



**FIRM BROCHURE
(PART 2A OF FORM ADV)**

**Veritable, L.P.
6022 West Chester Pike
Newtown Square, PA 19073
610-640-9551
www.veritablelp.com**

This brochure provides information about the qualifications and business practices of Veritable, L.P. If you have any questions about the contents of this brochure, please contact us at: (610) 640-9551 or contact Charles Keates, the General Counsel and Chief Compliance Officer, by email at ckeates@veritablelp.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Registration with the SEC does not imply a certain level of skill or training.

Additional information about Veritable, L.P. also is available on the SEC's website at: www.adviserinfo.sec.gov.

March 31, 2011

Item 2. Material Changes

Veritable's brochure ("Brochure") complies with the new formatting and content requirements in the new Form ADV, Part 2. This is the first filing of Form ADV, Part 2 under the "brochure rule" in this particular format.

This section will be amended annually, as necessary, to identify and discuss material changes to the Brochure since the previous release of the Brochure.

Item 3.

TABLE OF CONTENTS

Item 4. Advisory Business.....	4
Item 5. Fees and Compensation.....	6
Item 6. Performance-Based Fees and Side-by-Side Management	13
Item 7. Types of Clients	13
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss	14
Item 9. Disciplinary Information	23
Item 10. Other Financial Industry Activities and Affiliations.....	23
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	25
Item 12. Brokerage Practices.....	26
Item 13. Review of Accounts	27
Item 14. Client Referrals and Other Compensation	28
Item 15. Custody	28
Item 16. Investment Discretion	28
Item 17. Voting Client Securities	28
Item 18. Financial Information.....	28

Item 4. Advisory Business

Overview of Advisory Firm

Veritable, L.P. (“Veritable”) is an investment adviser registered with the U.S. Securities and Exchange Commission (the “SEC”). Veritable was founded in 1986 as Stolper & Co. In 1997, Veritable merged into PNC Bank and became Hawthorn, a PNC Company. Veritable emerged in its present form in April 2004, when its partners, who had managed the investment consulting business of Hawthorn, completed a management buy-out. Michael A. Stolper owns 25% or more of Veritable and is considered a principal owner, as the term is defined by the SEC. He also owns 100% of Veritable’s general partner, Veritable GP, LLC and serves as its Managing Member. Michael has responsibility for the overall management and direction of our organization.

Advisory Services to Clients (other than Affiliated Funds)

Veritable provides discretionary investment supervisory services to its advisory clients (“advisory clients” or “clients”). Investment supervisory services include investment advisory, investment consulting, portfolio management, portfolio administration, portfolio reporting, and accounting services. Often, our clients are members of a family, and we refer to those as our “relationships,” of which we presently have 181, excluding LP Only Investors and Affiliated Funds. Specific services are detailed in each client’s Investment Consulting Agreement (“ICA”), which is an agreement entered into between Veritable and each of its advisory clients. Under the terms of the ICA, advisory clients appoint Veritable to act as discretionary adviser with full discretion over investment decisions related to the advisory client’s assets under management (“AUM,” further described below).

The ICA also includes the authority to recommend and retain other investment advisers that are not affiliated with Veritable to manage certain portions of an advisory client’s AUM. Veritable also may recommend and may invest advisory clients’ assets under management in pooled investment vehicles such as limited partnerships, limited liability companies and offshore corporations, and private funds, fund-of-funds, and hedge funds (hereinafter referred to collectively as “Investment Funds”). Such Investment Funds may be unaffiliated with Veritable (“Non-Affiliated Funds”), or may be affiliated with Veritable because Veritable or its affiliate is the general partner, manager, or adviser of such Investment Funds (“Affiliated Funds”). Clients will execute all relevant and necessary documentation with respect to investments in Affiliated Funds and/or Non-Affiliated Funds selected by the client.

In general, Veritable provides five fundamental services to its advisory clients:

1. Identify investment objectives and risk tolerance;
2. Develop and document asset allocation, investment policy and investment strategy;
3. Implement the investment strategy;

4. Provide continuous organization, administration, monitoring and reporting of financial assets; and
5. Perform due diligence on traditional, hedge and alternative fund managers.

(With respect to how Veritable tailors our advisory services to the individual needs of our clients, see Item 8 below for additional details).

Advisory Services to Affiliated Funds

Veritable provides advisory services to Affiliated Funds (defined above). Pursuant to an Investment Management Agreement (“IMA”) with each Affiliated Fund, Veritable assists and advises Veritable Partnership Holding, Inc. (“VPHI” or “General Partner”), a wholly-owned subsidiary of Veritable and the General Partner of each Affiliated Fund, with managing certain business operations of an Affiliated Fund. As manager or adviser of an Affiliated Fund, Veritable assists and advises the General Partner with: (i) identification, evaluation and selection of potential investment funds (“Non-Affiliated Funds”) in which to invest an Affiliated Fund’s assets and potential investment managers (“Non-Affiliated Managers”) to manage an Affiliated Fund’s assets; (ii) allocation of an Affiliated Fund’s assets among the Non-Affiliated Funds and Non-Affiliated Managers; (iii) monitoring of the ongoing performance of an Affiliated Fund; and (iv) providing other portfolio management, investment management, administrative and managerial services for an Affiliated Fund.

Notice Regarding Certain Affiliated Fund Investors: Investors in the Affiliated Funds who have no other relationship with Veritable (i.e., they are not receiving comprehensive investment consulting services pursuant to an ICA) (referred to hereafter as “LP Only Investors”) are not separate advisory clients of Veritable. As such, Veritable will not directly provide LP Only Investors with any separate investment consulting services related to their respective investment(s) in the Affiliated Funds. Additionally, LP Only Investors are subject to a different Comprehensive Fee or Management Fee rate than advisory clients depending upon the Affiliated Fund (See Item 5, Fees and Compensation). The nature, rate, method of calculation and manner of payment of the Comprehensive Fee or Management Fee for LP Only Investors is fully disclosed in the Offering Documents (defined below) of each Affiliated Fund. For the LP Only Investors, the Comprehensive Fee or Management Fee only covers services performed by Veritable as manager of the Affiliated Funds and not as the separate Investment Consultant of LP Only Investors (see Item 5, Fees and Compensation). Under the terms of an IMA, the Affiliated Funds themselves are advisory clients of Veritable. LP Only Investors are not separate advisory clients of Veritable.

Recommendations Regarding Affiliated Funds

Veritable may from time to time recommend its Affiliated Funds to clients; in certain instances we will build a new Affiliated Fund for advisory clients and tailor it to meet the objectives of those relationships. The advisory clients determine whether or not to use these pooled investment vehicles. Each advisory client will execute agreements with any Affiliated Fund selected by such client.

Recommendations Regarding Non-Affiliated Investment Managers and Non-Affiliated Funds

Veritable may from time to time recommend to its clients the selection and retention of other investment managers (“Non-Affiliated Managers”) to manage certain portions of a Veritable client’s AUM. Veritable may also recommend to its clients certain non-affiliated Investment Funds (“Non-Affiliated Funds”) for investment of portions of the client’s AUM. All investments managed by Non-Affiliated Managers and all funds invested in Non-Affiliated Funds will be treated as assets under management by Veritable and will be subject to the payment of the Investment Consultant Fee (described below). Each advisory client will execute agreements with Non-Affiliated Managers and Non-Affiliated Funds selected by such client. All compensation paid to Non-Affiliated Managers and to Non-Affiliated Funds (if applicable) will be in addition to compensation payable to Veritable under the ICA and is specified in the sub-advisory agreement with its Non-Affiliated Manager or in its Non-Affiliated Fund’s operating documents.

