

Modern Asset Management

Brochure

Form ADV - Part 2A Information

**Modern Asset Management, LLC
1120 Ave of the Americas - Ste 1506
New York, NY 10036**

**modernasset.com
slawless@modernasset.com**

March 14 2013

This brochure provides information about the qualifications and business practices of Modern Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at 646 792-1990 or slawless@modernasset.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any states securities authority.

Additional information about Modern Asset Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

This section entitled “Item 2 Material Changes” is used to provide clients with a summary of new and updated material information. Consistent with newly amended rules, Modern Asset Management, LLC will inform clients of material changes within 120 days of the close of Modern Asset Management LLC’s business fiscal year. Modern Asset Management, LLC will also provide clients with other interim disclosures about material changes as necessary. There were no material changes since the last version of the Form ADV Part 2A brochure dated March 27th, 2011 are the following:

Table of Contents

	Page
Cover Page	1
Material Changes.....	2
Table of Contents	3
Item 4 Advisory Business	4
Item 5 Fees and Compensation.....	5
Item 6 Performance Based Fees and Side-By-Side Management.....	6
Item 7 Types of Clients.....	7
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9 Disciplinary Information.....	13
Item 10 Other Financial Industry Activities and Affiliations	13
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	13
Item 12 Brokerage Practices	15
Item 13 Review of Accounts	18
Item 14 Client Referrals and Other Compensation.....	19
Item 15 Custody.....	19
Item 16 Investment Discretion	20
Item 17 Voting Client Securities.....	20
Item 18 Financial Information.....	22

Item 4 - Advisory Business

Modern Asset Management, LLC ("MAM") is an SEC Registered Investment Adviser formed in 2006. The firm is headquartered and maintains its sole office in New York, NY. MAM provides customized investment management services to clients, incorporating both traditional and non-traditional asset classes. MAM's focus is to construct portfolios within client constraints utilizing asset classes with low correlations to each other with the goal of enhancing the risk/return profile of the client's portfolio. MAM is 100% owned by Artemis US II, LLC.

Advisory Services to Separate Managed Accounts

MAM furnishes investment supervisory services to clients on a discretionary basis by providing investment advice based on the client's needs. MAM's clients consist principally of high net worth individuals, medium-sized financial institutions, corporate and professional investors and charitable and other similar institutions. MAM develops an investment strategy and investment guidelines following a review of the client's overall financial situation and any investment restrictions that may be imposed to a client's account, as well as the client's financial and personal objectives or specific investment goals.

MAM also provides investment advisory services where a client of MAM can have access to unaffiliated, third-party traditional and alternative investment manager firms. As part of these services, MAM assists the client with the development of their investment objectives and provides investment recommendations based on the objectives and investment preferences, restrictions and guidelines a client may impose on their separate managed account. The composition of the investment portfolio is based on a model portfolio provided by third party investment managers. MAM conducts overall due diligence of recommended third party investment managers and provides periodic reports to clients regarding their investments.

MAM may also recommend an investment in pooled investment vehicles managed by unaffiliated third party investment managers. In such cases, the fees charged by those investment managers and vehicles, including management, servicing and distribution fees, may be in addition to the compensation charged by MAM for managing a client's assets.

As of February 29th, 2013, MAM manages \$ 76,989,601 in client assets on a discretionary basis.

Item 5 - Fees and Compensation

Management Fees on Separate Managed Accounts

MAM's fees for its investment advisory services are computed as a percentage of assets under management and are negotiable. For fixed income account management, MAM's management fees currently range between 0.20% and 0.35%. For equity managed accounts, aggregate fees payable to MAM and the third party investment managers in connection with MAM's investment advisory services are currently expected to range between .50% and 1.25% of assets under management with the fee split between MAM and the third party investment manager.

Fees are calculated monthly in arrears based on the average market value of the separate managed account during the period and deducted from the account upon receipt of an invoice by the custodian on a quarterly basis. MAM shall provide clients with a duplicate invoice reflecting the amount of any fees due for a given period, simultaneously with the giving of such invoice to the custodian. In accordance the investment advisory agreement, clients will hereby direct the custodian to pay such invoices upon receipt. The amount deducted from the account for any advisory fee will also be shown as a disbursement on any account statement given to clients by the custodian.

Fees are paid in arrears and not in advance of the billing period. A client's investment advisory agreement is generally terminable at the option of either MAM or the client effective upon the receipt of at least 30 days' written notice. If the account is opened during a month, the advisory fee shall be prorated to reflect the number of days the account has not been opened. If the account is closed during a month, a pro rata portion of any management fee based on the number of days that the account was opened shall be levied and payable by the client.

