Alternatives, the Client is offered a portfolio designed to provide the characteristics of alternative investments in the form of a portfolio of registered Funds. The portfolios are predicated on the belief that an investor's allocation to alternative investments is influenced by the overall risk level of the strategic portfolio. The risk-based portfolios have been optimized for an allocation sleeve of 10% to 30% of the overall portfolio. This sleeve has been designed to be funded proportionally from all asset classes used in the strategic portfolio.

The PMC Market Series of Quantitative Portfolios™ ("QPs") provide investors with several primary attributes, including: 1) cost-efficient exposure to beta; 2) the opportunity to capture "tax management alpha"; and 3) the ability to customize the portfolio. QPs are constructed using a systematic process that balances a desired tracking error to the underlying index, a target account investment minimum and a low number of holdings. Once the specifications are established, the portfolios are built quantitatively using a risk factor model. The portfolio management team reviews the QPs' portfolio characteristics to ensure conformance with the tracking index, but since QPs are quantitatively constructed, active stock selection is not part of the process.

The PMC Factor-Enhanced Series of Quantitative Portfolios™ is constructed using a systematic process that balances enhanced exposures to the momentum and value factors; a desired tracking error to the underlying index; a target investment minimum; liquidity requirements; and a low number of holdings. Once the specifications are established, the portfolios are built quantitatively using a risk factor model. The portfolios are rebalanced semi-annually on prescheduled dates, according to the same objective and systematic approach.

The PMC Impact Series of Quantitative Portfolios™ is constructed using a systematic process based in part on inputs provided by the third-party research firms. The construction process blends several different objectives, including a high overall "sustainability" score (i.e., attractive scores on various environmental, social and governance metrics); a desired low tracking error to the underlying index; a target investment minimum; liquidity requirements; and a low number of holdings. Once the specifications are established, the portfolios are built using a risk factor model. The portfolios are rebalanced annually on pre-scheduled dates, according to the same objective and systematic approach.

The Laddered Bond ETF Series of the Quantitative Portfolios™ is constructed to provide current income from a portfolio of corporate, high yield, or municipal bond fixed income ETFs of staggered maturities that will typically be held to maturity, or close thereto. Envestnet' s Quantitative Research Group (QRG) will invest the model by purchasing fixed income ETFs with differing maturities across the specified strategy maturity range of the particular solution. As ETFs mature, QRG will use the proceeds to purchase the ETF with the next longest maturity that is not currently held in the model and that is within the strategy maturity range. Each of the ETFs comprising the Quantitative portfolio strategy is well diversified and Since the QPs are passively constructed and use a combination of ETFs, qualitative analysis of individual bonds in the underlying ETF selected is not part of the process.

Envestnet also makes available asset allocation strategies of a variety of mutual fund and ETF asset managers in the Third-Party Fund Strategists program. Each portfolio may consist solely of mutual funds or ETFs or may combine both types of funds to pursue different investment strategies and asset class exposures. Pursuant to a licensing agreement entered into with the asset manager, Envestnet provides overlay management of the portfolios and performs administrative and trade order implementation duties pursuant to the direction of the asset manager.

Third Party Models and Model Providers

Many of the asset managers in the SMA Program and the Third-Party Fund Strategist Program described above are accessed through the use of investment models ("Third Party Models"), whereby the asset manager, acting as a "Model Provider," constructs an asset allocation and selects the underlying investments for each portfolio. Envestnet performs overlay management of the Third Party Models by implementing trade orders, periodically updating and rebalancing each Third Party Model pursuant to the direction of the Model Provider. Envestnet may, from time to time, replace existing Model Providers or hire others to create Third Party Models and cannot guarantee the continued availability of Third Party Models created by particular Model Providers.

In managing the Third Party Models, certain Model Providers may pursue an investment strategy that utilizes underlying mutual funds or exchange traded funds advised by the Model Provider or its affiliate(s) ("Proprietary Funds"). In such situations, the Model Provider or its affiliate(s) may receive fees from the Proprietary Funds for serving as investment advisor or other service provider to the Proprietary Fund (as detailed in the Proprietary Fund's prospectus). These fees will be in addition to the management fees that a Model Provider receives for its ongoing management of the Third Party Models and creates a financial incentive for the Model Provider to utilize Proprietary Funds. Clients should discuss any questions with or request further information from their Advisor concerning the use of Proprietary Funds in Third Party Models or the conflict of interest this creates.

Portfolio Overlay

Envestnet also provides Third Party Model overlay services. The tax overlay and management services seek to consider tax implications that may detract from the Client's after-tax returns. The Socially Responsible Investing overlay screens integrate Environmental, Social and Governance (ESG) factors into the Client's investments.

Tax-Overlay Management Services

If selected by the Client's Advisor, Envestnet will also provide tax overlay management services to an account or sleeve. Often, these accounts will also receive overlay portfolio management services as described above. The end goal of tax overlay management services is to improve the after-tax return for the client while staying as consistent as possible with the risk/return characteristics provided by the model portfolios. Tax overlay management services are available only to U.S. clients, though Envestnet may provide similar services for non-U.S. clients upon agreement with a program's sponsor. Envestnet does not provide general tax planning advice or services.

The typical additional fee for overlay management is ten (10) basis points annually which is applied to the whole account. In addition, Envestnet generally receives an additional sleeve-level fee of ten (10) basis points on the assets managed within the sleeve in addition to Envestnet's overlay management fees. The Advisor generally establishes account fees for their programs and in some cases may negotiate fees with certain Clients. Envestnet does not control and may not be aware of the entire fee paid by Clients for overlay management. Envestnet overlay management services may be available at a lower overall cost in some of these programs compared to other programs. In addition, lower fees for comparable services may be available from other sources.

PMC Product Availability on Non-Affiliated Platforms

Certain PMC strategies may also be offered to clients through agreements with non-affiliated institutional platforms. In doing so, PMC contracts with the non-affiliated firm as portfolio managers to the PMC offerings. For such portfolio management services, PMC obtains a manager fee, which is negotiated separately with each respective firm.

Mutual Funds

Envestnet also serves as the investment advisor to a mutual fund family: The PMC Funds, consisting of the PMC Core Fixed Income Fund and the PMC Diversified Equity Fund (information available at www.investpmc.com).

Envestnet |Digital Advice

Envestnet | Digital Advice (formerly Envestnet Advisor Now), is a technology solution that enables Advisors to provide advice to Client through the internet and automates the process of managing Client assets. Advisor customizes their offering and may either use it as a tool for their own discretionary management of Client assets or leverage Envestnet as a sub-advisor to perform investment management.

Account Customization and Investment Restrictions

The discretionary Programs identified above are intended to comply with Rule 3a-4 under the Investment Company Act of 1940. Each Client's account is managed on the basis of the Client's financial situation and stated investment objectives, in accordance with the Client's reasonable investment restrictions imposed by Client on the management of the assets in the account. In addition, Clients will be contacted at least annually by their Advisor, and notified quarterly to contact Advisor, in order to confirm whether there have been any changes to the Client's financial situation, investment objectives or if Client would like to impose or modify investment restrictions on the account.

Wrap Fee Programs

Advisors may offer the Program as a "wrap fee program" to Clients as described in Advisor's Appendix 1 of its Form ADV Part 2A. Envestnet also offers the Programs as a "wrap fee program" and provides portfolio management services. Envestnet manages the wrap fee programs in the same manner as described in this document and receives fees for its portfolio management services as described in Appendix 1 of its Form ADV Part 2A.

Institutional Clients

Envestnet also provides customized services to certain institutional clients, such as banks, charities/foundations organized under Section 501(c)(3) of the US Internal Revenue Code and employment retirement plans. These services generally consist of investment policy statement development and documentation, investment due diligence, and plan advice and management services under the Employee Retirement Security Income Act ("ERISA") of 1974.

As also described below, Envestnet may make its technology platform available to Advisors, banks or trusts for them to manage their own advisory services to Clients. In such cases, Envestnet may be providing investment research, trade implementation, account billing, reconciliation and reporting and other administrative and technology services, but is not acting in an advisory role to any Client.

Item 5 – Fees and Compensation

Clients in the Programs pay a program fee (each, a "Program Fee") to Envestnet from which Envestnet pays the Sub-Managers, Model Providers and the account administration fee. As described below, certain Advisors may not use Envestnet for their billing services, in which case, Envestnet is paid by invoicing the Advisor instead of debiting Client's account. Depending on the services utilized by the Advisor, the Program Fee also includes investment management services comprised of client profiling assistance, strategic asset allocation assistance, style allocation assistance, research and evaluation of Approved investment strategies and Funds, account performance calculations, account rebalancing, account reporting, account billing administration and other operational and administrative services. However, Clients whose Advisors perform or utilize a third-party to perform certain of these services listed above may pay a lower Program Fee.

