

## PART 2A OF FORM ADV: BROCHURE

---

Rockefeller & Co., Inc.  
10 Rockefeller Plaza, Third Floor  
New York, NY 10020  
212-549-5100  
<http://www.rockefellerfinancial.com>

---

As of March 30, 2012

**This brochure provides information about the qualifications and business practices of Rockefeller & Co., Inc. ('Rockefeller & Co.'), which is an investment adviser registered with the United States Securities and Exchange Commission (the "SEC"). If you have any questions about the contents of this brochure, please contact Randi I. Lederman, Compliance Officer, at 212.549.5473 or [rlederman@rockco.com](mailto:rlederman@rockco.com). The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.**

**Additional information about Rockefeller & Co. is available at the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2: Material Changes**

Rockefeller & Co., Inc.'s ("Rockefeller & Co.") last annual update of this brochure was deemed to have been filed with the SEC as of April 11, 2011. The discussion below includes only material changes since that filing. Please review these changes carefully.

- Yvette M. Garcia became Rockefeller & Co., Inc.'s Vice President, Secretary and General Counsel in February 2012.
- Daniel Truchi resigned as a member of Rockefeller & Co., Inc.'s Board of Directors in March 2012.

### **Item 3: Table of Contents**

<b><u>Item</u></b>	<b><u>Title</u></b>	<b><u>Page</u></b>
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	3
4	Advisory Business	4
5	Fees and Compensation	7
6	Performance-Based Fees and Side-By-Side Management	11
7	Types of Clients	12
8	Methods of Analysis, Investment Strategies and Risk of Loss	13
9	Disciplinary Information	18
10	Other Financial Industry Activities and Affiliations	19
11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	20
12	Brokerage Practices	25
13	Review of Accounts	32
14	Client Referrals and Other Compensation	33
15	Custody	34
16	Investment Discretion	36
17	Voting Client Securities	37
18	Financial Information	40

## **Item 4: Advisory Business**

### **Firm Overview**

Rockefeller & Co. is an investment management and wealth advisory firm providing services to high net-worth individuals, families, family offices, foundations, endowments and other institutions. Rockefeller & Co., which is headquartered in New York City, provides these services on a discretionary and non-discretionary basis for domestic and non-U.S. accounts. Rockefeller & Co. and its subsidiaries have additional offices in Boston, Massachusetts, Washington, D.C., Wilmington, Delaware and Stamford, Connecticut. Rockefeller & Co. also does business under the trade name of Rockefeller Financial.

Rockefeller & Co.'s history dates back to 1882 when John D. Rockefeller established a New York office to manage the Rockefeller family's investment, personal, and philanthropic interests. Rockefeller & Co. was incorporated in 1979 and in 1980 registered with the U.S. Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). On March 31, 2008, Rockefeller & Co. changed its state of incorporation to Delaware from New York. This change did not result in any change of ownership or control of the firm, or in the firm's business activities, assets, employees, officers, directors and shareholders.

Rockefeller & Co. has three main wholly-owned operating subsidiaries: (1) Rockefeller Trust Company, N.A. ("RTC") and (2) The Rockefeller Trust Company (Delaware) ("RTC Delaware"), each of which provides personal trust services acting as trustee or co-trustee or as a fiduciary or agent for other fiduciary relationships (not limited to estates); and (3) Rockit Solutions, LLC ("Rockit"), which provides information management services to clients through Rockit<sup>®</sup> *Command*, Rockefeller & Co.'s propriety software system, which assists with processing, reporting, and analyzing clients' financial information.

### **Firm Ownership**

Rockefeller & Co. is a subsidiary of Rockefeller Financial Services, Inc. (the "Parent Company"). The Parent Company is controlled by an independent trust established for the benefit of members of the Rockefeller family. Non-voting shares of the Parent Company are held by members of the Rockefeller family and by senior professionals of Rockefeller & Co. through the latter's participation in a stock incentive plan. The stock incentive plan is long-term in nature and designed to attract and retain senior professionals and to promote the growth of long-term shareholder value through a close alignment of interests with the objectives of the firm and clients.

In June 2008, SG Private Banking ("SG Private Banking"), the global wealth management arm of Société Générale, acquired a non-voting minority equity interest in the Parent Company.

Please refer to Schedule A of Rockefeller & Co.'s Form ADV Part 1A for additional information about the ownership of the firm.

## Rockefeller & Co. Service Offerings

Rockefeller & Co. is organized around four primary areas of expertise:

- Rockefeller Wealth Advisors: Objective investment advice and consulting coupled with an open-architecture wealth management platform, along with trust, fiduciary and wealth planning services
- Rockefeller Asset Management: Internally-managed U.S. and global equity and fixed income investment strategies, including Sustainability & Impact Investing.
- Rockefeller Capital Partners: Tailored advice and portfolios of hedge funds, private equity funds, and other alternative investments
- Rockit: Proprietary technology and experienced professionals who provide comprehensive and timely financial information

Rockefeller & Co. offers a variety of investment advisory services, including investment management, consulting and supervisory services. Investment advisory services can either be provided on a discretionary or non-discretionary basis, and the scope of services can vary depending on the needs of the client. Rockefeller & Co. may also act in a sub-investment adviser capacity from time to time.

In addition to the above services, Rockefeller & Co. may also provide general financial advice and other services not specifically related to securities. Such advice includes trust and fiduciary services and advice, general accounting, tax planning and tax compliance services, preparation and filing of tax returns, personal budget preparation, long-range income and expense projections, advice on private business ventures and other family office services.

Rockefeller & Co. is not registered as a commodity trading adviser or a commodity pool operator with the U.S. Commodity Futures Trading Commission and relies on available exemptions from registration when providing advice with respect to investments involving futures and options on futures.

## Assets Under Administration

As of December 31, 2011, Rockefeller & Co. and its subsidiaries had responsibility in varying degrees for approximately \$32 billion in client assets, which is comprised of the following:

- Regulatory Assets under Management: \$7.1 billion
  - Discretionary Assets: \$6.1 billion
  - Non-Discretionary Assets: \$1.0 billion
- Assets Advised and Administered: \$14.1 billion
- Rockit Information Management: \$11.0 billion

Assets advised and administered represent non-managed assets that receive services, such as financial planning, administration and/or consulting for open architecture programs or other assignments, consolidated reporting, and accounting and tax return preparation services. Rockit information management assets represent third-party clients that have engaged Rockit directly for its services.

## **Item 5: Fees and Compensation**

Rockefeller & Co.'s investment advisory fees are generally based on a percentage of the client's assets under management.

### **Investment Advisory Fees**

Our standard investment advisory fee schedule for separately managed assets (including cash held for investment) is based on the following annual rates:

120 basis points on the first \$3 million  
105 basis points on the next \$2 million  
90 basis points on the next \$5 million  
45 basis points on the next \$30 million  
25 basis points on the remainder

For certain types of services (e.g., a broader package of wealth management services, investment consulting, tax planning and preparation, etc.), we may establish an annual fixed fee or hourly rate fee arrangement. These fees would depend on the nature and scope of Rockefeller & Co.'s responsibilities and may be lower than would be charged if similar services were acquired separately.

### **Private Funds**

The market value of any client assets invested in privately-pooled investment vehicles sponsored by Rockefeller & Co. and where Rockefeller & Co. acts as a general partner, managing member or manager ("Private Funds") is generally excluded from the above fee calculation. Clients invested in Private Funds are generally billed their proportionate share of the applicable Rockefeller & Co. advisory fees charged to all Private Fund investors, but will not be subject to any other Rockefeller & Co. investment advisory fee. These rates vary depending on the nature of the investments (e.g., equity, fixed income, alternative assets) and normally range between .5% and 1.5% annually based on the market value of the Private Fund's assets. Private Funds that hold private equity, venture capital or other illiquid investments typically charge fees based upon the capital commitments made by investors rather than the market value of the Private Fund. Investors in Private Funds will also indirectly bear the fees charged by third party managers to the extent utilized.

