

Part 2A of Form ADV: Firm Brochure

March 31, 2012

Item 1 Cover Page

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This brochure provides information about the qualifications and business practices of Henderson Global Investors (North America) Inc. (“HGINA”). If you have any questions about the contents of this brochure, please contact us at 312-397-1122. 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.

Additional information about HGINA is also available on the SEC’s website at www.Advisorinfo.sec.gov.

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

Item 2 **Material Changes**

None

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Item 4 **Advisory Business**

Henderson Global Investors (North America) Inc. (“HGINA” or the “Advisor”) began managing real estate investment vehicles (including the provision of portfolio management and asset management services) in 1987. HGINA has since expanded its advisory services to include equity and fixed income products. As of December 31, 2011, HGINA manages \$7,418,121,068 in discretionary assets and \$769,100,925 in non-discretionary assets. HGINA is an indirect, wholly-owned subsidiary of Henderson Group plc, a London-based public company registered on the London Stock Exchange and the Australian Securities Exchange. The Advisor provides investment supervisory services and manages investment advisory accounts not involving investment supervisory services. HGINA generally enters into a subadvisory agreement with Henderson Investment Management Limited (“HIML”) to provide investment subadvisory services to its equity and fixed income products.

Wrap Programs

HGINA terminated all of its investment advisory and subadvisory services effective October 31, 2011 to clients participating in “wrap fee” programs.

Mutual Funds

HGINA has entered into an investment advisory agreement with Henderson Global Funds (the “Funds”), a registered open-end investment company. Pursuant to this advisory agreement, HGINA is paid a fee by each portfolio for managing the Funds' investments, administering its business affairs, furnishing office facilities and equipment, providing clerical, bookkeeping and administrative services, and providing shareholder information services.

Absolute Return Portfolios

HGINA provides discretionary investment advisory services to the Henderson Asia Pacific Absolute Return Fund I Inc., which is an exempted company incorporated with limited liability in the Cayman Islands as an open-ended investment company.

Real Estate Portfolios

Henderson also provides investment advisory services for various Real Estate portfolios. HGINA manages the Real Estate portfolios in accordance with the applicable PPM and/or fund governing documentation.

Institutional Accounts

HGINA provides investment advisory services to institutional clients through separate account investment management agreements directly with the Clients. These investment advisory accounts are managed in accordance with the client’s stated objectives. HGINA will carry out its investment responsibilities consistent with these objectives, taking into account any specific constraints set by the client and applicable regulations. HGINA also manages the Henderson

International All Cap Equity, LP, a pooled investment vehicle established as a Delaware limited partnership.

Client Restrictions

Depending on the nature of the mandate, clients may be able to impose reasonable restrictions on investing in certain securities or types. Institutional investors with separate account agreements are, to some extent, able to tailor the advisory services they receive to meet their individual needs. Investors in HGINA's mutual funds or other pooled investment vehicles are not able to tailor their mandates and their investments are governed by the same prospectus or offering memorandum applicable to all investors.

Item 5 Fees and Compensation

Mutual Funds

Henderson Strategic Income Fund

The fee paid to HGINA by the Henderson Strategic Income Fund is computed daily and payable monthly, at an annual rate based on the portfolio's average daily net assets, according to the following fee schedule:

- 0.55% of the first \$1 billion
- 0.50% of the next \$500 million
- 0.45% of the balance thereafter.

Henderson European Focus Fund

The fee payable to HGINA by the Henderson European Focus Fund is computed and accrued daily and payable monthly based on the portfolio's average daily net assets, according to the following fee schedule:

- 1.00% of the first \$500 million
- 0.90% of the next \$1 billion
- 0.85% of the balance thereafter.

Henderson Global Technology Fund

The fee payable to HGINA by the Henderson Global Technology Fund is computed and accrued daily and payable monthly based on the portfolio's average daily net assets, according to the following fee schedule:

- 1.00% of the first \$500 million
- 0.95% of the next \$500 million
- 0.90% of the balance thereafter.

Henderson International Opportunities Fund

The fee payable to the Advisor by the Henderson International Opportunities Fund is computed and accrued daily and payable monthly based on the portfolio's average daily net assets, according to the following fee schedule:

- 1.10% of the first \$1 billion
- 0.95% of the next \$1 billion
- 0.85% of the balance thereafter.

Henderson Japan Focus Fund

The Henderson Japan Focus Fund pays HGINA a fee computed daily and a payable monthly

based on the portfolio's average daily net assets, at an annual rate equal to:

- 0.75% of the first \$500 million
- 0.65% on the next \$1 billion
- 0.60% on the balance thereafter.

Henderson Global Equity Income Fund

The Henderson Global Equity Income Fund pays HGINA a fee computed daily and a payable monthly based on the portfolio's average daily net assets, at an annual rate equal to:

- 0.85% of the first \$1 billion
- 0.65% of the next \$1 billion
- 0.60% on the balance thereafter.

Henderson Global Leaders Fund

The Henderson Global Opportunities Fund pays HGINA a fee computed daily and a payable monthly based on the portfolio's average daily net assets, at an annual rate equal to:

- 0.80% of the first \$500 million
- 0.70% on the next \$1 billion
- 0.65% on the balance thereafter.

Henderson International All Cap Equity Fund

The Henderson International All Cap Equity Fund pays HGINA a fee computed daily and a payable monthly based on the portfolio's average daily net assets, at an annual rate equal to:

- 0.85% of the first \$250 million
- 0.80% of the next \$250 million
- 0.75% of the next \$500 million
- 0.65% on the balance thereafter.

