Item 1. Cover Page

Breckinridge Capital Advisors, Inc.
Firm Brochure
Part 2A

125 High Street
Suite 431
Boston, MA 02110
www.breckinridge.com

March 29, 2023

This brochure provides information about the qualifications and business practices of Breckinridge Capital Advisors, Inc. ("Breckinridge"). If you have any questions about the contents of this brochure, please contact us at 617-443-0779. 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.

Breckinridge is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

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

Item 2. Material Changes

This summary of material changes reflects those made to the Brochure since our last update on March 25, 2022:

Item 5. Fees and Compensation

When employees or their family members invest in Breckinridge strategies, we will charge lesser advisory fees, or no advisory fees, on their accounts.

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

In addition to corporate proprietary accounts, Breckinridge will manage employee accounts that are invested in Breckinridge strategies. Employees are permitted to open separate accounts in our new dividend income strategies. Similar to other personal investment accounts, these accounts are subject to reporting and certification requirements as specified in our Code of Ethics. Further, they will be subject to certain restrictions pertaining to trade allocations such as those for our corporate proprietary accounts (e.g., cross trading prohibition and last in line for allocations).

Changes were reflected in Items 11 and 12 as needed.

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

We launched new dividend income strategies that seek to generate income by investing in large-capitalization equities with a consistent history of paying growing dividends. These strategies leverage Breckinridge's fundamental credit research experience to systematically identify high quality, large cap companies with a strong dividend history. The minimum investment for this strategy is $100,000. A sustainable version of this strategy is also available.

In addition, we have enhanced our treasury strategies to include indexed and target maturity options. Indexed strategies seek to match respective benchmark returns by targeting duration characteristics of the referenced index. Target maturity strategies seek to obtain equal weighted exposure across a desired maturity spectrum. The minimum investment for these strategies is $1,000,000.

Items 12, 13, 16 and 17 were also updated to reflect the addition of the new strategy.

Item 11: Code of Ethics, Participation or Interest in Client Transactions

We added more information about our Code of Ethics in this update. Specifically, we are noting that all employees are designated as Access Persons and we do not typically designated temporary employees, including co-ops and interns, as such. However, Breckinridge's Compliance team has discretion to require a temporary employee to comply with all or part of the firm's personal trading requirements. Additionally, we are requiring employees who wish to invest in the firm's dividend income strategies to provide periodic reports and certifications similar to other personal trading accounts.

In addition to the above, the Brochure includes various immaterial adjustments to provide clarity. These include the addition of sub-headings and editorial changes.

Item 3. Table of Contents

ITEM 1. COVER PAGE 1

ITEM 2. MATERIAL CHANGES 2

ITEM 3. TABLE OF CONTENTS 3

ITEM 4. ADVISORY BUSINESS 4

ITEM 5. FEES AND COMPENSATION 5

Wrap Fee Programs 7
Termination and Assignment 7

ITEM 6. PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT 7

ITEM 7. TYPES OF CLIENTS 9

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND 10

RISK OF LOSS 10

Investment Strategies 10
Methods of Analysis 11
Risk Considerations and Definitions 16

ITEM 9. DISCIPLINARY INFORMATION 19

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS 20

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING 20

ITEM 12. BROKERAGE PRACTICES 21

Broker Selection 21
Trade Orders 23
Trade Aggregation 23
Trade Allocation 24
Cross Transactions 27

ITEM 13. REVIEW OF ACCOUNTS 29

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION 30

ITEM 15. CUSTODY 30

ITEM 16. INVESTMENT DISCRETION 31

ITEM 17. VOTING CLIENT SECURITIES 31

Class Actions and Other Legal Proceedings 33

ITEM 18. FINANCIAL INFORMATION 33

Item 4. Advisory Business

Founded in 1993, Breckinridge Capital Advisors, Inc. is an investment advisor with a mission to provide the highest caliber of investment management. Our investment management services are offered through separate accounts, which are often customized by clients.

Reflecting our commitment to ESG and sustainability, Breckinridge is a Massachusetts Benefit Corporation and a certified B Corp (https://bcorporation.net/). We believe these designations help us to align our goals to create positive, long-term impact for our clients, employees, and the communities in which we live, work and invest.

Breckinridge is independently owned by its former and current employees and members of the board. Peter Coffin, the firm's founder and President is the firm's majority owner. As of December 31, 2022, Breckinridge managed over $42.2 billion in assets on behalf of 16,930 clients.

Our Clients

Breckinridge manages portfolios for a wide variety of clients, ranging from high net worth individuals to mutual funds sponsored by unaffiliated parties. Clients commonly access our services through other investment advisors, consultants and wrap fee programs. These investment advisors and consultants (collectively, Advisors) and programs are not affiliated with Breckinridge. Some clients are directly sourced from institutions. Advisors and wrap fee program sponsors are expected to conduct their own due diligence of our firm. Each advisor and sponsor will offer all or some of Breckinridge's investment strategies to their clients.

Client Relationship Structures

For wrap fee programs, we enter into advisory agreements with the sponsors, not with the underlying clients. Some Advisors have entered into an advisory agreement with Breckinridge, while others require Breckinridge to enter into agreements with the end client directly. Regardless of the agreement arrangements, the Advisor or sponsor, not the end client, typically remains Breckinridge's primary point of contact for any client communications and account updates. Therefore, throughout this Brochure, our references to clients generally includes Advisors and program sponsors. End clients who access our services directly usually appoint an authorized party to act on their behalf. Any such arrangements are specified in either the investment management agreement or separate written documentation.

Limitations to Client Information

When end clients access our services through an intermediary such as another advisor or sponsor, we will not be provided with sufficient information from the intermediary to perform a suitability assessment of our services for their accounts. We rely on the intermediaries who, within their fiduciary duty, must determine whether Breckinridge and Breckinridge's services are in the client's

best interests. This includes any assessment of whether a particular wrap free program is appropriate for the underlying client.

Technology and Information Security

Since Breckinridge's founding, we have always pushed ourselves to innovate technologically. We believe innovation allows us to better serve our clients. This has led us to develop proprietary technology and techniques that have enabled us to manage portfolios, analyze issuers, and implement customizations for our clients. We also rely on third-party systems and data to operate and service client accounts on a daily basis. As a result, our firm and these third-party providers process, store and transmit large amounts of electronic information about our clients and their accounts, including transactions and holdings.

The dependence on technology and systems makes us and our service providers susceptible to cybersecurity risks that include loss of client information or assets, privacy breaches and identity theft, loss of confidential company information, and disruption of business. These types of events can be caused by unintentional failures or deliberate attacks. Breckinridge has policies and procedures that address information security, privacy, identity theft, business continuity and third-party service providers. These policies are reviewed regularly and revised as necessary to reflect changes in our business, the way we process, store and transmit electronic information, or other matters.

A copy of Breckinridge's information security policies and privacy notice are available upon request by contacting our compliance team at 617-443-0779 or by emailing compliance@breckinridge.com. In addition, our privacy notice is available on our website (https://www.breckinridge.com/privacy-notice/).

Item 5. Fees and Compensation

The maximum fee Breckinridge assesses for management of a client account is 35 basis points. Breckinridge retains full discretion to negotiate fees in consideration of asset levels, service requirements, and any other factor that Breckinridge deems relevant. Even within the same investment strategy, different clients can have different fee structures and schedules. Breckinridge will also offer lower or no advisory fees to employees or their family members who have decided to invest in our strategies. All such investments are managed as separate accounts.

Some client assets are aggregated for billing purposes. Clients with multiple accounts managed by Breckinridge (i.e., householding) or clients who access Breckinridge through intermediaries may receive a lower effective rate due to the combined level of assets. Because we are provided with limited client information, Breckinridge does not household accounts for fee calculation purposes unless instructed to do so by the Advisor. Such instructions must be provided to us in writing. Once

instructions have been acknowledged and processed by us, householding will go into effect for the next billing cycle.

Unless other arrangements are agreed upon, fees will be payable quarterly, in arrears. Breckinridge will either deduct fees directly from client custodial accounts or invoice clients or their Advisors or custodians directly. Client fee schedules and the way fees will be paid are explained in the advisory agreement or other written documentation.

Advisory Fee Calculations

The securities held in client accounts are priced daily. When Breckinridge is responsible for calculating the advisory fees, the billing value does not include cash and is based on the market value, provided by an independent pricing service, of the securities on the last business day of the quarter. However, we may earn fees on cash from clients who calculate their own fees as some clients include cash in the asset values used for billing purposes. If we are unable to obtain a price from the third-party service, we will take steps to value the security in accordance with our then current valuation policy. Clients are responsible for verifying that the fee has been properly calculated.

