



Mesirow Financial Investment Management, Inc.

U.S. Value Equity

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June 25, 2014

This brochure provides information about the qualifications and business practices of the U.S. Value Equity division of Mesirow Financial Investment Management, Inc. ("MFIM U.S. Value Equity"). If you have any questions about the contents of this brochure, please contact Susan Schmidt at 312.595.6926 or sschmidt@mesirowfinancial.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about Mesirow Financial Investment Management, Inc. ("MFIM") also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. MFIM's CRD number is 111135.

ITEM 2 | Material Changes

MFIM U.S. Value Equity's Form ADV Part 2A, currently dated June 25, 2014 and as may be amended from time to time, is MFIM U.S. Value Equity's disclosure document prepared based on the Security and Exchange Commission's regulatory requirements. MFIM U.S. Value Equity is required to update this document at least annually, or when an event occurs that may be deemed to have a material impact on MFIM U.S. Value Equity's investment management business and/or on its clients, or when a disciplinary event occurs.

MFIM U.S. Value Equity has no material or disciplinary events to report or disclose.

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ITEM 4 | Advisory Business

MFIM, an Illinois corporation formed in 1986, is an investment advisor registered with the SEC with its principal place of business located in Illinois. MFIM U.S. Value Equity is a business division within MFIM.

MFIM's sole shareholder is Mesirow Financial Services, Inc., a wholly-owned subsidiary of Mesirow Financial Holdings, Inc.

MFIM U.S. Value Equity offers investment advisory services and products to clients relating to U.S. equity investments on a discretionary basis. MFIM, or an affiliate entity, serves as general partner to a number of private investment vehicles structured as limited partnerships. MFIM also serve as investment advisor to those limited partnerships. Clients may also establish separately managed accounts.

As of March 31, 2014, MFIM U.S. Value Equity managed approximately \$430 million in client assets on a discretionary basis and no client assets on a non-discretionary basis.

MFIM does not provide tax or legal advice. Clients should consult with an expert on tax or legal issues.

ITEM 5 | Fees and Compensation

The general fee structure for MFIM U.S. Value Equity is as follows:

Large Cap Value

Minimum account size: \$500,000

0.50% on first \$10 million

0.45% on next \$25 million

0.35% on balance

Mid Cap Value

Minimum accounts size: \$500,000

0.90% on first \$10 million

0.80% on next \$15 million

0.75% on balance

SMid Cap Value

Minimum account size: \$500,000

1.00% on first \$10 million

0.90% on next \$15 million

0.80% on balance

Small Cap Value

Minimum account size: \$500,000

1.00% on first \$10 million

0.90% on next \$15 million

0.80% on balance

Micro Cap Value

Minimum account size: \$500,000

1.25% on all assets

The fees are generally paid monthly or quarterly in arrears. In the event an account terminates, fees will be prorated for the number of days the account was under management. Fees are typically billed to the client or client's custodian; however, under certain circumstances as agreed to between MFIM and a client, fees may be deducted from the custodied account and paid directly to MFIM.

MFIM, or an affiliated entity, serves as general partner to five private investment vehicles structured as limited partnerships. MFIM serves as the investment advisor to those limited partnerships. They are as follows:

Mesirow Financial Large Cap Value Equity Fund, L.P.

Fees: Annual management fee of 0.85%

Mesirow Financial Mid Cap Value Equity Fund, L.P.

Fees: Annual management fee of 0.90%

Mesirow Financial SMid Cap Value Equity Fund, L.P.

Fees: Annual management fee of 1.00%

Mesirow Financial Small Cap Value, L.P.

Fees: Annual management fee of 1.00%

Mesirow Financial Micro Cap Value, L.P.

Fees: Annual management fee of 1.25%

A limited partner's minimum investment in the partnerships is \$250,000, which may be modified in certain circumstances

Limited Negotiability of Advisory Fees Although MFIM U.S. Value Equity has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These facts, circumstances and needs may include, among other factors, the complexity of the client; assets to be placed under management; anticipated future additional assets; related accounts; portfolio style; account composition; and reporting requirements. The specific annual fee schedule will be identified in the offering documents of each fund or in the contract between the advisor and each client.

Discounts, not generally available to our advisory clients, may be offered to employees, family members and friends of associated persons of MFIM.

