

**Item 1 – Cover Page**

USI Advisors, Inc.  
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(860) 633-5283  
[www.USIAdvisorsInc.com](http://www.USIAdvisorsInc.com)  
March 5<sup>th</sup>, 2012

This Brochure provides information about the qualifications and business practices of USI Advisors, Inc. (“USI Advisors”). If you have any questions about the contents of this Brochure, please contact us at (860) 633-5283 and/or [www.USIAdvisorsInc.com](http://www.USIAdvisorsInc.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

USI Advisors, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about USI Advisors, Inc. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

On March 5th, 2012 USI Advisors Inc. made a material change to the ADV Part 2A as a part of the annual update. This change includes the addition of the following language:

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

USIA may compensate other investment advisors or consultants for referrals. Payment may be a flat fee or a percentage of revenue depending upon the particulars of the situation. Such agreements will comply with the requirements set out in Rule 206(4)-3 of the Investment Advisers Act of 1940, including the requirement that the relationships between USIA and the other investment advisors or consultants are disclosed to the client at the time of the solicitation or referral.

Currently, our Brochure may be requested by contacting Sarah Bruno, Chief Compliance Officer at (860) 368-2929 or Sarah.Bruno@usi.biz. Our Brochure is also available on our web site [www.USIAdvisorsInc.com](http://www.USIAdvisorsInc.com), also free of charge.

This is a change from the last update of USI Advisors Brochure dated **March 30, 2011**.

Additional information about USI Advisors is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with USI Advisors who are registered, or are required to be registered, as investment adviser representatives of USI Advisors.

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## Item 4 – Advisory Business

### Our Advisory Business

USI Advisors, Inc., hereinafter referred to as “USIA” or the “Firm”, is registered as an investment advisor with the United States Securities and Exchange Commission and has been in business since 1994. The Firm is a wholly-owned subsidiary of USI Consulting Group, Inc. (an employee benefits service provider, pension consultant, third-party administrator/record keeper and licensed insurance agency). As of **December 31, 2011**, the Firm had the following client assets under management:

- Discretionary Assets Under Management = \$0
- Non-discretionary Assets Under Management = \$1,847,577,042.06
- Total Assets Under Advisement = \$5,011,368,107.88

USIA offers the following investment advisory services to clients (Note - the term “client” typically represents an institutional investor or retirement plan):

### I. INVESTMENT SUPERVISORY SERVICES

USIA provides Investment Supervisory Services to clients on a non-discretionary basis (i.e., the client will make the final decision regarding all transactions - USIA will place all requested securities transactions, generally through its affiliated broker-dealer, but will not act unilaterally to make changes without the direction and consent of the client). USIA’s Investment Supervisory Services are provided on an on-going basis. These services may include some or all of the following, depending upon the needs of the client and the elections made by the client when executing an Investment Advisory Agreement:

- a. Investment Policy Statement - USIA consults with the client in order to assist in the development of an Investment Policy Statement. This process involves the review of current assets, future funding levels, future cash needs, investment expectations, risk tolerance, financial goals, etc. This enables USIA to help outline the appropriate investment guidelines and assists in defining the criteria upon which USIA will base suitable account investment recommendations.
- b. Asset Allocation - USIA develops an investment profile for the client and recommends an asset allocation model based upon the profile. USIA periodically monitors the appropriateness of the asset allocation model relative to the client’s goals and various environmental factors. Rebalancing of the client account, with the client’s consent, will be performed from time to time when appropriate.
- c. Initial Investment and Management Selection - USIA typically uses mutual funds/managed accounts/subaccounts/GICs/collective trusts/cash equivalents to structure portfolios designed

to meet client objectives and risk profiles. USIA performs due diligence on multiple money managers prior to recommending any investment(s). This process involves the use of both proprietary and third party databases and software, supplemented by data provided by various third parties, to perform qualitative as well as quantitative analysis of prospective money managers. On-site visits and conference calls with money managers may also be conducted.

- d. Performance Evaluation and Monitoring Services - USIA periodically monitors existing portfolios and money managers, evaluates them relative to the client's goals and various environmental factors, and makes recommendations for changes when deemed necessary.
- e. Investment Reviews and Reporting Services - USIA furnishes quarterly, semi-annual, and/or annual performance reports to the client. These reports are intended to inform clients as to the performance of their investments for the selected period.