As one of its services, Envestnet performs account billing administration, whereby Envestnet, acting as billing service provider deducts the Program Fee, fees charged by Advisor and the custodian fee from the Client's account and pays the applicable parties. However, as agreed upon with Client, Advisor and custodians may choose to independently deduct fees from the Client's accounts. The Advisor's fees may be collected by Envestnet but are paid directly to the Advisor. On average, the fee charged by Advisor will range from approximately 0.80% to 1.10%; however Clients should separately refer to Advisor's Form ADV Part 2A and fee schedule in the client agreement with Advisor for a description of Advisor's fees for Client's particular account(s).

Certain fees are not included in the Program Fee shown below; the most significant of which is the fee charged by the Advisor. Even if Client is utilizing custodial asset-based pricing, certain fees charged by a broker or custodian may also be assessed (described more fully below in "Other Issues Relating to Fees"). The Program Fees shown below include assumed brokerage, clearing and custody fees based on a percentage of Client's assets held in the Program, but do not include assumed fees charged by the Advisor. Clients will generally pay an asset-based fee for the brokerage/custody/clearing services provided by the broker/custodian (as opposed to transaction-based fees such as commissions). For certain custodial relationships, Envestnet is able to present the asset based fee as part of the Client's fee schedule in the client agreement. To the extent that such fees are not included in the fee schedule, the Client will be so informed in writing. Clients, through coordination with their Advisor, may utilize transaction-based pricing for clearing and custody services. In that case, those fees will be disclosed separately to the Client in the applicable custodian's clearing and custodial paperwork.

The standard fee schedules for Envestnet's Programs are as follows, but lower fees may be separately negotiated by the Advisor:

SMA Portfolios

Amount	Equity/ Balanced SMA Portfolios*	Fixed Income SMA Portfolios*	Funds	PMC Liquid Alternatives	PMC Quantitative Portfolios™
First $250,000	0.50%-1.81%	0.50%-1.50%	0.27%-0.69%	0.45%-0.75%	0.05%-0.55%
Next $250,000	0.50%-1.56%	0.50%-1.31%	0.27%-0.50%	0.45%-0.63%	0.05%-0.55%
Next $500,000	0.50%-1.50%	0.50%-1.25%	0.25%-0.41%	0.45%-0.63%	0.05%-0.55%
Next $1,000,000	0.50%-1.36%	0.50%-1.21%	0.23%-0.38%	0.45%-0.63%	0.05%-0.55%

Next $3,000,000	0.50%-1.26%	0.50%-1.20%	0.23%-0.36%	0.45%-0.63%	0.05%-0.55%
Over $5,000,000	0.50%-1.26%	0.50%-1.20%	0.23%-0.35%	0.45%-0.63%	0.05%-0.55%

* The fee charged depends on the manager(s) selected. Fees are calculated on a per account basis. Mutual funds, ETFs and alternative investments charge their own fees for investing the pool of assets in the respective investment vehicle. Please see the prospectus or related disclosure document for information regarding these fees.
** Envestnet or its affiliates do not typically receive 12b-1 fees from mutual funds in which Clients invest. Any fees inadvertently received shall be returned to the fund company.

Asset Allocation Programs

Amount	Foundation Portfolios	MFS	PMC Strategic ETF Solutions	Third Party Fund Strategist
First $250,000	0.10% - 0.25%	0.20%-0.81%	0.10%-1.00%	0.19%-0.94%
Next $250,000	0.10% - 0.25%	0.20%-0.63%	0.10%-0.81%	0.19%-0.75%
Next $500,000	0.10% - 0.25%	0.20%-0.56%	0.10%-0.76%	0.19%-0.66%
Next $1,000,000	0.10% - 0.25%	0.20%-0.46%	0.10%-0.73%	0.19%-0.59%
Next $3,000,000	0.10% - 0.25%	0.20%-0.39%	0.10%-0.70%	0.19%-0.51%
Over $5,000,000	0.10% - 0.25%	0.20%-0.38%	0.10%-0.69%	0.19%-0.50%

* The fee charged depends on the manager(s) selected. Fees are calculated on a per account basis. Mutual funds, ETFs and alternative investments charge their own fees for investing the pool of assets in the respective investment vehicle. Please see the prospectus or related disclosure document for information regarding these fees.
** Envestnet or its affiliates do not typically receive 12b-1 fees from mutual funds in which Clients invest. Any fees inadvertently received shall be returned to the fund company.

Multi-Style Accounts

Amount	Unified Managed Accounts (UMA)*	PMC MMA
First $250,000	0.25%-0.88%	0.35%-1.56%
Next $250,000	0.25%-0.63%	0.35%-1.31%
Next $500,000	0.25%-0.56%	0.35%-1.19%
Next $1,000,000	0.25%-0.49%	0.35%-1.05%
Next $3,000,000	0.25%-0.44%	0.35%-0.91%
Over $5,000,000	0.25%-0.41%	0.35%-0.91%

* Add an additional 0.35% - 0.60% for each Third Party Model used in the UMA portfolio. However, certain Third-Party Models may have lower or higher fees.
** Envestnet or its affiliates do not typically receive 12b-1 fees from mutual funds in which Clients invest. Any fees inadvertently received shall be returned to the fund company.

Fee Billing Calculation

For the majority of Envestnet's Advisor relationships, the Program Fees charged are calculated as an annual percentage of assets based on the market value of the account at the end of quarter. The Program Fee calculation takes into account cash and cash equivalents, however certain and advisors and custodian may exclude cash in their fee calculation. Unless otherwise agreed to by the Client with Advisor, Program Fees are charged on a calendar quarter basis in advance and prorated to the end of the quarter upon inception of the account. Envestnet's billing services can accommodate different billing calculations. These customizations, such as billing in arrears or billing accounts based on the average daily balance, result from customizations requested by the Advisor. Clients with different billing arrangements set up with the Advisors should refer to their Advisor's Form ADV or Appendix 1 and client agreement for specific details. The level of the Program Fee will vary with the amount of assets under management and the particular investment styles and investment options chosen or recommended.

When fees are calculated in advance there are no fee adjustments (i) for appreciation or depreciation in the value of the assets during that quarter, (ii) for adjustments to the asset allocation or rebalancing when assets are invested in a single portfolio that accesses multiple asset managers and Funds, such as a UMA or MMA strategy, or (iii) for the replacement of a manager or Fund with such strategies as a UMA or MMA. This calculation process means that Client may have paid a greater or lesser Program Fee for that quarter had the intra-quarter reallocations and/or replacement of asset managers or funds been in place at the time of the quarterly billing calculation.

For mid-quarter deposits or withdrawal exceeding a *de minimis* threshold ($10,000, unless Advisor agrees on a different threshold with applicable custodian), Envestnet will calculate an adjustment to the Program Fee for those assets for the remainder of the quarter ("Intra-Quarter Billable Assets"). Withdrawal or deposits for those Intra-Quarter Billable Assets will be calculated in accordance with the allocation of the assets in the managers or Funds at the time of the intra-quarter billing.

Termination

The client agreement terms and conditions for each Program contain termination provisions. An agreement may be canceled by either party at any time, for any reason, upon receipt of 30 days prior written notice. Clients will receive a prorated refund of any pre-paid quarterly program fee, based upon the number of days remaining in the quarter after the termination date. Clients are not charged a liquidation fee if securities are to be delivered in-kind, otherwise certain commissions and/or fees may be charged by the broker-dealer liquidating security positions.

Other Issues Relating to Fees

The Program Fee may also contain administration fees for services performed by the individual Advisor representative's corporate office. These fees are not Envestnet fees and Clients should separately refer to Advisor's Form ADV Part 2A or Appendix 1 for a description of these types of fees.

The cost of investment advisory services provided through the Programs may be more or less than the cost of purchasing similar services separately. Among the factors impacting the relative cost of the Program to a particular Client include the size of the account, the type of account (*i.e.*, equity or fixed income), the size of the assets devoted to a particular strategy and the managers selected.