Other Fees and Expenses

In addition to Breckinridge's advisory fees, end clients bear trading costs, taxes, and any fees or expenses associated with custodial accounts, wire and electronic fund transfers, or services provided by other third-party investment advisors or managers selected by the client. These costs and expenses are not included in the advisory fee paid to Breckinridge.

Clients are required to appoint their own custodians and are responsible for negotiating the terms and arrangements for the account with that custodian. As such, Breckinridge is unable to influence the transaction costs charged by the custodian to settle Breckinridge trades for their accounts.

To the extent that client accounts are invested in any unaffiliated mutual funds, these funds pay a separate layer of management, commissions, trading, and administrative expenses, which are exclusive and in addition to Breckinridge's advisory fee. Breckinridge does not receive any commission or portion of the funds' fees and expenses from these types of investments in client accounts.

Additional information on trading and custody can be found in Items 12 and 15.

Sub-Advising Mutual Funds

Breckinridge acts as sub-adviser to certain mutual funds in which Breckinridge clients may be investors. Breckinridge may not be aware that such clients are also fund shareholders as this information is not routinely provided or readily available to us. On occasion, we will recommend to an existing or prospective client whose needs are not suitable for a separate account to consider a

mutual fund that we sub-advise. In such cases, we will provide the client with the fund advisor's contact information so that the client can obtain the appropriate documents prior to making an investment. Outside of the agreed-upon sub-advisory fee, Breckinridge receives no other compensation from the fund, its adviser or sponsor for these suggestions.

Wrap Fee Programs

For our investment advisory services to wrap fee programs, Breckinridge receives directly from each sponsor – and not from any client whose account(s) we manage through the program – a portion of the all-inclusive, wrap fee that each client pays the sponsor. Each sponsor's program allows its clients to receive, in exchange for a unitary, all-inclusive wrap fee, discretionary portfolio management services from portfolio managers participating in the program, assistance in choosing participating managers, trade execution and custodial services, periodic performance and other reports, and certain other related services provided by the sponsor and its affiliates.

Under each program, any brokerage commissions or other transactions fees (collectively, transaction costs) on client trades effected through the sponsor or its affiliates are generally included in the all-inclusive fee that each client pays the sponsor. Breckinridge has the authority to trade with broker dealers that are not the sponsor or its affiliates (i.e., trade away), and we will regularly exercise this authority in our pursuit of best execution. When we trade away, the client will incur transaction costs associated with those trades in addition to the wrap fee charged by the sponsor. Therefore, clients who choose Breckinridge as a manager through a wrap fee program will incur transaction costs paid to the executing broker dealer for trading away and transaction costs already included in the wrap program fee paid to the sponsor. Wrap fee account clients should refer to the sponsor's disclosures for more complete information on program fees and costs.

Please see Item 12 for additional information on our trading practices.

Termination and Assignment

Advisory agreements with clients cannot be assigned without the approval of the client. Unless otherwise agreed upon, agreements may be terminated upon thirty days prior written notice. Fees paid in advance for the current quarter will be pro-rated daily and any unused portion returned to the client. Fees paid in arrears for the current quarter will be pro-rated daily and billed to the client.

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

Breckinridge does not have any performance fee or soft dollar arrangements, both of which can create conflicts concerning the management and trading of client accounts.

Conflicts, however, can arise with the simultaneous management of multiple accounts by Breckinridge's investment team. In addition to client accounts, our portfolio management team

manages affiliated accounts, which consists of corporate proprietary accounts and employee accounts that are invested in certain firm strategies. Corporate proprietary accounts are used to develop new investment strategies and will not be available to all clients or employees. Breckinridge has discretion, however, to offer all or some incubated strategies to employees and/or select clients at any time. Employees are only permitted to invest in our dividend income strategies. If they choose to do so, their account will be subject to certain reporting and certification requirements set forth in our Code of Ethics (see Item 11).

Since we provide investment advisory services to client accounts in different strategies with varying fee schedules, our portfolio management (PM) team must allocate their time across multiple accounts, including affiliated accounts, with different objectives, benchmarks, restrictions and fees.

Managing multiple accounts simultaneously may result in the team allocating unequal attention and time to the management of each client account. Further, there is an incentive for the PM team to favor affiliated accounts because the firm and/or its employees has financial interests in such accounts. Affiliated accounts can, and will, hold some or all of the same securities as those in client accounts. Allowing affiliated accounts to invest in the same securities as clients creates the possibility that the firm may benefit from market activity by a client or group of clients in the same security.

Breckinridge seeks to mitigate these conflicts in various ways.

- Our approach to the investment process is collaborative and team-based, which helps to ensure overlap in coverage and support.
- All trading activity is viewable by the trading and portfolio management teams; this creates complete transparency into daily trading in client and affiliated accounts.
- Portfolio managers' compensation is not tied to the performance of any single account or strategy; rather, compensation is based on individual and overall firm performance.
- We utilize proprietary portfolio management and trading systems to monitor and manage accounts.
- Our proprietary systems enable the fixed income PMs to determine portfolio needs, sales and trade ideas across multiple accounts with our traders' input on valuation.
- Investment selection for the dividend income strategies are rules-based. This limits the discretion that the portfolio manager has on investment selection.
- Proposed trades for the dividend income strategies are reviewed by the portfolio manager prior to execution and visible to all members of trading and portfolio management.

- Trading in dividend income accounts is limited to certain events such as rebalancing, portfolio flows, tax loss harvesting or removing securities that are no longer eligible for the strategy.
- Our proprietary systems enable us to complete allocations in a manner that is consistent with internal policy.

In addition to the above measures, we have adopted the following for the affiliated accounts:

- Affiliated accounts are managed in accordance with an investment strategy that include limits and restrictions coded in the proprietary systems.
- Our incubated fixed income strategies are restricted from cross trading and tax loss harvesting. This will help prevent any inadvertent principal trading.
- Cross trading is not permitted in the dividend income and treasury strategies.
- Affiliated accounts are last in line for securities if they participate in trade orders with client accounts.
- If the corporate proprietary accounts participate in new issues with client accounts, allocations must be documented. Any changes to those initial allocations will be documented.
- Affiliated accounts are tracked in our third-party personal trading system and undergo periodic certifications by the Chief Operating Officer (corporate proprietary accounts) or employees (accounts invested in Breckinridge strategies).

Additional information about our trading, allocation and personal trading practices can be found in Items 11 and 12.

Item 7. Types of Clients

Breckinridge provides investment advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations, foundations, corporations, investment companies registered under the Investment Company Act of 1940, private investment funds, Taft-Hartley plans, public funds, and other institutional investors.

Any private investment funds for which Breckinridge acts as sub-adviser are not registered under the Investment Company Act and can invest in similar securities as other advisory clients. Breckinridge is not the general partner to any such fund and does not receive placement fees with respect to investments in those funds.

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

Investment Strategies

Breckinridge offers fixed income, dividend income, and sustainable investing strategies in customized separate accounts. Unless otherwise indicated below, the minimum investment for strategies is $500,000. Minimum investment amounts are subject to Breckinridge's discretion.

Fixed Income

Multi-Sector Strategies

Government Credit Strategies

Breckinridge's government credit strategies seek to preserve capital and to prudently improve returns by investing across U.S. Treasury, government-related and corporate sectors. Subject to Breckinridge's discretion, the minimum investment for these strategies is $300,000.

Fixed Income Strategies

Breckinridge's fixed income strategies seek to preserve capital and to prudently improve returns by investing across Treasury, government-related, corporate and securitized sectors. Subject to Breckinridge's discretion, the minimum investment for these strategies is $10,000,000.

Credit Strategies

Breckinridge's credit strategies seek to preserve capital and to prudently improve returns by investing across U.S. Treasury, government-related and corporate sectors. Credit strategies aim to have a lower allocation to the U.S. Treasury sector than our Government Credit strategies.

Sector-Focused Strategies

Tax Efficient Strategies

Breckinridge's tax efficient strategies seek to preserve capital and maximize after-tax income by investing primarily in tax-exempt municipal bonds. U.S. Treasury, government-related and corporate bonds are also considered based on market environment and client's tax rate. Subject to Breckinridge's discretion, the minimum investment for these strategies is $400,000.

Corporate Strategies

Breckinridge's corporate strategies seek to preserve capital and prudently improve returns by investing primarily in corporate bonds. The investment team also has flexibility to make allocations to U.S. Treasury securities based on the market environment.