Termination of the Advisory Relationship Clients that invest in private investment vehicles may generally liquidate funds at month end with 30 days' prior written notice. Clients that invest in separately managed accounts typically may terminate their investment management agreement upon providing 30 days' prior written notice. Certain fees may be paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees are generally refunded. In calculating a client's reimbursement of fees, MFIM may prorate the reimbursement according to the number of days remaining in the billing period.

Additional Fees and Expenses In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker/dealers.

Grandfathering of Minimum Account Requirements Pre-existing advisory clients are subject to minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, minimum account requirements may differ among clients.

ERISA Accounts In certain circumstances, MFIM is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act of 1974 ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include, among other things, restrictions concerning certain forms of compensation.

Advisory Fees in General Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisors.

Limited Prepayment of Fees Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Educational Events: MFIM employees may benefit from educational events sponsored by service providers to MFIM, such as law firms, audit firms and other professional service firms.

ITEM 6 | **Performance-Based Fees and Side-By-Side Management**

MFIM does not currently charge performance-based fees for its U.S. Value Equity products and services, but may choose to do so in the future.

ITEM 7 | **Types of Clients**

MFIM provides advisory services to client types that include, but are not limited to:

- High net worth individuals
- Pension and profit sharing plans
- Charitable organizations
- Corporations or other businesses
- State or municipal government entities

ITEM 8 | **Methods of Analysis, Investment Strategies and Risk of Loss**

METHOD OF ANALYSIS

The primary methods of analysis used in formulating investment advice and/or managing client assets are:

- An assessment of valuation based on free cash flow generation and deployment
- An assessment of various valuation metrics
- An in-depth evaluation of company management and strategy.

Key valuation metrics include Price to Cash Flow, Price to Earnings and Price to Book Value. Companies considered attractive will generally exhibit healthy generation and use of free cash flow, a well thought out business structure, evidence of a catalyst (such as stock repurchase, insider trading, spin-offs, increase in dividends, corporate restructuring, management changes or potential industry consolidation), and strong balance sheets. These stocks are sometimes under-followed and have valuations that suggest current investor enthusiasm is low. Stocks are sold or exposure is reduced when the investment community's perceptions improve and the company approaches fair valuation, or when company fundamentals disappoint expectations and undermine the investment thesis.

INVESTMENT STRATEGIES

The investment objective of the U.S. Value Equity strategies is to achieve total return (i.e., long term growth of capital and high current income) by investing in common stocks which appear to be undervalued relative to the stock market in general at the time of purchase. The objective seeks superior market cycle total returns, with an emphasis on relative performance in difficult market environments.

The investment philosophy upon which our investment process is built is that "The value of a company is ultimately determined by its cash flow generation and capital allocation. Astute in-depth research can identify mispriced companies whose valuations offer a compelling risk/reward tradeoff."

The goal is to purchase a diversified set of quality stocks that are trading below their intrinsic value and sell these stocks as they return to fair market value.

FORMS OF RISK

Past Performance Past performance is not necessarily indicative of future results. There can be no assurance that MFIM will achieve results comparable to those previously attained or those achieved by MFIM in its management of other client accounts (including other private investment partnerships).

General Economic and Market Conditions The success of any investment activity is affected by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in the securities markets. Unexpected volatility or illiquidity in the markets in which MFIM (directly or indirectly) holds positions could impair MFIM's ability to carry out its investment strategy.

Amount of Funds Under Management An increase or decrease in assets managed by MFIM may have an impact on MFIM's investment actions or returns.

Investments in Equity Securities Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer. Warrants and stock purchase rights are securities permitting, but not obligating, their holders to subscribe for other equity securities, and they do not represent any rights in the assets of the issuer. As a result, warrants and stock purchase rights may be considered more speculative than other types of equity investments. ETFs may trade at a discount to their NAV and the price of the ETF may not reflect the value of the ETF's underlying holdings. ETFs are subject to the market fluctuations of their underlying investments. ETFs are subject to management fees and other expenses.

Investment in Thinly-Traded Securities MFIM may invest in thinly traded securities. As a result, MFIM may be required to hold such securities despite an adverse price movement.

Lack of Liquidity in Markets Despite the heavy volume of trading in securities, the markets for some securities have limited liquidity and depth. This lack of depth could disadvantage MFIM, both in the realization of the prices which are quoted and in the execution of orders at desired prices.

Other Clients of MFIM MFIM has responsibility for making investment decisions for its clients. MFIM and its principals also may trade for their own accounts and manage other accounts. These accounts may employ different or similar trading strategies, and could increase the level of competition for the same trades or positions that MFIM might otherwise make, including the priorities of order entry. This could make it difficult or impossible to take or liquidate a position in a particular security at a satisfactory price.

