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**The Ayco Company, L.P.**  
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[www.ayco.com](http://www.ayco.com)

**This brochure provides information about the qualifications and business practices relating to the investment advisory business of The Ayco Company, L.P. If you have any questions about the contents of this brochure, please contact your Ayco team or contact us at (518) 886-4000. 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. Investment adviser registration does not imply a certain level of skill or training.**

**Additional information about The Ayco Company, L.P. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**March 30, 2012**

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## Item 2 – MATERIAL CHANGES

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This brochure is dated March 30, 2012. The material changes since the last annual brochure dated March 31, 2011 include:

- Added additional description on principal activities. The Firm generally executes transactions for certain fixed income strategies managed by Advisory Personnel on a principal basis and charges a Markup/Markdown that appears as part of the net price confirmed to the client. In recognition of the significant volume of fixed income transactions that are executed by the Firm with third-party broker-dealers, The Firm also may execute certain fixed income trades for certain strategies on an agency basis (“Agency Trading”). In the case of agency trades, clients may be charged an explicit Commission that is disclosed on their trade confirmations rather than Markups/Markdowns. Additionally, Agency Trading is available to clients that express a preference not to trade with the Firm as principal for certain fixed income strategies. Notwithstanding this client preference, however, the Firm retains the right to continue to trade as principal (to the extent permitted by law) in order to provide eligible clients with access to new issues or for best execution.

Clients may pay commissions, commission equivalents, markups, markdowns and spreads (collectively, “Execution Charges”) in addition to paying advisory fees. The Firm may waive Execution Charges (specifically, Commissions and Markups/Markdowns) to which it is otherwise entitled for transactions in certain fixed income strategies managed by Advisory Personnel. These fixed income strategies and any other investment strategies for which the Firm may in the future determine to waive Commissions and Markup/Markdowns are collectively referred to as “Execution Charge Waived Strategies.” During the time that the waiver is in effect, the Firm will continue to receive the investment advisory fees charged for such Execution Charge Waived Strategies, as well as the Spreads and other compensation described in Item 5, Fees and Compensation. The waiver is not intended to affect the nature of the investment advice provided, nor does the Firm select or recommend portfolio managers as part of its offering of the Execution Charge Waived Strategies. Goldman Sachs may, in its discretion, elect to charge (or reinstate) Commissions and Markups/Markdowns for Execution Charge Waived Strategies at any time.

- Updated assets under management to reflect values as of December 31, 2011. See Item 4.
- Updated fees and fee ranges for comprehensive financial counseling and certain services provided through our Financial Related Services business unit. See Item 5.
- Added disclosures on new investment strategies including Fixed Income – Corporate Short Duration and Managed ETF – All Equity. See Items 5 and 8.
- Added disclosure to clarify our gift policy, which prohibits our employees from accepting gifts that could influence or appear to influence their business judgment. See Item 11.
- Updated disclosure concerning aggregation of trades to explain that we may not net buy and sell orders for the same account if portfolio management decisions relating to the orders are made separately, or if netting is not appropriate or practicable. See Item 12.
- Added disclosure to clarify that we do not accept discretion over client’s investment accounts and assets as part of services provided through our financial counseling or Financial Related Services businesses. See Item 16.
- Attached a new balance sheet as of December 31, 2011. See Item 18.

The foregoing is only a summary of the material changes to the Brochure. It does not purport to identify every change to the Brochure since the last annual update. This summary of material changes is qualified in its entirety by reference to the full discussion in this Brochure. Clients are encouraged to read the Brochure in detail and contact their Ayco representative with any questions. For ease of reference, capitalized terms that are defined when first used in the Brochure are also set forth in the Glossary.

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### **Item 4 – ADVISORY BUSINESS**

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#### **Introduction**

This Brochure describes the investment advisory services offered by The Ayco Company, L.P. (“Ayco”). Ayco provides advisory services to clients and has been helping clients build and preserve their financial wealth since 1971. Ayco is headquartered in Saratoga Springs, NY and operates through offices located in Albany, NY, Atlanta, GA, Canonsburg, PA, Dallas, TX, Irvine, CA, Lake Forest, IL, Latham, NY, New York, NY, Parsippany, NJ and Troy, MI. Ayco offers certain advisory services to clients of its affiliate Goldman, Sachs & Co. (“GS&Co.”) through offices located in Atlanta, GA, Boston, MA, Chicago, IL, Dallas, TX, Los Angeles, CA, New York, NY, Philadelphia, PA, San Francisco, CA and West Palm Beach, FL. Unless otherwise specified, references in this Brochure to “clients” means Ayco clients.

Ayco’s principal owner is The Goldman Sachs Group, Inc. (“GS Group”), a publicly traded bank holding company and financial holding company under the Bank Holding Company Act of 1956, as amended, and a world-wide, full-service financial services organization. GS Group, Ayco and their respective affiliates, directors, partners, trustees, managers, members, officers and employees are referred to collectively as “Firm.”

#### **Advisory Services**

Ayco is a financial counseling firm that offers investment advisory services through financial counseling and investment education programs, and through its investment services group offers investment accounts based on the stated investment objectives, risk tolerance and financial circumstances of each client. Client accounts for which Ayco has expressly agreed to serve as investment adviser pursuant to separate agreement are referred to as “Advisory Accounts,” and include (i) centrally managed accounts that are managed by teams of portfolio management personnel within Ayco who manage various investment strategies (“Portfolio Management Teams”), (ii) separately managed accounts that are managed on a discretionary or nondiscretionary basis by Investment Professionals (“IP”) and an investment committee for certain trusts established through Ayco Trust Advisory Service (“ATAS”) and (iii) certain non-discretionary accounts that are advised by a designated Ayco professional. “Advisory Personnel,” i.e., those providing advisory services, include, as may be appropriate in the context, Account Managers, Wealth Advisors, Financial Related Services Counselors, Portfolio Management Teams, IPs and the investment committee for certain trusts established through ATAS. Ayco offers investment advice under the laws of the United States through the following services and programs. Under the laws of a particular foreign jurisdiction, Ayco’s services may be limited for clients residing outside the United States.

## **Financial Counseling**

Ayco's primary business is providing the following financial counseling advisory programs, which are separate and apart from the investment advisory services offered to Advisory Accounts. Except as may be required for Wealth Strategist Services or the Ayco Personal Advisor Service ("APAS"), clients are not required to maintain Advisory Accounts with the Firm to receive the described services.

### Comprehensive Financial Counseling

Ayco provides Comprehensive Financial Counseling services to individuals directly or through employer-sponsored programs. Comprehensive Financial Counseling services offered through employer-sponsored programs typically include one or more service tiers. The services offered and the corresponding fees charged vary as between tiers. The second tier of Comprehensive Financial Counseling is sometimes referred to as "Executive Financial Counseling" and typically includes fewer meetings or other sessions between individual participants and Account Managers than the first tier of Comprehensive Financial Counseling. Comprehensive Financial Counseling services delivered to individuals directly or through employer-sponsored programs may include assisting counseled clients in (i) developing a comprehensive plan designed to maximize the benefits of their employers' compensation and benefit programs, preserve the counseled clients' assets and manage income on a long-term basis, and (ii) developing a counseled clients' retirement program and estate plan.

In addition to furnishing investment advice, Ayco will generally assist its counseled clients in developing an overall financial plan coupled with tax and estate planning. In order to develop a financial plan, Ayco will analyze the financial status of the counseled client, his or her sources of income, assets, personal obligations and debts, objectives, commitments, cash flow, family responsibilities and the effect of the existing income and estate tax structure on his or her sources of income and accumulation of wealth.

### Encompass Financial Counseling

Encompass is designed to offer family office services for individuals and families with significant wealth. Encompass services delivered through an Account Manager provide an alternative to wealthy families creating their own family office. Encompass services include family estate planning and coordination; investment allocation; monitoring and reporting; cash flow management; risk management; income tax planning, preparation and compliance.

### Ayco Personal Advisor Service (APAS)

APAS is a limited financial counseling service provided to clients with Advisory Accounts who (i) do not otherwise receive Ayco financial counseling services and (ii) have the potential to have at least \$1,000,000 held in discretionary advisory accounts managed by Ayco, and/or its affiliated and non-affiliated managers. APAS is delivered through an Ayco Wealth Advisor (sometimes referred to herein as an Account Manager, as may be appropriate in the context) who assists the client in integrating their investment portfolio with estate and, in some cases, tax planning strategies and long-term cash flow and retirement needs. Asset management services provided to clients as part of APAS are governed by the applicable separate investment account agreement.

APAS previously offered discretionary portfolio management using stocks, fixed income securities and a portfolio of diverse mutual funds and other securities, each as may be appropriate for an individual client. This service is no longer available.

### Wealth Strategist Services

The Wealth Strategist Services program is an individual financial counseling service delivered by an Ayco Wealth Strategist (hereafter referred to as an Account Manager, as may be appropriate in the context) in consultation with the client's GS&Co. representative, that is primarily offered to clients of Ayco's affiliate, GS&Co. Ayco contracts with current and prospective GS&Co. clients to provide certain financial

counseling services selected by the client, in coordination with the client's GS&Co. representative and other outside advisors as applicable. Wealth Strategist Services may include (i) financial counseling, through which certain clients may elect to receive tax, estate, insurance, benefits and compensation, and retirement and cash flow planning; and (ii) preparation of financial exhibits. Ayco is not responsible for providing investment and/or brokerage services related to investment accounts of clients participating in the Wealth Strategist Services program.

#### Ayco Family Office Counseling Service

Ayco Family Office Counseling Service is a financial counseling service provided to select current and former executives of GS Group in consultation with the client's GS&Co. representative, if any. The financial counseling services provided through the Ayco Family Office include income tax planning, benefits and compensation advice, estate and wealth planning, insurance planning, charitable planning services, financial reporting and long term cash-flow and retirement planning. Ayco is not responsible for providing investment and/or brokerage services related to investment accounts of Ayco Family Office clients.

#### General Information on Financial Counseling Relationships

Ayco clients are not required to implement their financial plans through Ayco or its affiliates in their capacity as asset managers, insurance agencies or broker dealers. Advisory Personnel in the counseling practice do not provide discretionary management over client investments. A number of Ayco personnel, including Account Managers and Wealth Advisors are registered representatives of Ayco's affiliate, Mercer Allied Company, L.P. ("Mercer Allied"), a broker-dealer registered with the U.S. Securities and Exchange Commission ("SEC") and they may refer clients to Ayco affiliates, including GS&Co., for investment and brokerage accounts. Such personnel are also licensed insurance agents and sub-agents of Ayco's affiliates, The Ayco Services Agency, L.P. ("ASA") and/or The Ayco Services Insurance Agency, Inc. ("ASIA"), and may be appointed as agents of insurance companies, and they may refer clients to ASA and/or ASIA for placement of insurance and annuities products. Clients contracting for investment advisory supervision with a grant of discretionary authority to Ayco or its affiliates are directing Ayco to utilize the broker-dealer platforms made available by Ayco or its affiliates, which are currently the GS Platform and the Fidelity Platform (described below).

In providing any of the financial counseling services described above, Ayco may provide education and make recommendations to its clients guided by the overall personal objectives of the client. Ayco may provide a recommendation to clients concerning asset allocation among certain asset groups. The fact that Ayco may consider a client's brokerage account assets in providing asset allocation advice or that a client may implement Ayco's advice in a brokerage account does not mean that a client's brokerage accounts are advisory. Financial counseling services assist a client in developing a comprehensive financial plan and are not designed to be specific to any particular investment account and do not modify the terms and conditions governing a client's investment accounts. Those terms and conditions, unless otherwise amended, control for all purposes under such investment accounts. Except as otherwise expressly agreed in writing, Ayco does not assume any duties to take action pursuant to recommendations, advice or financial planning strategies that Ayco may provide to clients, which ultimately remain the client's obligation.

Ayco's financial counseling services are consistent with investment education described in 29 CFR 2509.96-1, and not "investment advice", as such term is used in Section 3(21) of the Employee Retirement Income Security Act of 1974 (as amended, "ERISA"). As a result, Ayco is not intended to be considered a "fiduciary" under Section 3(21) of ERISA with respect to any "employee benefit plan" under Section 3(3) of ERISA or "plan" under Section 4975(e)(1) of the Code maintained or contributed to by a counseled individual's employer or such employer's affiliates or in which any counseled individual participates. Ayco's financial counseling services are not intended to and shall not constitute a primary basis for any investment decision by, or with respect to the assets of, any such plan.

Ayco offers certain non-advisory services to its financial counseling clients such as tax preparation, personal bill pay and certain bookkeeping services. Ayco does not provide attest or compilation services and does not prepare, present, audit, review or examine prospective financial information or express any opinion as to the accuracy or validity of that information. Ayco does not provide accounting advice to its clients.

Clients may also consult with Ayco concerning real estate purchases, special asset purchases and their part-time business ventures. Ayco does not undertake to nor does it perform due diligence regarding any such investments or ventures and may not have any expertise in these areas.

Ayco maintains internal technical specialists dedicated to supporting its Advisory Personnel by providing ongoing research, training and technical support in various technical disciplines, including estate and tax planning matters. Ayco may produce charts, graphs and other devices with respect to asset allocation and performance of various asset groups on a periodic basis. These charts are published in the Ayco Investment Report, a quarterly publication, and may be made available at no cost to Comprehensive Financial Counseling, Encompass and APAS clients. In addition, Ayco may prepare charts and graphs with respect to stock option exercises, employee benefit distributions and other matters of employee compensation for financial counseling clients.

Ayco's Benefits and Compensation Group may, as part of the Comprehensive Financial Counseling service, or for a separate annual fee, which is negotiable, provide general information on tax and benefits/compensation matters; provided, however, that unless otherwise agreed by Ayco in writing, Ayco does not provide tax, benefits consulting services or investment advice to corporate sponsors of Comprehensive Financial Counseling programs with respect to such sponsor's benefits and compensation plans, nor does Ayco act as a fiduciary with regard to such plans.

As part of Comprehensive Financial Counseling, Ayco does not provide advice, make recommendations or otherwise assist Retirement Accounts (defined below) in deciding whether to invest in companies for which affiliated persons of Ayco serve as adviser, sub-adviser, and/or distributor and receive fees for the services provided. See Item 8 for further details.

Comprehensive Financial Counseling services may be provided by Ayco personnel from one or more of Ayco's counseling groups, as Ayco deems appropriate, and will be disclosed to individuals receiving services and/or corporate sponsors, if any, as may be required.

### **Financial Related Services (“FRS”)**

FRS provides the following financial education and planning services to program sponsors such as large employers or associations on an individual or group basis, under separate written agreement between Ayco and the sponsoring organization and in some circumstances, an individual participating in a program sponsored by an organization.

The Ayco AnswerLine® service provides one-on-one financial planning education through a toll-free number to individuals through employer or association sponsored programs.

Aycofn® service is a web-based financial education service that focuses on the fundamentals of financial planning. Aycofn® includes basic financial planning content financial planning tools and calculators, and the ability to develop personal financial reports.

Money in Motion® service is a financial education service that focuses on the fundamentals of financial planning. The service includes the Ayco AnswerLine® and Aycofn®. As part of the Money in Motion® program, Ayco offers electronic publications on Aycofn® or through e-mail subscription that contain educational content focusing on the fundamentals of financial planning.

RetireRight<sup>®</sup> service is a retirement planning service provided to individuals who have announced their decision to retire. The service consists of access to a RetireRight<sup>®</sup> counselor and a subscription to Aycofn<sup>®</sup> for six months.

FastTrack service provides financial planning for small groups of executives or employees of the sponsoring organization. The service consists of various components as selected by the sponsoring organization and may include a customized seminar, a personal planning session for each of the enrolled employees, customized financial planning exhibits and access to the Ayco AnswerLine<sup>®</sup> service and Aycofn<sup>®</sup>.

Seminars, customized to address employee benefits, offering impersonal financial education on varying topics that may be delivered live, in person or via web, or on various recorded media are also available. Fees vary depending on the number of days of the seminar program, the number of participants involved and the customization of the program.

SurvivorSupport<sup>®</sup> service provides assistance to the surviving spouse or other qualified beneficiaries of employees in gathering estate assets and making investment and financial planning decisions. The service generally consists of one initial financial planning session between the surviving participant and a FRS Counselor, a personal financial plan, and direct telephone access to designated counselors and Aycofn<sup>®</sup> for six consecutive months from the date of the initial financial planning session.

TransitionalSupport<sup>SM</sup> service provides assistance to terminally-ill individuals in making financial decisions. The service generally consists of one initial financial planning session between a counselor and the participant, a personal financial plan, and direct telephone access to designated counselors and to Aycofn<sup>®</sup> for six (consecutive months from the date of the initial financial planning session).

Ayco's FRS services are consistent with investment education described in 29 CFR 2509.96-1, and not "investment advice", as such term is used in Section 3(21) of ERISA. As a result, Ayco is not intended to be considered a "fiduciary" under Section 3(21) of ERISA with respect to any "employee benefit plan" under Section 3(3) of ERISA or "plan" under Section 4975(e)(1) of the Code maintained or contributed to by a counseled individual's employer or such employer's affiliates or in which any counseled individual participates. Ayco's FRS services are not intended to and shall not constitute a primary basis for any investment decision by, or with respect to the assets of, any such plan.

FRS services may be provided by Ayco personnel from one or more of Ayco's counseling groups, as Ayco deems appropriate, and will be disclosed to individuals receiving services and/or corporate sponsors, if any, as may be required.

## **Investment Services and Accounts**

Ayco offers investment services and accounts through its Investment Services Group ("ISG"). Ayco has arrangements with GS&Co. (the "GS Platform"), Fidelity Brokerage Services LLC and National Financial Services LLC (together "Fidelity" and the "Fidelity Platform") through which services including, among others, brokerage, custodial, administrative support, record keeping and related services are provided and such services may benefit Ayco. Ayco is not affiliated with Fidelity but has a Custodial Support Services Agreement with Fidelity which is described in Item 5.

