

## Form ADV Part 2A

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March 24, 2014

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This Brochure provides information about the qualifications and business practices of Inveco International, Inc. (“Inveco” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at 212-758-4865. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Inveco also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Inveco is 157997.

Please note that registration as an investment adviser with the SEC does not imply any level of skill, training or ability with respect to the provision of investment advisory services. The oral and written communications of an investment adviser provide you with information through which you determine to hire or retain an investment adviser.

## Item 2 – Material Changes

This amendment to the brochure, dated March 24, 2014, contains no material changes from the Firm's previous brochure, which was filed on March 28, 2013.

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## Item 4 – Advisory Business

### **Advisory Firm Description**

Inveco is a privately-held investment adviser based in New York City, New York. We have provided discretionary and non-discretionary advisory services to our clients since 1989. Our advisory services are targeted primarily to high net worth individuals and their families. These persons invest with us on an individual basis, as well as through investment companies, trusts or other investment vehicles. We are a Delaware corporation that is 100% owned by HPGP Financial Management LLC, a Delaware limited liability corporation (“HPGP”). HPGP is 100% owned by our President, Hillel Peled (“Mr. Peled”), and members of Mr. Peled’s family.

### **Types of Advisory Services**

Inveco works closely with its limited number of clients to provide advice that fits each client’s individual needs. We typically provide advisory services across multiple asset classes, helping our clients to build diversified investment portfolios. While not every client utilizes all of our service offerings, many of them do engage us to provide more than one type of advisory service.

Our advisory services include:

- management of equity portfolios on a discretionary basis,
- management of fixed income portfolios on a discretionary basis,
- non-discretionary advisory services regarding the selection and monitoring of third- party (i.e., not affiliated with Inveco) investment managers (“Outside Managers”), and
- asset allocation services (“Asset Allocation Services”).

We provide our discretionary equity and fixed income strategies to our clients through separately managed accounts under our discretion (“Separate Accounts”).

Outside Managers are typically equity, fixed income, hedge fund, real estate or private equity managers, depending on the investment objectives of the client. Clients who engage an Outside Manager based on our recommendations will contract with the Outside Manager directly (or through a “wrap” fee program). However, we will typically work with the client and the Outside Manager (or sponsor of the “wrap” fee program) to (i) determine an acceptable method of investment for the client (such as whether to invest through a separate account or pooled investment vehicle (a “Fund”) managed by the Outside Manager) and (ii) negotiate fees and other material terms on behalf of the client.

Our Asset Allocation Services include advice on client-specific strategic asset allocations. We believe that the choice and mix of assets and currencies in a portfolio may provide a key source of performance and diversification over the long term. Based on our research and the specific needs of the client, we make recommendations regarding the client’s asset allocation. As the outlook for asset classes and currencies change over time, we may make recommendations to our clients to periodically change or rebalance the asset allocation.

All non-discretionary investment decisions remain the responsibility of the client, who may or may not accept our recommendations.

Each client is advised that it remains its responsibility to promptly notify Inveco if there is ever

any material change in its financial situation or investment objectives.

In addition to advisory services, Inveco may from time to time provide certain clients with property management or other personal services, although this is not a significant portion of our business.

### **Client Investment Objectives/Restrictions**

If a client and Inveco agree, a client may impose specific investment restrictions on our discretionary advisory services, such as restricting the purchase of certain types of securities.

Separate Accounts with client-specified restrictions may have transactions executed separately and after Separate Accounts without restrictions to allow necessary time to process the restrictions and/or to find more suitable investments. Accommodating these types of restrictions may result in differences in Separate Account performance, compositions and the timing of transactions.

Clients may also specify investment restrictions or criteria with respect to our recommendations of Outside Managers. Accommodating these types of restrictions or criteria may result in differences in the Outside Managers engaged by our clients.

Because we tailor our clients' portfolios to meet their unique and individual needs, we may purchase/sell a security for one client which we do not purchase/sell for other clients. Similarly, we may recommend an Outside Manager to one client which we do not recommend to another client.

### **Wrap Fee Programs**

Inveco does not participate in any wrap fee programs, although it may recommend that clients invest with Outside Managers through such programs.