### **Investment Consulting and Supervisory Services**

In cases where Rockefeller & Co. is advising clients on assets managed by third-party investment advisors as part of an "open architecture" program, Rockefeller & Co.'s fees are generally determined based on the following factors:

- Mix of assets;
- Number of outside managers; and
- Nature and scope of Rockefeller & Co.'s responsibilities

### General Financial Advice

Rockefeller & Co. may from time to time provide clients with financial advice and other services not specifically related to securities. This advice may include:

- Accounting, tax planning and tax compliance;
- Preparation and filing of tax returns;
- Personal budget preparation;
- Long-range income and expense projections;
- Advice on private business ventures; and
- Other family office services

These fee arrangements may be based upon time and hourly charges and/or established as an annual fixed fee depending on the particular scope of services.

### Information Management Services

Rockefeller & Co. also provides information management and reporting services to its clients through its wholly-owned subsidiary, Rockit, and those rates depend on the mix of assets and nature and scope of responsibilities.

Rockit also provides certain administration, accounting and tax services to the Private Funds:

- For Private Funds investing primarily in publicly traded equity and fixed income securities, the annual administration fee payable to Rockit is determined as a percentage (currently 0.14%) of the value of the Private Fund's net assets (payable monthly in advance) and
- For Private Funds investing primarily in hedge funds, private equity funds, venture capital or other illiquid investments, the annual administration fee is typically paid by Rockefeller & Co. to Rockit out of the management fees it receives from the Private Fund.

### Trust and Fiduciary Services

RTC and RTC Delaware provide personal trust services acting either as a trustee, co-trustee, or as a fiduciary or agent for other fiduciary relationships (including but not limited to estates). As part of these services, RTC and RTC Delaware typically delegate, on a discretionary basis, their power and authority to undertake investment transactions on behalf of the fiduciary accounts to Rockefeller & Co.

For its services as a trustee or as an agent, RTC or RTC Delaware, as the case may be, receives the fees set forth in its regularly published fee schedule in effect from time to time, unless a separate fee is otherwise negotiated with the client.



Rockefeller & Co. receives a fee from RTC or RTC Delaware, as the case may be, for its investment management services based upon the market value of the assets held in the fiduciary account so managed.

For fiduciary accounts holding Private Funds (except for Private Funds focusing on alternative asset classes or special assets (“Premium Funds”)), the fees payable to RTC or RTC Delaware are reduced to take into account the fact that Rockefeller & Co. separately receives fees from the Private Funds. In the case of fiduciary accounts holding Premium Funds, RTC or RTC Delaware, as the case may be, generally waives its fee on the assets invested in the Premium Funds and the only fees that apply are the fees charged by the Premium Funds.

Rockefeller & Co.’s fees are negotiable in certain circumstances depending upon the client’s particular needs and requirements. Factors that would generally be considered include:

- Total size of assets to be managed;
- Expectations of significant capital additions in the future;
- Size and number of concentrated holdings in a single stock;
- Complexity of potential planning, taxation and investment issues;
- Number of separate or related accounts; and
- Frequency and scope of financial planning and reporting

Assets of accounts that have a family or business relationship to each other may be aggregated in some circumstances for purposes of determining the overall fee for the relationship. In that case, the overall fee generally would be allocated pro rata to each account in the relationship.

#### Payment of Fees

Investment advisory fees for Rockefeller & Co. investment management accounts are generally paid quarterly in advance and are based on the market value of the assets under management in the account as of the close of business on the first business day of each calendar quarter. Fiduciary accounts administered by RTC or RTC Delaware generally pay fees monthly in arrears based on the market value of the fiduciary assets under management determined as of the close of business on the first business day of the given month. In certain circumstances, arrangements can be made for fees to be paid on different terms.

An initial contribution or significant addition or withdrawal involving the account after the first business day of any quarter or month is subject to a partial fee based on the value of the assets and a proration for the number of days applicable to the change. Fees will be prorated to the date of termination and any unearned portion of prepaid fees will be refunded to the client.

The advisory fee is generally charged directly to the client’s custody account, and a copy of the invoice is sent to the client simultaneously with the transmittal to the custodian. If a client prefers to make a direct payment after being issued an invoice that can generally be arranged.

Private Funds generally pay advisory fees to Rockefeller & Co. either quarterly or monthly in advance based on the market value of the Private Fund as of the close of business on the first business day of each calendar quarter or month. Fees paid by Private Funds are allocated pro rata among the investors in the Private Fund and are deducted from each investor's capital account.

For the other services described above, Rockefeller & Co. generally issues an invoice to the client for purposes of payment. Depending on the scope of services, such invoices may be issued monthly, quarterly or at such other times as agreed with the client, and payments may be due before the start of such services, following the completion of such services or in periodic installments.

#### Other Fees and Expenses

Other fees and expenses that clients are responsible for in addition to Rockefeller & Co.'s fees include:

- Third-party manager and fund fees and expenses (including incentive fees) (if applicable);
- Brokerage and trading costs and commissions;
- Third-party custody fees (unless the client directly engages RTC or RTC Delaware for fiduciary or agency services, in which case the third party custody fees are paid directly by RTC or RTC Delaware);
- Fees and expenses of mutual funds and exchange-traded funds; and
- Fees and expenses of money market funds that hold cash balances

Neither Rockefeller & Co. nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based charges or service fees from the sale of mutual funds.

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

Rockefeller & Co. is eligible to receive performance-based fees (or a carried interest) in the case of certain Private Funds. These fees are based on the performance of an investor's investment in the Private Fund and are generally payable if the investment has exceeded a specified rate of return as described in the Private Fund's governing documents. From time to time, Rockefeller & Co. may enter into similar arrangements with additional Private Funds or with particular clients.

In the case of a performance-based fee (or a carried interest), Rockefeller & Co. may have an incentive to make investments that are riskier or more speculative than would be the case in the absence of the performance-based fee (or the carried interest).

In limited cases involving certain asset classes (e.g., hedge funds, private equity funds, venture capital funds and listed financial sector equities), Rockefeller & Co. manages accounts that may pay a performance-based fee and accounts that are charged fixed or asset-based fees. In these cases, Rockefeller & Co. and its supervised persons may have an incentive to favor the performance-fee eligible account over the others when, for example, placing trades, aggregating orders, or allocating limited investment opportunities. To address these conflicts, Rockefeller & Co. has policies and procedures in place requiring that investment decisions be made:

- In accordance with the fiduciary duties owed to advisory accounts; and
- Without consideration of Rockefeller & Co.'s or the supervised persons' pecuniary, investment or other financial interests

### **Item 7: Types of Clients**

Rockefeller & Co. offers investment advisory services to various types of clients, including:

- High net worth individuals, their families, family offices and related entities;
- Funds organized as domestic or offshore (non-U.S.) companies, limited partnerships, limited liability companies or other types of legal entities;
- Trusts and other fiduciary accounts (e.g., estates, uniform gift to minor accounts);
- Foundations, endowments, charitable and other nonprofit institutions; and
- Taxable and tax-exempt accounts

Rockefeller & Co.'s usual target dollar value of assets for starting a client relationship is \$30 million, which may include several related accounts.

Separately managed account minimums may vary depending on the investment strategy and the scope of services provided. A \$1 million minimum is normally acceptable for an investment in a Private Fund, although lesser investment amounts may be accepted depending on the scope of the client relationship and other considerations.

The minimum account sizes do not apply to new accounts that are related to existing accounts. Rockefeller & Co. reserves the right to waive or reduce the minimum account size in its sole discretion.

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

Rockefeller & Co.'s investment philosophy is focused on enhancing our clients' financial well-being and building on the value that they have already created. We employ a comprehensive process that seeks to grow and preserve capital. Our process generally begins by helping clients define their goals, objectives and risk tolerances. Once these investment parameters are agreed upon, Rockefeller & Co. would construct an investment portfolio using internal and, where appropriate, external strategies as agreed upon with the client. A client may generally impose restrictions or limitations on investing in certain securities or certain types of securities (e.g., legacy or low-cost-basis holdings, socially responsive or mission-based investing, certain specialized sectors of the market or geographic regions). Rockefeller & Co. approaches each of its clients in a specialized way and would generally structure each client's particular asset allocation plan and investment portfolio on a tailored basis.