Fees charged to clients are exclusive of custodian fees, third party mutual funds, exchange traded funds or other pooled investment fees or expenses, in the event such vehicles are utilized. MAM's separate managed accounts may hold third party private funds recommended by MAM. These funds may separately charge an incentive or other fees to clients of MAM who are also investors in the fund. These fees are charged directly to MAM's client from the fund and are separate and distinct to the management fees charged by MAM.

For equity separate managed accounts, MAM has arranged to trade through J.P. Morgan Securities on its electronic trading platform at a negotiated commission rate. MAM will continue to review the professional capability and the value and quality of their services from J.P. Morgan Securities.

For fixed income separate managed accounts, while MAM selects broker-dealers primarily on the basis of execution capabilities, there are no explicit commissions charged on over the counter fixed income transactions rather there is a market spread between the bid side

(the price at which securities are generally sold) and the offered side (the price at which securities are generally bought) that compensates the broker-dealer. MAM in its discretion may use broker-dealers for effecting a transaction in excess of the amount another broker-dealer would have charged for effecting that transaction. This may be done when MAM has determined in good faith that the bid/ask spread is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer to MAM.

MAM generally does not accept instructions for the direction of brokerage from clients. In cases where a client may request that MAM direct all or a portion of brokerage commissions to a specific broker-dealer, MAM may not be able to freely negotiate commission rates or select broker-dealers on the basis of best available price and most favorable execution. In addition, transactions for separate managed accounts directed in this manner may not be aggregated for execution with transactions in the same securities for other clients. MAM may execute directed transactions after executing transactions in the same security for other clients who do not specify a particular broker-dealer. As a result, clients may have to pay higher commissions or receive a less favorable net price than would be the case if MAM were authorized to choose the broker dealer through which to execute transactions for the separate managed account.

Reference Item 12 for additional information regarding brokerage transactions and costs.

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

Performance-based fees are not charged by MAM or any of its Supervised Persons. MAM has implemented policies and procedures addressing the allocation of investment opportunities that are intended to be fair and equitable to all clients of MAM with no particular group or client(s) being favored or disfavored over any other clients. MAM's policy prohibits any allocation of investment opportunities in a manner that any particular client(s) or group of clients receives more favorable treatment than other client accounts. MAM's Chief Compliance Officer periodically reviews separate managed accounts for trade allocation and other issues. Any conflicts between the separate managed accounts that appear inappropriate will be addressed accordingly.

Reference Item 12 for additional detailed information regarding policies and procedures addressing allocations of investment opportunities

Item 7 - Types of *Clients*

MAM may provide investment advice to individuals, banks and thrift institutions, trusts, estates and charitable organizations, corporations or other business entities. The minimum account size for clients to open and maintain a separate managed account is 5 million, which is negotiable.

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

MAM's method of analysis in formulating investment advice includes fundamental, technical and cyclical analysis. MAM reviews fundamental factors including valuation metrics, growth prospects, cash flow analysis, yield spreads and other measures to determine the relative attractiveness of each asset class under consideration. This is combined with a review of technical metrics including market indices moving averages, over bought and oversold indicators, key resistance levels and other technical indicators. Cyclical analysis is also emphasized; careful attention is paid to the current phase of the economic cycle and forward looking trends – is the economy expanding or contracting, is it an inflationary or deflationary environment? The combination of all three types of analysis form MAM's view on the prospective range of investment returns available within each asset class.

The main sources of information that MAM uses to formulate investment advice include financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission and company press releases.

The investment strategies used to implement any investment advice given to clients includes long term purchases and short term purchases (securities sold within one year), trading (securities sold within 30 days) and short sales. For certain separate managed accounts, MAM also provides investment advice based on a model portfolio provided by third party investment managers.

Investments in separate managed accounts entail substantial risks and there can be no assurance that the investment objectives of the separate managed account will be achieved. All investments in securities and other financial instruments risk the loss of capital. MAM believes that the separate managed account investment strategies will moderate this risk through a careful selection of securities and other financial instruments but there is no guarantee or representation is made that the separate account management will be successful.

MAM may utilize a range of different investment strategies depending on the risk/return profile of the client. The associated risks will vary depending upon which investment strategies are employed but they may utilize aggressive trading and investment techniques that involve substantial risks to the client's portfolio associated with, but not limited, to the following:

- *Municipal Market Volatility:* Municipal securities can be significantly affected by political changes as well as uncertainties in the municipal market related to taxation, legislative changes or the rights of municipal security holders. Because many municipal securities are issued to finance similar projects, especially those relating to education, health care, transportation, and utilities, conditions in those sectors can affect the overall municipal market. The municipal securities may be backed by current or anticipated revenues from the specific project which can be negatively affected by the discontinuance of the taxation supporting such project or

the inability to collect revenues from the project. In addition, changes in the financial condition of an individual municipal insurer can affect the overall municipal market. Further, in many cases, state or municipal agencies issue securities without the backing of the states and municipalities themselves, resulting in significant credit risk.

