

Customer Relationship Summary

Brandywine Asset Management, Inc.

July 2021

Introduction

Brandywine Asset Management, Inc. (“Brandywine”) is an Investment Adviser registered with the U.S. Securities and Exchange Commission. We offer our clients investment advisory services. Clients should understand that the services we provide and fees we charge are different than those of a broker-dealer, and that it is important to understand the difference between the two. Free and simple tools are available to research firms and financial professional at <https://www.investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisers, and investing.

What Investment Services and Advice Can You Provide Me?

Description of Services: We offer investment advisory services to “qualified investors” in the form of asset management services which involves us managing and trading your designated account(s). In referring to qualified investors, we are specifically referencing that we only offer direct advisory services to those meeting both the SEC standard of a person being an “accredited investor” and also meet the Qualified Eligible Participant (QEP) standard as defined in the Commodity Exchange Act. For investors meeting these criteria, Brandywine will discuss your investment goals and design a strategy to try and achieve your investment goals. Brandywine will continuously monitor your account when providing asset management services and contact you at least annually to discuss your portfolio. For more information, please see Item 4 of our Form ADV Part 2A. When providing asset management services Brandywine provides services on a discretionary basis (we will have the authority to determine the type and amount of securities to be bought or sold in your account). For more information please see Item 16 of our Form ADV Part 2A.

Limited Investment Offerings: Brandywine is a specialist firm in that it offers investment advisory services built around two principal underlying “Return Driver” based models as a source of non-correlated returns. The first, or original offering which is referred to as “Brandywine True Alpha”, uses broadly diversified futures markets that are traded via its Return Driver based model. These returns can act as a non-correlated compliment to traditional asset classes. Our second broad category offers what we term “Protected Portfolios” in which we use our “Return Driver based Diversifier” to generate non-correlated returns (to equity markets) and using those returns we purchase put protection on long equity exposure such as the S&P 500. In this latter “Protected Portfolio” type either Brandywine or the client manages the long equity or “beta” exposure segment of the investment, depending on the agreement and specific Brandywine offering (a separately managed account vs. a private partnership fund, vs a collective investment trust).

Conversation Starters:

- Given my financial situation, should I choose an investment advisory service? Why or why not?

- Does Brandywine offer comprehensive investment advisory services or should I be working with an additional advisor?
- What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

What Fees Will I Pay?

Account & Fee Minimums: Generally, the minimum investment for Brandywine's private funds is \$100,000 and the minimum investment for a separately managed account is \$10,000,000. Brandywine offers investors various fee options. Brandywine's funds charge the greater of a management fee based on the amount of assets under management OR a performance fee based on the performance of Brandywine relative to a "Hurdle Rate." Brandywine is paid the larger of the two fees. Brandywine does not charge both the management fee AND the performance fee. The fees are quoted on an annualized basis but Brandywine collects its fees on a monthly basis. More specifically, at the beginning of each month Brandywine shall receive a monthly Management Fee of 1/6 of 1% of each investors' assets under management, subject to repayment as described herein. At the end of each calendar quarter each investor will reallocate to Brandywine a "Performance Fee" equal to 1/3 of the profits earned by such investor in excess of the "Hurdle Rate" during the quarter and any previous management fees paid during the quarter will be refunded up to the lesser of i) the total Management Fees paid that quarter or ii) the Performance Fee. If Brandywine underperforms the Hurdle Rate that underperformance is accrued and all cumulative underperformance and Management Fees must be recovered before Brandywine receives any future Performance Fee.

Additional Information: You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. For more information about the fees we charge and the other fees and expenses you will incur please see Item 5 of Form ADV Part 2A.

Conversation Starters:

- Help me understand how these fees and costs might affect my investments.
- If I give you \$100,000 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 interest do you have?

Standard of Conduct

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. Brandywine does not recommend individual securities for clients, but instead manages private funds or provides risk protection to existing accounts managed by the client or other advisors. Brandywine invests alongside clients in the same private funds managed by Brandywine and does not maintain a firm proprietary trading account to trade in individual securities. Other than the private funds managed by Brandywine, Brandywine does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist.

Brandywine's employees may buy or sell securities for their own accounts and may buy or sell securities that are also held by clients. In order to minimize conflicts of interest, Brandywine's employees are required to disclose all reportable securities transactions as well as provide Brandywine with copies of their brokerage statements.

The Chief Compliance Officer of Brandywine is Michael Dever. He reviews all employee trades each quarter. The personal trading reviews help ensure that the personal trading of employees does not affect the markets and that clients of Brandywine have received preferential treatment over employee trades. You should understand and ask us about these conflicts because they can affect the investment advice we provide you.

Brandywine does not receive any external compensation for the sale of securities to clients, but investment advisor representatives who introduce investors to Brandywine may receive commissions for the sale of securities as registered representatives of unaffiliated broker dealers.

This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. As registered representatives, investment advisor representatives do not charge advisory fees for the services offered through unaffiliated broker dealers. This conflict is mitigated by the fact that investment advisor representatives of Brandywine have a fiduciary responsibility to place the best interest of the client first and clients are not required to purchase any products or services. Clients have the option to purchase these products through another registered representative of their choosing.

Additional Information: For more information about our conflicts of interests and the ways we are compensated please see Item 4, Item 5, Item 10, and Item 14 of our Form ADV Part 2A.

Conversation Starters:

- [How might your conflicts of interest affect me, and how will you address them?](#)
- [How do your financial professionals make money?](#)

Description of Salary/Payment of IARs

We have different compensation arrangements for our investment adviser representatives. Generally, they are compensated based solely on the level of assets that they bring into Brandywine and then a share of the total management and incentive fees Brandywine earns on those assets. Paying bonuses and other compensation based on revenue we earn from advisory services or recommendations creates a conflict of interest as it gives those representatives an incentive to recommend you invest more in your account with us due to the potential for increased payments. Not all advisors recommending Brandywine and its services will receive compensation from Brandywine. If you are recommended to Brandywine by another advisor, you should ask Brandywine and / or that other advisor if there is a relationship involving compensation from Brandywine to your advisor.

Do you or your financial professionals have legal or disciplinary history?

None of our professionals has any legal or disciplinary history to disclose. Visit [Investor.gov/CRS](https://www.investor.gov/CRS) for a free and simple search tool to research us and our financial professionals.
<https://www.investor.gov/CRS>.

Conversation Starter:

- As a financial professional, do you have any disciplinary history? For what type of conduct?
- Additional Information about Brandywine

Additional information

Additional information about Brandywine along with copies of our Form ADV Part 2A disclosure brochure and this relationship summary are available on the Internet at <https://www.Brandywine.com/>. You can find our disclosure brochures and other information about us on the SEC's Investment Adviser Public Disclosure website at <https://adviserinfo.sec.gov/firm/summary/pending>. For up-to-date information and to request a copy of the relationship summary, we can be reached by phone at 610-361-1000.

Conversation Starter:

- Who is my primary contact person?
- Is he or she a representative of an investment-adviser or a broker-dealer?
- Who can I talk to if I have concerns about how this person is treating me?

To Download a Copy of the ADV Part 3, [Click Here](#)