## II. INVESTMENT ADVISORY CONSULTATION SERVICES

USIA will generally provide Investment Advisory Consultation Services to clients on a short-term or point-in-time project basis (although "Ongoing Performance Evaluation and Monitoring" may be done on a long-term basis). Any recommendation(s) made to the client, as to the advisability of purchasing/holding/selling an investment, are made on a non-discretionary basis (i.e., the client will make the final decision regarding all transactions). Additionally, the client will be responsible for implementing all transactions. These services include some or all of the following, depending upon the needs of the client and the elections made by the client when executing an Investment Advisory Agreement:

- a. Investment Policy Statement - USIA consults with the client in order to assist in the development of an Investment Policy Statement. This process involves the review of current assets, future funding levels, future cash needs, investment expectations, risk tolerance, financial goals, etc. This enables USIA to help outline the appropriate investment guidelines and assists in defining the criteria upon which USIA will base suitable account recommendations (if contracted to do so).
- b. Asset Allocation - USIA develops an investment profile for the client and recommends an asset allocation model based upon the profile. This process involves the review of current assets, investment expectations, risk tolerance, financial goals, etc.
- c. Manager Search - USIA performs due diligence on multiple money managers prior to recommending a manager or managers to manage assets for the client. This process involves the use of both proprietary and third party databases and software, supplemented by data provided by various third parties, to perform qualitative as well as quantitative analysis of the prospective money managers. On-site visits and conference calls with money managers may also be conducted.

- d. Investment Recommendations - USIA typically uses mutual funds/managed accounts/subaccounts/GICs/collective trusts/cash equivalents to structure portfolios designed to meet client objectives and risk profiles. USIA performs due diligence on multiple money managers and investment vehicles prior to recommending any investment(s). This process involves the use of both proprietary and third party databases and software, supplemented by data provided by various third parties, to perform qualitative as well as quantitative analysis of the prospective money managers and/or investments. On-site visits with money managers may also be conducted.
- e. Investment Program Review - USIA provides a written analysis of existing investments, portfolios, and/or money managers as they relate to the needs of the client. The process includes the verification and evaluation of investment objectives and client expectations. It also includes an assessment of the number of investments and type of managers represented in each asset class, as well as identification of asset classes that are over or under represented within the existing program. The investment analysis addresses various issues; such as - risk vs. potential reward characteristics, style consistency, correlation of investments within the portfolio, management stability, relative performance with peers and benchmarks, and overall suitability in relation to the client's stated needs and goals. Recommendations for changes may be made when deemed necessary.
- f. Ongoing Performance Evaluation and Monitoring - USIA will periodically monitor existing portfolios and/or money managers, evaluate them relative to the client's goals and various environmental factors, and make recommendations for changes when deemed necessary. USIA will also furnish quarterly, semi-annual, and/or annual performance reports to the client.
- g. Defined Benefit Plan Asset Liability Analysis - USIA will utilize an asset/liability study (incorporating such factors as cash flow, cash cost, investment risk vs. return, asset allocation strategy, etc.) to help the client to arrive at an individualized strategy for the funding of and selection of investments for their defined benefit pension plan.
- h. Retirement Plan Services Analysis - USIA will conduct an analysis of a client's retirement plan to evaluate the services currently provided to the client by third parties. After identifying and confirming the project objectives and service standards, the areas of analysis may include asset management services, record keeping, administration, customer service, participant education, etc. These services may also include a cost/benefit analysis, recommendation of alternative vendors, facilitation of the RFP process for solicitation of a new vendor, and/or assistance in fee negotiations with proposed vendors.
- i. Investment Reviews and Reporting Services - USIA furnishes quarterly, semi-annual, and/or annual performance reports to the client. These reports are intended to inform clients as to the performance of their investments for the selected period.

### III. PLAN CONSULTING SERVICES

In certain instances the Defined Contribution Consulting Group (“DCCG”) division of USI Consulting Group, Inc. will offer a suite of pension related services that include non-investment services primarily related to plan administration (i.e., Plan Consulting Services). The fees and nature of the services to be provided are negotiated on a case-by-case basis. Although the business objective of the DCCG is to provide both Investment and Plan Consulting services, it is possible that the DCCG will only be engaged to provide Plan Consulting Services. All arrangements will be documented through an Investment Advisory Agreement and non-investment related consulting agreements, as applicable, and services may be provided on a one-time basis or ongoing.

Any investment recommendations made to the client will be in the form of a written report and it will be the client’s responsibility to implement them. These services include some or all of the following, depending upon the needs of the client and their elections made in writing when executing the Investment Advisory Agreement:

- a. Plan Provider Search and Periodic Review - DCCG will initially undertake analysis of the current plan, develop criteria used in selecting a plan service provider, assist in the search and selection of a plan service provider and assist with the transition and conversion to the new plan service provider.
- b. Employee Communication and Education Services - DCCG will review and assess the plan’s current communication and education program, review the service provider engaged to conduct the investment education and enrollment services, and conduct general investment education and enrollment seminars for employees of the client. If the client elects to have DCCG provide enrollment and educational services the content of the program will be generic in nature and will not contain participant level investment advice or recommendations to invest in a particular security.
- c. Regulatory and Compliance Services - DCCG will provide information and guidance related to regulatory compliance with ERISA, the Internal Revenue Code, relevant regulations, and other guidance, and consult on plan design.
- d. Plan Management Services – Information on and assistance with issues related to overall plan management and administration.