MFIM and its affiliates may employ investment methods, policies and strategies which differ from those employed on behalf of MFIM's clients. Therefore, the results of MFIM's trading may differ from those of other accounts managed by MFIM and its affiliates.

Suspensions of Trading Securities exchanges typically have the right to suspend or limit trading in any instrument traded on the exchange. A suspension would render it temporarily or permanently impossible to liquidate positions and could thereby expose MFIM's clients to losses.

Risks For All Forms of Analysis MFIM's securities analysis methods rely on the assumption that the companies whose securities MFIM purchases and sells, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While MFIM is alert to indications that data may be incorrect, there is always a risk that MFIM's analysis may be compromised by limited, inaccurate or misleading information.

Long-term Purchases MFIM U.S. Value Equity generally purchases securities with the idea of holding them in the client's account for a year or longer. Typically MFIM employs this strategy when it believes the securities to be currently undervalued. However, MFIM may employ whatever holding periods when deemed appropriate.

Risk of Loss Securities investments are not guaranteed and clients may lose all invested funds.

ITEM 9 | Disciplinary Information

MFIM and its management personnel have no reportable disciplinary events to disclose.

ITEM 10 | Other Financial Industry Activities and Affiliations

Certain employees of MFIM may be separately licensed as registered representatives of MFI. These individuals, in their separate capacity, can effect securities transactions for which they will receive separate, yet customary compensation.

While MFIM and these individuals endeavor at all times to fulfill their fiduciary responsibilities to clients, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

As part of its proprietary investing program, MFIM or an affiliate may utilize futures contracts and related options for hedging and yield enhancement purposes.

Certain employees, in their individual capacities, may be agents for various insurance companies. As such, these individuals are able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

The principals of MFIM may also be principals of the general partner of the funds named above. The general partner may designate MFIM as having primary responsibility for investment management and administrative matters, such as accounting tax and periodic reporting, pertaining to the Fund. MFIM and its members, officers and employees will devote to the funds as much time as it deems necessary and appropriate to manage the business. MFIM and its affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the funds. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of MFIM management personnel and employees will not be devoted exclusively to the business of the funds, but could be allocated between the business of the funds and other business activities.

As noted previously, MFIM or its affiliates may act as a general partner or sponsor of various private investment vehicles which MFIM may recommend or sell to its advisory clients. Prior to the sale of any such investments, MFIM will have disclosed any potential conflicts of interest and recommend the investment only if it appears suitable for the client.

A portion of MFI's agency commission charged to MFIM's advisory accounts with regard to securities transactions may be passed on to an MFI account executive and/or accrued by MFIM for possible payment to the portfolio manager. Consequently, portfolio managers may have financial incentives to direct trading activity to MFI.

MFIM may from time to time accrue revenue based on commissions paid to its affiliated broker/dealer, MFI, for brokerage services rendered on behalf of MFIM clients. This revenue, or a portion thereof, may be paid to MFIM investment representatives (who are employees of MFI) as part of a discretionary bonus at fiscal year-end.

Clients should be aware that the receipt of additional compensation by MFIM and its management persons or employees creates a conflict of interest that may impair the objectivity of MFIM and these individuals when making advisory recommendations. MFIM endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment advisor. MFIM typically takes the following steps to address any potential conflicts:

- MFIM discloses to clients the existence of all material conflicts of interest;
- MFIM collects, maintains and documents accurate, complete and relevant client background information, including the client's investment mandates, financial goals, objectives and risk tolerance;

- MFIM's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable for the client's needs and circumstances;
- MFIM requires that our employees seek prior approval of any outside employment activity to ensure that any conflicts of interests in such activities are properly addressed;
- MFIM periodically monitors outside employment activities of its employees to verify that any conflicts of interest continue to be properly addressed; and
- MFIM educates its employees regarding the responsibilities of a fiduciary, including the need to have a reasonable and independent basis for the investment advice provided to clients.

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

MFIM has adopted a Code of Ethics that sets forth the ethical standards of business conduct that MFIM requires of its employees, including compliance with applicable federal securities laws.

MFIM and its personnel owe a duty of loyalty, fairness and good faith towards clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but also to the general principles that guide the Code of Ethics.

