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**This brochure provides information about the qualifications and business practices of Next Century Growth Investors, LLC. If you have any questions about the contents of this brochure, please contact us at 763-591-4490. 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 Next Century Growth Investors, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## Item 2      Material Changes

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In this Item we are required to disclose material changes to our last annual update to this Brochure, which was the version dated March 30, 2011. Our material changes are: the inclusion of our All-Cap investment strategy and its fee schedule; the inclusion of disclosure regarding our treatment of directed brokerage requests that are not made subject to seeking best execution; and our deletion of language discussing internal cross trades, as we do not engage in such transactions in client accounts.

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## Item 4      Advisory Business

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Next Century Growth Investors, LLC (“NCG”) was founded in November 1998 as an independent money management firm and has managed private and institutional accounts since January 1999. The two founding partners, Thomas L. Press, CFA, and Donald M. Longlet, CFA, managed assets together at a prior firm. Mr. Press is the firm’s principal owner.

NCG offers its clients six investment products through separate accounts. NCG will work with clients to accommodate client-specific restrictions on any of our investment products. All these investment products focus on investing in companies NCG believes have substantial potential for high long-term growth. NCG seeks to identify the fastest growing and highest quality companies for investment through a fundamentals based bottom up approach.

### **Small Cap Ultra**

Invests primarily in the equity securities of small companies (weighted average market cap of approximately \$400-\$600 million) that the portfolio manager believes have substantial potential for high long-term growth. The portfolio consists of 40 – 60 securities. Investment results are measured versus the Russell MicroCap<sup>®</sup> Growth and Russell 2000<sup>®</sup> Growth Index.

### **Small Cap**

Invests primarily in the equity securities of small companies that the portfolio manager believes have substantial potential for high long-term growth. The portfolio consists of 40 – 60 securities. Investment results are measured versus the Russell 2000<sup>®</sup> Growth Index.

### **SMID Cap**

Invests primarily in the equity securities of small and medium-sized companies that the portfolio manager believes have substantial potential for high long-term growth. The portfolio consists of 40 – 60 securities. Investment results are measured versus the Russell 2500<sup>™</sup> Growth Index.

### **Large Cap**

Invests primarily in the equity securities of medium-sized to large companies that the portfolio manager believes have substantial potential for high long-term growth. The portfolio consists of 25 – 40 securities. The goal is to initially invest in companies that are greater than \$5 billion in market cap. Investment results are measured versus the Russell 1000<sup>®</sup> Growth Index.

### **All Cap**

Invests primarily in the equity securities of large, small and medium-sized companies that the portfolio manager believes have substantial potential for high long-term growth. The portfolio consists of 40 – 60 securities. Investment results are measured versus the Russell 3000<sup>®</sup> Growth Index.

### **Focused Midcap**

Invests primarily in the equity securities of medium-sized companies that the portfolio manager believes have substantial potential for high long-term growth. The portfolio consists of 30 – 40 securities. Investment results are measured versus the Russell Midcap<sup>®</sup> Growth Index.

The advice offered to clients is limited to that described above. NCG tailors its advice within the strategies mentioned above to the extent it agrees to investment restrictions set forth in a client's investment guidelines or policies.

NCG also provides such advice as a sub-adviser to mutual funds and other clients.

#### **Client Assets Under Management**

As of December 31, 2011 NCG had discretionary assets under management of \$2,470,400 and non-discretionary assets under management of \$136,200,000.

#### **Services Involving Legal Proceedings**

As a general matter, NCG will not monitor, advise or act for a client in legal proceedings, including, without limitation, class actions and bankruptcies, involving securities purchased or held in client accounts. Clients should instruct their custodians to promptly forward any communications relating to legal proceedings involving such assets.

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

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NCG charges an advisory fee that is based on the fair market value of the portfolio assets which is described in client's investment management agreement. The fees are payable quarterly in arrears. NCG provides client fee invoices quarterly. Clients can choose to have fees deducted directly from their custodial accounts or to have us bill them directly.