### IV. SEMINARS

USIA will conduct seminars intended to: a) update current clients on issues that may affect their plans; and b) inform prospective clients about generalities of the same. The fees for these seminars are \$0-\$2,500 per client attendee depending on the goals of the seminar and composition of the audience.

Fees are paid either before or upon arrival. A refund will be provided for no shows.

All information and advice furnished by either party to the other, including their agents and employees, shall be treated as confidential and not disclosed to third parties except as agreed upon in writing or required by law.

## **Related Information**

USIA, including its agents and employees, will provide investment advisory services only on a non-discretionary basis. The client will make all decisions regarding transactions or changes. USIA will not act to make changes or execute transactions without the consent of the client. The client at all times shall elect unilaterally to follow or ignore completely or in part any information, recommendation, and/or counsel given by USIA.

USIA may provide the above services to plan sponsors, financial institutions and individuals with respect to various types of retirement plans. In this capacity, USIA acts as a pension consultant, as defined, pursuant to Rule 203A-2(b) of the Investment Advisers Act of 1940.

USIA, in its efforts to assist the client in areas applicable to the needs of the client, may suggest that a client review the services of particular trust companies (e.g., for the purpose of serving as a directed trustee and/or payment agent). USIA's suggestion to consider any party in this regard is merely to provide the client with a starting point in their selection process and does not represent any form of endorsement, recommendation, or advice. It is a fiduciary duty and responsibility of the client to properly investigate and interview qualified candidates prior to making any decision to appoint a party to serve as a directed trustee and/or paying agent for their employer sponsored retirement plan. Client expressly retains the responsibility and authority for both the selection and contracting of any party in this regard.

## **Item 5 – Fees and Compensation**

### *Compensation for Our Advisory Services*

Fees are generally subject to negotiation; however, the Firm reserves the right to refuse to engage certain prospects based on the type, size, and/or the nature of services requested by the proposed account. Additionally, some scenarios may involve the implementation of a minimum fee/charge, which will be specified in the Investment Advisory Agreement.

Clients may elect to compensate USI Advisors via the following methods:

- Via a “hard-dollar” fee: Under this method either a flat dollar fee or a percentage of assets-based fee is negotiated for the provision of advisory services. The client may choose to pay this obligation directly to USI Advisors or may choose to instruct a custodian to pay USI Advisors directly from assets held on their behalf.



In general, USI Advisors will provide an invoice at intervals specified in the Investment Advisory Agreement and may charge advisory fees either in **advance** or in **arrears** of when services are actually rendered. The client may terminate the Investment Advisory Agreement at any time. In the event of Investment Advisory Agreement termination, regardless of whether fees are charged in advance or in arrears of when services are actually rendered, the advisory fees will be prorated for the number of days for which the accounts were provided advisory services. This finalized accounting of fees will be documented and provided to the client within sixty days of the termination of the relationship.

- Via indirect payment through the use of certain investment/insurance products: This method of payment is available to clients seeking only advisory services from USI Advisors, as well as to clients seeking a bundled package of services from a combination of USI Advisors and one or more affiliates (who may provide various services, such as: brokerage services, recordkeeping, administration, actuarial services, regulatory and compliance consulting, etc.). An indirect payment is the recognition of revenue paid by third-parties to affiliates of USI Advisors as payment of USI Advisors' advisory fee. Please see Item #10 for information regarding the types of compensation that may be involved in these scenarios, as well as for information regarding the potential for conflicts of interest.
  - Where USI Advisors is NOT providing services as an ERISA Fiduciary: The client may choose to select from a universe of investments that will pay commissions (e.g., dealer concessions, finder's fees, 12(b)-1 fees, etc.) to an affiliated broker-dealer (i.e., USI Securities, Inc.). The commissions earned by the broker-dealer will be the same as those paid to any other broker-dealer under the terms of a particular investment's prospectus. These commissions or a portion thereof will be recognized and applied toward payment of USI Advisors' advisory fee. In situations where the commissions received are insufficient to pay the full advisory fee, the Client will be invoiced for the shortfall. This payment option may be utilized by a client to leverage the affiliated relationship of USI Securities and USI Advisors in order to have a portion, or all, of its advisory services paid for with commissions.
  - Where USI Advisors accepts a role as an ERISA Fiduciary: In some cases, USIA will agree, in writing, serve as a "fiduciary" as defined under ERISA (i.e., the Employee Retirement Income Security Act of 1974) solely with respect to the investment services provided to a plan which is subject to ERISA. In such cases, the client's advisory fee provided under the Investment Advisory Agreement will be specified in dollars or as a percentage of plan assets at the start of the client engagement. Any indirect compensation received by affiliates of USI Advisors will be used to offset the specified advisory fee on a dollar-for-dollar basis. In the event the indirect compensation actually received exceeds the specified advisory fee, the overage will be returned to the plan or, at the direction of the client, used to pay for additional services which are determined by the client to be reasonable and necessary expenses of administering the plan. USI Advisors will not