- *Equity Securities Risk:* The risk that the prices of equity securities held by the portfolio may fall over short or extended periods of time. Equity securities have greater price volatility than fixed income instruments. The value of a portfolio that invests principally in stocks will fluctuate as the market price of its investments increases or decreases.
- *Foreign Securities/Emerging Markets Risk:* Investments in foreign securities are generally considered riskier than investments in U.S. securities. Investments in foreign securities may lose value due to unstable international political and economic conditions, fluctuations in currency exchange rates, lack of adequate company information and other factors. The prices of securities in emerging markets can fluctuate more significantly than the prices of securities of companies in more developed countries. The less developed the country, the greater affect the risks may have in an investment, and as a result, an investment may exhibit a higher degree of volatility than either the general domestic securities market or the securities markets of developed foreign countries.
- *Interest Rate Changes:* Debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Securities with longer maturities can be more sensitive to interest rate changes. In other words, the longer the maturity of a security, the greater the impact a change in interest rates could have on the security's price. In addition, short-term and long-term interest rates do not necessarily move in the same amount or the same direction. Short-term securities tend to react to changes in short-term interest rates, and long-term securities tend to react to changes in long-term interest rates.
- *Short Sales:* Certain strategies may engage in short sales. A short sale involves the sale of a security that the portfolio does not own in the expectation of purchasing the same security at a later date at a lower price. If the price of such securities instead increases, the portfolio may be forced to cover its short position at a higher price than the short sale price, resulting in a loss. To make delivery to the buyer, the portfolio must borrow the security and the portfolio is obligated to return the security to the lender, which is accomplished by a later purchase of the security by the portfolio. When the portfolio makes a short sale in the United States, it must leave the proceeds thereof with the broker and it must also deposit with the broker an amount of cash or U.S. government or other securities sufficient under current margin regulations to collateralize its obligation to replace the borrowed securities that have been sold. If short sales are traded on a foreign exchange, such transactions will be governed by local law. A short sale involves the risk of a

theoretically unlimited increase in the market price of the security sold short, which could result in an inability to cover the short position and a theoretically unlimited loss to the portfolio. In addition, a short sale involves the risk that borrowed securities will have to be returned to the lender at a time when such securities cannot be borrowed from other sources, potentially requiring the portfolio to close a short sale transaction at an inopportune time or under disadvantageous circumstances.

- *Leverage:* Certain strategies may borrow money in order to employ leverage. Additionally, strategies that use commodity futures contracts and other derivative financial instruments that have inherent leverage built into them. The use of leverage will expose the strategies to additional levels of risk including (i) greater losses from investments than would have been the case had the strategies not borrowed to make the investments; (ii) margin calls or changes in margin requirements that may force premature liquidations of investment positions; and (iii) amplified fluctuations in the market value of the portfolio.
- *Investments in Fixed Income Securities:* MAM will primarily trade, in its fixed income portfolios, in municipal bonds. Although it is expected that primarily all of such securities will be “investment grade” at the time of purchase, in certain cases such securities may at the time of purchase or thereafter be below “investment grade.” Fixed income securities held long in the portfolio may face ongoing uncertainties and exposure to adverse political, financial or economic conditions which could lead to the issuer’s inability to make timely interest and principal payments. The market values of lower rated debt securities may tend to reflect individual municipal developments to a greater extent than would higher rated securities, which react primarily to fluctuations in the general level of interest rates; lower rated securities tend to be more sensitive to economic conditions than are higher rated securities. It is likely that a major economic recession or an environment characterized by a shortage of liquidity could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn or liquidity squeeze could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.
- *Tax:* Although MAM intends to invest in “tax-exempt” securities, some portion, perhaps a significant portion, of the portfolio’s income will be subject to U.S. federal income tax or the state and local income tax of the jurisdiction(s) of residence of an investor.
- *Tax Exempt Securities:* Generally, purchases municipal securities whose interest, in the opinion of bond counsel, is free from federal income tax. None of the, MAM or the sub-advisor guarantees that this opinion is correct, and there is no assurance that the IRS will agree with bond counsel’s opinion. Issuers or other parties generally enter into covenants requiring continuing compliance with federal tax requirements to preserve the tax-free status of interest payments over the life of the

security. If at any time the covenants are not complied with, or if the IRS otherwise determines that the issuer did not comply with relevant tax requirements, interest payments from a security could become federally taxable, possibly retroactively to the date the security was issued. For certain types of structured securities, the tax status of the pass-through of tax-free income may also be based on the federal tax treatment of the structure.

