

Hillview Capital Advisors, LLC

Part 2A of Form ADV

The Brochure

170 N. Radnor Chester Road, Suite 150
Radnor, PA 19087
(484) 708-4740
www.hillviewcap.com

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This brochure provides information about the qualifications and business practices of Hillview Capital Advisors, LLC (“HCA” or the “Registrant”). If you have any questions about the contents of this brochure, please contact us at 484-708-4740. 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 HCA is also available on the SEC’s website at:
www.adviserinfo.sec.gov.

Item 2. Material Changes

HCA's most recent update to Part 2 of Form ADV was made in March 2011. HCA's business activities have not changed materially since the time of that update.

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Item 4. Advisory Business

Hillview Capital Advisors was founded in April of 1999 and is owned by David Spungen and Jonathan Hochberg. As of 12/31/2011 the Registrant managed \$1,306,384,295 on a discretionary basis on behalf of 82 clients.

The Registrant is an investment adviser providing financial planning and investment management services to individuals, collective investment vehicles (including limited partnerships), pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities. The Registrant offers its services on a fee basis with fees based on assets under management. Prior to engaging the Registrant to provide any of the foregoing investment advisory services, the client will be required to enter into one or more written agreements with the Registrant setting forth the terms and conditions under which the Registrant shall render its services (collectively the "Agreement").

The Registrant offers advice on various types of investments but intends to primarily allocate its client's investment management assets, on a discretionary and/or non-discretionary basis, among mutual funds, ETF's, private investment partnerships, and *Independent Managers* (as defined below) in accordance with the investment objectives of the client. Registrant serves as the general partner or investment manager of Hillview Special Opportunities Fund, Hillview Global Alpha Fund, LP and Hillview Global Alpha Fund Offshore, Ltd, (collectively "the Funds") which are private funds-of-funds. Registrant recommends that certain clients allocate a portion of their assets to the Funds, subject to the client's overall investment objectives. Pooling client assets in the Funds enables Registrant to make investments with *Independent Managers* and in private investment partnerships in which individual clients may not otherwise be able to access (e. g. due to high minimum

investments).

The client may make additions to and withdrawals from the account at any time, upon five (5) days notice, subject to the usual and customary securities settlement procedures. However, assets allocated to a *Fund* may be withdrawn only in accordance with the offering memorandum for such *Fund*. The Registrant designs its portfolios as long-term investments and asset withdrawals may impair the achievement of a client's investment objectives.

Additions to a client account may be by check, via wire, or securities, provided the Registrant reserves the right to liquidate any transferred securities, or decline to accept particular securities into a client's account. The Registrant may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or taxes.

The Registrant's clients are advised to promptly notify the Registrant if there are ever any changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon the Registrant's management services.

Neither the Registrant nor the client may assign the Agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of the Registrant shall not be considered an assignment.

The Funds

The Registrant is the General Partner of Hillview Special Opportunities Fund, LP ("*Special Opportunities*"), and Hillview Global Alpha Fund, LP ("*Alpha*") and is the investment manager of Hillview Global Alpha Fund Offshore, Ltd. ("*Alpha Offshore*") (together, the "*Funds*"). The *Funds* seek to achieve their objectives by investing their assets in other collective investment vehicles or by allocating assets to separate account managers. Interests in the *Funds* are privately offered pursuant to Regulation D under the Securities Act of 1933, as amended. The Registrant is also the Sole Partner of Hillview Global Healthcare Fund, L.P. ("*Healthcare*"). *Healthcare* is not open to new investors.

Special Opportunities is a Delaware limited partnership that currently relies on an exemption from registration under the Investment Company Act of 1940, as amended (the "*Company Act*") that is available to investment partnerships whose partnership interests are owned exclusively by "qualified purchasers" (as defined in the *Company Act*). *Special Opportunities* seeks capital appreciation with attractive risk-adjusted returns. *Special Opportunities*' strategy is to achieve capital appreciation with attractive risk-adjusted returns by investing its assets in a multimanager format with third-party managers through collective investment vehicles and managed accounts. Participation as an investor of *Special Opportunities* shall be restricted to the Registrant's clients that qualify as further described in the fund's offering documents. The Registrant shall not receive any additional fees for its services as General Partner.

