



## FORM ADV PART 2

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This Form ADV Part 2A Brochure (herein after “Brochure”) provides information about the qualifications and business practices of Buckingham Strategic Partners, LLC (“BSP”). If you have any questions about the contents of this Brochure, please contact us at (800) 711-2027. 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.

BSP is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The oral and written communications of an advisor provide you with information to use when determining to hire or retain an advisor.

BSP is distributing this Brochure to you so that you may have a better understanding of our qualifications and business practices.

Additional information about BSP also is available on the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by using a unique identifying number, known as a CRD number. The CRD number for BSP is 143319.

## Item 2 – Material Changes

BSP amends this brochure at least annually. To receive a copy of our most recent brochure at any point during the year, please call the Compliance Department toll-free at (800) 711-2027 or email [bspcompliance@buckinghamgroup.com](mailto:bspcompliance@buckinghamgroup.com) and a copy will be sent to you without charge.

This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

The most recent update of our Brochure was May 27, 2021 and contained no material changes.

Our most recent Annual Updating Amendment was filed on March 18, 2021.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

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## Item 4 – Advisory Business

BSP has been providing services since 1997 (formally under the BAM Advisor Services name). Following the closing of a transaction with Loring Ward (“LW”) on November 30, 2018, BAM and LW merged together and now offer unified services under the Buckingham Strategic Partners, LLC name.

As of March 31, 2021 BSP, had \$3.35 billion of discretionary regulatory assets under management and \$14.82 billion of non-discretionary regulatory assets under management. In addition, BSP provides administrative, back-office and retirement plan services to \$19.55 billion of assets managed or advised by the independent firms that hire BSP for its services. In the aggregate, the total number of assets under management or administration was \$37.72 billion.

BSP is a wholly owned subsidiary of Focus Operating, LLC, a wholly owned subsidiary of Focus Financial Partners, LLC. The sole managing member of Focus Financial Partners, LLC is Focus Financial Partners Inc. BSP is affiliated through both common ownership and control with Buckingham Strategic Wealth, LLC (“BSW”), also a registered investment advisor. The officers of BSP are also the officers of BSP. For more information, please see “Item 10 – Other Financial Industry Activities and Affiliations.”

BSP primarily provides turnkey asset management services to independent registered investment advisors (investment advisors). BSP's services will include, but are not limited to, coordinating with custodians, client billing services and account reconciliation, providing access to certain investment options, various portfolio management tools and other administration and support to investment advisors throughout the country. The services may be performed internally or through affiliated and non-affiliated third parties. In exercising some of these services, BSP may be granted discretion over an individual client account. The details of that discretionary authority is determined on a client by client basis at the time of an account opening.

BSP also provides fixed income sub-advisory services to investment advisors and their clients if requested. BSP provides fixed income investment allocation recommendations and management services to the registered investment advisors for their clients. Through the investment advisor's investment advisory agreements with their clients, BSP is granted the discretionary authority to select fixed income securities for clients based on the asset allocation provided by the investment advisor and client. Additionally, BSP provides retirement plan services to participant-directed pension and profit-sharing plans.

Investors receive this ADV based upon their decision to engage their independent registered investment advisor to manage a portfolio consisting of fixed income securities and their advisor's decision to use BSP as a fixed income sub-advisor, exercising limited investment discretion over the investor's account for fixed income management or as a result of BSP providing 3(38) services for a retirement plan. Investment advisors receive this ADV based upon their or their advisor's decision to contract with BSP for turnkey asset management and fixed income sub-advisory services for their firms.

### Turnkey Asset Management Services

BSP assists independent registered investment advisors who provide portfolio management and employee benefit retirement services to investors. BSP educates investment advisors on the principles and tenets of Modern Portfolio Theory (MPT) as a methodology for structuring investment portfolios with long-term investment goals. BSP also provides investment advisors with model investment portfolios that demonstrate

the historical risk and return results of multiple asset class allocations to investors and that investment advisors may use as starting points to manage investment accounts.

On an ongoing basis, BSP will recommend to investment advisors investments, including the allocations to various asset classes, for the investment advisor's consideration based on its market research. BSP's advisory services are designed to educate investment advisors on how to offer long-term investment solutions through appropriate asset allocations.

BSP primarily recommends that investment advisors use passively managed and/or evidence-based mutual funds. BSP will also provide advice to investment advisors regarding various other securities, including, but not limited to, exchange traded funds (ETFs), equity securities (stocks), corporate debt securities, certificates of deposit, variable investment company products and municipal/government bonds.

In conjunction with BSP's advisory services, BSP provides comprehensive support to investment advisors, which includes, but is not limited to:

- a. Acting as operational liaison between advisors and approved custodians;
- b. Providing a billing platform for advisors with the ultimate responsibility for fee schedules set by the advisors;
- c. Providing portfolio management and trading as requested by advisors;
- d. Performing reconciliation and maintenance of certain client account data;
- e. Providing access to certain investment options and research;
- f. Providing access to various portfolio management tools and performance reports; and
- g. Undertaking other administrative actions, agreed to by all parties, necessary to provide requested support to advisors.

### **BSP Retirement Solutions Services**

BSP has identified certain retirement plan service providers (RPSPs), whose services include recordkeeping, compliance, custody, participant education, plan setup or conversion and access to evidence-based vehicles. BSP has and will continue to work with RPSPs to offer a package of services that meets investment advisor's needs for qualified retirement plans. BSP will, on an ongoing basis, provide training to investment advisors on using RPSPs' service packages, act as the liaison between the investment advisor and RPSPs, facilitate billing and provide periodic accounting of assets under advisement in retirement plans set up with RPSPs through BSP.

BSP provides 3(38) investment management and advisory consulting services to participant-directed pension and profit-sharing plans. BSP constructs, maintains and recommends managed portfolios to retirement plan participants as a fiduciary to these plans. BSP coordinates these services with other independent investment advisors to which BSP may provide the back-office services described above. However, not being a back-office client of BSP does not preclude a plan from using the BSP Retirement Solutions platform.

These managed portfolios generally include multiple asset categories of mutual funds managed by fund companies. BSP shall select, monitor and change funds in the managed portfolios from time to time as

determined by BSP in its discretion. Plan participants can select either the managed portfolios or construct their own customized portfolio from the funds made available within the plan. BSP will have discretion over the funds to be made available in the plan at any given time. The independent advisors with which BSP coordinates clients' services will discuss plan investments and fiduciary obligations with the plan sponsor or trustee as a part of this multi-party service.

Plan representatives establish a relationship with an independent, qualified recordkeeper. BSP, from time to time, directs that recordkeeper to rebalance the accounts to the extent necessary to comply with the current allocation of BSP's managed portfolios.