### **Client Assets We Managed as of December 31, 2013:**

As of December 31, 2013, we managed:

- \$ 631,624,059 of client Regulatory Assets Under Management on a discretionary basis.
- No client assets on a non-discretionary basis.

In addition to the \$631,624,059 in discretionary Regulatory Assets Under Management, Inveco also advised on an additional \$46,735,074 in Outside Manager advisory services as of December 31, 2013. Therefore, in total, Inveco managed a total of \$678,359,133 of client assets under advisement\* as of December 31, 2013.

\* Assets under advisement include the discretionary Regulatory Assets Under Management, as well as the value of assets for which Inveco provides Outside Manager advisory services. Such Outside Manager advisory services include the performance of due diligence on Outside Managers and making recommendations to its clients to invest with an Outside Manager, or to terminate, increase or decrease an Outside Manager investment. Inveco continues to monitor Outside Managers following a client investment, but does not effectuate such investment activity.

## Item 5 – Fees and Compensation

### **Adviser Compensation**

The specific manner in which fees are charged by Inveco is established in each client's investment management agreement. This agreement sets forth the terms and conditions of the engagement and describes the scope of the services to be provided. Fees typically consist of management fees and/or performance-based fees. Fees are generally dependent upon the size of the assets under management and the scope of advisory services rendered. Fees may be waived or reduced in our discretion.

As all of our clients are "qualified purchasers", as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended, we are not required to provide a detailed fee schedule herein.

### **Payment of Fees**

Management fees are calculated and billed monthly or quarterly in arrears. Bills are normally sent within 30 days of the end of each month or quarter. It is expected that the management fee will be paid within 15 days after receipt of the bill.

Performance-based fees are billed annually in arrears. Bills are normally sent within 90 days of the end of the calendar year. It is expected that any performance-based fee will be paid within 15 days after receipt of the bill (refer to Item 6 for a discussion of performance-based fees).

Clients are always billed directly as we do not deduct any fees from client accounts.

For any partial quarterly period, the client will be charged a pro-rated fee based on the number of days in the quarter during which advisory services are provided.

### **Other Fees and Expenses**

Inveco's fees are separate from and do not include the following expenses: (i) brokerage commissions, dealer spreads and other transaction costs in connection with buying and selling securities, (ii) custodial fees, (iii) interest, (iv) taxes, duties and other governmental charges, (v) costs and charges associated with foreign exchange and (vi) other portfolio expenses. These expenses are the responsibility of each client and vary by investment type. Clients may also be responsible for the reimbursement of certain Inveco expenses, such as, without limitation, travel, legal and due diligence fees.

In addition, clients who invest with Outside Managers will also bear any fees and expenses associated with those investments. While Inveco does not receive any compensation from Outside Managers, Inveco's fees are not reduced by the fees paid to Outside Managers.

While Inveco's fees are separate from these expenses, from time to time, Inveco will negotiate certain of these fees and expenses on behalf of its clients. Item 12 further describes the factors that Inveco considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation.

### **Advance Payment of Fees**

If fees are paid in advance and our services are thereafter terminated, a refund for unearned fees will be promptly provided to the client based on the number of days in the period during which

advisory services were provided.

**Additional Compensation by Supervised Persons**

Inveco does not receive compensation in connection with the purchase or sale of any securities.

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

In addition to management fees, Inveco may also receive performance-based fees (i.e., fees based on a share of capital gains on or capital appreciation of the assets of a client) as negotiated with a client at the end of a performance period, or as set forth in a client's investment management agreement. Inveco structures all performance-based fees in accordance with Section 205(a)(1) of the Investment Advisers Act of 1940 and the rules and regulations thereunder (the "Advisers Act"), including the exemption set forth in Rule 205-3 of the Advisers Act permitting performance-based fee arrangements with "qualified clients."

Because not all of our clients pay performance-based fees and because performance-based fees may vary, we face a conflict of interest by reason of the fact that we may have an incentive to favor accounts for which we receive a performance-based fee (or receive a higher performance-based fee). However, we have policies and procedures in place to ensure that all clients are treated as equitably as possible under the circumstances, including, without limitation, policies regarding fair trade allocation and brokerage practices.