Assets under Management

As of December 31, 2010, Veritable managed approximately \$10,058,000,000 billion of client assets on a discretionary basis.

An Observation Regarding the Methodology for Computing Number of Clients and Accounts

As of December 31, 2010, Veritable manages 181 family relationships excluding LP Only Investors and Affiliated Funds. “Item 5 Information About Your Advisory Business” on Form ADV is completed as of December 31, 2010, however, counting each advisory client or alternatively, each account, results in a number much higher than the actual number of family relationships.

For example, Veritable counts each sub-family relationship as a separate “Client” in Item 5C using internal criteria such as grouping together related individuals and family entities covered under the same quarterly report(s), investment policy and/or investment consulting agreement as well as those covered under the same Investment Officer Team. Additionally, Veritable includes each LP Only Investor (although such investor is not an investment consulting client of Veritable) and each Affiliated Fund in the client count. With respect to the “Total Number of Accounts” in Item 5F, Veritable counts each individual custody or prime broker account for each individual and family related entity. One unintended outcome of the previous methodology is that by dividing the total discretionary AUM by either the number of clients listed in Item 5C or the number of accounts in Item 5F, it makes the simple arithmetic average of AUM for each family relationship appear much smaller than it actually is. As reported after December 31, 2010 following the new methodology, the average AUM will more accurately reflect how our business is operated, with emphasis on the family relationships.

Item 5. Fees and Compensation

Veritable is compensated for the investment advisory services it provides to its clients either by a percentage of assets under management or through a fixed fee. Veritable is also

compensated for the portfolio and investment management services that we provide to the Affiliated Funds (see Affiliated Funds fee schedule below).

Basic Fee Schedule

Veritable's basic fee schedule for new clients will be the greater of \$75,000 per year, or:

- 45 Basis Points (0.45%) per annum on the first \$50 million of AUM
- 35 Basis Points (0.35%) per annum on the next \$150 million of AUM
- 25 Basis Points (0.25%) per annum on the next \$300 million of AUM
- 15 Basis Points (0.15%) per annum on amounts over \$500 million of AUM

This fee schedule went into effect as of July 1, 2006. Existing clients of Veritable that became clients prior to July 1, 2006 are subject to the fee schedules contained in their individual ICA's.

Investment Consultant Fee[^]

Veritable is compensated as an Investment Consultant for providing investment recommendations, portfolio management and investment consultant services to its clients with respect to their AUM in accordance with the fee schedule and other provisions as agreed to in each client's Investment Consulting Agreement. The Investment Consultant Fee does not include compensation for the portfolio and investment management services provided by Veritable to the Affiliated Funds (see Affiliated Funds fee schedule below).

Affiliated Funds' Management Fee or Comprehensive Fee[^]

In addition to the Investment Consultant Fee described above, advisory clients that choose investments in one or more of certain Affiliated Funds identified below are subject to an additional fee (either a "Comprehensive Fee" or a "Management Fee" depending upon the Affiliated Fund) charged by such Affiliated Fund pursuant to the terms of the limited partnership agreement for each Affiliated Fund. The terms of an agreement are described in each Affiliated Fund's Confidential Private Placement Memorandum and subscription documents ("Offering Documents"). The Comprehensive Fee or Management Fee covers services provided by Veritable to such Affiliated Fund including portfolio management, investment management, and administrative services. The Comprehensive Fee or Management Fee is in addition to the Investment Consulting Fee; therefore, advisory clients may be subject to duplicate portfolio and investment management fees when all or part of the advisory client's assets under management are invested in Affiliated Funds.

Below is a fee schedule of the Affiliated Funds[^]:

<u>Fund</u>	<u>Fees</u>
<u>Perceval Investment Partners, L.P.</u> <u>Pleiades Investment Partners, L.P.</u> <u>The Vittoria Fund, L.P.</u>	<ul style="list-style-type: none"> • Class A Limited Partner* subject to a comprehensive fee paid quarterly at an annual rate of 0.35% of a Class A Limited Partner's capital; or • Class B Limited Partner** subject to a comprehensive fee paid quarterly at an annual rate of 1.60% of a Class B Limited Partner's capital
<u>The Pleiades Offshore Fund, Ltd.</u> <u>The Vittoria Offshore Fund, Ltd.</u>	<ul style="list-style-type: none"> • Offshore investor subject to a management fee paid quarterly at an annual rate of 1.25% of the net assets of the Fund; and • Offshore Fund, as a Class A Limited Partner in the onshore fund, subject to the comprehensive fee described above
<u>Veritable AV Partners, L.P.</u> <u>Veritable BP Partners, L.P.</u> <u>Veritable CC Partners, L.P.</u> <u>Veritable Global Event Driven Strategy, L.P.</u> <u>Veritable HR Partners, L.P.</u>	<ul style="list-style-type: none"> • so long as a Class A investor remains an investment consulting client of Veritable, the investor will not be subject to a management fee; or • Class B Limited Partner subject to a management fee paid quarterly at an annual rate of 1.25% of a Class B Limited Partner's capital
<u>Veritable Silver Point Partners, L.P.</u> <u>Veritable WCP Partners, L.P.</u>	<ul style="list-style-type: none"> • management fee paid quarterly at an annual rate of 1.25% of the Limited Partner's capital account. However, so long as the investor remains an investment consulting client of Veritable, the management fee is waived. • administration fee for time spent by Veritable's personnel in managing the Fund; not to exceed 0.50% per year of the value of the Fund's assets* <p>*Administration Fee has been waived for all investors.</p>

<p><u>Veritable Private Equity Partners, L.P.</u></p>	<ul style="list-style-type: none"> • management fee paid quarterly at an annual rate of 1.25% of the Limited Partner's capital account. However, so long as the investor remains an investment consulting client of Veritable, the management fee is waived. • cost reimbursement for time spent by Veritable's personnel in managing the Fund; not to exceed 0.50% per year of the value of the Fund's assets* <p>*Cost Reimbursement has been waived for all investors.</p>
<p><u>Veritable Regiment Partners, L.P.</u></p> <p>There are two series and four classes of this partnership:</p> <p>Veritable Regiment Partners, L.P. – Series A Veritable Regiment Partners L.P. – Series B, Class 1 Veritable Regiment Partners L.P. – Series B, Class 2 Veritable Regiment Partners, L.P. – Series B, Class 3</p>	<ul style="list-style-type: none"> • management fee paid quarterly at an annual rate of 1% of the Limited Partner's capital account. However, so long as the investor remains an investment consulting client of Veritable, the management fee is waived.
<p><u>Bennu Investment Partners, L.P.</u></p>	<ul style="list-style-type: none"> • advisory fee based on the Limited Partner's invested capital • administration fee for time spent by Veritable's personnel in managing the Fund; not to exceed 0.50% per year of the value of the Fund's assets* <p>*Administration Fee has been waived for all investors.</p>
<p><u>HTWI, L.P.</u></p>	<ul style="list-style-type: none"> • management fee paid quarterly at an annual rate of 1% of the Limited Partner's capital account. However, so long as the investor remains an investment consulting client of Veritable, the management fee is waived

* Class A Limited Partners are investors that have retained Veritable to provide comprehensive investment consulting services under a separate ICA

**Class B Limited Partners are investors in an Affiliated Fund that have not otherwise retained Veritable for investment consulting services under an ICA

^ Fee arrangements with Veritable are negotiable. Veritable, in its sole discretion, may waive, rebate or reduce the fees it charges.