Henderson Emerging Markets Opportunities Fund

The Henderson Emerging Markets Opportunities Fund pays HGINA a fee computed daily and a payable monthly based on the portfolio's average daily net assets, at an annual rate equal to:

- 1.00% of the first \$1 billion
- 0.90% of the next \$1 billion
- 0.85% on the balance thereafter.

Henderson Money Market Fund

The Henderson Money Market Fund invests substantially all of its investable assets in a master fund, the State Street Money Market Portfolio, which is a series of separately registered open-

end management investment companies. The Advisor receives no compensation for its services to the Fund while the Fund is invested in a master-feeder structure. If the Fund does not invest substantially all of its investable assets in a master-feeder structure, the Advisor would receive an investment advisory fee at an annual rate of 0.10% of average daily net assets.

Expense Limits

For some of the Funds, the Advisor has contractually agreed to waive its management fee and, if necessary, to reimburse other operating expenses in order to limit total annual ordinary operating expenses of the Funds.

Absolute Return Portfolios

HGINA receives from each Fund an investment management fee of between 1.25% and 1.75% of the Net Asset Value of the Fund.

Real Estate Portfolios

General. HGINA's management fees are different for each client and are determined in several different ways. The following are the different management fee arrangements:

- A percentage of net operating income with a discount offered to investments of more than \$100 million.
- A percentage of net cash flow, exclusive of debt services costs and after reductions for first year capital.
- A percentage of net operating income.
- A percentage of the net operating income with a discount offered to investments of more than \$125 million and employees who are qualified to invest. Discount threshold is subject to negotiation.
- A quarterly fee at an annual rate based on a percentage of the value of an investor's interest for the first \$10 million. A discount on this fee applies to the value of the next \$20 million invested, and a further discount applies to the amount of the investment over \$30 million.
- A percentage of the fund's net asset value.
- A percentage of a purchase price of each vehicle subject to a minimum fee.

Acquisition Fees. HGINA's acquisition fees are different for each real estate client and not all clients pay an acquisition fee. For those that do, these fees are based upon a percentage of the purchase price of a real estate asset and range from 0.50% to 0.75% of the purchase price of an asset.

Institutional Accounts

In general, for institutional accounts, HGINA's standard fee schedule for its supervisory services is calculated as a percentage of assets under management. HGINA's management fees range from .10% to .85% of assets under management. Fees are payable quarterly in arrears and may

be fixed at differing rates by negotiation. In addition, HGINA may agree to a fee schedule based on the performance of an institutional portfolio derived from its total return in relation to benchmarks. These performance based fees may be in addition to fees based upon assets under management and may be different from the above schedule. All such fees will be in compliance with applicable provisions of the Investment Advisors Act of 1940.

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

Incentive Fees:

HGINA can earn incentive fees if certain client's investment exceeds certain specified performance hurdles. These fees are different for each client and not all clients have incentive fee arrangements.

For those property clients that are subject to an incentive fee arrangement, the amount of the fee may be determined in one of the following ways:

- A percentage of the excess sales proceeds over a threshold amount. The threshold is determined as the sales price required to generate a specified since inception rate of return. A percentage of the incentive is withheld from payment unless the specified threshold is achieved for the portfolio as a whole.
- A percentage of the excess sales proceeds over a threshold amount. The threshold is determined as the sales price required to generate a specified rate of return since inception. All fees are paid upon the sale of the asset.
- Additionally in the CASA IV and CASA V Funds, a percentage of this incentive fee is held-back and not paid to HGINA until such funds are liquidated or terminated.
- A percentage of a client's or a fund's beginning of period net asset value. The percentage is determined as the performance in excess of a predetermined index rate for that period.

For the absolute return portfolios, HGINA receives a performance fee from each Fund calculated on a share-by-share basis so that each share is charged a performance fee which equates precisely with that Share's performance. The performance fees are 20% of net performance. Details of each Fund's fees and their calculation are described in each Fund's prospectus.

Conflicts of Interest:

The Advisor seeks to foster a reputation for integrity and professionalism. That reputation is a vital business asset. The confidence and trust placed in us by investors is something that is highly valued and must be protected. As a result, any activity that creates any actual or potential conflict of interest or even the appearance of any conflict of interest must be avoided and is prohibited. A Code of Ethics has been adopted to ensure that those who have knowledge of portfolio transactions or other confidential client information will not be able to act thereon to the disadvantage of Henderson's clients. The Code of Ethics does not purport comprehensively to cover all types of conduct or transactions which may be prohibited or regulated by the laws and regulations applicable.

The portfolio managers may be responsible for managing both the Funds and other accounts. Other than potential conflicts between investment strategies, the side-by-side management of both the Funds and other accounts may raise potential conflicts of interest due to certain trading practices used by the portfolio manager (e.g. allocation of aggregated trades). Henderson has policies and procedures reasonably designed to mitigate these conflicts. The portfolio managers

may advise certain accounts under a performance fee arrangement. A performance fee arrangement may create an incentive for a portfolio manager to make investments that are riskier or more speculative than would be the case in the absence of performance fees.