Alpha, a Delaware limited partnership, and *Alpha Offshore*, a Cayman Islands exempted company, currently rely on an exemption from registration under the *Company Act* that is available to investment funds whose interests are owned exclusively by "qualified purchasers" (as defined in the *Company Act*). The investment objective of the *Alpha* and *Alpha Offshore* funds is to achieve long-term capital appreciation through exposure to multiple types of equity strategies, including domestic, international (developed and emerging markets) and global strategies. *Alpha* and *Alpha Offshore* aim to achieve their objective by investing with investment managers who will be investing in separately managed accounts, commingled funds or investment partnerships. Participation as an investor in *Alpha* and *Alpha Offshore* are open to Registrant's clients who are "qualified purchasers" and Registrant shall not receive, from these Shareholders, any additional fees for its services as General Partner. *Alpha* and *Alpha Offshore* are also open to Shareholders who are not

existing clients of the Registrant, but who are “qualified purchasers”. Shareholders who are not clients are subject to the Incentive Allocation and the Management Fee described in each offering document.

Healthcare is a Delaware limited partnership established in reliance on an exemption from registration under the *Company Act* available to investment partnerships whose partnership interests are owned exclusively by “qualified purchasers”. Registrant is the Sole Partner in *Healthcare*. *Healthcare* has no active managers and is not open to new investors.

Clients that invest in a Fund will bear the expenses of the Fund. The Registrant may, however, in its capacity as general partner and/or investment adviser to the Funds, recapture from the *Funds* certain expenses incurred by Registrant in connection with research and due diligence by the principals and employees of the Registrant including, without limitation, a portion of the compensation of the principals and employees of the registrant who perform research and due diligence for the Registrant as well as research and due diligence related travel expenses. Such expenses would have otherwise been borne by the Registrant if the assets were managed outside the *Funds*.

All relevant information, terms and conditions relative to the *Funds*, including the investment objectives and strategies, minimum investments, qualification requirements, suitability, Fund expenses, risk factors, and potential conflicts of interest, are set forth in the offering documents (which typically include confidential private offering memorandum, Limited Partnership Agreement, and Subscription Agreement, which each investor is required to receive and/or execute prior to being accepted as an investor in a Fund.

Item 5. Fees and Compensation

Pursuant to the *Agreement*, clients pay Registrant an annual fee based on a percentage of the market value of the assets being managed by the Registrant. The Registrant may provide certain of its clients with comprehensive financial planning and consulting services (which may include other non-investment related matters) as part of its investment management services. As discussed in response to Item 12 - Brokerage Practices, the Registrants’ annual fee is exclusive of, and in addition to custody charges, brokerage commissions, transaction fees, fees payable to 3rd parties for electronic access to portfolio information and other related costs and expenses which shall be incurred by the client. However, the Registrant shall not receive any portion of these commissions, fees and costs (other than in the form of reimbursements). The Registrant’s annual fee shall be prorated and charged monthly, as set forth in the *Agreement*, in arrears, based upon the market value of the assets on the last day of the previous month. While the Registrant does not generally accept accounts less than \$10,000,000, where it does it may charge an annual fee up to 1% of the market value of the assets under management. For Accounts with a market value of at least \$10,000,000 the annual fee varies (between 0.50% and 0.75%) depending upon the market value of the assets under management and the type of investment management services to be rendered, incrementally, as follows:

PORTFOLIO VALUE		ANNUAL FEE
First \$10,000,000		0.75%
\$10,000,001 - \$20,000,000		0.65%
Above \$20,000,000		0.50%

The Registrant generally imposes a minimum annual fee of \$50,000 for its investment management services. The Registrant, in its sole discretion, may negotiate to waive its stated account minimum

or charge a lesser management fee based upon certain criteria. In addition, the Registrant has full discretion to waive fees in certain circumstances (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts (employee & employee spouse accounts), account composition, pre-existing client, account retention, *pro bono* activities and such other factors that Registrant determines in its discretion).

