



Lincoln Investment Planning, LLC  
Wrap Fee Program Brochure

**As of March 30, 2016**

Main Office:

218 Glenside Avenue  
Wyncote, PA 19095  
(800) 242-1421

Effective May 2016, Lincoln's Main Office is relocating to:

601 Office Center Drive  
Fort Washington, PA 19034

Cincinnati Service Center:

Suite 150  
8230 Montgomery Rd  
Cincinnati, OH 45236  
(513) 381-0200

You may also visit us on the web at [www.lincolninvestment.com](http://www.lincolninvestment.com).

This Wrap Fee Program Brochure provides information about the qualifications and business practices of Lincoln Investment Planning, LLC, a registered investment adviser with the U.S. Securities and Exchange Commission (SEC). If you have any questions about the contents of this brochure, please contact us at (800) 242-1421. The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Furthermore, registration with the SEC does not imply a certain level of skill or training.

Additional information about Lincoln Investment Planning, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2: Material Changes

*This section provides us the opportunity to highlight for you the material changes in our investment advisory services and operations since our last Form ADV 2A annual amendment in March 2015.*

- In August 2015, Lincoln converted its corporate structure from a subchapter-S corporation to a limited liability company (LLC). This change to the corporate structure and the name did not affect your investment advisory agreement(s) with Lincoln.
- On January 27, 2016, Lincoln signed a Letter of Acceptance, Waiver and Consent (“ACW”) with FINRA, a self-regulatory organization that regulates the firm’s broker-dealer business. Without admitting or denying the findings, we settled alleged FINRA rule violations relating to the supervisory review of consolidated reports produced by Lincoln’s representatives and provided to clients. Lincoln agreed to a censure and fine of \$75,000. Lincoln further agreed to adopt and implement procedures reasonably designed to enhance the enforcement of our supervisory systems and procedures to ensure effective review of consolidated reports produced by representatives and provided to clients.

**Item 3: Table of Contents**

Item 1: Cover Page..... i

Item 2: Material Changes ..... ii

Item 3: Table of Contents..... iii

Item 4: Services, Fees and Compensation ..... 1

Item 5: Account Requirements and Types of *Clients* ..... 11

Item 6: Portfolio Manager Selection and Evaluation..... 11

Item 7: *Client* Information Provided to Portfolio Managers ..... 15

Item 8: *Client* Contact with Portfolio Managers ..... 15

Item 9: Additional Information ..... 15

Brochure Supplement(s) included:

- Investment Management & Research Team Brochure Supplement (Form ADV Part 2B)

## Item 4: Services, Fees, and Compensation

*This section will describe the wrap fee programs offered by Lincoln Investment Planning, LLC (“Lincoln” or “Lincoln Investment”), how we tailor these programs to your individual needs, and which of our wrap fee programs allows you to impose investment restrictions. This section also provides a description of our wrap fees, how and when these wrap fees are collected, and if refunds are available. Other types of fees and expenses that you may incur are described below in the section titled, "Other Costs That You May Incur." Other types of compensation that Lincoln and your Advisor may receive, which may create a conflict of interest, are described below in the section titled, "Other Compensation to Lincoln and Our Conflicts of Interest."*

### **General Information Regarding Wrap Fee Programs**

A Wrap Fee Program is an investment advisory program in which you pay one fee to compensate Lincoln, other portfolio managers or Sub-Advisors, and your Advisor, *and* to pay the clearing and custody fees associated with transactions in the account. Lincoln offers Wrap Fee Programs in addition to the advisory services described in the Form ADV Part 2A Brochure.

Lincoln's Wrap Fee Programs are offered on brokerage platforms where such securities as stocks, bonds, ETFs and options, all of which have trading costs associated with them, are offered. The Wrap Fee is not based directly upon the actual transaction or execution costs of the transactions in your account.

Depending on the underlying investments and amount of transactions you expect to be executed in your account, a Wrap Fee account may cost you more or less than if you chose another Lincoln advisory program that does not offer a Wrap Fee, or if you chose to pay separately for all of your transaction costs (e.g., pay the advisory fee plus all ticket charges). In general, you should only choose a Wrap Fee Program if you or your Advisor expect to trade regularly in the account.

Similarly, if you are interested in a mutual fund-only portfolio, then a Wrap Fee Program may not be the lowest cost option for you. Certain advisory platforms offered by Lincoln have no transaction costs on mutual fund trades, but may also not be available to all registrations or tax types. Your Advisor will review your investment objectives with you to determine the best offering for you.

Your Advisor will work with you to recommend a Wrap Fee Program(s) based on your confidential investor profile, in which you provide to Lincoln and your Advisor personal and financial information including, but not limited to, your investment goals, income requirements, time horizon, and tolerance for risk in order to tailor his or her recommendations to your needs and objectives.

You may have the opportunity to place reasonable restrictions on the types of investments that are purchased in certain Wrap Fee Programs. Please contact your Advisor to discuss any allowable investment restrictions in the Wrap Fee Program(s) you have selected. Further details regarding your specific Wrap Fee Program can be found in your investment advisory agreement.

You could purchase services similar to those offered in Lincoln's Wrap Fee Programs separately from unaffiliated financial services providers. Wrap Fee Programs may cost you more or less than purchasing the services from another investment adviser. Some cost factors to consider, other than the Wrap Fee itself, when considering an investment advisory offering include:

- Account custody fees
- Account maintenance and special handling fees, such as wire funds fees
- Volume of trading activity anticipated in your account
- Commissions or ticket charges to be charged in lieu of a Wrap Fee
- Account termination fees
- Account statement and confirmations fees

You should review the costs for each of the management services separately, as well as mutual fund fees and expenses where applicable, when analyzing the cost of Lincoln's Wrap Fee Programs. Please contact your Advisor for a schedule of fees and costs associated with our Wrap Fee Program(s).

Your Advisor receives a portion of the Wrap Fee you pay. The amount of this compensation may be more than what your Advisor would receive from other advisory services offered by Lincoln, or more than if you paid separately for investment advice, brokerage, and other services. Your Advisor may have an incentive to recommend a Wrap Fee Program over other programs or services.

**Description of Wrap Fee Programs and Fees**

Lincoln sponsors the following Wrap Fee Programs.

- I. Platinum SOLUTIONS Strategic Index Portfolios**
- II. Platinum SOLUTIONS FEG Managed Portfolios**
- III. Platinum SOLUTIONS Client Custom Portfolio (CCP)**
- IV. AVAIL Program on Pershing LLC – closed to new clients**
- V. Platinum SOLUTIONS Lockwood Investment Strategies (LIS)**

The table below provides a comparison of the active Wrap Fee Programs sponsored by Lincoln. Please refer to the specific Wrap Fee Program heading below for further information regarding the management and costs of the program you are considering.

<b>Wrap Fee Program Name</b>	<b>Discretionary Program</b>	<b>Custodian of Assets</b>	<b>Types of Securities Offered</b>	<b>Max. Wrap Fee</b>	<b>Sub-Advisor; Fee</b>	<b>Minimum Investment</b>
Strategic Index Portfolios	Yes (Lincoln)	Pershing LLC	ETF and mutual fund models	1.75%	None	\$50,000
FEG Managed Portfolios	Yes (Lincoln)	Pershing LLC	ETF and mutual fund models	1.85%	Fund Evaluation Group, LLC; 0.20%	\$50,000
Client Custom Portfolio (CCP)	No*	Pershing LLC	Mutual funds, ETFs, stocks, bonds, options	1.40%	None	None
Lockwood Investment Strategies	Yes (Lockwood Advisors, Inc.)	Pershing LLC	Mutual funds, ETFs, stocks, bonds, options, REITS, gold bullion, and non-traditional asset classes	1.95%	Various; 0.30-0.75%	\$250,000

\* Your Advisor may have discretionary authority, but only if he or she has been (1) approved by Lincoln for discretion and (2) authorized in writing by you.

The Wrap Fee amounts provided above represent the maximum annual fee that may be charged. The services and costs covered by the Wrap Fee are:

- Investment advice provided by Lincoln and/or your Advisor,
- Investment management provided by the portfolio manager and/or Sub-Advisor(s), and
- Clearing and custody fees associated with transactions in the account, such as ticket charges and confirmation fees, and any inactivity fees assessed on the account

However, your Wrap Fee will *not* cover standard account administrative fees such as statement fees, electronic fund and wire transfer charges, annual IRA custodial fees, and termination fees.

Fees may be lower depending on many factors including, but not limited to, the amount of money invested in the Wrap Fee Program. Ask your Advisor for the breakpoint table for these programs.

Sub-Advisors, identified in the table above, provide Lincoln with asset allocation models to be offered and/or implemented in the specified programs.

Details regarding each Wrap Fee Program are below.