- *Options:* Certain strategies may invest in options, which can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of your entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

Over-the-counter options generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The over-the-counter market for options is relatively illiquid, particularly for relatively small transactions, which the portfolio may use.

- *Futures Trading:* The prices of futures and options are highly volatile. Price movements of futures and options contracts are influenced by, among other things, changing supply and demand relationships, domestic and foreign governmental programs and policies, national and international political and economic events, interest rates and governmental monetary and exchange control programs and policies. Moreover, commodity exchanges limit fluctuations in commodity futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." During a single trading day, no trades may be executed at prices beyond the daily limit. Commodity futures prices have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the portfolio from promptly liquidating unfavorable positions and subject the portfolio to substantial losses.
- *Counterparty and Custodial Risk:* To the extent certain strategies invests in swaps, "synthetic" or derivatives instruments, repurchase agreements, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, the portfolio takes the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from those entailed in exchange-traded transactions which generally are supported by guarantees of clearing

organizations, daily market-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. In addition, there are risks involved in dealing with the custodians or brokers who settle portfolio trades particularly with respect to non-U.S. investments. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets of the portfolio and hence the portfolio should not be exposed to a credit risk with respect to such parties. However, it may not always be possible to achieve this segregation and there may be practical or timing problems associated with enforcing the portfolio rights to its assets in the case of an insolvency of any such party.

- *Commodity Brokers May Fail:* Under CFTC regulations, future commissions' merchants ("FCMs"), such as a commodity broker, are required to maintain customers' assets in a segregated account. MAM may invest client's assets in funds where this regulation is relevant. If MAM's commodity broker fails to do so, in the event of a commodity broker's bankruptcy, the client may be subject to a risk of loss of the overlay funds on deposit. In addition, under certain circumstances, such as the inability of another customer of the commodity broker or the commodity broker itself to satisfy substantial deficiencies in the other customer's account, the client may be subject to a risk of loss of its overlay assets on deposit with such commodity broker. In the case of any bankruptcy or customer loss, the client might recover, even with respect to property specifically traceable to the client, only a pro rata share of all property available for distribution to all of the commodity broker's customers.
- *Electronic Trading and Order Routing Systems:* MAM may trade through electronic trading systems provided by the FCMs. Trades placed by electronic means are governed by the terms of the relevant electronic brokerage trading agreements and by exchange rules. Trading through an electronic trading or order routing system exposes the portfolio to risks associated with system or component failure. In the event of system or component failure, the portfolio may not be able to enter new orders, execute existing orders, modify or cancel orders that were previously entered or determine the status of existing orders. Possible failure may result in duplicate orders, orders being executed that we did not enter, orders being lost in the system and similar events. This could result in financial losses to the portfolio. While there are safeguards against system and component failure, there is no guarantee that problems will not occur. Investors must also be aware that exchanges have adopted rules to limit their liability, the liability of FCMs and software and communication system vendors and the amount that may be collected for system failures and delays.
- *Lack of Diversification:* Some strategies will be concentrated in tax-exempt fixed income securities. The result of such concentration of investments is that a loss in such area of investment could significantly reduce the portfolio's capital. No

guarantee or representation is made that the strategies' trading program will be successful.

- **Limited Liquidity:** An investment in certain strategies is only suitable for investors if the investor is a sophisticated investor who has no need for current liquidity.
- **In-Kind Distributions:** Although MAM expects to liquidate all of the portfolio's investments prior to the termination of the account and distribute only cash to its clients, there can be no assurance that MAM will meet this objective. In addition, if significant withdrawals are requested, MAM may be unable to liquidate the portfolio's investments at the time such withdrawals are requested or may be able to do so only at prices which MAM or the sub-advisor believes do not reflect the true value of such investments and which would adversely affect the client as a limited partner. Under the foregoing circumstances, you may receive in-kind distributions, if permitted by law or by contract. Such securities and instruments may not be readily marketable or saleable and may have to be held by investors or by MAM in a trust for an indefinite period of time.
- **Access to Information:** Generally, MAM will provide investors with at least quarterly unaudited information regarding the portfolio's performance. MAM, however, may provide access to more frequent and/or more detailed information regarding the portfolio's securities positions, performance and finances. MAM will not be obligated to, and may not, provide such additional information.
- **Valuation:** To the extent that MAM directly or indirectly invests in securities or instruments for which market quotations are not readily available, the valuation of such securities and instruments will be determined by MAM, whose determination will be final and conclusive as to all parties. In addition, MAM may face a conflict of interest in determining the market value of the portfolio since MAM will be receiving a management fee and incentive allocation that is based upon market value and market value appreciation.

Item 9 - Disciplinary Information

Neither MAM nor any of its management persons have any legal or disciplinary events within the past ten years.