BSP's fee for BSP Retirement Solutions does not include any brokerage commissions, custodial, administrative or recordkeeping fees, or other expenses incurred by the plan and/or plan participants. BSP's fee is also separate and distinct from any fees charged by other investment advisors. BSP is authorized in its agreement with the plan to deduct the fee directly from the plan's custodial account.

### **Sub-Advisory Services**

BSP may be engaged by investment advisors to act as a sub-advisor for accounts of investment advisor's clients. BSP shall provide various model asset allocation portfolios (each a "Portfolio", collectively "Portfolios") for selection by independent advisors. Each Portfolio strives to achieve long-term risk and return objectives through diversification among multiple asset classes using investment options available to BSP, which may include, but is not limited to, mutual funds and/or exchange traded funds from Dimensional Fund Advisors LP, Bridgeway Capital Management, Inc., AQR Capital Management, LLC, The Vanguard Group, Inc., Stoneridge Asset Management, LLC, iShares, Cliffwater, LLC or other providers selected by BSP. Each Portfolio is designed to meet a particular investment goal which the independent investment advisor has determined is suitable to their client's circumstances. Once the appropriate Portfolio(s) has been determined, the Portfolio will continuously be managed based on the portfolio's goal and BSP, if granted will have the discretionary authority to manage the Portfolio(s), including rebalancing. However, the investment advisor, on behalf of their advisory client, will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Should material life events occur, clients should immediately contact their independent investment advisor to determine if changes to an account and the allocation of the assets held in the account are necessary.

### **Fixed Income Only Sub-Advisory Services**

BSP can provide additional specific fixed income sub-advisory services related to fixed income accounts of investment advisor's clients. If the investment advisor and client agree to include an allocation of fixed income securities, the investment advisor may retain BSP as a fixed-income sub-advisor to their client's account subject to certain account minimums. BSP may consult with the investment advisor and its client in the preparation of a Fixed Income Investment Policy Statement allocating certain client assets to a fixed income portfolio.

If the investment advisor and client agree to allocate assets to a fixed income portfolio, the client must grant the investment advisor with discretionary authority to retain BSP as a sub-advisor of such portfolio and grant BSP discretionary authority to manage such portfolio.

Upon purchasing of fixed income securities for a client's account, BSP will provide periodic monitoring of the client's fixed income investments for any material changes including structure or credit quality. If material changes arise that BSP believes necessitate the selling of securities, BSP will undertake such sale and replacement, if necessary, in accordance with previously agreed to procedures with advisor and/or client spelled out in separate agreements. Additionally, BSP may perform tax loss harvesting as BSP deems appropriate, but only for securities purchased by BSP or for which BSP is provided cost basis and trade date.

## SA Fund Management

BSP is the investment manager, administrator, and shareholder servicing agent of the SA Funds – Investment Trust (“SA Funds”). For further information about the SA Funds, refer to the applicable prospectus at <https://buckinghamstrategicpartners.com/sa-funds/documents/>. BSP defines the investment objectives of the individual SA Funds, administers the SA Funds, monitors the Sub-Adviser and other service providers to the SA Funds, and is responsible for the servicing of the SA Funds' shareholders. For its services to the SA Funds, BSP receives management, administration, and shareholder servicing fees from each of the SA Funds as described in the SA Funds' prospectus.

All of the officers of the SA Funds are employees or officers of BSP. They do not receive compensation from the SA Funds for this service. BSP is compensated directly from the SA Funds, as described in the SA Funds' prospectus. BSP does not emphasize one SA Fund over another except as part of an overall portfolio or asset-class allocation strategy.

BSP has contracted with Dimensional Fund Advisors LP (“DFA”), an unaffiliated registered investment adviser, to buy and sell securities that fulfill the asset-class investment components of the SA Funds (with the exception of the SA Worldwide Moderate Growth Fund, which is serviced by BSP). DFA uses a committee of investment professionals to manage the assets of these Funds. BSP relies on DFA as the SA Funds' sub-adviser to obtain best execution for all trading performed on behalf of the SA Funds.

BSP may contract with other mutual fund sub-advisers when additional funds are added to the Trust or should BSP determine that the continued use of DFA is not advantageous to the SA Funds or its shareholders. BSP and the Trust have obtained exemptive relief to change sub-advisers for any SA Fund by a vote of the Board of Trustees of the Trust. It may also retain others to perform accounting, administration, and shareholder services.

BSP generally pays some or all custodial transaction charges for clients of investment advisors utilizing the SA Funds, subject to certain restrictions and thresholds, as part of its “No Transaction Fee” solution.

## Strategic and Other Services

The Strategic Service program consists of mutual fund model portfolio construction and strategic advice provided exclusively to investment advisors for implementation to their clients. Mutual fund model portfolios (“Model Portfolios”), are generally constructed utilizing either the DFA Funds, SA Funds or Vanguard Funds and services may include the periodic rebalancing of Model Portfolios.

From time to time, BSP acts as a research provider to other registered investment advisors.



BSP makes available to investment advisors and their clients the option of obtaining certain credit and cash management financial solutions from unaffiliated third-party financial institutions with the assistance of BSP's affiliate, Focus Client Solutions, a wholly owned subsidiary of BSP's parent company, Focus Financial Partners, LLC.

### **No Legal or Public Accounting Advice**

While associates of BSP and BSW may be licensed attorneys or certified public accountants and certain associates of BSW engage in outside public accounting activities, neither BSW or BSP is a law firm or a public accounting firm and does not provide any legal or public accounting advice. Clients should seek the counsel of a qualified certified public accountant and/or attorney when necessary.

### **Item 5 – Fees and Compensation**

#### **Organizational Oversight**

BSP has instituted various levels of oversight to ensure its professionals adhere to the firm's policies and procedures and standards of business conduct. The Board of Directors manages and supervises the overall strategic direction of the firm. The professionals on the firm's Executive Leadership Team manage and supervise the overall day-to-day business operations of the firm. The professionals on the Executive Leadership Team and the Board of Directors oversee all aspects of the business. The firm's Investment Policy Committee oversees the overall investment strategy advice being provided to clients and is responsible for guiding the firm's investment philosophy, approving or recommending specific investments and ensuring that investment decisions are consistent with firm's research and strategy.

#### **Turnkey Asset Management Services & Sub-Advisory Services**

For certain client engagements, the fees charged by BSP for its comprehensive turnkey asset management services are negotiated by the client's investment advisor based on the total assets of the investment advisor's client accounts using BSP's services and paid to BSP directly by the advisor and the client is not charged a fee from BSP.

Additional fees to the investment advisor may be charged on accounts of its clients that are held with a custodian for which BSP cannot download account information electronically or otherwise requires manual data entry. BSP also reserves the right to charge differently on accounts with circumstances requiring unusual servicing efforts. Fees shall apply to accrued interest. Generally, fees shall apply to cash balances unless negotiated or agreed upon otherwise.