ISG includes IPs who, among other things, are registered representatives of GS&Co. and who, in consultation with a client's Account Manager, may manage certain Advisory Accounts, in some cases based on model portfolios, and provide clients with asset allocation recommendations for assets on the GS Platform and Fidelity Platform. Ayco IPs also provide clients with investment advisory services through separately managed Advisory Accounts on a discretionary basis. With prior written client authorization, Ayco investment associates, including IPs, in consultation with a client's Account Manager, may allocate, rebalance and reallocate client assets among Advisory Accounts on the GS Platform, including to accounts participating in Managed Account Strategies. Information about managers participating in Managed Account Strategies is available in the Form ADV brochure for the applicable

manager. Ayco also employs Regional Investment Strategists in certain counseling regional offices who assist in investment planning and marketing.

#### Investment Accounts – Managed by Ayco Portfolio Management Teams

ISG has Portfolio Management Teams that provide clients with investment advisory services through centrally managed Advisory Accounts on a discretionary basis. The various strategies available include fixed income taxable bonds (government and/or corporate bonds), municipal bonds, equities, affiliated and unaffiliated mutual funds and exchange traded funds (“ETFs”).

#### Investment Accounts – Managed by Ayco Affiliates or Unaffiliated Managers

Advisory Personnel may also recommend that clients select Ayco’s affiliate, Goldman Sachs Asset Management, L.P. (“GSAM”), to manage all or a portion of a client’s assets or may recommend or appoint affiliated and unaffiliated investment managers, selected by the Firm in its sole discretion, to manage all or a portion of a client’s assets through one or more wrap programs sponsored by Ayco or its affiliates. Such accounts are established under separate written account agreements between the client and Ayco’s affiliates, and may use affiliated or unaffiliated brokers and custodians. For more information, please refer to the GSAM brochure, the Managed Account Strategies brochure or the Ayco wrap program brochure.

#### Investment Accounts – Managed by Ayco – Other

Other Ayco managed Advisory Accounts include Managed Advisory Accounts; The Ayco Charitable Foundation (“ACF”) account; and ATAS Accounts.

Managed Advisory Accounts are designed by an IP through consultation with the client to develop an account with suitable investment objectives and risk tolerance relative to the client’s financial circumstances and asset allocation strategy. Ayco IPs select investment options on behalf of the client on a discretionary basis reflecting the client’s overall investment objectives, asset allocation strategy and investment guidelines.

The ACF Account is advised by Ayco and administered through the Ayco Charitable Services Group, a division of Ayco that provides administrative services to charitable foundations, including ACF, a 501(c)(3) public charity that sponsors donor advised fund accounts (established for accounting purposes only to track the assets of ACF from which each donor has a limited right to recommend that charitable grants be made to 501(c)(3) public charities and certain qualified governmental units) (“Sub-Accounts”).

ATAS provides advice and investment management to trusts and in certain limited circumstances, estates. Where appropriate for a client’s estate plan, Ayco may recommend that the client appoint Wilmington Trust Company, (“WTC”), Fidelity Personal Trust Company, FSB, (“FPTC”), Royal Bank of Canada (“RBC”) or another third party trustee as a fiduciary with the direction or delegation that the trust engage Ayco, pursuant to a separate express written account agreement, as an investment advisor for the cash and securities owned by the trust. Where appropriate for a client’s estate plan, Ayco may recommend that the client appoint Goldman Sachs Trust Company, N.A. (“GSTC”) as a fiduciary, without the intent that the trust engage Ayco as an investment advisor. Further, Ayco may provide consultation to the trustee for the trustee’s consideration concerning tax, distributions and estate planning. Ayco may meet with one or more of the beneficiaries of the trust on a periodic basis.

#### Investment Accounts – Nondiscretionary Advisory Accounts

Nondiscretionary Advisory Accounts offered through ISG under an express written agreement include strategies investing in mutual funds held on the Fidelity Platform through Ayco Privileged Client Service (“APCS”). APCS allows clients to consolidate mutual fund holdings from various mutual fund families in one account through the Fidelity Platform. Ayco has entered into an agreement with Fidelity whereby Fidelity provides custodial support services to these accounts. Through APCS, ISG accepts limited

discretionary authority for mutual fund trading. Account Managers, Wealth Advisors and IPs provide investment and asset allocation advice and education to clients related to APCS accounts, and APCS clients may also receive The Ayco List of Mutual Funds and other investment publications published by Ayco's Investment Planning Group. Ayco does not undertake to review securities that have not been recommended by Ayco which are held within an APCS account. Ayco may in its sole discretion make available to certain clients, including certain APCS clients, the Ayco AnswerLine<sup>®</sup> service and the Aycofn<sup>®</sup> service.

#### ISG Programs - Ayco Investment Consulting Service (no longer offered)

Ayco Investment Consulting Service reviews and restructures portfolios in accordance with Ayco's Strategic Asset Allocation Model. Ayco Investment Consulting Service provides analysis and recommendations with respect to investment manager selection. Ayco Investment Consulting Service includes quarterly portfolio reviews and client meetings or other sessions. The Ayco Investment Consulting Services are no longer available to new clients.

#### **Investment Restrictions**

Clients may impose certain reasonable restrictions on the management of their Advisory Accounts, subject to Ayco's policies, including by restricting particular securities or types of investments provided that Ayco or its affiliates, as applicable, accepts such restrictions. Any accepted restrictions will be documented and confirmed in writing by Ayco or its affiliates, as applicable. Clients should be aware that the performance of Advisory Accounts with restrictions will differ from, and may be lower than, the performance of Advisory Accounts without restrictions.

#### **Wrap Fee Programs**

Ayco is the sponsor of a wrap fee program on the Fidelity Platform known as the Ayco Private Access Account Program ("Program"), however Ayco does not act as an investment manager for wrap fee programs, but Ayco managed strategies and strategies managed by Ayco affiliates may be available in the Program. Information about the Program is available in Appendix 1 to Ayco's ADV Brochure. Program accounts must be held in custody at Fidelity.

Clients investing in the Program are generally not permitted to invest outside the Program in accounts managed by affiliates of Ayco and investment advisors not affiliated with Ayco on the GS Platform. Clients investing in accounts managed by affiliates of Ayco and investment advisors not affiliated with Ayco on the GS Platform are generally not permitted to invest in the Program.

As described in more detail below, clients may pay commissions, commission equivalents, markups, markdowns and spreads (collectively, "Execution Charges") in addition to paying advisory fees. The Firm may waive Execution Charges (specifically, Commissions and Markups/Markdowns) to which it is otherwise entitled for transactions in certain fixed income strategies managed by Advisory Personnel. These fixed income strategies and any other investment strategies for which the Firm may in the future determine to waive Commissions and Markup/Markdowns are collectively referred to as "Execution Charge Waived Strategies." During the time that the waiver is in effect, the Firm will continue to receive the investment advisory fees charged for such Execution Charge Waived Strategies, as well as the Spreads and other compensation described in Item 5, Fees and Compensation. The waiver is not intended to affect the nature of the investment advice provided, nor does the Firm select or recommend portfolio managers as part of its offering of the Execution Charge Waived Strategies. The Firm may, in its discretion, elect to charge (or reinstate) Commissions and Markups/Markdowns for Execution Charge Waived Strategies at any time.

## **Assets Under Management**

As of December 31, 2011, Ayco managed approximately \$17,301,200,000 of client assets, of which approximately \$12,758,400,000 was managed on a discretionary basis and approximately \$4,542,800,000 was managed on a nondiscretionary basis.

## **Item 5 – FEES AND COMPENSATION**

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Unless otherwise indicated below, fees that are specified herein are negotiable or may be waived in Ayco's discretion. Lower fees for comparable services described below may be available from other sources.

### **Fees for Advisory Services - Financial Counseling**

#### *Comprehensive Financial Counseling*

Employer Sponsored Programs. Ayco may charge a counseling fee for each individual in the Comprehensive Financial Counseling program. There are generally two fee models utilized by employer sponsors (sometimes referred to hereinafter as corporate sponsors): annual fee model and first year/continuing service model (currently offered on a limited basis). Fees will vary based on a number of factors, including the complexity of the services provided, whether tax preparation is included, the size of the corporate program, as well as Ayco's overall relationship with the corporate sponsor. Ayco reserves the right to change its fees in the event of extraordinary circumstances affecting a counseled individual's needs for financial counseling services.

For the annual fee model and the first year/continuing service fee model, the annual counseling fee per individual participating in the top service tier of the employer-sponsored program ranges between \$14,000 and \$26,000, while the annual counseling fee per individual participating in the second tier of the employer sponsored program ranges between \$10,000 and \$14,000. Counseling fees for the annual fee model may be adjusted in subsequent years to account for cost of living increases. Continuing service fees for the first year/continuing service fee model typically represent a percentage of the first year fees, adjusted to account for cost of living increases. In the case of either fee model, the fee and fee adjustment are negotiable and may vary significantly based on the factors above. In addition, Ayco reserves the right to make exceptions, on a sponsor by sponsor basis, to the current fee ranges. Ayco may add a surcharge of 15% to its annual fee per individual for services provided by Ayco's California office.

Ayco's fees for work performed for the individual participating in an employer sponsored program may be paid to Ayco either partially or completely by the corporate sponsor or the individual to whom services are being provided.

Ayco's Comprehensive Financial Counseling program may also include an annual corporate account maintenance fee, separate from any investment advisory fee charged and separately negotiated, which typically varies depending on the level of service. The annual corporate account maintenance fee covers the collection and analysis of the corporate sponsor's benefits and compensation plans for the purpose of counseling individuals participating in the Comprehensive Financial Counseling program, direct access to services offered by Ayco's Benefits and Compensation Group and ongoing administration of the Comprehensive Financial Counseling program. The corporate account maintenance fee for subsequent years may vary depending on the level of service and is subject to increase.

In the case of Comprehensive Financial Counseling services offered to individuals through an employer-sponsored program, the corporate sponsor is solely responsible for determining the amount of income to impute to the individual participants. Ayco does not provide any advice regarding such imputation of income.

Individual/Direct. Ayco typically charges a fee for each individual receiving Comprehensive Financial Counseling services through a program other than an employer sponsored program. Ayco currently offers its Comprehensive Financial Counseling services to individuals for an annual fee of between \$10,000 and \$30,000. The annual fee may be adjusted in subsequent years to account for cost of living increases or as may be agreed upon by Ayco and the client. Both the fee and fee adjustment are negotiable and may vary significantly based on the factors cited above. In addition, Ayco reserves the right to make exceptions, on a client by client basis, to the current fee ranges.

Ayco may also offer its counseling services on an hourly fee basis. The current range for hourly fees charged to new clients is between \$70 and \$520 depending on the factors cited above. Ayco does not charge active Goldman Sachs' executives a separate fee for its Ayco Family Office counseling services. Ayco's fees for former Goldman Sachs executives are based on Ayco's hourly fee rates.

#### Encompass Financial Counseling

The Encompass service includes an annual fee and a one-time integration fee for new clients. The minimum annual fee for new clients is \$100,000. The one-time integration fee is equal to 15% of the annual fee for new clients in the first year of service. Ayco reserves the right to make exceptions, on a client by client basis, to the minimum annual fee and the one-time integration fee.

#### APAS

APAS clients pay asset management fees based on the market value of assets in their managed account, as well as any other advisory fees charged by the investment managers of the individual investments in their managed accounts, and Execution Charges as applicable. There is no additional advisory fee charged for the APAS service. Asset management fees will vary depending upon the strategies employed and the assets under management that a client has with Ayco and its affiliates. Ayco reserves the right to make exceptions to asset management fees and may establish accounts that have less than the stated minimums. Ayco, in its sole discretion, may terminate an APAS client relationship and corresponding account if the value of such accounts falls below certain minimum thresholds as established by Ayco from time to time.

#### Wealth Strategist Service

Ayco's Wealth Strategist Services program is typically offered by Ayco to GS&Co. clients (actual or prospective, as the case may be) with greater than \$25 million in assets under management held at GS&Co. (actual or prospective, as the case may be). Wealth Strategist Services are provided for no fee for a limited period of time generally not exceeding one year. Wealth Strategist Services may also be offered by Ayco for an annual fee of between \$15,000 and \$35,000 or 0.100 to 0.150 percent of assets under management held at GS&Co.

### **Fees for Advisory Services - Financial Related Services**

Unless otherwise indicated below, fees that are specified herein are negotiable. Fees hereunder may be waived in Ayco's discretion. The basic advisory fees set forth below represent the fees that may be charged for Ayco FRS services, absent special circumstances.

#### Ayco AnswerLine<sup>®</sup> and Aycofn<sup>®</sup>

Fees are negotiable and range from \$20 to \$3,500 per participant annually with an additional fee for project management and development charged to corporate sponsors from time to time. Ayco may also negotiate alternative fee arrangements for the Ayco AnswerLine<sup>®</sup> service based on a specified number of calls anticipated over a certain period of time depending on a number of factors including the eligible population, scope of topics addressed and timing of the program with initial call blocks ranging from \$50,000 to \$450,000. Minimum fees and fee ranges may be charged based upon (i) the number of eligible employees, (ii) the volume of calls, (iii) usage rates, (iv) scope of services, or (v) other negotiated

factors. In the event of a termination without cause of the Ayco AnswerLine<sup>®</sup> service, fees will be due for services rendered through the date of termination. In all instances, the termination and refund shall be effected as specifically negotiated in the contract. Customization fees for the Aycofn<sup>®</sup> service range between \$15,000 and \$500,000.

#### Money in Motion<sup>®</sup>

Fees range from \$200 to \$2,500 per participant and are non-refundable once the service commences.

#### RetireRight<sup>®</sup> and FastTrack

Fees for the RetireRight<sup>®</sup> service range from \$1,750 to \$3,500 per participant and are non-refundable once the initial in-person or telephone session has been provided. Fees for the FastTrack service range from \$2,850 - \$5,250 per participant and may include project management fees up to 15% of the total program fee.

#### Seminars

Fees vary depending on the number of days of the seminar program, the number of participants involved and the customization of the program. Fees range from \$2,900 to \$3,750 per day with an additional fee for project management and development.

#### SurvivorSupport<sup>®</sup>

Fees for new corporate sponsors of SurvivorSupport<sup>®</sup> services range from \$3,200 to \$3,500 for each participant and an annual administrative fee ranging from \$3,000 to \$10,000. The participant may terminate receipt of services by providing written notice of termination to Ayco. Once the initial, in-person or telephone session has been provided, fees are non-refundable.

#### TransitionalSupport<sup>SM</sup>

Fees for new corporate sponsors of TransitionalSupport<sup>SM</sup> services range from \$4,500 to \$7,500 for each participant. The participant may terminate receipt of services by providing written notice of termination to Ayco. Once the initial, in-person or telephone counseling session has been provided, fees are non-refundable.

### **Fees for Advisory Services - Investment Accounts**

For investment advisory services provided to Advisory Accounts, clients generally pay advisory fees based on a percentage of assets in the Advisory Account. Depending on the strategy selected, clients may pay Execution Charges (defined below) in addition to the advisory fees.

The advisory fee paid by each client is set forth on the fee schedule signed by the client for the applicable strategy. Fees may be negotiated and may vary from those in the fee schedule below. A client may pay more or less fees than similar clients depending on the particular circumstances of the client, size, additional or differing levels of servicing or as otherwise agreed with specific clients.

Ayco or its affiliates may receive investment advisory fees on these accounts, as described below, and Ayco personnel, including Account Managers, Wealth Advisors and IPs may receive compensation related to the investment advisory fees charged by Ayco and its affiliates. FRS counselors do not receive such compensation. Unless otherwise indicated below, Ayco does not charge a separate Ayco investment advisory fee on portions of portfolios comprised of mutual funds managed by Ayco affiliates.

Unless otherwise noted below, centrally managed Ayco accounts can be held on either the GS Platform or Fidelity Platform. Commission schedules and available managers may vary depending on the investment platform. Mutual funds managed by Ayco's affiliates are not available in certain Ayco centrally

managed strategies on the Fidelity Platform, but those mutual funds may be available for the same Ayco centrally managed strategies held on the GS Platform.

Advisory Account assets invested in certain mutual funds through the Fidelity Platform are subject to Ayco's advisory fees as well as advisory and various other fees and expenses paid to the service providers of each mutual fund. Mutual fund fees and expenses, including any redemption fees for liquidating any mutual fund shares, are described in the relevant fund prospectuses and are paid by the mutual funds but are ultimately borne by clients as shareholders in the funds. Mutual fund fees and expenses will result in a client paying multiple fees with respect to mutual funds held in an Advisory Account and clients may be able to obtain these services elsewhere at a lower cost. For example, if a client were to directly purchase a no-load mutual fund, the client would pay neither a transaction fee nor an advisory fee (other than those advisory fees or redemption fees which are a part of a mutual fund's expenses).

#### Investment Accounts –Managed by Portfolio Management Teams

Absent special circumstances, the advisory fees set forth below represent the maximum advisory fee that may be charged for Ayco Managed Advisory Accounts. Fees may be negotiable based on account objectives, level of service, other assets under management or other relationships that the client has with Ayco and its affiliates and other relevant facts and circumstances. Ayco may charge a minimum annual account management fee of \$1,000. Minimum balances or minimum fees may be waived in the sole discretion of Ayco or its affiliates, as applicable. Fee plus commission and/or Execution Charges apply for each account described below, with the exception that there are no markups or markdowns (described below) on fixed income accounts. Accounts may be terminated by Ayco in its sole discretion if the value of such accounts falls below certain minimum thresholds as established by Ayco from time to time. Ayco receives a custodial support services fee for certain accounts on the Fidelity Platform.

The Execution Charge Waived Strategies are subject to the fee schedule set forth herein. However, the presence of the waiver may make it less likely that the Firm would be willing to negotiate below its standard fee schedule. Clients may be able to obtain the same investment advisory and brokerage services that are offered for the Execution Charge Waived Strategies separately through the Firm or other firms, and the cost of obtaining the services separately may be more or less than the investment advisory fees charged for the Execution Charge Waived Strategies depending on the anticipated trading activity.