retain such overage for periods equal to or exceeding six months and in amounts exceeding \$1,200. This indirect compensation may take several forms, depending upon the services used by the client (e.g., brokerage commissions; sub-transfer agent fees received by a recordkeeper; administrative service fees received by USICG to pay for services provided to the plan, commissions received by an insurance agency for annuity placement services, etc.). To the extent that the allocated indirect compensation is less than the advisory fee, the client will be invoiced on a quarterly basis for the shortfall. In general, USI Advisors will provide an invoice only in situations in which indirect compensation falls short of advisory fees due. However, periodic reconciliations will be conducted not less frequently than annually, and a report provided, to itemize the indirect compensation received, services rendered (by USI Advisors and all applicable affiliates), fees applied, and amount due to be paid or returned to the plan.

The client may terminate the Investment Advisory Agreement at any time. In the event of Investment Advisory Agreement termination, the advisory fees will be prorated for the number of days in which the accounts were open.

#### *Additional Fees, Expenses, and Costs*

Supervised persons of USI Advisors, in their capacity as Registered Representatives of USI Securities, Inc., may recommend USI Securities, Inc.'s Broker-Dealer services to clients who have or are utilizing USI Advisors' advisory services.

The services of USI Securities, Inc. (a securities broker-dealer affiliated with USI Advisors) will typically be recommended to clients in order to implement the investment advice provided by USI Advisors (i.e., to buy and/or sell securities). This relationship presents a conflict of interest in that USI Advisors receives material support and economic benefit from USI Securities (e.g., operations support, compliance consulting, computer trading systems access, etc.) at a discounted rate. Clients are under no obligation to purchase or sell securities through USI Securities, Inc.; however, if they choose to do so, the price paid for mutual fund share purchases and sales through USI Securities, Inc. will be no less favorable than that of any other broker-dealer. The commissions/compensation earned by USI Securities, from the distributing broker-dealer of the mutual fund shares, will be the same as that paid to any other broker-dealer under the terms of the applicable fund prospectus. Please note that a small transactional charge associated with clearing and settling the trade may be higher or lower than other broker-dealers. This charge is currently waived for USI Advisors' clients who use the services of USI Securities, Inc. to purchase and sell mutual fund shares.

Additionally, clients and potential clients should be aware that assets invested in mutual fund portfolio shares are subject to various other fees and expenses that are paid by those portfolios, but ultimately borne by clients as shareholders. These expenses, which are described in the portfolio's prospectuses, may include investment advisory, administration, distribution, transfer agent, custodial, legal, audit, and

other customary fees/expenses related to investments in mutual funds. Other investments have comparable types of fees and expenses which are described in their disclosure documents and marketing materials.

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

Supervised persons of USI Advisors, in their capacity as Registered Representatives of USI Securities, Inc., may recommend USI Securities, Inc.'s Broker-Dealer services to clients who have utilized or are utilizing USI Advisors' advisory services. Clients are under no obligation to purchase or sell securities through USI Securities, Inc.

Supervised persons of USI Advisors, in their capacity as insurance agents may recommend various insurance products to clients who have utilized or are utilizing USI Advisors' advisory services. Clients are under no obligation to purchase insurance products through these affiliates. In certain instances (e.g., the sale of Group Fixed Annuities), the recommendation and sale of these insurance products is a separate and distinct service not related to the contracted advisory services of USI Advisors.

Certain Supervised Persons (who are also deemed to be sales persons), who solicit advisory clients and sell securities and/or insurance products, either through USI Securities or another affiliate of USI Advisors, may (in-part) be 1) directly compensated by the level of fees and/or commission revenue; and/or 2) indirectly compensated through other forms of compensation (e.g., sales related bonuses). This represents a conflict of interest, as this compensation may or may not be offset (depending upon the nature of the advisory relationship) against USI Advisors' advisory fees.

Depending upon the client's preferences with respect to the payment of advisory services (i.e., hard-dollar fee vs. indirect payment), the client may direct USI Advisors to include or exclude the use of no-load mutual funds.

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

USI Advisors does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

### **Item 7 – Types of Clients**

USI Advisors provides investment advisory services primarily to employer-sponsored retirement plans. In addition, the Firm also provides services to endowments, charitable organizations, corporations, municipalities, and various types of institutional investors.

The Firm does not provide investment advice, of any type, directly to retirement plan participants.

The Firm reserves the right to refuse to engage certain prospects based on the type and/or size of the proposed account. Additionally, some scenarios may involve the implementation of a minimum fee/charge, which will be specified in the Investment Advisory Agreement.

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

### Methodologies

USI Advisors defines **Methods of Analysis** as the procedure to assess (a) the economic and market environment as well as (b) factors that determine a suitable investment strategy.