### **Asset Allocation Approach**

Rockefeller & Co.'s general approach to asset allocation stems from a belief that diversification of risks, including asset class, style, sector and industry risks, is paramount in seeking to achieve strong risk-adjusted returns. To strike the appropriate balance between diversifying risk and earning returns, our strategic asset allocation process begins with long-term forward-looking assumptions about the risks, returns, correlations and additional statistical measures of risk for various asset classes.

We apply these capital market assumptions using commercial and proprietary quantitative tools to develop a selection of asset allocations that seek to optimize expected returns and multiple expected risk factors for the client's portfolio. Using our proprietary model, we project the potential results of these possible allocations with an emphasis on seeking to protect against downside risk. Projections are based on hypothetical modeling outcomes and do not reflect actual investment results and are not guarantees of future results. There are limitations inherent in the use of quantitative models that can be reviewed with clients upon their request. A client's actual investment results may vary substantially from the projections produced from the models.

Rockefeller & Co.'s investment philosophy focuses on active portfolio management through the use of internal and, where appropriate, external strategies. We believe that customized asset allocation, active risk management and the creation of portfolios that are tailored to the client's needs can add significant value over time, over and above the returns that can be achieved through passive management. Generally, we would consider a passive strategy in limited situations. For example, a passive strategy may be used in conjunction with an active portfolio strategy in order to add diversification to a client's portfolio within a specific asset class. We may also consider a passive strategy for a small portion of a client's portfolio (with the use of an ETF for example) if the trading costs in a specific country, or in a basket of securities, are higher than warranted in order to access the investment.

## Rockefeller & Co. Internally Managed Equity Strategies

Rockefeller & Co. believes that good long-term equity investments are the product of understanding a company's long-term business model, its execution of its strategy over time, and an objective evaluation of a fair price to be paid for that company's future growth prospects. Because Rockefeller & Co. managers core equities, we will be biased towards better-managed companies with reasonable valuations across diverse industries.

Internally managed equity portfolios typically hold between 30 and 80 stocks, depending on the strategy. Stocks are selected based on their growth potential and their valuations relative to their peers. A number of factors are assessed in the analysis of a stock idea:

- Its products or services;
- The potential market size;
- Its competitive substitutes;
- Regulatory impact; and
- Relative valuation

Each stock's position is dependent on its liquidity and size in the benchmark. Ideas that go into the portfolio should be sufficiently larger than benchmark weighting in order to have a relative performance impact. Position sizes are also capped by individual stocks' volatility as we seek to manage the overall risk profile of the portfolio.

Unless requested by the client, there generally are no limits to the variation of industries and sectors from the benchmark. Our investment team considers regional, country and currency weights as well as factor biases such as size, growth, and value, but generally we do not believe a portfolio can be normally improved by timing or neutralizing these factors. In short, we do not want to overwhelm the contribution made by stock selection with an over-emphasis on portfolio construction within specific internally managed strategies. Within our internally managed strategies, our turnover is moderate and we are sensitive to liquidity and transaction costs.

Rockefeller & Co.'s principal internally managed equity strategies, which are available through both Private Funds and separately managed accounts (depending on size), include but are not limited to:

- Global Large Capitalization Equities;
- U.S. Large Capitalization Equities;
- Non-U.S. Large Capitalization Equities;
- Global Sustainability & Impact Large Capitalization Equities;
- U.S. Sustainability & Impact Large Capitalization Equities;
- Non-U.S. Sustainability & Impact Large Capitalization Equities;
- U.S. Small Capitalization Equities,
- Global Select Equities;
- Balanced (Multi-Asset Class) Strategies; and

- Global Equity Strategies Focused on Energy, Financial Services and Healthcare

#### Rockefeller & Co. Internally Managed Fixed Income Strategies

Rockefeller & Co.'s taxable and tax-exempt fixed income strategies generally employ a defensive approach to U.S. fixed income markets and emphasize capital preservation and current income. Portfolios are constructed utilizing both a top-down focus on macro trends and sector forecasts and a bottom-up focus on credit, relative valuation and volatility. Fixed income strategies are offered through Private Funds or, in appropriate circumstances, through separately managed accounts tailored to a client's goals and their specific liquidity, tax, risk and transparency requirements.

#### Alternative Investment Strategies (e.g., Hedge Funds and Private Equity/Venture Capital Funds)

Rockefeller & Co. provides tailored advice on hedge funds, private equity/venture capital funds and other alternative asset classes for clients who have sufficient capital to support a diversified alternatives program. Rockefeller & Co. also offers diversified and/or opportunistic alternatives investment opportunities for clients through funds of funds and dedicated access structures, and provides advice on third party funds of funds.

#### Third Party Investment Managers

Rockefeller & Co. follows a formal process for selecting third-party managers. Our evaluation of new managers is a multi-stage process, which includes quantitative and qualitative factors. Rockefeller & Co. learns about managers from multiple sources including databases, conferences, industry contacts and clients. We then screen managers by evaluating investment performance, risk, style-drift and other quantifiable factors. Our qualitative analysis of managers generally includes a review of due-diligence questionnaires, ADV forms, marketing materials, newsletters and research, as well as interviews with key personnel and on-site visits of managers' operations, with exceptions for large mutual fund complexes in which case we have contact with them through their organized seminars, conferences, quarterly "webinars" and phone calls. When we select a manager for client portfolios, we monitor the manager's performance quarterly in most cases and monthly if warranted. We generally contact managers at least quarterly to review their results, outlook, strategy, risks and important developments at their firms. We also seek to meet face-to-face with current managers, except for large mutual fund complexes, typically at least once per year on site in their places of business. The process for selecting hedge fund and private equity managers is similar but takes into consideration factors specific to those asset classes and includes review of information about their service providers such as auditors, custodians, administrators and the like.

#### Investment Risk Factors

Investing in securities and other assets involves a potential risk of loss due to various market, economic, political, regulatory, business, currency and other risks. Rockefeller & Co. does

not guarantee the future performance of any client account, investment decision or strategy. Future results may vary substantially from past performance and no investment strategy can guarantee profit or protection from loss. Returns on investments can be volatile and an investor may lose all or a portion of their investment.

Equity and equity-related investments are volatile and will increase or decrease in value based upon issuer, economic, market and other factors. Small capitalization stocks generally involve higher risks in some respects than do investments in stocks of larger companies and may be more volatile. The securities of non-U.S. issuers also involve a high degree of risk because of, among other factors, the lack of public information with respect to such issuers, less governmental regulation of stock exchanges and issuers of securities traded on such exchanges and the absence of uniform accounting, auditing and financial reporting standards. The non-U.S. domicile of such issuers and currency fluctuations may also be factors in the assessment of financial risk to the investor. Foreign securities markets are often less liquid than U.S. securities markets, which may make the disposition of non-U.S. securities more difficult. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile.

With respect to internally managed client portfolios, Rockefeller & Co. believes that the currency component of non-U.S. stock returns is an important part of the diversifying benefit of international investing and non-U.S. currencies can act as a diversifying tool within a portfolio to the extent that one currency's depreciation is offset by another's appreciation. As a result, Rockefeller & Co. generally does not seek to hedge currency exposure in client accounts but reserves the right to do so under appropriate circumstances and if deemed beneficial to a client's portfolio.

Investment strategies that employ positive and/or negative governance, social, environmental or other screens may cause the strategy to avoid or sell stocks that otherwise meet the financial criteria for inclusion in the investment strategy. There can be no guarantee that a suitable replacement stock or a combination of stocks will be identified, or that any replacement stock or combination of stocks selected will have comparable performance to screened-out stocks. Screened-out stocks generally will be held in other unscreened investment strategies.