Item 7 **Types of Clients**

HGINA provides investment advice to the following types of clients:

- Registered Investment Companies
- Pension and Profit Sharing Plans
- Trusts, Estates or Charitable Organizations
- Corporations or Business Entities
- Pooled Investment Vehicles
- Other Institutional Clients

Investment Analysis and Strategies for Mutual Funds

HGINA is the investment advisor to Henderson Global Funds. HIML provides subadvisory services with respect to the European Focus, International Opportunities, International All Cap Equity, Japan Focus, Global Equity Income, Emerging Markets Opportunities, Global Leaders and Global Technology portfolios of Henderson Global Funds and is responsible for selecting securities and investment decision-making. Along with the Board of Trustees of the Funds, HGINA oversees the services provided by HIML but does not apply its own security analysis to these portfolios.

HGINA applies its own analysis to the Henderson Strategic Income Fund. This analysis combines a bottom-up approach to individual security selection rooted in ongoing research with a top-down overlay that determines appropriate industry and sector exposure within a broader economic and market context. Methods include market research from outside sources including research provided by several different brokers via a single website, however, no arrangement exists between HGINA and the brokers to compensate for access to the website, and the provision of this research is not a factor when the Advisor considers the commissions to be charged in obtaining best execution for its clients.

Investment Analysis and Strategies for Absolute Return Portfolios

HGINA is the investment advisor to the Henderson Asia Pacific Absolute Return Fund I Inc. and absolute return separate accounts. However, HGINA's SEC – registered investment adviser affiliate, Henderson Alternative Investment Advisor Limited ("HAIAL"), provides subadvisory services and is responsible for investment decision making. HGINA oversees the services provided by HAIAL.

Investment Analysis and Strategies for Real Estate Portfolios

Property Transaction and Management. HGINA's property investment analysis methods include real estate market research (both micro and macro) that relies primarily on data generated by others. For institutional real estate investment entities and vehicles, HGINA also develops an Annual Portfolio Plan as well as an Annual Property Plan for each real estate asset held by these entities. HGINA's principal sources of the information utilized in connection with advice given to real estate clients include financial and real estate newspapers and magazines; industry and trade publications and newsletters; personal and group discussions with various real estate industry spokespersons; participation in real estate industry conferences and meetings; research materials and statistical data prepared by others; as well as information generated by HGINA and its various affiliates.

Manager of Partners Program. For this program, HGINA employs a discrete, defined process to evaluate operator partners on a qualitative and quantitative basis. Henderson identifies well-run operators based on three primary characteristics: business life cycle, property type and regional

diversification. Key qualitative and quantitative screening criteria include attainable investment objectives, a committed management team, demonstrable competitive advantage, and a history of delivering promised returns. The Manager of Partners Program gathers preliminary data from potential partners by requesting that they complete a worksheet via www.HendersonMOP.com and collects subsequent due diligence documents during its consideration of each potential operator.

HGINA may, depending on the investment objectives and policies of a particular real estate client, utilize any or all of the following investment strategies to implement investment advice; acquire and/or sell the fee interest in real estate which may or may not be mortgaged to others; acquire an interest in a general or limited partnership; enter into sale and buy back arrangements, sale and lease back arrangements, or installment purchase or sale contracts; make loans secured by first or second or wrap-around mortgages upon improved or unimproved real estate; and identify well-run, local operators whose performance is likely to generate a targeted annual yield over the life of the relationship, and partner them with investors, and/or undertake other strategies which conform with the parameters of the particular investment vehicle.

Investment Analysis and Strategies for Institutional Accounts

HGINA is the investment advisor to several Institutional clients. However, HIML and HAIAL provide subadvisory services and are responsible for selecting securities and investment decision making. HGINA oversees the services provided by HIML and HAIAL.

Risk of Loss

It should be noted that investing in securities involves a risk of loss that clients should be prepared to bear.

You can lose money by investing in securities and your investment may fluctuate significantly. Your investment may not achieve its objective, and is not intended as a complete investment program. Some of the principal risks that could adversely affect the total return on your investment include:

Market and Equity Securities Risk. The risk that the stock price of one or more of the companies in your portfolio will fall, or will fail to rise. Many factors can adversely affect a stock's performance, including both general financial market conditions and factors related to a specific company or industry. Because many of HGINA's portfolios primarily consist of common stocks, those portfolios will be subject to greater price fluctuation than a portfolio containing primarily fixed income securities.

Foreign Investments Risk. The risks of investing outside the US include currency fluctuations, economic or financial insolvency, lack of timely or reliable financial information, possible imposition of foreign withholding taxes, or unfavorable political or legal developments. These risks are typically greater in less developed or emerging market countries.

For the Real Estate portfolios, please see the applicable private placement memorandum for

additional risk disclosures.

For the Mutual Funds, please see the applicable prospectus and statement of additional information for additional risk disclosure.

For the absolute return portfolios, please see the applicable prospectus for additional risk disclosure.

Item 9 **Disciplinary Information**

There are no disciplinary events to report.

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

Henderson Global Investors Equity Planning Inc. (“HGIEPI”) acts as a limited purpose broker dealer for certain other investment vehicles for which the HGINA or an affiliate acts as an investment advisor.

HIML, subadvisor to certain Henderson Global Funds, and certain institutional clients, is an affiliate of HGINA. HAIAL, subadvisor to Henderson Asia Pacific Absolute Return Fund I Inc. and certain institutional clients, is also an affiliate of HGINA. HGINA, HIML and HAIAL are indirect wholly owned subsidiaries of Henderson Group plc. As a global money manager, Henderson Group plc and its affiliates provide a full spectrum of investment products and services to institutions and individuals in Asia Pacific, Europe, and both North and South America.