#### (a) Assessment of economic and market environment

The assessment of the economic and market environment is researched and evaluated by the following measures and indicators: (1) Economic Growth in form of GDP (2) Consumer behavior in form of consumer spending and consumer confidence (3) Labor market in form of unemployment and underemployment rates (4) Housing market in form of prices, sales numbers as well as inventories (5) Corporate profitability in form of earnings and earnings estimates (6) Inflationary environment in form of headline and core inflation (7) Interest rates in form of Yield curve analysis and (8) International market including the analysis of currencies and geopolitical risks.

#### (b) Assessment of factors that determine a suitable investment strategy

Client-specific factors that determine a suitable investment strategy are defined in the Investment Policy Statement as the client's objectives (Return, Risk) and constraints (Liquidity, Legal/Regulatory, Time Horizon, Tax, Unique circumstances). In cases where the client has the authority to determine the portfolio holdings (e.g., Defined Benefit Plan), the most important factor of a suitable investment strategy is the strategic asset allocation and the allowable ranges around the target portfolio.

In cases where the client does not have authority to determine portfolio holdings (e.g., participant based plans; 401(k) plan), the most important factor of a suitable investment strategy is the choice of the underlying investment options. Since USI Advisors does not manage assets in-house, USI Advisor's method of analysis is defined by a rigorous due diligence process of asset managers. The due diligence process designed to identify, analyze, evaluate and monitor investment managers.

- Identify

Utilizing third party databases and software packages including Morningstar Direct and MPI, USI Advisors applies a rigorous proprietary screening methodology to identify qualified asset managers.

- Analyze

Principals of Modern Portfolio Theory are applied. Investment analysts employ qualitative and quantitative research techniques to ensure appropriate investment recommendations.

Factors that can determine suitability of the investment option include absolute and relative performance measures, absolute and relative risk measures, expense ratio, manager tenure, total number of holdings, portfolio concentration measures like percentage of assets in Top 10 holdings, average market capitalization, Turnover ratio, country exposures, sector exposures, net assets under management, the use of derivatives, counter-party risk, credit risk, duration risk, average coupon.

- Evaluate  
Due Diligence Committee challenges investment analysts' research to determine quality and consistency of investment recommendations. Investments are categorized into: approved investment list, hold, watch, or consider replacing. Recommendations will exclusively come from approved investment list.
- Monitor  
Maintain and update database of all clients' investments. Communicate changes of material nature to clients, including Research Alerts on changes that impact our rating of investment managers. Ensure approved investment list reflects USI Advisor's best investment ideas.

### Investment Strategies

USI Advisors believes **Investment Strategies** must be clearly defined for each client and accompanied by repeatable filtering processes designed to guide the client's selection of investment portfolios. USI Advisors acts in the capacity of a consultant and as such develops Investment Strategies that are consistent with the client's individual objectives (Return, Risk) and constraints (Liquidity, Legal/Regulatory, Time Horizon, Tax, Unique circumstances).

Due to the heterogeneous nature of client's objectives and constraints, USI Advisors utilizes various investment strategies. The implementation of these investment strategies is achieved through utilization of outside asset managers, primarily, by recommending the use of mutual funds and, under appropriate circumstances, managed accounts, subaccounts of variable products, guaranteed insurance contracts (GICS), collective trust and other cash type alternatives.

#### (1) Passive strategies:

- (a) Passive asset allocation strategy: Also known as buy and hold strategy. Occasionally utilized for clients in the asset accumulation phase and for clients that do not believe in active asset allocation.
- (b) Passive investment implementation strategy: Generally utilized for clients that desire market exposure through style-pure investments with the objective to minimize costs (index funds)

#### (2) Active strategies:

(a) Active asset allocation strategy: A target asset allocation including allowable ranges are defined in the client's Investment Policy Statement. USI Advisors takes market conditions into consideration to recommend tactical asset allocation moves around the long-term target portfolio.

(b) Active investment implementation strategy: Generally utilized for clients with the goal to outperform an investment benchmark.

(3) Liability-driven strategies: Generally utilized for pension clients. The two main approaches are cash-flow matching and duration matching.

### **Risks**

**Investing in securities involves risk of loss that clients should be prepared to bear.**

USI Advisors, Inc. does not guarantee the results of any advice or recommendations, nor can it guarantee that the investment objectives of clients will be realized. All investments bear different types and degrees of risk.

Investing in mutual funds, which are intended as long-term investments, involves risk, including the possible loss of principal. Investments in foreign securities and sector funds, including technology or real estate stocks, are subject to substantial volatility due to adverse political, economic, or other developments and may carry additional risk resulting from lack of industry diversification. Funds that invest in small or mid-capitalization companies may experience a greater degree of market volatility than those of large-capitalization stocks and are riskier investments. Bond funds have the same interest rate, inflation, and credit risks associated with the underlying bonds owned by the fund. Generally, the value of bond funds rises when prevailing interest rates fall and falls when interest rates rise. Investing in lower-grade debt securities may be subject to greater market fluctuations and risk of loss of income and principal than securities in higher rated categories. Bear in mind that higher return potential is accompanied by higher risk.