**I. Platinum SOLUTIONS Strategic Index Portfolios**

Platinum SOLUTIONS Strategic Index Portfolios offer you investment portfolios managed with discretion by Lincoln. Depending on your needs, tax sensitive and non-tax sensitive portfolios are available. This program primarily utilizes exchange-traded funds (ETFs) in the portfolios, but may also utilize mutual funds where an appropriate ETF is not available. The portfolios are managed to several different risk levels.

Lincoln, as the sponsor and manager of this program, employs the Investment Management and Research (IM&R) team to develop portfolios for this program that are diversified across asset classes and managed to the appropriate portfolio risk level. Profiles of the IM&R team members are available in the Form ADV Part 2B Supplement brochure included with this Wrap Fee Program Brochure.

**Fees and Costs**

The components of your Wrap Fee for the Strategic Index Portfolio Program are detailed below.

<b>Your Account Assets</b>	<b>Lincoln Program Fee</b>	<b>Your Advisor's Maximum Fee*</b>	<b>Your Maximum Wrap Fee</b>
\$0-500,000	0.70%	1.05%	1.75%
\$500,000-1,000,000	0.55%	1.05%	1.60%
\$1,000,000-5,000,000	0.40%	1.05%	1.45%
Greater than \$5,000,000	0.25%	1.05%	1.30%

Program Fees are subject to change.

\* Your Advisor's Fee is negotiable

**II. Platinum SOLUTIONS FEG Managed Portfolios**

Platinum SOLUTIONS FEG Managed Portfolios offer you investment portfolios managed with discretion by Fund Evaluation Group, LLC (FEG). FEG is a registered investment adviser unaffiliated with Lincoln which has entered into an agreement with Lincoln to serve as a Sub-Advisor to this program. FEG Managed Portfolios are constructed using a philosophy FEG applies to large institutional clients – a risk management approach that seeks to add value through both asset allocation and manager selection. Portfolio investments include both ETFs and mutual funds.

**Fees and Costs**

The components of your Wrap Fee for the FEG Managed Portfolios Program are detailed below.

<b>Your Account Assets</b>	<b>Lincoln Program Fee</b>	<b>Your Advisor's Maximum Fee*</b>	<b>Your Maximum Wrap Fee</b>
\$0-500,000	0.80%	1.05%	1.85%
\$500,000-1,000,000	0.65%	1.05%	1.70%
\$1,000,000-5,000,000	0.50%	1.05%	1.55%
Greater than \$5,000,000	0.35%	1.05%	1.40%

Program Fees are subject to change.

\* Your Advisor's Fee is negotiable

### III. Platinum SOLUTIONS Client Custom Portfolio (CCP)

Platinum SOLUTIONS CCP offers you one-on-one, non-discretionary investment advice provided by your Advisor for a fee. Non-discretionary means your Advisor must receive your consent, or receive your instructions, before executing any transactions he or she may recommend to you. Portfolio investments in this program typically include ETFs and mutual funds, but may also include other securities such as individual stocks, bonds, or options.

#### Fees and Costs

The components of your Wrap Fee for the CCP Program are detailed below.

<b>Your Account Assets</b>	<b>Lincoln Program Fee</b>	<b>Your Advisor's Maximum Fee*</b>	<b>Your Maximum Wrap Fee</b>
\$0-500,000	0.40%	1.00%	1.40%
\$500,000-1,000,000	0.30%	1.00%	1.30%
\$1,000,000-5,000,000	0.25%	1.00%	1.25%
Greater than \$5,000,000	0.18%	1.00%	1.18%

Program Fees are subject to change.

\* Your Advisor's Fee is negotiable

### IV. AVAIL Wrap Fee Program – CLOSED TO NEW CLIENTS

This program is no longer accepting new client accounts, except certain accounts related to existing AVAIL program clients for householding or other operations purposes. Assets within this program remain custodied at Pershing LLC.

The AVAIL program offers its existing clients a fee-based, non-discretionary trading platform for the purchase and sale of securities, including, but not limited to, mutual funds, ETFs, individual stocks and bonds, and UITs.

### V. Platinum SOLUTIONS Lockwood Investment Strategies

Lockwood Investment Strategies (LIS) is a fixed unified managed account (UMA) product available in the Managed Account Command platform offered by Lockwood Advisors, Inc. (Lockwood). Lincoln, not Lockwood, sponsors this Wrap Fee Program.

Lockwood provides administrative services to Lincoln and may also provide portfolio management services under this Wrap Fee Program. Lockwood determines the asset allocation and selects a combination of Sub-Advisors and specific securities or investment vehicles based on its proprietary modeling strategies and economic research outlook. LIS offers two investment strategies – portfolios comprising only traditional asset classes, called Traditional Strategies, and portfolios comprising strategies that include both traditional and non-traditional asset classes, known as Alternative Strategies. Due to the complexity of the underlying securities or investment vehicles utilized in the LIS program, these portfolios are intended for sophisticated investors and involve a higher degree of risk.

#### Fees and Costs

The components of your Wrap Fee for the LIS Program are detailed below.

<b>Your Account Assets</b>	<b>LIS Program Fee</b>	<b>Lincoln Program Fee</b>	<b>Your Advisor's Maximum Fee*</b>	<b>Your Maximum Wrap Fee</b>
\$0-500,000	0.75%	0.15%	1.05%	1.95%
\$500,000-1,000,000	0.55%	0.15%	1.05%	1.80%
\$1,000,000-5,000,000	0.40%	0.10%	1.05%	1.55%
\$5,000,000-10,000,000	0.35%	0.10%	1.05%	1.50%
Greater than \$10,000,000	0.30%	0.05%	1.05%	1.40%

Program Fees are subject to change.

\* Your Advisor's Fee is negotiable.

The LIS Program Fee is inclusive of Lockwood's advisory fee, the Sub-Advisor(s)' fee(s), an administrative fee, and clearing and custody fees. The Lincoln Program Fee compensates Lincoln as the sponsor of the Wrap Fee Program. In addition, Lockwood may share a portion of the LIS Program Fee with Lincoln. Your Advisor's Fee is for consultation services provided to you.

For more information on LIS, please refer to Lockwood Advisors, Inc.'s current Managed Account Link Form ADV Part 2A Appendix I, which should be provided to you by your Advisor.

### **Additional Information Regarding Wrap Program Fees**

The Wrap Fee Programs described above may cost more or less than if you were to purchase such services separately. Certain factors, such as trading frequency can impact the cost effectiveness of such Wrap Fee Programs. Generally, in an account where there is infrequent trading, a regular brokerage account incurring transaction fees along with the separate purchase of such investment advice for a fee may be less expensive. As your Advisor shares in the total fee assessed for the Wrap Fee Program, he or she may have an incentive to recommend a Wrap Fee Program in lieu of other investment advisory services.

The Wrap Fee may cover various services rendered and costs incurred under the selected program including transaction costs, investment management, and performance reporting. However, securities transactions executed in your program account(s) may also include mark-ups, markdowns or dealer spreads paid to market makers or other principals from whom securities were obtained. These mark-ups, markdowns or dealer spreads will be retained by the market maker or other principal and will not be credited or reimbursed to your account or to Lincoln.

For all Wrap Programs offered by Lincoln, your Wrap Fee will be assessed on a quarterly basis in advance of the calendar quarter and will be based on the account value on the last business day of prior calendar quarter. The specific manner in which advisory fees are calculated and charged is established in your written advisory agreement with Lincoln. In your investment advisory agreement, you must also authorize Lincoln to directly debit advisory fees from your account. Advisory fees are in most cases automatically deducted on a quarterly basis in advance from cash/money market positions or by liquidating assets held within the account. Lincoln may waive or negotiate advisory fees at our sole discretion.

Accounts opened during a calendar quarter will be charged a daily pro-rated fee based on the number of days advisory services were provided in that quarter. Upon closing of an account, any prepaid, unearned fees will be refunded on a pro-rated basis and any earned, unpaid fees will be due and payable. Pro-ration is also applied to deposits or withdrawals that occur during the calendar quarter. Fees may not be prorated for *de minimis* deposits or withdrawals.

In general, a client may terminate Lincoln's or its Advisor's advisory services at any time upon written notice to us. The death of an investor also constitutes termination of any agreement with Lincoln, though an executor or other authorized representative may choose to continue services under a new or modified agreement. Unearned fees will be refunded to clients on a pro rata basis for asset management services.

Lincoln may offer employees, its Advisors, and family members a discount or waiver of Wrap Fee Program fees.

### **Other Costs That You May Incur**

Wrap Fees, and other costs associated with your portfolio, impact the overall performance of your portfolio. It is important to review and consider these costs when making your advisory and investment decisions.