In other situations, BSP will contract directly with the advisor and client to be paid directly by the client with the current standard fee schedule as follows:

Asset Level	Maximum Annual Rate (paid quarterly)
For the first amount from \$0 to \$500,000.00	0.65%
For the next amount from \$500,000.01 to \$1,000,000.00	0.35%
For the next amount from \$1,000,000.01 to \$5,000,000.00	0.25%
For any amount above \$5,000,000.00	0.20%

Specific procedures related to fee calculation and deduction are communicated during the on-boarding process and are detailed in each client and advisor agreement prior to execution. Fees shown above are the highest levels charged by BSP as of the date of the ADV for its standard services and can be negotiated. Higher fees may be charged when there is client request for additional service above our standard service offering.

For accounts where BSP has been engaged to provide these additional services, additional fees will apply. Costs are negotiated on a case by case basis under separate agreement with advisor and/or client.

The fees charged by BSP do not include the advisory fees charged by independent investment advisors to their clients. These advisory fees are disclosed in each independent investment advisor's disclosure document.

The investment advisor, and in certain cases the client, will provide BSP with authority to directly debit fees. Fees are billed in advance or arrears as determined under the contract between the parties.

For accounts billed in advance, fees are billed at the beginning of each calendar quarter, based upon the market value of the investment advisor's clients' accounts at the end of the previous quarter. For accounts billed in arrears, quarterly fees are based upon the average daily account balance during the most recent calendar quarter or, in certain circumstances, based upon quarter end market value.

The specifics of the calculations are detailed in the contract executed between the parties. Margin accounts are charged based on the equity value (excluding margin).

For its services to the SA Funds, BSP receives management, administration, and shareholder servicing fees from each of the SA Funds as described in the SA Funds' prospectus. The payments received by BSP from the SA Funds are significant and may be greater than what BSP would earn through other fee arrangements. This has the potential to create a conflict of interest, as it may appear to provide an incentive for BSP to recommend the purchase of the SA Funds rather than other similarly-situated mutual funds. BSP addresses this potential conflict of interest by recommending asset-class target allocations that can be implemented using mutual funds other than the SA Funds (namely, the DFA Funds or other unaffiliated funds) and the actual selection of funds to be utilized to implement the asset-class target allocation is selected by the client and/or investment advisor. Based on such factors as the client's individual financial circumstances, expressed cash needs, risk tolerance, investment objectives, and other factors, the client and/or independent advisor can instruct BSP to invest an account into an asset-class target allocation using either the Funds they deem most appropriate.

Generally, service agreements between BSP and the investment advisor may be terminated for any reason after providing sufficient written notice as more specifically detailed in each agreement.

### **BSP Retirement Solutions Services**

For BSP Retirement Solutions services, the fee schedule to the plan for BSP's 3(38) investment management service is as follows:

Assets Under Advisement	Annual Fee (paid quarterly)
On the first \$1,000,000	0.30%

On the next \$4,000,000	0.20%
On the next \$5,000,000	0.15%
On all amounts thereafter	0.10%

Investment advisors using BSP's full-service turnkey asset management offering may receive discounted pricing from the above fee schedule and is also otherwise negotiable.

Fees are paid quarterly in advance. Fees charged by investment advisors for 401(k) services are separate and distinct from BSP's fees for 3(38) investment management services.

### Strategic Services

Investment advisors and/or broker-dealers normally pay BSP a portion of the fees they collect for providing portfolio construction and strategic advice. Such fees are generally 0.23% of the amount of assets invested into Model Portfolios that do not contain SA Funds and are subject to negotiation.

### Unmanaged Accounts

Should the client or investment advisor direct the purchase of other securities in an unmanaged account, such assets are not managed by BSP, and BSP does not collect an investment advisory fee on such assets or provide performance or other reporting on such assets.

### Additional Information

In certain circumstances, fees and minimums will be negotiable based on unique circumstances.

All fees paid to BSP are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee. BSP's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that shall be incurred by investors. Investors may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees and commissions are exclusive of and in addition to BSP's fee, and BSP shall not receive any portion of these commissions, fees and costs. See Item 12 for further information related to brokerage practices.

For certain clients and for certain services, BSP hires a service provider to provide operational services on client accounts ("Advisor's Agent"). BSP grants authority to Advisor's Agent to perform various actions, including placing transactions with broker-dealers at the direction of BSP and facilitating fee billing administration at the direction of BSP. If a client has authorized BSP to collect fees directly from accounts, Advisor's Agent calculates and deducts advisory and related fees from the client's accounts and then pays applicable parties, including BSP and Advisor's Agent, as instructed by BSP. When providing these services, Advisor's Agent is acting as an agent of BSP.

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

BSP does not charge performance-based fees (on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of a client).

## **Item 7 – Types of Clients**

As disclosed above, BSP provides services to independent registered investment advisors, end individuals and registered investment companies. BSP also provides BSP Retirement Solutions services to qualified retirement plans.

BSP typically suggests, but does not always require, a minimum account size of \$500,000 for discretionary individual fixed income management services.

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

BSP's turnkey asset management services and sub-advisory services are provided to independent registered investment advisors.

These independent investment advisors are responsible for recommendations and/or selection of all investments on behalf of investors, except where investment advisors have retained BSP, or its affiliate BSW, for specific monitoring and management of fixed income accounts or sub-advisory services as described above.

When using BSP's back-office services, BSP requires, as a general rule, that investment advisors must agree to follow the principles of MPT and its implementation through passive and/or evidence-based investment vehicles as the appropriate methodology for structuring investor client portfolios.

BSP's services are based on long-term investment strategies incorporating the principles of MPT. BSP's investment approach is firmly rooted in the belief that markets are "efficient" and that investors' returns are determined principally by asset allocation decisions, rather than market timing or stock picking.

BSP recommends diversified portfolios, principally through the use of passively managed or evidenced-based ETFs or mutual funds. Some funds may be available only to institutional investors and clients of select investment advisors.

Investment advice may be offered on any investments held by an investor at the start of the advisory relationship.

## **Risk of Loss**

All investments are subject to risk. Investing in securities involves risk of loss that clients should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that

the appreciation will be less than inflation. In other words, the purchasing power of the proceeds can be less than the purchasing power of the original investment.

The mutual funds and ETFs recommended by BSP include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities, commodity futures and, in certain circumstances, funds that are focused on seeking alternative sources of return that have low or negative correlation to stocks and bonds, including funds investing in alternative lending securities, reinsurance-related securities, managed futures and currencies. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the more risky mutual funds used in BSP's investment strategies are the U.S. and international small capitalization and small capitalization value funds, emerging markets funds, commodity futures funds, alternative lending securities funds, reinsurance funds, managed futures funds and funds holding currencies. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds recommended by BSP contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks can be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses within each applicable sector.