MFIM's Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by MFIM's access persons. MFIM has additional policies and procedures relating to the preclearance of all employee trades (other than securities deemed exempt from this obligation). MFIM's Code of Ethics also provides for oversight, enforcement and recordkeeping provisions.

MFIM's Code of Ethics further includes policies and procedures governing gifts and entertainment, outside business activities, confidentiality of information and information barriers, and charitable and political contributions. The Code of Ethics also prohibits the misuse of material non-public information and emphasizes the avoidance of conflicts of interest with investors. Each employee must acknowledge the terms of the Code of Ethics on an annual basis. Any employee who violates the Code of Ethics may be subject to possible actions, which may include enhanced supervision, censure, suspension or termination.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email (jlevine@mesirowfinancial.com) or by phone (312.595.6072.)

MFIM is part of a group of affiliated financial services companies that perform a number of different services for a client. MFIM is mindful of the conflicts or potential conflicts that such relationships may create. Consequently, MFIM has adopted a Code of Conduct that prescribes standards of conduct required of all employees, regardless of their position or affiliation in the group. The Code prohibits self-dealing and other improper activities, the misuse of material non-public information, and it emphasizes the avoidance of conflicts of interest with clients. Some specific areas of potential conflict are discussed below.

MFIM and/or individuals associated with it may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in certain securities that may also be recommended to a client. However, it is the expressed policy of MFIM that no person employed by MFIM may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

MFIM does not aggregate employee trades with client transactions

MFIM, through MFI, may direct the purchase or sale in securities on a principal basis in accordance with Section 206(3) under the Investment Advisers Act of 1940, as amended.

As these situations represent actual or potential conflicts of interest to clients, MFIM has established the

following policies and procedures for implementing its Code of Ethics, to ensure our firm complies with its regulatory obligations and provides clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of MFIM may put his or her own interest above the interest of an advisory client.
2. No principal or employee of MFIM may buy or sell securities for their personal portfolio(s) based on information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of MFIM that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account.
4. MFIM requires prior approval for any IPO or private placement investments.
5. MFIM maintains a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by the appropriate designated supervisor.
6. MFIM has established procedures for the maintenance of all required books and records.
7. For accounts custodied at MFI, clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered, except in situations where MFIM is granted discretionary authority.
9. All of MFIM's principals and employees must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
10. MFIM requires delivery and acknowledgement of the Code of Ethics by each access person.
11. MFIM has established policies requiring the reporting of Code of Ethics violations to senior management.

Any individual who violates any of the above restrictions may be subject to possible actions, which may include enhanced supervision, censure, suspension or termination.

ITEM 12 | Brokerage Trading Practices

MFIM will endeavor to select those brokers or dealers that will provide the best services at the lowest potential commission rates possible. The determination of reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, access to relevant markets, expertise in particular securities markets, competitive commission rates and prices, research, trading platform, and other services that will help MFIM in providing investment management services to clients. MFIM may, therefore recommend (or use) the use of a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing clients, and not all of such research may be useful for the account for which the particular transaction was effected.

MFIM may, but generally does not, execute transactions for discretionary accounts through MFI, its broker/dealer affiliate. The authority to do so is set forth in the investment advisory agreement signed by the client to establish an account. Where MFIM selects MFI to execute transactions, the client should consider the following: (i) although MFIM believes that MFI's commission rates are competitive with other full-service brokers, there has been no arms-length negotiation to receive the lowest possible commission rate; (ii) for some accounts there may be an incentive on MFIM's part to engage in or recommend more trading with respect to investment management services (or conversely less trading); and (iii) certain brokerage customers of MFI may receive lower commission rates than those paid by MFIM's advisory accounts.

Research services may be received in the form of written reports, telephone contacts and personal meetings with security analysts, economists, government representatives and corporate and industry spokespersons. In some cases, research services that are generated by third parties may be provided

by or through broker/dealers. MFIM does not attempt to put a specific dollar value on the research or brokerage services of any broker/dealer or to allocate the relative costs or benefits of research, as MFIM believes that the research received is, in the aggregate, of assistance in fulfilling overall responsibilities to clients. Accordingly, any research received for a particular client's brokerage commissions may be useful to the client, but also may be useful for other clients' accounts; similarly, the research received for the commissions of such other clients' accounts may be useful for the client. In addition, not all such services may be used by MFIM in connection with the accounts, which paid commissions to the broker/dealer providing such services.