Costs may include the following:

1. **Internal Expenses.** Internal management fees or other expenses charged by the mutual fund or sub-account of a variable annuity (also known as the internal expense). All mutual funds and annuity companies charge a fee for the management and operations of their offerings. The higher the internal expense, the more impact it will have on the performance of your portfolio.
2. **Brokerage Account Fees.** Lincoln offers its advisory services on various broker-dealer platforms. Each platform assesses different account, service and transaction fees, such as, commissions, wire fees, trade-away



fees, statement and confirmation fees, retirement plan recordkeeping or custodial fees, and low balance or account termination fees. Please refer to Item 12: *Brokerage Practices* for further information.

3. **Mutual Fund Short-Term Trading Redemption Fees.** Some mutual funds impose short-term trading redemption fees of up to 2% for active trading or exchanging in and out of their funds. This could affect you or your investment advisor's ability to properly manage your portfolio as these costs will impact the performance of your portfolio or may be an incentive not to trade.
4. **Variable Annuity Rider and Contract Costs.** These costs may include, but are not limited to, annual base annuity contract charges, optional benefit riders, underlying sub-account expenses, and potential surrender fees.
5. **Rights of Accumulation.** Many mutual funds offer rights of accumulation or other sales charge discounts. The mutual fund company may or may not count your assets held in an advisory service as eligible for a reduced sales charge on other mutual fund purchases. You should consult the fund's prospectus for the product sponsor's specific rules.

### **Other Compensation to Lincoln and Our Conflicts of Interest**

For many of the investments and investment advisory programs offered by the Lincoln Investment Companies, Lincoln and or Pershing LLC, act as broker-dealer. As broker dealer, Lincoln and/or Pershing may handle the execution, clearing and custody of your assets. For this, Lincoln Investment may share in other forms of compensation from the investment advisors, product sponsors, or Pershing.

Lincoln Investment recognizes its fiduciary responsibility to place your interests above ours and that other compensation received by us from other sources presents a conflict of interest and could be looked upon by you as an incentive for us to recommend investment products based on compensation rather than on your financial needs.

Lincoln Investment believes that this compensation is important to us, and you. It allows us to provide services to you, including, 24/7 internet access to your account information, the ongoing education and training of our Advisors, and the capability to maintain lower servicing fees for services provided to you. Lincoln Investment has chosen to address this conflict by disclosing the types of compensation and the parties who pay it to us so that when you are making your decision to do business with us, you can personally assess the importance of this compensation in your decision.

Lincoln Investment's principal business is as a broker-dealer. The majority of Lincoln Investment's revenue comes from the commissions, concessions and distribution fees associated with the sale of mutual funds, variable annuities, stocks, bonds and insurance to our clients. Lincoln Investment, acting as both your broker-dealer and registered investment adviser, could be deemed a conflict of interest. You always have the option to purchase advisory services, securities products or insurance through non-affiliated investment advisers, brokers or agents.

Other compensation to Lincoln Investment may include the following.

**12b-1 Fees.** Lincoln Investment offers mutual funds, some of which pay to us ongoing distributions fees, also referred to as servicing fees or 12b-1 fees. These fees differ by share class. Depending on the share class, the 12b1- fees can range from 0.00% to 1.00%. In many of our investment advisory programs, we also offer no-load funds or an advisory share class, which may pay 12b-1 fees that range from 0.00% to 1.00%. This creates a financial incentive for Lincoln and your Advisor to recommend mutual fund share classes that pay a 12b-1 fee. Please ask your Advisor or refer to the fund prospectus to determine the 12b-1 fee to be paid to Lincoln or your Advisor.

Lincoln Investment may or may not share the 12b-1 fees it receives with your Advisor. You should ask your Advisor if he/she receives or shares in the 12b-1 fees associated with the investment recommendations made to you. This may create a financial incentive for your Advisor to offer you those products for which he/she does qualify to share in 12b-1 fees.

Lincoln Investment's policy as to which Advisor shares in the 12b-1 fees varies based on such Advisor factors as: (1) whether the Advisor is in a company agency or independent agency branch office; (2) whether the Advisor

qualifies for Lincoln Investment's achievement clubs by meeting certain production criteria; (3) whether the product paying the 12b-1 fee is a Strategic Partner and/or (4) whether the product issuing the 12b-1 fees maintains an electronic relationship with Lincoln Investment for the sharing of client information.

Any 12b-1 fees derived from the assets in a qualified employer retirement plan governed under ERISA, will be refunded to the plan/plan participants.

**Commissions or other compensation on recommendations.** Our Advisors could recommend to you both the purchase and sale of non-advisory securities or insurance products offered by Lincoln Investment, in addition to advisory services offered by Lincoln Investment or Capital Analysts.

Lincoln Investment shares with each Advisor a percentage of the commission received based on the *type* of product sold (e.g., mutual fund or variable annuity), and not specifically on the named product or sponsor of the product. Lincoln Investment also shares with Advisors a percentage of the advisory fees you pay to us.

Most of Lincoln Investment's Advisors are independent contractors who may also offer other non-security financial services and products, such as, life, health, disability, long term care and fixed annuity insurance products, real estate and retirement plan administration services. These services may be offered independent of The Lincoln Investment Companies.

Your Advisory Representative may have more than one relationship with you – one as an Advisory Representative over an advisory account and one as a Registered Representative/Agent over a non-advisory account where he or she may receive a sales commission for the sale of securities or insurance products which shall be in addition to any advisory fees earned on your advisory assets. In these situations, our Advisory Representative may have greater financial incentives to offer you both investment and /or insurance sales as well as advisory services.

**Authorized Agent for UMB Bank, N.A.** Lincoln Investment acts as authorized agent for UMB Bank, N.A., the retirement plan custodian used in our SOLUTIONS retirement plan platform offerings. As an authorized agent, Lincoln Investment collects on behalf of UMB Bank, N.A. the custodial fee for all SOLUTIONS retirement plan accounts, and, in return, performs the administrative and custodial duties, such as, recordkeeping, consolidated reporting, client communications, trade confirmations, account statements and tax reporting for UMB Bank, N.A. As we retain a significant portion of the custodial fee collected, Lincoln Investment has a financial inducement to encourage Advisors to recommend to you the SOLUTIONS retirement plan platforms over other retirement plan custodial services. This could be deemed to be a financial conflict of interest. This fee is not shared with the Advisor.

### **Advisor Due Diligence Seminars**

Advisors are invited from time-to-time by product sponsors to due diligence and educational meetings or seminars hosted by the product sponsor. Lincoln Investment must grant permission to our Advisors to attend any meeting or seminar hosted by a product sponsor. Lincoln Investment approves events that are limited to education only and allows the product sponsor to reimburse the Advisor, through Lincoln Investment, for travel expenses only.

### **Sales Incentives**

Lincoln offers sales contests that may provide additional incentives to your Advisor to offer one product or service over another. Lincoln offers sales contests based on such criteria as gross compensation to the Advisor, net sales of Lincoln and Capital Analysts managed advisory programs, net sales of Advisor managed programs, and net sales of third party managed advisory programs. These contests may provide your Advisor with an incentive to offer you fee-based advisory services over commission-based brokerage services. Top achievers in these contests may receive Lincoln-sponsored trips, cash prizes, bonus commissions, extra club points, monetary donations in their name to a charity of their choice or other nominal prizes. No contest is offered which will award the Advisor based upon a specific investment product or on a specific product sponsor. Lincoln Investment will not accept any business that is not deemed suitable for the investor. Lincoln Investment's Advisors may also

be licensed and appointed with various insurance companies to offer insurance products to you. Although Lincoln Investment does not offer specific product sales incentives for securities products, issuers of non-securities insurance products, such as fixed annuity issuers, may offer sales incentives to our Advisors in the form of cash bonuses and trips if certain sales thresholds are met. You should ask your Advisor about these incentives at the time of sale.

**Endorsements**

From time-to-time, Lincoln Investment makes lump-sum payments to education-based associations and not-for-profit organizations with a large constituency of employees who are eligible to invest in 403(b) retirement plans (Associations). In some cases, Lincoln Investment voluntarily makes such payments to reimburse the Associations for certain marketing expenses (e.g., newsletter advertisements) in connection with Lincoln Investment’s products and services. Certain Associations require Lincoln Investment to reimburse them for (1) marketing expenses; (2) use of their Advisor facilities used to meet with their employees; (3) to obtain their explicit endorsement; or (4) to cover their administrative costs for the processing of payroll contributions.

**Loans and Advances**

On occasion, Lincoln Investment may extend a loan, provide a commission advance, or pay for practice management services for an advisor to assist an advisor in running his or her business. Sometimes these loans or advances may be waived if certain sales or assets under management thresholds or conditions are met. In situations where a sales or assets under management threshold exists, this conflict of interest will be disclosed in the Advisor’s Form ADV 2B, which is required to be delivered to every new advisory client.

**Additional Compensation**

Lincoln Investment has partnered with a select group of product sponsors who assist us in the marketing efforts and training of our Advisors.