The basic management fee schedule for institutional accounts:

#### **Small Cap Ultra**

1.00% on all assets

#### **Small Cap Growth**

1.00% on assets up to \$50 million  
0.95% on the next \$50 million  
0.75% on assets above \$100 million

#### **SMID**

1.00% on assets up to \$50 million  
0.90% on the next \$50 million  
0.85% on assets above \$100 million

#### **Large Cap Growth**

0.75% on assets up to \$50 million  
0.65% on the next \$50 million  
0.50% on assets above \$100 million

#### **All Cap Growth**

0.80% on assets up to \$50 million  
0.70% on the next \$50 million  
0.60% on assets above \$100 million

#### **Focused Midcap**

1.00% on assets up to \$50 million  
0.90% on the next \$50 million  
0.85% on assets above \$100 million

The basic annual management fee schedule for private individual accounts:

1.75% on assets up to \$1 million  
1.50% assets in excess of \$1 million and up to and including \$10 million  
1.00% assets in excess of \$10 million

NCG may negotiate its fees in special circumstances. Some clients pay more or less than others depending on certain factors, including but not limited to, the type and size of the account and the total amount of assets managed for a single client.

NCG acts as a sub-adviser with respect to certain client accounts. In such cases, NCG often charges a negotiated annual management fee lower than described above which reflects NCG's status as a sub-adviser.

All advisory fees exclude brokerage charges and custodial fees and also any taxes or other costs incidental to the purchase or sale of securities. Upon termination of an advisory agreement with NCG, the termination date will be used as the basis for determining the final charge for investment management services rendered. Fees will be prorated on a daily basis to the termination date and any earned but unpaid fees will be promptly billed to the client.

Please see Item 12 for a discussion of our brokerage practices.

## **Item 6      Performance-Based Fees and Side-by-Side Management**

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In some cases, NCG has entered into performance fee arrangements with qualified clients; such fees are subject to individualized negotiation with each such client. NCG will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, NCG shall include realized and unrealized capital gains and losses.

Performance based fee arrangements may create an incentive for NCG to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts that use the same investment strategy but only a charge an asset-based fee (known as "side-by-side management"). This incentive could cause an investment adviser to allocate the "best" investment opportunities only to the higher-fee account and the better-executed trades to the higher fee account. NCG has procedures addressing the allocation of investment opportunities and the execution of client trades that are designed and implemented to ensure that all clients are treated fairly and equally over time and that no client is systematically disadvantaged. Such procedures are generally described in Item 12 below. NCG also reviews the investment performance of the performance-based fee account against the performance of similar accounts to identify any differences that might be caused by such favoritism.

## Item 7      Types of Clients

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NCG provides portfolio management services to individuals, high net worth individuals, partnerships, corporations, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, state or municipal government entities, registered mutual funds, private investment funds, and foreign collective investment vehicles.

The minimum account size for all separate accounts is \$10 million; however, NCG may agree to manage separate accounts below our stated minimum account size.

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

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Our philosophy is to invest in the highest quality, fastest growing companies in America. We seek to identify these companies through direct research. For the companies that go into our investment portfolios we seek the following characteristics:

- Strong revenue growth
- Large growing market opportunity
- Leadership position
- Control of distribution
- Strong management

NCG's portfolio managers perform all security analysis for the investment process. We build a portfolio that aims to participate in the fastest growth sectors in the economy. The key input to our research process is hundreds of direct meetings our portfolio managers conduct each year with analysts, industry contacts and company management teams. We supplement this with financial data, news, and analysis from brokerages, independent research firms, FactSet, and Bloomberg.

The NCG sell discipline is an important aspect of our investment process. Stocks are sold when any of the following events occur:

- The company fails to meet our quarterly revenue and earnings expectations
- The valuation becomes excessive
- The sector or industry begins to underperform or the growth begins to slow
- Our research reveals a negative change in the company's growth rate, business model, or management team
- An individual holding exceeds 5% of the portfolio, which causes us to trim the position.

NCG's strategies involve active trading, which results in higher brokerage, transaction costs, and taxes, and can affect investment performance.