Treasury Strategies

Breckinridge's treasury strategies seek to meet investors' needs for liquidity and principal protection while generating income by investing in U.S. treasury securities. Treasury strategies These strategies

are available as an indexed strategy or a target maturity strategy. The indexed strategies seek to match respective benchmark returns by targeting duration characteristics of the specified reference index. The target maturity strategies seek to obtain equal weighted exposure (through a laddered portfolio) across a desired maturity spectrum. Both these strategies use rules-based processes to select investments; thus, under normal market conditions, trading activity in these strategies will be limited to events such as portfolio flows, maturities or in the case of the indexed strategies, rebalancing to the selected index on a monthly basis. The traders and portfolio manager have discretion to pause trading in the strategies if they notice significant market events or an issue with the process operation. Subject to Breckinridge's discretion, the minimum investment for these strategies is $1,000,000.

Dividend Income Strategies

High Quality Dividend Strategies

Breckinridge's high quality dividend strategies seek to generate income by investing in a portfolio of large capitalization equities with a consistent history of paying growing dividends. Leveraging Breckinridge's expertise in fundamental credit research to identify issuers, whose corporate bonds are investment grade rated and have a minimum 10-year history of persistent and growing dividends, this strategy utilizes a rules-based methodology to rank and weight stocks according to fundamental criteria that captures strong dividend payer attributes, as defined by our investment team. This strategy can be managed on a tax aware basis. Accounts in these strategies are rebalanced no less than quarterly according to our internally managed custom index (i.e., the model portfolio). Subject to Breckinridge's discretion, the minimum investment for these strategies is $100,000.

Sustainable Strategies

Designed for investors who are interested in emphasizing environmental, social and governance (ESG) performance, the sustainable strategies add an overlay to the investment strategies described above (excluding Treasury Strategies). Breckinridge attempts to achieve each strategy's investment objectives by selectively investing in those eligible issuers with above-average ESG profiles and/or fund essential environmental, social or economic development projects. A rules-based model that includes Breckinridge's internal sustainability rating as a criterion is used for the sustainable dividend income strategies. Values-based customizations, such as environmental or religious based themes, are also available for certain strategies.

Methods of Analysis

Investment Philosophy and Approach

Our investment philosophy holds that investors are well served by counterbalancing higher-risk assets with high quality investments. While Breckinridge is opportunistic in issuer selection and portfolio structure, we are grounded in our mandate of principal preservation. We seek to generate reliable income and capital appreciation that counterbalance riskier assets in periods of economic distress and uncertainty – as this is when consistent income typically matters most to investors. Our

goal is to strike the right balance between risk and income return, without overreaching for yield or price return.

Top-Down Macro Economic Outlook

Our top-down outlook is determined by the Investment Committee. The Committee is comprised of senior investment professionals who bring a diversity of views to our outlook from the perspectives of their roles in portfolio management and analysis, research and trading. The Committee meets formally once per month, with more frequent meetings and conversations held as needed based on changes in the market environment. The Committee's structure allows for discussions in the context of a process-led environment to deliberate the market impact of numerous factors that include monetary and fiscal policy, market conditions, capital flows, business cycles, credit trends and relative value across sectors. Members debate and forecast a base-case scenario and variability around this scenario for key economic variables such as GDP, inflation and interest rates, and consequently the implications for sector spreads. Our investment outlook is typically between six and eighteen months, allowing us to see through short-term market volatility and invest client portfolios with long term investment goals in mind.

The output of the Committee meetings determines our macro assessment of the market. Investment themes are translated into overall risk posture for the firm and specific targets/parameters for the fixed income strategies. These targets cover a variety of portfolio characteristics, including duration ranges, yield curve positioning and sector exposure specific to certain strategies. Where applicable, the targets are updated into our proprietary portfolio management and trading systems for implementation by portfolio managers and traders.

Bottom-Up Research

Rigorous, fundamental bottom-up research is paramount to our investment process and is key in helping us to identify risks and opportunities.

Our process in assigning fundamental credit ratings represents a robust research process that includes traditional financial statement analysis, use of proprietary algorithms, use of risk-based matrices, integration of environmental, social and governance (ESG) factors, and use of quantitative and qualitative data to generate independent internal ratings and opinions.

ESG Integration

Since 2011, we have integrated ESG analysis with traditional financial analysis. Driven by our investment research team, material environmental, social and governance (ESG) issues are included in our attempt to identify and assess long-term and idiosyncratic risks. Our belief is that thoughtful and forward-looking assessment of risk would be incomplete without the inclusion of material ESG factors. We also believe ESG factors can provide useful insights into the character and caliber of management.

As part of our approach, analysts consider the output from quantitatively based sector-specific ESG frameworks as well as internal and external qualitative research, enhanced by our engagement efforts, when assigning a sustainability rating on bond issuers. Analysts will review a variety of sources such as corporate sustainability reports, data subscriptions, and research reports to obtain available metrics for internally developed ESG frameworks. Qualitative ESG information is obtained from corporate sustainability reports, engagement discussions with corporate management teams, among others. The assigned sustainability rating may influence our analysts' fundamental credit opinion on the issuer, which could affect security selection and portfolio positioning.

While our analysis of an issuer's creditworthiness begins with fundamental bottom-up research, we believe evaluating ESG information and trends provides a broader, more forward-looking assessment of potential risks that may not be reflected in the market. Therefore, we believe bond issuers scoring highly in our proprietary ESG research process are better prepared to meet future challenges and take advantage of new opportunities. While our investment team will consider ESG factors, they may conclude that other attributes outweigh the ESG considerations when making investment decisions.

Portfolio Construction

Fixed Income Strategies

Portfolio construction begins with overlaying the Investment Committee's parameters onto client specific objectives, risk tolerances, liquidity needs and values. The portfolio construction process melds the views of our Investment Committee and insights from the research and trading teams for final implementation by the portfolio management team. Our proprietary order management system continually runs filters and tests to review positioning in client portfolios from a variety of standpoints (e.g., duration, maturity). The system also runs daily reports to identify variances from rules set by client investment guidelines and Investment Committee targets. Portfolio managers are prompted to evaluate portfolios that are not in line with targets; this process limits the likelihood of significant variation from internal targets.

Treasury Strategies

Portfolio construction for our Indexed strategies employs a rules-based process for selecting index constituents, thus largely replicating the major characteristics (maturity, duration, etc.) of the client selected index. For our Target Maturity strategies, portfolio construction is also rules-based and selects various index eligible securities across the client selected maximum maturity. Our order management system runs checks to ensure that each account achieves the desired outcome of each strategy (index matched or equal weighted/laddered). The portfolio manager is responsible for overseeing the rules-based processes.

Dividend Income Strategies

Portfolios in the High Quality Dividend strategies are built according to rules-based models, which are rebalanced every quarter. Eligible investments are scored and ranked with equally weighted

metrics such as return on equity, payout ratio and Breckinridge's internal credit rating. If an internal credit rating is not available, the Bloomberg Composite rating is used. Breckinridge's internal sustainability rating is an additional criterion in the sustainable model.

The top 60 scoring companies are included in the models and will not be replaced until the ranking declines below the established threshold. Security weights are determined by the free float market capitalization on selection day, defined as 10 days prior to the quarterly rebalancing date. Security weight and sector limits are also imposed. The portfolio manager is responsible for validating the integrity of the model.

Trading

Trading is a key value-add to portfolio management at Breckinridge. Traders are charged with finding relative value across relevant asset classes. Subject to our pursuit of best execution, our trading team endeavors to find the best fit and value in the market to satisfy portfolio needs.

For our fixed income strategies, traders have discretion to buy and allocate any research-approved bond that meets the requirements of portfolios as requested by the portfolio managers. Traders will also help portfolio managers with relative value trading by identifying opportunities between existing client holdings and primary and/or secondary market offerings.

Client Customizations

Customized separate accounts are a hallmark of Breckinridge. For our fixed income strategies, we work closely with clients to customize portfolios that appropriately align with their objectives, guidelines, and liquidity requirements. Our proprietary systems allow us to accommodate a wide range of customizations while still keeping portfolios aligned with the selected investment strategy. Portfolios can be customized to accommodate values-aligned screens. Tax-efficient portfolios can also be customized by client tax status and state specification. Our dividend income strategies also allow clients to customize the account's tax awareness level.