Advisory Account assets invested in mutual funds for which an Ayco affiliate serves as investment adviser, other than money market funds, will not be included in calculating Ayco's advisory fees. Although Ayco does not charge a fee for assets invested in affiliated mutual funds, other than affiliated money market funds, such assets are subject to advisory and various other fees and expenses paid to the service providers of each affiliated mutual fund, who are affiliates of Ayco, and such affiliates as well as Ayco and may receive compensation with respect to a portion of such fees.

Fixed Income – Government More than \$250,000 of assets	Annual Fee 0.350%
Fixed Income – Liquidity Plus More than \$500,000 of assets	Annual Fee 0.250%
Fixed Income - Blended More than \$500,000 of assets	Annual Fee 0.500%
Fixed Income – Municipal More than \$250,000 of assets	Annual Fee 0.500%
Fixed Income – Corporate Intermediate Duration More than \$500,000 of assets	Annual Fee 0.500%

Fixed Income – Corporate Short Duration More than \$500,000 of assets	Annual Fee 0.350%
Equity More than \$100,000 of assets	Annual Fee 1.250%
Ayco Portfolio Solution® - Traditional <sup>+</sup> More than \$100,000 of assets <i>+Traditional Strategies include All Equity; Growth of Capital; Moderate Growth; Conservative</i> <i>*May be offered to employees and affiliates' employees at 0.650%</i>	Annual Fee* 0.850%
Ayco Portfolio Solution® - Alternative More than \$100,000 of assets <i>*May be offered to employees and affiliates' employees at 0.650%</i>	Annual Fee* 1.000%
Core Satellite More than \$100,000 of assets	Annual Fee 0.850%
Core Complement - Moderate More than \$500,000 of assets	Annual Fee 0.850%
Core Complement - Growth More than \$750,000 of assets	Annual Fee 0.850%
Core Complement - Conservative More than \$750,000 of assets	Annual Fee 0.800%
Core Complement – All Equity More than \$500,000	Annual Fee 1.100%
Managed ETF – All Equity More than \$100,000	Annual Fee 0.650%

*Investment Accounts –Managed by Ayco Affiliates or Unaffiliated Managers*

Advisory fees for accounts managed by GS&Co. and GSAM, either directly or as a “manager of managers” through GS&Co. Managed Account Strategies Group, are described in each of the GS&Co. Form ADV Part 2 and the GSAM Form ADV Part 2, which Ayco or its affiliates will deliver to clients prior to the client entering into a contract for such an account. In addition, investment advisory fees for accounts managed by non-affiliated managers are described in the respective non-affiliated managers’ Form ADV Part 2, which Ayco or its affiliate’s delivers prior to offering the opening of such an account.

*Investment Accounts – Managed by Ayco – Other*

- Managed Advisory Accounts

For Managed Advisory Accounts managed by IPs, the advisory fee charged by Ayco will be either 0.500% or the fee applicable to the particular account investment if applicable. The account minimum is \$100,000.

- ACF account

For the account managed for ACF, advisory fees are charged on a quarterly basis, in arrears at the end of each quarter based on the daily average fair market value of each Sub-Account during the preceding quarter, and are negotiable with regard to the assets attributable to Sub-Accounts that exceed \$7.5 million. Annual advisory fees charged are 0.350% on assets invested in individual fixed income securities; 0.500% on assets invested in mutual funds and money market mutual funds; 1.000% on the first \$3 million in assets invested in equity accounts; and 0.750% on assets invested in equity accounts over \$3 million. Ayco waives its advisory fee of 0.500% with respect to assets invested in managed portfolios of affiliated mutual funds. However, Ayco may receive a portion of advisory and various other fees and expenses paid to the service providers of each affiliated mutual fund held within such portfolios. In addition, with respect to assets invested in money market funds of Ayco affiliates, Ayco may receive a portion of advisory and various other fees and expenses paid to the service providers of each affiliated money market fund in addition to its advisory fee of 0.500%.

Ayco also receives a fee for certain administrative services (“Administration Fee”) provided on behalf of ACF based upon the total assets held by ACF. The Administration Fee is 0.750% on the first \$250 million in assets; 0.700% on the next \$50 million in assets; 0.650% on the next \$50 million in assets; and 0.600% on assets over \$350 million. The Administration Fee is negotiable with regard to assets attributable to Sub-Accounts that exceed \$20 million. The assets attributable to any donor Sub-Account with a negotiated Administration Fee shall continue to count towards the total assets of ACF for the purposes of the fee-break points described above. The donor’s Sub-Account will be allocated the appropriate portion of ACF’s Administration Fees based on the account’s size relative to ACF’s total assets. Ayco reserves the right to allocate a minimum charge of \$100 to each Sub-Account (\$25 per quarter).

- ATAS Accounts

For ATAS accounts, the advisory fee charged by Ayco ranges from 0.500% to 1.050% of trust assets under management, depending on the corporate trustee selected and the amount of assets under management and the investment strategy. The minimum annual investment advisory fee charged by Ayco for new ATAS accounts is \$4,900. The trustee fees charged by corporate trustees to ATAS accounts are determined by the corporate trustees and generally range from 0.210% to 0.650% of assets under management, depending on the corporate trustee selected and the amount of assets under management.

Wilmington Trust Company, Fidelity Personal Trust Company, FSB, RBC, GSTC and other third party trustees also charge a fee for their trustee and administrative services and provide their own fee schedules. Unless otherwise indicated to clients, such fees shall be within the trustee fee ranges above. Commission schedules may also apply depending on the type of security purchased or sold.

In certain limited circumstances, a trustee (rather than the Trust) may engage Ayco to provide investment management services under a separate written agreement.

#### Investment Accounts – Nondiscretionary Advisory Accounts – Mutual Funds - APCS

For APCS accounts, of the fund class alternatives, over 6,000 are available on a no transaction fee basis. Ayco does not charge any fee to the APCS client, although the client may pay its proportionate share of the standard expenses of any mutual funds in which it invests through the Fidelity Platform. Certain funds that otherwise charge a load may be available at net asset value through the Fidelity Platform. Ayco also receives a custodial support services fee for certain accounts on the Fidelity Platform. Advisory fees and redemption fees that are a part of a mutual fund’s expenses still apply.

### ISG Programs - Ayco Investment Consulting Service (no longer offered)

For AICS, there is a 0.250% minimum annual charge.

### Investment Advice through Consultations not Included in Services Described Above

Fees for this advice are negotiated with the individual client prior to performing these services.

Lower fees for comparable services described above may be available from other sources.

### **Calculation and Deduction of Fees**

Advisory fees paid by clients for Advisory Accounts are charged quarterly in arrears based on the average market value of the assets in the account during the previous quarter. For Advisory Accounts on the GS Platform, average market value is generally determined using end-of-day quantities and end-of-month market prices for each security. For Advisory Accounts on the Fidelity Platform, average month-end values are adjusted for cash flows (contributions and withdrawals) equal to or exceeding \$10,000. Fees are prorated and due upon termination or for partial periods. Notwithstanding the foregoing, certain Advisory Accounts may be billed quarterly in advance based on previously negotiated billing arrangements which are no longer available.

For financial counseling fees, pursuant to a signed letter of authorization signed by the client to whom counseling services are provided, Ayco may deduct counseling fees from investment accounts held through Ayco.

Where GS&Co. is the custodian, advisory fees are automatically deducted from the client's Advisory Account unless other arrangements have been agreed upon between the client and GS&Co. Where Fidelity or another third-party is custodian, clients generally direct their custodian to have their fees debited from the Advisory Account for credit to Ayco and its affiliates, as applicable.

### **Other Fees and Expenses**

Corporate sponsors of Comprehensive Financial Counseling and/or FRS services (as the case may be) may be charged an account maintenance fee or annual retainer for Comprehensive Financial Counseling services, an administrative fee for SurvivorSupport<sup>®</sup> services, a customization fee for Aycofn<sup>®</sup> services and a project management or administration fee for FRS services (as may be applicable). For investment accounts, clients may pay Execution Charges in addition to the advisory fees. Clients may also pay fees for custody, administrative services and consolidated reporting as well as underlying mutual fund and private investment fund fees and expenses. Ayco also receives a custodial support services fee for certain accounts on the Fidelity Platform.

### Execution Charges

For Advisory Accounts on the GS Platform, clients who pay Execution Charges will do so at rates determined by the Firm. These rates may be negotiated and clients may pay more or less Execution Charges than similar clients for identical transactions, including those effected through the Firm. Execution Charges paid by similar clients may differ depending on the particular circumstances of the client, including the size of the relationship and required service levels. The Firm generally charges clients commissions according to the commission schedules agreed to between them. However, there may be circumstances where the Firm may charge commissions for investments or transactions that are not covered by the commission schedule. In addition, the Firm retains the right to waive Execution Charges for certain clients or investment strategies in its discretion.

For Advisory Accounts on the Fidelity Platform, Fidelity may impose Execution Charges, for equities, fixed income and other securities, in addition to the advisory fees charged by Ayco listed herein. Ayco and its affiliates do not share in Execution Charges imposed by Fidelity and clients may pay more or less than

similar clients are charged for identical transactions executed at GS&Co. Ayco's fixed income Advisory Accounts are not single fee or wrap accounts and trades made for Ayco Advisory Accounts are not charged a commission or markup. However, fixed income securities purchased for Advisory accounts on the Fidelity platform may include spreads or other charges and fees that may be earned by Fidelity on each transaction execution with Fidelity. Fidelity may also offer discounted commission rates to its employees who are advisory clients of Ayco.

A description of the different types of Execution Charges that clients may pay is provided below.

Execution Charge	Description and Applicability
<b>Commissions</b>	The amount charged by a broker for purchasing or selling securities or other investments as an agent for the client, as disclosed on the client's trade confirmations. Commissions may be charged in connection with transactions involving equities, fixed income securities, master limited partnerships, exchange-traded funds, listed options on equities and any other securities traded as agent.
<b>Commission Equivalents</b>	The amount charged by a dealer for purchasing or selling securities or other investments in certain riskless principal transactions (that is, transactions in which a dealer, after having received an order to buy or sell from a client, purchases or sells the security from another person to offset the client transaction). Commission equivalents may be charged in connection with transactions involving equities, listed options on equities and master limited partnerships.
<b>Spreads</b>	The difference between the current purchase or bid price (that is, the price someone is willing to pay) and the current ask or offer price (that is, the price at which someone is willing to sell). The spread is included in the price of the security. The difference or spread narrows or widens in response to the supply and demand levels of the security. Spreads may be included in transactions involving fixed income securities, structured products and currencies.
<b>Markups/Markdowns</b>	A markup is the price charged to a client, less the prevailing market price, which is included in the price of the security. A markdown is the prevailing market price of a security, less the amount a dealer pays to purchase the security from the client, which is included in the price of the security. Markups/Markdowns may be included in transactions involving fixed income securities, structured products and currencies.

The Firm generally executes transactions for certain fixed income strategies managed by Advisory Personnel on a principal basis and charges a Markup/Markdown that appears as part of the net price confirmed to the client. In recognition of the significant volume of fixed income transactions that are executed by the Firm with third-party broker-dealers, GS&Co. also may execute certain fixed income trades for certain strategies on an agency basis ("Agency Trading"). In the case of agency trades, clients may be charged an explicit Commission that is disclosed on their trade confirmations rather than Markups/Markdowns. The Agency Trading Option is available to clients that express a preference not to trade with GS&Co. as principal for certain fixed income strategies. Notwithstanding this client preference, however, GS&Co. retains the right to continue to trade as principal (to the extent permitted by law) in order to provide eligible clients with access to new issues or for best execution.

GS&Co. is currently waiving the Commissions and/or Markups/Markdowns to which it would otherwise be entitled for transactions in certain Execution Charge Waived Strategies. Accordingly, clients that invest in

Execution Charge Waived Strategies (including through the Agency Trading Option) pay investment advisory fees and all other fees and expenses that typically apply to the strategies, except for Commissions and Markups/Markdowns. These other fees and expenses include the Spreads and charges for custody and administrative services, consolidated reporting services and underlying fund fees discussed below. The Firm may, in its discretion, elect to charge (or reinstate) Commissions and Markups/Markdowns for the Execution Charge Waived Strategies at anytime. In addition, the Firm may elect to waive Execution Charges for other investment strategies in the future.

The Firm, like any other broker-dealer executing a transaction, may have commercial interests in transactions that are not always aligned with the interests of Advisory Accounts, such as obtaining favorable rates on Execution Charges. As described in Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, personnel of the Firm ("Personnel"), including Account Managers, Wealth Advisors and IPs, may receive referral or brokerage compensation in connection with transactions effected for Advisory Accounts custodied with the Firm. For information about GS&Co.'s brokerage practices, please refer to Item 12, Brokerage Practices.

#### Custody and Administrative Services

Clients may pay fees for operational and administrative support for their Advisory Accounts, including fees for wires and other client services. The amount of the fee varies based on whether the account is on the GS Platform or Fidelity Platform; the client's relationship with GS&Co. and the amount of assets under management. For accounts on the GS Platform, the amount of the fee appears on the statement for the period in which the fee is charged.

#### Consolidated Reporting Services

For Advisory Accounts on the GS Platform, in certain circumstances, clients may pay an additional fee to GS&Co. for providing reporting on assets held away from GS&Co. at third party custodians, as well as assets on the GS&Co. Platform.

For Advisory Accounts on the Fidelity Platform, Fidelity provides consolidated statements and tax reporting. Ayco does not charge any fee to the client for this level of service, although the client may pay its proportionate share of the standard expenses of any mutual funds in which it invests through the Fidelity Platform.

#### Underlying Fund Fees

Clients invested in pooled investment vehicles pay all fees and expenses applicable to an investment in the funds, including asset-based, performance-based, carried interest, incentive allocation and other compensation payable to the managers in consideration of the managers' services to the funds and fees paid for advisory, administration, distribution, shareholder servicing, subaccounting, subtransfer agency and other related services, or "12b-1" fees. All or a portion of these fees may be paid to the Firm as described in Item 10, Other Material Relationships. An investor in a fund-of-funds vehicle also bears a proportionate share of the fees and expenses of each underlying investment fund. All fees and expenses are generally in addition to the advisory fees each Advisory Account pays to Ayco and any applicable Execution Charges. In addition, a manager of a private investment fund may receive deal fees, sponsor fees, monitoring fees or other similar fees for services provided to portfolio companies. The fees and expenses imposed by a private investment fund may offset trading profits and, therefore, reduce returns.

Generally, compensation received by the Firm related to various services to pooled investment vehicles generally will be retained by the Firm. Except to the extent required by applicable law, Ayco and its affiliates are not required to offset such compensation against fees and expenses the client may otherwise owe the Firm.

## **Prepaid Fees**

Ayco's clients may pay fees in advance and certain services may require prepayment of fees. Unless otherwise agreed, if an advisory contract or relationship is terminated before prepaid services are rendered, Ayco will refund fees that have been prepaid to, but unearned by, Ayco.

## **Compensation for the Sale of Securities and Other Investment Products**

Fidelity pays Ayco a custodial support fee based on total client assets in the custody of Fidelity, other than for those assets held on behalf of Retirement Accounts (defined below) for which Ayco manages assets for a fee and assets in certain donor advised funds. Ayco and Fidelity have agreed that no custodial support fee payments will be made with respect to investments in transaction fee funds and Fidelity sponsored funds. The receipt of this custodial support fee, which includes compensation to Ayco not only for the provision of custodial support, back-office, administrative and clerical services, but also includes a profit to Ayco, may create an incentive for Ayco to recommend that its clients invest their assets in funds available through the Fidelity Platform for which (i) Fidelity is not a sponsor or manager, and (ii) transaction fees are not imposed (together, "NTF Funds"). It would not be unusual for the majority of investments made through the Fidelity Platform to be in NTF Funds, for which Ayco would receive custodial support fees. Ayco personnel may receive additional compensation from Ayco based upon client assets invested in mutual funds in Advisory Accounts on the Fidelity Platform, which may create an incentive for Ayco professionals to recommend that clients invested through the Fidelity Platform. Ayco personnel are not compensated based on the custodial support fee.

Ayco and certain personnel, including Account Managers, Wealth Advisors and IPs, receive compensation based upon the sale of securities and other investment products recommended or selected for Advisory Accounts or advisory clients. FRS counselors do not receive such compensation. Such compensation creates a potential conflict of interest that may give Ayco and certain personnel an incentive to recommend such securities and other investment products based on the compensation received. Fees may be higher for some products or services, and the compensation paid to the Firm and certain personnel, including Account Managers, Wealth Advisors, and IPs, may be greater in certain cases. Clients are not entitled to receive any portion of such additional compensation.

As discussed above, the Firm may receive fees in connection with the sale of mutual funds, and may receive "12b-1" fees or other compensation from affiliates of a mutual fund in connection with the sale of those products. Ayco's recommendation of securities and other investment products where Ayco shares in the fees and profits may result in additional compensation to the Firm. In such arrangements, payments to the Firm generally increase as the amount of assets invested by clients in such securities and other investment products increases. This may create an incentive for Ayco to recommend or select investment products that are advised, managed or sponsored by the Firm. Ayco has attempted to limit the potential conflicts of interest associated with selecting between the certain mutual funds that are managed, sponsored or advised by investment managers or organizations that are not affiliated with Ayco or its affiliates ("Third-Party Funds") and affiliated mutual funds by implementing a compensation structure where the compensation paid to Account Managers, IPs and Wealth Advisors does not vary based on whether the Advisory Account invests in a Third-Party Fund or an affiliated fund per asset class.

The Firm also may have a variety of banking, financial, or service relationships with regard to securities and other investment products, including relationships with principal underwriters, investment advisers, sponsors, or other service providers. These relationships may include acting as a broker or a dealer, engaging in foreign exchange transactions or directing the sale of securities or other financial instruments. In some instances, investment managers to particular investment products, or their affiliates, may have relationships with the Firm, including serving as an investment manager in programs sponsored by GS&Co. As a result, GS&Co. may have an incentive to recommend these securities and other investment products.