Fee for Recommendations for Non-Affiliated Managers and Non-Affiliated Funds

Advisory clients are subject to an Investment Consultant Fee for all investments managed by Non-Affiliated Managers and all assets invested in Non-Affiliated Funds. Each advisory client will execute agreements, including fee agreements, with Non-Affiliated Managers and Non-Affiliated Funds selected by the advisory client. All compensation paid by advisory clients to Non-Affiliated Managers and/or Non-Affiliated Funds will be in addition to compensation payable to Veritable as the Investment Consultant under the terms of the advisory client's ICA.

Other Expenses

In addition to paying the Investment Consultant Fee (as well as being subject to any Comprehensive or Management Fees if applicable), each client is responsible for all expenses that arise directly in connection with transactions effected by Veritable, on behalf of a client, pursuant to the advisory client's ICA. Expenses include custodial fees, taxes (and any penalties or interest with respect thereto) required to be withheld, assessed against the investment or client, or otherwise payable by the client, investment expenses such as commissions, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, and other expenses reasonably related to the purchase, sale or transmittal of the AUM. In addition, a client invested in one or more of the Affiliated Funds will pay additional expenses incurred through each Affiliated Fund. Such expenses are for payments made by the Affiliated Fund for third-party services such as management fees, performance fees or special allocations paid to Non-Affiliated Managers and Non-Affiliated Funds, audit, tax, accounting, legal, custody and other administrative fees.

Clients will also incur brokerage and other transaction costs. Please refer to Item 12 – Brokerage Practices, for more information about brokerage fees.

Method for Calculating Investment Consultant Fee

Veritable's Investment Consultant Fee will be calculated on each client's total AUM as identified in the portfolio summaries or appraisals at the end of quarterly report(s) prepared for each client and itemized in quarterly billing invoices prepared by Veritable and submitted to each client.

A. Assets Under Management ("AUM") Defined

Upon executing an ICA by and between an advisory client and Veritable, each client's beginning AUM is agreed upon by all parties and is identified as AUM in the quarterly report(s) and separate billing invoice(s) prepared by Veritable and submitted to the client going forward. AUM includes all marketable securities, interests in Investment Funds, cash and other property that are either held on behalf of a client in one or more custodian accounts or are legally titled in such client's name. AUM is held by either a single qualified custodian or several different qualified custodians. AUM include any cash or securities owned by a client at the time of executing the ICA (and identified as part of the ICA by the client) and any time thereafter, and the parties mutually agree that all such assets are includable in AUM for fee calculation purposes, without regard to the date of purchase or investment. For example, unless expressly excluded by the ICA, AUM may include, but is not limited to, interests in both Affiliated and

Non-Affiliated Investment Funds and concentrated stock positions, including Non-Affiliated Investment Funds which were selected and purchased by a client or its previous advisor(s) prior to retaining Veritable. To the extent AUM includes Non-Affiliated Investment Funds and concentrated stock positions, Veritable will provide continuous and regular supervisory or management services with respect to such assets excluded from AUM, even though the nature and extent of Veritable's activities may vary depending on the nature of such assets. Securities excluded from assets under management are listed on Attachment C of the ICA, and are discussed further below.

B. Certain Securities Excluded From AUM

1. Reportable Items

The parties may agree to exclude certain securities from the total AUM calculation and specify such exclusions on Attachment C to the ICA. Such excluded securities may, however, appear as reportable items only in either one or more of the portfolio summaries or appraisals at the end of each client's quarterly report(s) or in a supplemental or separate section at the back of the report(s) as determined by Veritable. Additionally, Veritable may track performance of certain excluded securities at its discretion. In any event, securities that are excluded from AUM will be clearly marked as such in the report(s).

2. Supplemental Limitation of Liability and Indemnification Regarding Excluded Assets

Veritable will not be liable for any loss, damage or liability incurred by clients, with regard to excluded securities, arising out of any investment advice provided by Veritable at the request of client and without compensation. An advisory client will indemnify, defend and hold Veritable and its officers, directors, employees, agents and representatives harmless from and against any suit, judgment, claim, demand, loss, liability, expense, interest and legal fees and expenses ("Losses and Expenses") arising out of or in connection with the ICA or Veritable providing any investment advice on excluded assets.

C. Fee Payment and Calculations Under the Basic Fee Schedule

The Investment Consultant Fee charged by Veritable is based on the fee schedule set forth in Attachment B of the ICA or another subsequent schedule agreed to by the parties in writing at a later date. Each client will receive quarterly invoices that specifically identify for that period the total AUM subject to charge, the current fee schedule being applied, a breakdown of each person or entity being charged, each custody account from which the fee is being automatically deducted, if applicable, or whether the person or entity is being separately billed. The method of payment by the advisory client will be determined by the parties in the ICA.

The fee will begin accruing as of the date of the fully executed ICA unless otherwise agreed to by the parties. To the extent that related parties are covered by the same ICA, the fee will be allocated among such parties on a pro-rata basis (i.e., in proportion to the respective AUM of such related parties) unless otherwise agreed to by the parties. The fee will be charged quarterly in advance during the first month of each calendar quarter based on each client's total AUM as of the last quarter end, except for the first billing cycle. For the first billing cycle, the

fee will be calculated retroactive to the date of full execution of the ICA and applied after the initial quarter report is prepared. Fees may be negotiated under certain circumstances, which may result in clients paying different fees than other clients. With respect to billing arrangements, to the extent different clients wish to be treated differently for purposes of billing by the Veritable, such differential treatment will be reflected as an addendum to or in Attachment B of the ICA. Typically for most of Veritable's clients, the fee is automatically deducted from clients' assets, but several clients have requested Veritable to invoice them instead.

D. Calculations Relating to the Affiliated Funds

The nature, rate, method of calculation and manner of payment of the Comprehensive Fee or Management Fee is disclosed in the Offering Documents relating to each Affiliated Fund in which a client or LP Only Investor invests.

Termination of Investment Consulting Agreement; Interests in Affiliated Funds

Subject to the terms of each client's ICA, typically the ICA may be terminated by any party to the ICA giving at least 30 days' prior written notice to the other party(ies). Any fees paid before the termination of the ICA becomes effective will be prorated to the date of termination specified in the notice of termination, and any unearned portion of such fees will be refunded to the applicable client(s).