Investments in fixed income securities are subject to credit, liquidity, prepayment, and interest rate risks, any of which may adversely impact the price of the security and result in a loss. The municipal market is volatile and can be significantly affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

Alternative investments, such as hedge funds and private equity/venture capital funds, are speculative and involve a high degree of risk. There is no secondary market for alternative investments and there may be significant restrictions or limitations on withdrawing from or transferring these types of investments. Private equity funds generally require an investor to make and fund a commitment over several years. Alternative investments generally have high fees (including both management and performance based fees) and expenses that offset



returns. Alternative investments are generally subject to less regulation than publicly traded investments.

The use of third party managers in investment programs involves additional risks. The success of the third party manager depends on the capabilities of its investment management personnel and infrastructure, all of which may be adversely impacted by the departure of key employees and other events. The future results of the third party manager may differ significantly from the third party manager's past performance. While Rockefeller & Co. intends to employ reasonable diligence in evaluating and monitoring third party managers, no amount of diligence can eliminate the possibility that a third party manager may provide misleading, incomplete or false information or representations, or engage in improper or fraudulent conduct, including unauthorized changes in investment strategy, insider trading, misappropriation of assets and unsupportable valuations of portfolio securities.

Rockefeller & Co.'s internally managed investment strategies (and some third party manager strategies) generally will hold a relatively concentrated portfolio of securities in comparison to their respective benchmarks and broader market indices. In addition, certain of these strategies may focus on particular sectors of broader markets. As a result, the returns of the strategy may be impacted (adversely or positively) by the performance of one or more positions in the portfolio or the sectors in which the strategies focus their investments.

The investment risks described above represent some but not all of the risks associated with various types of investments and investment strategies. Clients should carefully evaluate all applicable risks with any investment or investment strategy, and realize that investing in securities involves risk of loss that clients should be prepared to bear. Clients should also refer to the private placement memoranda of the Private Funds for additional information relating to investment risks.

### **Item 9: Disciplinary Information**

Within the last ten years, there have not been any material legal or disciplinary events involving the advisory business of Rockefeller & Co. or its management persons.

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

Neither Rockefeller & Co. nor any of its management persons are registered or have an application pending to register as a broker-dealer, futures commissions merchant, commodity pool operator, commodity trading adviser, or as a registered representative or an associated person of any of the foregoing entities.

Rockefeller & Co. has two wholly-owned trust company subsidiaries, RTC and RTC Delaware, that provide personal trust services acting as trustee or co-trustee or as a fiduciary or agent for other fiduciary relationships (not limited to estates). As part of these services, RTC and RTC Delaware typically delegate, on a discretionary basis, their power and authority to undertake investment transactions on behalf of the fiduciary accounts to Rockefeller & Co. Additionally, Rockefeller & Co. has another wholly-owned subsidiary, Rokit, that provides information management services. Certain directors, officers and employees of Rockefeller & Co. may also serve as officers, directors and/or employees of these subsidiaries.

Rockefeller & Co. and SG Private Banking have a business relationship and SG Private Banking has the right to appoint two representatives to Rockefeller & Co.'s Board of Directors. In connection with this global alliance, Rockefeller & Co. has entered into certain reciprocal referral arrangements with Société Générale and certain of its affiliates, including TCW Group, Inc. ("TCW"). Pursuant to these reciprocal arrangements, Rockefeller & Co. may pay a referral fee to, or receive a referral fee from, such parties in connection with the referral of an advisory (or other type of) client. Such arrangements are, with respect to advisory referrals, subject to Rule 206(4)-3 under the Advisers Act and are disclosed to prospective clients by the solicitor at the time of the referral. Please refer to Item 14 below.

Consistent with its fiduciary duty to clients, Rockefeller & Co. may also recommend to its clients investment funds, products and services offered by or through Société Générale and its affiliates, including but not limited to TCW and Lyxor Asset Management, when it determines that such investments, funds, products and services are consistent with a client's objectives. Rockefeller & Co. will disclose its relationship with Société Générale at the time it makes such recommendation. In addition, Rockefeller & Co. may utilize the trading facilities of Société Générale and its affiliates when consistent with the duty to seek best execution or when directed by a client.

Rockefeller & Co. does not accept placement fees or other monetary compensation from investment managers which we select on behalf of our clients except in the limited scope of referrals made to Société Générale and its affiliates pursuant to the reciprocal referral agreements described above. Rockefeller & Co. may from time to time enter into referral agreements with other firms as described in Item 14 below.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **Code of Ethics**

Rockefeller & Co.'s Code of Ethics (the "Code") is intended to fulfill the firm's obligations under Rule 204A-1 of the Advisers Act to set forth standards of conduct and to require compliance with the federal securities laws. As a registered investment adviser, Rockefeller & Co. owes a duty of loyalty to each of its clients, which requires that the firm serve the best interests of its clients at all times. The Code covers:

- Standards of conduct;
- Compliance with laws and regulations;
- Conflicts of interest;
- Personal securities transactions;
- Compliance training and certification;
- Reporting of code violations and sanctions;
- Reports to Rockefeller & Co.'s Audit Committee; and
- Record keeping requirements

Rockefeller & Co. will provide a copy of the Code to any client or prospective client upon request.

The Code is supplemented by a number of other published directives, including a policy on business conduct. Topics covered in other policies include, among other things, outside officerships or directorships, acceptance of gifts, confidentiality and privacy, and the prohibition of insider trading.

Illegal or improper actions undertaken either for personal benefit or in a misguided effort to achieve gains on behalf of the firm or its clients are prohibited under the Code. Violations of the Code may result in disciplinary action, including dismissal. Certain persons associated with Rockefeller & Co. ("Access Persons") are prohibited under the Code from executing personal securities transactions which might operate to the detriment of Rockefeller & Co.'s clients.

An "Access Person" is a person who has access to nonpublic information regarding clients' purchases or sales of securities (other than as clients or representatives of clients), who is involved in making securities recommendations to clients or who has access to such recommendations that are nonpublic. Rockefeller & Co.'s non-employee directors who do not have access to such information are excluded from this definition of Access Person, but nevertheless report their personal securities transactions to Rockefeller & Co.'s Compliance Staff on a quarterly basis.

The principal restrictions under the Code relating to personal trading by Access Persons are summarized below:

1. *Personal Trading Guidelines and Disclosure Obligations for Access Persons*

Access Persons must report their personal securities transactions quarterly and holdings annually, and are subject to other personal trading restrictions.

Access Persons may not, in connection with the purchase, sale or gift, directly or indirectly, of a security held or to be acquired by a client defraud or mislead such client in any manner or engage in any act, practice or course of conduct which operates or would operate as a fraud or deceit upon such client.

Access Persons are permitted to buy and sell securities in accounts established with brokerage or investment management firms of their own choosing, provided they disclose any such accounts or arrangements to the Compliance Staff.

2. *Confidentiality*

Information concerning a recommendation to purchase or sell securities (an “investment recommendation”) must be kept confidential during the entire period from the time a security is determined to be the probable subject of an investment recommendation or of a buying or selling program until the earlier of:

- (i) ten days after a recommendation concerning such security has been communicated to clients of Rockefeller & Co.,
- (ii) the completion of the buying or selling program in connection with such a recommendation for discretionary accounts, or
- (iii) a determination that the security is no longer a probable or actual subject of an investment recommendation or of a buying or selling program (a “Restricted Period”)

Advance information concerning investment recommendations (or probable investment recommendations) must not be disclosed except in the necessary and proper discharge of an Access Person’s responsibilities to Rockefeller & Co. and its clients.

3. *Investment Action*

All Access Persons are generally prohibited from trading in any security when an open order is pending for that security. During a Restricted Period, Access Persons must not knowingly purchase or sell any security which is the subject (or probable subject) of an investment recommendation or of a buying or selling program for any non-client account which they control (a “Controlled Account”).

No purchase or sale of any security for a Controlled Account by an Access Person shall be made if the purchase or sale would be reasonably expected to deprive any client of an investment opportunity after taking into account the client's other investments and investment objectives (in determining whether such purchase or sale would constitute an investment opportunity).