Clients may allocate assets to traditional separate accounts managed by Advisory Personnel or an affiliate or to "wrap fee" accounts, that is, accounts for which the client's advisory fee covers all fees or

charges of GS&Co. or a third party broker dealer, including brokerage commissions and commission equivalents on agency transactions executed through GS&Co. and custodial and administrative charges. Wrap fee accounts may be managed by affiliated or Unaffiliated Managers (as defined below). Because the Firm is currently waiving the Commissions and Markups/Markdowns to which it would otherwise be entitled for transactions in Execution Charge Waived Strategies, clients that invest in such strategies (including through the Agency Trading Option) similarly are charged a single asset-based fee that covers both investment advice and Execution Charges.

GS&Co. may also offer clients the opportunity to allocate assets to traditional separate accounts managed by Advisory Personnel or an affiliate. The advisory fee paid for traditional separate accounts does not include Execution Charges, custodial and other fees, which instead are paid separately by the client. If the wrap fee or the investment advisory fee charged to Execution Charge Waived Strategies is not priced to account for the total cost of Execution Charges expected to be generated in a traditional separate account, the client may pay more for the traditional separate account. The amount of compensation received by the Firm, including its Personnel, in connection with a “wrap fee” account advised by the Firm may differ from the compensation received by the Firm and Personnel in connection with a traditional separate account also advised by the Firm or Advisory Accounts investing in Execution Charge Waived Strategies (including through the Agency Trading Option). Any such differentials in compensation may create a financial incentive on the part of Ayco and its personnel, including Account Managers, IPs and Wealth Advisors to recommend or, if applicable, select one advisory program over another.

In addition to the disclosures contained in this Brochure, these and other potential conflicts of interest are disclosed in other disclosure documents provided to clients from time to time and in Ayco’s advisory agreement with the client.

#### Conflicts Relating to Sales-Related Incentives

Advisory Personnel, including Account Managers, Wealth Advisors and IPs may recommend that Ayco’s affiliates, GSAM and GS&Co., manage all or a portion of the client’s assets through an account or product managed by GSAM. Also, Ayco’s affiliated broker-dealer, Mercer Allied and Ayco’s affiliated insurance agencies, ASA and the ASIA, receive insurance commissions from insurers for the sale of insurance policies, and annuities, including variable life insurance policies and variable annuity contracts (together, “Variable Products”), which inure to the benefit of Ayco. Ayco personnel licensed as insurance agents, including Account Managers, Wealth Advisors, IPs, and certain Firm affiliates may refer their clients to such insurance agencies and may receive referral fees, subject to applicable law. The receipt of remuneration through Ayco’s affiliates creates a conflict of interest between the fiduciary duty owed to clients in offering investment advice, including any recommendation to purchase insurance securities, and the interests of Ayco and its affiliates, namely, the benefits that Ayco’s affiliates will receive, since it gives Ayco and its affiliates an economic interest in the proposed transaction.

#### **Availability of Securities and Other Investments**

Certain of the securities and investment products that Ayco recommends or selects for Advisory Accounts may be available for purchase through a GS&Co. brokerage account or through unaffiliated financial institutions, including Fidelity. Clients who purchase securities and investment products outside of their Advisory Accounts will not incur the advisory fees described in this Brochure, and any other fees and expenses may differ from those the Firm charges to Advisory Accounts. In those circumstances, however, such clients do not receive the investment advice and other services that the Firm provides to clients with Advisory Accounts.

#### **Fee Offset for Execution Charges**

Ayco does not reduce its advisory fees to offset Execution Charges, including commissions that it receives, except to the extent required by applicable law.

## **Item 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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Ayco and its Advisory Personnel do not receive performance-based fees for advisory services provided to Advisory Accounts.

## **Item 7 – TYPES OF CLIENTS**

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### Types of Clients

Clients include individuals and their private investment vehicles, corporations and other business entities, trusts, estates, charitable organizations, banks, thrift institutions, pensions and profit sharing plans.

### Account Requirements

To open or maintain an Advisory Account with Ayco, clients are required to sign an investment advisory account agreement that, among other things, describes the nature of the investment advisory authority granted to Ayco. All clients also select an investment objective for each entity, which reflect their investment goals and risk tolerance for that entity's portfolio with the Firm.

Ayco generally accepts discretionary authority to manage accounts of a minimum size of between \$100,000 and \$500,000, depending on investment strategy. In addition, certain accounts may be subject to minimum annual fees as detailed above. Ayco may waive account minimums in its sole discretion.

Various investment advisers to whom Ayco may refer clients, including affiliates of Ayco, also impose various minimum dollar values of assets as a condition for starting or maintaining accounts. Affiliates of Ayco managing accounts will receive a portion of the fee or other compensation paid by the client from Ayco for such services. In such cases, the client will have entered into an investment advisory account agreement with Ayco's affiliate responsible for managing the client's account.

## **Item 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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### **Significant Investment Strategies, Methods of Analysis and Material Risks**

Advisory Accounts and advisory clients may choose to invest in multiple asset classes. Different Advisory Personnel may use different tools, analysis and other inputs to manage Advisory Accounts and advise advisory clients. In formulating investment advice as part of Comprehensive Financial Counseling, FRS services and services to Advisory Accounts, Advisory Personnel may rely on strategic and tactical asset allocation models or recommendations prepared by Ayco's Investment Planning Group and the Goldman Sachs Private Wealth Management ("PWM") Investment Strategy Group, a team of Ayco and GS&Co. investment professionals, respectively as a resource. However, there is no guarantee that any Advisory Account will in fact track these recommendations. When managing Advisory Accounts and advising advisory clients, Advisory Personnel may also use model portfolios provided by GSAM or use a variety of other investment analyses tools.

Portfolio Management Teams manage strategies investing in particular asset classes and investments, including taxable fixed income (government and/or corporate), municipal fixed income, equities, mutual funds and ETFs. The methods of analysis vary by Portfolio Management Teams and are described under the applicable strategy type. The risks described below for strategies investing in particular asset classes that are managed by Portfolio Management Teams may apply to Advisory Accounts managed by IPs (which may also include foreign bonds and currency) or advised by other Advisory Personnel (including Account Managers and Wealth Advisors) invested in those asset classes. IPs responsible for managing multiple Advisory Accounts and other Advisory Personnel (including Account Managers and Wealth Advisors) advising multiple advisory clients may make different investment decisions or recommendations for each Advisory Account or advisory client based on, among other things, different client characteristics, including investment objectives and financial circumstances. As result, the management of or advice to

Advisory Accounts and advisory clients with similar investment strategies may differ among Advisory Personnel based on different methodologies, asset allocation implementation by the client and client investment goals.

Other than recommendations that may be made by IPs, Ayco does not make single stock, bond or ETF recommendations. With respect to a client's single stock positions, investment services provided by Account Managers, Wealth Strategists or Wealth Advisors are limited to addressing asset allocation issues, and do not include any buy, sell or hold recommendations or other investment advice related thereto. The style and holdings of equity positions in Ayco centrally managed equity accounts will generally reflect the positions and weightings held in the GSAM Private Client Portfolio ("PCP Portfolio") model, except as required to meet individual client restrictions. Investment selections generally available on the GS Platform may not be available to Ayco clients.

As part of its financial counseling services, Ayco may provide recommendations to clients concerning participation in corporate benefit plans and, changes in investment elections under their corporate benefit plans (e.g., exercise of stock options).

Ayco does not provide advice, make recommendations or otherwise assist pension plans (including 401(k) plans) and other employee pension benefit plans subject to the ERISA, tax qualified retirement plans (including Keogh plans) under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "IRC") and not covered by ERISA and individual retirement accounts under IRC Section 408 and 408A (collectively, "Retirement Accounts") in deciding whether to invest in companies for which affiliated persons of Ayco serve as adviser, sub-adviser, and/or distributor and receive fees for the services provided. Such investment decision will be the sole responsibility of the Retirement Accounts and no information provided by Ayco will form a primary basis for such investment. If a client maintains both Retirement Accounts and non-Retirement Accounts, the client should understand that any advice or recommendations made by Ayco with respect to a non-Retirement Account may not be relied on as advice or as a primary basis of any decision with respect to a Retirement Account, which may present different considerations.

Ayco may, in its discretion for managed Advisory Accounts, grant client requests for Ayco to engage in tax loss harvesting trades. Such trades are subject to Ayco's requirements regarding minimum trade size and request format, and in all circumstances subject to and made at Ayco's discretion. Tax loss harvesting trades will receive a lower priority than cash flow trades, new account openings, account terminations and block trades. As such, there may be a significant delay between a client's tax loss harvesting request and its execution.

Ayco reviews the investment style, performance and management tenure of a select number of mutual funds. Based on this review, Ayco maintains and periodically updates The Ayco List of Mutual Funds, a list of reviewed mutual funds. The Ayco List of Mutual Funds, and any updates to thereto, are made available to clients upon request.

An "Unaffiliated Manager" is a manager not appearing on The Ayco List of Mutual Funds or not recommended by Ayco's affiliates including GS&Co. and GSAM. Ayco does not follow, review or make any recommendations concerning Unaffiliated Managers. Ayco's actions with regard to Unaffiliated Managers, mutual funds, or other products may differ from, and may conflict with, the opinions or advice given or investment decisions made by Ayco's affiliates, including GS&Co. and GSAM. The Portfolio Management Group may use funds not appearing on The Ayco List of Mutual Funds in making specific investment recommendations for Accounts managed by the Portfolio Management Group.

Ayco as an accommodation may include investments managed by Unaffiliated Managers in asset allocation discussions or in an asset allocation and other financial planning exhibits; however, any decision to invest with an Unaffiliated Manager is determined solely by the client. Ayco and its affiliates are not responsible for the selection, supervision, management, performance or other similar services of or in connection with any Unaffiliated Manager.

In reviewing Variable Products it makes available to clients, Ayco may review issuing insurance carriers' credit rating, competitiveness of product, client service resources and general processes for manager selection for separate accounts underlying Variable Products ("Variable Subaccounts").

As an accommodation, Ayco may provide clients with model portfolios of Variable Subaccounts based on strategic asset allocation. Ayco does not conduct due diligence on any of the Variable Subaccounts or their managers and does not provide advice on or recommendations of individual Variable Subaccounts. Variable Subaccounts are not custodied at the Firm. Any assessment as to whether a particular Variable Subaccount fits within a client's investment objectives and any decision to allocate premiums to a particular account must be determined solely by the client. Inclusion of any Variable Subaccounts in the model portfolio(s) is based on the information provided by the issuing carrier and/or third-party database providers and Ayco has not verified the accuracy of any information provided by or about the Variable Subaccount. Past performance may not be indicative of future results.

Ayco and its affiliates will not be liable for any losses that clients may suffer, directly or indirectly as a result of their acquisition, disposal or holding of investments(s) managed by an Unaffiliated Manager. Ayco will rely on information provided by its clients or their agents when including an Unaffiliated Manager in asset allocation discussions, preparing asset allocation and other financial planning exhibits. Neither Ayco nor its affiliates verify the accuracy of the information concerning Unaffiliated Managers provided by clients or their agents.

***Clients should understand that all investment strategies and the investments made as a result of implementing those investment strategies involve risk of loss and clients should be prepared to bear the loss of the assets invested and, in the case of margin account trading, beyond the amount invested. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments fluctuates due to market conditions and other factors. The investment decisions and recommendations made and the actions taken for Advisory Accounts and advisory clients are subject to various market, liquidity, currency, economic and political risks, and will not necessarily be profitable. Past performance of Advisory Accounts is not indicative of future performance, which may vary.***

#### Risks Applicable to all Advisory Accounts and Advisory Clients

As used below, the term Advisory Accounts includes advisory clients. This brochure does not disclose every potential risk associated with an investment strategy, or all of the risks applicable to a particular Advisory Account, and these risks may apply to assets held at or away from the Firm. Rather, it is a general description of the nature and risks of the strategies and securities and other instruments that Advisory Accounts may invest in. Except as otherwise expressly agreed in writing, Ayco does not assume any duties to take action pursuant to recommendations, advice or financial planning strategies that Ayco may provide to clients, which ultimately remain the client's obligation. Advisory clients are not required to implement their financial plans through Advisory Accounts or Ayco's affiliates, and Ayco is not responsible for mitigating any of these risks for clients implementing their investment strategies. The following risks are applicable to all strategies:

- **Market/Volatility Risk** – The risk that the value of the assets in which an Advisory Account invests may decrease (potentially dramatically) in response to the prospects of individual companies, particularly industry sectors or governments, general economic conditions, interest rates, changing supply and demand relationships, programs and policies of governments, and national and international political and economic events and policies. Past performance may not be indicative of future results.
- **Operational Risk** – This risk of loss arising from shortcomings or failures in internal processes or systems of the Firm, external events impacting those systems and human error. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents such as major systems failures.

- **Liquidity Risk** – This is the risk that an Advisory Account may not be able to monetize investments either because those investments have become less liquid or illiquid in response to market developments or adverse investor perceptions.
- **Concentration Risk** – The increased risk of loss associated with not having a diversified portfolio (e.g., investments concentrated in a geographic region, industry sector or issuer will experience greater loss due to an adverse economic, business or political development affecting the region, sector or issuer than an account that is diversified and therefore has less overall exposure to that region or sector or any issuer).
- **Tax, Legal and Regulatory Risks** – The risk of loss due to increased costs and reduced investment and trading opportunities resulting from unanticipated legal, tax and regulatory changes.

#### Risks Applicable to Advisory Accounts Managed by the Portfolio Management Teams

In addition to the risks applicable to all strategies the specific risks of each individual strategy should be considered. The following is a description of the strategies managed by Portfolio Management Teams, the methods of analysis used by the Portfolio Management Teams in formulating investment advice for Advisory Accounts, and the material risks involved in investing in each strategy.

#### Fixed Income Strategies: Taxable (Corporate and/or Government) and Municipal Bonds

Ayco offers taxable fixed income bond and municipal bond strategies managed by specialized Portfolio Management Teams. There are several sub-strategies for taxable fixed income investing in US dollar-denominated government and corporate investment grade bonds. Taxable fixed income portfolios are composed of individual treasury, agency, sovereign/supranational and/or corporate securities. Clients have the ability to tailor portfolios to 100% government bonds, 100% corporate bonds or a portfolio of both government and corporate bonds and may also specify desired range of maturities for securities, including intermediate and short duration. The primary objectives of the taxable fixed income and municipal bond strategies are capital preservation and current income.

Municipal bond strategies are customized portfolios of high credit quality municipal bonds with varying maturities. When adequate diversification is possible, the bond portfolios are usually constructed from bonds issued in the client's state of residence for clients that reside in states with high income taxes. However, Advisory Accounts may purchase out-of-state bonds when after-tax yields warrant or when adequate in-state diversification is not possible. Other than tactical trades and credit sales, securities are generally held until maturity and not actively traded.

Portfolio Management Teams and Advisory Personnel of Ayco's affiliates perform fundamental analysis on all issuers selected for a client's fixed income portfolio. This fundamental analysis may include a review of financial statements, rating agency reports and/or research reports. Portfolio Management Teams and Advisory Personnel of Ayco's affiliates engage in ongoing risk management, individual credit and portfolio monitoring of such investments, including periodic review of liquidity, general business trends and daily risk reports.

The material risks associated with fixed-income strategies include:

- **Credit/Default Risk** – The risk of loss due to negative credit events related to the issuer or an issuer's or guarantor's default on its obligation to pay interest and repay principal.
- **Interest Rate Risk** – The risk of loss in the event of interest rate increases due to the inverse correlation between interest rates and fixed income securities (that is, when interest rates increase, fixed-income securities will generally decline in value).

- Liquidity Risk –Sales of fixed-income securities prior to maturity may result in a loss versus purchase price and/or discount to fair market value.

#### Equities –Equity Accounts

Equity accounts are composed of large cap stocks. The strategy's primary objective is obtaining long term growth. The style and holdings of equity positions in Equity accounts will generally reflect the positions and weightings held in the PCP Portfolio model, except as required to meet individual client objectives. Portfolio Management Teams and Advisory Personnel of Ayco's affiliates engage in ongoing risk management and credit and portfolio monitoring of such investments, including an ongoing review of balance sheets, general business trends, and daily risk reports.

#### Mutual Funds – Ayco Portfolio Solution®

Ayco Portfolio Solution® accounts are composed of a selection of mutual funds allocated in accordance with the model asset allocation selected by the client based on such client's risk tolerance. Each model asset allocation is constructed by Ayco. Mutual funds appearing on The Ayco List of Mutual Funds may be used in Ayco Portfolio Solution® accounts. The Ayco Portfolio Solution® accounts are offered in two primary strategies, non-Alternative (Traditional) and Alternative. The Ayco Portfolio Solution® non-Alternative strategy's primary objectives are all equity, growth of capital, moderate growth or conservative style, based on the client's overall investment objectives. The Ayco Portfolio Solution® Alternative strategy's primary objective is growth of capital in a low volatility (relative to equities) and diversified manner when compared to core equity and bond markets. Advisory Personnel will review and periodically rebalance assets in an Ayco Portfolio Solution® account in accordance with the model selected by the client.

#### Mutual Funds and Exchange Traded Funds – Core Satellite

Core Satellite accounts are composed of both affiliated and non-affiliated mutual funds and ETFs allocated in accordance with the model selected by the client based on the client's investment objective and individual risk tolerance. Each model asset allocation is constructed by Ayco. Mutual funds appearing on The Ayco List of Mutual Funds may be used in Ayco's Core Satellite models and in a client's Core Satellite account. Ayco may invest assets of Core Satellite accounts in shares of open-end investment companies pursuant to which an Ayco affiliate, such as GSAM or GS&Co., acts as investment adviser. The strategy's primary objectives are all equity, growth of capital, moderate growth or conservative style based on the client's overall investment objectives. Advisory Personnel will review and periodically rebalance Core Satellite accounts to the appropriate model.