Item 10 - Other Financial Industry Activities and Affiliations

Neither MAM nor any of its management persons have any pending registrations as a broker dealer or a registered representative of a broker dealer or have any application pending registrations as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

MAM is a wholly owned subsidiary of Artemis US II LLC who is a wholly owned subsidiary of Artemis US II Corporation who is a wholly owned subsidiary of Morgan Lewis Holdings

LTD who is wholly owned by Mr. Miles Nadal. With the exception of the ownership and control relationships as described, MAM does not have any other relationship or arrangement that is material to its advisory business or its clients nor does MAM receive any compensation from any other investment adviser.

MAM is a related person of Somerset Capital Advisers, LLC, an SEC registered investment advisor.

MAM is a related person on Artemis Investment Management Limited, an SEC registered investment advisor, and an Ontario Securities Commission (OSC) registered investment fund manager, portfolio manager, exempt market dealer and commodity trading manager.

MAM is a related person of Vestcap Investment Management Inc., an OSC registered portfolio manager.

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

Code of Ethics

MAM's employees and related persons may, from time to time, purchase and sell securities for their own personal accounts or one or more of its related persons may have a financial interest or position in the securities which may be recommended for clients. Additionally, employees of MAM or its related persons may serve as directors of companies whose securities MAM may purchase or sell on clients behalf. At the same time, MAM's employees may have access to sensitive material non-public inside information which presents an advantage for MAM and its employees and a conflict of interest with clients. MAM has implemented compliance policies and procedures designed to avoid and address possible conflicts of interest that may arise in foregoing situations and to monitor the personal trading activities of MAM's employees and certain members of their immediate families. These compliance policies and procedures, which are embodied in MAM's Code of Ethics, are intended to comply with the requirements of Rule 204A-1 under the Investment Advisers Act of 1940. The Code of Ethics includes, but is not limited to, the following:

- the appointment of a Chief Compliance Officer to oversee the Code of Ethics;
- the adoption of insider trading policies;
- the requirement that certain securities transactions (in particular, transactions in initial public offerings and private placement securities) be pre-cleared by MAM's Chief Compliance Officer;
- restrictions placed on the giving and accepting of gifts and entertainment by employees of MAM;

- a political contributions policy that complies with Rule 206(4)-5 of the Investment Advisers Act of 1940; and,
- the requirement that all of MAM's "Access Persons" report their personal securities transactions to the Chief Compliance Officer.

Specifically, MAM's Code of Ethics prohibits Access Persons from purchasing or selling, directly or indirectly, any security in which he or she has, or by reason of such transaction acquires, any direct or indirect beneficial ownership where such transaction is in conflict with the interest with clients. Personal investment activity may also conflict with clients interests where any member, officer or employee either personally or on behalf of clients or others, trades on material non-public information or communicating material non-public information to others in violation of the law. This conduct is deemed to be "insider trading." MAM will not be free to disclose or act upon such confidential activities where MAM may acquire confidential information or be restricted from transacting in certain information and as a result may not initiate a transaction in which it otherwise might have engaged. This insider trading policy applies to every member, officer and employee and extends to activities within and outside their duties at MAM.

Each Access Person is required to provide the Chief Compliance Officer with confirmations, account statements, quarterly transaction reports and annual holdings reports with respect to all personal securities transactions. The Chief Compliance Officer also monitors these transactions for conflicts of interest and ensures strict adherence to MAM's Code of Ethics. A copy of the MAM's Code of Ethics is available by contacting MAM at the address or telephone number listed on the first page of this document.

MAM's related persons are listed in Item 10 herein. MAM shares office space, but not information, with its related person Somerset Capital Advisers, LLC. With the exception of the ownership and control relationships as described, MAM does not share information or and does not have any other relationship or arrangement with its related persons that is material to its advisory business.

Item 12 - Brokerage Practices

Investment and Brokerage Discretion

For fixed income separate managed accounts, MAM will select broker-dealers to execute transactions on a client's behalf in a manner consistent with its objective to seek best execution of orders at the most favorable net price considering all relevant circumstances and factors. Brokers or dealers involved in the execution of portfolio transactions on a client's behalf are selected on the basis of their professional capability and the value and quality of their services. MAM considers various factors in seeking best execution including, but not limited to:

- price;

- timing,
- order size and execution capability of orders;
- ability and the willingness to facilitate the transaction as principal and going at risk for their own account
- quality of research and other services provided;
- reputation, integrity and credit standing of the broker-dealer;
- clearance and settlement capabilities of the broker dealer;
- specialized access to markets;
- frequency of broker dealer errors and ability to correct errors;
- sophistication of a broker-dealers trading facilities; and,
- the ability to gain access to new issues for your account.