No security may be purchased or sold in a Controlled Account by an Access Person if the sale or purchase is effected with a view to making a profit on an anticipated market action of the security as a result of being recommended to a client for purchase or sale or after being purchased or sold by any client.

Access Persons may not invest in IPOs or limited offerings unless such investment has been approved by the Compliance Officer or a member of the Compliance Committee.

#### 4. *Other Constraints on Access Persons*

In order to facilitate compliance with Rockefeller & Co.'s policy, Rockefeller & Co.'s Trading Desk maintains a record of securities in which transactions by Access Persons for a Controlled Account are prohibited unless prior approval for a specific transaction is obtained. Access Persons are required to preclear all securities transactions in Controlled Accounts with the Trading Desk with certain permitted exceptions, such as transactions in direct obligations of the U.S. Government or registered, unaffiliated, open-end mutual funds and other specifically excepted securities. Members of the Investment Department who wish to trade in their Controlled Accounts are subject to an additional level of preclearance and receive a heightened level of scrutiny of their transactions.

#### 5. *Small Capitalization Stocks*

No Access Person may effect, without the prior approval of Rockefeller & Co.'s Small Capitalization Portfolio Manager or her designee, a securities transaction in a small capitalization stock for a Controlled Account if that security is known to be held in the portfolio of any client and if the proposed transaction is likely to have any significant impact on the market price of the security.

#### 6. *Reporting of Personal Transactions*

All securities transactions effected by Access Persons and Rockefeller & Co.'s officers and directors (with certain permitted exceptions as noted above) must be reported to Rockefeller & Co. quarterly. This reporting requirement applies to all Controlled Accounts and any other account in which the reporting persons have a direct or indirect beneficial interest, unless such persons have no direct or indirect influence or control over the account. Each quarter, trades reported by Access Persons are compared by computer to all client trades to identify any problematic transactions by Access Persons. Any such transactions are individually reviewed by the Compliance Officer. Any trading exceptions are reviewed by the Compliance Committee.

### Insider Trading Policy

Rockefeller & Co.'s Insider Trading Policy includes procedures to prevent misuse of material nonpublic information. Rockefeller & Co. and its related persons may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, Rockefeller & Co. and such persons may be prohibited from improperly disclosing or using such information for their benefit or for the benefit of any other person, regardless of whether such person is an advisory client. Accordingly, should Rockefeller & Co. come into possession of material non-public or other confidential information with respect to any issuer, it may be prohibited from communicating such information to, or using such information for the benefit of, its clients, and will have no obligation to do so when following policies and procedures designed to comply with applicable law, including Section 204A of the Advisers Act.

### Participation or Interest in Client Transactions

In general, Rockefeller & Co. does not buy or sell securities for its own account as principal when a client is the counterparty to the transaction. In the limited context of correcting an error with respect to a client account, however, Rockefeller & Co. may deem it appropriate to purchase or sell securities as principal directly with a client in order to make a fair adjustment in a client's account. It is Rockefeller & Co.'s policy to disclose and obtain consent in these circumstances. See response to Item 12, below, for a summary of Rockefeller & Co.'s Trade Correction Policy and Procedures.

Rockefeller & Co. serves as general partner, managing member or manager of Private Funds which Rockefeller & Co. may recommend to clients for investment. Rockefeller & Co. makes use of Private Funds as a convenient means to diversify its clients' assets and to manage them such that eligible and participating clients share fairly in the available investment opportunities. However, because certain types of investments may not be appropriate for all clients, not all clients will be offered the opportunity to invest and not all of those who are offered the opportunity to invest will choose to do so. Rockefeller & Co. receives advisory fees from these Private Funds and in certain cases may also receive performance compensation or benefit from a carried or owned interest in the Private Funds. An affiliate of Rockefeller & Co. also receives a fee for providing certain administration, accounting and tax services to these Private Funds, although in some cases this fee is paid out of the advisory fees paid to Rockefeller & Co. Given the significant role Rockefeller & Co. and its affiliate play with respect to these Private Funds, Rockefeller & Co. has an incentive to recommend them to clients. However, as noted in Item 5 above, such investments are excluded when calculating the client's advisory fee with respect to the client's separate account.

Rockefeller & Co. was created by the Rockefeller family, and Rockefeller family members are indirect beneficial owners of Rockefeller & Co. and sit on its board of directors. As a matter of policy, Rockefeller & Co. will neither favor nor disfavor any clients, including its

owners. As clients, however, Rockefeller family members and related entities are subject to Rockefeller & Co.'s policy on allocation of trades which is intended to assure that all eligible clients participate in recommended securities transactions on an equitable basis. See also response to Item 12 below.

As mentioned above, Rockefeller & Co. may give investment advice to clients recommending an investment in various types of Private Funds where Rockefeller & Co. and its related persons have an interest as a general partner, managing member or manager. Eligible officers and employees of Rockefeller & Co. are provided the opportunity to align their financial interests with those of Rockefeller & Co.'s clients by investing their personal funds in Private Funds. The services provided by Rockefeller & Co. and related persons to any Private Fund recommended by Rockefeller & Co. to clients are disclosed to prospective investors in the Private Fund's private placement memorandum, partnership or operating agreement or otherwise.

### Personal Trading

Rockefeller & Co. acts as investment adviser to a number of client accounts and may give advice and take action with respect to any accounts it manages, or for its own accounts or for the account of an Access Person, which may differ from action taken by Rockefeller & Co. on behalf of other accounts. Rockefeller & Co. is not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that Rockefeller & Co. or a director, officer, employee and affiliate of Rockefeller & Co. may buy or sell for its or their own accounts or for any other account Rockefeller & Co. manages. Additionally, from time to time, Rockefeller & Co. and its directors, officers and employees and affiliates may have interests in securities owned by or recommended to clients. Such interests may also arise because such persons invest or otherwise have an interest, either directly or indirectly, in Private Funds or other pooled vehicles which, in turn, may invest in securities held in other accounts managed by Rockefeller & Co. As these situations (as well as personal trading or other activities engaged in by Rockefeller & Co. and its personnel) may lead to potential conflicts of interest, Rockefeller & Co. has implemented procedures relating to, among other things, personal securities transactions and insider trading, as described above, that are designed to identify potential conflicts of interest, to prevent or mitigate actual conflicts of interest and to resolve conflicts appropriately, if they do occur. Subject to compliance with Rockefeller & Co.'s Code of Ethics and applicable law, such personnel are permitted to invest in securities held in client accounts.



## **Item 12: Brokerage Practices**

Rockefeller & Co. does not act as a broker or agent by effecting securities transactions for compensation for any client. Rockefeller & Co. may, and generally does, determine the broker or dealer to be used and the commission rates to be paid for client trades. Rockefeller & Co.'s primary objective in placing orders is to seek prompt execution at the most favorable price and execution quality readily available to it from broker-dealers at competitive commission rates. The best net result, giving effect to brokerage commissions, spreads and other costs, is normally an important factor but a number of other factors are considered. In making client brokerage decisions, Rockefeller & Co. may consider the following factors categorized below, keeping in mind that each order is unique. As a result, different factors may have varying levels of importance depending on the nature of the transaction and surrounding circumstances.

### *Transaction Specific Factors*

- **Best Price:** The actual price to be paid or received for the securities. The ability of a broker to obtain the best overall price for a transaction and to sell or buy a security with minimal disruption of the market price.
- **Commission Rates:** A key factor, although commission rates alone ordinarily should not be determinative in selecting a broker.
- **Trade Settlement (settlement risk):** A broker's ability to ensure that the securities will be delivered on settlement date.
- **High Volume Transaction:** A broker may specialize in block orders, or large program trades.
- **Willingness to Commit Capital:** If an account holds a thinly-traded issue and there is limited interest in the security, a broker may be selected based on its willingness to purchase some of the securities for its own inventory.