In determining whether to effect brokerage transactions for its clients through broker/dealers that provide MFIM with "research services" as that term is used in Section 28(e)(3) of the Securities Exchange Act of 1934, as amended, MFIM will determine in good faith that the amount of the commission or markup/markdown paid is reasonable in relation to the value of the brokerage and research services received from such broker/dealer, viewed in terms of either that particular transaction or MFIM's overall responsibilities to all of its clients. The research services so provided may relate to a particular transaction, but for the most part, research services will consist of a wide variety of information useful to MFIM and its clients. MFIM does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients. A client may direct MFIM to use a particular broker or dealer because of a particular preference or arrangements the client has made with another firm. In the case of directed brokerage, MFIM will not be in a position to freely negotiate commission rates or spreads on the basis of best price and execution. Moreover, a client will not enjoy the advantages of aggregated or bunched executions where MFIM deems it advisable to execute trades in such manner. Therefore, as a result, directed brokerage transactions may result in higher aggregate commissions, greater spreads, or less favorable prices than might be the case if the transactions were executed at MFIM's direction. In addition, where the client restricts MFIM to a particular broker or dealer, the client may not be able to obtain allocations of new issues or IPOs where MFI, or a broker selected by MFIM, participates in the underwriting.

Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and MFIM makes a good faith effort to determine the percentage of such products or services that may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services are paid by our firm to the broker/dealer in accordance with the provisions of Section 28(e).

When MFIM uses client brokerage commissions to obtain research or brokerage services, MFIM may receive a benefit to the extent that MFIM does not have to produce such products internally or compensate third parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because MFIM may have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

MFIM generally does not engage in agency cross transactions whereby it has discretion over two accounts, or MFI, acts simultaneously as a broker for accounts (which may be advisory or brokerage) and buys from or sells to another account. However, under certain circumstances, MFIM may determine that it is beneficial to both accounts to transact in the same security with each other. Depending on the size of the transaction and the volume and liquidity of the market, MFIM may decide that crossing the two orders will bring a better price or facilitate the timing of an execution, as where, for example, one account may be selling to fulfill a withdrawal request and, simultaneously, another account buying to invest a contribution of funds.

A cross transaction will be made only with the prior and informed consent of MFIM's advisory clients or interpretations of the SEC permitting such transactions without client consent. Agency cross transactions will not be permitted for ERISA clients.

MFIM will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a prorated basis between all accounts included in any such block. Clients should be aware that when MFIM places a blocked order, or an order aggregating the trades for a number of advisory accounts, if multiple fills are obtained, such orders are executed at an average daily price calculated by the broker/dealer. Likewise, in the event that a blocked order results in a partial execution, MFIM will allocate the securities bought or sold on a prorata basis.

For qualified retirement plans, IRAs and Keogh accounts, which are subject to Title I of ERISA or Section 4975 of the Internal Revenue Code, MFIM operates pursuant to Prohibited Transaction Class Exemption 86-128, promulgated by the Department of Labor, whenever it selects Mesirow Financial, Inc., its affiliated broker/dealer ("MFI") as broker. This exemption permits MFIM to use its authority as investment manager to cause its advisory accounts to pay a fee to its affiliate, MFI, for brokerage transactions. A qualified plan or IRA is asked to make certain acknowledgements in the advisory agreement.

ITEM 13 | **Review of Accounts**

INVESTMENT SUPERVISORY SERVICES PORTFOLIO MANAGEMENT

MFIM U.S. Value Equity has dedicated supervisors, as well as compliance, operational and internal audit staff, who monitor and provide oversight of the investment activities of supervised personnel. The supervisors, or their designees, review and monitor the activities of the portfolio managers and/or investment advisor representatives. Such activities include, but are not limited to, adhering to client guidelines and objectives, employee trading, investment product due diligence and marketing and advertising.

ITEM 14 | **Client Referrals and Other Compensation**

CLIENT REFERRALS

MFIM may periodically enter into solicitor's arrangements with unrelated third parties ("Solicitors") where MFIM agrees to pay a portion of the fees derived from an account to the individual or entity that referred the account. Unless otherwise disclosed, the client is not charged any amount in addition to the customary advisory fee charged by MFIM. There is no differential between the amount of or level of advisory fee charged by MFIM to the client, attributable to the existence of any Solicitor's arrangement and that charged to other clients of MFIM. MFIM may also pay referral compensation to its affiliates and/or their employees. Whenever MFIM pays a referral fee, it requires the Solicitor to provide the prospective client with a copy of this document (our Firm Brochure) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with MFIM;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to MFIM by the client will be above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to MFIM by clients referred by solicitors, or by affiliates of MFIM and/or their employees, are not increased as a result of any referral fee.