Henderson Global Investors GP, L.L.C. (“HGIGP”), Henderson Global Investors GP II, L.L.C. (“HGIGP II”) and Henderson Global Investors GP IV, L.L.C. (“HGIGP IV”) are subsidiaries of Henderson Property Holdings, LLC, which is a subsidiary of HGINA and are general partners in real estate investment partnerships. These entities manage products in which clients of HGINA may be solicited to invest. Clients solicited to invest in these products may be qualified institutional investors, or accredited and qualified individuals as defined under federal securities laws.

Henderson International All Cap Equity GP, LLC is a subsidiary of Henderson Equity Holdings, LLC, which is a subsidiary of HGINA. It acts as a general partner in an investment partnership whose sole interest is investment in equities of non-US companies. Clients solicited to invest in this Partnership may be qualified institutional investors, or accredited and qualified individuals as defined under federal securities laws.

The Advisor may recommend real estate investment partnerships in which HGIGP, HGIGP II, HGIGP IV or a similar entity, downstream wholly owned subsidiaries of HGINA, is the general partner and therefore may have some financial interest.

The Adviser may recommend investment partnerships in which Henderson International All Cap Equity GP, LLC, or a similar entity, downstream wholly owned subsidiary of HGINA, is the general partner and therefore may have some financial interest.

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

The Advisor has adopted a Code of Ethics (“Code”) that is designed to prevent any act, practice or course of business prohibited by Rule 17j – 1(b) issued under the Investment Company Act and Rule 204A-1 issued under the Investment Advisors Act. This Code establishes HGINA’s expectations for its officers, directors, employees and certain outside persons performing services on behalf of the firm (collectively “Supervised Persons”). The Code emphasizes HGINA’s fiduciary duty to its clients and challenges each Supervised Person to:

- Place the interest of the firm’s Clients first.
- Avoid taking inappropriate advantage of their position.
- Conduct all of their personal securities transactions in full compliance with the Code.
- Understand and comply with applicable federal, state and foreign laws and regulations.

To support the above business standards specific policies and procedures address personal trading, gifts, the prohibition against the misuse of inside information and other situations where there is a possibility for a conflict of interest.

There may be circumstances where HGINA may buy and sell, in public or private transactions, securities that it recommends to, or purchases on behalf of clients. Under the Code, each Supervised Person must uphold their fiduciary duty by conducting all of their personal securities transactions in a manner that does not interfere with the transactions of HGINA’s clients or otherwise take unfair advantage of those relationships. Certain of the real estate funds are also open to investment by qualified employees and directors of HGINA as disclosed in the relevant PPMs.

The Code contains procedures which require all Access Persons (which includes any director, officer, or any employee of HGINA who in connection with his/her regular duties makes, participates in, or has access to information regarding the purchase or sale of Covered Securities (as defined under the Investment Company Act)), to preclear all personal trades in Covered Securities, not otherwise exempt under the policy, including all private placements and initial public offerings. Requests for trading authorization will be denied when the proposed transaction would be contrary to the provisions of the Code or HGINA’s fiduciary duty.

In addition to the preclearance requirements, the Code contains provisions that subject Supervised Persons to various trading restrictions and reporting obligations, including reporting transactions in mutual funds managed by the Advisor. Reportable transactions are reviewed for compliance with the Code and, under certain circumstances, the Supervised Persons may be required to forfeit their profits made from personal trading.

A copy of the Code may be obtained by contacting the Advisor’s Legal and Compliance Department.

HGINA may establish a minimum investment threshold for investments in future investment

vehicles. The Advisor reserves the right to reject any account for any reason and may also negotiate or waive any threshold or condition at its discretion.

The Advisor may invest in Henderson Global Funds, an investment company advised by HGINA. This conflict is disclosed in the Funds' Statement of Additional Information. The Advisor may recommend the purchase or sale of shares in the portfolios of Henderson Global Funds, for which it acts as an investment advisor and receives an advisory fee.

The Advisor may recommend investment partnerships in which an affiliated entity, is the general partner or managing member and therefore may have some financial interest. Additionally, HGINA is an investor in certain of these partnerships and may invest in future investment partnerships sponsored by HGINA or its affiliates. Generally, conflicts are disclosed in the appropriate offering document.

Mutual Funds

HGINA has investment and brokerage discretion with regard to the portfolios of Henderson Global Funds, a registered investment company. HGINA has delegated this authority (except for the Henderson Strategic Income and Money Market Funds) to HIML as investment subadvisor for the Funds.

Currently, orders for the Strategic Income Fund are placed, executed and processed in London. HGINA selects brokers for fixed interest transactions primarily based on their execution capabilities. HGINA seeks the best price and execution obtainable on all transactions.

Allocations will be made in a manner that is fair between HGINA's affiliates and clients; is reasonable in the interests of all; and does not conflict with any relevant customer's instructions or the provisions of their customer agreement.

If an order cannot be satisfied, HGINA will give priority to satisfying orders for customer transactions unless it believes that, without its affiliate's participation, it would not have been able to affect those orders either on such favorable terms or not at all.

Each aggregated transaction shall be allocated at the price paid per unit allocated (taking into account all relevant fees and commissions); but if it is one of a series of transactions then a uniform price may be attributed to each unit, that price being calculated as the weighted average of the prices paid in all of those transactions in the series effected during the same allocation period, or during the allocation period in which the relevant transaction was effected.