In some cases, Advisors who recommend the Programs to their Clients may receive compensation from Envestnet as a result of their Clients' participation in the programs. This compensation may be more than what the Advisor would receive if the Client participated in other programs or paid separately for investment advice, brokerage and other services. Such Advisors may, therefore, have a financial incentive to recommend the Program over other programs or services. While this fee may be paid from Program Fees collected by Envestnet, the Program Fees have not been increased to cover fees paid to those Advisors.

Envestnet also acts as the advisory technology platform for broker-dealers (including broker-dealer clearing custodians) that coordinate support services for Advisors and Envestnet and/or sponsor the Program. In such cases, the Program Fee stated in the client agreement will also contain fees for such services that are paid to the broker-dealer/custodians. Certain broker-dealer/custodians also charge Envestnet for supporting technology interfaces with their technology resources. These fees are included as part of the Program Fee, but are separate from and additional to the custodial/brokerage fee listed in the brokerage/custodial agreement. The range of these fees depend on the particular program utilized, the level of integration of the Envestnet technology platform with the clearing custody platform, and the particular broker-dealer/custodian. These fees generally make up between 5-35% of the fee charged by Envestnet.

Advisor network firms may also license the Envestnet platform in order to provide mid- and back- office services to independent Advisors leveraging their network services. The range of these fees depends on the particular program utilized and the level of services provided by the advisor network to the Advisor, but these fees generally are between 0.05-0.15% of the Advisor's book of business supported.

When Advisor or Client selects a Sub-Manager or Model Provider, the Program Fee includes the fees paid to the Sub-Manager or Model Provider for their services, in addition to the Envestnet fees associated with making those strategies accessible and administering them in the Program. When manager fees are displayed separately from the other program fees, these fees represent the management fees for which Envestnet makes the strategies available and not the fee paid to Sub-Managers or Model Providers. Envestnet separately negotiates the agreements between Sub-Managers and Model Providers, including fees paid, on terms and conditions that it deems acceptable. In general Envestnet's retained portion of the separately displayed fee for an investment strategy will range between 0.02% -0.15% of the assets under management, but may be as high as 0.35%. Fees paid to Sub-Managers or Model Providers generally range from 0.15% to 1.00% of the assets under management. Certain Model Providers participating in the Third-Party Fund Strategist program may not charge management fees, because they utilize their proprietary mutual funds and/or ETFs and receive fees from the underlying expenses of the Funds. The pricing terms are routinely re-negotiated with individual Sub-Managers and Model Providers, whereby Envestnet, Sub-Manager or Model Provider may receive a greater or lesser percentage of the Program Fee than the current percentage at the time Client selected a particular investment strategy. In general, this reapportionment does not increase the Program Fee that the Client pays. In the rarer case where the Program Fee negotiations results in a need to increase the Program Fee, Client and/or Client's Advisor (if such Advisor has investment discretion to act on behalf of the Client) would be notified in advance of any increase in Program Fees, with full opportunity to select another strategy in the Program or otherwise change Client's account.

As described in Item 4 above, the ActivePassive Portfolios and the PMC Select Portfolios, consist entirely or predominately of the PMC Funds. Envestnet serves as the investment adviser to the PMC Funds and is paid an advisory fee based on the assets invested in the PMC Funds (as detailed in the funds' prospectus). Envestnet or its advisory affiliates do not separately impose a charge for the ongoing portfolio management of assets invested in the PMC Funds through the ActivePassive Portfolios and the PMC Select Portfolios. Advisor, or Client in consultation with Advisor, may choose to construct a UMA portfolio in which an ActivePassive Portfolio, the PMC Select Portfolio or a PMC Fund is utilized as one of the sleeves contained in a multi-sleeve UMA portfolio. In such instances, because Envestnet is performing a separate overlay service in managing the entire UMA portfolio, a portion of Envestnet's UMA fee will be proportionally based on the assets in the UMA portfolio sleeve that are following the ActivePassive Portfolios, the PMC Select Portfolios or invested in a PMC Fund. As with the PMC MMA program described in Item 4, for any program where Envestnet is exercising its grant of investment discretion to select the PMC Funds for a portfolio, to mitigate the potential conflict of interest, Envestnet makes a corresponding fee reduction to the fee that Envestnet normally charges for managing that portfolio, in order to offset the fees it receives as a result of those assets being invested in the PMC Funds.

The Program Fee does not cover certain charges associated with securities transactions in Clients' accounts, including: (i) dealer markups, markdowns or spreads charged on transactions in over-the-counter securities; (ii) costs relating to trading in certain foreign securities; (iii) the internal charges and fees that may be imposed by any Funds, (such as fund operating expenses, management fees, redemption fees, 12b-1 fees and other fees and expenses. Further information regarding charges and fees assessed by Funds may be found in the appropriate prospectus or offering document) or other regulatory fees; (iv) brokerage commissions or other charges imposed by broker-dealers or entities other than the custodian if and when trades are cleared by another broker-dealer; (v) the charge to carry tax lot information on transferred mutual funds or other investment vehicles, postage and handling charges, returned check charges, transfer taxes; stock exchange fees or other fees mandated by law, and (vi) any brokerage commissions or other charges, including contingent deferred sales charges ("CDSC"), imposed upon the liquidation of "in-kind assets" that are transferred into the Program. With respect to this latter type of charge, Envestnet may liquidate such assets transferred into a Program at the direction of the Advisor. Clients should thus be aware that if they transfer in-kind assets into a Program, Envestnet may liquidate such assets immediately or at a future point in time however Envestnet does not assume best execution obligations for securities not yet invested in the Program. Assets being sold to fund a product on the Platform may incur a brokerage commission or other charge, including a CDSC. Clients also may be subject to taxes when Envestnet liquidates such assets. Accordingly, Clients should consult with their financial advisor and tax consultant before transferring in-kind assets into a Program. Envestnet strives to choose the lowest-priced share available for all Envestnet proprietary strategies, such as the PMC Strategies. The actual share class fund that is purchased and allocated to a Client account is specific to the Advisor's agreement with the fund company. Envestnet does not negotiate share class availability on behalf of entities or their Clients, nor does Envestnet take responsibility for the management and review of Client accounts for share class usage. Clients should consult with their Advisor for share-class specific guidance. The availability of mutual funds, ETFs, and other products in a Program is determined by the Advisor. Envestnet does not advise Advisors on the selection of funds or other pooled vehicles.

In addition to the redemption fees described above, a Client may incur redemption fees when the portfolio manager to an investment strategy determines that it is in the Client's overall interest, in conjunction with the stated goals of the investment strategy, to divest from certain Funds prior to the expiration of the minimum holding period of the Funds. Some mutual funds also assess redemption fees to investors upon the short-term sale of its funds. Depending on the particular mutual fund, this may include sales for rebalancing purposes. Please see the prospectus for the specific mutual fund for detailed information regarding such fees.

The Program Fee does not cover certain custodial fees that may be charged to Clients by the Custodian. Clients also may be charged for specific account services, such as ACAT transfers, electronic fund and wire transfer charges, and for other optional services elected by Clients. Accounts may be subject to transaction-based ticket charges assessed by the custodian for the purchase of certain mutual funds, including possible fund surcharges. Similarly, the Program Fee does not cover certain non-brokerage-related fees such as individual retirement account ("IRA") trustee or custodian fees and tax-qualified retirement plan account fees and annual and termination fees for retirement accounts (such as IRAs).

In connection with a Client's investment in ADRs, the Client could incur additional expenses and fees that are not included in the fees charged by Envestnet. For example, ADRs could be subject to dividend withholding taxes from the country of origin, which are an additional expense and reduce the dividend paid to the Client. The Client or Client's custodian is responsible for filing the appropriate forms/filings in the foreign country to reclaim any dividend withholding. In addition, paying agents who process ADR dividend payments to a Client will assess a fee for their services, which also reduces the dividend paid to the Client.

For smaller accounts, a minimum account fee may apply to the Program Fee or fees charged by the custodian. Minimum accounts fees are expressed in annual amounts, but are determined and assessed based on the account asset value at the beginning of each quarter. For example, if an account has a $100 minimum annual account Program Fee, it will be assessed a minimum of $25 every quarter. Therefore, if a client has large asset inflows or outflows during the year that cross the minimum asset value threshold, it is possible for an account to be assessed a minimum fee for a particular quarter even if at the end of the year a look back over the account's average balance for the entire year would have placed it above the minimum asset value threshold.