Our Strategic Partners provide financial support to Lincoln for our sales events, such as our recognition clubs, sales conferences, and may reimburse Lincoln for approved Advisor expenses such as due diligence meetings, client meetings or seminars, and general mailings. In return, we provide them access to our Advisors.

This financial support is paid to Lincoln Investment in the form of flat-dollar event sponsorship fees, asset-based or sales-based compensation. This compensation is not shared with Advisors.

The following is a list of Strategic Partners for 2016:

<b>Our Mutual Fund Strategic Partners<sup>1</sup></b>
AIM
Federated Investors, Inc.
JP Morgan
Franklin Templeton Investments
Lord Abbett & Co. LLC
Oppenheimer Funds
Putnam Investments

<b>Insured Bank Deposit Partner<sup>2</sup></b>
Pershing LLC Interlink Program

<b>Our Advisory Strategic Partners<sup>3</sup></b>
CLS Investments, LLC
ICON Advisors, Inc.

<b>Our Variable Annuity Strategic Partners<sup>5</sup></b>
AIG - VALIC
AXA Equitable
Commonwealth Annuity & Life Insurance Company
Jackson National
Lincoln Financial Group
MetLife, Inc.
Prudential (American Skandia)
Security Benefit Group

<b>Our Fixed Annuity Strategic Partners<sup>6</sup></b>
AIG - VALIC
Allianz

Russell Investments
Meeder Financial

Great American Insurance Group
Jackson National
Security Benefit Group

<b>Clearing Firm Partners<sup>4</sup></b>
Charles Schwab and Company
Pershing LLC

1. Compensation from Mutual Fund Strategic Partners ranges from 0.02% to 0.27% on some or all assets, or is a flat fee;
2. Compensation from Insured Bank Deposit Partner ranges from 4% to 60% of the Bank Deposit Rate;
3. Compensation from Advisory Strategic Partners ranges from 0.06% to 0.25% on some or all assets;
4. Compensation from Clearing Firm Partners ranges from 0.02% to 0.14% of custodied assets and varies based on mutual fund assets;
5. Compensation from Variable Annuity Strategic Partners ranges from 0.07% to 0.25% on some or all sales or assets, or is a flat fee;
6. Compensation from Fixed Annuity Strategic Partners ranges from 0.07% to 0.50% on some or all sales, or is a flat fee.

**Sales and Marketing Support - Alpha**

The following is a list of our Strategic Partners, clearing partners and other product sponsors who paid us any Sales and Marketing Support in 2015 in alphabetical order.

Advanced Asset Management Advisors, Inc.
AEI-Trust Advisors, Inc.
AXA Equitable
Clark Capital Management Group, Inc.
CLS Investments, LLC
CNL Securities
Commonwealth Annuity & Life Insurance Co.
Delaware Investments
Federated Investors, Inc.
FinaConnect Inc.
Franklin Templeton Investments
Great American Insurance Group
Hines Securities, Inc.
ICON Advisors, Inc.
Individual Commercial Brokerage, Inc.
Inland Securities
Invesco, Ltd.
Jackson National Life Insurance Company

JP Morgan Securities
Lincoln Financial Group
Meeder Financial
Mewbourne Oil Company
MetLife, Inc.
North American Co. for Life & Health Insurance
Oppenheimer Funds
Pershing LLC
PIEtech, Inc.
PIMCO Investments LLC
Prudential
Putnam Investments
Russell Investments
Security Benefit Group
T. Rowe Price
The Variable Annuity Life Insurance Company
Touchstone Investments
Waddell & Reed Financial, Inc.

**Sales and Marketing Support - High to Low**

The following is a list of our Strategic Partners, clearing partners and other product sponsors who paid us any Sales and Marketing Support in 2015 in high to low revenue order.

Pershing LLC
Meeder Financial
Russell Investments
Jackson National Life Insurance Company
Security Benefit Group
Franklin Templeton Investments
Oppenheimer Funds
Invesco, Ltd.
CLS Investments, LLC

Great American Insurance Group
Variable Annuity Life Insurance Company
American General Life Insurance Company
Mewbourne Oil Company, Inc.
Clark Capital Management Group, Inc.
JP Morgan Securities
Ameriprise Financial
AXA Equitable
Hines Securities, Inc.

Federated Investors, Inc.
Lincoln Financial Group
ICON Advisors, Inc.
Touchstone Investments
Putnam Investments
MetLife, Inc.
Prudential
Commonwealth Annuity & Life Insurance Co.
Inland Securities
Advanced Asset Management Advisors, Inc.

CNL Securities
AEI Trust Advisors, Inc.
Delaware Investments
PIMCO Investments LLC
T Rowe Price
FinaConnect, Inc.
Individual Commercial Brokerage, Inc.
North American Co. for Life & Health Insurance
PIEtech, Inc.
Waddell & Reed, Inc.

**Administrative Services - Alpha**

Administrative Services represent reimbursement to Lincoln Investment from the product sponsor for services such as recordkeeping, networking and shareholder services.

The following is a list of our Strategic Partners, clearing partners and other product sponsors that paid Lincoln Investment for Administrative Services in 2015 in alphabetical order.

Alliance Bernstein L.P.
American Century Investments
American Funds
Calamos Investments
Calvert Investments
Charles Schwab Corporation
CLS Investments, LLC
Davis Investments, LLC
Delaware Investments
Federated Investors, Inc.
Franklin Templeton Investments
Fred Alger Management, Inc.
Goldman Sachs & Co.
Guggenheim Funds Distributors
ICON Advisors, Inc.
Invesco, Ltd.
JP Morgan Securities
Loomis, Sayles & Company
Lord, Abnett & Co. LLC
Mainstay Investments

MFS Investment Management
Natixis Global Asset Management, S.A.
Neuberger Berman, LLC
Nuveen Investments, Inc.
Oppenheimer Funds
Permanent Portfolio of Funds, Inc.
Pioneer Investments
Prudential
Putnam Investments
Ridgworth Capital Management, Inc.
Royce & Associates, LLC
RS Investment Management Co., LLC
Russell Investments
Scudder Kemper Investments, Inc.
Sentinel Investments
Transamerica Capital, Inc.
US Global Investors, Inc.
Waddell & Reed, Inc.
Wells Fargo Advisors, LLC

**Administrative Services - High to Low**

The following is a list of our Strategic Partners, clearing partners and other product sponsors that paid Lincoln Investment for Administrative Services in 2015 in high to low revenue order.

Russell Investments
Charles Schwab Corporation
American Funds
Franklin Templeton Investments

Alliance Bernstein L.P.
Guggenheim Funds Distributors
Prudential
Calvert Investments

Oppenheimer Funds
Delaware Investments
Federated Investors, Inc.
Invesco, Ltd.
JP Morgan Securities
Putnam Investments
Lord, Abbett & Co. LLC
Waddell & Reed, Inc.
Transamerica Capital, Inc.
Wells Fargo Advisors, LLC
ICON Advisors, Inc.
MFS Investment Management
Goldman Sachs & Co.
CLS Investments, LLC
Scudder Kemper Investments, Inc.
Fred Alger Management, Inc.

Pioneer Investments
Permanent Portfolio of Funds, Inc.
Neuberger Berman, LLC
Davis Investments, LLC
RS Investment Management Co., LLC
Sentinel Investments
Calamos Investments
American Century Investments
Loomis, Sayles & Company
Natixis Global Asset Management, S.A.
Ridgworth Capital Management, Inc.
Mainstay Investments
Nuveen Investments, Inc.
US Global Investors, Inc.
Royce & Associates, LLC

Overall, in 2015, additional compensation revenue received by Lincoln Investment from Sales and Marketing Support, Administration Services, and Due Diligence Seminar expense reimbursement fees represented .0404% of total investor assets or \$4.04 of additional compensation to Lincoln Investment for every \$10,000 in an investor's account.

#### **Other Potential Conflicts**

*Gifts and Entertainment:* Offering or receiving a gift or entertainment could create a conflict of interest. Lincoln has instituted a policy that prohibits excessive and/or too frequent gifts or entertainment activities to mitigate this conflict.

*Political Contributions:* Providing political contributions could create the perception that Lincoln or its Advisor is seeking *quid pro quo* arrangement.

*Charitable Donations:* Lincoln or Advisor charitable donations could create the perception that the firm or Advisor is seeking a *quid pro quo* arrangement.

### **Item 5: Account Requirements and Types of Clients**

#### **Types of Clients**

Lincoln serves primarily individuals, their businesses, and their retirement assets, whether in a 403(b), 457 or individual retirement account (IRA) businesses. ERISA plan assets, 403(b) assets, and 457 asset(s) may not be eligible for investing in one or more of Lincoln's Wrap Fee Programs. Please consult with your Advisor or your employer to determine if your assets are eligible to invest.