Clients may incur certain charges imposed by the Financial Institution(s) and other third parties such as custodial fees, charges imposed directly by a mutual fund or exchange traded fund, which shall be disclosed in the fund's prospectus (e. g., fund management fees and other fund expenses), deferred sales charges, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, clients may incur brokerage commissions and transaction fees. Furthermore, client assets that are allocated to private investment partnerships and to *Independent Managers* will be subject to management fees, performance fees and other expenses charged by such funds and investment managers. Client assets allocated to a *Fund* will bear the expenses charged by the *Fund*. Such charges, fees and commissions are exclusive of, and in addition to, the Registrant's fee.

The Registrant's investment management fee is generally inclusive of any investment-related consulting services. For the non-investment management clients and investment management clients that require a disproportionate amount of consulting services, the Registrant may charge a separate fee for investment-related consulting services. In these circumstances, an additional hourly or fixed fee shall be agreed upon prior to rendering the consulting services.

For the initial month of investment management services, the first month's fees shall be calculated on a *pro rata* basis. The Agreement between the Registrant and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. The Registrant's annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner.

The Registrant may provide certain of its clients with comprehensive financial planning and consulting services (which may include other non-investment related matters) as part of its investment management services. The Registrant generally will not charge a separate fee for these services.

Item 6. Performance Based Fees and Side-by-Side Management

The Registrant does not charge any performance fees.

Item 7. Types of Clients

The Registrant provides investment supervisory services and financial planning services, to individuals, collective investment vehicles (including limited partnerships), pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities. As a condition for starting and maintaining a relationship, the Registrant shall generally impose a minimum annual fee of \$50,000. This minimum fee may have the effect of making the Registrant's service impractical for clients, particularly those with portfolios less than \$10,000,000 under the Registrant's management. The Registrant, in its sole discretion, may waive its minimum annual fee based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities and such other factors that the Registrant

determines in its discretion. In addition, the Registrant, in its sole discretion, may aggregate related accounts, such as accounts related by personal or organizational relationships.

Clients who allocate assets to the *Funds* are required to satisfy the suitability criteria set forth in the offering memorandum for such *Fund*. The minimum investment in the *Funds* is \$500,000, subject to the discretion of the Registrant to accept lesser amounts.

Additionally, certain *Independent Manager(s)* may impose more restrictive account requirements and varying billing practices than the Registrant. In such instances, the Registrant may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Manager(s)*.

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

The Registrant manages client assets, not through a specific trading strategy, but through *Independent Managers* and a proprietary asset allocation framework. This asset allocation framework begins with the evaluation of near, mid and long-term investment goals. Allocations are then made to asset classes and managers based on their ability to meet these needs. Allocations may be adjusted from time to time due to market conditions, new opportunities or other variables. Any factor that may impact returns is taken into account at each stage of the process.

Forward looking returns for broad asset classes (fixed income, public equity and alternatives) are developed based upon a forward-looking building block approach, which seeks to isolate the expected sources of return (yield, growth, valuation change, manager value added). Risks are assessed and assigned, with history used as a guide only, and adjusted for the current environment and for “worst case” downsides. In addition to viewing allocations along asset class lines, they are also viewed along a duration perspective, grouping often dissimilar assets into functional groupings (short-term – preservation, medium term – growth and income, long term – growth). Allocations are then made to asset classes and *Independent Managers* based on their ability to contribute meaningfully to a portfolio’s return, or its risk reduction. These allocations are dynamic and flexible, capable of adjusting over time in response to changing risks, return expectations, and opportunities. They are periodically modified to take advantage of new opportunities that arise or to take into account the emergence of niche manager skills. Taxes, liquidity and expenses are taken into consideration at each stage of the process and before making each investment decision, which can have a material impact on the overall returns.