Clients may submit, in writing, their customization requests to our Consultant Relations or Client Services teams. Restrictions that are outside the scope of our standard customizations must be approved by our portfolio management team. There are no set parameters that would prompt the rejection of an account. Rather, our portfolio management team's goal is to assess whether the requested restrictions will overly hinder our ability to build a diversified portfolio within the strategy the client has selected. Once the customizations are approved by the portfolio management team, the customizations will become effective at the agreed upon date between the client and Breckinridge.

Tax Loss Harvesting (TLH)

All taxable client accounts are eligible for tax loss harvesting. When engaging in TLH, client accounts will sell securities with unrealized losses and reinvest the proceeds in another security that is similar.

The account may reinvest the proceeds at a higher or lower price than the sale price of the original security. When harvesting losses, we expect to reinvest the proceeds unless instructed otherwise (e.g., hold in cash).

Fixed Income Strategies

Breckinridge will use cross transactions to facilitate TLH across eligible and participating client accounts. The TLH cross trades strategy is set by our Investment Committee during their regular meetings throughout the year and implemented by the portfolio management team and the traders. No less than monthly, the portfolio management team or the traders will review the list of municipal holdings that meet the percentage loss threshold set by our Investment Committee. Clients may opt out of tax loss harvesting, cross transactions or both at any time by providing written notification to us. Refer to *Risk Considerations* in this section and Item 12 for more information on cross trades and tax loss harvesting.

For clients who opt out of tax loss cross transactions, our portfolio management team has full discretion to determine whether to harvest losses in client accounts. Clients may submit written requests, which will be reviewed by our portfolio management team. The team will assess the amount of tax losses to be taken, the amount of losses available to realize, and the amount of reinvesting required. While we attempt to accommodate all requests, the portfolio management team could determine that the harvesting of losses is not appropriate. Should this be the case, we will notify the client. Under normal market conditions, the deadline for TLH requests is November 30, but our portfolio management team has discretion to change the deadline in light of market conditions and other factors deemed relevant by the team. Clients can contact our reconciliation team (reconteam@breckinridge.com) for a copy of our tax loss harvesting policy. Requests received after the deadline will be processed on a best-efforts basis.

Dividend Income Strategies

These strategies use a monthly tax optimization process which includes a quantitative analysis that considers tax rates, tax lots and tracking error limits (set by the investment team). Additionally, the process includes a buy-list of eligible securities to accommodate TLH while considering wash sales. Breckinridge uses a third party system to assist the portfolio manager in implementing tax optimization across client accounts. The system identifies potential trades which are reviewed by the portfolio manager prior to execution. We also use the vendor's equity risk model when looking for tax efficient trades while maintaining low tracking error with the model.

Clients can designate one of three options (no consideration, standard or aggressive) for tax optimization. Clients who have elected "no consideration" will be excluded from the process. Client TLH elections can be made during onboarding or at any time after onboarding by contacting Breckinridge's client services team (clientservices@breckinridge.com). Clients may also change this election at any time, including the election for a one-time TLH, by contacting our client services

team. Changes and requests must be in writing and approved by Breckinridge. The change will become effective on a mutually agreed upon date between the client and Breckinridge.

Risk Considerations and Definitions

All investments involve risk of loss that clients should be prepared to bear. Risks will vary based on the investment strategy and the specific securities held. The table below highlights the principal risks associated with each investment strategy. The risks designated for all strategies (except Treasury) are the same for the sustainable version of the strategy.

Risks	*Tax Efficient^*	*Treasury*	*Gov't Credit^*	*Fixed Income^*	*Credit^*	*Corporate^*	*HQ Dividend^*
Call Risk	x		x	x	x	x	
Credit Risk	x		x	x	x	x	x
Dividend Risk							x
Equity Risk							x
ESG Risk	x		x	x	x	x	x
Extension Risk				x			
Interest Rate Risk	x	x	x	x	x	x	x
Investment Style Risk							x
Liquidity Risk	x		x	x	x	x	
Market Risk	x	x	x	x	x	x	x
Prepayment Risk				x			
Reinvestment Risk	x	x	x	x	x	x	
Sector/Region Risk	x		x	x	x	x	x
Tax Loss Harvesting Risk	x						x
Tax Liability Risk	x						

Call Risk: Some bonds give the issuer the option to redeem the bond before its maturity date. If an issuer exercises this option during a time of declining interest rates, the proceeds from the bond may have to be reinvested in an investment offering a lower yield and may not benefit from an increase in value as a result of declining rates. Callable bonds also are subject to increased price fluctuations during periods of market illiquidity or rising interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Credit Risk: The risk of loss of principal due to the borrower's failure to repay timely principal and interest. This may cause the price of the bond to decline and limit trading liquidity. For corporate bonds, company default can reduce income and capital value of a corporate debt security. Moreover, market expectations regarding economic conditions and the likely number of corporate defaults may impact the value of these securities. For municipal bonds, issues such as legislative changes, litigation, business and political conditions relating to a particular municipal project, municipality, state or territory, and fiscal challenges can impact the value. For asset-backed bonds, there is the possibility that recoveries in the underlying collateral may not be available to support the payments on these securities. For the dividend income strategies, credit risk applies as credit ratings are a direct input into the rules-based approach and a downgrade in credit rating as a result of elevated credit risk may result in a position being exited, potentially at a loss.

Dividend Risk: Dividends are not guaranteed payments, and companies can decide to cease or lower dividends at any time. This can have a negative impact on overall account performance and income received.

Equity Risk: Equity investments are volatile and can decline significantly in response to investor reception of the issuer, market, economic, industry, political, regulatory or other conditions. In addition, when interest rates rise, equity investments, including dividend-paying securities, may become less attractive to investors as bonds and other fixed-income investments may offer higher yields.

ESG Risk: Breckinridge integrates environmental, social and governance (ESG) factors in its investment process. Breckinridge believes that the assessment of ESG risk, including those associated with climate change, can improve overall risk analysis. However, there is no guarantee that integrating ESG analysis will provide improved risk-adjusted returns, lower portfolio volatility over any specific time period, or outperform the broader market or other strategies that do not utilize ESG criteria when selecting investments. The consideration of ESG factors may limit investment opportunities available to a portfolio, especially for clients invested in the sustainable strategies. In addition, ESG data and reporting often lacks standardization, consistency and transparency. This means that the data for certain issuers may not be available, complete or accurate.

Extension Risk: The risk associated with the delayed repayment of principal on a fixed income security. When principal repayment is delayed, value of the security may decline as the bonds duration may increase and therefore experience greater interest rate risk. This risk is especially common with mortgage-backed securities during periods of rising interest rates.

Interest Rate Risk: Prices of fixed income securities tend to move inversely with changes in interest rates. As interest rates rise, bond prices typically fall and vice versa. The longer the effective maturity and duration of a strategy's portfolio, the more the performance of the investment is likely to react to interest rates. For equity securities, interest rate fluctuations can impact security pricing as some valuation techniques include discount rates that fluctuate with interest rates. Additionally, changes in interest rates can impact shifts in investor favor for specific securities or sectors.

Investment Style Risk: Specific types of securities tend to go through cycles of under and outperformance of the overall market. There is a risk that large-capitalization, dividend paying stocks will fall out of favor and underperform the market or other stocks.

Liquidity Risk: Liquidity risk exists when particular investments are difficult to purchase or sell in a timely manner or at a desired price and may be particularly pronounced for long-term investments. This risk may increase during volatile or adverse market and economic conditions. Clients who terminate their relationships with Breckinridge during these types of events may be forced to sell their securities at significantly reduced prices. In addition, the lack of an active trading market and/or volatile market conditions can make it difficult to obtain accurate prices or valuations for certain securities.

Market Risk: Prices of securities may become more volatile due to general market conditions that are not specifically related to a particular issuer, such as adverse economic conditions or outlooks, adverse investor sentiment, changes in the outlook for corporate earnings, or changes in interest rates. The markets can also be significantly impacted by unpredictable events such as environmental or natural disasters or pandemics. These types of events may significantly reduce liquidity and marketability for certain securities, including bonds. When liquidity and marketability are reduced, it may be difficult to purchase and sell securities at desired prices or times. In such cases, clients may not achieve their intended level of exposure to certain sectors at favorable prices or when desired.

Prepayment Risk: The risk associated with the early repayment of principal on a fixed income security. When principal is returned early, future interest payments will not be paid. The proceeds from the repayment may be reinvested in securities at a lower, prevailing rate. This risk is especially common with mortgage-backed securities during periods of falling interest rates.

Reinvestment Risk: The risk that future cash flows, either coupons or the final return of principal, will need to be reinvested in lower-yielding securities. This risk is primarily associated with fixed income investments.