#### **Account Requirements**

A minimum account size exists for the Wrap Fee Programs offered by Lincoln. Lincoln or the Sub-Advisors of Lincoln may, from time to time, amend or waive the minimum account size. The Wrap Fee Program account minimums are as follows:

<b>Wrap Fee Program</b>	<b>Minimum Account Size</b>
Strategic Index Portfolios	\$50,000
FEG Managed Portfolios	\$50,000
Client Custom Portfolio (CCP)	None
AVAIL	Closed to New Investors
Lockwood Investment Strategies (LIS)	\$250,000

## **Item 6: Portfolio Manager Selection and Evaluation**

*This section discusses how Lincoln selects and evaluates Wrap Fee Programs and portfolio managers, and any conflicts of interest related to its selections; if performance based fees are assessed in any Wrap Fee Program; the methods of analysis, investment strategies and the risk of loss associated with the Wrap Fee Programs offered; and Lincoln's Proxy Voting policy.*

Lincoln's IM&R team routinely reviews the advisory services managed, sponsored, and/or offered by Lincoln, including the Wrap Fee Programs, portfolio managers, and Sub-Advisors. A description of the IM&R team is provided in the supplement at the end of this brochure. The IM&R team performs the following roles on Lincoln's behalf:

- The management of all Lincoln-Managed Model Portfolios
- The selection of advisory services offered by Lincoln;
- The monitoring of advisory services offered by Lincoln;
- The removal of advisory services offered by Lincoln;
- The comparison of advisory results to predetermined benchmarks to monitor whether third party investment advisers' discipline are providing value to clients;

In determining which Wrap Fee Programs, portfolio managers, or Sub-Advisors are selected, the IM&R team utilizes a preliminary screening process involving a variety of criteria, such as assets under management, personnel, registration, disclosures and regulatory history, together with other quantitative and qualitative criteria. Lincoln does not independently verify the accuracy of performance information provided to Lincoln by another investment adviser.

Underperformance by a portfolio manager or Sub-Advisor relative to other portfolio managers, Sub-Advisors, or to benchmarks may result in the replacement of or recommendation for replacement of a portfolio manager or Sub-Advisor by the IM&R team.

The IM&R team serves as a portfolio manager for the Strategic Index Portfolios. This may present a conflict of interest in that Lincoln may indirectly incentivize Advisors to offer these Wrap Fee Programs, where Lincoln through its IM&R team is acting as portfolio manager.

### **Advisory Services Offered by Lincoln Other than Wrap Fee Programs**

Lincoln offers advisory services that are not Wrap Fee Programs. For further information regarding these advisory services, please contact your Advisor or Lincoln to request a copy of Lincoln's Investment Advisory Brochure (Form ADV Part 2A) if you have not already received it.

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

Lincoln and our Advisors do not receive performance based fees. A performance based fee is an advisory fee that compensates the adviser for the adviser's success in managing his client's money or "a fee based on the share of the capital gains and appreciate of a client's funds." A performance based fee may induce an adviser to take greater and undue risks with client's funds in an attempt to generate higher compensation to the adviser.

Your Wrap Fees with Lincoln are assessed as a percentage of the total value of your advisory account assets as of each calendar quarter-end and are not performance based fees.

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

Investing in securities involves risk of loss that you, the investor, should be prepared to bear.

The advisory services and advice offered by Lincoln and its Advisors primarily attempt to provide to you a risk-appropriate diversified portfolio. A risk-appropriate diversified portfolio applies the disciplines and theories of asset allocation. Asset allocation means, first and foremost, working to design a portfolio that sufficiently allocates your assets

across different asset classes to help reduce the exposure to any single asset class and market loss you could incur in your account(s) if you didn't diversify. It is important to understand that asset allocation, although a proven theory to reduce risk to a portfolio does not guarantee a profit or protect against loss.

Asset classes include, but are not limited to, domestic and international equities, domestic and international bonds, cash and cash equivalents, as well as alternative investment types such as real estate and commodities. Equities can be further broken down by market capitalization (company size based on annual revenues) ranging from large companies (large-cap) to medium and small companies (medium- and small-cap). Bonds, meanwhile, can be further broken down by issuer type – such as corporate, municipal, and government – and by duration, ranging from short term to long.

Lincoln primarily uses mutual funds and ETFs in its Wrap Fee Programs. Mutual funds pool the money of its investors and invest in a variety of stocks, bonds or other types of securities to meet the stated objective of the fund. Each mutual fund will then be assigned by Lincoln into one of the asset classes identified above and the mutual funds that best meets Lincoln's proprietary criteria for inclusion in a Wrap Fee Program will be selected. Actual investment return and principal value of most mutual fund investments are subject to market risk and will fluctuate so that your shares, when redeemed, may be worth more or less than their original cost. The underlying investments of mutual funds are subject to the risks associated with the corresponding asset classes, described in more detail below.

Using a risk appropriate diversified portfolio, Lincoln uses two approaches to further manage your money in its Wrap Fee Programs: a Strategic approach and a Tactical approach. Both approaches are best suited for a long term objective to investing.

- **Strategic:** A strategy that sets specific asset class allocations and then periodically rebalances the managed portfolio to maintain the original asset class allocation. There is typically no change in the asset classes used in these portfolios.
- **Tactical:** A strategy that takes a more active trading approach to investing that makes tactical market trades in your portfolio in an attempt to take advantage of potential market opportunities. For example, this could mean a complete replacement of a poor performing investment within an asset class to one that is anticipated to do better.

The asset classes used by Lincoln and your Advisor in implementing the methods of analysis and investment strategies described above carry material risks.

- **Equities:** The price of equities fluctuate due to many factors including changes in interest rates, global events, industry and company specific events, investor expectations, and general market conditions. You may receive more or less than the original purchase price when selling a security. Concentrated positions in equities typically pose additional risks as a downturn in your investment will cause a more significant loss. Diversification assists in reducing concentration risk.
- **Fixed Income Investments:** One of the most important risks associated with fixed-income securities is interest rate risk, the risk encountered in the relationship between bond prices and interest rates. The price of a bond will change in the opposite direction of movements in prevailing interest rates. For example, as interest rates rise, bond prices will generally fall. If an investor has to sell a bond prior to the maturity date, an increase in interest rates could mean that the bondholder will experience a capital loss (i.e., selling the bond below its original purchase price).  
Reinvestment risk is the risk that the interest rate at which the interim cash flows can be reinvested will decline and thus reinvestments will receive a lower interest rate. Reinvestment risk is greater for longer holding periods.  
Default risk is commonly referred to as “credit risk” and is based on the probability that the issuer of the debt obligation may default. Default risk is rated by quality ratings assigned by commercial rating companies.  
Call risk is the risk related to call provisions on debt obligations. You should be aware of four risks associated with call provisions.

- 1) The cash flow patterns of callable bonds are not known with certainty.



- 2) Since the issuer will typically exercise their right to call the bonds when interest rates have dropped, you may be exposed to reinvestment risk. You would have to reinvest the proceeds after the bond is called at relatively lower interest rates.
- 3) The potential for capital appreciation of a callable bond is reduced relative to that of a non-callable bond, because its price may not rise much above the price at which the issuer can call the issue.
- 4) If the issue is purchased at a premium, you may lose the difference between the purchase price and call price.

Inflation risk arises because the value of the cash flows being received from a debt obligation may actually lose purchasing power over the course of time due to the effects of inflation.

Liquidity risk depends on the ease with which an asset can be sold at or near its current value. The best indicator to measure an issue's liquidity is the size of the spread between the bid price and the ask price quoted by a dealer. A wider spread on the asset indicates a greater liquidity risk. If you plan on holding a bond until its maturity date, liquidity risk is less of a concern.

Finally, exchange rate risk, which is encountered in non-dollar denominated bonds or bonds whose payments occur in a foreign currency, has unknown U.S. currency cash flows. The dollar cash flows are dependent on the exchange rate at the time the payments are received. For example, consider a bond whose coupon payment is paid out in Japanese yen. If the yen depreciates relative to the U.S. dollar, fewer net dollars will be received. Conversely, if the yen should appreciate relative to the U.S. dollar, the investor will benefit by receiving more net dollars.

- **International Investing:** Investing in the global market can assist with diversification of a portfolio but it is important to consider some of the unique risks with such a strategy. Each country has unique rules and regulations covering corporations and their stock markets which offer investors varying degrees of protection. Additionally, investing in foreign markets subjects your investment to currency risk.
- **Exchange Traded Funds (ETFs):** While investing in ETFs has similar risks as investing in individual equities, ETFs typically invest in a diverse group of securities. The level of diversification varies by ETF. While ETFs reduce the effects of concentration risk as compared to investing in a single security, certain ETFs are susceptible to industry, commodity or country risk. Investing in a diverse selection of ETFs may help to reduce this risk. Another important factor to consider with ETFs is that the portfolio of securities in which they invest are typically not actively managed. Leveraged and Inverse ETFs bear unique risks that investors who wish to trade in these securities must understand; due to the significant risk involved in these securities, Lincoln will approve their use only on an exception basis.
- **Options:** Certain options strategies are highly specialized contracts based on securities and entail greater than ordinary investment risks.