Analyses on prospective and existing Independent Managers include but are not limited to trailing period returns, trailing period standard deviations, historical performance as well as drawdown, correlation and statistical analyses. All relevant benchmarks / indices and similar strategies are included in these analytics for comparative purposes. The Registrant also employs a robust due diligence program to evaluate prospective and existing Independent Managers which includes but is not limited to on-site visits and quarterly and annual questionnaires requesting operational and compliance related information and documentation. Based upon this initial and ongoing investment research, “bottom up” views on asset classes and strategies formulated from meetings with current and prospective managers are combined with “top down” views on macro factors to develop asset allocation views. The investment committee then takes those views, and translates them into three model portfolios; conservative, moderate and aggressive. Changes to those portfolios are communicated to clients broadly, and adjusted to a client’s specific circumstances and investment objectives.

All relevant information, terms and conditions relative to the *Funds*, including the investment objectives and strategies, minimum investments, qualification requirements, suitability, Fund expenses, risk factors, and potential conflicts of interest, are set forth in the offering documents

(which typically include confidential private offering memorandum, Limited Partnership Agreement, and Subscription Agreement, which each investor is required to receive and/or execute prior to being accepted as an investor in a Fund.

Investing in securities involves the risk of loss which investors should be prepared to bear. Other risks may include but are not limited to:

Underperformance – HCA's judgments about the attractiveness, value and potential returns of a particular asset class, strategy or pooled investment vehicle may be incorrect and there is no guarantee that investments will perform as anticipated. The value of an investment can be more volatile than the market as a whole.

Management Risk – HCA's asset allocation plan may not meet all of a client's investment objectives.

General Market Risk - The day-to-day potential for an investor to experience losses from fluctuations in securities prices.

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 an evaluation of the firm or the integrity of the firm's management.

HCA has no legal or disciplinary events to report.

Item 10. Other Financial Industry Activities and Affiliations

HCA is the general partner of Hillview Global Alpha Fund, LP and Hillview Special Opportunities Fund, LP, and the investment adviser to Hillview Global Alpha Offshore, Ltd. (See Item 3 - *Advisory Business*, pg.3 for more detailed information regarding the *Funds*).

HCA and its employees do not have any affiliations with other financial services companies that pose material conflicts of interest.

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

The Registrant does not buy nor sell for itself securities that it also recommends to clients. However, persons associated with the Registrant ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with the Registrant's policies and procedures.

The Registrant has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). In accordance with Section 204A of the Advisers Act, its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Registrant or any of its associated persons. The Code of Ethics also requires that certain of the Registrant's personnel (called "Access Persons") report their personal securities holdings on an

annual basis and report personal securities transactions on a quarterly basis as well as obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in the Registrant's Code of Ethics, none of the Registrant's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale on behalf of any of the Registrant's clients, until a decision has been made not to purchase or sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments; (iii) shares issued by open-ended mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds. The Registrant, in its normal course of business, does not generally trade individual equity and debt securities directly in client accounts. However, in certain circumstances upon client request, the Firm may purchase or sell specific individual securities on behalf of clients. The Firm currently affects trades of mutual funds and exchange traded funds in client accounts. Clients may contact the Registrant to request a copy of its Code of Ethics.

Item 12. Brokerage Practices

Selection of Broker-Dealers

Except in limited circumstances in which the client directs the Registrant to execute securities transactions, or in which the implementation of a client portfolio may dictate the execution of securities transactions, the Registrant generally does not select the broker-dealer that executes client securities transactions. In these limited circumstances, the Registrant generally uses *Fidelity* to execute securities transactions. The Registrant also uses *Fidelity* to custody client assets, including those allocated to the *Independent Manager(s)*. Through this relationship, the Registrant uses the brokerage services of *National Financial Services, LLC*. The *Funds'* assets are custodied at *JP Morgan Chase* and *Global Alpha* and *Global Alpha Offshore* specifically use the brokerage services of *Merlin Securities*, an introducing broker who also provides trading services, account reconciliation and prime brokerage reporting services.