In the event that the ICA is terminated with respect to a client, and such client at the time of termination holds limited partnership interests or other interests ("Interests") in one or more of The Vittoria Fund, L.P., Pleiades Investment Partners, L.P., Perceval Investment Partners, L.P., Veritable AV Partners, L.P., Veritable BP Partners, L.P., Veritable CC Partners, L.P., Veritable Global Event Driven Strategy, L.P., or Veritable HR Partners, L.P., each of which is an Affiliated Fund, and such client wishes to remain invested in one or more of those Affiliated Funds, such client's Interests will automatically be converted to a different share class that applies to investors of such Affiliated Fund(s) that are not advisory clients of Veritable. All such actions are conducted pursuant to the applicable agreement(s) of limited partnership and as further described in the applicable Offering Documents. The nature, rate, method of calculation and manner of payment of either the Comprehensive Fee or Management Fee that apply to such different share class is fully disclosed in the Offering Documents of each Affiliated Fund.

In the event that the ICA is terminated with respect to a client, and such client at the time of termination holds Interests in one or more Affiliated Funds other than those specifically identified above, such client agrees that the terms of the ICA will continue to be applicable to such Interest(s), subject to the following modification:

(i) unless otherwise agreed to in writing by the parties, the Interest(s) will be the sole investment held by the client until the Interests are liquidated or transferred in accordance with the applicable agreement(s) of limited partnership and applicable law; and

(ii) so long as such client continues to own the Interest(s), the client will pay to Veritable an annual fee that will be charged quarterly. Such annual fee will be either 1.25% or 1.00% of the market value of the Interest(s) or capital commitment as specified in each Affiliated Fund's

Offering Documents, or, if applicable, an amount calculated in accordance with a new compensation schedule that is agreed to in writing by the parties.

Withdrawals from the Affiliated Funds, to the extent applicable, require a written notice period to the General Partner as specified in each Affiliated Funds' Offering Documents.

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

Veritable does not receive any performance-based fees or allocations. However, Veritable typically enters into arrangements with Non-Affiliated Managers and Non-Affiliated Funds which provide that the Non-Affiliated Managers of the Non-Affiliated Funds are compensated, in whole or in part, based on the appreciation in value (including unrealized appreciation) of the account during specific measuring periods.

Performance-based compensation arrangements may create an incentive for Non-Affiliated Managers and Non-Affiliated Funds to make investments that are riskier or more speculative than would be the case in the absence of such performance-based compensation arrangements. An Affiliated Fund may be required to pay performance-based compensation to Non-Affiliated Managers or Non-Affiliated Funds who make a profit for an Affiliated Fund in a particular fiscal year even though an Affiliated Fund may in the aggregate incur a net loss for such fiscal year.

We expect that, from time to time, a specific client account (including Affiliated Funds that are considered client accounts for these purposes) and our other accounts may participate in an investment opportunity at the same time. To the extent an investment opportunity is suitable for any such vehicles or accounts, the investment opportunity must be allocated among these entities or other investors seeking to partake in the opportunity. We expect that any such allocation of investment opportunities will be performed on a basis that we believe will be fair and equitable and will use all reasonable efforts to ensure that no participating entity or account receives preferential treatment over any other.

When presented with an investment opportunity, we will assess the suitability of the investment for an investor taking into account, among other things, the potential investor's investment objectives and strategies, risk profile, tax status, diversification requirements, liquidity needs and available assets for investment. We will also assess current market conditions and any other information relevant to the fair allocation of securities among the multiple potential investors. When an investment opportunity and the amount requested is suitable for more than one investment account, the investment opportunity will be allocated pro rata among such investment accounts.

There can be no assurances that the allocation of investment opportunities will not be of advantage to one client over another.

Item 7. Types of Clients

Veritable contracts for its services primarily with high net worth individuals and their family-related entities, such as trusts, estates, private charitable organizations, other corporations and business entities, but may include pension and profit sharing plans and public non-profits.

Although there is no set minimum of AUM, generally, accounts begin at \$20 million or more of AUM.

The minimum subscription in each of the Affiliated Funds, except for HTWI, L.P., is \$1,000,000. The minimum subscription for HTWI, L.P. is \$100,000. Each minimum subscription may be reduced, waived or increased by the General Partner in its sole and absolute discretion.

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

Methods of Analysis and Investment Strategies

A. Advisory Client Portfolio Management

Veritable was founded 25 years ago on the belief that we would strive to provide conflict-free, objective advice to individuals and families. This advice would encompass designing a plan and evaluating investment alternatives to implementing and monitoring the plan and its performance. What was missing from the investment community at that time was an organization that was prepared to see the investment process through the client's eyes – an advisor that would never lose sight of the client's unique needs and circumstances. This was, and will always be, Veritable's mission.

With respect to Veritable's investment philosophy, several fundamental tenets include:

1. Each client's financial objectives are unique and customization is required to help achieve their goals;
2. Accurately assessing risk tolerance is key to long-term strategy success;
3. Investment opportunities should be evaluated on an after-tax and after-fee basis*;
4. Client asset management expenses should be allocated towards opportunities that provide the greatest probability of investment outperformance; and
5. Control and liquidity provide quantifiable value in achieving investment success.

*Although Veritable considers the tax implications of transactions on a client's portfolio, Veritable does not provide tax advice or tax management services as part of its services to clients. A client should always consult with its tax advisor for specific tax advice.

Veritable's investment philosophy combines a pragmatic approach to establishing risk tolerance and a long-term commitment to a diversified set of higher risk capital market investments. The construction of the low risk, fixed income portfolio allocations is dominated by the analysis of client-specific objective and subjective inputs rather than interest rate and economic forecasting or market timing. Higher risk market allocations (equities and related asset classes) are built on a capital-market-weighted basis that is adjusted to reflect certain client, opportunity-set and market-specific considerations. Veritable uses a combination of passive investment solutions and active managers to implement the higher risk allocations. The resulting asset allocation is intended to promote a tax-efficient and disciplined, long-term approach to

investing. As Veritable clients generally appreciate safety and protection of their capital in down markets and portfolio participation in up markets, Veritable often employs hedged strategies in high-risk markets.

At the outset of a relationship, Veritable drafts an initial Investment Policy (the “Policy”) that will be presented to the family relationship for review, feedback and ultimate ratification. Investment Policy development begins with interviews of family members and advisors (to understand the family history, origin of the wealth, investment experience, cash flows, current investments, tax situation, personal goals and unique circumstances) and thorough reviews of relevant documents including brokerage statements, trust and estate documents, tax returns and the like. After this information is gathered and analyzed, Veritable documents its understanding of the family’s unique circumstances and their goals and risk tolerance in the Policy and recommends an asset allocation and implementation plan (including timing of purchases and sales, if applicable). Veritable’s asset allocation recommendations are derived through a combination of quantitative and qualitative analysis of a family’s or entity’s/portfolio’s unique circumstances (described in detail below). While Veritable is mindful of expected returns, standard deviations and correlations, it deemphasizes the use of models to determine “optimal” allocations because of the many shortfalls inherent in such models.

In establishing asset allocation recommendations, Veritable first establishes a baseline allocation to lower risk investments by analyzing the expected net withdrawals from a client’s portfolio over a period of ten to fifteen years. By immunizing the present value of these expected liabilities through the purchase of lower risk assets (i.e., predominantly cash and bonds), clients can more confidently invest the remainder of their portfolio in higher risk investments in pursuit of enhanced returns. This lower-risk baseline may be modified based on the clients’ goals for their wealth, overall comfort and familiarity with the market, and a mindfulness of the current state of the market.