### **Investment Strategies**

NCG manages advisory accounts using the investment strategies set forth in Item 4.

### **Material Risks**

Investing in securities always involves the risk of loss that investors should understand and be prepared to bear. There is no assurance that an investment will provide positive performance over any period of time. Past performance is no guarantee of future results and different periods and market conditions may result in significantly different outcomes. The material risks presented by each strategy and its investments are set forth below.

### **Market Risk**

The market values of the securities owned in the strategy may decline, at times sharply and unpredictably. Market values of equity securities are affected by a number of different factors, including the historical and prospective earnings of the issuer, the value of its assets, management decisions, decreased demand for an issuer's products or services, increased production costs, general economic conditions, interest rates, currency exchange rates, investor perceptions and market liquidity.

### **Risks of Investing in Smaller Companies**

In the case of clients who select the Small Cap Ultra, Small Cap Growth and/or SMID investment products, NCG will invest the Account's assets in securities issued by smaller companies, including companies with very small capitalizations. Smaller companies may offer greater opportunities for capital appreciation than larger companies, but investments in smaller companies may involve certain special risks. Smaller companies may have limited product lines, markets or financial resources and may be dependent on a limited management group. While the markets in securities of smaller companies have grown rapidly in recent years, such securities may trade less frequently and in smaller volume than more widely-held securities. The values of these securities may fluctuate more sharply than those of other securities, and NCG may experience some difficulty in establishing or closing out positions in these securities at prevailing market prices. There may be less publicly-available information about the issuers of these securities or less market interest in these securities than in the case of larger companies, and it may take a longer period of time for the prices of such securities to reflect the full value of their issuers' underlying earnings potential or assets.

### **Risks of Investing in Large Cap Growth Companies**

Stocks of large-cap companies tend to be less volatile than stocks of smaller companies. However, since many investors buy large-cap stocks for their anticipated earnings growth, earnings disappointments often result in sharp price declines. While large-cap companies often have greater resources to weather economic shifts than smaller companies, they may be slower to innovate and adapt to changing conditions than smaller companies. Stocks with growth characteristics can have sharp price declines as a result of earnings disappointments, even small ones. Since these companies usually invest a high portion of earnings in their businesses, they may lack the dividends of value stocks that can help to cushion stock prices in a falling market.

### **Management Risk**

This is the risk that NCG will not successfully execute the strategies even after applying its investment process. There can be no guarantee that NCG's decisions will produce the intended result, and there can be no assurance that an investment strategy will succeed.

### **Other Securities**

On rare occasions, NCG will also purchase securities for client accounts in registered direct offerings. A registered direct offering is a public offering that is sold by a placement agent directly



to a limited group of investors. Since the offering is registered with the Securities and Exchange Commission, the investors receive securities that are freely and publicly tradable, and are not restricted like shares purchased in unregistered private placements. Issuers use registered direct offerings to raise capital without attracting the publicity associated with a fully-marketed public offering, which can sometimes result in speculative trading in the issuer's shares. NCG believes that its clients may derive significant benefits through participation in registered direct offerings, including access to purchase opportunities, avoiding market impact in the course of filling a purchase order and, sometimes, receiving a discount to the prevailing market price.

However, since the issuer does not disclose to the market that it is engaging in an offering of its shares, prospective purchasers who agree to receive information about the registered direct offering are typically restricted from trading in the issuer's shares until the offering is announced or terminated. At the time NCG elects to receive information about a registered direct offering, it does not know the identity of the issuer, or whether it holds the issuer's securities in its client accounts. If NCG elects to receive information, and NCG does hold the issuer's securities in its client accounts, NCG will not be able to trade in those securities until the trading restrictions expire. As a result, NCG may not be able to sell the securities in situations where it might otherwise have done so, e.g., the release of negative information about the issuer, or a steep decline in the issuer's share price, resulting in losses in the client accounts holding the securities.