#### Equity, Fixed Income, Mutual Funds and Exchange Traded Funds – Core Complement

Core Complement accounts are composed of equity securities and fixed income securities, mutual funds and ETFs. Fixed income securities held in Core Complement accounts may include municipal, corporate, treasury, high yield and agency securities, as well as affiliated funds. The strategy's primary objectives are all equity, growth of capital, moderate growth or conservative style based on the client's overall investment objectives. The style and holdings of single stock positions in Core Complement accounts will generally reflect the positions and weightings held in the PCP model, except as required to meet individual client objectives.

#### Exchange Traded Funds – Managed ETF (All Equity)

Managed ETF (All Equity) accounts are composed of equity ETFs. The strategy's primary objective is an all equity style portfolio comprised of ETFs, based on the client's overall investment objectives.

## General Factors about Ayco Portfolio Solution<sup>®</sup>, Core Satellite, Core Complement and Managed ETF

Due to the timing of investments and the client's individual investment guidelines, a client's Ayco Portfolio Solution<sup>®</sup> account or Core Satellite account will likely vary from the model chosen by the client and from accounts of other clients who have chosen the same model.

For Ayco Portfolio Solution<sup>®</sup>, Core Satellite, Core Complement and Managed ETF accounts, Advisory Personnel perform fundamental analysis on all funds and ETFs (for Core Satellite, Core Complement and Managed ETF accounts) selected for a client's portfolio, which may include a review of fund holdings, U.S. Securities and Exchange Commission ("SEC") filings and independent third party research reports. For Core Complement accounts, Portfolio Management Teams and Advisory Personnel of Ayco's affiliates perform fundamental analysis on all credits selected for a client's portfolio, which may include a review of financial statements, rating agency reports and Firm and independent third party research reports. Portfolio Management Teams and Advisory Personnel of Ayco's affiliates engage in ongoing risk management, credit (for Core Complement accounts) and portfolio monitoring of such investments, including an ongoing review of balance sheets and liquidity (for Core Complement accounts), fund holdings, positioning changes, general business trends, and daily risk reports.

For Ayco Portfolio Solution<sup>®</sup>, Core Satellite and Core Complement mutual fund holdings, the primary risk involved in investing in mutual funds is a decline in the underlying investment value. In addition, mutual fund holdings are reported with a lag. Underlying mutual fund holdings may change rapidly and fund performance may differ from expectations as a result. For ETF holdings in Core Satellite, Core Complement and Managed ETF accounts, ETFs may trade at a discount or premium to their underlying net asset value ("NAV"). ETFs may not fully replicate the construction of their benchmark index, resulting in performance that differs from expectations. Investors purchasing an ETF at a premium may underperform the ETF NAV, while the redemption of shares may result in the ETF trading at a discount to NAV.

## **Item 9 – DISCIPLINARY INFORMATION**

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This Item requests information relating to Ayco. There are no reportable material legal or disciplinary events related to Ayco. In the ordinary course of its business, Ayco and its investment management affiliates and their employees have in the past been, and may in the future be, subject to formal and informal regulatory inquiries, subpoenas, investigations, and legal or regulatory proceedings, involving the SEC, other regulatory authorities, or private parties. Additional information about Ayco's advisory affiliates is contained in Part 1 of Ayco's Form ADV. For information relating to other Firm entities, please visit [www.gs.com](http://www.gs.com) and refer to the public filings of GS Group located on the SEC's website at [www.sec.gov](http://www.sec.gov).

## **Item 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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### **Other Material Relationships with Affiliated Entities**

Ayco may use or recommend its own services or the services of affiliated Firm entities in connection with Ayco's advisory business. The particular services involved will depend on the types of services offered by the affiliate. Ayco may delegate certain of its trading, advisory and other activity for advisory clients to affiliated entities. Particular relationships may include, but are not limited to, those discussed below.

### Broker-Dealer

Ayco's affiliate Mercer Allied is registered with the SEC as a broker-dealer. Certain of Ayco's management persons, as well as Advisory Personnel, may also be registered representatives of Mercer Allied to the extent necessary or appropriate to perform their responsibilities. Certain Ayco management persons and employees may also be registered representatives of GS&Co., including but not limited to IPs, if necessary or appropriate to perform their responsibilities. Mercer Allied primarily sells Variable

Products or introduces clients to full-service carrying brokers, primarily GS&Co. and Fidelity. Ayco and Mercer Allied have overlapping officers, personnel and share office space and certain expenses.

Ayco may use, or suggest or recommend that advisory clients use, the securities, futures execution or custody services offered by Ayco's affiliates. These may include, but are not limited to GS&Co., Goldman Sachs International ("GSI"), Goldman Sachs Equity Securities (U.K.), Goldman Sachs (Asia) Securities Limited, Goldman Sachs Japan Co., Ltd., Goldman Sachs Execution & Clearing, L.P. ("GSEC") and OOO Goldman Sachs. The Firm may receive compensation when it acts in its capacity as a broker-dealer executing transactions for Advisory Accounts.

Ayco and its broker-dealer affiliates who provide custodial services may benefit from the use of cash in Advisory Accounts, subject to the limitation set forth in SEC Rule 15c3-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Ayco may receive recordkeeping, administrative and support services from its affiliates. Ayco may also obtain research ideas, analyses, reports and other services (including distribution services) from them.

Advisory Accounts will generally execute all transactions through the GS or Fidelity Platforms as further described in Item 12, Broker-Dealer Selection and Directed Brokerage. Subject to client consent, as required by applicable law, the Firm, including GSI, may engage in principal transactions with Advisory Accounts on the GS Platform. The Firm may earn Execution Charges in connection with transactions executed as agent or principal. Clients will pay these charges in addition to the advisory fee paid to Ayco or its affiliates except as described in Item 5, Fees and Compensation. The Firm may share all or a portion of any Execution Charges with its affiliates and their employees, including with Account Managers, Wealth Advisors or IPs. For additional information about principal trading, see Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

In addition, the Firm may have ownership interests in trading networks, securities or derivatives indices, trading tools, settlement systems and other assets.

#### Investment Companies and Other Pooled Investment Vehicles

Ayco has affiliates, including GSAM, that act in an advisory or sub-advisory capacity including as adviser, administrator and/or distributor to a variety of U.S. and non-U.S. investment companies as well as other pooled investment vehicles including collective trusts and alternative investment funds. Certain Firm personnel are also directors, trustees and/or officers of these investment companies and other pooled investment vehicles. Clients of Ayco and its affiliates may invest in these investment companies and other pooled investment vehicles offered by the Firm.

#### Other Investment Advisers

Ayco has investment advisory affiliates in and outside of the United States that are registered with the SEC as investment advisers. These affiliates include: GS&Co., GSAM, Goldman Sachs Asset Management International ("GSAMI"), Goldman Sachs Hedge Fund Strategies LLC ("HFS") and GS Investment Strategies, LLC ("GSIS"). Ayco and its affiliates have or intend to have co-advisory or sub-advisory relationships with their investment advisory affiliates, as may be required for proper management of particular Advisory Accounts and in accordance with applicable law. Ayco's affiliates may receive compensation in connection with such relationships. For additional information on compensation earned when clients select other investment advisers, see Receipt of Compensation from Investment Advisers, below.

Ayco's personnel may recommend its affiliates' investment advisory services to its clients and may receive fees from such affiliates. Private Wealth Advisers employed by GS&Co. may recommend Ayco's services to clients and may receive fees. From time to time, Ayco personnel may also refer clients to certain unaffiliated investment advisers. In some of these cases, the investment adviser may pay Ayco a portion of the investment management fee charged to the client. In other instances, Ayco may engage

the unaffiliated sub-advisers and charge a fee for supervisory services. Ayco discloses these arrangements to its clients to the extent required by law.

#### Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor

Ayco has affiliates registered with the Commodity Futures Trading Commission (“CFTC”) as a futures commission merchant (“FCM”), commodity pool operator and commodity trading advisor. These firms include: GS&Co., GSAM, GSAMI, HFS, Goldman Sachs Management Partners, L.P., GSIS, GSEC, Goldman Sachs Investment Partners GP LLC, Liberty Harbor I GP LLC, GS Distressed Opportunities Advisors LLC, GS Distressed Opportunities Offshore Advisors Inc. and GS Distressed Opportunities Offshore Holdings Inc. If permitted by applicable law, Ayco’s affiliates may buy or sell futures on behalf of Advisory Accounts on the GS Platform through themselves or their CFTC-registered affiliates and these affiliates may receive commissions.

#### Bank or Thrift Institution

##### *Banks*

GS Group is a bank holding company under the Bank Holding Company Act of 1956 (“BHC”). As a bank holding company, The Goldman Sachs Group, Inc. is subject to supervision and examination by the Federal Reserve Board.

Goldman Sachs Bank USA (“GS Bank”) is a FDIC-insured, New York state chartered Federal Reserve member bank. GS Bank accepts brokered and omnibus deposits, lends to individuals and corporate clients, transactions in certain derivatives, and provides securities lending, custody and hedge fund administration services. GS bank offers deposits sweeps to Firm clients, where free credit balances are swept into GS Bank on an omnibus basis.. GS&Co. will establish, maintain and keep the books and records, as agent of GS&Co.’s clients, for the Goldman Sachs Bank Deposit (“Bank Deposit”) at GS Bank and provide other related services. The Bank Deposit operates as a cash sweep account for clients for whom the Bank Deposit has been designated as the sweep option for available cash. GS Bank may benefit from the use of cash swept from Advisory Accounts.

##### *Trust Companies*

GSTC and The Goldman Sachs Trust Company of Delaware (“GSTD”) may provide personal trust and estate administration and related services to Ayco’s clients. GS&Co. and its affiliates may provide a variety of services to GSTC and GSTD, including investment advisory, distribution, marketing, operational, infrastructure, financial, auditing and administrative services. The Firm may receive fees from GSTC and GSTD according to the fee schedules agreed between the parties in arms-length service agreements. As discussed above at Item 4, for ATAS accounts, Ayco may recommend that clients appoint WTC, FPTC, RBC or another third party trustee as a fiduciary.

#### Insurance Company or Agency

With respect to arrangements with a related person who is an insurance company or agency, Ayco’s affiliated persons, ASA, ASIA and Goldman Sachs Insurance Agency, Inc. may engage in the insurance agency business for purposes of selling insurance contracts including, but not limited to, variable life and variable annuity insurance contracts for separate compensation. Advisory clients are not obligated to use Ayco’s affiliated persons to purchase insurance or annuities. Certain Ayco professionals, including but not limited to Account Managers and Wealth Advisors, are licensed insurance agents and sub-producers of ASA and ASIA. Further, Ayco pays licensed Advisory Personnel for referring clients to ASA and ASIA, and the compensation received by such personnel may vary depending on the insurance company and product purchased. Such personnel may also be appointed as agents of the issuing insurer. Recommendations to purchase or exchange insurance products are made by Ayco professionals solely in their capacity as an insurance agent associated with ASA or ASIA. Ayco’s affiliated persons do not utilize any separate investment advisory agreement when distributing insurance. Appropriately licensed Firm

personnel may refer clients to such insurance agencies and may receive referral fees, subject to applicable law. Ayco employs Regional Insurance Strategists in certain counseling regional offices who assist in insurance planning and insurance marketing. ASA may continue to provide agent of record services to policyowners, including those who have terminated their Comprehensive Financial Counseling service or Advisory Accounts, however, such agent of record services do not include investment advice or education related to separate accounts underlying Variable Products or otherwise. Ayco, ASA and ASIA have overlapping officers and share office space and expenses.

#### Sponsor or Syndicator of Limited Partnerships

Ayco's affiliates may create and/or distribute unregistered privately-placed vehicles for which they may receive fees.

#### Management Persons; Policies and Procedures

Certain of Ayco's management persons also hold positions with one or more of its affiliated entities. In these positions, they may have some responsibility with respect to the business of these affiliated entities and may receive compensation based, in part, upon the profitability of other divisions within the Firm. Consequently, in carrying out their roles at Ayco and these other entities, the management persons of Ayco may be subject to the same or similar potential conflicts of interest that exist between Ayco and these affiliates.

Ayco has established a variety of restrictions, policies, procedures, and disclosures designed to address potential conflicts that may arise between Ayco, its management persons and its affiliates. These policies and procedures include: information barriers designed to prevent the flow of information between Ayco, its personnel and certain other affiliates; policies and procedures relating to brokerage selection, trading with affiliates or investing in products managed or sponsored by affiliates; and allocation policies applicable to Advisory Accounts and Accounts (as defined below). Additional information about these conflicts and the policies and procedures to address them is available in Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

#### **Receipt of Compensation from Investment Advisers**

Ayco may select, or recommend that clients allocate assets to, one or more managed accounts or funds managed by one or more affiliated or unaffiliated managers. Ayco receives compensation in connection with clients' investments in and selection and recommendation of such managed accounts or funds, and such compensation creates a potential conflict of interest. The Firm may receive various forms of compensation, including commissions, payments, remuneration or other benefits from unaffiliated managers. The amount of such compensation, commissions, payments, remuneration or other benefits to the Firm may vary by manager and may be greater if Ayco selects certain managers over other managers. Payments to the Firm (either directly from such managers or in the form of fees or allocations payable by client accounts) generally increase as the amount of assets that such managers manage increases. Therefore, investments by Advisory Accounts with such managers (where the Firm participates in the fee and/or profit sharing arrangement or other interest in the equity or profits of such managers) may result in additional revenues to the Firm. The relationship the Firm has with such managers may also result in an incentive for Ayco to increase client investments with such managers or to retain their investments with such managers. Except to the extent required by applicable law, Ayco may not be required to offset any compensation received by the Firm against fees and expenses the client may otherwise owe the Firm.

Because the Firm will, on an overall basis, receive higher fees, compensation and other benefits if client assets are allocated to managed accounts or investment funds managed by the Firm, rather than solely to managed accounts or investment funds managed by unaffiliated managers, Ayco may have an incentive to allocate or recommend the allocation of the assets of Advisory Accounts to managed accounts or investment funds managed by the Firm, including GSAM. Ayco addresses these potential conflicts of interest by determining which managers to recommend or select for clients in Advisory

Accounts consistent with its fiduciary duties, and the Comprehensive Financial Counseling service does not require clients to maintain Advisory Accounts or otherwise implement their financial plans through Ayco or its affiliates.

The Firm may have interests in managers or business relationships with unaffiliated managers, including in its prime brokerage, trade execution and investment banking business. In addition, the Firm may have investments in selected manager. As a result, Ayco faces potential conflicts of interest in making determinations as to whether Advisory Accounts should invest with or withdraw funds from managers with which the Firm has interests or other business relationships.

The Firm may receive notice of, or offers to participate in, investment opportunities from third party managers or their affiliates. The managers or their affiliates may offer the Firm investment opportunities for various reasons including the Firm's use of the services provided by such managers and their affiliates for the Firm client investments. Therefore, investment (or continued investment) by particular client accounts with such managers may result in additional investment opportunities to the Firm or other accounts.

In addition, the fee structure of certain Advisory Accounts where Ayco must compensate managers from the fee it receives from the client may provide an incentive for Ayco to recommend or select managers with lower compensation levels (including managers that discount their fees based on aggregate account size or other relationships) instead of other managers which might also be appropriate for the client accounts. Fee breakpoints may also be affected by the Firm's business relationships and the size of accounts other than a particular client's account, and may directly or indirectly benefit the Firm and other client accounts. Clients are not entitled to receive any portion of such benefits received by the Firm and other client accounts. The Firm addresses these potential conflicts of interest in a manner that is consistent with its fiduciary duties.

## **Item 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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### **Code of Ethics and Personal Trading**

Ayco has adopted a Code of Ethics ("Code") under Rule 204A-1 of the Investment Advisers Act of 1940, as amended ("Advisers Act") designed to provide that Ayco personnel comply with the applicable federal securities laws and place the interests of clients first in conducting personal securities transactions. The Code imposes certain restrictions on securities transactions in the personal accounts of Ayco personnel to help avoid any actual or potential conflicts of interest. Ayco personnel may buy and sell securities or other investments for their personal accounts, including investments in pooled investment vehicles that are sponsored, managed or advised by the Firm, and may also take positions that are the same as, different from, or made at different times than, positions taken for Advisory Accounts. Ayco provides a copy of the Code to clients or prospective clients upon request.

Ayco personnel are subject to Firm wide policies and procedures regarding confidential and proprietary information, information barriers, private investments, outside business activities and personal trading. In addition, Ayco prohibits its employees from accepting gifts and entertainment that could influence or appear to influence, their business judgment. This generally includes gifts of more than \$100 or meals and other business-related entertainment that may be considered lavish or extraordinary and therefore raise a question or appearance of impropriety.

### **Participation or Interest in Client Transactions**

The Firm is a worldwide, full-service investment banking, broker-dealer, asset management and financial services organization and a major participant in global financial markets. As such, the Firm provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals. The Firm acts as an investment

banker, research provider, investment manager, financier, adviser, market maker, prime broker, derivatives dealer, lender, counterparty, agent and principal. In those and other capacities, the Firm advises clients in all markets and transactions and purchases, sells, holds and recommends a broad array of investments, including, securities, derivatives, loans, commodities, currencies, credit default swaps, indices, baskets and other financial instruments and products for its own accounts and for the accounts of clients and of its Personnel, through client accounts and the relationships and products it sponsors, manages and advises (such Firm or other client accounts, relationships and products, including Advisory Accounts, collectively, the “Accounts”). The Firm has direct and indirect interests, in the global fixed income, currency, commodity, equities, bank loan and other markets, and may have an interest in the securities and issuers in which the Advisory Accounts directly and indirectly invest. As a result, the Firm’s activities and dealings may affect Advisory Accounts in ways that may disadvantage or restrict Advisory Accounts and/or benefit the Firm or other Accounts (including Advisory Accounts). The following are descriptions of certain conflicts of interest and potential conflicts of interest that may be associated with the financial or other interests that Ayco and the Firm may have in transactions effected by, with, and on behalf of, Advisory Accounts.