The relevance of this baseline allocation to lower risk investments is then assessed through understanding the individual’s or family’s innate ability to tolerate volatility in a portfolio and absolute dollar and percentage losses. Ultimately, Veritable is aiming towards an asset allocation recommendation between lower and higher risk assets that has a high degree of likelihood of meeting a family’s objectives while protecting the portfolio from permanent declines in value.

Allocations to higher risk asset classes are generally based on world capital market weights such that the largest markets, like developed international equities and large-cap U.S. equities are assigned the biggest allocations and smaller markets like high yield bonds or emerging market equities start with the smallest allocations. These ‘baseline’ allocations are then adjusted according to a series of overlays.

The first overlay incorporates client attributes such as balance sheet and income statement items (such as concentrated or illiquid holdings, business activities or unique liabilities), and personal comfort or familiarity with various asset classes. These considerations may lead to a recommendation to over or underweight certain asset classes.

The second overlay addresses the relative availability of talented active management and/or hedged strategies within each asset class, either one of which could result in over or underweighting an asset class relative to the baseline allocation.

The third overlay provides a constrained level of opportunism relative to market weights. Veritable monitors a variety of spread and valuation metrics and the opinions of a wide variety of talented investment managers with whom it has regular contact. This may cause us to occasionally recommend modest adjustments in capital market weights or the introduction of investment strategies that do not otherwise fit the definition of a traditional capital market.

Investment Policies are designed to withstand routine market fluctuations, and are written to incorporate our clients' anticipated life events. That said, these Policies are revised periodically to adjust for life-changing circumstances such as family death, sale of a business or a marked change in objectives or cash flow needs.

With respect to rebalancing portfolios, Investment Officers monitor the departure of a client's portfolio from its investment policy allocation, weighing the costs (transaction and tax related) of rebalancing versus the benefits. A key consideration is whether an over or underweight to a specific asset class poses an unwarranted risk in the portfolio.

Outside managers may themselves choose to change their net exposure, which would affect the portfolio's exposure to a specific asset class. Veritable actively monitors those changes and incorporates them in the rebalancing decision above. Additionally, Veritable continuously performs research on emerging opportunities and, when appropriate, may suggest measured allocations to such investments.

B. Affiliated Fund Investment Management

As part of our advisory services, from time to time we make recommendations with respect to an investment by a client in Affiliated Funds. The following is an overview of the methods of analysis and investment strategies with respect to managing the Affiliated Funds. For more information about an Affiliated Fund, please refer to that Fund's Offering Documents. We also make recommendations from time to time, with respect to the selection and retention of other Non-Affiliated Managers to manage certain portions of the clients' assets and recommend Non-Affiliated Funds in which portions of the clients' AUM may be invested.

Members of Veritable's Research Team meet with a significant number of managers and screen even more by phone annually. These activities are augmented by the Investment Officer teams. Our manager ideas come from a variety of sources, including: other money managers, regulatory filings, industry publications, industry contacts, clients, etc. Our clients invest globally with well known, and sometimes difficult-to-access, managers through investment vehicles that meets their specific needs: directly into manager's funds, managed accounts, limited partnerships, mutual funds, fund of funds, and pooled client access partnerships (also called funds of managed accounts or affiliated multi-manager vehicles) across traditional long only, long/short equity, private equity, real estate as well as a variety of other alternative asset classes.

In asset classes that we expect our clients will always have exposure, Veritable has dedicated research resources charged with finding, researching, and monitoring the best

managers in these areas. Additionally, Veritable's Strategic Investment Committee identifies additional areas of interest and responds to incoming ideas. The Strategic Investment Committee then makes recommendations to Michael Stolper, Managing Member of the General Partner, about what avenues of research the firm should pursue.

A fundamental tenant of Veritable's investment selection decision is to understand an investment or a manager's investment process and how that investment or process may generate returns in the future. To do that, we attempt to understand how an investment works. We perform extensive research about a strategy and asset class. Where appropriate we will engage outside experts to assist us in the process.

Veritable seeks managers that possess the following characteristics:

- a. integrity of the organization and its people;
- b. a well-defined, original, repeatable research process;
- c. a reputable and verifiable investment background;
- d. strong analyst support with low turnover;
- e. low assets under management (if appropriate for the asset class);
- f. little or no formal marketing processes;
- g. a passion for their brand of investing (with no or very limited reliance on Wall Street); and,
- h. a large portion of manager's net worth invested in the strategy.

Veritable's team conducts research or interviews with portfolio managers, analysts, traders, and operations staff at a potential investment firm to gain a better understanding of the process, culture, roles, and responsibilities and to evaluate the manager's proprietary idea generation, analysis techniques and source of future performance. Veritable believes that seeing where and how someone works is critical to assess their potential for future success. In general, it takes several on-site meetings and calls with a manager to get to the formal due diligence process.

If Veritable determines that a manager may possess the ability to generate excess returns in the future, we continue the due diligence process, which may include as many as 50 substantive reference checks, operational due diligence, background checks, and preliminary negotiation of terms. While many advisors outsource this function, Veritable executes this due diligence internally by highly trained and experienced people. We believe that this enables our Research Team to ask better questions and rely on years of context and experience in a particular investment space. For example, having the right context around who a manager is and being able to disarm strangers who you are calling on for valuable reference information is critical. When one of our researchers can draw connections to relationships we may have in common with a potential reference, we immediately engage that person in a different way than an uninformed caller. Similarly, by being prepared and having experience, our researchers can engage a reference for valuable insights about a particular type of investment. Lastly, as a source of other potential investment ideas, calling on references can generate unique flow and access that is unavailable if this function is outsourced.

Due diligence also includes analyzing how historical returns were created. Where Veritable has high levels of positional transparency with prospective managers, portfolio trades are reviewed to analyze how their return was generated. Absent this analysis, an investor must rely on the numerous statistical measures for assessing risk. Although we do not ignore these metrics, we see them as a supplement to our fundamental analysis of a manager's returns. With this said, many qualitative factors are better leading indicators of future poor returns. For example, explosive growth in assets under management can be a sign of poor future returns, but a predecessor to that asset growth is the building of a marketing department.

Additionally, operational due diligence plays a prominent role in Veritable's manager due diligence process and has the ability to disqualify a manager no matter how well they might do in the investment category. Finally, due diligence does not end after a manager is hired; it is a process that must be maintained. Knowing when to get out of a manager is just as important as the entry.

Almost all of Veritable's research, manager sourcing, and due diligence is internal. The research effort is captured in Veritable's growing database of 5,000+ managers and notes and knowledge regarding managers interviewed before the database was established.