A record will be made of the intended basis of allocation either before or as soon as practicable after the transaction. A record will be made of how the allocation will actually be made. If there is no difference, one record will suffice. It should be noted that, if a deal order cannot be fully executed immediately, the central dealers may complete the order by means of a series of smaller transactions. Partially completed deals should be allocated pro-rata on the intended basis. However, if this would result in an allocation that is too small to be of significance to a larger account, an odd lot allocation, or an allocation that is too small to cover the ticket charges, that account may be removed from allocation. Materiality will be determined by the fund manager and reasons for withdrawal will be documented. If an error is discovered in the intended basis of allocation or in the actual allocation this may be corrected provided a written record of the reason for the reallocation is made at the time of reallocation. However, cash balances, account liquidations, small lot orders and the need to raise cash for a particular account may result in exceptions to the normal allocation procedure.

HGINA oversees the aggregating of orders by HIML to eight portfolios of the Funds. Orders for securities transactions for these portfolios and certain portfolios that HGINA manages, may be aggregated with orders for securities of client accounts of an affiliate's single transaction for the purchase or sale of a particular security. HGINA believes there is a substantial benefit to be derived by the Funds by engaging in such practices. Each aggregated transaction will be allocated to portfolios at the price paid per unit taking into account all relevant fees and

commissions.

Criteria for the Selection of Brokers and Dealers

With respect to the mutual funds and institutional accounts it manages, as the investment advisor, HGINA is responsible for decisions to buy and sell securities and the selection of brokers and dealers to effect transactions. HGINA has delegated this responsibility to HIML as HGINA retains HIML as the subadvisor to eight portfolios of the Henderson Global Funds (all portfolios except Henderson Strategic Income and Money Market Funds), and the other mutual funds and the institutional accounts it manages. For the Strategic Income Fund, HGINA is responsible for the decisions to buy and sell securities and executes trades in the same manner as for the HIML advised funds. Generally, the Advisor's and subadvisor's objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution with respect to its accounts' portfolio transactions. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision but a number of other judgmental factors are considered as they are deemed relevant.

These factors include but are not limited to: the Advisor's and subadvisor's knowledge of negotiated commission rates and spreads currently available; nature and character of the markets for the security to be purchased or sold; desired timing of the trade; activity existing and expected in the market for the particular security; execution, clearance and settlement capabilities as well as the reputation and perceived soundness of the broker-dealer selected and others which are considered; and the reasonableness of spreads or commissions.

Securities for the Strategic Income Fund are generally purchased from the issuer or primary market maker acting as principal for the securities on a net basis, with no brokerage commission being paid by the client, although the price usually includes an undisclosed compensation. Transactions placed through dealers serving as primary market-makers reflect the spread between the bid and the ask prices. Securities may also be purchased from underwriters at prices which include underwriting fees.

In addition, and consistent with the policy of obtaining the most favorable price and execution, there may be occasions where the Advisor or subadvisor selects a broker for a transaction for a client whose commission costs may be greater than those that another broker may have charged if it is determined in good faith that the amount of such commission cost is reasonable in relation to the value of the brokerage and research services provided by the executing broker to the client.

Subject to policies as may be established by the Mutual Fund Board of Trustees and applicable rules, the Advisor is responsible for the execution of portfolio transactions and the allocation of brokerage transactions for the Funds. In executing portfolio transactions, the Advisor seeks to obtain the best price and most favorable execution for the Funds, taking into account factors such as price (including the applicable brokerage commission or dealer spread), size of the order, difficulty of execution and operational facilities of the firm involved, the firm's knowledge of the security, the firm's ability to maintain confidentiality, the willingness of the firm to commit its capital, and the firm's ability to provide access to new issues. While the Advisor generally seeks lower commission rates, payment of the lowest commission or spread is not necessarily

consistent with obtaining the best price and execution in particular transactions.

No Fund has any obligation to deal with any broker or group of brokers in the execution of portfolio transactions. The Advisor may, consistent with the interests of the Funds and subject to the oversight of the Board of Trustees, select brokers on the basis of the research, statistical and pricing services they provide to the Funds and other clients of the Advisor. Information and research received from such brokers will be in addition to, and not in lieu of, the services required to be performed by the Advisor under its respective agreements. A commission paid to such brokers may be higher than that which another qualified broker may have charged for execution only, provided that the Advisor determines in good faith that such commission is reasonable in terms either of the transaction or the overall responsibility of the Advisor to a Fund and its other clients and that the total commissions paid by a Fund will be reasonable in relation to the benefits to a Fund over the long-term. The Advisor or its affiliates may enter into commission sharing arrangements with key brokers, which allow for the receipt of both proprietary and third party research.

Other

HGINA or an affiliate may pay HGIEPI a fee for acting as a limited purpose broker dealer for investment partnerships for which the HGINA or an affiliate acts as an investment advisor.

HGIEPI, a wholly owned subsidiary of the Advisor, receives compensation for acting as broker or agent during the private placement of certain limited offerings.

Review of Mutual Fund Accounts

HGINA regularly monitors the portfolios of the Funds. As investment advisor to the Funds, HGINA oversees the services of any subadvisor responsible for purchasing and selling securities for portfolios of the Funds. HGINA's and HIML's portfolio managers are primarily responsible for reviewing the investments made by the Funds and ensuring that the transactions comply with applicable investment objectives and restrictions. These portfolio managers compare the proposed investment to the objectives and restrictions of the account prior to trading or recommending a security.