MFIM may act as a sub-advisor or provide other services to other investment advisors or mutual funds and as such will be paid a fee based on a percentage of the assets of the fund. MFIM, or an affiliate, may also sell the fund to its clients and will receive compensation from the investment advisor or fund family.

It is MFIM's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to clients.

ITEM 15 | Custody

While most MFIM U.S. Value Equity clients custody their assets at an outside custodian and receive statements from the custodian, MFIM U.S. Value Equity's funds' general partner is an affiliated entity and it has a limited number of accounts which are custodied at an affiliated broker/dealer. **Clients are urged to carefully compare the information provided by their advisor on statements, or reports, to the statement provided by their custodian, to ensure that all account transactions, holding and values are correct and current.**

ITEM 16 | Investment Discretion

Clients may engage MFIM to provide discretionary and non-discretionary asset management services. Clients give MFIM discretionary authority when they sign a discretionary investment management agreement with MFIM or complete the subscription documents for a fund, and may in certain circumstances limit or change/amend such limitations by giving MFIM written instructions.

ITEM 17 | Voting Client Securities

PROXY VOTING POLICIES AND PROCEDURES

MFIM's Proxy Voting Policies and Procedures apply only in the event that MFIM has agreed to, or has been instructed to, vote proxies on behalf of a client. **Currently, the only division within MFIM that has undertaken this responsibility is U.S. Value Equity.** Otherwise, it is the general policy of Mesirow Financial that the firm's registered investment advisors and underlying divisions do not vote proxies on behalf of clients. The following information regarding MFIM's Proxy Voting Policies and Procedures, therefore, applies only to U.S. Value Equity.

MFIM has adopted and implemented policies and procedures that are reasonably designed to ensure that proxies are voted in the best interest of clients, in accordance with our fiduciary duties and SEC rule 206(4)-6 under the Investment Advisers Act of 1940, as amended. MFIM's authority to vote the proxies of certain of MFIM's clients, is established by MFIM's advisory contracts executed by those clients, and MFIM's proxy voting policy and procedures have been tailored to reflect these specific contractual obligations. In addition to SEC requirements governing advisors, MFIM proxy voting policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts set out in Department of Labor Bulletin 94-2, 29 C.F.R.2509.94-2 (July 29, 1994).

Except as otherwise agreed to in writing with a client, MFIM has no authority or obligation to take any action or render any advice with respect to the voting of proxies on behalf of a client.

Wherein MFIM has accepted discretionary authority to vote proxies on behalf of clients, MFIM has elected to utilize an outside, third party, independent proxy voting service (the "Service"). The Service will establish and provide MFIM with two (2) sets of comprehensive proxy voting guidelines annually which the Service will utilize as its sole basis for its determination for each proxy voted on behalf of MFIM clients. One set of guidelines is for Taft-Hartley clients, the other is for non-Taft-Hartley clients. In reference to Taft-Hartley clients, the guidelines specify that the proxies are to be voted in accordance with AFL-CIO guidelines where the AFL-CIO takes a specific position. In reference to the non-Taft-Hartley accounts, the proxies are to be voted in accordance with a separate and mutually exclusive set of proxy voting guidelines, established by the Service, and reviewed and approved annually by MFIM U.S. Value Equity.

In the event that a client of MFIM requests information as to how a particular proxy had been voted on that client's behalf, MFIM will provide said information to the client in a timely manner. Under no circumstance will MFIM disclose to a third party how a proxy had been voted by the Service on behalf of a client without that client's express, written consent. Likewise, in the event that a client of MFIM requests a copy of MFIM's Proxy Voting Policies and Procedures, MFIM will provide said Policies and Procedures within a reasonable amount of time to the client at the client's address of record.

MFIM has designated its Director of Operations as responsible for administering and overseeing the proxy voting process. MFIM is currently not aware of any specific conflicts of interest. However, should MFIM become aware of a conflict of interest, it will rely on, and the Service shall vote in accordance with, its pre-determined policies as set forth in the guidelines if application of such policies to the matter at hand involves discretion on the part of MFIM.

ITEM 18 | **Financial Information**

MFIM has no additional no financial circumstances to report.

MFIM has not been the subject of a bankruptcy petition at any time during the past 10 years.