Sector/Region Risk: The risk that the strategy's concentration in a specific sector or region will cause the strategy to be more exposed to the price movements of issuers and developments in that sector or region. Portfolios with state or region customizations will be more sensitive to the events that affect that state's economy and stability and may have higher risk exposure, especially if the percentage of assets dedicated to the state is invested in fewer issuers.

Tax Loss Harvesting Risk: The effectiveness of a tax loss harvesting strategy is largely dependent on each client's entire tax and investment profile, including investments made outside of Breckinridge's advisory services. As such, there is a risk that the strategy used to reduce the tax liability of the client is not the most effective for every client. To the extent that a client's custodian uses a different cost basis or tax lot accounting, tax efficiencies may be greater or lower than Breckinridge's estimates. Tax loss harvesting may generate a higher number of trades in an account due to our attempt to capture losses. This can mean higher overall transaction costs to clients. Further, a client account may repurchase a security at a higher or lower price than at which the original security was sold.

Cross transactions will be used to facilitate tax loss harvesting in our eligible fixed income strategies. When using cross transactions for tax loss harvesting, participating client accounts gain exposure to the tax-loss harvested bonds received from other accounts. While Breckinridge generally selects bonds that, in its best judgement, will not change significantly in price, bonds nevertheless are subject to fluctuations in price, and the bonds received may go up or down in value. Please see *Cross Transactions* under Item 12 for additional information.

Federal and local tax laws and rates can change at any time; changes to tax laws and rates can impact tax consequences for clients. Further, the Internal Revenue Service (IRS) and other taxing authorities have set certain limitations and restrictions on tax loss harvesting. The tax consequences of Breckinridge's tax loss strategy may be challenged by the IRS. Clients should consult with their tax professionals regarding tax loss harvesting strategies and associated consequences.

Tax Liability Risk*:* The risk that the distributions of municipal securities become taxable to the investor due to noncompliant conduct by the municipal bond issuer or changes to federal and state laws. These adverse actions would likely negatively impact the prices of the securities.

Item 9. Disciplinary Information

Breckinridge and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Item 10. Other Financial Industry Activities and Affiliations

Breckinridge and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

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

Breckinridge has adopted a Code of Ethics (Code) for all employees. It sets forth the highest standards of ethical conduct and fiduciary duties owed to our clients. The Code includes, among other things, policies and procedures relating to personal trading. All employees must acknowledge the terms of the Code, as a stand-alone document or as part of the firm's compliance manual, initially upon hire and annually thereafter.

The Code is designed to assure that personal securities transactions, activities and interests of Breckinridge's employees will not interfere with: (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest in their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based on the determination that these would materially not interfere with the best interests of Breckinridge's clients.

For personal trading purposes, Breckinridge has designated all employees as Access Persons. Temporary employees, including co-ops and interns, will not be considered Access Persons. However, Compliance has discretion to require a temporary employee to comply with all or some of the personal trading requirements in the Code at any time during their employment with the firm. Breckinridge prohibits Access Persons from investing in fixed income securities, excluding treasuries, that would be eligible for client portfolios. In limited circumstances, Compliance will permit an Access Person to invest in bonds that may be recommended for (or is currently held in) client accounts. Typically, this permission will be granted when a new employee has an existing investment in a bond that is eligible for client accounts. Such personal transactions, as well as other personal trading activity, must satisfy the Code and applicable laws.

We allow employees, including the investment team, to invest in our dividend income strategies. These investments are managed as separate accounts which are subject to the same reporting and certifications as other personal trading accounts. The Breckinridge-managed employee accounts will further be subject to the applicable restrictions and limits discussed in Item 6 on side-by-side management.

Breckinridge anticipates that, in appropriate circumstances, consistent with clients' investment guidelines, it will cause client accounts to effect or will recommend to clients the purchase or sale of securities in which Breckinridge has a position of interest through its affiliated accounts (i.e.,

corporate proprietary accounts and Breckinridge-managed employee accounts). Further, we could take actions in these same securities that are different than those in client accounts. Similarly, our employees could personally trade in equity securities that are held in the dividend equity strategies. Allowing employees to invest in the same securities as clients creates a possibility that employees may benefit from market activity by a client in a security held by an employee.

Breckinridge does not allow the affiliated accounts or employees to profit from trade allocations at the expense of client accounts. As discussed in Item 6, we have taken steps to address the conflicts arising from trading alongside client accounts and investing in the same securities as clients. Our Code also requires preclearance on certain transactions, at least quarterly reports on such transactions, and a list of investment accounts and holdings on an annual basis. Transactional restrictions such as blackout periods and holding periods are also applied to certain personal transactions. Employee trading is monitored regularly.

A copy of Breckinridge's Code is available to any client or prospective client upon request.

Item 12. Brokerage Practices

Broker Selection

In selecting broker dealers, Breckinridge's guiding principle is to seek the best overall execution for client transactions. Breckinridge generally defines best execution as our having taken reasonable steps to obtain the best possible order execution while also taking into account costs, speed, price, settlement, size, market conditions and any other relevant factor to the execution of the order, rather than simply our obtaining the lowest price or commission.

We recognize that the analysis of execution quality involves many factors, both qualitative and quantitative (e.g., fees and commissions). Therefore, when selecting broker dealers for client trades, Breckinridge considers a number of qualitative factors, including, without limitation, the actual handling of the order, the ability of the broker dealer to settle the trade promptly and accurately, Breckinridge's past experience with similar trades, the broker dealer's expertise in the market, and other factors that may be unique to a particular order. In recognition of the value of these qualitative factors, Breckinridge may cause clients to pay a higher price or commissions than the lowest price or commissions that might otherwise be available for any given trade. Client-imposed account restrictions that limit our means to select broker dealers could impact our ability to seek best execution on trades in those accounts.

Breckinridge considers its dividend income portfolios to hold highly liquid, high-volume investments. As a result, we will always maintain a minimum of three broker dealer firms and will add more firms if trading volume, size, or breadth require us to do so for best execution purposes. Decisions on where to direct trade orders will encompass the many aspects of seeking best execution mentioned above.

Since the fixed income markets in which we trade can be inefficient, we utilize the widest possible window of dealer access, including bid wanted platforms, in our pursuit of best execution for our fixed income strategies. When we believe it is appropriate, we will use bid wanted platforms when soliciting bids for bonds being sold. We believe the use of bid wanted platforms expands the number of dealers alerted. As a result, we can obtain more responses to help ensure that we will receive an acceptable bid.

Assessment of execution quality, which includes internal and third-party reviews, is completed periodically by our portfolio management and trading teams.

Breckinridge uses broker dealers that have other business relationships with us. Some broker dealers or their affiliates sponsor or maintain programs that refer client accounts to us. We also may purchase securities issued by these broker dealers or their affiliates in our client accounts, unless such transactions are restricted by the client. These relationships pose the potential for conflicts when selecting broker dealers for execution since there is an incentive for Breckinridge to select these dealers over those without client accounts under our management. We manage these potential conflicts by segregating responsibilities and providing appropriate oversight.
Our trading team is overseen by our portfolio management team and Chief Investment Officer. Business development and client servicing fall under our Consultant Relations and Operations teams, which are managed by the co-heads of consultant relations and Chief Operating Officer, respectively. Further, traders are not permitted to consult with the Consultant Relations team on broker dealer selections. We also conduct periodic reviews of trade execution and trading partners to ensure we are meeting our best execution objectives.

Directed Brokerage Arrangements

Breckinridge will not accept directed broker dealer arrangements unless we can trade away. Although Breckinridge does not charge or receive any fees or compensation relating to trading away, the broker dealer or the client's custodian may assess additional fees to accommodate these types of trades. Any such fees are borne by the client.

On occasion, we will accept client direction when a client funds a new fixed income account with securities that we typically do not cover or trade. Under such circumstances, we may rely on the client to direct the trades to a specific broker dealer. These directed trades are treated as non-discretionary trades and are not evaluated for execution quality. Clients may also not be receiving the most favorable execution and may be paying higher transaction costs or execution prices when directing trades to a particular dealer. Please refer to the *Client Transferred Securities* section for more information, including the requirements, on funding new accounts with such securities.

Research and Soft Dollar Benefits

Breckinridge receives sell-side research from broker dealers, including market indices, that is not available to the general public. Breckinridge does not direct trades to obtain this research and has a policy to not enter into any soft dollar arrangements. To the extent that Breckinridge receives this research, the research will be used to facilitate the management of all client accounts.