See Item 12 below for a description of the factors that Envestnet considers in utilizing broker-dealers for Client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

Envestnet does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a Client). Certain third party offerings made available through the Platform that are not managed or co-advised by Envestnet may charge qualified investors a performance based fee. These products will not be widely available and access to these strategies will generally require that an Advisor and qualified client enter into a separate agreement with the manager. Please refer to the offering documents provided by the third party for more information. In making these strategies available through Envestnet's platform, Envestnet is not participating in any performance fees charged.

Item 7 – Types of Clients

As described above under Programs, Envestnet provides portfolio management services to individuals, high net worth individuals, Advisors, banks, trusts, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, private investment funds, trust programs, sovereign funds, foreign funds such as UCITs and SICAVs, and other U.S. and international institutions. The Programs are made available by Envestnet through each Client's independent Advisor, and in certain limited instances, directly to the Client. Participation in each of the Programs may carry a minimum account size for any particular portfolio and product selected. Generally mutual fund or ETF asset allocation portfolios will require $25,000 -$50,000 account size minimums. For Envestnet | Digital Advice, account size minimums are determined by Advisors that utilize the solution. Separately managed accounts for equity strategies will require $100,000 account size minimums and $250,000 account size minimums for fixed income strategies. Multi-sleeve portfolios will generally require $150,000 account size minimums. The Market Series QP portfolios have account minimums starting at $60,000 and the Factor Enhanced QP portfolios have account minimums starting at $100,000. Minimum account sizes may be lowered at the discretion of the portfolio manager.

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

Methods of Analysis

Envestnet provides Advisors with a variety of portfolio construction methods utilizing an analytics module to blend a solution that best meets Client requirements. For constructing Envestnet's proprietary strategies (for example, PMC, Sigma, Ascent and Paradigm strategies) and in assisting Advisor with selecting asset allocations and portfolio construction, Envestnet uses the capital markets assumptions construction process of Black-Litterman and inverse optimization methods to estimate the expected returns for asset classes. This process results in the construction of optimized, diversified portfolios across a wide set of risk tolerances and preferences that can be employed by the Advisor. The Advisor can select investment strategies using a variety of search screens on the Envestnet technology platform that are configurable to create Advisor specific selection criteria. In addition, Advisors may utilize third-party analytic modules that are licensed through the Envestnet platform and independent of Envestnet's proprietary analysis.

In assisting Advisor with asset allocation and portfolio construction, Envestnet uses demographic and financial information provided by the Client and Advisor to assess the Client's risk profile and investment objectives. Envestnet uses proprietary analytical tools and commercially available optimization software applications to develop its asset allocation strategies.

The Advisor has the flexibility to choose Envestnet recommended asset allocations and portfolios or independently provide potential investment solutions for their Clients through the Advisor's own research. This asset allocation "overlay" capability can be applied to one account or multiple accounts across a household or group of households, and can also be "attached" to a variety of product types.

Investment Strategy, Fund Research and Due Diligence

Through the Programs, Envestnet provides Third Party Models and Funds to Advisors and Clients with access to three basic categories of investment strategies – "Available", "Approved" and "Approved Analyst Select."

For the SMA strategies, Third-Party Models and Funds categorized as "Available," Envestnet has not reviewed the investment merits of the investment strategy or Fund, and Envestnet makes no recommendations concerning the use of them. Instead, Client's Advisor is responsible for determining that it has sufficient information about Available SMA strategies, Third-Party Models and Funds to distribute them to their Advisors and Clients.

"Approved" SMA investment strategies, Third Party Models and Funds

Manager Research & Due Diligence

PMC performs the majority of research and due diligence that drives the evaluation and platform approval process of investment strategies on the Envestnet platform, including SMAs, actively managed mutual funds, indexed mutual funds, liquid alternative mutual funds, ETFs, and Third Party Fund Strategist portfolios. Although different investment vehicles demand unique due diligence requirements, all of PMC's evaluations and approvals follow a comprehensive process. The PMC process results in a strategy potentially earning the Investment Management and Research ("IM&R") status of "Approved".

Approval Process Overview

For style-based investment strategies, including actively managed SMAs, traditional mutual funds, and passive strategies such as ETFs, a quantitative approval process is the primary form of due diligence. PMC also implements a concurrent qualitative due diligence to a select group of SMAs and mutual funds to provide deeper coverage on strategies to support our CIO Support clients. These two processes, when combined together, form the list of Approved products as designated by their IM&R status.

For liquid alternatives and FSPs, PMC also applies a qualitative due diligence process to approve Strategies. Both quantitative and qualitative processes are executed simultaneously and continuously for ongoing evaluation of the merits of the various investment options on the Envestnet platform.
PMC's Quantitative Research Group ("QRG") implements and maintains the quantitative process that evaluates the investment options offered on the platform, resulting in a list of Approved products each quarter. QRG's quantitative evaluation consists of two processes: one to evaluate actively managed mutual funds and SMAs, and a separate one to evaluate passively managed mutual funds, SMAs, and ETFs. QRG is responsible for implementing various quantitative processes, developed in conjunction between QRG and the PMC Research analyst team and approved by the PMC Investment Committee, which provides a quarterly evaluating of actively and passively managed mutual funds and SMAs, and passively managed exchange traded funds. Investment portfolios that are evaluated via these quantitative processes will only receive the Investment Management & Research IM&R status of "Approved-Quantitative".

A qualitative process implemented by the PMC research team and a quantitative processes implemented by QRG run parallel to each other, and sometimes will result in a given portfolio being evaluated by both the PMC Research Team and the QRG Quantitative process. The PMC Research Team does not use the QRG developed Q-Score process in its qualitative evaluation of a strategy. In conjunction, these two processes lead to the various IM&R statuses that are applied to portfolios on the Envestnet platform.

For Approved SMA strategies, Third Party Models and third party mutual funds/exchange traded funds Envestnet employs a multi-phase approach in its evaluation ("Due Diligence"). As part of the Due Diligence, certain types of information are analyzed, including historical performance, investment philosophy, investment style, historical volatility and correlation across asset classes. Also reviewed are the manager's

Form ADV Part 2 disclosure events, as well as portfolio holdings reports that help demonstrate the manager's securities selection process and the prospectuses of the Funds. While Envestnet ranks certain products as "Approved" investment strategies, the Advisor is responsible for determining whether any particular Fund or investment strategy is appropriate and suitable for use with a particular Client.

Envestnet evaluates managers specializing in each of the asset categories listed, including equities (both domestic and foreign); corporate debt; commercial paper; certificates of deposit; municipal securities; mutual funds; real estate investment trusts; government securities; options and futures. The investment professionals at the investment management firms are a primary source of information to Envestnet, providing quantitative and qualitative information.

The quantitative process measures risk and return measures for each portfolio versus its investment style peers via a ranking methodology. This ranking methodology is updated each quarter for all third party separate account and mutual fund portfolios, as well as index mutual funds and ETFs. Certain approved categories also include a qualitative assessment of the manager's ability to execute their strategies. Portfolios that fall below certain thresholds via this process or via our research analyst due diligence process will be placed on a 'watch list' or removed from the Approved list. Note that although mutual funds and SMAs are reviewed on a quarterly basis, index-based ETFs, mutual funds, and SMAs will only be reviewed on an annual basis.

Any manager and mutual fund available on the Envestnet platform that ranks in the top 30% of its peer group as measured against all managers in the appropriate set of Morningstar categories is added to the Approved universe. Approved managers and mutual funds that fall below the top 50% list level are placed on a 'watch list' or removed from the Approved list and revert to the Available list unless overridden by the PMC Manager Research team.

In addition, Envestnet utilizes several publicly available databases from independent sources. These databases are used to verify the information provided by the managers. However, Envestnet does not independently review the performance calculations of asset managers or performance information from the managers and such calculations may not be conducted on a uniform basis.

"Approved" – Fund Strategist Portfolios

For the FSP evaluation process, PMC's research analysts provide a thorough review of material submitted by the asset managers, as well as interviews (conference calls and/or onsite visits) with senior management and key investment personnel. These interviews are intended to gain a better understanding of the firm's stability, key personnel, investment philosophy and process, performance metrics, risk controls and product line-up. FSP firms that have successfully completed all required materials and have not been "flagged" for material issues during the analyst review process are granted the status of "Approved-Analyst Reviewed".