[Equity Securities Risk](#). Equity securities (common, convertible preferred stocks and other securities whose values are tied to the price of stocks, such as rights, warrants and convertible debt securities) could decline in value if the issuer's financial condition declines or in response to overall market and economic conditions. A fund's principal market segment(s), such as large-cap, mid-cap or small-cap stocks, or growth or value stocks, can underperform other market segments or the equity markets as a whole. Investments in smaller companies and mid-size companies can involve greater risk and price volatility than investments in larger, more mature companies.

[Fixed Income Securities Risk](#). Fixed-income securities are subject to interest rate risk and credit quality risk. The market value of fixed income securities generally declines when interest rates rise, and the credit quality of the obligor of fixed income securities could weaken leading to a lower credit quality and value of securities.

[Asset Allocation Risk](#). A fund's selection and weighting of asset classes and/or underlying funds can cause it to underperform other funds with a similar investment objective.

[Interval Fund Risk](#). Where appropriate, BSP may recommend certain funds structured as non-diversified, closed-end management investment companies, registered under the Investment Company Act of 1940 ("interval fund"). Investments in an interval fund involve additional risk, including lack of liquidity and restrictions on withdrawals. During any time periods outside of the specified repurchase offer window(s), investors will be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender

shares when or in the amount desired and the fund can suspend or postpone repurchases. Additionally, in limited circumstances, an interval fund may have a limited amount of capacity and may not be able to fulfill all purchase orders. While an interval fund periodically offers to repurchase a portion of its securities, there is no guarantee that investors may sell their shares at any given time or in the desired amount. The closed-end interval funds recommended by BSP impose liquidity gates for each repurchase offer and in the event the offer is oversubscribed, the requested redemption amount may be reduced. As interval funds may expose investors to liquidity risk, investors should consider interval fund shares to be an illiquid investment.

Typically, the interval funds are not listed on any securities exchange and are not publicly traded. Thus, there is no secondary market for the fund's shares. Clients should carefully review the fund's prospectus to more fully understand the interval fund structure and the corresponding liquidity risks. Because these types of investments involve certain additional risk, these funds will only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk and liquidity needs. Investment should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some or all of the investment.

Alternative Fund Risk. Certain alternative funds (registered under the Investment Company Act of 1940) utilized by BSP may employ use of derivatives, options, futures and/or short sales. Use of derivatives, options or futures by a Fund may be for purposes of gaining exposure to a particular asset group, for hedging purposes or for leverage purposes. The use of derivatives, options and futures exposes the funds to additional risks and transaction costs. In addition, if the Fund uses leverage through activities such as entering into short sales or purchasing derivative instruments, there are additional risk, including the fund having the risk that losses may exceed the net assets of the fund. The net asset value of a fund while employing leverage will be more volatile and sensitive to market movements. Clients should carefully review the fund's prospectus to more fully understand the risk of funds employing the use of derivatives, options, futures and/or short sales. Investments in these funds should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some or all of the investment.

The risk of loss described herein should not be considered to be an exhaustive list of all the risks which clients should consider.

## Cybersecurity

The computer systems, networks and devices used by BSP and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs, as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers and other financial institutions and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

### **Market Disruption, Health Crises, Terrorism and Geopolitical Risk**

BSP is subject to the risk that war, terrorism, global health crises or similar pandemics, and other related geopolitical events increase short-term market volatility and may have adverse long-term effects on world economies and markets generally. These risks have previously led and may lead in the future to adverse effects on issuers of securities and the value of client's investments. Those events as well as other changes in world economic, political and health conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment and other factors affecting the value of Buckingham's investments. At such times, BSP's exposure to a number of other risks described elsewhere in this section can increase.

### **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 your evaluation of BSP or the integrity of BSP's management. BSP has no information applicable to this Item.

### **Item 10 – Other Financial Industry Activities and Affiliations**

#### **Focus Operating, LLC, Focus Financial Partners, LLC and Focus Financial Partners, Inc.**

BSP is part of the Focus Financial Partners, LLC ("Focus LLC") partnership. Specifically, BSP is a wholly-owned subsidiary of Focus Operating, LLC ("Focus Operating"), which is a wholly-owned subsidiary of Focus LLC. Focus Financial Partners Inc. ("Focus Inc.") is the sole managing member of Focus LLC and is a public company traded on the NASDAQ Global Select Market. Focus Inc. owns approximately two-thirds of the economic interests in Focus LLC.

Focus Inc. has no single 25% or greater shareholder. Focus Inc. is the managing member of Focus LLC and has 100% of its governance rights. Accordingly, all governance is through the voting rights and Board at Focus Inc. As of the end of 2020, investment vehicles affiliated with Stone Point Capital, LLC ("Stone Point") had a greater than 25% voting interest in Focus Inc., and Stone Point had the right to designate two of eight directors on the Focus Inc. Board. As of the end of 2020, investment vehicles affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR") had a less than 25% voting interest in Focus Inc., and KKR had the right to designate one of eight directors on the Focus Inc. Board. In the first quarter of 2021, Focus Inc. conducted a follow-on offering through which Stone Point reduced its ownership interest under 25% and KKR also reduced its ownership interest.

Focus LLC also owns other registered investment advisors, broker-dealers, pension consultants, insurance firms, business managers, and other financial service firms (the "Focus Partners"), most of which provide wealth management, benefit consulting and investment consulting services to individuals, families, employers,

and institutions. Some Focus Partners also manage or advise limited partnerships, private funds, or investment companies as disclosed on their respective Form ADVs.

The Focus Partners do not share client information amongst each other without prior client consent, and officers of the other Focus Partners are not involved in the management of BSP. Additional information about Focus can be found at [www.focusfinancialpartners.com](http://www.focusfinancialpartners.com).

Periodically, Focus holds Focus Partners partnership meetings and industry and best-practices conferences, which typically include attendees from BSP, other Focus firms and external attendees. These meetings are first and foremost intended to provide training or education to personnel of Focus firms, including BSP. However, the meetings do provide sponsorship opportunities for asset managers, asset custodians, vendors and other third-party service providers. Sponsorship fees allow these companies to advertise their products and services to Focus firms, including BSP. Although the participation of Focus firm personnel in these meetings is not preconditioned on the achievement of a sales target for any conference sponsor, this practice could nonetheless be deemed a conflict as the marketing and education activities conducted, and the access granted, at such meetings and conferences could cause BSP to focus on those conference sponsors in the course of its duties. Focus attempts to mitigate any such conflict by allocating the sponsorship fees only to defraying the cost of the meeting or future meetings and not as revenue for itself or any affiliate, including BSP. Conference sponsorship fees are not dependent on assets placed with any specific provider or revenue generated by such asset placement. No entities have provided conference sponsorship to Focus in the last year.