Veritable prefers bottom-up, research-driven strategies within the actively managed portions of the portfolio, as opposed to momentum or highly leveraged, high turnover, quantitatively driven strategies. Structurally, Veritable seeks and has obtained separate accounts and positional transparency with most managers for many years. The visibility and control of this transparency (along with carefully negotiated terms articulated in individual Investment Management Agreements), provide greater flexibility and peace of mind to Veritable and its clients during market turmoil. Veritable's current research focus areas include, but are not limited to, established investments such as International Equity, Small-Cap U.S. Equity, Mid/Large U.S. Equity, Distressed Securities, Credit and Private Equity and Real Estate Investment Trust Securities. Additionally, Veritable continues to explore new investment opportunities such as traditional "pure" alternatives, niche alternatives, activist investing and other equity long/short investment opportunities.

RISK FACTORS

Investors should be aware that an investment in a Fund (whether an Affiliated Fund or a Non-Affiliated Fund) involves a high degree of risk. There can be no assurance that a Fund's investment objective will be achieved or that a Limited Partner will receive a return of its capital. Investing in securities involves risk of loss that clients should be prepared to bear. The following is an overview of potential risks associated with investing in a Fund. For further information, please refer to a Fund's Offering Documents.

Concentration in Underlying Fund

A Fund's sole investment may be in an underlying non-affiliated fund (the "Underlying Fund") (i.e., the Fund is a so-called "feeder fund") and thus the Fund's holdings will not be diversified.

Contribution in Excess of Capital Commitment

A Fund may be required to make a contribution to an Underlying Fund in an amount in excess of its uncalled commitment pursuant to the limited partnership agreement of the Underlying Fund to satisfy an indemnification obligation. Each Limited Partner will be severally obligated to contribute its pro rata share of the contribution, which may be an amount in excess of its capital commitment to a Fund.

Illiquid and Long-Term Investments

A Fund may invest in illiquid securities, and it will generally not be able to sell its interest in the Fund or any securities distributed to it by the Underlying Fund. A Fund may not be able to withdraw capital or to withdraw as a limited partner or member from the Underlying Fund.

Importance of Key Personnel of the Underlying Fund

The Manager, as defined below, and the General Partner of the Affiliated Fund will have no control over the activities of the Underlying Fund. The operations of the Underlying Fund may be heavily dependent upon certain key personnel; the loss of services of such key personnel could adversely affect the Underlying Fund and, indirectly the Fund.

Management Risk

The General Partner, with the advice of Veritable, has complete discretion in investing a Fund's capital. A Fund's success depends, to a great extent, upon the ability of Veritable and the General Partner to establish appropriate investment strategies, to select Non-Affiliated Managers, and to properly allocate a Fund's assets among the Non-Affiliated Managers. Limited partners have no control over the selection of Non-Affiliated Managers.

Partnership Expenses

The expenses of a Fund (including the payment of fees by a Fund to the Non-Affiliated Managers and a Fund's pro rata share of expenses of any investment funds managed by the Non-Affiliated Managers in which a Fund invests) may be a higher percentage of net assets than would be found in other investment entities. A Fund's investments in other investment entities may result in a significant turnover rate and, therefore, commensurably high brokerage fees may be incurred.

Multiple Levels Of Fees

Investors in a Fund may pay multiple levels of fees to different managers for the management of the investment. These fees in the aggregate may reduce net return to an investor significantly. If it were possible for an investor to invest directly in the underlying vehicles, the investor might pay fewer levels of fees.

Multiple Portfolio Managers

A Fund invests with Non-Affiliated Managers who make their trading decisions independently. It is possible that one or more of such Non-Affiliated Managers may, at any time, (i) take positions opposite those taken by other Non-Affiliated Managers; (ii) compete with each other for similar positions at the same time, and (iii) take positions for their other clients which may be opposite to positions taken for the Fund. The Fund disclaims any duty to mitigate the effects of this potential competition of Non-Affiliated Managers.

Performance-Based Compensation Arrangements with Portfolio Managers

A Fund will typically enter into arrangements with Non-Affiliated Managers which provide that Non-Affiliated Managers be compensated, in whole or in part, based on the appreciation in value of the account during specific measuring periods. Such performance-based arrangements may create an incentive for Non-Affiliated Managers to make investments that are riskier or more speculative than would be the case in the absence of such performance-based compensation arrangements. See discussion above under Item 6, Performance-Based Fees and Side-by-Side Management.

Limits on Information

Although Veritable will request detailed information from each Non-Affiliated Manager regarding the Non-Affiliated Manager's historical performance and investment strategy, it may not always be provided with detailed information regarding all the investments made by the Non-Affiliated Manager because certain of this information may be considered proprietary information by Non-Affiliated Managers.

Market Risk

The risk that the value of securities owned by a Fund may decline, at times sharply and unpredictably, because of economic changes or other events that affect individual issuers or large portions of the market.

Lack of Diversification

Although a Fund may invest its assets across several Non-Affiliated Managers, there is no limit as to the percentage of a Fund's assets that can be allocated to any one Non-Affiliated Manager. It is also possible that several Non-Affiliated Managers may take substantial positions in the same security or group of securities at the same time. This may subject the investments of a Fund to more rapid change in value than would be the case if the assets were more widely diversified.

Investment In Unregistered And Restricted Securities

A Fund's interests in the Non-Affiliated Managers generally will not be registered under the securities laws, are subject to legal and contractual restrictions on transfer, and are illiquid. A Fund may also invest in other unregistered securities, the transfer of which is restricted. These

investments generally are less liquid than investments in registered securities, and may reduce the ability of a Fund to quickly transform its portfolio into cash to pay withdrawals or expenses.

Increased Costs of Frequent Trading

Many of the strategies employed by the Non-Affiliated Managers may require frequent trading and, as a result, portfolio turnover and brokerage commission expense may significantly exceed those of other investment entities of comparable size.

Derivatives

Complex derivative instruments which seek to modify or replace the investment performance of particular securities, commodities, currencies, interest rates, indices or markets on a leveraged or unleveraged basis may have counterparty risk and may not perform in the manner expected by the counterparties. Derivatives are also subject to interest rate and credit risk volatility, world and local market price and demand, and general economic factors and activity. Derivatives may have very high leverage embedded in them which can substantially magnify market movements and result in losses greater than the amount of the investment.

Swaps

Investments in swaps involve the exchange by a Fund or a Non-Affiliated Manager with another party of all or a portion of their respective interests or commitments, which subjects a Fund to risk of default by the counterparty. Swaps can also magnify losses and gains due to their structure.

Hedging Transactions

Veritable may select Non-Affiliated Managers that utilize financial instruments or transactions to seek to hedge against fluctuations in the relative values of their portfolio positions as a result of changes in currency exchange rates and market interest rates. Such hedging transactions limit the opportunity for gain if the value of the portfolio position should increase, and it may not be possible for Non-Affiliated Managers to hedge against certain exchange rate or interest rate fluctuations.

Short Sales

A Fund or a Non-Affiliated Manager may engage in “short selling” of securities. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on a Fund’s portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss.

Options

Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, to

either purchase or sell the underlying security or other instrument for a specific price at a certain time or during a certain period.

Leverage

The use of leverage may expose a Fund to risks such as (i) greater losses from investments than would result in the absence of borrowing to make the investments, (ii) margin calls or changes in margin requirements may force premature liquidations of investment positions, and (iii) losses on investments where the investment fails to earn a return that equals or exceeds a Fund's cost of leverage related to such investments.

Commodity and Futures Contracts

Commodity futures markets (including financial futures) are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. Commodity futures trading may involve significant leverage and may be illiquid.