Trade Orders

Fixed Income Strategies

Except for the treasury strategies, trade orders, or portfolio needs, originate from the portfolio management team. Our traders also can identify bonds that represent a buy opportunity but do not fit an existing need. In such instances, the portfolio management team must approve the opportunity prior to the trade being executed. Trade orders are communicated to the traders via our proprietary systems.

Trade orders for the treasury strategies are automatically generated by our proprietary order management system based on the strategies' rules and portfolio events such as maturities, flows or if applicable, rebalances. Traders will execute the orders unless an issue with the rules process or market disruption.

Dividend Income Strategies

The portfolio manager generates trade orders in our proprietary portfolio optimizer system. Orders are reviewed by the portfolio manager and sent to the trader via the proprietary system. Trade orders are generated on a quarterly basis for clients who have elected no consideration for tax optimization and on a monthly basis for clients who have elected either standard or aggressive tax optimization. Trades are also initiated when there are portfolio flows, terminations and securities that are no longer eligible for the strategy. Accounts in the strategies are rebalanced no less than quarterly.

Trade Aggregation

Trades for client accounts will be aggregated when possible. When aggregating orders, the portfolio managers will provide traders with the participating portfolios, specific securities and the number of bonds or shares. Aggregated orders for fixed income trades are typically executed through one dealer. As such, each participating client account will receive the same execution price for the trade. In some cases, an aggregated equity order will be executed in multiple transactions with one or more broker dealers. For equity trades, each participating client account will receive shares, to the extent possible, at the average execution price and a pro-rated share of the transaction costs.

Our ability to aggregate orders will be limited by certain client account restrictions such as broker dealer requirements, minimum transaction sizes, directed custodial trading, or other operational rules. Such limitations will require the account to be traded separately from the aggregate order.

Further, the manner in which we trade many of our fixed income portfolios is not always suitable for aggregation. Market conditions and liquidity can also limit our ability to aggregate trade orders.

Trades executed separately may obtain different prices than the prices obtained from an aggregated order. Aggregating orders may allow Breckinridge to achieve lower transaction costs and more effective execution for orders than would be the case if each individual client order were placed separately with one or several brokers. Clients may also be able to achieve lower trade execution prices as a result of this practice.

Trade Allocation

Breckinridge seeks to allocate investment opportunities among clients in a fair and equitable manner and in conformity with each clients' stated investment objectives, guidelines and applicable restrictions. We have implemented policies and procedures that help ensure allocations do not intentionally favor, or otherwise advantage or disadvantage, one client or group of clients over another. Neither account performance nor advisory fees is ever a factor in trade allocations.

Given the differences in the asset classes in which we invest, we utilize different methods for allocation. Under normal market conditions, we expect to use pro-rata for securities that are not municipal bonds. In the event that the investment team decides that pro-rata will not be the most appropriate allocation method for a particular order, they will document the reason for the deviation in the trading system and allocate the securities using one of the other methods described in this section. Regardless of the allocation methodology, our affiliated accounts will always be last in the allocation priority order if they are participating in trade orders with client accounts.

Allocation for Fixed Income Portfolios

Except for Treasury portfolios, when a portfolio has been identified as having a need, it will be assigned an investment schedule by our trading/portfolio management system. The schedules consider many factors including client guidelines, account size, and types of bonds required to fulfill the need. Generally, the further away a portfolio is from meeting its target investment schedule, the higher the portfolio will be on the allocation priority list. Portfolio managers and traders have discretion to change the priority in order to accommodate client directives, minimum trade sizes, suitability of the bonds, and other such factors. When prioritization order changes, a client account that is lower on the priority list could receive an allocation before an account that is higher on the priority list. Any deviations from the standard allocation process will be documented by the portfolio managers or traders.

Municipal Bonds

Once bonds are purchased, the portfolio managers or traders use our proprietary rules-based system (coded with each account's restrictions, limitations, etc.) to allocate the bonds to eligible portfolios.

To the extent that the number of bonds is insufficient to allocate to all eligible portfolios, portfolio managers and traders will endeavor to first allocate bonds to those portfolios higher on the priority list. Market conditions, liquidity and scarcity often make it necessary to pay higher prices for larger blocks of bonds that can be, otherwise, obtained for smaller lots. Therefore, at times, larger blocks will be allocated to larger accounts in order to address their needs (e.g., investing new funds) in a timely manner. When this happens, accounts that were higher on the allocation priority list will not receive bonds.

If traders identify bonds that represent an opportunity but do not fit an existing need, the portfolio management team may choose to take advantage of the opportunity by either amending an existing need or selecting other portfolios that are eligible for the bonds. When allocating such opportunities, the portfolio managers or traders give priority to the eligible portfolios that were originally deemed as having a need. Any unallocated bonds thereafter will be allocated to other eligible portfolios that are furthest away from the portfolio's strategy targets that are set by the Investment Committee.

All Other Bonds

Trade orders for the same bond are aggregated (as described under *Trade Orders and Aggregation* in this section) and communicated to the trader. The order will include the security name/identifier, the participating strategy and portfolios, the target position for each portfolio and the total amount of bonds needed to reach the target weight across all participating portfolios.

Traders will seek to fill orders with a single trade, but there will be instances where an order will take more than one trade to complete. In the case where we can source only a partial amount of bonds, we will seek to allocate pro-rata across the participating portfolios. Pro-rata allocations are subject to minimum lot sizes.

If a pro-rated allocation will cause a portfolio to receive bonds below the minimum lot size, the portfolio will not be given an allocation. Any bonds remaining from these exclusions will be reallocated to portfolios that received the lowest or no allocation, prioritized by their internal account number (lowest to highest). When allocating remaining bonds, each participating portfolio will receive no less than one bond. Once a portfolio has received bonds, it will move to the end of the line.

In the event that the amount of bonds purchased does not meet our internal pro-rata de minimis for the trade order, we will prioritize the participating portfolios by internal account number (lowest to highest) and allocate the bonds to each portfolio, up to its full target weight, until all the bonds have been allocated.
Portfolios that receive an allocation through the queue process (i.e., prioritization by internal account number), even if the allocation does not complete the target weight, will be deemed to have received an allocation and will move to the end of the line. Traders will continue to track and

work on filling the remainder of the order until the order has been filled or cancelled by a portfolio manager.

Since a single trade order may take multiple transactions to complete, the number of transactions per order can increase if there is insufficient liquidity in the bond, the number of execution venues is limited, or the aggregate order is large. More transactions can result in higher overall transaction costs for clients as some client custodians will assess a per trade ticket fee and/or other fees related to custody or trade settlement. With increased trading volume, these charges and fees will increase. If custodian charges apply, smaller accounts could be proportionally impacted by these costs more than larger accounts. Transaction costs, custody fees, trade ticket charges and other related fees are not included in the advisory fee paid to Breckinridge. Additional information on fees can be found in the *Compensation and Fees* section.

Allocation for Dividend Income Portfolios

When allocating shares, we aim to allocate round lots to a single share. In instances where we receive a partial fill, we will allocate the shares, to the extent practicable, pro-rata across the participating accounts. We will generally round the allocation to the nearest round trading lot.

Investing New Accounts

Newly funded accounts are invested in accordance with the same allocation processes described in this section. That is, fixed income accounts (excluding accounts in the treasury strategies) will be assigned an investment schedule and will be allocated bonds based on the allocation methods described above. Depending on the account size, funding type (e.g., cash, securities), and client guidelines, a new fixed income account may take up to 90 days to become fully invested. Equity and treasury accounts will be invested according to the model or the strategy rules, respectively, and may take up to one week to become fully invested.

New Issues and Secondary Offerings

When the portfolio management team decides to participate in a new issue or secondary offering of bonds, they will communicate the order to the traders. Portfolios are reviewed and tested for compliance (i.e., will not breach client guidelines). Once eligible portfolios have been identified, the portfolio managers will review the list of portfolios to determine the total number of bonds needed and the allocation for each portfolio. Traders then place the aggregated order with the dealer. Once the order has been filled, the bonds are allocated in accordance with the priority set by the allocation methods described in the *Trade Allocation* section above. In the event the allocation for the proprietary accounts is changed from the initial recommendation, the traders or portfolio managers will document the reason for the allocation change. Because the dividend income strategies require portfolio companies to have a dividend history, accounts in these strategies do not participate in initial public offerings (IPOs) or limited offerings.

Client Transferred Securities

Often, clients will fund accounts with securities. Breckinridge does not routinely accept securities in which we do not typically invest or cover. Prior to accepting any security transfers, our portfolio management team will review the securities, and approve those we will accept. The portfolio management team will determine whether to liquidate or to hold the transferred securities.