### **Buckingham Strategic Wealth**

BSW is an investment advisor registered with the Securities and Exchange Commission. BSW offers wealth management services and employee benefit retirement plan services to investors following the same tenets, policies and procedures that are made available to independent investment advisors to which BSP provides back-office services. BSW began providing investment management services in 1994. The principals of BSW established BSP under the premise that its own back-office support services could be efficiently consolidated and offered to other financial professionals desiring to offer advisory services but lacking administrative time and support. BSW continues to actively provide services to its own client base while developing the BSP program. BSP's independent investment advisor clients and BSW may potentially compete for advisory clients. BSW may also, from time to time, serve as a sub-advisor to BSP's clients pursuant to a separate investment advisory agreement.

BSW may provide fully discretionary separate account management services to investment advisor's clients.

See Item 12 for further descriptions of investment and trading operations that discuss certain conflicts of interest presented through the overlap of services provided by BSW and BSP. BSW and BSP share office space, personnel, trading desks and many other critical functions including management.

### **Outside Business Activities**

Michael Kitces, Head of Planning Strategy, maintains various outside business activities which operate independent from his role and employment at the firm. While Mr. Kitces is individually subject to the firm's Code of Ethics and compliance requirements, these unaffiliated outside business activities are completely



separate from the BSP/BSW business operations and any opinions/information shared by these outside businesses or on these outside business activities platforms are not the opinions of BSP or BSW. His unaffiliated outside business activities include Kitces.com, LLC, XY Planning Network, XY Investment Solutions, AdvicePay, New Planner Recruiting and fpPathfinder. Mr. Kitces is also engaged for consulting and speaking as well as serves as an advisory board member for Wealthbox CRM/Starburst labs and Timelineapp Tech Limited. The engagement by a client of Mr. Kitces or one of these outside business activities is separate and distinct from the advisory services provided by BSP or BSW. Mr. Kitces receives separate compensation or revenue from some of these outside business activities and these economic benefits are separate from the compensation he receives as an employee of the firm. BSP and BSW receive potential benefits from these outside business activities from broader name recognition, industry thought leadership that can be provided to clients and third party BSP advisors, and client referrals. In addition to these outside business activities, Mr. Kitces also maintains a passive equity ownership in Pinnacle Advisory Group, an SEC registered investment adviser.

Jeffrey Levine, Chief Planning Officer, maintains various outside business activities which operate independent from his role and employment at the firm. His outside business activities include Kitces.com, LLC, Fully Vested Advice, Inc and BluePrint Tax Services. Mr. Levine is also engaged for consulting and speaking. Mr. Levine is also a Tax Planning Strategist of Holistiplan, a financial planning/tax planning software provider, which Buckingham utilizes and BSP recommends to advisors. Mr. Levine receives separate compensation or revenue from these outside business activities separate and apart from any compensation he receives as an employee of the firm. BSP and BSW receive potential benefits from these outside business activities from broader name recognition, industry thought leadership that can be provided to clients and third party BSP advisors, and client referrals. While Mr. Levine is individually subject to the firm's Code of Ethics and compliance requirements, these outside business activities are completely separate from the BSP/BSW business operations

#### **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

BSP, together with its affiliate BSW, has adopted a Code of Ethics for all supervised persons expressing the firm's commitment to ethical conduct. BSP's Code of Ethics describes its standard of business conduct and fiduciary duty to Clients and sets forth BSP's practice of supervising the personal securities transactions of associates with access to Client information. All supervised persons at BSP receive a copy of the Code of Ethics at the time of hiring, and must acknowledge the terms of the Code of Ethics annually or more frequently if amended. Subject to satisfying the Code of Ethics and applicable laws, supervised persons of BSP and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for BSP's Clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the supervised persons of BSP will not interfere with making decisions in the best interest of Clients or allowing employees to invest for their own accounts. It is the expressed policy of BSP that no person employed by the firm shall prefer his or her own interest to that of an advisory Client. It is the policy of BSP that its supervised persons shall place the interests of Clients first. Under the Code of Ethics, certain transactions have been designated as exempt transactions, based upon a determination that such transactions would not materially interfere with the best interests of Clients.

For a subset of supervised persons called access persons, trading is monitored for compliance with the Code of Ethics, and to reasonably prevent conflicts of interest between BSP and its Clients. BSP anticipates that it

will generally recommend the purchase or sale of securities to current or prospective Clients in which BSP, its affiliates, the SA Funds, and/or other Clients, directly or indirectly, have a position or interest. All personal securities transactions of such access persons shall be conducted in a manner as to avoid any actual or potential conflicts of interest or any abuse of a position of trust and responsibility, or operate as a deceit. To supervise compliance with its Code of Ethics, BSP requires access persons to provide annual securities holding reports and quarterly transaction reports to the firm's Compliance department. BSP also requires such access persons to receive approval from the Compliance department prior to investing in any initial public offerings or private placements.

BSP's Code of Ethics further includes the firm's policy prohibiting the misuse of material non-public information and protecting the confidentiality of client information. BSP requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Current or prospective Clients may obtain a copy of BSP's Code of Ethics without charge by calling (800) 711-2027 and asking for the Compliance Department.

## **Item 12 – Brokerage Practices**

As part of its turnkey asset management service, BSP assists investment advisors in arranging for the execution of transactions by entering all orders with broker-dealers or will arrange for the execution of transactions. For sub-advisory services, BSP will arrange for the execution of transactions.

Through BSP, certain investment advisors participate in the Schwab Advisor Services (SAS) program offered to independent investment advisors by Charles Schwab & Company, Inc. (Schwab), the Fidelity Institutional Wealth Services (FIWS) program sponsored by Fidelity Brokerage Services, LLC (Fidelity), and the institutional customer program offered by TD Ameritrade Institutional (TDA).

Investment advisors work with their clients to designate a custodian from among Charles Schwab & Company, Inc. ("Schwab"), Fidelity Brokerage Services LLC ("Fidelity"), Pershing Advisor Solutions LLC ("PAS"), or TD Ameritrade Institutional ("TDA") except in limited accommodation circumstances.

BSP and its affiliate BSW also participate in the SAS, FIWS, PAS and TDA programs. Schwab, Fidelity, PAS and TDA offer services to independent investment advisors that include custody of securities, trade execution, clearance and settlement of transactions. Schwab, Fidelity, PAS and TDA are independent unaffiliated SEC-registered and Financial Industry Regulated Authority (FINRA) member broker-dealers as well as members of SIPC. As part of these programs, BSP and BSW receive benefits that they would not receive if they did not offer investment advice or if they did not participate in these programs. Fidelity, Schwab, PAS and TDA also provide certain economic benefits to BSP and BSW. (See the disclosure under Item 14 of this Brochure for further details.)

BSP has negotiated competitive commission rates and other trading costs with Schwab, Fidelity, PAS and TDA applicable to all investment advisors participating in the turnkey asset management service.