Applicability of specific criteria will vary depending upon the nature of the transaction, the market in which it is affected, and the extent to which it is possible to select among multiple brokers or dealers capable of effecting the transaction.

For the equity separate managed accounts, MAM has arranged to trade through State Street Global Markets on its electronic trading platform at a negotiated commission rate. MAM will continue to review the professional capability and the value and quality of the services from State Street Global Markets.

Directed Brokerage

MAM does not generally accept instructions for the direction of brokerage from clients. In cases where you may request that MAM direct all or a portion of brokerage commissions for a client account to a specific broker-dealer, MAM may not be able to freely negotiate commission rates or select broker-dealers on the basis of best available price and most favorable execution. In addition, transactions directed in this manner may not be aggregated for execution with transactions in the same securities for other clients. MAM may execute directed transactions after executing transactions in the same security for other clients who do not specify a particular broker-dealer. As a result, clients that have directed brokerage arrangements may have to pay higher commissions or receive a less favorable net price than would be in the case if MAM were authorized to choose the broker dealer through which to execute transactions for a client account.

Research Services

While MAM selects broker-dealers primarily on the basis of execution capabilities, MAM in its discretion may cause you to pay a commission to broker-dealers for effecting a transaction for clients in excess of the amount another broker-dealer would have charged for effecting that transaction. This may be done when MAM has determined in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer to MAM. MAM's arrangements for the receipt of research services from broker-dealers may create conflicts of interest with a client account in that MAM has an incentive to choose a broker-dealer that provides research services instead of one that does not but charges a lower commission rate.

MAM will only receive brokerage or research services in connection with securities transactions that are consistent with the provisions of Section 28(e) of the Securities Exchange Act of 1934. Neither the research services provided by a broker-dealer nor the amount of brokerage given to a particular broker-dealer is determined pursuant to an arrangement or commitment that would obligate MAM to compensate selected broker-dealers for the services provided.

MAM does not allocate the relative costs or benefits of research among its clients. Research obtained as the result of commission dollars may be used to service a client account other than those for which trades are executed by the brokers-dealer providing the research, and, in certain cases, may not be used for the benefit of the client account for which trades are executed by the brokers-dealer providing the research.

MAM may receive a variety of research services and information on many topics, which it can use in connection with its management responsibilities with respect to the various accounts over which it exercises investment discretion or otherwise provides investment advice. These topics include: issuers, industries, securities, economic factors and trends, portfolio strategy, performance of accounts, statistical information, market data, earnings estimates, critical analysis, pricing, risk measurement analysis and other information that may affect the U.S. or foreign economies, security prices or management of the portfolio. Research services are received primarily in the form of written reports, seminars, telephone contacts and personal meetings with security analysts, economists and senior issuer representatives.

Certain services may be used for research purposes as well as other purposes. In those cases, the portion allocated to research is paid for through commission dollars, and the portion allocated to other purposes is paid by MAM.

Allocations of Investment Opportunities

MAM may, but is not required to, aggregate or "bunch" orders for a client separate managed account over which it has discretion in circumstances in which MAM believes that aggregation of orders will result in a more favorable overall execution including reducing brokerage commissions and other costs. These accounts may include accounts in which MAM, its officers, employees and its related persons have a financial interest. MAM's trade allocation policy and procedures are intended to be fair and equitable to all of MAM's

clients with no particular group or client(s) being favored or disfavored over any other clients. Such aggregation will be avoided in the event of:

- (1) Clients direct MAM to execute a trade through a particular broker-dealer that is not executing the aggregated trade; or,
- (2) MAM otherwise would be prohibited from aggregating such trades due to legal or contractual restrictions.

Generally, purchases and sales of equity securities are allocated on a pro-rata basis to all equity separate managed accounts based on the model portfolio and relative account size. Deviations to the standard allocation method may be made due to other circumstances as described below or for other equitable reason. Each client account that participates in an aggregated security order will participate at the average share price for such aggregated order. For fixed income separate managed accounts, orders are allocated based on the consideration of the particular circumstances and needs for each client account in a fair and equitable fashion.

When evaluating the particular circumstances and needs for an equity separate managed account, MAM may deviate from the standard allocation method for the account. The portfolio manager will consider particular circumstances such as cash limitations or excess cash; account-specific investment suitability or restrictions; existing portfolio composition and applicable industry, sector or capitalization weightings size of the account (allocation may be adjusted to minimize transaction fees for smaller accounts or otherwise improve the overall efficiency of the transaction); undesirable position size (if a pro rata allocation would create an undesirably small or large position); tax status; regulatory restrictions; and common sense and/or equitable adjustments that clearly led to meaningful cost savings or other transactional efficiencies or for some other equitable reason.