#### Principal Trading and Cross/Agency Cross Transactions with Advisory Accounts

When permitted by applicable law and GS&Co. policy, GS&Co., acting on behalf of its Advisory Accounts, may enter into transactions in securities and other instruments with or through the Firm or in Affiliated Products (defined below) and may cause Advisory Accounts to engage in cross transactions. There may be potential conflicts of interest or regulatory issues relating to these transactions that could limit GS&Co.’s decision to engage in these transactions for Advisory Accounts. A principal transaction occurs if GS&Co., on behalf of an Advisory Account, engages in a transaction in securities or other instruments with the Firm or in Affiliated Products (as defined below) acting as principal. The Firm may earn compensation (such as a markup) in connection with principal transactions. Cross transactions occur if GS&Co. causes an Advisory Account to buy securities or other instruments from, or sell securities or other instruments to, another Advisory Account of Ayco or its investment advisory affiliates. An agency cross transaction occurs when the Firm acts as broker for, and receives a commission from, an Advisory Account on one side of the transaction and a brokerage account on the other side of the transaction in connection with the purchase or sale of securities by the Advisory Account. The Firm may have a potentially conflicting division of loyalties and responsibilities to the parties to such transactions, and has developed policies and procedures in relation to such transactions and conflicts. Any principal, cross or agency cross transactions are effected consistent with the Firm’s fiduciary duty and applicable law (which may include providing disclosure and obtaining client consent).

#### Effects of the Firm's Activities on Advisory Accounts and Advisory Clients

The extent of the Firm’s activities in the global financial markets may have potential adverse effects on Advisory Accounts and advisory clients. The Firm, the clients it advises and its Personnel, may have interests in and advise Accounts (including Advisory Accounts) that have investment objectives or portfolios similar to or opposed to those of particular Advisory Accounts and advisory clients, and/or which engage in and compete for transactions in the same types of securities and other instruments as particular Advisory Accounts (including Accounts that may provide greater fees or other compensation) and advisory clients are invested. These interests may involve the same or related securities or other instruments as those in which particular Advisory Accounts and advisory clients invest, and such Accounts may engage in a strategy while an Advisory Account or advisory client is undertaking the same or a differing strategy, any of which could disadvantage the Advisory Account or advisory client. For example, an Advisory Account or advisory client may buy a security and the Firm may establish a short position in that same security or in similar securities. This short position may result in the impairment of the price of the security that the Advisory Account or advisory client holds or may be designed to profit from a decline in the price of the security. To the extent Accounts (including Advisory Accounts) engage in transactions in the same types of securities as particular Advisory Accounts, transactions by Accounts may dilute or otherwise negatively affect the investments of such Advisory Accounts. Moreover, a particular Advisory Account or advisory client and the Firm or an Account (including an Advisory Account)

may also vote differently on, or take different actions with respect to, the same security, which may be disadvantageous to Advisory Accounts or advisory clients. In addition, the Firm or Accounts (including Advisory Accounts), on the one hand, and a particular Advisory Account, on the other hand, may invest in different classes of securities or different parts of the capital structure of the same issuer and as a result one may take actions that adversely affect the other.

In addition, the Firm may advise clients with respect to different parts of the capital structure of the same issuer and classes of securities and that are subordinate or senior to securities in which a particular Advisory Account or advisory client invests. As a result, the Firm may pursue or enforce rights or activities on behalf of Accounts (including Advisory Accounts), or refrain from pursuing or enforcing rights or activities with respect to a particular issuer in which the Advisory Account or advisory client has invested. For example, the Firm (on behalf of Accounts, including Advisory Accounts) may seek a liquidation of an issuer in respect of which it holds debt securities, whereas if a particular Advisory Account holds equity securities in such issuer, the Advisory Account may prefer a reorganization of the issuer. Advisory Accounts may be negatively affected by these activities and decisions, and Advisory Account transactions may be effected at prices or terms that may be less favorable than would otherwise have been the case. Particular Advisory Accounts could sustain losses during periods in which the Firm and other Accounts (including Advisory Accounts) achieve profits. The negative effects described above may be more pronounced in connection with transactions in, or Advisory Accounts utilizing, small capitalization, emerging market, distressed or less liquid strategies.

The Firm may make loans to clients, or enter into asset-based or other credit facilities or similar transactions with clients, that are secured by a client's assets or interests in separately managed accounts and pooled vehicles managed by GS&Co. or its affiliates ("Affiliated Products"). In connection with its rights as lender, the Firm may take actions that adversely affect an Advisory Account, including by causing an Advisory Account to default, liquidate its assets or redeem positions more rapidly (and at significantly lower prices) than might otherwise be desirable. Such transaction may adversely affect the borrower Advisory Account and may in turn adversely affect other Advisory Accounts (e.g., if an Advisory Account holds the same type of security or other asset that is serving as collateral for a loan, the Advisory Account may be disadvantaged when the borrower Advisory Account liquidates assets in response to an action taken by the Firm).

Subject to applicable law, the Firm or Accounts (including Advisory Accounts and Accounts formed to facilitate investment by Personnel) may also invest in or alongside particular Advisory Accounts that are invested in Affiliated Products. Such investments may be on terms more favorable than those of an investment by other Advisory Accounts in the Affiliated Products and may constitute substantial percentages of the assets of the Affiliated Products. Unless otherwise provided by agreement to the contrary, the Firm or Accounts may redeem interests in these Affiliated Products at any time without notice or regard to the effect on the portfolios of Advisory Accounts invested in the affiliated investment, which may be adverse.

The Firm may create, write, sell, issue, invest in or act as placement agent or distributor of derivative instruments related to, Affiliated Products such as pooled investment vehicles, or with respect to underlying securities or assets of Affiliated Products, or which may be otherwise based on, or seek to replicate or hedge, the performance of Affiliated Products. Such derivative transactions, and any associated hedging activity, may differ from, and be adverse to, the interests of Advisory Accounts.

The Firm and its Personnel, when acting as an investment banker, market maker, investor, broker, adviser or research provider, may make investments or recommendations, provide differing investment views or have views with respect to research or valuations that are inconsistent with, or adverse to, the interests or activities of Advisory Accounts and advisory clients. Similarly, the Firm's investment teams may have differing investment views in respect of a security, and the positions an investment team takes in respect of an Advisory Account it manages may be inconsistent with, or adverse to, the interests and activities of Advisory Accounts advised by other Firm investment teams including Ayco's Advisory Personnel. Moreover, research, analyses or viewpoints may be available to clients or potential clients at different times. The Firm will not have any obligation to make available to the Advisory Accounts or

advisory clients any research or analysis prior to its public dissemination. The Firm, on behalf of one or more Accounts (including Advisory Accounts), may implement an investment decision or strategy ahead of, or contemporaneously with, or behind similar investment decisions or strategies made for particular Advisory Accounts (whether or not the investment decisions emanate from the same research analysis or other information). The relative timing for the implementation of investment decisions or strategies for particular Advisory Accounts, on the one hand, and other Accounts (including Advisory Accounts), on the other hand, may disadvantage the Advisory Accounts. Certain factors, for example, market impact, liquidity constraints, or other circumstances could result in Advisory Accounts receiving less favorable trading results and paying increased costs associated with implementing such investment decisions or strategies, or being otherwise disadvantaged.

The Firm has established certain information barriers and other policies to address the sharing of information between different businesses within the Firm and within Ayco. As a result of information barriers, Ayco generally does not have access, or has limited access, to information and Personnel in other areas of the Firm, and generally is not able to manage the Advisory Accounts or advise advisory clients with the benefit of information held by these other areas. The Firm, due to its access to and knowledge of funds, markets and securities based on its prime brokerage and other businesses, may make decisions based on information or take (or refrain from taking) actions with respect to interests in investments of the kind held by Advisory Accounts in a manner that may be adverse to Advisory Accounts and will not have any obligation to share information with Ayco. Information barriers may also exist between businesses within Ayco. In addition, the Firm will not have any obligation to make available any information regarding its trading activities, strategies or views, or the activities, strategies or views used for other Accounts for the benefit of Advisory Accounts. To the extent that Ayco has access to fundamental analysis and proprietary technical models developed by the Firm and its Personnel, Ayco will not be under any obligation to have transactions effected on behalf of Advisory Accounts in accordance with such analysis or models.

Ayco, in its capacity as investment adviser and subject to applicable law, may cause Advisory Accounts to invest, directly or indirectly, in securities, bank loans or other obligations of companies affiliated with the Firm or in which the Firm or Accounts (including Advisory Accounts) have an equity, debt or other interest, or to engage in investment transactions that may result in other Accounts (including Advisory Accounts) being relieved of obligations or otherwise divested of investments. For example, an Advisory Account may acquire securities or indebtedness of a company affiliated with the Firm directly or indirectly through syndicate or secondary market purchases. These activities may enhance the profitability of the Firm's or other Accounts' (including Advisory Accounts') investment in and activities with respect to such companies.

The Firm may provide various services to Advisory Accounts or to companies or affiliated or unaffiliated investment funds in which Advisory Accounts have an interest, which may result in fees, compensation and remuneration, as well as other benefits to the Firm. In addition, the Firm may act as broker, dealer, agent, lender or adviser or in other commercial capacities for Advisory Accounts or companies or affiliated or unaffiliated investment funds in which Advisory Accounts have an interest. For example, a company in which an Advisory Account has an interest may hire the Firm to provide underwriting, merger advisory, placement agency, foreign currency hedging, research, asset management services, brokerage services or other services to the company. In connection with providing such services, the Firm may take commercial steps in its own interests, which may have an adverse effect on Advisory Accounts. Providing such services to the Advisory Accounts and advisory clients, and companies' affiliated or unaffiliated investment funds in which they invest, may enhance the Firm's relationships with various parties, facilitate additional business development and enable the Firm to obtain additional business and generate additional revenue. Advisory Accounts will not be entitled to compensation related to any businesses of the Firm or Ayco.

Ayco's affiliate GS&Co. performs certain valuation services related to securities and assets in certain Advisory Accounts according to its valuation policies and may value an identical asset differently from another division or unit within the Firm, or differently from another Account or Advisory Account. Ayco may face a conflict with respect to such valuations as they affect GS&Co.'s compensation.

Advisory Accounts and advisory clients will generally not be provided investment opportunities sourced by Firm businesses (other than those sourced by GS&Co.). Opportunities not allocated to Advisory Accounts may be undertaken by the Firm or other Accounts.

#### Managing and Advising Multiple Advisory Accounts and Advisory Clients

Ayco's decisions and actions on behalf of an Advisory Account may differ from those on behalf of other Advisory Accounts. Advice given to, or investment decisions made for, one or more Advisory Accounts or advisory clients may compete with, affect, differ from, conflict with, or involve timing different from, advice given or investment decisions made for other Advisory Accounts or advisory clients.

The Firm and its Advisory Personnel may manage or advise multiple Advisory Accounts and fees paid to those Advisory Accounts may vary based on a client's particular circumstances, including the size of the relationship and required services levels. This may create an incentive to allocate investments with limited availability to the accounts for which Ayco and its Advisory Personnel receive higher fees. Such investments may include local emerging markets securities, high yield securities, fixed-income securities, interests in alternative investment funds, master limited partnerships and initial public offerings ("IPOs") and new issues.

To address these potential conflicts, the Firm has developed allocation policies and procedures that provide that Advisory Personnel allocate investment opportunities among Advisory Accounts consistent with their fiduciary obligations. In some cases, these policies and procedures may result in the pro rata allocation (on a basis determined by the Firm) of limited opportunities across eligible Advisory Accounts. In other cases, the allocations reflect numerous factors such as those described below. The allocation methodology may vary based on the type of investment opportunity. In some cases, Advisory Accounts managed by different teams of Advisory Personnel are generally viewed separately for allocation purposes.

Advisory Personnel may make allocation related decisions by reference to one or more factors, including, without limitation the client's overall relationship with the Firm; account investment objective, investment horizons, financial circumstances and risk tolerance; tax sensitivity of accounts; the client's domicile; the nature of the investment opportunity; cash and liquidity considerations, including, without limitation, availability of cash for investment; relative sizes and expected future sizes of applicable Advisory Accounts; availability of other appropriate investment opportunities; legal and regulatory restrictions affecting certain Advisory Accounts, including client eligibility; minimum denomination, minimum increments, de minimis threshold and round lot considerations; client-specific investment guidelines and restrictions; and current investments made by clients that may be similar to the applicable investment opportunity.

Ayco does not offer IPOs to Advisory Accounts.

There may be some instances where certain Advisory Accounts receive an allocation while others do not, and preferential allocations may be given to clients with a proven interest or expertise in a certain sector, company or industry.

Ayco may use model portfolios, including those provided by GSAM, when managing or advising Advisory Accounts. Prior to Ayco personnel having had the chance to evaluate or act upon the recommendations in any model portfolio, other accounts, including those advised by the adviser providing the model portfolio and other Personnel may have already begun to trade based upon the recommendations in the model portfolio. As a result, trades ultimately placed on behalf of Advisory Accounts based on the model portfolio may be subject to price movements, particularly with large orders or thinly traded securities, this may result in the Advisory Accounts receiving prices that are less favorable than the prices obtained for the model portfolio adviser's clients.

### Financial Incentives in Selling and Managing Advisory Accounts and Insurance Products

The Firm and its Personnel may receive benefits and earn fees and compensation for services provided to Advisory Accounts and in connection with Affiliated Products. Ayco and its affiliates may have a financial incentive to allocate Advisory Account assets to Affiliated Products rather than to accounts or funds managed by third parties. Any differentials in compensation may create a financial incentive for Ayco and Ayco personnel to recommend or select advisory products or investment strategies that will result in greater compensation and profit to Ayco and, indirectly, to Ayco personnel involved in decision-making for Advisory Accounts. Ayco may also recommend to clients of Ayco or its affiliates that they make a charitable donation to ACF. Such recommendations are made if Ayco believes it is in the client's best interest. The compensation described herein that Ayco receives may create an incentive for an Ayco professional to recommend ACF.

Ayco's affiliated broker-dealer, Mercer Allied, and Ayco's affiliated insurance agencies, ASA and ASIA, receive insurance commissions from insurers for the sale of fixed and variable insurance policies and annuities, which inure to the benefit of Ayco. In evaluating and selecting insurance carriers with whom it recommends advisory clients to place their business, Ayco may include as a consideration in such evaluation and selection a broad range of factors, including the payment to Ayco or its affiliates that will be generated on the policy sale. The receipt of remuneration through Ayco's affiliates creates a conflict of interest between the fiduciary duty owed to clients in offering investment advice, including any recommendation to purchase insurance securities, and the interests of Ayco and its affiliates, namely, the benefits that Ayco's affiliates will receive. The commissions and payments received by Ayco, its affiliates and its Personnel can be a factor in Ayco's decisions in developing business relationships and recommendations. The compensation received by licensed Firm personnel, including Account Managers and Wealth Advisors, for referring clients to ASA may vary depending on the insurance company and product purchased, and such personnel may also be appointed as an agent of the issuing insurer.

### Firm Policies and Regulatory Restrictions Affecting Advisory Accounts and Advisory Clients

Ayco may restrict its investment decisions and activities on behalf of an Advisory Account in various circumstances, including as a result of applicable regulatory requirements, information held by the Firm, the Firm's internal policies and/or potential reputational risk in connection with Accounts (including Advisory Accounts) and the Firm. As a result, Ayco might not engage in transactions for, or recommend transactions to, an Advisory Account, or may reduce an Advisory Account's position in an investment with limited availability to create availability for an Advisory Account managed in the same strategy, in consideration of the Firm's activities outside the Advisory Account. For example, the Firm may restrict or limit the amount of an Advisory Account's investment where exceeding a certain aggregate amount could require a filing or a license or other regulatory or corporate consent, which could, among other things, result in additional costs and disclosure obligations for the Firm, including Ayco. GS&Co. may also reduce a particular Advisory Account's interest in an investment opportunity that has limited availability so that other Advisory Accounts that pursue similar investment strategies may be able to acquire an interest in the investment opportunity. In addition, Ayco is not permitted to obtain or use material nonpublic information in effecting purchases and sales in public securities transactions for Advisory Accounts. Restrictions may be imposed on particular Advisory Accounts and not on other Accounts (including Advisory Accounts), Ayco may also limit its activities, transactions and its exercise of rights on behalf, of or with respect to, an Advisory Account for reputational or other reasons, including where the Firm is providing, or may provide, advice or services to a company, or to another client that is, or may be, engaged in a transaction related to such company or is or may be involved in a transaction that could affect the Firm, Ayco or their activities. For Advisory Accounts on the Fidelity Platform, Ayco has an agreement with Fidelity with respect to retirement accounts custodied at Fidelity that may limit the fees Ayco generates from such accounts.

## **Item 12 – BROKERAGE PRACTICES**

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### **Broker-Dealer Selection and Directed Brokerage**

Investment advisory services provided by Ayco that are offered through the GS Platform or the Fidelity Platform are generally available only to clients that have directed Ayco to execute transactions for their Advisory Accounts through the Firm or Fidelity, respectively. As a result, substantially all transactions for Advisory Accounts are executed by the Firm or Fidelity, as applicable. These transactions may be effected by the Firm, as agent or principal, or Fidelity. The Execution Charges on the GS Platform and Fidelity Platform may differ and result in lower process on one platform versus the other.

Through the Fidelity Platform, Fidelity provides Ayco with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

By directing brokerage to the Firm or Fidelity, GS&Co. or Fidelity, respectively, may not always be able to achieve the most favorable execution for client transactions and clients may pay higher transaction costs or receive less favorable pricing as a result. Clients should understand that not all advisers require their clients to direct brokerage to a particular broker-dealer.

In certain circumstances, Ayco may decide to execute transactions through a broker-dealer that is not affiliated with the Firm (other than Fidelity). Where Ayco selects a broker-dealer other than the Firm, its affiliates or Fidelity to execute transactions for an Advisory Account, it does so consistent with best execution. Best price, giving effect to commissions and commission equivalents, if any, and other transaction costs, is normally an important factor in this decision, but the selection also takes into account the quality of brokerage services, including execution capability, willingness to commit capital, creditworthiness and financial stability, clearance and settlement capability and the provision of research and other services. Accordingly, transactions will not always be executed at the lowest available price or transaction cost.