Through BSP, investment advisors may also participate in the TIAA Financial Advisor Program offered to advisors providing fee-only investment management and recommends after-tax annuities from Peoples Benefit Life Insurance Company, a division of AEGON.

Except for fixed income sub-advisory accounts, BSP does not have the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid for investment advisors' clients' securities transactions. BSP must be directed to the broker-dealer to be used. In directing the use of a particular broker-dealer, it should be understood that BSP will not have authority to negotiate commissions among various broker-dealers or obtain volume discounts. As such, best execution may not be achieved. In considering the reasonableness of commissions and fees, the client should take into account the expense of commissions and account fees relative to other available custodians, in conjunction with an evaluation of the services provided.

BSP regularly reviews the services and fees offered by custodians in comparison with other institutional service providers. Factors considered in selecting the custodians offered by BSP include, but are not limited to: (i) the ease with which BSP can conduct day-to-day administration of accounts with such custodians, (ii) the ease with which clients can open accounts, obtain information, and execute trades with such custodians, and (iii) reasonableness of transaction commissions and fees.

As a participant in the SAS, FIWS, PAS and TDA programs, BSP receives benefits that it would not receive if it did not offer investment advice. BSP also receive benefits from TIAA and AEGON. Please see Item 14 for a further description.

In the normal course of business and in varying degrees and forms, all custodians typically dedicate internal practice management resources, provide conference sponsorship, speakers or logistical support, and occasionally offer business entertainment to BSP and certain of its associated persons.

As described in the "Advisory Business" section above, BSP generally pays some or all custodial transaction charges for clients of investment advisors utilizing the SA Funds, subject to certain restrictions and thresholds, as part of its "No Transaction Fee" solution. This has the potential to create a conflict of interest, as it may appear to provide an incentive for BSP to recommend that clients purchase shares of the SA Funds rather than shares of other mutual funds (or any other security, for that matter). BSP addresses this potential conflict of interest by allowing clients to implement the same or similar asset allocation strategies using the DFA Funds, or other funds and securities that the client and/or Investment advisor so choose. Clients are under no obligation to implement the asset allocation programs developed by BSP and may specify other investment strategies and restrictions upon opening the account or at any time thereafter.

For transactions in fixed income sub-advisory accounts, BSP will exercise discretion to select broker-dealers and negotiate transaction costs, which may include commissions, trade away/settlement fees charged by an investment advisor's client's custodian and "markups/markdowns" by the executing broker-dealer. BSP will select broker-dealers based on its evaluation of the products offered, the brokerage services offered, costs and quality of execution. The reasonableness of brokerage costs and markups/markdowns is based on the broker-dealer's ability to provide professional services, competitive execution, expertise in specific securities or markets (securities availability), price competitiveness, speed of response, operational efficiency, market research, idea generation, bid strength, experience and financial stability, bid strength, and other services that will help BSP and investment advisors in providing investment management services to their clients.

Client trades in fixed income or equity transactions may be blocked with transactions where (1) BSP initiates each client transaction, (2) or client transactions are initiated by BSP, BSW or an investment advisor utilizing the back-office services of BSP. Block trading will be utilized to seek cost benefits for clients.

In the event block trades are only partially filled, allocations will be made on a fair and equitable basis considering the timing of orders and the ability to pro-rate partial trade fills from brokers and dealers. As necessary, the first order received meeting minimum lot size requirements may be allocated shares on a preferential basis. The fixed income trading desk of BSP and BSW are a single team handling orders related to BSP, BSW and investment advisors utilizing BSP's turnkey asset management services.

In certain circumstances, BSP, and BSP's affiliate, BSW, exercise discretion to cross fixed income transactions between BSW client accounts and/or BSP fixed income sub-advised client accounts. BSP and BSW will effect cross trades in situations where it is determined that such transactions can be fairly priced for each account, it is judged to be in each client's best interest and where it believes that such transactions are appropriate based on each party's investment objectives and guidelines, subject to applicable law and regulation.

If a cross trade is advantageous for each client, BSP and BSW will seek to obtain at least three broker-dealer bids (or two bids plus another independent pricing source in the unlikely event three bids are unavailable) and compare the bids to the marketplace. Upon receiving the bids and evaluating the marketplace for trading in the security, if it is still appropriate to cross the security, BSP and BSW will choose to cross the security with the broker-dealer providing the highest bid. Upon selecting the highest bid broker-dealer, BSP and BSW will pre-negotiate the markup / markdown fee, which provides one of the primary advantages for crossing the trade: the ability to greatly reduce the bid/ask spread on the security, allowing the client to benefit in the form of a higher yield on the bond. BSP and BSW may have a potentially conflicting division of loyalties and responsibilities regarding both parties to the transaction as both parties would be clients of BSP and/or BSW. However, BSP and BSW have adopted cross trades policies and procedures designed to manage these related conflicts. The policy establishes that a cross transaction may only be effected if the cross transaction provides a clear benefit to each participating client and further requires certain procedures are followed prior to the execution of the cross transaction.

BSP and BSW do not cross trades among any affiliated accounts and do not engage in any principal trades.

## Trade Errors

In all circumstances involving trade errors caused by BSP, clients are "made whole." If the correction of the trade error by the firm results in a loss, BSP is responsible for that loss. BSP does not retain any client trade error gains.

In instances where multiple trades are corrected at the same time for the same event, the firm will net the results of each correction against each other. Gains received during these corrections may be used to offset losses resulting from other corrections within the total trade error correction.

BSP may also correct trade errors by reallocating a purchased security to another client(s) account(s) in situations in which BSP determines such allocation will be in the clients' best interest. Such reallocations might prevent BSP from incurring trade error losses.

For clients who utilize Schwab as a custodian, any trade errors under \$100 Schwab will maintain the loss or gain in order to minimize and offset its administrative time and expense.

Outside of these cases, BSP donates trade error gains to charity.

## Item 13 – Review of Accounts

### Reviews

With the exception of sub-advised and portfolio managed accounts, BSP does not regularly review the client accounts of independent investment advisors who contract to use BSP's back office services. BSP does, however, provide quarterly market reports to investment advisors. BSP also periodically updates simulated strategies that it provides to investment advisors based on changes in risk/return analysis. BSP also provides updates triggered by changes in the underlying fundamentals of recommended investments.

For accounts BSP is providing portfolio management services, BSP reviews clients' investment portfolios and repositions assets to bring them closer to their target allocations, unless the client or his or her independent advisor has requested otherwise. More frequent re-allocations may occur when clients give instructions to change their target allocations or make significant additions to or withdrawals from their accounts. BSP's Investment Policy Committee generally determines the portfolio recommendation and rebalancing policy, the approximate allocation percentages for each risk profile level (based on historic volatility), and the target variance tolerance band within each of the asset-class funds. At any time, including following a rebalancing to a target reallocation, the client's account may not be the same as the target allocation. Variations from the target allocation may exist at any time and in varying amounts. Written quarterly reports containing information about a client's portfolio, asset allocation, performance, and fees are sent to clients subject to instruction from the client's independent advisor.