Certain FSP portfolios may have the status of "Approved-Watch List" applied to them. These are portfolios that have been given and continue to have the PMC team's Approved status designation, but that have experienced a significant event, which may include but are not limited to: changes to key investment personnel, changes in the investment process used, a significant departure from the proprietary ratings methodology, material underperformance and/or regulatory concerns. These portfolios will continue to be monitored and reviewed to determine if they should be removed from the Approved list by the PMC research team. PMC's research is agnostic to share classes and PMC will utilize advisory or institutional share classes whenever possible. However Advisors that are recommending strategies to their clients should be aware of the share classes available to their respective firms, and are responsible for understanding the fees in the FSP products, and for monitoring the fees in their Client accounts.

“Approved” Index ETFs and Passively Managed Mutual Funds

The Approved list includes ETFs and passively managed mutual funds that meet certain quantitative criteria under Envestnet’s ranking methodology. Envestnet’s ETF and passively managed mutual fund ranking methodology screens the products based on five criteria and also calculates a weighted average score of three performance dimensions (tracking, liquidity and cost) and then ranks them within their respective peer-groups. In order to exclude sub-standard firms and products, additional filters are imposed on the ETF and passively managed mutual fund universe. Exceptions are allowed for approval of certain products on a case-by-case basis.

CIO Support and Investment Consulting Services

Envestnet |PMC may charge an additional fee for access to specific product categories and rankings whereby Envestnet |PMC research has conducted additional research and due diligence of certain firms and products.

Exceptions and Conflict of Interests

PMC may make exceptions for managers on the Approved list. For these exceptions, Envestnet analysts use qualitative and quantitative tools to make a determination that the manager otherwise warrants to be added or to remain on the Approved list. For example, the SMA strategy may not have a track record of sufficient length, but the portfolio manager’s proven track record may enable the strategy to be added to the Approved list. Envestnet’s PMC Investment Policy Committee approves or disapproves all exceptions and can remove managers from the Approved list at its sole discretion. If an Investment Committee member or other PMC analyst is conflicted, the individual is required to disclose and recuse from the decision making process. Managers that have a significant affiliation with a client of Envestnet, or one of its affiliates, or are a direct client of Envestnet must also be reviewed as exceptions and must be approved by the PMC Investment Policy Committee.

Portfolios that are managed by the PMC team are designated with the “Approved – PMC Managed” IM&R status. PMC managed strategies or funds retain the designation “Approved – PMC Managed” as Envestnet actively manages these products and the PMC Investment Policy Committee oversees and monitors these strategies. Because all PMC managed strategies and funds are listed as Approved, they do not undergo the same impartial approval process and analysis as used with non-proprietary strategies.

In an effort to provide unbiased research and portfolio management decisions, Envestnet has implemented an information barrier between the team responsible for negotiating manager fees and the team responsible for researching and recommending Sub-Manager/Model Providers for use on the platform or in portfolios.

Please also see Item 4 above describing the use of PMC Funds in the PMC MMA program.

Any due diligence completed by Envestnet or designee should be used conjunction with the Advisor’s existing research and as a supplement to any existing due diligence that Advisor or Advisor’s firm may already have in place.

Envestnet’s affiliate Envestnet Retirement Solutions, LLC (“ERS”) provides services to retirement plans under Section 3(21) and Section 3(38) of ERISA. In providing such services directly to retirement plans, ERS may be servicing a client base with whom Advisors may also be providing similar services.

Investment Strategies

Envestnet provides Advisors with access to a large variety of investment strategies and Funds as a core tenet of its capability. While many different investment strategies and Funds can be selected, Envestnet provides Advisors with the ability to utilize our technology platform to assess portfolios holistically and across multiple programs, custodians, and registrations, allowing the Advisor to make a household assessment of their Client's needs. This analysis capability allows Advisors to consider multiple options for investment strategies and Funds as they seek to match their Client's needs with the features and benefits of each program.

For a description of the Envestnet Programs, please refer to Item 4.

Risk of Loss

Investing in securities involves risk of loss (including loss of principal) that each Client should be prepared to bear. Typical investment risks include market risk typified by a drop in a security's price due to company specific events (such as an earnings disappointment or a downgrade in the rating of a bond) or general market activity (such as occurs in a "bear" market when stock values fall in general). Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Fixed-income strategies are subject to interest rate risk and the inherent credit risk related to the underlying credit worthiness of the various issuers and the volatility of the bond market.

Envestnet seeks managers and Funds with a variety of investment strategies in an effort to make a wide range of investment strategies available to Advisors and Clients. Some strategies may be high-risk strategies. Such strategies have the potential for substantial returns; however, there are correspondingly significant risks involved in the strategies and are not intended for all types of Clients. Clients who choose to follow high-risk strategies should be aware that there is the possibility of significant losses up to and including the possibility of the loss of all assets placed in the strategies. It is strongly recommended that Clients diversify their investments and do not place all of their investments in high-risk investment strategies.

Certain types of investment strategies have particular types of risk. Strategies that invest in international securities involve special additional risks, including currency risk, political risk, and risk associated with varying accounting standards. Investing in emerging markets may accentuate these risks. Strategies that invest in small capitalized companies involve risks, including relatively low trading volumes, a greater degree of change in earnings and greater short-term volatility. Smaller companies typically have a higher risk of failure and are not as well established as larger blue-chip companies. Growth strategies can perform differently from the market as a whole and from other types of stocks and can be more volatile than other types of stocks. High-yield bond strategies invest in lower-rated debt securities (commonly referred to as junk bonds) and involve additional risks because of the lower credit quality of the securities in the portfolio. Clients should be aware of the possible higher level of volatility and increased risk of default. "Alternative" is an investment type that is not one of the three traditional asset types (stocks, bonds and cash) and generally has low correlations to stocks and bonds. Alternative investments may have complex terms and features that are not easily understood and are not suitable for all investors. Risks that may be associated with liquid alternative investments may include leverage, shorting, security valuation, and nightly reconciliation. Concentrated, non-diversified or sector strategies investing more of their assets in a few holdings involve additional risks, including share price fluctuations, because of the increased concentration of investments. The lack of industry diversification subjects the Client to increased industry-specific risks. Finally, municipal investment strategies can be affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

Certain ETFs in Third-Party Models utilize leveraged equity ETFs. The use of leverage by an ETF increases the risk to the portfolio. The more a portfolio invests in leveraged instruments, the more the leverage will magnify gains or losses on those investments. Due to the complexity and structure of these portfolios, they may not perform over time in direct or inverse correlation to their underlying index.

Tactical and dynamic investment strategies involve more frequent trading than the traditional "buy-and-hold" investment strategies. Such trading can increase transaction costs and create more short-term tax gains than Client may be used to seeing in other types of strategies.

Risks that may be associated with liquid alternative investments include: (1) Leverage - Leverage may enhance a fund's returns in up markets but exacerbate returns in a bad market. Some firms with leverage inherence in their portfolios may experience "margin call" types of actions in the event of liquidity dry-ups or if certain counterparties cannot provide the leverage needed; (2) Shorting - Certain securities may be difficult to sell short at the price that the manager would wish to execute a trade. A short position may have the possibility of an infinite loss if a security continues to go up in price and the manger does not cover: (3) Security valuation - Certain securities held in alternative mutual funds, such as derivatives or thinly traded stocks, bonds or swaps may not have a market in which the money manager may need to trade it quickly in case of fund redemptions. High Bid/Ask spreads or the lack of another buyer/seller to take the opposite position of a thinly traded security could cause inaccurate estimates in underlying security valuation by the administrator; and (4) Nightly reconciliation - The use of thinly traded securities, shorting and leverage may make it difficult for some alternative funds, based on their investment strategy, to provide accurate nightly NAVs for the mutual fund.

Liquidity Risk

Investing in certain types of securities that are thinly traded, or investing in bonds, ETFs or mutual funds that invest in thinly traded securities introduces liquidity risk. Liquidity risk is a financial risk that, for a certain period of time, a security or commodity cannot be readily traded in the market or cannot be traded without a significant discount to the market price. All tradable assets assume some level of liquidity risk. For example, alternative mutual funds and ETFs may use techniques such as shorting of securities, leverage and derivatives, all of which may have liquidity risks if there are not buyers and sellers available or if a counter party cannot fulfill the order.

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Envestnet or the integrity of Envestnet's management. Envestnet has no legal or disciplinary action that must be disclosed in response to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Envestnet also provides other products and services to Advisors and other financial professionals in the role as a third-party service provider to assist them with administering their business needs.

Consulting Services and Software Tools

Envestnet provides a customizable asset management software program through a web-enabled platform ("Platform") primarily to other large investment advisors, broker-dealers and financial services companies ("Institutions").