Additionally, if a standard allocation would result in the separate managed account receiving a very small allocation (*e.g.*, because of its smaller asset size), or if MAM is unable to fully execute an aggregated order and determines that it would be impractical to allocate a small number of securities to the account participating in the transaction on a pro-rata basis (partial fills), MAM may allocate such securities in a manner determined in good faith by MAM to be a fair and equitable allocation.

New issue purchases are applicable to fixed income securities and is subject to the trade allocation policy for all of MAM's clients whose investment objectives and guidelines, tax reasons and other potential restrictions allows for participation in the order. In determining the allocation of a fixed income new issue to a client separate managed account, the portfolio manager takes into consideration the suitability of the investment for the separate managed account, any reasons for non-participation including tax reasons and duration of the fixed income security and the size of the order for the new issue placed by MAM.

Any allocation of equity new issues including “hot issues” must be reviewed and approved by MAM’s Chief Compliance Officer prior to affecting the trade. If a client chooses to direct MAM as to the broker through which to execute client transactions, clients will generally not participate in aggregated orders and may not obtain reduced commission rates and will be charged the commission rate negotiated between the client and the directed broker dealer.

In some instances, the policies and procedures described above may adversely affect the size of the position or the price paid and received by the separate managed account, as compared with the position size or price that would have been received had no aggregation occurred.

Cross Transactions

In some instances a security to be sold by a separate managed account may independently be considered appropriate for purchase by another client account. In such cases, MAM may cause the security to be “crossed” or transferred directly between the relevant accounts. Cross transactions shall ordinarily be effected at an independently determined price in accordance with MAM’s valuation policies and procedures and after all required disclosures. All cross transactions must receive best execution for all clients involved, and no client may be disfavored by the transactions. No brokerage commission, fee (except for customary transfer fees), or other remuneration shall be paid by a separate managed account in the event that the account is involved in a cross transaction.

Item 13 - Review of Accounts

The frequency, level and triggering factors of an account review will depend on the arrangements made with clients based on their investment strategy, portfolio holdings and other matters discussed with the client. However, account reviews will be made at least quarterly. Additional reviews may be triggered by various events including changes in market conditions, changes in the client’s investment strategy or investment objective, personal events affecting clients, and other circumstances. The reviewer of a client account will be the senior portfolio manager responsible for the relationship.

Clients will receive, at least quarterly, a report on the investment performance for such period. Also, clients will receive a monthly custodian statement of the assets held in the account that contains a complete description of each asset, detailing cost and current market values as well as all transaction activity within the account. MAM generally meets with clients on an annual basis to review the client’s investment strategy, performance and administrative matters.

Item 14 - Client Referrals and Other Compensation

Currently, MAM does not have any arrangements with any third parties that involve any economic benefit to MAM for providing investment advice or any other advisory services to

clients. Additionally, neither MAM nor its related persons have any arrangements with any persons that involve any client referrals.

Item 15 - Custody

MAM does not have custody of client assets or have possession of client's cash and/or securities on behalf of a client's separate managed account. .

A qualified custodian will provide directly to clients a monthly account statement identifying the amount of funds, each security in the account at the end of the period and all transactions in the account during that period. MAM also receives a copy of the account statement that is sent to clients.

In addition to the account statement sent to clients by the custodian., MAM will provide clients with a quarterly performance report for the account. The performance report includes security positions based on trade date accounting and there may be differences between the performance report and the monthly custody statement which is based on settlement date accounting. Clients should rely on the information from the account statement sent by the custodian as the official record of your account.

Item 16 - Investment Discretion

MAM furnishes investment supervisory services to clients on a discretionary basis using the standard MAM investment advisory agreement that clients will execute. MAM's investment advisory agreement includes a description of MAM's investment advisory services, discretionary authority, advisory fees, important disclosures and other terms of the investment advisory relationship.

Prior to executing the investment advisory agreement for separate managed accounts, MAM will complete a "Client Investment Guidelines Form" to be signed by separate managed account clients. Information that clients will provide MAM includes the client's financial situation, financial sophistication, investment experience, investment time frame, investment objectives, risk tolerance, liquidity constraints and tax situation and any other information relevant to, or disclosed by the client. Clients also have the ability to impose any investment preferences, restrictions and guidelines as deemed appropriate on the account.

Reference Item 4 Advisory Business for additional information

Item 17 - Voting *Client* Securities

MAM has a responsibility to analyze the issues connected with shareholder votes, evaluate the probable impact on corporate operations and vote proxies in what it views to be in the client's best interests. This duty arises from the fact that an investment adviser's proxy votes can affect the outcome of a shareholder vote and, consequently, the value of the

securities held in the separate managed account. Therefore, in accordance with the requirements of Rule 206(4)–6 of the Investment Advisers Act of 1940, as Amended (the “Advisers Act”) and the general fiduciary responsibilities associated with acting in the capacity of investment adviser, MAM has adopted proxy voting policies and has engaged the services of Broadridge Financial Solutions, Inc. (“Broadridge”), an independent firm that provides proxy processing services. Broadridge has retained the proxy voting services of Glass Lewis & Co., (“Glass Lewis”) an independent governance analysis and proxy voting firm, who votes on behalf of the client’s account in accordance with their policy guidelines.