For sub-advisory accounts, while the underlying holdings of the model asset allocation portfolios are continuously monitored, BSP will review each model asset allocation portfolio on a quarterly basis.

For fixed income only sub-advisory accounts, BSP performs regular reviews of investment advisor's client accounts, which include monitoring the call provisions, maturities and credit quality of investment advisor's client holdings. BSP also reviews accounts for tax-loss harvesting opportunities (if BSP purchased the security or as been provided with a cost basis and trade date of a held security). BSP will communicate relevant information from such reviews and monitoring to investment advisor.

### Reports

In addition to statements investment advisor clients received from their selected custodian(s), BSP produces quarterly account statements and reports for investment advisors to present to their clients. Quarterly reports include portfolio performance review, portfolio position analysis, position performance summary and a billing statement.

## Item 14 – Client Referrals and Other Compensation

As indicated under the disclosure for Item 12, BSP utilizes the services of Fidelity (FIWS), Schwab (SAS), TD Ameritrade (TDA) and Pershing Advisor Solutions (PAS). FIWS, SAS, TDA and PAS each provide BSP with access to institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them. The services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

FIWS, SAS, TDA and PAS also make available to BSP other products and services that benefit BSP but might not benefit its investment advisors' clients' accounts. Some of these other products and services assist BSP in managing and administering clients' accounts. These include software and other technology that provide access to investment advisor client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of BSP's fees from its investment advisors' clients' accounts; and assist with back-office functions, recordkeeping and client reporting. On occasion, these custodians also provide training and education to BSP associates to better interface with the custodial platforms and may occasionally provide business entertainment to BSP personnel. At times, these custodians will also pay for expenses (airfare and/or accommodations) associated with such training and education.

Many of these benefits and services generally are used to service all or a substantial number of BSP's accounts. Offered brokers also make available to BSP other services intended to help BSP manage and further develop its business enterprise. These services can include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing, research, technology and practice management products or services provided to BSP by third party vendors. SAS also provides BSP with free access to Schwab Performance Technologies Portfolio Center system, which is a technology solution for data management, portfolio accounting and portfolio reporting. This is a direct economic benefit to BSP to not pay for this technology solution. BSP does not enter into any commitments with any brokers for transaction levels in exchange for any services, products or economic benefits from brokers.

There is no direct link between BSP's affiliate, BSW, participation in these programs and the investment advice it gives to its clients, although BSW receives economic benefits through its participation in the programs that are typically not available to retail investors. The benefits received by BSW through participation in the program do not depend on the amount of brokerage transactions directed to these custodians.

TDA, Enterprise Bank and The Business Bank have each individually hired independent contractors at no cost to BSW to set up technology systems to ensure compatibility with BSW and BSP operating systems. Neither BSW nor BSP have made any commitment to direct business to any of these companies as a result of this. This benefit provided by these entities benefits BSW and BSP and might not directly benefit BSW or BSP clients' accounts, which may create a potential conflict of interest.

BSP's affiliate, BSW, receives economic benefits from Fidelity, which include direct payment to vendors for events, professional development, technology and external consultants ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to BSW. The Support Services

also present a conflict of interest as BSP and BSW could have an incentive to recommend Fidelity for custodial, brokerage and other services or expand use of Fidelity services as a result of these Support Services and other benefits provided by Fidelity. Without these Support Services, BSW or BSP would be required to purchase the same or similar services at its own expense. The fees that BSW and BSP charge will not be reduced by the value of the Support Services received. Fidelity provides the Support Services to BSW in its sole discretion and at its own expense, and BSW does not pay any fees to Fidelity for the Support Services. BSW and Fidelity have entered into a separate agreement to govern the terms of the provision of the Support Services. The receipt of Support Services does not diminish BSW and BSP's duty to act in the best interests of clients.

BSW also receives from TDA certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. Specifically, the Additional Service is a substantial and meaningful direct payment for BSW's strategic vendor for portfolio accounting, portfolio reporting, client billing and data integration. BSP utilizes the same platform and therefore also receives the benefit of the Additional Services. TDA provides the Additional Services to BSW in its sole discretion and at its own expense, and BSW does not pay any fees to TDA for the Additional Services. BSW and TDA have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

The receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to BSW, TDA most likely considers the amount and profitability to TDA of the assets in, and trades placed for, BSW and BSP client accounts maintained with TDA. TDA has the right to terminate the Additional Services Addendum with BSW, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TDA to BSW, BSP can have an incentive to recommend to its clients that the assets under management by BSP be held in custody with TDA and to place transactions for client accounts with TDA. The receipt of Additional Services does not diminish BSP's duty to act in the best interests of its clients.

BSP's affiliate, BSW, has received a direct economic benefit from Schwab in the form of direct payment to vendors for technology and external consultants ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to BSP and BSW and also present a conflict of interest as BSP could have an incentive to recommend Schwab for custodial, brokerage and other services as a result of these Support Services and other benefits provided by Schwab. Without these Support Services, BSP would be required to purchase the same or similar services at its own expense. The fees that BSP charges will not be reduced by the value of the Support Services received. Schwab provides the Support Services to BSP in its sole discretion and at its own expense, and BSP does not pay any fees to Schwab for the Support Services. BSP's receipt of Support Services does not diminish its duty to act in the best interests of its clients.

While as a fiduciary BSP endeavors to act in its investment advisors' clients' best interests, BSP's requirement that clients maintain their assets in accounts at Fidelity, Schwab, PAS or TDA could be based in part on the benefit to BSP of the availability of some of the foregoing products, services and economic benefits, including expense reimbursement or direct vendor payment and not solely on the nature, cost, or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

Some of these same benefits are also available on the TIAA and AEGON platforms. SAS, FIWS, PAS and TDA also provide assistance to BSP by subsidizing events to assist BSP in recruiting independent registered investment advisor clients.

Fund companies like Dimensional Fund Advisors (DFA), Bridgeway Capital Management (Bridgeway), AQR and Stone Ridge also provide BSW and BSP assistance and economic support directly to providers in the production of seminars, podcasts, conferences, and educational events including providing educational speakers and sponsoring and exhibiting at conferences hosted by BSP or BSW ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to BSP. The Support Services also present a conflict of interest as BSP could have an incentive to recommend one of these providers or expand use of a provider as a result of these Support Services and other benefits provided by these providers. Without these Support Services, BSP would be required to purchase the same or similar services at its own expense. The fees that BSP charges will not be reduced by the value of the Support Services received. These providers engage in providing these Support Services to BSP in their sole discretion and at their own expense primarily for educational and training purposes, and BSP does not pay any fees to these providers for the Support Services. BSP's receipt of Support Services does not diminish its duty to act in the best interests of its clients. In addition to Support Services, on limited occasions, these companies may also provide customary business entertainment to BSP personnel.