In order to manage these risks, NCG will not accept information regarding any registered direct offering without inquiring, and receiving information, regarding the anticipated period during which NCG would be restricted from trading in the issuer's shares. NCG will not elect to receive information regarding a registered direct offering if it believes that the anticipated restricted period would involve undue risks to client accounts which might hold the issuer's securities. However, this determination requires a judgment on NCG's part, and while NCG will always exercise care in deciding whether to receive information regarding a direct public offering, NCG will not be able to eliminate the risks involved with any resulting trading restrictions. The actual length of the restricted period will also be outside of NCG's control, and may be longer than the anticipated period communicated to NCG when it elects to accept information regarding the offering.

## Item 9      Disciplinary Information

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

## Item 10      Other Financial Industry Activities and Affiliations

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Strong Corporation (Strong) owns 20% of NCG and is a passive investor. NCG has no arrangements or agreements with Strong.

NCG is a sub-adviser to the following third-party mutual funds Russell U.S. Small Cap Equity Fund and Managers Micro-Cap Fund. NCG receives no compensation from these funds or their advisers other than its advisory fee. NCG does not recommend any of these funds for its client accounts.

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

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NCG has adopted a Code of Ethics which sets forth the standards of business, fiduciary and ethical conduct we require of our employees. The Code requires NCG to conduct its business at all times consistent with its status as a fiduciary to its clients. This means NCG has affirmative duties of care, loyalty, honesty, and good faith in connection with all of its activities for its clients and must always act in the best interests of its clients. The Code also requires employees to comply with all applicable federal securities laws, prohibits misuse of material non-public information and regulates personal securities trading by employees.

As a general matter, employees are not permitted to transact in individual issuer publicly traded securities and therefore do not trade in the same securities that are traded for client accounts. Employees are also not allowed to invest in initial public offerings (IPOs) and may only invest in private placements with the prior approval of the Chief Compliance Officer. In some instances, employees have retained a third-party investment adviser to manage their investment accounts. Such accounts are not subject to the general prohibition against transacting in individual issuer publicly traded securities. Employees do not directly or indirectly, participate in or receive advance notification or advice of any transactions in securities purchased or sold for the accounts. The Code requires all employees to periodically submit, and the Chief Compliance Officer to review, their securities holdings and transactions. Employees are required to report any violations of the Code to the Chief Compliance Officer. The Code also provides for a range of sanctions that may be applied to employees who violate the Code.

NCG clients or prospective clients may obtain a free copy of NCG's Code of Ethics by contacting NCG at the address or telephone number provided on the cover page of this document.

NCG may make charitable contributions to not-for-profit clients. All such contributions are made consistent with any applicable client disclosure or other requirements and must be approved by NCG's CEO.

## Item 12 Brokerage Practices

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### **Selection of Brokers**

It is NCG's policy to seek to obtain best execution on all trades for client accounts. In selecting a broker-dealer to execute securities transactions, NCG considers a variety of factors, including any combination of the following: price, commissions, execution capabilities, the broker-dealer's responsiveness, financial condition, ability and willingness to commit capital, ability to facilitate block trading and positioning, back office capabilities, ability to provide anonymity of transactions, ability to provide liquidity information and the value of the research (including third party research) and research services provided by the broker-dealer. Because NCG generally has discretion in selecting brokers to execute client account trades, it may be deemed to be recommending such brokers to clients.

### **Aggregation**

It is the policy of NCG to seek to aggregate or bunch orders for the purchase or sale of the same security for multiple client accounts where NCG deems this to be appropriate, in the best interests of the client accounts, and consistent with applicable regulatory requirements. Such aggregation

may be able to reduce commission costs or market impact on a per-share and per-dollar basis, because larger orders tend to have lower commission costs. The decision to aggregate is only made after NCG determines that: it does not intentionally favor any account over another; it does not systematically advantage or disadvantage any account; and NCG does not receive any additional compensation or remuneration solely as the result of the aggregation. When a bunched order is filled in its entirety on the same business day, each participating account will participate at the average share price for the bunched order, and transaction costs shall be shared pro rata based on each client's participation in the bunched order. When a bunched order is only partially filled, the securities purchased will be allocated daily on a pro rata basis to each account participating in the bunched order based upon the amount requested for the account. Each participating account will receive the average share price, and bear a proportionate share of the transaction costs, with respect to purchases of the security made during that day. However, for smaller allocations or other situations accounts may not receive shares if it would result in an allocation of less than 50 shares. NCG monitors these allocations to ensure that all clients are treated fairly and equitably over time.