Insurance product guarantees are based upon the claims paying ability of the issuing insurance company.

*You should consider the investment objectives, risks, and charges and expenses of the investment options carefully before investing. The prospectuses and other comparable documents contain this and other information about the investment options. They may be obtained by contacting USI Advisors, Inc. at (860) 633-5283. You should read the prospectuses and/or other comparable documents carefully before investing.*

While the Firm's investment strategies are designed to provide appropriate investment diversification, some investments have significantly greater risks than others. And while diversification and asset allocation are effective strategies to help you manage risk, they do not guarantee against loss. Clients should always be cognizant of the fact that obtaining higher rates of return on investments entails

accepting higher levels of risk. The Firm's investment strategies are designed to seek a balance between risks and rewards to achieve the stated investment objectives. Clients need to ask questions about investment risks they do not understand. USI Advisors would be pleased to discuss any questions you may have in this regard.

**Past performance should never be viewed as a guarantee of future performance.**

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of USI Advisors or the integrity of USI Advisors' management. USI Advisors has no information applicable to this Item.

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

USI Advisors, Inc. is a wholly-owned subsidiary of USI Consulting Group, Inc. (an employee benefits service provider, pension consultant, third-party administrator/record keeper and licensed insurance agency), which is a wholly-owned subsidiary of USI Insurance Services LLC and ultimately the parent organization - USI Holdings Corporation.

USI Holdings Corporation (and, therefore, all of its affiliates, including USI Advisors) is under common control of Goldman Sachs & Co. Essentially, USI Holdings Corporation is wholly owned by a private equity fund of Goldman Sachs & Co. (please see Item #11 for specifics).

USI Advisors may recommend investments offered and managed by Goldman Sachs & Co. and/or its affiliates (e.g., Goldman Sachs mutual funds), in situations in which it believes these investments to be in the best interests of USI Advisors' clients.

All of USI Advisors' supervised persons are employees of USI Consulting Group, Inc. or affiliated firms (primarily involved in the business of selling group benefits, insurance and/or annuity products, and property and casualty insurance to small and mid-size business in the United States) under the common control of USI Insurance Services LLC.

USI Advisors is affiliated with USI Securities, Inc. (a registered broker-dealer, investment advisor, and insurance agency), which is also a wholly owned subsidiary of USI Consulting Group, Inc. Supervised persons of USI Advisors may be registered representatives, investment advisory representatives, and/or insurance agents of USI Securities, Inc. Therefore, they may be registered and/or licensed to sell both insurance and/or securities and to offer investment advisory services through USI Securities, Inc.

Companies affiliated with USI Advisors, Inc. may receive various forms of compensation from providers of services that USI Advisors recommends. This compensation is not directly received by USI Advisors, but contributes to the revenue of the overall organization (the parent company and its subsidiaries). This compensation may come in the form of commissions paid to an affiliated broker/dealer by a mutual fund company, insurance company, or other organization for the sale of an investment product; may come in the form of 12b-1 fees paid by a mutual fund company to an affiliated broker/dealer for distribution and servicing of mutual funds; may come in the form of commissions/fees paid to an affiliated broker/dealer by a trust company; may come in the form of sub-T/A fees paid to an affiliated retirement plan administrator/recordkeeper by a mutual fund company, insurance company, or other organization for servicing and administering various investment options; may come from fees paid by an employee benefits provider to an affiliated company for sales of various products or services; and/or may come in the form of commissions paid to an affiliated company or individual by an insurance carrier for sales of a particular insurance product. THE EXISTENCE OF THESE PAYMENTS MAY OR MAY NOT AFFECT USI ADVISORS' RECOMMENDATIONS. The existence of this additional compensation will be taken into consideration in the negotiation of investment advisory fees for the services offered by USI Advisors (i.e., a client who receives additional services that results in additional revenue to the overall organization may pay less in investment advisory fees to USI Advisors for similar services than a client who does not have another relationship with the overall organization).

Certain supervised persons may be registered representatives of USI Securities, Inc. (a securities broker-dealer affiliated with USI Advisors). The services of USI Securities, Inc. (a securities broker-dealer affiliated with USI Advisors) will typically be recommended to clients in order to implement the investment recommendations provided by USI Advisors (i.e., to buy and/or sell securities). This relationship presents a conflict of interest in that USI Advisors receives material support and economic benefit from USI Securities (e.g., operations support, compliance consulting, computer trading systems access, etc.) at a discounted rate. Clients are under no obligation to purchase or sell securities through USI Securities, Inc.; however, if they choose to do so, the client should know that the price paid for mutual fund share purchases and sales will be no less favorable than that of any other broker-dealer. The commissions/compensation earned by USI Securities, from the distributing broker-dealer of the mutual fund shares, will be the same as that which is paid to any other broker-dealer under the terms of the prospectus. Please note that a small transactional charge associated with clearing and settling the trade may be higher or lower than other broker-dealers. This charge is currently waived for USI Advisors' clients who use USI Securities, Inc. to purchase and sell mutual fund shares.