On limited occasions, certain BSP professionals are invited by custodians, service providers or fund companies to speak/present at a strategic planning meeting, at that organizations conference or at an industry conference for which that speaker will be reimbursed for all travel expenses. This is an economic benefit for BSP to receive reimbursement for travel expenses, however, neither BSP nor BSW have made any commitment to direct business to any of these companies as a result of the reimbursement of travel expenses for a speaking engagement. Speakers from BSP may be offered an honorarium for speaking engagements. It is the policy of BSP to direct the sponsor to donate such honorariums to a 501(c)(3) organization of BSP's choice.

DFA has also provided its own personnel and outside consultants for purposes of developing prospects for BSP, continuing education for existing BSP investment advisor clients and internal strategic planning for BSP. DFA, through a web-based service, provides referrals of investor clients to BSP's affiliate, BSW. DFA makes such referrals to many investment advisors based on the geographic location of the prospective client. DFA does not provide help to BSW in recruiting investor clients in any other way.

BSP's website provides a link to Amazon.com and BarnesAndNoble.com for which BSP receives a fee for books purchased through that link.

BSP receives promotional (sponsorship and exhibitor) fees from various entities in connection with educational and informational seminars and conferences. BSP offers seminars and conferences to independent investment advisors utilizing BSP's turnkey asset management services. Promotional fees for the seminars and conferences are paid by various entities including broker-dealers and custodians through which BSP arranges client securities transactions, and third-party administration service providers that BSP recommends to certain investment advisor clients' retirement plans. Those entities may make certain employees or other speakers available for informational seminars and conferences at no or reduced cost to BSP.



BSP also pays various forms of direct and indirect compensation to certain investment advisors, which can take the form of (i) marketing, administrative, supervisory, service, conference support, shareholder service, or other fees or reimbursements, (ii) certain travel and lodging expenses associated with due diligence and meetings sponsored by BSP or for BSP's benefit, (iii) logistical and financial support for independent advisor-hosted educational seminars for clients or potential clients, and (iv) software licenses to aid in the development and presentation of asset allocation recommendations to clients.

Adam Birenbaum, Chief Executive Officer, is a member of the FIWS Advisor Council. While Mr. Birenbaum is not directly compensated for his role on the Advisor Council, FIWS covers all routine and typical travel expenses for Advisor Council members to attend meetings, including hotel and transportation costs. BSP has made no commitments to FIWS in connection with this role.

Jeff Remming, Chief Transformation Officer, serves on the TD Ameritrade Institutional President's Council ("Council"). The Council consists of former Advisor Panel Members who are independent investment advisors that inform and provide feedback to TD Ameritrade Institutional ("TDAI") on issues relevant to the independent advisor community. Mr. Remming has been invited to serve on the Council for an ongoing term by TDAI. TD Ameritrade ("TDA") does not compensate Mr. Remming for serving on the Council but TDAI may pay or reimburses the travel, lodging and meal expenses Mr. Remming incurs in attending in person Advisor Panel meetings. The potential benefits received by BSP or its personnel by serving on the Council do not depend on the amount of brokerage transactions directed to TDAI. BSP has made no commitments to TDA in connection with this role.

### **Payment of Referral Fees**

BSP, from time to time, compensates, either directly or indirectly, any person (defined as a natural person or a company), for client referrals. BSP will also compensate affiliated persons, including associates, of BSP for client referrals. Certain BSP associates receive additional bonus compensation for the referral of new client relationships, the addition of new client assets, or the addition of new advisory firms to BSP's service platform. Solicitation arrangements inherently give rise to potential conflicts of interest because the solicitor is receiving an economic benefit for the recommendation of advisory services. Clients should understand that these persons have an economic incentive to recommend the advisory services of BSP, however, any referral fees incurred for successful solicitations are paid solely from BSP fees, and do not result in any additional fees or charges to the client. BSP is aware of the special considerations promulgated pursuant to Rule 206(4)-3 under the Investment Advisers Act of 1940. As such, appropriate disclosure shall be made, all required written instruments will be maintained by BSP and all applicable Federal and/or State laws will be observed.

BSP does have partnerships with professional associations that provide BSP with referrals of potential BSP clients (independent registered investment advisors). BSP may pay a portion of the service fees BSP charges investment advisors to the professional association as part of these referral arrangements.

### **Item 15 – Custody**

As mentioned in Item 4, BSP provides to investment advisors comprehensive back-office support, which includes administrative assistance with qualified custodians to open and maintain investment advisor master accounts and all of the investment advisor's client accounts, including supplying investment advisor with all custodial documentation required to open and maintain accounts.

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains each client's investment assets. BSP urges investment advisors and clients to carefully review such statements and compare such official custodial records to the account statements that BSP may provide to you. BSP's statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

#### **Item 16 – Investment Discretion**

For discretionary sub-advisory accounts, BSP requires that it be provided with written authority to determine which securities and the amounts of securities that are bought within each model asset allocation portfolios.

For sub-advisory fixed income only accounts. BSP's discretion will be limited to the selection of investment-grade fixed income securities for investment advisor's client portfolios. BSP will have no discretion to establish a client asset allocation. BSP will monitor securities within sub-advised fixed income accounts and may recommend sales, as appropriate, to the investment advisor. BSP receives discretion from the independent advisors that hire and retain BSP for such services.

As mentioned in Item 4, when providing BSP Retirement Solutions, BSP exercises discretion to select the mutual funds and/or ETFs and/or managed portfolios available to plan participants. The plan sponsor grants this discretion to BSP in an advisory agreement.

#### **Item 17 – Voting Client Securities**

Generally, as a matter of firm policy and practice, BSP does not accept the authority to and does not vote proxies. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. BSP, however, can provide advice to clients regarding clients' voting of proxies.

For the SA Funds, BSP has delegated to DFA voting of the shares of issuers held in the SA Funds with the exception of the SA Worldwide Moderate Growth Fund, for which BSP will vote proxies in the same proportion as the vote of all other holders of the SA Worldwide Moderate Growth Fund.

Clients should note that BSP will neither advise nor act on behalf of the investment advisor or its clients in legal proceedings involving companies whose securities are held or previously were held in the investment advisor's clients' account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, investment advisor can direct BSP to transmit copies of class action notices to the investment advisor, the client or a third party. Upon such direction, BSP will make commercially reasonable efforts to forward such notices in a timely manner.

#### **Item 18 – Financial Information**

Registered investment advisors are required in this Item to provide you with certain financial information or disclosures about their financial condition. BSP 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.