Forward Contracts

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. Disruptions can occur in any market traded by a Non-Affiliated Manager due to unusually high trading volume, political intervention or other factors. The imposition of controls by government authorities might also limit such forward (and futures).

Limited Withdrawal Rights

Limitation on withdrawal rights and the inability to trade limited partnership interests create a relatively illiquid investment and involves a high degree of risk.

Lack of Liquidity of Fund Assets, Valuation

A Fund's assets may, at any given time, include securities and other financial instruments or obligations which are thinly-traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value accurately any such investments. The valuation of a security by a Non-Affiliated Manager may create a conflict of interest, as their value will affect the Non-Affiliated Manager's compensation.

Foreign Securities

Investing in foreign (non-U.S.) securities may result in a Fund experiencing more rapid and extreme changes in value than a fund that invests exclusively in securities of U.S. companies,

due to less liquid markets, and adverse economic, political, diplomatic, financial, and regulatory factors. Foreign governments also may impose limits on investment and repatriation and impose taxes. Any of these events could cause the value of a Fund's investments to decline.

High Yield Securities

A Fund or Non-Affiliated Manager may invest in "high yield" bonds and preferred securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). High yield securities are subject to greater risk of loss of principal and interest than higher-rated securities and a decrease in liquidity in the market, and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal.

Counterparty and Custodial Risk

To the extent that Non-Affiliated Managers invest the assets of a Fund in swaps, derivative or synthetic instruments, repurchase agreements or other over-the-counter transactions or, in certain circumstances, non-U.S. securities, they may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Special Situations

Investing in companies involved in (or the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions creates the risk that the transaction in which such business enterprise is involved either will be unsuccessful, take considerable time or result in a distribution of cash or a new security the value of which will be less than the purchase price to a Fund of the security or other financial instrument in respect of which such distribution is received.

Item 9. Disciplinary Information

None.

Item 10. Other Financial Industry Activities and Affiliations

The following is a list of the entities affiliated with Veritable:

A. Commodity Pool Operator ("CPO"):

Veritable Partnership Holding Inc. ("VPHI") is a 100% wholly owned subsidiary of Veritable and therefore is a person related to Veritable. VPHI is a Delaware corporation that serves as the General Partner of the Affiliated Funds created by the principal of Veritable. Certain Affiliated Funds invest directly or indirectly in commodity interests and therefore are

subject to regulation by the U.S. Commodity Futures Trading Commission (“CFTC”). As a result, certain Affiliated Funds are treated as “Commodity Pools” and the General Partner as a Commodity Pool Operator (“CPO”). VPHI is registered with the CFTC as a CPO operating under a CFTC Rule 4.7 exemption. Veritable is not registered with the CFTC either as a Commodity Trading Advisor (“CTA”) or CPO. Additionally, Rule 4.7 and Rule 4.13(a)(4) exemptions have been filed for certain Affiliated Funds.

B. General Partner & Manager of Affiliated Funds:

VPHI is a 100% wholly owned subsidiary of Veritable and therefore is a related person to Veritable. VPHI is the General Partner of the Affiliated Funds. VPHI has contracted with Veritable for Veritable to serve as its Manager of the Affiliated Funds. Veritable is compensated by each Affiliated Fund under a Comprehensive or Management Fee for performing services including, but not limited to, providing portfolio management, investment management, administrative, and other investment services to each Affiliated Fund.

C. List of Affiliated Funds:

VPHI is a related person to Veritable and serves as the General Partner of the following Affiliated Funds which are managed by Veritable (i.e., the “Manager”):

- The Vittoria Fund, L.P., a Delaware limited partnership, was formed as a multi-manager partnership in October 1993 for the purpose of investing in actively managed limited partnerships and investment accounts that specialize in international stock investments;
- The Vittoria Offshore Fund, Ltd., an Exempted Company incorporated in the Cayman Islands, was formed in September 2002 for the purpose of investing directly into The Vittoria Fund, L.P.;
- Pleiades Investment Partners, L.P., a Delaware limited partnership, was formed as a multi-manager partnership in June 1992 for the purpose of investing in actively managed limited partnerships and investment accounts that specialize in small stock investments;
- The Pleiades Offshore Fund, Ltd., an Exempted Company incorporated in the Cayman Islands, was formed in September 2002 for the purpose of investing directly into Pleiades Investment Partners, L.P.;
- Perceval Investment Partners, L.P., a Delaware limited partnership, was formed as a multi-manager partnership in November 2005 for the purpose of investing in actively managed limited partnerships and investment accounts that specialize in large & mid stock investments;
- Bennu Investment Partners, L.P., a Delaware limited partnership, was formed as a multi-manager partnership in April 2001 for the purpose of investing in actively managed limited partnerships and investment accounts that specialize in distressed securities investments;
- HTWI, L.P., a Delaware limited partnership, was formed as a single manager partnership in December 1999 for the purpose of investing in private equity investments;

- Veritable Private Equity Partners, L.P. a Delaware limited partnership, was formed as a multi-manager partnership in May 2006 for the purpose of investing in private equity investments;
- Veritable Regiment Partners, L.P., a Delaware limited partnership, was formed as a single manager partnership in June 2003 for the purpose of investing in high yield investments. There are two series and four classes of this partnership, Veritable Regiment Partners, L.P. – Series A offered in June 2003, Veritable Regiment Partners L.P. – Series B, Class 1 offered in February 2006, Veritable Regiment Partners, L.P. – Series B, Class 2 offered in February 2008 and Veritable Regiment Partners, L.P. – Series B, Class 3 offered in July 2009 for the purpose of investing in high yield investments;
- Veritable Silver Point Partners, L.P., a Delaware limited partnership, was formed as a single manager partnership in December 2004 for the purpose of investing in opportunistic credit investments;
- Veritable WCP Partners, L.P. a Delaware limited partnership, was formed as a single manager partnership in December 2004 for the purpose of investing in opportunistic credit investments;
- Veritable CC Partners, L.P., a Delaware limited partnership, was formed as a single manager partnership in November 2007 for the purpose of investing in opportunistic credit investments;
- Veritable BP Partners, L.P., a Delaware limited partnership, was formed as a single manager partnership in May 2007 for the purpose of investing in Asia-Pacific investments;
- Veritable AV Partners, L.P., a Delaware limited partnership, formed as a single manager fund in July 2010 for the purpose of investing in opportunistic credit investments;
- Veritable HR Partners, L.P. a Delaware limited partnership, formed as a single manager fund in September 2010 for the purpose of investing predominately in securities issued by real estate investment trusts (“REITs”), as well as in other real estate companies; and
- Veritable Global Event Driven Strategy, L.P., a Delaware limited partnership, formed as a single manager fund in December 2010 for the purpose of investing in global event driven investments.