### *Specific Broker Characteristics*

- **Market Familiarity:** The broker's knowledge of the market for the particular security.
- **Reliability:** Whether the broker has been able in the past to provide support when placing a difficult trade in this security or a similar security.
- **Integrity (ability to maintain confidentiality):** When executing orders, Rockefeller & Co. may not want to divulge its interest to the market.

- **Research Capability:** If a broker provides research, Rockefeller & Co. may wish to use that broker when executing orders, when consistent with the duty to seek best execution and Rockefeller & Co.'s soft dollar policies, as described below.
- **Financial Condition and Disciplinary History:** Rockefeller & Co. will take into account the financial condition and disciplinary history of a broker, and may choose not to utilize a particular broker due to uncertainty regarding a broker's financial status or if significant disciplinary issues are reported.

#### *Other Factors*

- All other relevant factors being equal, soft dollars and access to new offerings may also be considered in the making of brokerage decisions since, in the aggregate, these are likely to confer indirect benefits on Rockefeller & Co.'s clients.

#### Soft Dollar or Research/Execution Policy

In a “soft dollar” arrangement an investment adviser makes use of client brokerage commissions to acquire investment research, products or services. Rockefeller & Co.’s receipt of some benefit in exchange for directing brokerage on behalf of client accounts has the potential to create a conflict of interest because Rockefeller & Co. may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on the clients’ interest in receiving the most favorable execution.

Broker-dealers typically provide a bundle of services in addition to execution. In allocating brokerage, Rockefeller & Co. may consider the value of research and brokerage services provided by a broker-dealer. Such services may include:

- Direct services such as access to a firm's research reports and research analysts or admittance to an industry conference; or
- Soft dollar payments for third party services such as quotation systems and software for financial data systems, proprietary risk modeling and risk management services, brokers reports, compilations of corporate earnings estimates, public filing reporting services, books and research publications and consultant services.

These research products and services address themselves to a variety of matters, including analyses of industries, companies, economic factors, business and market trends and assistance in pricing securities and providing information as to the availability of securities.

Rockefeller & Co. may use soft dollars to acquire either a broker’s proprietary research or third party research and any type of brokerage services, consistent with the safe harbor, described below. Rockefeller & Co.'s portfolio managers and analysts collectively designate commission allocations to various brokers on the basis of the quality or amount of services

provided, although no binding commitments are made to any broker to pay a particular amount. Nonetheless, certain broker-dealers may state in advance the amount of brokerage commissions they require for certain services and the applicable cash equivalent. Rockefeller & Co. maintains an internal allocation procedure to track the broker-dealers who provide research and the amount of research so provided, and endeavors to direct sufficient commissions to them to ensure the continued receipt of research Rockefeller & Co. believes to be particularly useful.

As of December 31, 2011, Rockefeller & Co. maintained active brokerage relationships with over 75 firms, and with one exception, no single broker accounted for more than 20% of all client commissions for the prior year.

Section 28(e) of the Securities Exchange Act of 1934, as amended, provides a "safe harbor" that allows an investment adviser to pay for research and brokerage services with the commission dollars generated by client transactions. Under SEC interpretations, client commissions may be used for certain research and brokerage products and services that assist an investment adviser in meeting its clients' investment objectives or in managing client accounts. The receipt of these services in exchange for soft dollars benefits Rockefeller & Co. by allowing Rockefeller & Co., at no direct cost, to:

- Supplement its own research and analysis activities;
- Receive the views and information of individuals and research staffs of other securities firms; and/or
- Gain access to persons having special expertise on certain companies, industries, areas of the economy and market factors

Rockefeller & Co. may allocate brokerage commissions to pay for brokerage and research services, where appropriate and permitted by law, or may elect to pay for these services directly.

Rockefeller & Co.'s policies with respect to the use of soft dollars are consistent with the safe harbor provided by Section 28(e). Rockefeller & Co. may select broker-dealers based on its assessment of each broker-dealer's ability to provide quality executions and its belief that the research, information and other services provided by such broker-dealer may benefit client accounts.

It is often not possible to place a dollar value on the quality of executions or on the brokerage and/or research services Rockefeller & Co. receives from broker-dealers effecting transactions in portfolio securities. Accordingly, broker-dealers selected by Rockefeller & Co. may be paid commissions for effecting portfolio transactions for client accounts in excess of amounts other broker-dealers would have charged for effecting similar transactions if Rockefeller & Co. determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided, viewed either in terms of a particular transaction or Rockefeller & Co.'s overall duty to its clients.

Research obtained with soft dollars will not always be utilized by Rockefeller & Co. for the specific account that generated the soft dollars. It should be noted that the value of research and brokerage services cannot be measured precisely and commissions paid for such services generally cannot be allocated to clients in direct proportion to the value of the services to the client. Thus, at least in the short term, commissions paid in one account may, in effect, subsidize services that benefited another account. Over time, any distortions should balance out as Rockefeller & Co.'s various sources of research and brokerage services enable Rockefeller & Co. to make better investment decisions and execute more effective trades. As such, Rockefeller & Co. does not usually attempt to allocate the relative costs or benefits of research among accounts because it believes that, in the aggregate, the research it receives benefits clients and assists Rockefeller & Co. in fulfilling its overall duty to clients.

Rockefeller & Co. may use soft dollars to pay for any specific service or for any portion of its "mixed use" items (products or services that provide both research and non-research or administrative benefits). In such instances, and where a cash value is affixed to the service or item, Rockefeller & Co. may use available soft dollar credits and pay cash to make up any difference. Further, if the product or service obtained by Rockefeller & Co. is a mixed use item, Rockefeller & Co. may use soft dollars for the research portion and pay cash for the non-research portion. Although the allocation between soft dollars and cash is not always capable of precise calculation, Rockefeller & Co. will make a good faith effort to allocate such items reasonably. Records of any such allocations and payments will be prepared.

Broker-dealers which supplied Rockefeller & Co. with third-party research services through soft dollar arrangements received brokerage commissions of \$1,860,521 of the total commissions paid on transactions placed by Rockefeller & Co. during the year-ended December 31, 2011 or 59.6% of the total commissions paid on transactions excluding commissions paid on transactions with broker-dealers designated by clients.

#### Batched Transactions

Rockefeller & Co. seeks to allocate transactions in a manner that is fair and equitable, over time, both in the priority of execution of orders for client accounts, and in the allocation of the price (and commission or other costs and expenses, if applicable) obtained in execution of aggregated orders for such accounts. Rockefeller & Co. believes aggregation is consistent with its duty to seek best execution for its clients since large orders generally may be executed at lower commission costs on a per-share and per-dollar basis than small orders. The following summarizes our policies for batching transactions:

- Rockefeller & Co. may aggregate orders for all its clients, including clients (e.g. Private Funds) in which firm employees invest;
- All accounts participating in the aggregated execution will receive the same average execution price (and commission, if any) as reported by the broker;
- Where the full amount of the aggregated order is not executed, the partial amount actually executed shall be allocated among the participating client accounts pro-rata on the basis of order size, subject to rounding to "round lot" amounts and the exercise of discretion to avoid unreasonably small allocations;

- Aggregated orders placed in markets outside of the U.S. may be required to be allocated according to the applicable laws and exchange rules of those jurisdictions; and
- In the case of supply-constrained securities, other than IPOs, when Rockefeller & Co.'s overall allocation is too small for practical pro rata distribution and retention in all interested accounts, the aggregate allocation will be placed so as to share the benefit of favorable pricing broadly across as many accounts as practicable, consistent with the goal of providing fair and equitable treatment over time. In general, this means that small allocations generally will be placed in widely-held investment vehicles benefiting as many of Rockefeller & Co.'s clients as possible. No such allocation can be made to any account in which Rockefeller & Co. and/or its employees have more than a 10% interest.

### Brokerage for Client Referrals

Neither Rockefeller & Co. nor any of its related persons takes into consideration whether it receives client referrals from a broker-dealer or third party when selecting or recommending broker-dealers for client securities transactions.