For further information regarding the risks associated with the portfolios managed by Lincoln and its Advisors and the best suited investment strategies for your account(s), please review the risk level of the Wrap Fee Program portfolio you have selected and your mutual fund prospectuses, or consult with your Advisor.

### **Voting Client Securities**

Lincoln and its Advisors may not accept authority to vote clients' proxies for any securities in an advisory or non-advisory service.

If you are invested in the Lockwood Investment Strategies (LIS) Wrap Fee Program, you may elect to have Lockwood Advisors, Inc. vote proxies for securities held in your account(s) in the LIS program. You must acknowledge that you delegate your authority to vote proxies to Lockwood by completing the Proxy Authorization section of your account application/investment advisory agreement.

Lincoln and your Advisor shall not be responsible or liable for the proxy voting policies of or the proxy voting conducted by Lockwood, which is described in more detail in Item 17 of Lockwood Advisors, Inc.'s current Managed Account Link Form ADV Part 2A Appendix I.

## Item 7: Client Information Provided to Portfolio Managers

When your Wrap Fee Program account is opened, your Advisor will assist you in completing confidential investor profile containing personal and financial information such as your risk tolerance, investment objectives, net worth, and investing time horizon. This information may be communicated to a portfolio manager, including Lincoln, or a Sub-Advisor, when the Wrap Fee Program offers custom portfolio management. Your Advisor will contact you annually thereafter to confirm there have been no changes in your risk tolerance, investment objectives or financial situation which would need to be communicated to the portfolio manager or Sub-Advisor.

Lincoln, the IM&R team, your Advisor, and any other portfolio manager(s) rely on the accuracy of the information you provide to manage your account(s). You are responsible to notify your Advisor of any changes in your financial situation or investment objectives.

## Item 8: Client Contact with Portfolio Managers

You may contact and consult with Lincoln, your Advisor, and the Sub-Advisors or portfolio managers in the Wrap Fee Programs in writing, over the phone or electronically. Lincoln and certain Sub-Advisors or portfolio managers may hold regular conference calls to discuss investment strategies or current market events. In general, you should contact Sub-Advisors or portfolio managers through, or together with, your Advisor so that the financial advice you receive is consistent.

## Item 9: Additional Information

### ***Disciplinary Information***

Provided below is a summary of legal or disciplinary events within the past ten years that may be material to your evaluation of Lincoln's advisory business.

**March 23, 2009:** Financial Industry Regulatory Authority (FINRA) censured and fined Lincoln \$15,000 for failure to process 398 out of 423 investors' claim forms within 90-days of the receipt of the claim form. Lincoln accepted the allegations made against us, waived our right to a hearing, and consented to the fine. It is important to note that all eligible investors received their refunds with interest from the date of the original transaction up to the date the refund was sent.

**January 27, 2016:** Lincoln signed a Letter of Acceptance, Waiver and Consent ("ACW") with FINRA, a self-regulatory organization that regulates the firm's broker-dealer business. Without admitting or denying the findings, we settled alleged FINRA rule violations relating to the supervisory review of consolidated reports produced by Lincoln's representatives and provided to clients. Lincoln agreed to a censure and fine of \$75,000. Lincoln further agreed to adopt and implement procedures reasonably designed to enhance the enforcement of our supervisory systems and procedures to ensure effective review of consolidated reports produced by representatives and provided to clients.

Your Advisor should provide along with this brochure a Form ADV 2B Brochure Supplement that describes your Advisor's education, business experience, professional designations and material legal or disciplinary history, if any. For further information regarding Lincoln's disciplinary events, including those prior to 2009, you may go to [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or [www.brokercheck.finra.org](http://www.brokercheck.finra.org) and search for Lincoln Investment Planning, LLC.

### ***Other Financial Industry Activities and Affiliations***

#### **Broker-Dealer and Insurance Agency**

In addition to being a registered investment adviser, Lincoln is also a registered broker-dealer and an insurance agency. This may present a conflict of interest. Please refer to the "Other Compensation to Lincoln and Our

Conflicts of Interest" section under Item 4 of this brochure for information regarding Lincoln's conflicts of interests as a broker-dealer and insurance agency and how we address these conflicts.

#### **Authorized Agent for UMB Bank, N.A.**

Lincoln acts as authorized agent for UMB Bank, N.A., the retirement plan custodian used in our SOLUTIONS retirement plan platform offerings. As an authorized agent, Lincoln collects on behalf of UMB Bank, N.A. the custodial fee for all retirement accounts on the Retirement SOLUTIONS or Retirement SOLUTIONS Premier platforms. Lincoln also performs the administrative and custodial duties, such as, recordkeeping, consolidated reporting, client communications, trade confirmations, account statements and tax reporting for UMB Bank, N.A.

#### **NFA Membership**

Lincoln Investment is also an introducing broker member of the National Futures Association to facilitate the offering and sale of managed futures contracts to clients.

#### **Advisors' Other Business Activities and Affiliations**

Lincoln's Advisors are primarily independent contractors, many of whom hold themselves out to the public under a name other than Lincoln Investment and offer other financial services independent of Lincoln, such as, life, health, disability, long term care and fixed annuity insurance products, real estate, business planning services and retirement plan administration services. A few of our Advisors may also be qualified lawyers and accountants or hold certain professional designations not required by us to conduct their business. These services are offered independent of Lincoln as outside business activities and Lincoln assumes no responsibility or supervision over these activities. Please refer to the "Other Compensation to Lincoln and Our Conflicts of Interest" section under Item 4 of this brochure, or refer to your Advisor's ADV 2B brochure supplement, for more information regarding outside business activities and how we address these conflicts. You may go to [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or [www.brokercheck.finra.org](http://www.brokercheck.finra.org) for further information regarding your Advisor's other business activities or affiliations.

#### **Independent Registered Investment Advisors**

Lincoln permits certain Advisors to maintain their own independent registered investment advisory firm which may offer advisory services similar, yet independent of, Lincoln. Lincoln assumes no responsibility for their advisory programs and conducts supervision over the transactions initiated by the Advisor. An Advisor who has his or her own independent investment adviser has a fiduciary responsibility to recommend to you the most suitable advisory program regardless of whether it is offered through their investment adviser or Lincoln's investment adviser.

Advisors affiliated with other registered investment advisory firms must provide to their clients that firm's Form ADV Part 2A and advisory agreements and disclosures. To inquire as to whether your Advisor is affiliated with a separate registered investment advisory firm, you may go to [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or [www.brokercheck.finra.org](http://www.brokercheck.finra.org)

### ***Code of Ethics, Participation or Interest in Client Transactions and Personal Trading***

#### **Code of Ethics**

As a fiduciary, Lincoln has established a Code of Ethics under which all Lincoln employees and Advisors must comply. Lincoln accepts its fiduciary responsibility to (1) place the interests of clients first at all times, (2) act with the utmost good faith and provide full and fair disclosure of all material facts and conflicts of interest to clients, and (3) conduct all personal securities transactions consistent with Lincoln's Code of Ethics.

Lincoln's Advisors are held to a professional standard that requires them to avoid any abuse of their position of trust and responsibility, not take inappropriate advantage of their positions, comply with applicable securities laws and regulations, and maintain confidentiality of client's financial circumstances.

You may request a full copy of Lincoln's Code of Ethics from your Advisor or Lincoln's Compliance Department at (800) 242-1421, ext. 4300.

### **Participation or Interest in Client Transactions and Personal Trading**

For all portfolios on which Lincoln or your Advisor have discretionary authority, the Advisor and his or her employees must give priority to client securities purchases and sales over their own personal transactions in the same security when placing an order.

This means that any transaction by the Advisor or his/her employee must be placed either simultaneously with your transaction (i.e., aggregating the orders and sharing in the same price and execution costs) or after all client trades are placed on the same trading day. While the latter will not guarantee that you will receive the best price, it does establish that the client trades will occur at the same time as or before that of the Advisor or his/her employees. At no time may an Advisor participate in the profits or losses of an investor's account. Personal trading accounts of Advisors are reviewed by Lincoln to ensure compliance.

### ***Review of Accounts***

#### **Account Review Policies and Procedures**

Your Advisor is responsible to ensure that the recommended Wrap Fee Program advisory service is suitable for you. Many of our programs are managed to meet different levels of risk, so choosing the appropriate risk level or tolerance for market fluctuation and potential loss of investment, is an important part of your decision. Annual reviews should be held by you with your Advisor to ensure that the Wrap Fee Program continues to meet your needs and goals.