Should a client ask Breckinridge to execute transactions in securities that we do not cover, we will consider such requests on a case-by-case basis. If we agree to execute the transactions, we will treat such transactions as non-discretionary trades and will not evaluate the execution quality. They are completed as a courtesy to the client, and the client will bear all associated costs. Depending on the type of security that is being transferred into the account, Breckinridge will either use the broker dealer affiliate of the client's custodian to execute the trades or rely on the client to direct the trades to a specific dealer. New assets will not be considered managed by Breckinridge until such trades are completed.

Cross Transactions

Typically, cross trades are considered when a bond being sold from one account meets the need of another account. For example, if we need to sell a bond for a withdrawal request, we will look to see if another account has a need for the bond. If the bond can meet another portfolio need, we will consider a cross transaction. Our trading team reviews every cross candidate prior to execution. We also put the list of potential cross trades out for bid, and will cancel the cross transaction if we receive a price higher than our internal execution price. Cross trades executed for tax loss harvesting are not exposed to the market.

Not all clients participate in cross transactions. Breckinridge has a general prohibition on executing cross trades in accounts in the dividend income and treasury strategies, affiliated accounts and accounts subject to ERISA or the Investment Company Act of 1940. Clients also may opt-out of cross trades at any time by providing written notification to us. Accounts excluded from cross trading may not: (i) receive the benefit of lower transaction costs of doing a cross trade versus trading in the open market, and (ii) receive the same price as clients participating in cross transactions.

We believe cross trades can be beneficial to both clients by potentially reducing transaction costs and market impact. However, the use of cross trades could result in more favorable treatment to one client over the other. Also, the use of cross trades creates a conflict as we are advising clients on both sides of the transaction. To help ensure we are meeting our fiduciary obligations for both the selling and buying client, we have established specific conditions that must be met when executing cross transactions. In addition, cross transactions are subject to best execution evaluations.

We only execute cross trades when all the following conditions are met:

- A good faith determination has been made that the trades are beneficial to both parties.

- The trades adhere to applicable client contractual restrictions and limitations, investment objectives and guidelines for those client accounts involved in the cross.
- The trades adhere to applicable trading and trade allocation policies.
- The trades are consistent with applicable federal and securities laws.
- Transaction prices reflect fair market value and are based on prices provided by independent third party services.
- The trades are processed through broker-dealers not affiliated with Breckinridge.

To determine the price at which we will effect cross trades, we will apply a concession (i.e., discount) on the evaluated price provided by a third-party pricing service. The concession is determined by size and maturity. Since market prices are based on block transactions ($1 million or more in size), the concession is adjusted to reflect odd-lot sizes (below $1 million). Concessions also are adjusted for maturity as it is typical for concessions to increase or decrease with the length of the bond's maturity. Concessions are calculated daily using the prior 30 days market trades of similar size and maturity characteristics relative to their third party evaluated price. This pricing process does not apply to those cross transactions executed for tax loss realization, which is described in the next section.

Breckinridge does not pay or receive any additional compensation, commission, or fee for engaging in cross trades, but the dealer will charge routine fees to effect the transactions. These fees are deducted from the proceeds of the respective selling client accounts after the trades have been allocated.

Cross Trades for Tax Loss Realization

Breckinridge has implemented a program intended to allow for the realization of tax losses using cross transactions between client accounts. Bonds being considered for tax loss crossing must have losses greater than, or equal to, the threshold set by our Investment Committee. Each cross candidate is reviewed and assessed to ensure it is appropriate for both clients. This review includes, but not limited to, issuer, maturity, call, rating, and coupon. In all cases, the issuers in the cross trade must be different and the transaction must be in compliance with applicable account restrictions and guidelines. In no circumstance may an affiliated account participate in any cross transaction with a client account.

The trades are aggregated by CUSIPs and executed via a third-party dealer at an evaluated price provided by an independent third-party pricing service. To facilitate these trades, the dealer will charge a fee which is incurred by the client account purchasing the security. Breckinridge does not pay or receive any additional compensation, commission or fee for executing cross trades.

When crossing at an evaluated price, there is no guarantee that the selling or purchasing client will receive the best prices available for that day. However, we believe that the evaluated price is

reasonable for both buyer and seller, and we take steps to ensure the evaluated price is representative of fair market value. As part of our tax loss harvest cross process, our traders will review each transaction and determine whether the evaluated price is fair market value. If they determine it is not, the cross transaction will not be executed. In addition, cross trades for tax loss harvesting are subject to the same best execution evaluation as other client trades. While we take steps to ensure that cross trades are beneficial to both parties, cross trades could result in more favorable treatment of one client over the other.
Breckinridge generally uses highest in/first out ("HIFO") accounting in determining cost basis for tax loss harvesting. Client custodians may use a different tax lot/cost basis accounting methodology, which could cause discrepancies in the tax efficiencies estimated by Breckinridge.

Please refer to the *Investment Process* and *Risk Considerations* sections for additional information on tax loss harvesting and cross trades.

Trade Errors

Breckinridge strives to resolve trade errors as soon as reasonably practicable. Under no circumstances will a client bear the cost of an error caused by Breckinridge. It is Breckinridge's intention to make effected client accounts whole when a trade error caused by us results in losses in client accounts. As such, trade error corrections that result in a gain to the client account is retained by the client, and those resulting in a loss to the client account is reimbursed by Breckinridge. In cases where a trade error had no impact to any client account, we will move the trade to an error account where we will bear any losses incurred from the error, retain the gains to offset future error amounts or donate the gains to charity.

On occasion, the treatment of errors, including any gains or losses, will be dictated by the client's custodian, primary advisor or program sponsor in accordance with their error and reimbursement policies. In such instances, Breckinridge will have limited control or authorization over the processing of errors and will comply with the third party's policies and instructions.

Item 13. Review of Accounts

Except for treasury accounts, all fixed income accounts are continually monitored, via our proprietary portfolio management systems, for compliance with rules, targets (e.g., yield curve positioning, sector exposures and asset type weightings), and tolerances set by the Investment Committee and by clients. Our portfolio management team is responsible for reviewing client accounts and addressing alerts generated by the portfolio management system.

Treasury accounts are also continually monitored by our portfolio management system. Thresholds are set for deviations from the strategy rules. If a deviation meets or exceeds the tolerance level, the order management system will automatically generate trade orders to correct the deviation. We expect deviations to occur when there has been a portfolio event.

Dividend income accounts are rebalanced no less than quarterly. Portfolio flows, account terminations and securities that have fallen from eligibility will also prompt reviews.

Client accounts are reconciled daily with custodial account records. Breckinridge produces monthly client account reports that include portfolio holdings, market values, and overall portfolio structure (e.g., ratings, maturity, duration). All client reporting is provided via a secured online portal. Clients who are unable to access their online reports can contact our client services team for assistance (clientservices@breckinridge.com).

Item 14. Client Referrals and Other Compensation

New clients are typically referred to our firm through third party advisors. Breckinridge does not compensate these advisors, directly or indirectly, for their referrals. However, we have entered into an arrangement with a third party promoter to solicit new international institutional business on behalf of the firm. In this arrangement, we pay the promoter a monthly fixed retainer fee and a percentage of the total advisory fees we receive from the solicited clients. Since the promoter receives an economic benefit from referrals, the promoter has an incentive to endorse and make positive statements about Breckinridge and its employees. The promoter also has an incentive to endorse and make positive statements about Breckinridge to maintain goodwill with us so that we continue to retain them as a placement agent in the future and/or grant them and their clients better terms such as those related to fees. In order to address these conflicts, we require the promoter to provide disclosures that explain the general terms and conditions of the arrangement, including the compensation they receive, to solicited clients.

Our engagement with the promoter terminates on May 1, 2023. At such time, the promoter will cease any solicitation activities on behalf of Breckinridge.

Item 15. Custody

Breckinridge can debit advisory fees from certain client accounts. For this reason, Breckinridge is considered to have custody of client assets. However, all client assets are held by unaffiliated qualified custodians appointed by the client. Breckinridge is not a party to the custodial agreements between clients and their custodians. In most cases, the material terms and conditions of custodial agreements, including any specific reporting instructions, are unknown to Breckinridge. Custodians usually send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements and compare these statements to any account information provided by Breckinridge. Clients who do not receive at least quarterly statements from their custodian should promptly contact their advisor, custodian or Breckinridge.