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

Veritable or its related persons (e.g., employees) may recommend to clients that they buy or sell securities or investment products in which Veritable or its related persons have some financial interest. Occasionally, certain of our Senior Investment Officers and senior research staff invest in certain Affiliated Funds. Such investments are at the discretion of the General Partner. Employees of Veritable that invest in an Affiliated Fund do not receive any preferential treatment as compared to the Limited Partners or other clients who are not related persons of Veritable. Veritable’s Code of Ethics and Regulatory Manual (the “Compliance Manual”) sets forth the restrictions, internal procedures and disclosures designed to address any conflicts of interest in those transactions. A copy of relevant sections of Veritable’s Code of Ethics is

available to clients free of charge by contacting Charles Keates, Veritable's Chief Compliance Officer, at 610-640-9551. Some highlights addressing these concerns are provided below:

Priority of Trading in Non-Affiliated and Affiliated Investment Funds: Veritable's clients have first priority for investing in both Non-Affiliated and Affiliated Funds before any Veritable related persons are allowed to participate.

Policy Statement on Insider Trading: Veritable precludes its related persons from purchasing or selling the marketable securities of companies in which Veritable's clients are deemed "insiders" as defined in Veritable's insider trading policy contained in its Compliance Manual.

Priority of Transactions Involving Marketable Securities of "Non-insider" Clients: Veritable precludes its related persons from purchasing or selling marketable securities unless the individual has written clearance for all personal securities transactions before completing the transactions or unless the transaction occurs in an exempted security. Veritable has adopted pre-clearance procedures set forth in its Compliance Manual.

Disclosures: As part of Veritable's Personal Transaction Policy, upon commencement of employment, all related persons are required to provide to Veritable's CCO (i) initial and annual holding reports, and (ii) quarterly summaries of security transactions for each account or a copy of brokerage statements listing the transaction detail. A copy of Veritable's Code of Ethics is available to clients free of charge by contacting Charles Keates, CCO, at 610-640-9551.

Item 12. Brokerage Practices

Best Execution

Unless a client has a preference for using a specific broker or dealer, Veritable seeks to execute trades through a broker or dealer offering the best execution. Best execution does not necessarily mean the lowest broker commission rates. The following factors, among others, are considered when Veritable's trading desk evaluates its brokerage arrangements and total execution quality of client trades: competitiveness of price spreads; minimal market impact; timeliness of execution and reporting; liquidity of the securities traded; frequency and correction of trading errors; business reputation of broker/dealer; back office and trade settlement capabilities; responsiveness to Veritable's orders; and overall responsiveness to needs of adviser.

Each client has authorized Veritable in the ICA to aggregate, in our discretion, purchases and sales of securities included in a client's assets under management with purchases and sales of securities of the same issuer for other Veritable clients occurring on the same day. When transactions are so aggregated, the actual prices applicable to the aggregated transactions and transaction costs will be averaged and will be allocated among the assets under management and the accounts of our other participating clients in proportion to the purchase and sale orders placed for each client on any given day.

Veritable does not engage in soft-dollar arrangements.

Directed Brokerage

Clients may direct Veritable to use a particular broker or dealer to execute some or all transactions for the client. In such circumstances, the client will negotiate the terms and arrangements with the broker or dealer of the client's choice, and Veritable will not be in a position to seek better execution services or prices from other brokers or dealers or be able to aggregate transactions for such client for execution through other brokers or dealers with orders for other client accounts managed by us. As a result, the client may pay higher commissions or other transaction costs or greater bid-ask spreads, or receive less favorable net prices, or transactions than would otherwise be the case.

Item 13. Review of Accounts

A. Internal Reviews By Investment Officer Teams

Each Investment Officer Team (typically headed by a Partner and Senior Investment Officer as well as supported by one or two other Investment Officers) regularly review its respective advisory client accounts on at least a monthly basis and more thoroughly during the preparation of client quarterly reports as part of their regular account monitoring responsibilities. These reviews typically include cash and asset class reconciliations, income and expense analysis, contribution and withdrawals, fixed income and equity portfolio analysis, review of current and proposed asset allocations. There are no specific trigger levels regarding reviews. At the end of each quarter, the Investment Officer Teams also provide a detailed written quarterly report to each client which contains performance information, purchase and sale activity, contribution and withdrawal details, current asset allocation, current and historical performance analysis and detailed portfolio appraisals. Team members maintain an ongoing and regular dialog with clients concerning investment policy and investment strategy. Typically each team is responsible for 10-20 family relationships.

B. Independent Reviews by Client Portfolio Review Committee

In addition to the internal reviews performed by each Investment Officer Team as discussed above, Veritable's Client Portfolio Review Committee (the "CPR Committee") conducts independent client portfolio reviews. The CPR Committee currently consists of six permanent committee members, namely, the Chief Compliance Officer, the Chief Risk Officer, the Chief Operating Officer, a Senior Investment Officer and two other junior staff members selected from the firm. In addition, a guest Senior Investment Officer serves on the Committee on a rotating basis (typically rotating monthly or otherwise as needed) to provide further views and insights based on significant investment experience.

General / High Level Overview of the CPR Process: Advisory Client accounts are randomly selected for regular review. Each affected Investment Officer Team is notified by e-mail when one of its client relationships has been selected for review. The Team completes and submits a "Client Portfolio Review Checklist" to the CPR Committee and it begins an in-depth review of the client relationship focusing on but not limited to: investment policy development and implementation, portfolio construction, liquidity constraints, objective and subjective risk tolerance considerations, trading, client communication, quarterly reports, meeting materials,

performance, compliance, risk and internal control considerations and other criteria. The Investment Officer Team and CPR Committee subsequently review the Committee's initial findings and discuss other aspects of the client relationship at a formal CPR Meeting. Following the meeting, the CPR Committee documents its findings and recommendations, and any follow-up items are reviewed, risk-rated, tracked to completion and reviewed as appropriate by the Committee.

Item 14. Client Referrals and Other Compensation

Not applicable.

Item 15. Custody

Under SEC regulations, we are deemed to have custody of Affiliated Fund assets. A qualified custodian maintains the assets held by each Affiliated Fund. The Affiliated Funds are subject to an annual audit, and the Affiliated Funds' audited financial statements are distributed to the Affiliated Funds' limited partners in accordance with the custody rule. Such financial statements are prepared in accordance with generally accepted accounting principles (GAAP) by Deloitte & Touche LLP, an independent public accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board.

Upon liquidation, a fund distributes its audited financial statements prepared in accordance with GAAP to all limited partners promptly after the completion of such audit.

Item 16. Investment Discretion

Pursuant to a client's executed ICA, advisory clients appoint Veritable to act as discretionary adviser with full discretion over investment decisions related to an advisory client's assets under management. Veritable therefore has the discretionary authority to decide which securities to purchase and sell for a client and the amount of each transaction. However, with the exception of fixed income securities, Veritable's Investment Officers typically consult with a client prior to executing trades. Fixed income purchase or sales are subject to certain constraints set forth in a Statement of Investment Policy previously ratified by a client prior to fixed income trading activity. Fixed income transactions may also be based on the firm-wide fixed income Investment Policy.

Item 17. Voting Client Securities

Veritable does not vote proxies for our clients, and any proxy notices we receive are forwarded to our clients. However, Veritable has adopted a Proxy Voting Policy and Procedure in the event that we determine to change our policy with respect to voting proxies for our clients. Clients may direct any questions or requests for additional information regarding Veritable's Proxy Voting Policy to Charles Keates, CCO, at 610-640-9551.

Item 18. Financial Information

Not Applicable.