### **Directed Brokerage**

In limited instances, NCG will accept direction from clients as to which broker-dealers are to be used. Typically, the client has an arrangement with such broker-dealer which results in the client receiving some benefit from the broker-dealer in exchange for the directed brokerage. Any such direction must be in writing and accepted by NCG before it will be effective. It is NCG's policy generally to accept such direction to the extent it is consistent with NCG's ability to seek best execution. In these instances, NCG will include transactions for clients that have directed the use of a particular broker-dealer in NCG's bunched orders and then satisfy the brokerage direction using step-out transactions, subject to NCG's best execution obligations. In such transactions, NCG requests the executing broker-dealer (who may agree or decline) to transfer the settlement and clearing of the portion of the bunched order relating to the directed brokerage accounts to the particular directed broker-dealers who receive a portion of the commission. The executing broker does not receive a commission for that portion of the trade. NCG does not guarantee that any or all broker-dealers executing transactions for NCG's clients will agree to participate in these types of step-out arrangements, although currently it is NCG's experience that they do so. In the event NCG in the future is unable to use step out transactions in connection with particular brokerage directions NCG will discuss with clients and have procedures in place that ensures that all clients are treated fairly and equitably over time and that no client is systematically disadvantaged.

Subject to its sole discretion in rare instances, NCG also permits clients to direct brokerage to their broker-dealer custodian not subject to best execution. Any such direction must be in writing and accepted by NCG before it will be effective. Such clients should be aware that by directing brokerage in this fashion NCG may be unable to achieve most favorable execution of client transactions and this direction may cost clients more money. The following risks are related to this type of brokerage direction: the direction may result in higher commissions, greater spreads or less favorable net prices than would be the case if NCG selected the brokers; the direction generally will result in trades for the client's account not being aggregated with similar trades for other client accounts and thus will not be eligible for the benefits that accrue to such aggregation of orders; that as a result of not being aggregated, client transactions will generally be executed after client accounts whose trades are aggregated and may receive less favorable prices; and that because of the direction a client's account may not generate returns equal to those of other client accounts which do not direct brokerage.

With respect to retirement plan clients, in agreeing to satisfy such a client's directions to execute transactions for its account through a directed broker, NCG understands that it is such client's responsibility to ensure that (i) all services provided by the directed broker will inure solely to the benefit of the client's account and any beneficiaries of the account, and that all expenses paid are proper and permissible expenses of the account and may properly be provided in consideration for brokerage commissions or other remuneration paid to the directed broker, (ii) using the directed broker in the manner directed is in the best interests of the client's account and any beneficiaries of the account, taking into consideration the services provided by the directed broker, (iii) its directions will not conflict with any obligations that persons acting for the client's account may have to the accounts, its beneficiaries or any third parties, including any fiduciary obligations that persons acting for the account may have to obtain the most favorable price and execution for the account and its beneficiaries and (iv) persons acting for the client's account have the requisite power and authority to provide the directions on behalf of the account and have obtained all consents, approvals or authorizations from any beneficiaries of the account and third parties that may be required under applicable law or instruments governing the account.

### **Use of Client Commissions ("Soft Dollars")**

Subject to the criteria of Section 28(e) of the Securities Exchange Act of 1934, and the applicable regulatory guidance, NCG may pay a broker-dealer a brokerage commission in excess of that which the broker-dealer, or another broker-dealer, would have charged for effecting the same transactions, in recognition of the value of the research services provided by the broker-dealer. NCG believes it is important to its investment decision making processes to have access to independent research. The types of research and research services NCG received during its last fiscal year are as follows:

- economic and financial market analysis
- real-time market data and analytics
- access to databases and screening tools
- research reports concerning securities, sectors, and industries.