MAM’s Authority to Vote

MAM has agreed to accept such voting authority and will vote proxies consistent with Rule 206(4)-6 of the Advisers Act and its fiduciary duties as an investment adviser.

Independent Proxy Research

All proxies are initially referred to Broadridge and Glass Lewis for its analysis and recommendations. Glass Lewis’s recommendations are reported to MAM. In certain cases, MAM may disagree with the Glass Lewis’s recommendation based upon the results of MAM’s own research and their familiarity with the companies in question. In those rare instances, MAM may seek approval from the Chief Compliance Officer to overrule the Glass Lewis’s recommendation and vote accordingly.

The Chief Compliance Officer is responsible for determining whether MAM has a conflict of interest which would affect the proxies being voted. If a conflict is found to exist, MAM will not vote the proxies and the proxies will be voted in accordance with Glass Lewis’s recommendation. Where Glass Lewis does not cover a company or otherwise cannot recommend a vote, Glass Lewis will vote the proxies solely in accordance with their own views unless the Chief Compliance Officer determines that a conflict of interest exists. If the Chief Compliance Officer determines that a conflict of interest exists, MAM will refer the matter to the client and recommend that the client vote the proxies themselves. However, given the depth and breadth of Glass Lewis’s corporate governance research, and given its single-minded focus on the objective pursuit of shareholder value, it is expected that majority of all MAM’s proxies will be voted in accordance with Glass Lewis’s recommendations.

Conflicts of Interest

What constitutes a conflict of interest for proxy-voting purposes will be determined by the Chief Compliance Officer. The Chief Compliance Officer will deem a conflict to exist whenever MAM has a personal or business interest in the outcome of a particular matter before shareholders. A conflict would arise, for example, in any case where MAM or any of its affiliates had a business or financial relationship with a company whose management or shareholders were soliciting proxies. Another example of a conflict of interest would be where members of MAM or its affiliates were related to an incumbent director or a candidate seeking a seat on the board. Putative conflicts deemed by the Chief Compliance

Officer to be immaterial to a shareholder vote will not disable MAM from voting proxies where they disagree with Glass Lewis or Glass Lewis has given no voting recommendation.

The Chief Compliance Officer will presume the existence of a conflict of interest for proxy-voting purposes whenever: (1) a current MAM client is affiliated with a company soliciting proxies and has communicated its view to MAM on an impending proxy vote; or (2) MAM or any one of its affiliates has identified a personal or business interest either in a company soliciting proxies or in the outcome of a shareholder vote; or (3) a third-party with an interest in the outcome of a shareholder vote has attempted to influence MAM or any of its affiliates; or (4) a company with respect to which proxies are Glass Lewis' recommendation with respect to such vote, MAM will vote the proxy in accordance with your written instructions.

Record-Keeping

MAM will, for a period of at least five years, maintain or have ready access to the following documents:

- A copy of MAM's current Proxy-Voting Policies and Procedures;
- A copy of each proxy statement received by MAM regarding securities held on a client's behalf (which may be obtained from the SEC's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system and maintained by Broadridge.
- A record of each vote case by MAM on the client's behalf and maintained by Broadridge.
- A copy of any document created by MAM that was material to a proxy vote on a client's behalf.
- A copy of each written request received from a client as to how MAM voted proxies on the client's behalf and a copy of any written response from MAM to any oral or written request by the client for information as to how MAM voted proxies.

Where MAM relies upon Broadridge to maintain any of the above records, it has obtained an undertaking from Broadridge to provide such records promptly upon MAM's request.

Disclosures to Clients

A copy of MAM's *Proxy-Voting Policies and Procedures* will be made available to clients upon the client's request. The client should contact Sean Lawless at the phone number listed on the cover of this brochure.

Broadridge and Glass Lewis Performance Review

Since MAM is relying so heavily on the proxy voting processes of Broadridge and the corporate governance research and proxy-voting recommendations of Glass Lewis, the Chief Compliance Officer will annually review the effectiveness of all services.

Glass Lewis Recommendations

A summary of Glass Lewis's current voting recommendations with respect to the most common matters submitted for shareholder votes is available upon request of MAM.

Item 18 - Financial Information

MAM does not require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance and is not required to provide a balance sheet.

MAM does not have any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.

MAM has not been the subject to a bankruptcy petition at any time during the past ten years.