Typically the *Independent Manager(s)* are responsible for ensuring that clients get "best execution" because the *Independent Manager(s)* are responsible for the day-to-day investment decisions in client accounts. In seeking best execution, the determinative factor is generally not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received by Registrant. While the Registrant will seek to ensure *Fidelity* and *Merlin Securities* provide competitive "best execution" rates, the lowest possible commission rates may not be obtained for client transactions. Factors which the Registrant considers in selecting and recommending *Fidelity* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged by *Fidelity* and *Merlin* may be higher or lower than those charged by other broker-dealers. The brokerage commissions and/or transaction fees charged by *Fidelity* and *Merlin* or any other designated broker-dealer are exclusive of and in addition to the Registrant's fee.

The Registrant receives from *Fidelity* and *Merlin*, without cost, computer software and related systems support, which allow the Registrant to better monitor client accounts. The Registrant may receive the software and related support without cost from Fidelity because the Registrant renders investment management services to clients that, in the aggregate, maintain a certain level of assets at Fidelity.

Fidelity enables the Registrant to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. Additionally, the Registrant may receive the following benefits from *Fidelity* through the Fidelity Institutional Wealth Services: receipt of duplicate client confirmations and duplicate statements; access to a trading desk that exclusively services its Institutional Wealth Services participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Directed Brokerage

The client may direct the Registrant in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and the Registrant will not seek better execution services or prices from other broker-dealers for execution through other broker-dealers with orders for other accounts managed by the Registrant (as described above). As a result, the client may not receive best execution, may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. The Registrant may decline a client's request to direct brokerage if, in the Registrant's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Soft Dollars

Registrant may enter into soft dollar arrangements with broker-dealers. Soft dollar arrangements arise when an investment adviser obtains products and services, other than securities execution, from a broker-dealer in return for directing client securities transactions to the broker-dealer. When engaging in soft dollar transactions, the Registrant intends to comply with the safe harbor requirements of Section 28(e) of the Securities Exchange Act of 1934, as amended. Under this provision, in exercising its discretionary authority to select or arrange for the selection of brokers for execution of transactions for its clients, and, subject to its duty to obtain best execution, the Registrant may consider the value of research and brokerage and research products and services (collectively, "Research") provided by such broker-dealers. Research may include, among other things, proprietary research from broker-dealers, which may be written or oral. Research products may include, among other things, databases and quotation services. Research services may include among other things, research concerning the market, economic and financial data, a particular aspect of economics or on the economy in general, statistical information, pricing data and availability of securities, financial publications, electronic market quotations, performance measurement services, analyses concerning specific securities, companies, industries or sectors, market, economic and financial studies and forecasts, appraisal services, and invitations to attend conferences or meetings with management or industry consultants. Such Research generally will be used to service all of the Registrant's clients, but brokerage commissions paid by one client may be used to pay for Research that is not used in managing that client's portfolio. The receipt of investment Research products and/or services as well as the allocation of the benefit of such Research products and/or services poses a conflict of interest.

Generally, the Registrant will request that the Independent Managers that are allocated assets from *Alpha* and *Alpha Offshore* trade such assets through Merlin Securities, LLC to the extent practicable. Many of these trades will generate "soft dollar" credits for *Alpha* and *Alpha Offshore* which may be used by the Registrant to pay for research products and services, the use of which may benefit all clients of Hillview, not just *Alpha* and *Alpha Offshore*. The brokerage commissions

charged by Merlin Securities, LLC may be higher or lower than the brokerage commission that would be charged by another broker for the same transaction.

Item 13. Review of Accounts

For those clients to whom the Registrant provides investment supervisory services, the Registrant monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom the Registrant provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis and may receive reports from the Registrant summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by the Registrant. Such reviews are conducted by one of the Registrant’s investment advisory employees qualified to provide investment advisory services. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the Registrant and to keep the Registrant informed of any changes. The Registrant shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom the Registrant provides investment advisory services will also receive a report from the Registrant that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis, unless agreed otherwise.