Envestnet provides consulting services and software tools to selected Institutions. In addition, Envestnet licenses the Platform to certain Institutions. The Platform is typically customized and private labeled in the name of the applicable Institution. Institutions provide the Platform to advisors, who can use the Platform to manage the accounts of their respective Clients.

The Platform provides Institutions the ability to offer their clients a separate accounts program, various asset allocation programs and account reporting services. Envestnet also allows Institutions to combine these programs to suit the needs of their clients.

Advisor Directed Models

Envestnet offers Advisors the ability to create their own investment model portfolios for Clients (an "Advisor Directed Model"). For Clients using an Advisor Directed Model, Envestnet is providing only administrative services and does not provide any advisory services, and therefore, is not responsible for the selection of the specific investment choices made with respect to an Advisor Directed Model. For certain types of Advisor Directed Models, Envestnet will also place trade orders pursuant to the direction of the Advisor ("Advisor Proprietary Models"), but does not exercise discretion over the Client accounts or act as an advisor to the Client.

The Advisor may configure the Advisor Directed Models program so that neither Advisor nor Envestnet will exercise investment discretion in relation to the Client's investment model portfolio (a "Non-Discretionary Advisor Directed Models Program"). In a Non-Discretionary Advisor Directed Models Program, the Client has the ability to create his/her own model portfolios from among a group of designated investment vehicles. Advisors will review investment model strategies with Client to determine if the use of a particular investment strategy is appropriate and suitable for Client. Client will then approve any subsequent changes to the investment model.

Alternative Investments/Integrated Partners

Envestnet makes investment managers of non-traditional or alternative investment strategies accessible to Advisors for use with their Clients. Advisors are responsible for ensuring that any product recommended by Advisor is suitable for that specific Client, and that the Advisor firm is permitted to offer alternative strategies. Examples of such investments may include "hedge" products and private equity placements. Unless otherwise disclosed in writing to Client, Envestnet is solely providing administrative services in connection with non-traditional or alternative investment strategies and Client will be required to enter into a separate client agreement with the third-party alternative portfolio manager, containing separate terms and conditions and important disclosures.

Envestnet may also make available to advisors connectivity to programs and securities that are not co-advised or researched by Envestnet ("Integrated Partners"). Advisors may be introduced to these third party firm offerings through the Envestnet platform, but must engage directly with these firms for portfolio management and other operational and servicing activities. In these programs, Envestnet, as a technology solution, may provide descriptive pages and other disclosure documents on the Envestnet platform, and if elected by the Advisor, these third party securities offerings may be reflected in client proposal and ensuing quarterly performance reports. Advisor assumes full responsibility for the third party investment due diligence and for selected programs that are utilized with the underlying client. Envestnet may act as a billing agent to the Integrated Partner.

Reporting Services

Envestnet offers reporting and data aggregation services to allow Institutions and Advisors the ability to monitor their clients' accounts. Advisors are able to examine their clients' holdings, allocation of assets and portfolio performance. Performance reporting is calculated according to industry standards and is applied to each account or combination of several related accounts for a household's or family's assets.

Back Office Processing/ Billing and Custodial Services

Envestnet provides back-office functions including daily account reconciliation and asset transfers. Envestnet uses electronic data feeds from trading/clearing/custodial firms to streamline the account reconciliation process.

Envestnet's billing software automates billing for Institutions and Advisors. The Platform can accommodate a billing structure to include house-holding of accounts to capture scaling rates, several layers of combined accounts and assets, flat fee billing, credits, advance or arrear billing, daily weighted average billing and event triggered billing. Advisors are expected to confirm billing accuracy and notify Envestnet if errors are noted.

Other Affiliations

Envestnet has arrangements that are material to its advisory business or its Clients with a related entity. Envestnet is under common control with the following entities that are engaged in the securities or investment advisory business. Certain directors and members of executive management of Envestnet also serve as directors and/or executive management of these entities:

Envestnet Portfolio Solutions, Inc. ("EPS") Registered Investment Advisor
75 State St., 6th Floor
Boston, MA 02109
Firm CRD #109662

Envestnet Retirement Solutions, LLC ("ERS") Registered Investment Advisor
35 East Wacker Drive, Suite 2400
Chicago, IL 60601
Firm CRD #171570

FDX Advisors, Inc. ("FDX")
2399 Gateway Oaks Drive, Suite 200
Sacramento, CA 95833
Firm CRD # 104601

Portfolio Brokerage Services, Inc. ("PBS") Registered Broker/Dealer
1801 California St., 23rd Floor
Denver, Colorado 80202
Firm CRD #18554

PBS is a wholly-owned subsidiary of PMC International, Inc. ("PMCI") whose principal business address is 1801 California St., 23rd Floor, Denver, CO 80202.

Envestnet, EPS, and FDX are wholly-owned subsidiaries of Envestnet, Inc., whose principal business address is 35 E. Wacker Drive, Suite 2400, Chicago, IL 60601.

ERS is a majority owned subsidiary of Envestnet, Inc., whose principal business address is 35 E. Wacker Drive, Suite 2400, Chicago, IL 60601.

Envestnet also serves as the investment advisor to a mutual fund family, the PMC Funds, which consists of the PMC Core Fixed Income Fund and the PMC Diversified Equity Fund (information available at www.investpmc.com).

Item 11 – Code of Ethics

Envestnet employees or related persons may have accounts with investment managers that Envestnet recommends to Clients as part of its investment programs. This means that Envestnet employees or related persons may buy or sell securities that Clients also own in their accounts. Investment decisions for Envestnet personnel may not be made at the same time or in the same manner as those made for Clients. Envestnet or a related person of Envestnet may purchase or sell securities that are recommended to, or purchased or sold for Clients. Personal securities transactions by persons identified as access persons with Envestnet are subject to Envestnet's Code of Ethics. The Code of Ethics includes various reporting, disclosure and approval requirements, described in the summary below. Envestnet designed these requirements to prevent or mitigate actual or potential conflicts of interest with Clients. The Code of Ethics applies not only to transactions by the individual, but also to transactions for accounts in which such person or the person's spouse, minor children or other dependents residing in the same household have an interest. Compliance with the Code of Ethics is a condition of employment.

In accordance with Securities and Exchange Commission rules relating to recordkeeping by investment advisors, Envestnet requires prompt reports of all securities transactions identified in the Code of Ethics as "Reportable Securities" transactions. Envestnet further requires that all brokerage account relationships be disclosed, that Envestnet receive duplicate confirmations of transactions and custodial account statements, and annual certifications of compliance with the Code of Ethics from all access persons. Transactions in U.S. government securities, bankers acceptances, bank certificates of deposit, commercial paper, high quality short-term instruments, including repurchase agreements, index-based futures/options, options/futures on treasury notes and bills or currency options/futures, shares of open-end mutual funds and commodities are excluded from the reporting requirements.

The responsibilities of Envestnet's Chief Compliance & Ethics Officer (or designee) include overseeing the regular monitoring and verification of compliance of covered persons with the requirements of the Code of Ethics, and reporting material violations to Envestnet's senior management. Covered transactions of the Chief Compliance & Ethics Officer will be approved by another officer (or designee) of Envestnet. In addition to reporting and recordkeeping requirements, the Code of Ethics imposes various substantive and procedural restrictions on Reportable Securities transactions. The Chief Compliance & Ethics Officer may recommend to management the imposition of more severe sanctions, including suspension of personal investing privileges, or termination of employment, in the case of certain types of violations.

A copy of Envestnet's Code of Ethics can be obtained by contacting Envestnet at 312-827-2800.

Potential Conflict of Interest

Mr. Frank Coates, Executive Managing Director of Envestnet, Inc. is currently appointed as an Interested Director of the Blackstone Funds. Envestnet engages in business with certain Blackstone Sub-Advisers and may conduct business with Blackstone's Registered Investment Adviser and/or its affiliates.

Mr. John Yackel, Executive Managing Director and Mr. John Phoenix, Managing Director, both hold indirect interests in a consulting and advisor network firm, LibertyFi, LLC. LibertyFi LLC licenses Envestnet technology to provide mid- and back office services to independent Advisors utilizing LibertyFi's services.

Envestnet, Inc. has a financial interest and occupies board of director positions in Fiduciary Exchange LLC ("FIDx"), FIDx will facilitate a program that integrates insurance solutions into the wealth management process on the Platform.