The IM&R team oversees the discretionary programs, while your Advisor's Designated Supervisor will provide an oversight of the non-discretionary programs where you place orders for your own account. If you have any questions about the trading or recommendations in your account, please call your Advisor's Designated Supervisor; this information can be found in your Advisor's Form ADV Part 2B brochure supplement.

#### **Written Reports**

At minimum, all clients will receive a quarterly account from the custodian who carries your Wrap Fee account, Pershing LLC. This statement will reflect all transactions that have occurred in your account as well as identify any fees, including the advisory fee, deducted from your account. Some Wrap Fee Programs may provide you supplemental advisory reports which will include performance reports, aggregated account reviews, or a portfolio snapshot. Some reports are made available to you electronically while others may be available to you only on a quarterly or periodic basis. We urge you to compare these supplemental reports to the account statements you receive. If you find any discrepancies, please contact your Advisor or Lincoln.

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

On occasion, Lincoln permits an Advisor to compensate an outside party (for example, an attorney or an accountant) for client referrals to one of our advisory services, including Wrap Fee Programs. The outside party must execute a Solicitor Agreement with Lincoln, and you will receive a Solicitor Disclosure Statement at the time of the referral describing the relationship and portion of your advisory fee that will be paid by us to the Solicitor. At no time will you pay a higher advisory fee as a result of this referral relationship.

Please also refer to the "Other Compensation to Lincoln and Our Conflicts of Interest" section under Item 4 of this brochure for further information regarding Lincoln's other compensation and conflicts of interests.



**Lincoln Investment Planning, LLC (Lincoln Investment)**

218 Glenside Avenue  
Wyncote, PA 19095  
Phone: (800) 242-1421

Effective May 2016, Lincoln's Main Office is relocating to:

601 Office Center Drive  
Fort Washington, PA 19034

**Investment Management & Research**

Stephen T. Mayhew, CFA, CPA, CFP®  
Christopher J. Surrichio, CFA  
Gerald E. Burhop, CFA  
Brian Moran  
Ted O'Donoghue

March 30, 2016

This brochure supplement provides you with information about the five (5) members of the Investment Management & Research (IM&R) team of Lincoln Investment who have the most significant day-to-day management responsibilities for the Lincoln Investment managed portfolios. This information supplements the information contained in the Lincoln Investment Form ADV 2A and/or Wrap Fee Program brochure, which you should have received.

Please contact Deirdre Koerick, Chief Compliance Officer of Lincoln Investment, at (800) 242-1421 if you did not receive the applicable brochure or if you have any questions about the contents of this supplement.

Additional information about each of the members of the IM&R team is available through the U.S. Securities and Exchange Commission at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Stephen T. Mayhew, CFA, CPA, CFP®**

### **EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE**

Year of Birth: 1957

#### **Education**

Master of Business Administration, Drexel University, 1984

Bachelor of Science, Business, Pennsylvania State University, 1979

#### **Business Experience**

Capital Analysts, LLC, June 2012 – Present, Senior Vice President and Chief Investment Officer

Capital Analysts, LLC, June 2012 – Present, Investment Advisor Representative

Lincoln Investment Planning, LLC, June 2012 – Present, Investment Advisor Representative and Registered Representative

Capital Analysts, Incorporated, 1986 – June 2012, Senior Vice President

#### **Professional Licenses/Designations**

Mr. Mayhew holds general securities principal, general securities representative, commodities, and research analyst licenses with Lincoln, as well as through its affiliated RIA, Capital Analysts, LLC. Mr. Mayhew is also registered with the National Futures Association. In addition, Mr. Mayhew maintains the following professional designations:

##### *Chartered Financial Analyst (CFA)*

Designation Status: Currently offered and recognized by the issuing organization

Issuing Organization: CFA Institute

Prerequisites/Experience Required: Candidate must meet one of the following requirements: Undergraduate degree and four years of professional experience involving investment decision-making, or four years qualified work experience (full time, but not necessarily investment related)

Educational Requirements: Self-study program (250 hours of study for each of the three levels)

Examination Type: Three course exams

Continuing Education/Experience Requirements: None

##### *Certified Public Accountant (CPA)*

Certified Public Accountant (CPA) is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA. Individuals who have passed the Exam but have not either accomplished the required on-the-job experience or have previously met it but in the meantime have lapsed their continuing professional education are, in many states, permitted the designation "CPA Inactive" or an equivalent phrase. In most U.S. states, only CPAs who are licensed are able to provide the public attestation (including auditing) opinions on financial statements. The exceptions to this rule are Arizona, Kansas, North Carolina and Ohio where, although the "CPA" designation is restricted, the practice of auditing is not.

##### *Certified Financial Planner (CFP®)*

Designation Status: Currently offered and recognized by the issuing organization

Issuing Organization: Certified Financial Planner Board of Standards, Inc.

Prerequisites/Experience Required: A candidate must meet the following requirements; A bachelor's degree (or higher) from an accredited college or university and three years of full-time personal financial planning experience.

Educational Requirements: Candidate must complete a CFP-board registered program, or hold one of the following: CPA, ChFC, CLU, CFA, Ph.D. in business or economics, Doctor of Business Administration, or a bar admission

Examination Type: CFP Board of Standards 10 hour board exam

Continuing Education/Experience Requirements: 30 hours every two years

### **DISCIPLINARY INFORMATION**

Mr. Mayhew has no material legal or disciplinary events to report.

### **OTHER BUSINESS ACTIVITIES**

The IM&R team is responsible for the proprietary asset management programs offered by Lincoln and Capital Analysts, LLC, an affiliated investment adviser. The management of portfolios for both investment advisers may create a conflict.

Mr. Mayhew serves as a FINRA Dispute Resolution Arbitrator.

#### **ADDITIONAL COMPENSATION**

Generally, members of the Investment Management & Research team are compensated through salaries and annual bonuses. They may be compensated with profit sharing contributions and, in some cases, participation in a long-term incentive plan. Salaries are fixed annually and are driven by the marketplace. Compensation is not affected by an increase in advised assets.

Mr. Mayhew, as a registered representative of Lincoln Investment, has a small number of clients for whom he acts as financial advisor. For these accounts, he will share in the advisory fee or sales commission.

Please see the *Services, Fees and Compensation* section of the accompanying Form ADV 2A and/or Wrap Program brochure. This section describes in detail other potential forms of compensation in addition to the advisory fee paid to Lincoln Investment or Capital Analysts, LLC. Compensation to Lincoln Investment or Capital Analysts, LLC may be in the form of 12b-1 fees, shareholder servicing fees, administrative fees, or marketing support.

#### **SUPERVISION**

The individual responsible for monitoring the advisory activities of Mr. Mayhew is Denis Houser, President and CEO of Capital Analysts, LLC. Mr. Houser or his designee is responsible to review the duties, responsibilities and trading of Mr. Mayhew and the Investment Management & Research team. If you have any questions about the trading or allocations in your account, please contact Mr. Houser at (215) 887-8111 ex. 4619.

## **Christopher J. Surrichio, CFA**

### **EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE**

Year of Birth: 1970

#### **Education**

Bachelor of Arts, Economics, Boston College, 1992

#### **Business Experience**

Capital Analysts, LLC, June 2012 – Present, Vice President and Portfolio Manager

Capital Analysts, LLC, June 2012 – Present, Investment Advisor Representative

Lincoln Investment Planning, LLC, June 2012 – Present, Investment Advisor Representative and Registered Representative

Capital Analysts, Incorporated, 2002 – June 2012, Vice President

#### **Professional Licenses/Designations**

Mr. Surrichio holds general securities principal, general securities representative and research analyst licenses with Lincoln, as well as through its affiliated RIA, Capital Analysts, LLC.

In addition, Mr. Surrichio maintains the following professional designations:

*Chartered Financial Analyst (CFA)*

Designation Status: Currently offered and recognized by the issuing organization

Issuing Organization: CFA Institute

Prerequisites/Experience Required: Candidate must meet one of the following requirements: Undergraduate degree and four years of professional experience involving investment decision-making, or four years qualified work experience (full time, but not necessarily investment related)

Educational Requirements: Self-study program (250 hours of study for each of the three levels)

Examination Type: Three course exams

Continuing Education/Experience Requirements: None

### **DISCIPLINARY INFORMATION**

Mr. Surrichio has no material legal or disciplinary events to report.

### **OTHER BUSINESS ACTIVITIES**

The IM&R team is responsible for the proprietary asset management programs offered by Lincoln and Capital Analysts, LLC, an affiliated investment adviser. The management of portfolios for both investment advisers may create a conflict.

Mr. Surrichio has no other business activities to report.

### **ADDITIONAL COMPENSATION**

Generally, members of the Investment Management & Research team are compensated through salaries and annual bonuses. They may be compensated with profit sharing contributions and, in some cases, participation in a long-term incentive plan. Salaries are fixed annually and are driven by the marketplace. Compensation is not affected by an increase in advised assets.