Absent an existing custodial relationship, Breckinridge may assist a client in developing a relationship with a custodian with whom Breckinridge has an existing relationship. Clients are solely responsible for conducting their own due diligence on the custodian prior to engaging their services. While there is no direct link with the investment advice given, economic benefits may be received which would not be received if Breckinridge did not assist with the placement of such client assets at the selected custodian. These benefits include receipt of duplicate client confirmations and bundled duplicate statements; access to trading desks serving institutional managers exclusively; ability to have investment advisory fees deducted directly from client accounts; receipt of compliance publications; ability to view account balances and activity online; etc. The benefits received may or may not depend upon the amount of assets custodied. To the extent that Breckinridge receives these benefits, the benefits may be used to facilitate the management of not only the client accounts responsible for generating the benefits, but all client accounts. In no case does Breckinridge receive any additional fees (outside of the agreed upon advisory fee) from the client or the custodian for this assistance.

Item 16. Investment Discretion

Breckinridge is typically granted discretionary authority by its clients to determine, without specific consent, the securities to be bought or sold, the amounts of those securities, and the broker dealers utilized to effect those trades. Such discretion and any limitations to such discretion are received prior to the inception of the client account. Discretion is typically detailed in the advisory agreement or other written documentation. Clients may also amend such restrictions/limitations to their accounts at any time with appropriate notification to and approval by Breckinridge.

From time to time, we will accept accounts where we do not have full investment discretion. These services will include security monitoring and analysis and specific investment recommendations.

Item 17. Voting Client Securities

Breckinridge will accept authority to vote proxies on behalf of clients. Breckinridge has appointed a Stewardship Committee (SC) to review and vote proxy ballots that are received. The SC also has oversight responsibility of any third party proxy voting service provider utilized by the firm.

Our policy is to vote client proxies in a manner that we determine, in good faith, to be in the best interest of our clients. This determination will include the decision to take no action with respect to any proxy. Breckinridge will consider both the short and long-term implications of the proposal to be voted on when considering the optimal vote.

Breckinridge will consider only those proxies issued by the securities purchased by us. Due to the variety of client types that we have, it is possible that Breckinridge will act on the same proxy in different ways for different accounts or different strategies. In addition, we will not vote any proxy

ballots received after a client has terminated their relationship with us. A copy of our proxy policy and procedures is available, free of charge, upon request.

Proxy Voting for Fixed Income Strategies

Proxy ballots are rarely issued for fixed income securities. As such, we do not anticipate any proxy voting activity in our fixed income client accounts. In the event a proxy ballot is issued, the SC will review the proposals and provide votes.

Proxy Voting Dividend Income Strategies

For client accounts in the our dividend income strategies, Breckinridge has elected to use Glass Lewis' proxy voting guidelines. Clients have the option to vote their securities in accordance with the standard Glass Lewis' policy or Glass Lewis' ESG policy. If clients do not select a policy, their accounts will be assigned to a voting policy according to the strategy; that is, accounts in the High Quality Dividend Strategy will vote in accordance with the standard Glass Lewis Policy, and those in Sustainable High Quality Dividend Strategy will vote in accordance with the Glass Lewis ESG Policy. Once the policy is assigned, the account will be automatically set to vote in accordance with the written guidelines. The SC can override a vote recommendation if they believe it is not in the clients' best interests. In order to override Glass Lewis' vote recommendation, the SC must unanimously support the override and SC's proposed vote. If the SC does not unanimously support the override or does not agree on the vote, the Investment Committee will make the final decision on how to vote. When we override Glass Lewis' recommendations, the SC will document the rationale. Clients can contact our Client Services team (clientservices@breckinridge.com) for more information about the Glass Lewis voting policies.

Conflicts of Interests Pertaining to Proxy Voting

Since Breckinridge is solely focused on providing investment advisory services, it is unlikely that a material conflict of interest will arise in connection with proxy voting. Nevertheless, if Breckinridge determines that there is a material conflict of interest in voting a proxy (e.g., an employee of Breckinridge may personally benefit if the proxy is voted in a certain direction), Breckinridge will vote with Glass Lewis' recommended vote. Overrides to Glass Lewis' written guidelines are not permitted when material conflicts exists.

Disclosure of Proxy Votes

Breckinridge will not reveal or disclose how it has voted (or intends to vote) on a particular proxy matter to unrelated third parties such as solicitors. All employees are prohibited from accepting any remuneration in the solicitation of proxies. Clients can obtain a report of voting activity, if any, for their account by contacting our Client Services team.

Class Actions and Other Legal Proceedings

Breckinridge will not act or advise on any class action claims or legal proceedings pertaining to securities held or formerly held in accounts of clients or former clients.

Item 18. Financial Information

Breckinridge has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.

Form Client Relationship Summary
March 29, 2023

Breckinridge CAPITAL ADVISORS

Item 1. Introduction	Breckinridge Capital Advisors, Inc. (Breckinridge) is an investment adviser registered with the Securities and Exchange Commission (SEC). Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at https://www.investor.gov/CRS, which also provides educational materials about broker dealers, investment advisers and investing.
Item 2. Relationship and Services	**What investment services and advice can you provide me?** Breckinridge offers ongoing investment advisory services to retail investors through separate accounts. Our focus is on investment-grade portfolio management, which includes the following services: • Daily monitoring of your portfolio and investments; • Separate accounts that can be customized; and • Discretionary investment authority over your portfolio holdings and transactions. Subject to Breckinridge's discretion, account minimums, which vary by strategy and other factors, are imposed. Additional information on the services we provide, including the different investment strategies and account minimums, can be found in Items 4 through 8 in our Form ADV Part 2A (https://adviserinfo.sec.gov/firm/summary/107143). **Conversation Starters** It is important for you to understand your account, its terms and limitations, and the relationship you have with Breckinridge, which may be through another advisor. You should, at a minimum, ask your primary advisor, or ask us if you are working with us directly, the *Conversation Starters* listed under each Item of this summary: • *Given my financial situation, should I choose an investment advisory service? Why or why not?* • *How will you choose investments to recommend to me?* • *What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*
Item 3. Fees, Costs, Conflicts and Standard of Conduct	**What fees will I pay?** Your account will be charged a negotiated, asset-based fee that is memorialized in the investment management agreement we entered into with you or your primary advisor. Paying asset-based fees means that the amount you pay will depend on the amount of assets in your account; the more you have in your account, the more you or your advisor will pay us. Therefore, we may have an incentive to encourage you to increase account assets in order to increase our fees. In addition, your account will be subject to other costs and fees such as transaction costs, wire and electronic fund transfer fees, custodian fees and fees for services provided by other third-party investment advisors or managers you select. If we manage your account through a wrap fee program, we will receive a portion of the fee you pay the program sponsor. Typically, our advisory fees are paid to us quarterly in arrears, but some fees may be paid in advance and/or on a monthly basis. ***You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount you make on your investments over time. Please make sure you understand what fees and costs you are paying.*** Additional information about our fees and compensation can be found in Items 5 and 6 of our Form ADV Part 2A (https://adviserinfo.sec.gov/firm/summary/107143).

	Conversation Starters *Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go to fees and costs, and how much will be invested for me?* **What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interests do you have?** *When we act as your investment adviser,* we must act in your best interest and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here is an example to help you understand what this means: We provide investment advisory services to client accounts in different strategies with varying fee schedules. This can create conflicts of interest because our portfolio management team must allocate their time across multiple client accounts simultaneously and allocate investment opportunities among clients. For more information on conflicts related to your account or your relationship with us, please see our Form ADV Part 2A (https://adviserinfo.sec.gov/firm/summary/107143). **Conversation Starter** *How might your conflicts of interest affect me, and how will you address them?* **How do your financial professionals make money?** Our financial professionals are compensated with a base salary and eligibility for bonus and profit sharing. Bonuses are based on individual and overall firm performance.
Item 4. Disciplinary History	**Do you or your financial professionals have legal or disciplinary history?** No. Please visit https://www.investor.gov/ for a free, simple search tool to research us and our financial professionals. **Conversation Starter** *As a financial professional, do you have any disciplinary history? For what type of conduct?*
Item 5. Additional Information	For additional information about us and our advisory services, please see our Form ADV Part 2A which is available or https://adviserinfo.sec.gov/firm/summary/107143. If you wish to receive a copy of this Relationship Summary or additional, up-to-date information, please contact our consultant relations team at 617-443-0779 or email us at cr@breckinridge.com. **Conversation Starters** *Who is my primary contact person? Is he or she a representative of an investment advisor or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*