In some cases, research services are generated by third parties but are provided to NCG by or through the broker-dealers with and through whom NCG effects client transactions. As a general matter, the research services NCG receives from broker-dealers are used to service all of NCG's accounts. However, while NCG expects that, over time, soft dollar benefits will benefit all clients fairly and equitably, any particular research service may not be used to service each and every client account, and may not benefit the particular accounts that generated the brokerage commissions. When NCG uses client brokerage commissions to obtain research or research services, NCG receives a benefit because we do not have to produce or pay for the research or research services. As a result, NCG may have an incentive to select a broker-dealer based on our interest in receiving the research or other products or services, rather than on clients' interest in receiving most favorable execution. NCG has adopted and implemented policies and procedures, however, which address all aspects of its use of client commissions and requires that such use be consistent with Section 28(e), provide lawful and appropriate assistance to us in the investment decision-making process, and that NCG determine that the value of the research or brokerage service obtained be reasonable in relation to the commissions paid.

If a research product or service that provides "lawful and appropriate assistance to the money manager in the performance of its investment decision-making responsibilities" is also used for functions which are unrelated to the making of investment decisions, such as accounting or record

keeping, NCG will make a good faith allocation of the cost of the product or services based on its uses and pay for the non-research portions with its own “hard dollars.”

NCG participates in commission sharing arrangements and step-out transactions to receive eligible products and services. In commission sharing arrangements, NCG may effect transactions, subject to best execution, through a broker and request that the broker allocate a portion of the commission or commission credits to a segregated “research pool” maintained by the broker. NCG may then direct such broker to pay for eligible products and services. Participating in commission sharing arrangements enables NCG to (1) strengthen its key brokerage relationships; (2) consolidate payments for eligible research and research services; and (3) continue to receive a variety of high quality eligible research services while facilitating best execution in the trading process. See the Directed Brokerage section above for a description of step-out transactions.

In those instances in which NCG is directed to use a particular broker-dealer to execute securities transactions for an account, such account’s commissions are not used to purchase research services but will nonetheless derive benefits from research services obtained from the brokerage for those clients of NCG that make no such direction, as research furnished by broker-dealers may be used to service any or all of NCG’s clients and may be used in connection with accounts other than those making the payment to the broker-dealer providing the research, as permitted by Section 28(e).

NCG’s Best Execution Committee is responsible for its procedures concerning the use of client commissions. It is responsible for approving any new soft dollar brokerage relationship and for reviewing all research and brokerage services annually to make a determination as to the reasonableness of the brokerage allocation as well as the price for such services versus the value received. Where necessary, the Best Execution Committee makes the good faith allocation between hard and soft dollars with respect to mixed-use services. For the last fiscal year, the Best Execution Committee set informal, non-binding soft dollar targets for each broker-dealer and reviewed and reconsidered the targets on a quarterly basis. The initial targets were based on the votes of NCG’s portfolio managers. Such votes primarily reflected their assessment of the research provided by the broker-dealers.

NCG has informal arrangements with various broker-dealers whereby, in consideration for providing research services and subject to Section 28(e) of the Securities Exchange Act, NCG allocates brokerage to those firms, provided that the value of any research and brokerage services was reasonable in relationship to the amount of commission paid and subject to best execution. In no case will NCG make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer.

### **Trade Errors**

On occasion, a mistake may occur in the execution of a trade. As a fiduciary, NCG owes clients duties of loyalty and trust, and as such must treat trade errors in a fair and equitable manner. Errors may occur for a number of reasons, including human input error, systems error, communications error or incorrect application or understanding of a guideline or restriction. Examples of errors include, but are not limited to the following: buying securities not authorized for a client’s account; buying or selling incorrect securities; buying or selling incorrect amounts of securities; and buying or selling in violation of a policy. In correcting trade errors, NCG does not: make the client account absorb any financial loss due to the trade error; use soft dollars or directed trades to fix the error; or attempt to fix the error using another client account. To the extent correction of the error results

in a loss to the client's account, NCG reimburses the account. To the extent correction of the error results in a gain to the client's account, NCG allows the client to keep the benefit.