Certain supervised persons may be licensed insurance agents who are sub-agents of USI Consulting Group's general insurance agency. USI Consulting Group is the parent company of both USI Advisors, Inc. and USI Securities, Inc.: it is also an employee benefits provider, pension consultant, and third-party administrator/record keeper. USI Consulting Group will typically receive commissions/compensation from an insurance carrier in relation to sales of a particular insurance product.

Commissions/compensation received by affiliated companies in relation to securities and/or insurance products recommended by advisory personnel of USI Advisors, Inc. may represent a material conflict of



interest. In many (but not all) cases, this conflict of interest is mitigated through the “off-setting” of investment advisory fees by any such commission/compensation received by the affiliate. For example, if USI Advisors charges a \$20,000 annual fee for investment advisory services and USI Securities receives \$18,000 in securities commissions related to the implementation of that investment advice, then the Client would be billed for only the \$2,000 difference.

## **Item 11 – Code of Ethics**

### *Code of Ethics*

USI Advisors, Inc. has adopted a Code of Ethics for all supervised persons of the Firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at USI Advisors, Inc. must acknowledge the terms of the Code of Ethics annually, or as amended.

USI Advisors, Inc.’s clients or prospective clients may request a copy of the Firm’s Code of Ethics by contacting Sarah Bruno (Chief Compliance Officer, 860-368-2929).

### *Participation or Interest in Client Transactions*

USI Holdings Corporation (and, therefore, all of its affiliates, including USI Advisors) is under common control of Goldman Sachs & Co. Essentially, USI Holdings Corporation is wholly owned by a private equity fund of Goldman Sachs & Co. Specifically, certain employees of Goldman, Sachs & Co. (“GSC”) are officers of General Partners (“GP”) or Limited Partnerships (“LP”) that own Compass Investors, Inc., which owns 100% of Compass Acquisition Holdings Corp. (“CAHC”). GSC is the investment manager to certain LP and is directly and indirectly owned by the Goldman Sachs Group, Inc. (“GSG”). GSG directly or indirectly owns each of the GP. CAHC is the sole shareholder of USI Holdings Corporation. USI Holdings Corporation owns 100% of USI Insurance Services LLC, which owns 100% of USI Consulting Group (which owns 100% of USI Advisors).

USI Advisors may recommend investments offered and managed by Goldman Sachs & Co. and/or its affiliates (e.g., Goldman Sachs mutual funds) in certain situations in which it believes these investments to be in the best interests of USI Advisors’ clients. In those situations in which USI Advisors is deemed to be an ERISA fiduciary, it is the general policy of USI Advisors not to recommend investments offered and/or managed by Goldman Sachs & Co. In the event that an exception to this policy is made, USI Advisors will offset its investment advisory fee by the amount of the investment advisory fee charged by Goldman Sachs & Co. and/or its affiliate(s) who manage said investment(s).

## **Item 12 – Brokerage Practices**

Supervised persons of USI Advisors, in their capacity as Registered Representatives of USI Securities, Inc., may recommend USI Securities, Inc.'s Broker-Dealer services to clients who have or are utilizing USI Advisors' advisory services.

The services of USI Securities, Inc. (a securities broker-dealer affiliated with USI Advisors) will typically be recommended to clients in order to implement the investment advice provided by USI Advisors (i.e., to buy and/or sell securities). This relationship presents a conflict of interest in that USI Advisors receives material support and economic benefit from USI Securities (e.g., operations support, compliance consulting, computer trading systems access, etc.) at a discounted rate. Clients are under no obligation to purchase or sell securities through USI Securities, Inc.; however, if they choose to do so, the Client should know that the price paid for mutual fund share purchases and sales will be no less favorable than that of any other broker-dealer. The commissions/compensation earned by USI Securities, from the distributing broker-dealer of the mutual fund shares, will be the same as that paid to any other broker-dealer under the terms of the applicable fund's prospectus. Please note that a small transactional charge associated with clearing and settling the trade may be higher or lower than other broker-dealers. This charge is currently waived for USI Advisors' clients who use USI Securities, Inc. to purchase and sell mutual fund shares.