Fidelity also offers other services intended to help Ayco manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom Ayco may contract directly.

Fidelity generally does not charge Ayco separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Ayco also receives a custodial support services fee for certain accounts on the Fidelity Platform. Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

### **Research and Other Soft Dollar Benefits**

Ayco is not currently receiving soft dollar benefits in connection with client securities transactions.

Ayco may select brokers, including affiliates, that furnish Ayco, advisory clients and Advisory Accounts with proprietary research or other appropriate services that provide, in Ayco's view, appropriate assistance to Ayco in the investment recommendations and investment decision-making process (including with respect to futures, fixed-price offerings and over-the-counter transactions). To the extent

Ayco uses such soft dollar benefits, Ayco receives a benefit because it will not have to produce or pay for the research products or services. Fidelity may provide Ayco with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Exchange Act.

Ayco may have an incentive to select or recommend a broker-dealer based on Ayco's interest in receiving the research or other products or services, rather than on Ayco's clients' interest in receiving most favorable execution, in order to ensure the continued receipt of research or other services Ayco believes are useful in its investment decision-making process. Ayco may from time to time choose not to engage in these soft dollar arrangements to varying degrees.

Ayco may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up).

Research or other services obtained in this manner may be used in servicing any or all advisory clients and Advisory Accounts. Such products and services may disproportionately benefit one advisory client or Advisory Account relative to another advisory client or Advisory Account based on the amount of brokerage commissions paid by the Advisory Account and such other Advisory Accounts. For example, research or other services that are paid for through one client's commissions may not be used in managing that client's account. In addition, other Advisory Accounts may receive the benefit, including disproportionate benefits, of economies of scale or price discounts in connection with products and services that may be provided to an Advisory Account and to such other Advisory Accounts.

Such research or other services may include, to the extent permitted by law, research reports on companies, industries, and securities; economic and financial data; financial publications; proxy analysis; trade industry seminars; computer databases; quotation equipment and services; and research-oriented computer hardware, software and other services and products. Ayco may receive from Fidelity the equipment necessary to initiate trades with the Fidelity system. Ayco may receive research that is bundled with the trade execution, clearing, and/or settlement services provided by a particular broker-dealer. To the extent that Ayco receives research on this basis, many of the same conflicts related to traditional soft dollars may exist. For example, the research effectively will be paid by client commissions that also will be used to pay for the execution, clearing, and settlement services provided by the broker/dealer, and will not be paid by Ayco. During its last fiscal year Ayco did not direct client transactions to a particular broker-dealer in return for soft dollar benefits Ayco received.

### **Aggregation of Trades**

GS&Co. and Ayco, respectively, seek to execute orders for Advisory Accounts fairly and equitably over time. On the GS Platform and Fidelity Platform, GS&Co. and Ayco, respectively, follow policies and procedures pursuant to which they may combine or aggregate purchase or sale orders for the same security for multiple clients (sometimes called "bunching" or "aggregating," as appropriate), so that the orders can be executed at the same time. GS&Co. and Ayco may also determine whether to permit the executing broker (whether GS&Co., Fidelity or other third-party broker) to trade along with client orders, subject to applicable law. The particular procedures followed by GS&Co. and Ayco may differ depending on the particular strategy or type of investment.

Ayco and its Advisory Affiliates do not bunch or aggregate orders for different accounts, or net buy and sell orders for the same account, if portfolio management decisions relating to the orders are made separately, or if bunching, aggregating or netting is not appropriate or practicable from Ayco's or GS&Co.'s operational or other perspective. Where transactions for a client's account are not aggregated with orders for other accounts or netted against orders for its own account, the client may not benefit from a better price or lower execution charge or transaction cost.

GS&Co. and Ayco generally allocate the securities purchased, or proceeds of a sale from a bunched order among the participating accounts in the manner indicated on the order. If the order is filled at several different prices, through multiple trades, generally all participating accounts receive the average

price and pay the average commission, subject to odd lots, rounding, and market practice. Advisory Accounts may not be charged the same commission or commission equivalent rates in a bunched or aggregated order. When a bunched order is partially filled for an Advisory Account on the GS Platform or the Fidelity Platform, securities must be allocated proportionately based upon the relative size of the particular client's pre-trade designation, subject to odd-lots, minimum denomination requirements or other circumstances where it would be impractical or not be in the client's best interest to provide a partial allocation.

## **Item 13 – REVIEW OF ACCOUNTS**

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### **Review of Financial Plans and Accounts**

#### *Financial Plan Reviews*

As part of Comprehensive Financial Counseling, Encompass, Ayco Family Office and APAS services, Account Managers and Wealth Advisors periodically review each of their individual client's allocations of assets among various asset groups held with the Firm and, to the extent Ayco is aware, away from the Firm. Account Managers and Wealth Advisors do not recommend specific Variable Subaccounts or other securities, including single stocks or ETFs, other than those appearing on The Ayco List of Mutual Funds or recommended by Ayco's affiliates, including GS&Co. and GSAM. Rather, they provide education on asset group allocation seeking to improve the individual's return/risk ratio. Ayco is not obligated to monitor specific Variable Subaccount allocations for conformity with a policyholder's stated investment objectives, risk tolerance, financial circumstances or investment restrictions, if any.

#### *Client Account Reviews*

Ayco regularly monitors the trading in Advisory Accounts for, among other things, transactions that are outside a client's investment guidelines. ISG supervisory personnel, either alone or in consultation with the responsible Portfolio Management Team, conducts periodic review Advisory Accounts managed by Portfolio Management Teams, Ayco IP Managed Advisory Accounts, the ACF account and ATAS Advisory Accounts to monitor various factors that may affect the management of the Advisory Account .

### **Client Reports**

As part of Comprehensive Financial Counseling, Encompass, Ayco Family Office and APAS services, Account Managers and Wealth Advisors use historical market data to periodically prepare client asset allocations with respect to risk and return. Qualified custodians of Advisory Accounts provide clients with written reports on a monthly or periodic basis, depending on the terms of the separate agreement underlying the Advisory Account. Such reports generally include, among other things, an activity summary, a summary of holdings that includes a portfolio valuation, and the change in value of the client's account during the reporting period.

## **Item 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

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With respect to investment advice provided through Comprehensive Financial Counseling and FRS programs, Ayco's fee may be paid in whole or in part by the client's employer as the organization sponsoring Ayco's services. From time to time, Ayco may make cash payments to affiliates and third parties for client referrals, consistent with applicable laws, including Rule 206(4)-3 under the Advisers Act. The compensation arrangements generally are based on a percentage of the advisory fees paid to Ayco by the referred clients and are disclosed to clients. In addition, from time to time, Ayco may also compensate employees of Ayco and its affiliates for client referrals pursuant to applicable laws. Personnel may have board, advisory, brokerage or other relationships with issuers, distributors, consultants and others that may have Advisory Accounts or that may recommend the use of Advisory Accounts or portfolio transactions for Advisory Accounts.

The Firm, including Ayco and its Personnel, may make charitable contributions to institutions, including those that have relationships with clients or personnel of clients and Personnel may have board relationships with charitable institutions. Personnel may also make political contributions. The individuals and entities with which GS&Co. and its Personnel have these relationships may have or recommend Advisory Accounts.

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**Item 15 – CUSTODY**

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Clients generally custody their funds and securities in their Advisory Accounts with GS&Co. on the GS Platform or Fidelity on the Fidelity Platform. Clients also may enter into separate custody agreements to maintain client funds and securities with other unaffiliated qualified custodians. In addition, under the Advisers Act, Ayco or its affiliates may be “deemed” to have custody of certain types of assets that are not otherwise custodied with a third party custodian, but over which Ayco has a limited power of attorney for bill pay services for clients.

Clients who custody funds and securities with GS&Co. or Fidelity will receive periodic account statements from GS&Co. or Fidelity, respectively. Clients who custody funds and securities away from GS&Co. receive account statements directly from their qualified custodian, including Fidelity, and may also receive periodic account statements and performance reports from Ayco or its affiliates. Clients should understand that the statements received from the custodian of their funds or securities are the official records. Clients are urged to compare any account statements that they receive from their qualified custodian related to Ayco’s bill pay services with any reports or statements that they receive from Ayco.

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**Item 16 – INVESTMENT DISCRETION**

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Ayco accepts discretionary investment authority to manage Advisory Accounts on a client’s behalf and at the client’s risk. Clients who choose to grant Ayco discretion are required to sign an investment advisory agreement and complete account opening documentation appointing and authorizing Ayco to supervise and direct the investment of assets in the Advisory Account. Ayco’s discretionary authority is limited by the terms of its investment advisory agreements and the written investment guidelines including reasonable restrictions agreed to in writing between Ayco and each client. Ayco does not accept discretion over client’s investment accounts and assets as part of its Comprehensive Financial Counseling and FRS services.

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**Item 17 – VOTING CLIENT SECURITIES**

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**Proxy Voting Policies – Authority to Vote**

In those limited instances where Ayco has assumed the responsibility of proxy voting, Ayco utilizes Institutional Shareholder Services – Risk Metrics (“ISS”) to make proxy voting decisions on behalf of such advisory clients and their Advisory Accounts, as appropriate, and to help ensure that such decisions are made in accordance with Ayco’s fiduciary obligations to its clients. Ayco utilizes the ISS Governance Analytics Voting Platform which bases its voting on guidelines provided in the ISS US Voting Manual. Notwithstanding such proxy voting policies and procedures, Ayco’s actual proxy voting decisions may have the effect of favoring the interests of other clients or businesses of other divisions or units of the Firm and/or its affiliates, provided that Ayco believes that such voting decisions to be in accordance with its fiduciary obligations. Requests for how clients securities were voted, Ayco’s proxy voting policies and the proxy voting guidelines utilized by ISS can be directed to The Ayco Company, L.P., Attn: Chief Compliance Officer, 321 Broadway, Saratoga Springs, NY 12866.

**Proxy Voting Policies – No Authority**

Unless Ayco expressly agrees in writing, Ayco does not accept authority, or give any advice to clients about how, to vote client securities including for securities held in Advisory Accounts. For Advisory Accounts that Ayco does not accept authority for proxy voting and which are not on the GS Platform,

clients are encouraged to contact their custodians to ensure that the clients receive their proxies and other solicitations for securities held in their Advisory Account.

If GS&Co. is custodian, it forwards proxy materials directly to Clients or ISS, if applicable, and notices for class actions and other legal proceedings directly to clients or the class action processor designated by the Clients, if applicable. GS&Co. recommends that clients promptly review these materials, as they identify important deadlines and may require action on the client's part. Ayco and GS&Co. are not required to notify third party custodians or clients who use third party custodians of proxy notices, shareholder class action lawsuits and similar matters related to securities held in their Advisory Accounts.

Unless otherwise agreed, Ayco does not render any advice or take any action with respect to securities or other property currently or formerly held in Advisory Accounts or the issuers thereof that become the subject of any legal proceedings, including bankruptcies and shareholder class action lawsuits.

#### **Item 18 – FINANCIAL INFORMATION**

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A balance sheet for Ayco's most recent fiscal year is attached.

## GLOSSARY

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As used in this Brochure, these terms have the following meanings.

**“Accounts”** means the Firm’s own accounts, accounts in which Personnel have an interest, Firm clients’ and Affiliated Products the Firm sponsors, manages and advises.

**“Advisers Act”** means the Investment Advisers Act of 1940, as amended.

**“Advisory Accounts”** means accounts for which Ayco has expressly agreed to serve as investment adviser pursuant to a separate express account agreement.

**“ACF”** means The Ayco Charitable Foundation, a 501(c)(3) public charity that sponsors Sub-Accounts.

**“Administration Fee”** means the fee for certain administrative services performed on behalf of ACF, based on total assets held by ACF.

**“Advisory Personnel”** means with respect to Ayco, Ayco personnel providing advisory services, including, as the context may be appropriate, Account Managers, Wealth Advisors, Financial Related Services Counselors, Portfolio Management Teams, IPs and the investment committee for certain trusts established through ATAS.

**“Affiliated Products”** means securities issued by GS&Co. or its affiliates, including structured products, and separately managed accounts and pooled vehicles managed by GS&Co. or its affiliates.

**“Agency Trading Option”** means an alternative trading option under which fixed income trades for certain fixed income strategies managed by Advisory Personnel generally are executed by GS&Co. on an agency basis.

**“APAS”** means Ayco Personal Advisor Service.

**“APCS”** means Ayco Privileged Client Service.

**“ASA”** means The Ayco Services Agency, L.P., a state licensed insurance agency and an affiliate of Ayco.

**“ASIA”** means The Ayco Services Insurance Agency, Inc., a state licensed insurance agency and an affiliate of Ayco.

**“ATAS”** means Ayco Trust Advisory Service.

**“Ayco”** means The Ayco Company, L.P., a registered investment adviser with the SEC.

**“Bank Deposit”** means the Goldman Sachs Bank Deposit at GS Bank, which operates as a cash sweep account for clients for whom it has been designated as the sweep option for holding available cash.

**“Brochure”** means Ayco’s Form ADV-Part 2A.

**“CFTC”** means Commodity Futures Trading Commission.

**“Code”** means Ayco’s Code of Ethics adopted pursuant to SEC Rule 204A -1 of the Advisers Act.

**“ERISA”** means Employee Retirement Income Security Act of 1974, as amended.

**“ETF”** means an exchange traded fund.

**“Exchange Act”** means the Securities Exchange Act of 1934, as amended.

**“Execution Charges”** means commissions, commission equivalents, markups, markdowns or spreads.

**“Execution Charge Waived Strategies”** means eligible fixed income strategies and any other investment strategies managed by Advisory Personnel for which GS&Co. has determined, or may in the future determine, to waive Execution Charges from time to time.

**“Fidelity”** means, together, Fidelity Brokerage Services LLC and National Financial Services LLC.

**“Fidelity Platform”** means the platform with Fidelity through which services including, among others, brokerage, custodial, administrative support, record keeping and related services, are provided and which may benefit Ayco.

**“Firm”** means GS Group, Ayco and their respective affiliates, directors, partners, trustees, managers, members, officers and employees.

**“FPTC”** means Fidelity Personal Trust Company, FSB.

**“FRS”** means Ayco’s Financial Related Services division.

**“GS Bank”** means Goldman Sachs Bank USA.

**“GS&Co.”** means Goldman, Sachs & Co., a registered broker-dealer and investment adviser with the SEC and an affiliate of Ayco.

**“GSAM”** means Goldman Sachs Asset Management, L.P., a registered investment adviser with the SEC and an affiliate of Ayco.

**“GSAMI”** means Goldman Sachs Asset Management International.

**“GSEC”** means Goldman Sachs Execution & Clearing, L.P.

**“GSI”** means Goldman Sachs International.

**“GSIS”** means GS Investment Strategies, LLC.

**“GSTC”** means Goldman Sachs Trust Company, N.A.

**“GSTD”** means The Goldman Sachs Trust Company of Delaware.

**“GS Platform”** means the platform with GS&Co. through services including, among others, brokerage, custodial, administrative support, record keeping and related services, are provided and which may benefit Ayco.

**“HFS”** means Goldman Sachs Hedge Fund Strategies LLC.

**“IP”** means an Ayco ISG Investment Professional.

**“IPO”** means an initial public offering.

**“IRC”** means the Internal Revenue Code of 1986, as amended

**“ISG”** means Ayco’s Investment Services Group division.

**“Mercer Allied”** means Mercer Allied Company, L.P., a broker-dealer registered with the SEC and an affiliate of Ayco.

**“NAV”** means net asset value.

**“NTF Funds”** means funds available through the Fidelity Platform for which (i) Fidelity is not a sponsor or manager and (ii) transaction fees are not imposed.

**“PCP Portfolio”** means Goldman Sachs Asset Management Private Client Portfolio.

**“Personnel”** means personnel of the Firm.

**“Portfolio Management Teams”** means the teams of portfolio management personnel within Ayco’s ISG who manage various investment strategies.

**“Program”** means a wrap fee program on the Fidelity Platform sponsored by Ayco, known as the Ayco Private Access Account Program.

**“PWM”** means Goldman Sachs Private Wealth Management division.

**“RBC”** means Royal Bank of Canada.

**“Retirement Accounts”** means, collectively, pension plans (including 401(k) plans) and other employee pension benefit plans subject to ERISA, tax qualified retirement plans (including Keogh plans) under IRC Section 401(a) and not covered by ERISA, and individual retirement accounts under IRC Sections 408 and 408A.

**“SEC”** means U.S. Securities and Exchange Commission.

**“Sub-Account”** means a donor advised fund account sponsored by ACF.

**“Third-Party Funds”** means certain mutual funds that clients may access through the Advisory Mutual Fund Strategies program that are managed, sponsored or advised by investment managers or organizations that are not affiliated with Ayco or its affiliates.

**“TOLI Advisory Service”** means The Ayco Trust Owned Life Insurance Advisory Service.

**“Unaffiliated Manager”** means a manager not appearing on The Ayco List of Mutual Funds or not recommended by Ayco’s affiliates, including GS&Co. and GSAM.

**“Variable Products”** means variable life insurance policies and variable annuity contract.

**“Variable Subaccounts”** means separate accounts underlying Variable Products.

**“WTC”** means Wilmington Trust Company.

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# **GS Ayco Holding LLC and Affiliates\***

**Consolidated Statement of Financial Condition  
December 31, 2011**

\*Affiliates are comprised of the Ayco Company, L.P. and its Affiliates

# **GS Ayco Holding LLC and Affiliates**

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**December 31, 2011**

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## Report of Independent Auditors

To the Member of  
GS Ayco Holding LLC and Affiliates:

In our opinion, the accompanying consolidated statement of financial condition presents fairly, in all material respects, the financial position of GS Ayco Holding LLC and Affiliates (the "Company") at December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. This financial statement is the responsibility of the Company's management; our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit of this statement in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated statement of financial condition, assessing the accounting principles used and significant estimates made by management, and evaluating the overall consolidated statement of financial condition presentation. We believe that our audit of the consolidated statement of financial condition provides a reasonable basis for our opinion.