### **Oversight of Trading**

NCG uses a variety of procedures in connection with the oversight of trading activities, including a daily review of execution prices against the daily weighted volume price. On at least a quarterly basis, NCG's Best Execution Committee reviews NCG's trade management policies, brokers, commissions and other transaction costs, directed brokerage, soft dollars and any other matters that might be raised in connection with best execution.

### **Allocation of Investment Opportunities**

It is NCG's policy to allocate, to the extent operationally and otherwise practical, investment opportunities to each client over a period of time on a fair and equitable basis relative to its other clients. There may be instances when allocating investment opportunities among clients where some clients may participate in certain opportunities made available to NCG while other clients may not. Where advisory accounts have competing interests in a limited investment opportunity, including participation in initial public offerings (IPOs), NCG will allocate investment opportunities based on numerous considerations, including cash availability and/or liquidity requirements, the time competing accounts have had funds available for investment or have had investments available for sale, investment objectives and restrictions, an account's participation in other opportunities, and relative size of portfolio holdings of the same or comparable securities. Such considerations may result in the limited allocation being made available only to clients in one particular investment product. If NCG decides to invest in a given IPO for accounts managed in a particular investment product or products, all accounts managed in the relevant product(s) will be allocated shares in the IPO pro rata based on account size. Investing in IPOs is risky, and the prices of stock purchased in IPOs tend to fluctuate more widely than stocks of more established companies.

NCG may make recommendations and take actions with respect to a particular client's account that may be the same as or may differ from the recommendations made or the timing or nature of action taken with respect to other client accounts. All such actions are based on NCG's assessment of what is best for the individual client account and no strategy or category of accounts is favored over others. For example, NCG will generally sell a security out of the accounts using the Small Cap strategy when the security reaches a market capitalization that NCG believes is not "small cap". Because the reason for the sale was not related to the investment merits of the security itself, NCG will sometimes then purchase the same security into the accounts using its SMID strategy, which has a higher market capitalization limit.

## **Item 13      Review of Accounts**

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NCG's portfolio managers receive and review daily and monthly reports concerning client accounts, including information on holdings, cash, portfolio characteristics, sector weights, and performance attribution. Client accounts are also monitored by our compliance department daily for consistency with client restrictions. Periodically client accounts are compared to the weights in the investment product model.

NCG issues quarterly written reports to clients. These reports generally contain a list of securities, transactions, investment results and performance commentary. The information in our reports

may vary from custodial data based on accounting procedures, reporting dates, or valuation methodologies.

## Item 14 Client Referrals and Other Compensation

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Other than the use of client commissions that benefit NCG discussed in Item 12, NCG does not receive an economic benefit relating to its providing advisory services from anyone other than its clients.

## Item 15 Custody

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NCG has authority to debit fees directly from some of its client accounts. For this reason only, we are deemed to have custody of client funds.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. NCG urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Clients should contact NCG with any questions about their statements or if their custodian stops sending at least quarterly statements.

## Item 16 Investment Discretion

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NCG accepts discretionary authority to manage the assets in the client's account upon execution of the applicable investment management agreement with the client. We observe investment limitations and restrictions that are outlined in each account's investment management agreement.

## Item 17 Voting Client Securities

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If requested to do so by clients, NCG votes through a third-party proxy voting service, the shares owned by clients according to its Proxy Voting Policies and Proxy Guidelines. The general principle of the Proxy Voting Policies is to vote any beneficial interest in an equity security prudently and solely in the best long-term economic interest of advisory clients and their beneficiaries considering all relevant factors and without undue influence from individuals or groups who may have an economic interest in the outcome of a proxy vote. In applying this general principle, the Proxy Voting Policies classify proxy vote issues into three categories: routine corporate administrative items, special interest issues, and issues having the potential for major economic impact. Once each matter is analyzed and identified as belonging to a particular category, a vote is cast according to the philosophy and decision guidelines developed for that category.