Item 12 – Brokerage Practices

Envestnet operates the Programs as a directed brokerage subject to most favorable execution of client transactions. Envestnet does not require a Client to utilize any particular broker/custodian and currently has relationships with many brokers/custodians that provide brokerage, clearing and custody services to Clients in the Programs. The choice of which broker/custodian to utilize is determined by Client in consultation with their Advisor and a Client enters into a separate contractual relationship with the selected broker/custodian. Advisors may limit their Clients to a subset of broker/custodians. Those Advisors may be affiliated with one or more of these brokers/custodians and may require their Clients to contract with that broker/custodian. If an Advisor requires a Client to utilize the services of an affiliated broker/custodian, the Advisor may benefit and Client should review the Advisor's Form ADV Part 2A for a description of any potential conflicts of interests.

Clients will generally pay an asset-based fee for the brokerage/custody/clearing services provided by the broker/custodian (as opposed to transaction-based fees such as commissions). For certain custodial relationships, Envestnet is able to present the asset-based fee as part of the Client's fee schedule in the client agreement. To the extent that such fees are not included in the fee schedule, the Client will be so informed in writing by the Advisor. Such fees may be charged directly to the Client or may be included within the overall cost of the security. Several of the available brokers/custodians have minimum fees for Client accounts which will be fully disclosed to Clients in the applicable account documentation. Although Envestnet is aware of the possibility that better execution may be available at another broker-dealer/custodian, because executing at another broker-dealer/custodian would likely incur commissions or other trading costs and could delay the timely receipt of updated transaction and account information necessary for Envestnet to process Client accounts within its investment system on a timely basis, Envestnet generally directs transactions to the broker-dealer/custodian chosen by Clients based on the lack of commissions or other trading costs for such trades.

Best Execution

By directing brokerage, Clients may not receive the benefit of the lowest trade price then available for any particular transaction and Client account trade orders may not be able to be aggregated to reduce transactional costs. For the Programs, Sub-Managers and Envestnet have the authority to effect transactions for Client accounts with or through a broker, dealer or bank other than that directed by Client, if Envestnet or Sub-Manager believes that "best execution" of transactions may be obtained through such other broker, dealer or bank, including any broker-dealer that is affiliated with Advisor, Envestnet or Sub-Manager. In such cases, commissions or other compensation to the brokers in such transactions will be in addition to the Program Fee (see Item 5 above, "Other Issues Relating to Fees").

In placing orders for purchase and sale of securities and directing brokerage to effect these transactions, Envestnet's primary objective is to obtain prompt execution of orders at the most favorable prices reasonably obtainable. In doing so, Envestnet considers a number of factors, including, without limitation, the overall direct net economic result to the Client, the financial strength, reputation and stability of the broker, the efficiency with which the transaction is effected, the ability to effect the transaction at all, the availability of the broker to stand ready to execute possibly difficult transactions in the future and other factors involved in the receipt of brokerage services. Envestnet utilizes a global third-party service provider to assist in the review of trades for best execution purposes, and Envestnet's Best Execution Committee will periodically review the execution quality obtained on behalf of Clients.

In general, Envestnet routes trades directly to the custodian(s) of record. Occasionally, in order to obtain best execution and minimize market impact, certain thinly traded securities, illiquid or ETF trades, for example, can be 'stepped-out' in order to gain best execution and minimize market impact. In some instances, stepped-out trades are executed by the other firm without any additional commission or markup or markdown, but in other instances, the executing firm may impose a commission or a markup or markdown on the trade. If trades are placed with a firm that imposes a commission or equivalent fee on the trade, including a commission that may be embedded in the price of the security, the client will incur trading costs in addition to the wrap fee the client paid to your Advisor. On an annualized-basis, the number of step-out trades conducted by Envestnet equates to approximately 2% of total order flow. Actual step-out percentages may vary dependent on the Third Party Manager product(s) chosen by the Advisor and the securities held in the particular model. It is important to know that clients may pay a commission in addition to your wrap fee for those stepped-out trades.

Certain Sub-Managers do not utilize Envestnet to facilitate their trading in the securities within their strategies and consequently the use of these strategies may result in additional trade-away fees that are not included in the Program Fee, or that may be in addition to the Advisor's wrap fee. Clients should consult with their Advisors and review the Sub-Manager's Form ADV Part 2A for information related to any additional fees. Clients should carefully consider any additional trading costs the Client may incur before selecting a Sub-Manager.

Trade Allocations

Sub-Managers and Advisors performing trade order placement, trading rotation and allocation are managed by the Sub-Managers and Advisor. These Sub-Managers and Advisors have their own allocation policy and will direct how partial executions are allocated. Envestnet has no input or supervisory responsibility for these policies. Certain Model Providers, as disclosed in their Form ADV, may have a rotation policy that segregates their investment model updates from their directly managed accounts. If Envestnet determines that such trade rotation policy does not provide equitable investment performance in accordance with Manager's reported performance, Envestnet may restrict the availability of the Model or impose additional requirements as necessary.

Envestnet Supported Trade Allocations

Separately Managed Accounts

Certain trade orders are created by the Sub-Manager and sent directly to the appropriate custodian according to their own trade rotation policies. If the Sub-Manager directs Envestnet to allocate orders within each custodian, the partial fill will be pro-rata allocated among the individual Client accounts. Sub-Managers may aggregate Client trades with their own directed trades or trades for other Clients. Please refer to each Sub-Manager's Form ADV for any policies they may have regarding aggregation of trades.

Model-Based

For a trade order placed by Envestnet for Envestnet's proprietary strategies or Third- Party Models, Envestnet uses a trade rotation program in which our technology will automatically send trades for each custodian in a different order as to not prefer one over the other. The order is randomized by line of business, custodian, firm and account.

Once orders are filled, the Envestnet Platform generates block allocations for the respective block trades. Envestnet then submits the allocation files to the respective custodians before 8:00PM EST for allocation to the respective Clients.

When a Client utilizes a Model within a UMA portfolio or places an investment overlay screen (such as tax-management or socially responsible investing) on the Model, trading within such Model may differ from Models that do not include the referenced options.

Block Trading

Block trading is permitted if Envestnet has determined, on an individual basis that the following conditions have been met and the securities order is:

1. In the best interests of each Client participating in the order;
2. Consistent with Envestnet's duty to obtain best execution; and

3. Consistent with the terms of the investment advisory agreement of each participating Client.

In addition, the following conditions must apply:

1. Any investment by one Client shall not be dependent or contingent upon the willingness or ability of another Client to participate in such transaction;
2. The terms negotiated for the block transaction should apply equally to each participating Client;
3. The allocation of securities purchased or sold in a block trade must be made in accordance with Envestnet's allocation procedures; and
4. The books and records of Envestnet must reflect, for each bunched order, the securities held by, purchased and sold for each Client.

Envestnet may elect to manually execute orders that exceed 5,000 shares or $500,000 if, in the opinion of the trader, such an order requires special handling due to considerations such as size, complexity, and potential market impact, in fulfillment of Envestnet's best execution responsibilities.

Errors

Although Envestnet takes reasonable steps to avoid errors, occasionally errors do occur. Envestnet seeks to identify errors and works with the Client's Advisor, Sub-Manager and/or qualified custodian to correct the error affecting any Client account as quickly as possible, in order to put the Client in the position they would have been in had the error not occurred, without disadvantaging the client or benefiting Envestnet. Errors may be corrected by either the purchase or sale of a security as originally intended, or in the form of monetary reimbursement to the applicable client account.

If the error is the responsibility of Envestnet, any client transaction will be corrected and Envestnet will be responsible for any client loss resulting from an inaccurate or erroneous order. Envestnet's policy and practice is to monitor and reconcile trading activity, identify and resolve any trade errors promptly, document each trade error with appropriate supervisory approval and maintain a trade error file. In the case of errors due to the inaction, or actions of others (Home Office, Advisors, Sub-Manager's, Custodians), Envestnet may help facilitate the error correction process; again in the best interests of our mutual clients.

Item 13 – Review of Accounts

Envestnet performs nightly reconciliation of Client accounts on the Platform against data provided by the Client's custodian. Exceptions are researched and appropriate corrections are made when necessary. Completely reconciled accounts are made available at the beginning of the next business morning.

Clients receive statements from the custodian at least quarterly providing a detailed list of holdings with valuations and account activity as well as confirmations of all securities transactions from the clearing firm. In addition, depending on the Advisor, Clients may also receive a quarterly performance report prepared by Envestnet showing the allocation of the assets in the account as well as the performance of the account during the previous quarter.