### Client-Directed Brokerage Transactions

At a client's written request, Rockefeller & Co. will direct a client's orders to a broker designated by the client with the understanding that the broker will pay obligations for which the client would otherwise be responsible (such as consulting or custodial services).

Rockefeller & Co. directs brokerage in this manner with the client's understanding that the directed brokerage arrangement means that Rockefeller & Co. is not expected to (and, under most circumstances, will not be in a position to), among other things, negotiate commission rates or spreads, obtain volume discounts or execute over-the-counter stock transactions directly through the relevant market maker.

Additionally, client-directed brokerage arrangements may require the segregation of a client's orders from the orders of other clients as that client's trades in a security will generally not be communicated to the directed firm until after a related batch transaction for other clients has been communicated to the executing broker-dealer. Thus, in most instances, trading for the directed account will not commence until after the batch transaction has been fully executed. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the directed client receiving a price that is less favorable than the price obtained for the batched order and the client may also incur somewhat higher commission costs.

Clients who direct brokerage should understand that best price and execution may not be achieved. In limited circumstances, Rockefeller & Co. may, but is not required to, utilize the New York Stock Exchange "step-out" trade mechanism to satisfy client-directed brokerage requests. A step-out trade allows for the execution of an aggregated order through one broker and the clearing of a portion of the order through the client-directed broker. The client

directing the brokerage is assessed commission by the confirming broker only, while the executing broker receives compensation in the form of commission from the other non-directed orders within the block trade. In this way, all clients benefit from the aggregated execution while bearing transaction costs no greater than would have been the case in the absence of a step-out.

### Cross-Trading

In certain circumstances, one or more accounts managed by Rockefeller & Co. may seek to dispose of certain securities that may be desirable for other accounts with available cash or liquidity.

Where permissible, Rockefeller & Co. may, but shall not be obligated to, cause an account to purchase or sell securities from or to, as the case may be, another account in a "cross trade" consistent with Rockefeller & Co.'s duty to seek best execution and its applicable written policies and procedures reasonably designed to assure that all participating accounts are treated fairly and that an appropriate price is assigned to the crossed security.

Participating accounts may pay full, reduced or no commissions in connection with a cross trade (though, in no case, will such commissions be paid to Rockefeller & Co. or an affiliate). Such cross trades may reduce execution related costs and/or improve execution quality for participating accounts.

In the event that a proprietary account, or a Private Fund in which Rockefeller & Co. or its personnel or affiliates have a significant ownership interest, may participate in a cross trade with another client account, Rockefeller & Co. will seek the client's consent prior to completion of the cross trade in accordance with Section 206(3) of the Advisers Act.

### Trade Error Policy

Rockefeller & Co. has adopted a policy and procedures for correcting trade errors. Rockefeller & Co.'s policy and procedures regarding trade errors are intended to achieve fairness to clients consistent with Rockefeller & Co.'s fiduciary duty and contractual obligations to clients, and to comply with applicable regulatory requirements.

In general, trade errors are corrected through the use of a separate error account established for this purpose. For errors discovered pre-settlement, the erroneous trade normally is transferred to, and covered in, Rockefeller & Co.'s error account. Any profits or losses realized from the correction in the trade error account will be retained by Rockefeller & Co.

When an error is detected after a trade settles in a client account, the error may be corrected directly in the client account or transferred to the error account and covered by Rockefeller & Co. The client generally will be entitled to retain any profits and, subject to a determination by Rockefeller & Co. that the error resulted in a reimbursable loss to the client, will be reimbursed for any such amount resulting from the post-settlement correction of an error. The netting of gains and losses for multiple errors is generally not permissible among clients

or for the same client in the case of multiple trade errors unless the profits and losses result from the same or a related series of transactions.

## **Item 13: Review of Accounts**

### **Annual Account Reviews**

Each client relationship is generally reviewed at least annually in light of changing investment objectives and other factors. In some cases, Rockefeller & Co. may also meet with clients on a quarterly basis, participate in periodic conference calls with clients and/or respond to client requests for information. The nature of the formal account reviews depends on the type and complexity of the account but generally includes a review of:

- Investment objectives and asset allocation;
- Account holdings and recent transactions;
- Account performance, including performance of third-party managers (if applicable);
- Spending and other requirements and upcoming cash-flow needs; and
- Account specific matters (e.g., excise tax calculations and minimum charitable distributions for foundations; principal and income distributions for trusts, etc.)

The supervised persons involved with a client review may include the designated Client Advisor, Portfolio Manager and depending on the scope of services may also include a Trust Officer, Client Accountant or other client-service professionals assigned to the client relationship team.

### **Periodic Account Reviews**

Conditions that may trigger a review, aside from the periodic, regularly scheduled review, would include:

- A material change in investment objectives or risk parameters;
- A significant account addition or change in cash or spending needs; and/or
- Tax or estate planning initiatives

### **Client Reporting**

All clients and/or their independent representatives receive a holdings report with current market values and a transaction report at least quarterly. Reports are available electronically (in .pdf format) or in hard copy format if preferred.

Standard monthly and quarterly performance and investment reporting may include:

- Asset Allocation Pie Chart, Summary and Detailed Statement of Assets
- Performance, and Benchmark returns (custom and blended benchmarks available)
- Unrealized Gain/Loss and Income Report
- Portfolio overview summaries at an entity and total relationship level
- Asset allocation reporting using a single standard classification model as well as other agreed-upon industry standard classifications (such as MSCI Industry or Geographic Region)



#### **Item 14: Client Referrals and Other Compensation**

Officers, directors and employees are encouraged to recommend and refer prospective clients. When those efforts result in a new client relationship, that fact would normally be considered in connection with regular performance reviews and promotion, bonus and other compensation decisions.

Employees other than the Chief Executive Officer or dedicated sales professionals may be eligible to receive cash referral awards in connection with introductions that result in new client relationships. With respect to new client relationships introduced by non-employee Directors or members of the Rockefeller family, Rockefeller & Co. may elect to make a charitable contribution to one or more charities based on the recommendation of the Board or Rockefeller family member who introduced the new client.

Rockefeller & Co. has entered into certain reciprocal referral arrangements with Société Générale, TCW Group, Inc. (“TCW”) and their affiliates. As part of these arrangements, Rockefeller & Co. may pay a referral fee to, or receive a referral fee from, Société Générale, TCW or their affiliates in connection with the referral of an advisory (or other type of) client. Rockefeller & Co. may in the future enter into additional referral arrangements with other third parties. In the context of investment advisory referrals, these arrangements are subject to Rule 206(4)-3 under the Advisers Act and are disclosed to prospective clients by the solicitor at the time of the referral.

### **Item 15: Custody**

Clients of Rockefeller & Co. generally have discretion to select the qualified custodian where their account assets will be maintained. Rockefeller & Co. maintains relationships with certain qualified custodians with which it has a good working and/or pricing relationship and may suggest the use of such qualified custodians in response to client inquiries for recommended service providers. Rockefeller & Co. does not receive monetary reciprocation for any such referrals.

Rockefeller & Co. may select one or more firms to serve as qualified custodian to hold the funds and securities of a Private Fund. Rockefeller & Co. reserves the right, in its sole discretion (subject, however, to the relevant Private Fund's governing documents), to change a Private Fund's custodial arrangements without further notice to investors in the Private Fund. However, Rockefeller & Co. will, to the extent required by Rule 206(4)-2 under the Advisers Act (the "Custody Rule"), provide appropriate notice upon opening such an account and upon any material changes to relevant information about the qualified custodian or the manner of custody.

Depending on the scope of services provided to a client, Rockefeller & Co. may be deemed to have "custody" of assets held within a client's account within the meaning of the Custody Rule because Rockefeller & Co. may have access to or authority over client funds and securities for purposes other than issuing trading instructions. If Rockefeller & Co. is deemed to have custody over any client's account, the client's qualified custodian is required to send directly to such client and/or such client's authorized representative a quarterly, or more frequent, account statements indicating the amounts of any funds or securities held in such client's account as of the end of the statement period and any transactions in the account during the statement period. Clients who do not receive account statements from their qualified custodian on at least a quarterly basis should promptly report this to their Rockefeller & Co. Client Advisor.