For routine corporate administrative matters, NCG is generally willing to vote with management. Examples of matters in this category include appointment or election of auditors and routine election or re-election of unopposed directors. With respect to special interest issues, NCG is generally opposed to special interest proposals that involve an economic cost to the corporation or

that restrict the freedom of management to operate in the best interest of the corporation and its shareholders.

For issues having the potential for major economic impact, NCG is generally not willing to vote with management on proposals that have the potential for major economic impact on the corporation and the long-term value of its shares. Accordingly, certain matters in this category, such as corporate defensive strategies and business combinations or restructuring, will be analyzed on a case-by-case basis and NCG will make its decision based on whether it believes a particular proposal enhances long-term economic value for shareholders.

If NCG determines that it has a conflict in connection with a particular proxy vote, , NCG will address the conflict by (1) adopting a policy of disclosing the conflict to clients and obtaining their consent before voting; (2) basing the proxy vote on pre-determined voting guidelines if the application of the guidelines to the matter presented to clients involved little discretion on the part of NCG; or (3) using the recommendations of an independent third party.

NCG will not vote proxies on client portfolio securities that the client has loaned to a borrower pursuant to any securities lending program in which the client may participate.

As a general matter, NCG will vote proxies in a client account consistent with its guidelines. If a client wishes to direct NCG how to vote on a particular matter, the client should contact NCG using the information set forth on page 1 for a discussion of that possibility.

NCG's Proxy Voting Policies and Proxy Guidelines are subject to the administration and oversight of the Proxy Voting Committee. The Proxy Voting Committee meets when necessary to discuss and determine the votes for issues that do not fall into one of the pre-defined categories, applying the general principle noted above. Subject to the oversight of the Proxy Voting Committee, an employee of NCG serves as the "Voting Delegate" in applying NCG's Proxy Voting Policies and Proxy Guidelines.

Clients may obtain a free copy of NCG's Proxy Voting Policies and Proxy Guidelines, and a record of votes cast with respect to their account, by contacting NCG at the address or telephone number provided on the cover page of this document.

Clients that have chosen to not have NCG vote their proxies should arrange with their transfer agent or custodian to receive such proxies directly from them.

## Item 18 Financial Information

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

## Privacy Notice

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Next Century Growth Investors, LLC respects your right to privacy. We also know that you expect us to conduct and process your business in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you.



**What we collect**

In the course of establishing a client relationship and in our ongoing dealings with you as a client, we may obtain nonpublic personal information about you. Personal information we collect includes information about you, such as your name, address, tax identification number and e-mail address. We also collect information about your transactions with us and with the service providers to your account.

**Where we get the information**

The personal information we collect about you comes primarily from the account opening documents you complete. We also may receive information about you from other companies that provide services to you, such as your custodian.

**To whom we disclose the information**

We do not sell any nonpublic personal information about you or any of our former clients to any third parties. We do not disclose nonpublic personal information about you or any of our former clients to any other businesses for the purposes of marketing or business leads. We do not disclose any nonpublic public information about you or any of our former clients, except as required or permitted by law.

We may provide personal information to third party service providers when it is essential for the servicing of your account (i.e., transactional services). We may disclose such information to other third parties when it is necessary for the conduct of our business, where disclosure is required by law, or where you have authorized or directed us to do so. Where appropriate, we will subject such disclosures to confidentiality agreements.

**Protecting your confidential information**

Your information is protected in various manners. To protect information about you, we restrict access to nonpublic personal information to those employees and authorized agents who need to know the information in order to provide services to you. All employees are subject to a policy regarding confidentiality. Employees who violate our privacy policy are subject to disciplinary process. In addition our internal systems are secured through encryption technology, passwords and physical safeguards. We strive to maintain the confidentiality of your account and any other personal information.

If you have any questions about how we protect and safeguard your nonpublic personal information, please contact us at number provided on the cover page of this document.