Advisors are required to contact Clients on an annual basis to determine if there have been any changes to the Client's financial situation and stated investment objectives or if the Client wishes to impose any reasonable investment restrictions on the management of the assets in the account.

Item 14 – Client Referrals and Other Compensation

Envestnet, through its affiliated broker-dealer, may inadvertently receive Rule 12b-1 fees from mutual funds in which Clients invest. Any fees inadvertently received shall be returned to the fund company.

Envestnet may compensate Advisors or advisory firms for recommending or referring Clients to the Programs. While the fee may be paid from the Program Fee, the Program Fee has not been increased to cover the fee paid to those Advisors or advisory firms.

Item 15 – Custody

If provided with the authority through its billing services for certain accounts, Envestnet directs the custodian to debit advisory, manager, platform and other fees from Client accounts ; however, Envestnet does not have authority to possess or take actual custody of Clients' funds or securities. Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains Client's investment assets. Depending on the Advisor, Clients may also receive a quarterly performance report prepared by Envestnet and Envestnet urges Client to carefully review such statements and compare such official custodial records to the account statements we provide to Client. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Envestnet's Client quarterly performance reports should not be construed as custodial account statements, nor should they be used in place of the Client's custodial statements.

Item 16 – Investment Discretion

Clients that participate in the Programs are required to grant full discretionary investment authority to Envestnet once the Client is invested in the Program. Envestnet does not assume a fiduciary or advisory role in assets that an advisor has under management outside of Envestnet or that have been identified with Envestnet as assets or securities to be sold in order to fund one of our Programs. For Client assets that are invested in the Program, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client account. Advisors to Clients should notify Envestnet if such investment objectives have changed so that Envestnet may work with the Advisor to make appropriate changes within the Client portfolio. Advisors also have responsibility to retain the Client within the Program in accordance with the stated minimum investment in order to minimize risks associated with unacceptable variances and unintended performance dispersion, potential impact to a Client's overall fee percentages, and the potential of being invested outside of their risk and suitability framework. When selecting securities and determining amounts, Envestnet observes the investment policies established through the Program for the particular Client account, along with account investment limitations and restrictions of the Client. For registered investment companies, Envestnet's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and impose restrictions on certain types of investments (e.g., illiquid securities) and favor the holding of investments once made. Investment guidelines and restrictions must be provided to Envestnet in writing. A Client may establish a broader investment policy governing multiple Client accounts/assets with Advisor. In such instances, Envestnet can provide tools to assist Advisor in monitoring adherence to the investment policies established between Advisor and Client; however, Envestnet does not undertake responsibility for monitoring adherence to a Client's larger investment policy.

Envestnet will generally limit the exercise of its investment discretion to the following circumstances:

- For SMA, Envestnet generally will only use this grant of discretion to replace Funds and investment strategies, including Sub-Managers, when it deems such a change is necessary or appropriate; to rebalance a Client's account and place trade orders as directed by the applicable Model Provider; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable.
- For MFS, PMC Select Portfolios and PMC Select Dynamic Portfolios, Envestnet will generally use this grant of discretion to invest in, hold and sell shares in various mutual funds; to liquidate any "in kind" assets that are transferred into the MFS program; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable.
- For PMC Strategic ETF Solutions, Envestnet will generally use this grant of discretion to invest in, hold and sell shares in various exchange traded funds; to liquidate any "in kind" assets that are

transferred into the Strategic ETF Solutions program; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable.

- For UMA, PMC MMA Portfolios , each of the versions of the PMC Quantitative Portfolios™, PMC Ultra Short-Term Fixed Income Portfolio, Ascent Portfolios, Paradigm Liquid Alternatives and Third-Party Fund Strategists, Envestnet generally will only use this grant of discretion as described in the previous circumstances for SMA, MFS and ETF Solution.

Item 17 – Voting Client Securities

Envestnet generally delegates proxy voting to the Sub-Managers to whom it allocates Client assets. The Sub-Manager is responsible for voting or abstaining from voting with respect to any proxy solicitations for any securities purchased on behalf of each Client; provided, however, that the Client has not notified the Sub-Manager (or the Advisor or Envestnet which would notify the Sub-Manager) of its desire to exercise the Client's right to vote such proxies or to delegate the authority to vote such proxies to another party.

For Programs in which Envestnet is providing overlay management services, including when a Sub-Manager is acting in the role of a Model Provider, Envestnet is responsible for voting proxies relating to securities held by Clients. Envestnet has developed appropriate principles, policies and procedures to ensure that such proxies are voted in the best interests of Clients. These policies and procedures are relatively general in nature to allow Envestnet the flexibility and discretion to use its business judgment in making appropriate decisions with respect to Client proxies. It is Envestnet's policy to vote Client shares primarily in conformity with Glass Lewis & Co. ("Glass Lewis") recommendations, in order to limit conflict of interest issues between Envestnet and its Clients. Glass Lewis is a neutral third party that issues recommendations based on its own internal guidelines. Envestnet votes Client shares via ProxyEdge, an electronic voting platform provided by Broadridge Financial Solutions Inc. Additionally, ProxyEdge retains a record of proxy votes for each Client. Envestnet acknowledges and agrees that it has a fiduciary obligation to Clients to ensure that any proxies for which it has voting authority are voted solely in the best interests and for the exclusive benefit of its Clients. The policies are intended to guide Envestnet and its personnel in ensuring that proxies are voted in such manner without limiting Envestnet or its personnel in specific situations to vote in a pre-determined manner. These policies are designed to assist Envestnet in identifying and resolving any conflicts of interest it may have in voting Client proxies.

Because Envestnet does not act as a financial advisor for Client assets invested in the Advisor Directed Models, Envestnet does not vote proxies relating to securities held. Proxy voting responsibilities for the Advisor Models are either voted by Advisor or directly by Client.

Upon request, Clients can receive a copy of Envestnet's proxy voting procedures, a copy of the Sub-Manager's proxy voting procedures, Glass Lewis's proxy voting guidelines or a copy of the record of how a proxy vote was cast by Envestnet or the Sub-Manager by contacting Envestnet at 312-827-2800.

Item 18 – Financial Information

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

COVERED SERVICE PROVIDER DISCLOSURE REPORT FOR ERISA PLANS

October 1, 2018

This report is being provided to you because our records indicate that you are the appropriate contact for the ERISA plan sponsor of a "covered plan" (within the meaning of Department of Labor Rule 408b-2(c)) which is the client of an account managed by Envestnet Asset Management, Inc. The following table contains information and references to additional information about Envestnet's services and compensation as required by Rule 408b-2.

INFORMATION	WHERE TO FIND IT
Description of Envestnet services	Envestnet provides a technology structure for investment advisors to efficiently connect with a vast array of independent separate account managers and investment model providers (collectively "SAM Managers"). Envestnet also offers its proprietary investment portfolios and provides technology, administrative and reporting service See Envestnet Form ADV Part 2A brochure, specifically Items 4 (Advisory Business); Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss), and Item 17 (Voting Client Securities).
Statement concerning services Envestnet will provide as an investment adviser, ERISA fiduciary and registered investment adviser.	Envestnet is acting as a "fiduciary" under the Employee Retirement Income Security Act of 1974 ("ERISA") and an "investment adviser" (as defined in Section 3(21)(A)(ii) of ERISA) with respect to the performance of services listed in Items 4 (Advisory Business).
Direct Compensation Envestnet Receives from your Account	The fees that Envestnet receives for its services are derived from the total fees that are agreed to in the advisory agreement. Envestnet pays the SMA Manager or Model Provider for its services from the fee it collects. Envestnet will retain a portion of the fees charged for making the strategies available and for administering them in the Program. See Envestnet Form ADV Part 2A brochure, specifically Item 5 (Fees and Compensation).
Indirect Compensation that Envestnet will receive from non-affiliates in connection with services to your Account	Envestnet acts as the investment advisor to the PMC Funds (PMFIX and PMDEX), both registered mutual funds, in which it receives fees from the underlying expenses charged to funds as described in the applicable prospectus. When Envestnet sponsors a conference, it will solicit contributions from Vendors to defer the costs associated with the conference. Depending upon Vendor participation, Envestnet may receive contributions in excess of the costs associated with the event. Envestnet does not otherwise receive indirect compensation, such as brokerage commissions, sales charges or referral fees, in connection with your account.
Compensation Envestnet will receive if you terminate Envestnet's management of your account.	None