Item 14. Client Referrals and Other Compensation

If a client is introduced to the Registrant by either an unaffiliated or an affiliated solicitor, the Registrant may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 under the Advisers Act. Any such referral fee shall be paid to the solicitor based on a percentage of the overall assets investment management fee paid to Registrant by the solicited client, and shall not result in any additional charge to the client.

Item 15. Custody

All clients’ accounts are held in custody by unaffiliated broker/dealers or banks, but HCA can access many clients’ accounts through its ability to debit advisory fees. For this reason HCA is considered to have custody of client assets. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by HCA.

Additionally, HCA’s role as general partner to the *Funds* (See Item 9 – *Other Industry Activities and Affiliations*, pg.7 for more detailed information) enables it to access Fund assets and HCA has developed procedures that ensure the safeguarding and protection of the assets. Such procedures include among other things, maintaining the *Funds’* assets with an independent custodian, the separation of functions, and signatory approvals for certain types of distributions.

The *Funds* are subject to an annual audit completed by an independent public accounting firm that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board and the audited financial statements are distributed to each Investor. The audited financial statements are prepared in accordance with generally accepted accounting principles, issued with an unqualified opinion, and distributed within 180 days of the Funds' fiscal year ends.

Item 16. Investment Discretion

HCA's client Agreement generally provides for full discretionary authority over client assets. The Registrant will also recommend that clients authorize the active discretionary management of a portion of their assets by and/or among certain *Independent Managers*, based upon the stated investment objectives of the client. The terms and conditions under which the client shall engage the *Independent Manager(s)* shall be set forth in the written agreements between (1) the client and the Registrant or (2) either the Registrant or client and the designated *Independent Manager(s)*. Clients will be provided with the specific fees such manager will charge for their services. The Registrant shall continue to render advisory services to the client relative to the ongoing monitoring and review of account performance, for which the Registrant shall receive an annual advisory fee (described above) which is based upon a percentage of the market value of the assets being managed by the designated *Independent Manager(s)*. Factors that the Registrant shall consider in recommending *Independent Manager(s)* include the client's stated investment objective(s), the investment manager's management style, performance, reputation, financial strength, reporting and pricing policies. The investment management fees charged by the designated *Independent Manager(s)*, together with the fees charged by the broker-dealer/custodian of the client's assets, are exclusive of, and in addition to, the Registrant's investment advisory fee set forth above.

The Registrant also may render non-discretionary investment management services to the client relative to: (1) variable life/annuity products that they may own, and/or (2) their individual employer-sponsored retirement plans. In so doing, the Registrant either directs or recommends the allocation of client assets among the various mutual fund subdivisions that comprise the variable/life annuity product or the retirement plan. The client assets shall be maintained at either the specific insurance company that issued the variable life/annuity product which is owned by the client, or at the custodian designated by the sponsor of the client's retirement plan.

Item 17. Voting Client Securities

Independent Managers generally have the authority to vote proxies solicited by and with respect to issuers of securities held in allocated accounts managed by such *Independent Managers*.

The Registrant may also vote proxies on behalf of its clients, as provided for in the Registrant's client agreement. When the Registrant accepts such responsibility, it will cast proxy votes only in a manner consistent with the best interest of its clients. Absent special circumstances, which are described in the Registrant's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in the Registrant's Proxy Voting Policies and Procedures, as they may be amended from time to time. At any time, clients may contact the Registrant to request information about how Registrant voted proxies for that client's securities or get a copy of the Registrant's Proxy Voting Policies and Procedures. A brief summary of the Registrant's Proxy Voting Policies and Procedures are as follows:

- The Chief Compliance Officer will generally vote proxies in the best interests of Registrants'

clients, ensuring that proxies are submitted in a timely fashion, according to the Registrant's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.

- Although the Proxy Voting Guidelines are to be followed as a general policy, certain issues will be considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, the Registrant shall devote an appropriate amount of time and resources to monitor these changes.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that the Registrant maintains with persons having an interest in the outcome of certain votes, the Registrant will take appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Item 18. Financial Information

HCA has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.

Item 19. Requirements for State-Registered Advisors

HCA is registered with the Securities and Exchange Commission and therefore this section is not applicable to HCA.