As described in Note 7, to the consolidated statement of financial condition, the Company has had significant transactions with related parties.

*PricewaterhouseCoopers LLP*

March 22, 2012

**GS Ayco Holding LLC and Affiliates**  
**Consolidated Statement of Financial Condition**  
**December 31, 2011**

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**Assets**

Current assets	
Cash	\$ 9,066,200
Accounts receivable, net of allowance of \$609,000	31,800,500
Prepaid expenses	1,464,900
Due from affiliates	<u>65,569,100</u>
Total current assets	107,900,700
Property, building and equipment, net	16,530,500
Goodwill	284,230,700
Customer relationships, net	98,795,400
Other assets	<u>604,800</u>
Total assets	<u>\$ 508,062,100</u>

**Liabilities and Equity**

Current liabilities	
Accrued compensation and benefits	\$ 41,679,700
Other liabilities and accrued expenses	1,394,900
Due to affiliates	100,000
Deferred income	5,124,000
Income taxes payable	18,059,300
Pensions, postretirement and deferred compensation liabilities	<u>1,690,900</u>
Total current liabilities	68,048,800
Net deferred tax liabilities	60,880,600
Rent escalation	3,999,300
Pensions, postretirement and deferred compensation liabilities	<u>2,944,600</u>
Total liabilities	135,873,300
Commitments, contingencies and guarantees	-
Equity	<u>372,188,800</u>
Total liabilities and equity	<u>\$ 508,062,100</u>

The accompanying notes are an integral part of the Consolidated Statement of Financial Condition.

# **GS Ayco Holding LLC and Affiliates**

## **Notes to Consolidated Statement of Financial Condition**

### **December 31, 2011**

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#### **1. Description of Business**

GS Ayco Holding LLC and Affiliates, a Delaware limited liability company, together with its subsidiaries (The Ayco Company, L.P., Saratoga Springs LLC, Mercer Allied Company, L.P., Ayco Services Agency, L.P., Mercay Corporation, and Ayco Services Insurance Agency, Inc. collectively, the "Company"), is an indirectly wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("Group, Inc."), a Delaware corporation and a financial holding company. Effective, December 1, 2011, the Company's sole member is GS Ayco Senior Holding LLC. The Company is engaged in the business of providing professional services which include financial counseling, tax return preparation, asset management, trust and estate, corporate benefit plan and insurance services to corporate and individual clients primarily throughout the United States.

#### **2. Basis of Presentation and Significant Accounting Policies**

The consolidated statement of financial condition is prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

##### **Principles of Consolidation**

The consolidated statement of financial condition includes the accounts of the Company which is comprised of entities under common ownership. All material intercompany transactions and balances have been eliminated.

##### **Use of Estimates**

Preparation of the consolidated statement of financial condition requires management to make certain estimates and assumptions regarding the discount rate in determining pension and postretirement liabilities, the accounting for goodwill, the provision for potential losses that may arise from litigation and regulatory proceedings, potential losses on accounts receivable and other matters that affect the consolidated statement of financial condition and related disclosures. These estimates and assumptions are based on the best available information, but actual results could be materially different.

##### **Cash**

The Company defines cash as highly liquid overnight deposits held in the ordinary course of business. Cash balances are maintained at various institutions some of which are insured by the Federal Deposit Insurance Corporation to the extent provided by law. At December 31, 2011, the Company had \$7,666,100 in banks in excess of the insured limits.

##### **Accounts Receivable**

Accounts receivable consist primarily of amounts owed by customers. These balances are presented net of allowances for uncollectible accounts. The allowance estimates are based on past collection experience and our assessment over future collectability.

##### **Property, Building and Equipment**

Property, building and equipment are stated at cost with depreciation provided for on a straight-line basis over the estimated useful lives of the assets, primarily three to seven years on furniture, fixtures and equipment, ten years on building improvements, and thirty years on buildings. Leasehold improvements are amortized over the shorter of the lease term or useful life which range from nine to twenty years. Significant additions or improvements extending the assets' useful lives are capitalized.

# **GS Ayco Holding LLC and Affiliates**

## **Notes to Consolidated Statement of Financial Condition**

### **December 31, 2011**

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Property, building and equipment are tested for impairment whenever events or changes in circumstances suggest that an asset's or asset group's carrying value may not be fully recoverable. An impairment loss, calculated as the difference between the estimated fair value and the carrying value of an asset or asset group, is recognized if the sum of the expected undiscounted cash flows relating to the asset or asset group is less than the corresponding carrying value.

As discussed in Note 6, the Company has contractual obligations under long-term noncancelable lease agreements, principally for office space, expiring on various dates through 2027. Certain agreements are subject to periodic escalation provisions for increases in real estate taxes and other charges. Leases with escalating rent payments over the lease term are recorded on a straight line basis.

#### **Goodwill**

The Goodwill balance of \$284,230,700 relates to the acquisition of The Ayco Company, L.P. and Affiliates by GS Ayco Holding LLC on July 1, 2003. Goodwill is the cost of acquired companies in excess of the fair value of identifiable net assets at acquisition date. The carrying value of goodwill has decreased \$1,201,000 from the prior year due to the amortization of tax goodwill (see Note 4). Goodwill is tested at least annually for impairment. An impairment loss is recognized if the estimated fair value of a reporting unit is less than its estimated net book value. Such loss is calculated as the difference between the estimated fair value of goodwill and its carrying value. There is no accumulated impairment loss associated with this goodwill.

#### **Customer Relationships**

Customer relationships are amortized over their estimated useful lives. Customer relationships are tested for potential impairment whenever events or changes in circumstances suggest that an asset group's carrying value may not be fully recoverable. An impairment loss, calculated as the difference between the estimated fair value and the carrying value of an asset or asset group, is recognized if the sum of the estimated undiscounted cash flows relating to the asset or asset group is less than the corresponding carrying value.

The following table sets forth the gross carrying amount, accumulated amortization and net carrying amounts of the customer relationships:

Gross carrying amount	\$ 161,000,000
Accumulated amortization	<u>(62,204,600)</u>
Net carrying amount	<u>\$ 98,795,400</u>

The customer relationships are being amortized over their estimated useful life of 22 years. The remaining life of customer relationships is approximately 14 years.

#### **Deferred Income**

Deferred income consists of the unearned portion of amounts invoiced.

# GS Ayco Holding LLC and Affiliates

## Notes to Consolidated Statement of Financial Condition

### December 31, 2011

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#### 3. Property, Building and Equipment

Property, building and equipment consist of the following:

Land	\$ 800,000
Building and improvements	21,124,700
Furniture, fixtures and equipment	21,968,800
	<hr/>
	43,893,500
Less: Accumulated depreciation	(27,363,000)
	<hr/>
	\$ 16,530,500

#### 4. Income Taxes

The operating companies in the Company are made up of entities that are treated as single member limited liability corporations ("SMLLC"), and therefore considered disregarded branches of their parent for U.S. Federal tax purposes, and entities that are "C" Corporations for U.S. Federal tax purposes. Therefore, the Company is required to accrue U.S. federal, state and local tax as if all entities were "C" corporations. The Company is included in the consolidated federal tax return filed by Group Inc., as well as consolidated and combined state and local tax returns. The Company computes its tax assets and liabilities as if it was filing tax returns on a modified separate company basis and settles such assets and liabilities with Group Inc. pursuant to a tax sharing policy. As of December 31, 2011, the Company's net income tax payable in the consolidated statement of financial condition was \$18,059,300.

Income taxes are provided for using the asset and the liability method. Deferred tax assets and liabilities are recognized for temporary differences between the financial reporting and tax bases of the Company's assets and liabilities. Valuation allowances are established to reduce deferred tax assets to the amount that will more likely than not be realized. The Company recognizes tax positions in its consolidated statement of financial condition only when it is more likely than not that the position will be sustained upon examination by the relevant taxing authority based on the technical merits of the position. A position that meets this standard is measured at the largest amount of benefit that will more likely than not be realized upon settlement. A liability is established for differences between positions taken in a tax return and amounts recognized in the consolidated statement of financial condition. As of December 31, 2011, the Company did not record a liability related to accounting for uncertainty in income taxes. All years subsequent to and including 2005 for U.S. Federal and 2004 for New York State and City remain open to examination by the taxing authorities.

Deferred taxes are recorded in the consolidated statement of financial condition, until the underlying temporary differences reverse and the taxes become currently payable or receivable. At December 31, 2011, the Company had net deferred tax liabilities of \$60,880,600 primarily related to deferred tax liabilities on tax amortization of customer relationships and goodwill of \$67,760,000, offset by deferred tax assets related to deferred compensation of \$6,803,400 and other book tax differences of \$76,000. No valuation allowance is required as it is considered more likely than not that the deferred tax assets will be utilized.

**GS Ayco Holding LLC and Affiliates**  
**Notes to Consolidated Statement of Financial Condition**  
**December 31, 2011**

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**5. Employee Benefit Plans**

**Postretirement Benefits**

The Company provides postretirement health benefits to individuals who retire at or after age 55 and who also have at least ten years of full time service or the equivalent as of the date of retirement. During 2011, the plan was amended to extend eligibility to employees whose age plus years of service are equal to or greater than 60 and have at least 15 years of service. The Company has limited the annual benefit under the plan to \$1,000 per year per participant. Any premiums in excess of \$1,000 must be paid for by the retiree.

At December 31, 2011, accumulated other comprehensive income (included in the caption "Equity") is comprised of an unrecognized gain and unrecognized prior service credit of \$786,700 and \$614,200, respectively.

The following table sets forth the funded status of the postretirement health benefit plan and amount recognized in the Company's consolidated statement of financial condition:

	<b>Postretirement Benefits</b>
Accumulated postretirement benefit obligation	\$ 2,127,200
Plan assets at fair value	<u>-</u>
Unfunded status	<u>2,127,200</u>
Liability recognized in the consolidated statement of financial condition	<u>\$ 2,127,200</u>

For the year ended December 31, 2011, the projected benefit obligation increased in the aggregate by approximately \$548,700 due primarily to a decrease in the discount rate from 5.50% at December 31, 2010 to 4.75% at December 31, 2011 which accounted for \$220,100 of the increase, as well as a plan amendment which had accounted for \$180,600 of the increase.

Weighted-average assumptions and other benefit information as of December 31, 2011:

	<b>Postretirement Benefits</b>
Discount rate	4.75 %
Healthcare cost trend rate assumed next year	7.60 %
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.00 %
Year that the rate reaches the ultimate trend rate	2024
Benefit cost	\$ (51,400)
Employer contributions	48,400
Benefits paid	48,400

# GS Ayco Holding LLC and Affiliates

## Notes to Consolidated Statement of Financial Condition

### December 31, 2011

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An increase or decrease in the assumed health care cost trend rates by one percentage point would have the following impact:

	One Percentage Point Increase	One Percentage Point Decrease
Accumulated postretirement benefit obligation at December 31, 2011	\$ 200	\$ (200)
Postretirement benefit cost (aggregate service and interest cost)	-	-

The following table sets forth benefit payments projected to be paid from the Company's postretirement health benefit plan and reflects expected future service, where appropriate:

	Postretirement Benefits
2012	\$ 49,900
2013	59,700
2014	66,100
2015	72,700
2016	81,500
2017-2021	533,900

#### Other Employee Benefits

The Company maintains a nonqualified deferred compensation plan for eligible employees. The cost of such plan is accrued over the period of active employment from the employee's participation date in the plan. At December 31, 2011, the deferred compensation payable amount approximated \$1,004,800 of which \$302,400 is included in the current portion of pensions, postretirement and deferred compensation liabilities.

Group, Inc. maintains a defined benefit pension plan for eligible employees of the Company. The Company is allocated a prorata share of the overall expense (income) from Group, Inc.

The Company maintains a deferred compensation (401(k)) plan which covers substantially all employees who have met certain service requirements. The plan permits participants to contribute up to 50% of salary, including commissions and bonuses, subject to IRS limitations. Effective January 1, 1999, the Company's matching contribution is 75% of the participant's total elective deferred contribution up to a maximum of 75% of 2% of the participant's compensation up to the IRC Section 401 (a) (17) limit. Participants elect to have their contributions invested in a number of investment funds made available by the plan sponsor. The plan administrator may limit the maximum contributions per participant to comply with the IRS regulations. At December 31, 2011, matching contributions payable under the plan and included in current portion of pensions, postretirement and deferred compensation liabilities approximated \$193,600.

# GS Ayco Holding LLC and Affiliates

## Notes to Consolidated Statement of Financial Condition

### December 31, 2011

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The Company maintains an additional retirement account which covers all employees who have met certain service requirements. Benefits are based on employee's adjusted gross earnings and years of participation in the Plan. The Company's funding policy is to contribute annually an amount equal to the calculated benefit. At December 31, 2011, retirement contributions payable under the plan and included in the current portion of pensions, postretirement and deferred compensation liabilities approximated \$1,119,500.

The Company maintains an unfunded supplemental pension plan for certain retirees.

At December 31, 2011, accumulated other comprehensive income (included in the caption "Equity") is comprised of an unrecognized gain and unrecognized prior service credit of \$221,300 and \$0, respectively, relating to the postretirement health benefit plan and supplemental pension plan.

The following table sets forth the funded status of the supplemental pension plan and amount recognized in the Company's consolidated statement of financial condition:

	<b>Supplemental Pension Benefits</b>
Projected benefit/accumulated benefit obligation	\$ 190,400
Plan assets at fair value	<u>-</u>
Unfunded status	<u>190,400</u>
Liability recognized in the consolidated statement of financial condition	<u>\$ 190,400</u>

For the period ended December 31, 2011, the projected benefit obligation decreased in the aggregate by approximately \$24,500 due primarily to benefits paid. Further, the discount rate decreased from 5.50% at December 31, 2010 to 4.75% at December 31, 2011.

Weighted-average assumptions and other benefit information as of December 31, 2011:

	<b>Supplemental Pension Benefits</b>
Discount rate	4.75 %
Benefit cost	\$ (9,600)
Employer contributions	28,500
Benefits paid	28,500

# GS Ayco Holding LLC and Affiliates

## Notes to Consolidated Statement of Financial Condition

### December 31, 2011

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The following table sets forth benefit payments projected to be paid from the Company's supplemental pension plan:

	<b>Supplemental Pension Benefits</b>
2012	\$ 25,500
2013	25,500
2014	25,500
2015	25,500
2016	25,500
2017-2021	127,600

The estimates inherent in measuring pension benefits are sensitive to change and the effects of the change could be material to the Company's consolidated statement of financial condition.

Generally, the Company determined the discount rates for postretirement and supplemental pension benefits by referencing indices for long-term, high quality bonds and ensuring that the discount rate does not exceed the yield reported for those indices after adjustment for the duration of the plans' liabilities.

The consolidated statement of financial condition includes a liability at December 31, 2011 for the foregoing plans of \$4,635,500 of which \$1,690,900 is current.

#### **Restricted Stock Units**

Group, Inc. issues restricted stock units ("RSUs") to employees of the Company under The Goldman Sachs Amended and Restated Stock Incentive Plan, primarily in connection with year-end compensation. RSUs are valued based on the closing price of the underlying shares on the date of grant after taking into account a liquidity discount for any applicable post-vesting transfer restrictions. Year-end RSUs generally vest and deliver as outlined in the applicable RSU agreements. Employee RSU agreements generally provide that vesting is accelerated in certain circumstances, such as on retirement, death and extended absence. Delivery of the underlying shares of common stock is conditioned on the grantees satisfying certain vesting and other requirements outlined in the award agreements. At December 31, 2011, amounts payable to Group, Inc. for the vested portion of RSUs are included within accrued compensation and benefits in the consolidated statement of financial condition.

#### **6. Commitments, Contingencies and Guarantees**

The Company has contractual obligations under long-term noncancelable lease agreements, principally for office space, expiring on various dates through 2027. Certain agreements are subject to periodic escalation provisions for increases in real estate taxes and other charges. Future minimum rental payments, net of minimum sublease rentals are set forth below.

# **GS Ayco Holding LLC and Affiliates**

## **Notes to Consolidated Statement of Financial Condition**

### **December 31, 2011**

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Minimum rental payments are as follows:

2012	\$ 7,052,000
2013	8,106,100
2014	7,335,600
2015	6,904,000
2016	7,029,100
2017-thereafter	<u>40,468,000</u>
Total	<u>\$ 76,894,800</u>

The Company is involved in a number of judicial and arbitration proceedings concerning matters arising in connection with the conduct of its businesses. Management believes, based on currently available information, that the results of such proceedings, in the aggregate, will not have material adverse effect on the Company's financial condition. Given the inherent difficulty of predicting the outcome of the Company's litigation matters, particularly in cases in which substantial or indeterminate damages are sought the Company cannot estimate losses or ranges of losses for cases where there is only a reasonable possibility that a loss may have been incurred.

#### **7. Related Party Transactions**

In 2011, the Company provided certain counseling services to partners of its affiliates which resulted in the Company recording an expense offset for the cost of providing such services. The expense offset amounted to \$8,037,200. In addition, in 2011 the Company approved and paid net equity distributions to Group, Inc. of \$63,000,000. At December 31, 2011, amounts due from/to Affiliates which are accruing interest (2.22% at December 31, 2011) are primarily with Group, Inc.

#### **8. Disclosure about Fair Value of Financial Instruments**

Financial instruments mainly consist of accounts receivable and due to/from affiliates. The carrying amount of accounts receivable approximates fair value due to the short-term nature of this instrument. Loans receivable from [payable to] affiliates earn [pay] interests at 2.22%, are due upon demand, and the outstanding balance approximates fair value.

#### **9. Subsequent Events**

The Company has performed an evaluation of subsequent events through March 22, 2012, the date at which the consolidated statement of financial condition was available to be issued.