## **Item 13 – Review of Accounts**

### *Performance*

Portfolio reviews will occur on a quarterly, semi-annual and/or annual basis depending on the particular service provided by USIA to the client. If market volatility is above average, a more frequent review may occur. Portfolio reviews are completed by an Investment Strategist of USIA. During the review process the Investment Strategist reviews the clients Investment Policy Statement, Asset Allocation, Asset Class Diversification, Management Selection, and Performance. The findings from the review are then delivered to the client. There is a minimum of 10 accounts assigned for the reviewer. USIA uses Modern Portfolio Theory (MPT) which deals with the rationale for and methods of diversifying portfolios.

All Clients will receive quarterly, semi-annual, and/or annual reports in addition to the custodial statements provided by the clients' broker/dealer and/or custodian. These reports include performance data over various periods.

### *Supervisory Controls and Testing*

On a quarterly basis, specific tests will be conducted by Assistant Investment Analysts of USI Advisors, Inc. within 15 days of the quarter end. Client files selected for the quarterly review may be targeted or random or a combination of both at the discretion of the President and/or CCO. In the event that testing results show deficiencies, they will immediately be escalated to the Chief Compliance Officer of USI Advisors, Inc. All other testing results will be reported to the CCO during the next USI Advisors' compliance meeting, which is conducted quarterly. As part of the Firm's ongoing testing, between 10% - 20% of the client files will be reviewed and measured against the requirements outlined in the Firm's written policies and procedures to verify that each client file is properly documented. Depending on the changes in the Firm's business model, standard operating practices and the regulatory environment, the types of testing and sample sizes are subject to change. The testing of clients files will include the review of (where applicable) properly documented and approved Investment Advisory Agreement, the existence of an ADV Part II delivery receipt, the receipt of an executed Investment Policy Statement, incoming and outgoing correspondence, the maintenance of completed and approved brokerage account paperwork, the receipt of trust company paperwork, the receipt of properly completed wire transfer instructions, for each trade execution properly completed trade tickets (e.g., written client authorization), the production and accuracy of investment reviews. (delivered during that quarter), the completeness and accuracy of client contact information, and the documenting of minutes of clients meetings.

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

USIA may compensate other investment advisors or consultants for referrals. Payment may be a flat fee or a percentage of revenue depending upon the particulars of the situation. Such agreements will comply with the requirements set out in Rule 206(4)-3 of the Investment Advisers Act of 1940, including the requirement that the relationships between USIA and the other investment advisors or consultants are disclosed to the client at the time of the solicitation or referral.

USI Advisors receives material support and economic benefit from USI Securities (e.g., operations support, compliance consulting, computer trading systems access, etc.) at a discounted rate. USI Securities, Inc. is a registered broker-dealer that is affiliated with USI Advisors.

USI Advisors, Inc. may receive additional compensation from product sponsors in the form of the following:

- assorted gifts of nominal value (e.g., logo emblazoned umbrellas, golf balls, hats, t-shirts or other apparel, etc.);
- business-related entertainment, wherein a representative of a product sponsor is present (e.g., meals, attendance at sporting or theatrical events, etc.);

- business-related marketing/advertising support (e.g., payment of media placement fees, development of hardcopy materials at reduced or no charge, client appreciation event support, etc.); and/or
- business-related conferences, due diligence events and/or training/educational sessions (which may or may not involve transportation, lodging, entertainment, meals, etc.).

The Firm documents and assesses all gifts and additional cash and non-cash compensation received from third-parties in order to determine the appropriateness of the compensation. The policies and procedures of the Firm are designed to preclude the acceptance of any compensation that would create an environment in which supervised persons would feel compelled to comport themselves in a manner inconsistent with acting in the best interests of the Firm's clients.

In addition, those supervised persons that are also Registered Representatives of USI Securities, Inc. may receive from product sponsors and issuers with which USIS has a selling agreement additional compensation as such is described above. As Registered Representatives, these supervised persons would also be subject to the policies and procedures of USI Securities, Inc. and FINRA rules. FINRA rules and the provisions of the aforementioned selling agreements place limitations or restrictions on the nature and types of additional compensation that can be provided.

### **Item 15 – Custody**

USI Advisors does not have custody of client assets.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. USI Advisors urges clients to carefully review such statements and compare such official custodial records to the account statements that USIA we may provide. USIA statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 – Investment Discretion**

USI Advisors provides investment advisory services to clients only on a non-discretionary basis (i.e., the client will make the final decision regarding all transactions – USI Advisors will not act unilaterally to make changes without the direction and consent of the client).

When making recommendations, USI Advisors observes the investment objectives, policies, limitations and restrictions of the clients for which it advises (e.g., in accordance with the guidelines specified within a retirement plan client's Investment Policy Statement).

Investment guidelines and restrictions must be provided to USI Advisors in writing.

### **Item 17 – Voting Client Securities**

As a matter of Firm policy and practice, USI Advisors does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about USI Advisors' financial condition. USI Advisors has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

USI Advisors, Inc. does not require or solicit prepayment of more than \$1,200 in fees per client and six months or more in advance.