For the Henderson Global Technology Fund, Henderson European Focus Fund, Henderson Japan Focus Fund, Henderson Global Equity Income Fund, Henderson Global Leaders Fund, Henderson International All Cap Equity Fund, Henderson Emerging Markets Opportunities Fund and the Henderson International Opportunities Fund, HIML's portfolio managers in conjunction with its compliance department ensure that transactions comply with the applicable investment objectives and restrictions as set forth in the registration statement. For the frequency, different levels, and triggering factors of the reviews conducted by HIML portfolio managers please see its Brochure.

Client Reporting on Mutual Fund Accounts

The Henderson Global Funds provide reports to shareholders semiannually. The Funds provide quarterly statements to direct shareholders indicating the amount and value of shares they hold. Shareholders who invest in the Funds through intermediaries generally receive account statements from those intermediaries. Shareholder reports include: a statement of the investment strategies used for the most recent period, past performance of the portfolio of the Henderson Global Funds compared to a relevant benchmark, industry breakdown for the portfolio and financial statements. HGINA provides quarterly reports to the Board of Trustees of Henderson Global Funds. These reports include quarterly performance reports and annual or more frequent reports on expense levels, service levels, competitive developments, trading activity, compliance with applicable policies and procedures and such other information as requested by the Board of Trustees.

Review of Absolute Return Portfolio Accounts

Where HGINA provides investment advisory services to clients on a discretionary basis, the advice is subject to investment guidelines or objectives set out in each Fund's prospectus. HAIAL regularly monitors the absolute return portfolio accounts as described in its ADV. HGINA oversees HAIAL's monitoring. Automated checks are undertaken on a daily basis to ensure that these guidelines are adhered to. In addition, manual reviews are carried out.

Annual reports and audited financial statements for the Fund in respect of each financial year prepared in accordance with US generally accepted accounting principles are sent to shareholders at least 21 days before the annual general meeting (if any) and in any event within

six months of the end of the Fund's financial year, whichever is earlier. The Fund prepares and circulates to shareholders within four months of the end of the relevant period half-yearly reports which will include unaudited financial accounts for the Fund. Audited financial statements and half-yearly reports incorporating unaudited accounts are posted to each shareholder at his or her registered address free of charge and are made available for inspection at the registered office of the administrator of the applicable Fund.

Client Reporting on Absolute Return Portfolio Accounts

An annual report and audited financial statement for Henderson Asia Pacific Absolute Return Fund I Inc. will be sent to shareholders as soon as practicable and in any event within six months of the end of the fund's financial year which is the 30th of June in each year. The fund will prepare and circulate to shareholders within four months of the end of the relevant period a half-yearly report which will include unaudited accounts of the fund. Audited annual financial statements and half-yearly reports incorporating unaudited accounts will be posted to each shareholder at his or her registered address free of charge and will be made available for inspection at the registered office of the fund administrator and the Advisor.

Review of Real Estate Accounts

Property Transaction and Management. HGINA prepares an "Annual Property Plan" which describes the strategy to be implemented in managing individual real estate properties. The Annual Property Plan is prepared by the Advisor's Asset Managers who typically manage about thirteen real estate properties each. Six individuals currently serve as Asset Managers. The Annual Property Plan is reviewed and approved by HGINA's senior management. HGINA reviews financial statements in conjunction with the Annual Property Plan (see above). These reviews are conducted by HGINA's appropriate designated Asset Manager.

HGINA reviews the values assigned to each real estate property quarterly, annually, or as directed by the client. This review is undertaken by the designated Portfolio Manager in consultation with the Asset Manager. Independent, third party appraisals are obtained on each property no less than once every three years or as directed by the client. Adjustments to value are initiated as appropriate.

Manager of Partners Program. The Portfolio Manager meets with the operator partner quarterly to review overall performance indicators in relation to mutually established goals. When the investment meets certain triggering criteria, a heightened review is performed.

Client Reporting on Real Estate Accounts

Property Transaction and Management. Reports are supplied periodically at the clients' request. For example, HGINA provides quarterly portfolio-level reports to the investors in each real estate portfolio. These reports typically include: a statement of the investment strategies for the current year, a review of the quarterly and year-to-date performance returns, a review of historical investment performance, a comparison of the investment results with various industry benchmarks, a profile of the overall portfolio, and portfolio diversification analysis, financial

statements, and individual property profiles. The Advisor also provides clients with a quarterly and an annual client level NAV and cash flow report.

Manager of Partners Program. The portfolio manager meets with each client no less than annually, to re-evaluate goals and projections for the investment.

Review of Institutional Accounts

HIML and HAIAL regularly monitor the Institutional accounts, as described in their ADV. HGINA oversees HIML and HAIAL's monitoring.

Client Reporting on Institutional Accounts

HIML and/or HAIAL is responsible for production of account statements for institutional separate account clients on a quarterly basis. HIML and/or HAIAL then delivers the statements to the clients and copies HGINA on all correspondences. HGINA will also provide requested information to clients to allow them to complete Schedule C of their annual Form 5500 Department of Labor report.

The Henderson International All Cap Equity, LP provides audited financial statements to investors annually, as well as unaudited reports of its performance at least semi-annually.

Item 14 **Client Referrals and Other Compensation**

HGINA may enter into solicitation agreements with non-affiliated individuals whereby investment advisory accounts are solicited. Solicitors introducing new client accounts to HGINA's services may receive compensation, such as a portion of the management fee generated by the account for a period of time or a cash fee. The solicitation/referral fee is paid entirely by HGINA, and is not borne by the client. Client fees are not higher through a referral agreement.