Rockefeller & Co. generally provides clients with regular reporting packages in addition to statements that will be sent directly to clients and/or their authorized representatives by the qualified custodian. Clients are encouraged to review and compare these two sets of account statements and report any discrepancy to their Rockefeller & Co. Client Advisor immediately. When reviewing and comparing these two sets of statements, clients should be aware of the following:

- Most qualified custodians provide information on a settlement date basis, while Rockefeller & Co. account statements reflect data on a trade date basis;
- Money market balances held at the qualified custodian are reflected as part of cash balances on the Rockefeller & Co. account statements; and
- Investments in Private Funds and most private investments are not separately maintained at the qualified custodian and therefore will not be reflected on the qualified custodian's statements.

With respect to Private Funds for which Rockefeller & Co. or a subsidiary serves as the general partner, managing member or manager, Rockefeller & Co. is deemed to have “custody” over the assets of such Private Funds within the meaning of the Custody Rule. To comply with the Custody Rule, Rockefeller & Co. will either:

- Provide each investor in the Private Fund audited financial statements within 120 days (or within 180 days in the case of a fund of funds) following the Private Fund’s fiscal year end; or
- In the case of an unaudited Private Fund, cause the Private Fund’s qualified custodian to send the Private Fund’s custody account statement to each investor at least quarterly.

Investors in Private Funds who do not receive audited financial statements or, in the case of unaudited Private Funds, quarterly custody account statements as described above, should promptly report this to their Rockefeller & Co. Client Advisor.

### **Item 16: Investment Discretion**

In relationships where Rockefeller & Co. is given discretionary authority over the investment management of a client's account, clients are generally required to sign an investment management agreement appointing Rockefeller & Co. as their discretionary investment manager and a limited power of attorney. Depending on the client's choice of custodian, the client may also need to specifically appoint Rockefeller & Co. as the discretionary investment manager over the assets held in its custody account on the custodian's custody account application. Rockefeller & Co. has a formal client acceptance process which requires an officer of the firm to sign each client agreement to evidence Rockefeller & Co.'s acceptance of its appointment as investment adviser to the client.

A client may elect to designate certain assets (such as legacy, concentrated or low-cost-basis holdings) as non-discretionary, and this restriction will be reflected in our Rokit system so that client consent will be obtained before a decision is made to trade in such securities.

## **Item 17: Voting Client Securities**

Where Rockefeller & Co. has proxy voting authority over client securities, Rockefeller & Co. seeks to vote proxies in the best interest of its clients in accordance with its Proxy Voting Policies and Procedures.

A client may, at any time, retain the right to vote proxies or take action relating to securities held in the client's account, provided the client advises Rockefeller & Co. of such decision in advance of any proxy vote(s). Upon reasonable notice, Rockefeller & Co. will also adhere to any specific client direction and/or reasonable guidelines with respect to proxy voting, even if such direction or guidelines conflict with Rockefeller & Co.'s voting guidelines.

Upon request, Rockefeller & Co. will provide clients with a copy of its policies and procedures as well as information on how Rockefeller & Co. voted proxies of securities held in that client's accounts.

### **Proxy Voting Administration**

Rockefeller & Co. has established a Proxy Committee that, among other things, establishes guidelines and generally oversees the proxy voting process. The Committee consists of senior personnel and is chaired by the Chief Investment Officer. The Committee has designated those who are responsible for the day-to-day administration of the policies and procedures.

Rockefeller & Co. has engaged Glass, Lewis & Co. LLC ("GL"), an organization unaffiliated with Rockefeller & Co., to assist with proxy voting. Rockefeller & Co. may either retain final authority and responsibility for proxy voting or delegate this authority and responsibility to GL, subject at all times, to Rockefeller & Co.'s proxy voting policies and guidelines. Rockefeller & Co. generally retains proxy voting authority and responsibility for: (i) securities selected by Rockefeller & Co. as a holding for client accounts managed according to a Rockefeller & Co. core investment strategy; or (ii) securities which represent a significant holding in one or more client portfolios. Rockefeller & Co. delegates to GL proxy voting authority and responsibility for all other securities held in clients' accounts. In addition to the proxy voting services described above, GL also provides Rockefeller & Co. with corporate governance information and due diligence related to proxy voting decisions. Pension and Investment Research provides Rockefeller & Co. with research on corporate governance and social issues impacting certain issuers of public securities.

### **Overview of Proxy Voting Guidelines**

Rockefeller & Co. has adopted and implemented these policies and procedures to ensure that proxies are voted in the best interest of clients in fulfillment of Rockefeller & Co.'s fiduciary duties and in accordance with Rule 206(4)-6 under the Advisers Act.

Rockefeller & Co. has established two sets of proxy voting guidelines: (1) a general set that governs the voting for clients not making a contrary election; and (2) a sustainability focused

set to be applied upon client request. Both guidelines share the same philosophy with respect to corporate governance issues and consider the future appreciation of the investment as a primary concern. The guidelines, however, differ somewhat on social and environmental issues. For example, the general guidelines set forth specific governance preferences and a more detached approach to social issues. The socially responsive guidelines take a more specific and proactive stance on social issues. Rockefeller & Co. does not automatically vote for or against any class of resolutions, but rather follows a list of preferences. On governance issues, the two sets of guidelines share a preference for resolutions that increase disclosure and reporting and that enhance the transparency of decision-making without placing an undue burden on the company or requiring the disclosure of proprietary or competitive information. In addition, both guidelines favor proposals that seek to:

- Preserve and enhance the rights of minority shareholders;
- Increase the Board's skill base; and
- Increase the accountability of both the Board and management

The sustainability voting guidelines seek to encourage progress and leadership from companies in areas such as:

- Corporate governance;
- Workplace and equality issues;
- Energy and the environment;
- Community, global corporate accountability; and
- International and public health

These guidelines are based on the assumption that good citizenship is good business and that encouraging companies to improve their social responsiveness can lead to improved financial performance.

#### Proxy Voting Limitations

Rockefeller & Co. will not vote proxies in countries that engage in "share blocking" -- the practice of prohibiting investors who have exercised voting rights from disposing of their shares for a defined period of time. Rockefeller & Co. will also not vote in cases where a proxy is received after the requisite voting date or with respect to specific proposals that are incoherent or that would entail extensive and uneconomic investigation or research.

#### Conflicts of Interest

Due to the nature of Rockefeller & Co.'s business and structure, it is unlikely that a material conflict of interest will arise in voting the proxies of public companies, because Rockefeller & Co. does not engage in investment banking, or manage or advise public companies. However, Rockefeller & Co. has a few affiliated persons who sit on the boards of directors of public companies. In the event a material conflict does arise, it will be resolved in the best interest of the clients. In such a case, the Proxy Committee will generally vote the proxy

based upon the recommendation of GL. If the Committee determines to resolve the conflict in a different manner, that approach will be documented.

#### Client Retained Proxy Voting Authority

In cases where a client has retained proxy voting authority, Rockefeller & Co. may provide the following assistance to the client, depending upon the client's preferences for the receipt and processing of proxy voting materials:

- Rockefeller & Co. will instruct the client's custodian to have all of the proxy voting materials sent to the client; or
- Rockefeller & Co. will assume responsibility for:
  - Receiving the proxy materials
  - Confirming the amount of shares held by the client as of the applicable record date
  - Obtaining the client's voting instructions
  - Completing the related paperwork according to the client's instructions, and
  - Sending the completed proxy materials to the proxy service representing the issuer or GL for processing, by the voting deadline

### **Item 18: Financial Information**

Rockefeller & Co. does not require or solicit prepayment of more than \$1,200 in investment advisory fees per client, six months or more in advance.

Rockefeller & Co. is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.

Rockefeller & Co. has not been the subject of a bankruptcy petition at any time during the past ten years.