Please see the *Services, Fees and Compensation* section of the accompanying Form ADV 2A and/or Wrap Program brochure. This section describes in detail other potential forms of compensation in addition to the advisory fee paid to Lincoln Investment or Capital Analysts. Compensation to Lincoln Investment or Capital Analysts may be in the form of 12b-1 fees, shareholder servicing fees, administrative fees, or marketing support.

### **SUPERVISION**

The individual responsible for monitoring the advisory activities of Mr. Surrichio is Stephen T. Mayhew, Senior Vice President and Chief Investment Officer of Capital Analysts. Mr. Mayhew or his designee is responsible to review the duties, responsibilities and trading assigned to Mr. Surrichio. If you have any questions about the trading in your account, please call Mr. Mayhew at (215) 881-7734.



## **Gerald E. Burhop, CFA**

### **EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE**

Year of Birth: 1964

#### **Education**

Master of Business Administration, Finance, Temple University, 1998

Bachelor of Science, Agricultural Journalism/Advertising, University of Wisconsin-Madison, 1988

#### **Business Experience**

Lincoln Investment Planning, LLC, 2002 – Present, Vice President and Portfolio Manager

Lincoln Investment Planning, LLC, 2000 – Present, Investment Advisor Representative and Registered Representative

Lincoln Investment Planning, LLC, March 1999 – 2002, Mutual Fund Financial Analyst

Capital Analysts, LLC, 2014 – Present, Investment Advisor Representative

#### **Professional Licenses/Designations**

Mr. Burhop holds general securities principal and general securities representative licenses with Lincoln, as well as through its affiliated RIA, Capital Analysts, LLC.

In addition, Mr. Burhop maintains the following professional designations:

##### *Chartered Financial Analyst (CFA)*

Designation Status: Currently offered and recognized by the issuing organization

Issuing Organization: CFA Institute

Prerequisites/Experience Required: Candidate must meet one of the following requirements: Undergraduate degree and four years of professional experience involving investment decision-making, or four years qualified work experience (full time, but not necessarily investment related)

Educational Requirements: Self-study program (250 hours of study for each of the three levels)

Examination Type: Three course exams

Continuing Education/Experience Requirements: None

##### *Certificate in Investment Performance Measurement (CIPM)*

Designation Status: Currently offered and recognized by the issuing organization

Issuing Organization: CFA Institute

Prerequisites/Experience Required: Candidate must meet one of the following requirements: Two years of professional experience “substantially entailing performance-related activities,” or four years of investment industry work experience

Educational Requirements: Self-study program (100 or more hours of study for each of the two levels)

Examination Type: Two level exams (Principles and Expert)

Continuing Education/Experience Requirements: None

### **DISCIPLINARY INFORMATION**

Mr. Burhop has no material legal or disciplinary events to report.

### **OTHER BUSINESS ACTIVITIES**

The IM&R team is responsible for the proprietary asset management programs offered by Lincoln and Capital Analysts, LLC, an affiliated investment adviser. The management of portfolios for both investment advisers may create a conflict.

Mr. Burhop has no other business activities to report.

### **ADDITIONAL COMPENSATION**

Generally, members of the Investment Management & Research team are compensated through salaries and annual bonuses. They may be compensated with profit sharing contributions and, in some cases, participation in a long-term incentive plan. Salaries are fixed annually and are driven by the marketplace. Compensation is not affected by an increase in advised assets.

Please see the *Services, Fees and Compensation* section of the accompanying Form ADV 2A and/or Wrap Program brochure. This section describes in detail other potential forms of compensation in addition to the advisory fee paid to Lincoln Investment or Capital Analysts. Compensation to Lincoln Investment or Capital Analysts may be in the form of 12b-1 fees, shareholder servicing fees, administrative fees, or marketing support.

#### **SUPERVISION**

The individual responsible for monitoring the advisory activities of Mr. Burhop is Stephen T. Mayhew, Senior Vice President and Chief Investment Officer of Capital Analysts, LLC. Mr. Mayhew or his designee is responsible to review the duties, responsibilities and trading assigned to Mr. Burhop. If you have any questions about the trading in your account, please call Mr. Mayhew at (215) 881-7734.

## **Brian Moran**

### **EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE**

Year of Birth: 1967

#### **Education**

Master of Business Administration, Drexel University, 2012

Bachelor of Science, Economics, University of Pennsylvania, 1990

#### **Business Experience**

Capital Analysts, LLC, June 2012 – Present, Institutional Trading Manager

Capital Analysts, LLC, June 2012 – Present, Investment Advisor Representative

Lincoln Investment Planning, LLC, June 2012 – Present, Investment Advisor Representative and Registered Representative

Capital Analysts, Incorporated, 2001 – June 2012, Institutional Trading Manager

#### **Professional Licenses/Designations**

Mr. Moran holds general securities principal, general securities representative, municipal securities principal, and options principal licenses with Lincoln, as well as through its affiliated RIA, Capital Analysts, LLC.

### **DISCIPLINARY INFORMATION**

Mr. Moran has no material legal or disciplinary events to report.

### **OTHER BUSINESS ACTIVITIES**

The IM&R team is responsible for the proprietary asset management programs offered by Lincoln and Capital Analysts, LLC, an affiliated investment adviser. The management of portfolios for both investment advisers may create a conflict.

Mr. Moran has no other business activities to report.

### **ADDITIONAL COMPENSATION**

Generally, members of the Investment Management & Research team are compensated through salaries and annual bonuses. They may be compensated with profit sharing contributions and, in some cases, participation in a long-term incentive plan. Salaries are fixed annually and are driven by the marketplace. Compensation is not affected by an increase in advised assets.

Please see the *Services, Fees and Compensation* section of the accompanying Form ADV 2A and/or Wrap Program brochure. This section describes in detail other potential forms of compensation in addition to the advisory fee paid to Lincoln Investment or Capital Analysts. Compensation to Lincoln Investment or Capital Analysts may be in the form of 12b-1 fees, shareholder servicing fees, administrative fees, or marketing support.

### **SUPERVISION**

The individual responsible for monitoring the advisory activities of Mr. Moran is Stephen T. Mayhew, Senior Vice President and Chief Investment Officer of Capital Analysts, LLC. Mr. Mayhew or his designee is responsible to review the duties, responsibilities and trading assigned to Mr. Moran. If you have any questions about the trading in your account, please call Mr. Mayhew at (215) 881-7734.

## **Ted O'Donoghue**

### **EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE**

Year of Birth: 1976

#### **Education**

MBA, Investment Management/Finance, Smeal College of Business, Pennsylvania State University, 2008  
Bachelor of Arts, Economics, Bucknell University, 2000

#### **Business Experience**

Capital Analysts, LLC, April 2012 – Present, Senior Research Analyst  
Lincoln Investment Planning, LLC, April 2012 – Present, Investment Advisor Representative and Registered Representative  
Commonwealth Financial Network, July 2008 – December 2011, Investment Consultant  
Liberty Mutual, June 2007 – August 2007, CDP MBA Intern  
Columbia Management, November 2002 – August 2006, Regional Sales Consultant

#### **Professional Licenses/Designations**

Mr. O'Donoghue holds general securities principal and general securities representative licenses with Lincoln, as well as through its affiliated RIA, Capital Analysts, LLC.

#### **DISCIPLINARY INFORMATION**

Mr. O'Donoghue has no material legal or disciplinary events to report.

#### **OTHER BUSINESS ACTIVITIES**

The IM&R team is responsible for the proprietary asset management programs offered by Lincoln and Capital Analysts, LLC, an affiliated investment adviser. The management of portfolios for both investment advisers may create a conflict of interest.

Mr. O'Donoghue has no other business activities to report.

#### **ADDITIONAL COMPENSATION**

Generally, members of the Investment Management & Research team are compensated through salaries and annual bonuses. They may be compensated with profit sharing contributions and, in some cases, participation in a long-term incentive plan. Salaries are fixed annually and are driven by the marketplace. Compensation is not affected by an increase in advised assets.

Please see the *Services, Fees and Compensation* section of the accompanying Form ADV 2A and/or Wrap Program brochure. This section describes in detail other potential forms of compensation in addition to the advisory fee paid to Lincoln Investment or Capital Analysts. Compensation to Lincoln Investment or Capital Analysts may be in the form of 12b-1 fees, shareholder servicing fees, administrative fees, or marketing support.

#### **SUPERVISION**

The individual responsible for monitoring the advisory activities of Mr. O'Donoghue is Christopher Surrichio, Vice President and Portfolio Manager. Mr. Surrichio or his designee is responsible to review the duties, responsibilities and trading assigned to Mr. O'Donoghue. If you have any questions about the trading in your account, please call Mr. Mayhew at (215) 881-7733.