In addition, certain employees of HGINA may have a portion of their compensation based on solicitation of investment advisory accounts.

HGINA may enter into agreements with third parties to obtain referrals of potential clients in exchange for a fee. These agreements will be consistent with the requirements of Rule 206(4)-3 promulgated under the Investment Advisors Act.

HGINA may engage consultants to assist in obtaining assignments with institutional clients to manage privately-held real estate investments. In return for these services, HGINA (and not the client) may compensate such consultants out of the fees it receives for managing such assets.

If any such referral arrangements exist, such arrangement will be disclosed to the applicable institutional clients. If HGINA is required to pay a referral fee under such referral arrangements, it requires the consultant to provide the prospective institutional client with a copy of this Brochure and a separate disclosure statement that includes the information required by the Investment Advisers Act for such arrangements.

Item 15 **Custody**

The Advisor does not permit the automatic deduction of advisory fees.

The Advisor may be deemed to have custody of the assets of its Clients to the extent that it automatically deducts advisory fees from Client accounts or to the extent that it or an affiliate serves as General Partner to unregistered funds (a “Private Fund”). It is the Advisor’s policy not to receive or have actual physical custody of the assets of any Client. Currently, all client funds and securities that the Advisor has deemed it has custody of are held by a qualified custodian, as defined under Rule 206(4)-2 under the Advisors Act, designated by the Client. A custody agreement governs the relationship between the Client and the custodian.

For Private Funds that the Advisor has deemed it has custody of, the custodian sends statements to clients at least quarterly. In addition, with respect to these Private Funds, the financial statements are audited annually and the audited financial statements are sent to investors within 120 days of fiscal year-end. With respect to particular Private Funds where assets are in the custody of the Advisor and Advisor has not engaged a qualified custodian of such assets, the Advisor arranges for “surprise audits” of such Private Funds on an annual basis in order to comply with Rule 206(4)-2.

Item 16 **Investment Discretion**

HGINA usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, HGINA observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, HGINA's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to HGINA in writing.

Item 17 **Voting Client Securities**

HGINA serves as investment advisor to several categories of clients with varying levels of equity security ownership. HGINA attempts to vote proxies in the best interest of the firm's clients. HGINA's policy with respect to certain accounts for which it has proxy voting authority is described below.

Proxy Voting Policies

HGINA has delegated proxy voting responsibilities to HIML, with the direction that proxies should be voted consistent with each client's best economic interests. HIML has adopted its own Proxy Voting Policies and Procedures ("Procedures") for this purposes. These Procedures can be obtained by accessing either in the Henderson Global Funds Statement of Additional Information or by contacting HGINA directly. HIML has retained Risk Metrics Group, an independent proxy voting service, to assist in voting on proxies through the provision of voting analysis, implementation and record keeping and disclosure services.

Riskmetrics Group Recusal or no HIML Policy

When Riskmetrics Group makes no recommendation on a proxy voting issue or where no predetermined HIML Policy exists, the Proxy Committee will review the issue and direct how to vote the proxies given the following general guidelines. In general HGINA: (1) opposes proposals which act to entrench management; (2) believes that boards should be independent of company management and composed of persons with requisite skills, knowledge and experience; (3) opposes structures that impose financial constraints on changes in control; (4) believes remuneration should be commensurate with responsibilities and performance; and (5) believes that appropriate steps should be taken to ensure the independence of auditors.

Override of Riskmetrics Group Recommendation or HIML Policy

There may be occasions where the HGINA or HIML portfolios managers seek to override Riskmetrics Group's recommendations or a HIML Policy if they believe that Riskmetrics Group's recommendations or HIML Policy are not in accordance with the best interests of clients. In the event that a portfolio manager disagrees with an Riskmetrics Group recommendation or HIML Policy on a particular voting issue, the portfolio manager shall document in writing the reasons that he/she believes that the Riskmetrics Group recommendation or HIML Policy is not in accordance with clients' best interests and submit such written documentation to the HGINA Chief Compliance Officer for consideration by the Proxy Committee. Upon review of the documentation and consultation with the portfolio manager and others as the Proxy Committee deems appropriate, the Proxy Committee may make a determination to override the Riskmetrics Group voting recommendation or HIML Policy if the Committee determines that it is in the best interests of clients and the Committee has addressed conflict of interest issues as discussed below.

Conflicts of Interest

For each director, officer and employee of HGINA (“HGINA person”), the interests of HGINA’s clients must come first, ahead of the interest of HGINA and any person within the HGINA organization, which includes HGINA’s affiliates.

Accordingly, each HGINA person must not put “personal benefit”, whether tangible or intangible, before the interests of clients of HGINA or otherwise take advantage of the relationship to HGINA’s clients. “Personal benefit” includes any intended benefit for oneself or any other individual, company, group or organization of any kind whatsoever, except a benefit for a client of HGINA, as appropriate. It is imperative that each of HGINA’s directors, officers and employees avoid any situation that might compromise, or call into question, the exercise of fully independent judgment in the interests of HGINA’s clients.

Occasions may arise where a person or organization involved in the proxy voting process may have a conflict of interest. A conflict of interest may also exist if HGINA has a business relationship with (or is actively soliciting business from) either the company soliciting the proxy or a third party that has a material interest in the outcome of a proxy vote or that is actively lobbying for a particular outcome of a proxy vote. Any individual with knowledge of a conflict of interest relating to a particular referral item shall disclose that conflict to the Chief Compliance Officer.

The following are examples of situations where a conflict may exist:

Business Relationships – where HGINA manages money for a company or an employee group, manages pension assets or is actively soliciting any such business, or leases office space from a company;

Personal Relationships – where a HGINA person has a personal relationship with other proponents of proxy proposals, participants in proxy contests, corporate directors, or candidates for directorships;

Familial Relationships – where a HGINA person has a known familial relationship relating to a company (e.g. a spouse or other relative who serves as a director of a public company or is employed by the company); and

Fund Relationships – HGINA may have a conflict because of a relationship to fund shares held in client accounts (e.g., an entity who receives fees from a fund is solicited by the fund to increase those fees).

It is the responsibility of each director, officer and employee of HGINA to report any real or potential conflict of interest to the Chief Compliance Officer who shall present any such information to the Proxy Committee. However, once a particular conflict has been reported to the Chief Compliance Officer, this requirement shall be deemed satisfied with respect to all individuals with knowledge of such conflict.

In addition, all HGINA Proxy Voting Access Persons shall certify annually as to their compliance with this policy. "Proxy Voting Access Person" means (i) any director or executive officer of HGINA; (ii) any employee or associated person (including contract employees) of HGINA who, in connection with his/her regular functions or duties, makes, participates in, or obtains information regarding the purchase or sale of securities for the PMPs. Any identified conflict of interest, whether personal or corporate, shall be communicated by the Chief Compliance Officer to the Proxy Committee.

Proxy Committee Meetings

When a Proxy Committee Meeting is called, whether because of a Riskmetrics Group recusal or where no predetermined HIML Policy exists or request for override of a Riskmetrics Group recommendation or HIML Policy, the Proxy Committee shall review the report of the Chief Compliance Officer as to whether any HGINA person has reported a conflict of interest. In addition, the Chief Compliance Officer, or his designee, shall confirm by a review of the personal holdings reports submitted by HGINA persons whether any HGINA persons in the aggregate own 1% or more of a party interested in the proxy process' equity securities and report such information to the Proxy Committee.

The Proxy Committee shall review the information provided to it to determine if an actual conflict of interest exists and the minutes of the Proxy Committee shall (1) describe any conflict of interest, (2) discuss any procedure used to address such conflict of interest, (3) report any contacts from outside parties (other than routine communications from proxy solicitors, and (4) include confirmation that the recommendation as to how the proxies are to be voted is in the best interest of clients and was made without regard to any conflict of interest. Based on the above review, the Proxy Committee will direct how to vote the proxies.

International Securities

HGINA purchases or recommends the purchase for its clients of international securities (including ADRs), which may be subject to "share blocking" restrictions. This means that shareholders who vote proxies are not able to trade in that company's securities for a certain period of time on or around the shareholder meeting date. In addition, voting certain international securities may involve unusual costs to the clients. HGINA reserves the right not to vote where share blocking restrictions, unusual costs or other barriers to efficient voting apply.

Henderson Money Market Fund

Each Henderson Global Fund has the ability to invest in the shares of the Henderson Money Market Fund. If the Henderson Money Market Fund issues a proxy, HGINA's interests regarding the Henderson Money Market Fund might appear to conflict with the interests of the shareholders of a Henderson Global Fund owning shares of the Henderson Money Market Fund. In such instances, HGINA votes Henderson Money Market proxies in the same proportion as the vote of the Henderson Money Market Fund's other shareholders (sometimes called "mirror" or "echo" voting). As long as the Henderson Money Market Fund is investing in the shares of another investment company pursuant to exclusions provided in Section 12(d) of the Investment

Company Act of 1940, as amended, HIGNA will vote proxies of such investment company in accordance with Section 12(d).

For information on how your proxies were voted, please contact Christopher Yarbrough, Senior Legal Counsel, Chris_Yarbrough@hendersonna.com, or (312) 915-9144.

Item 18 **Financial Information**

Not applicable.

Appendix

Privacy Policy

At Henderson Global Investors (North America) Inc. (HGINA) your privacy is important to us. It is the policy of HGINA to maintain the security and confidentiality of customer information. In order to adequately serve our customers, HGINA regularly collects certain non-public personal information about customers from the following sources:

- Information we receive from you on applications, questionnaires and other forms including, but not limited to, your name, address and social security number, age, employment information, assets owned and income.
- Information about your transactions with us, our affiliates or others, your account balance and holdings and transaction information.
- Information obtained from our communications and correspondence with you.

We do not sell or make available any non-public personal and financial information to marketers or others outside our affiliated group of companies. HGINA does provide, however, such non-public personal information to its affiliates and certain third party service providers in order to provide products or services to you. Organizations that receive client information will use that information only for the services required and as allowed by applicable law or regulation. We may disclose your personal information to government agencies, other regulatory bodies and law enforcement officials (for example, for tax purposes or reporting suspicious transactions). In order to maintain the confidentiality of such information, in our offices we restrict access to non-public information about our customers to those employees who need to know that information. We have security practices in place to maintain the confidentiality of information in accordance with our privacy policy.

We hope that our privacy policy encourages you to discuss your financial circumstances, objectives and risk tolerance openly with your financial advisor and professionals at Henderson. Should you have any questions regarding this notice, please contact HGINA at the contact information above.