Outside Managers may also charge performance-based fees. While Inveco does not receive any compensation from Outside Managers, Inveco's fees are not reduced by the fees paid to Outside Managers.



## Item 7 – Types of Clients

Inveco provides advisory services primarily to high net worth individuals and their families. These persons invest with us on an individual basis, as well as through investment companies, trusts or other investment vehicles. However, in addition to high net worth individuals, we also provide advisory services to institutional corporate clients, including publicly traded corporations.

We typically manage in excess of \$20.0 million per client, but we have no fixed minimum investment amount. Whether we take on a new client is at our discretion.

Outside Managers will generally have their own minimum investment requirements.

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

### **Methods of Analysis and Investment Strategies**

#### *Traditional Equity Strategies*

Our traditional equity strategies invest in both U.S. and international exchange-traded equity securities, which may include American Depositary Receipts (“ADRs”), Global Depositary Receipts (“GDRs”) and Exchange Traded Funds (“ETFs”), across various sectors and market capitalization ranges. Equity securities are both U.S. dollar and foreign currency denominated. Our goal is to generally identify equity securities that have strong potential for long-term appreciation, although we also invest in shorter-term opportunities from time to time.

Ideas for new investments can come from either a “top-down” assessment of a particular sector, country, theme, or trend, or a “bottom-up” investment screen of an individual company. When making investment decisions for equity securities, Inveco may use a variety of methods of analysis including, without limitation, fundamental analysis, technical analysis, macro- economic analysis, currency analysis, political analysis, trend analysis, corporate due diligence, credit analysis of the issuer’s balance sheet, income statement analysis, cash flow analysis, valuation analysis, business model assessment, regulatory analysis and/or an assessment of the trends, events or activities that could positively or negatively impact the future prospects of the issuer.

When evaluating a new equity security, we also make a separate assessment of the potential risk of the security based on such factors as, without limitation, sector and country allocation. The risk assessment not only can determine if the security is ultimately included or excluded from the portfolio, but can impact the weighting of such security within the portfolio.

We use a variety of sources of information to conduct our equity analyses including, without limitation, newspapers, financial publications and news reports, annual reports, prospectuses and filings with the SEC or other regulatory bodies, corporate press releases and publications, research material prepared by others, external databases containing financial and corporate information, and publications by governments or other global institutions, such as the International Monetary Fund.

#### *Fixed Income Strategies*

Our fixed income strategies invest in U.S. and international fixed income securities, including, but not limited to, government obligations, inflation protected securities, corporate bonds and agency bonds. Fixed income securities are both U.S. dollar and foreign currency denominated and may be fixed or floating rate instruments.

When making investment decisions for fixed income securities, Inveco uses a variety of methods of analysis including, without limitation, fundamental analysis, macro-economic analysis, sector analysis, currency analysis, political analysis, trend analysis and corporate due diligence.

In order to select a security, we generally first identify the currency, based on a targeted currency allocation. Secondly, we determine the term of and duration of the security, and finally, we determine the credit rating and sector or type of security (e.g., government, corporate, etc.) based on the diversification goals for the portfolio. The final step is to select the individual issuer that best meets our risk and return analysis.

This issuer assessment is tailored to the particular investment we are interested in. Types of

analysis may include, without limitation, credit analysis of the issuer's balance sheet, income statement analysis, cash flow analysis, business model assessment, regulatory analysis, political analysis, economic evaluation of a particular country and an assessment of the trends, events or activities that could positively or negatively impact the future prospects of the issuer.

We use a variety of sources of information to conduct our fixed income analyses including, without limitation, credit agency reports and ratings, newspapers, financial publications and news reports, annual reports, prospectuses and filings with the SEC or other regulatory bodies, corporate press releases and publications, research material prepared by others, external databases containing financial and corporate information, and publications by governments or other global institutions, such as the International Monetary Fund.

Our fixed income portfolios may contain concentrated security, sector and currency positions. Such concentrations may create a particularly volatile strategy. Investors should determine whether such volatility is appropriate for their fixed income portfolio.

#### *Outside Manager Selection and Monitoring*

Our Outside Manager selection process typically begins by finding Outside Managers through publications, recommendations, or quantitative screens of data that we obtain from research databases. This data includes information about Outside Manager strategies such as:

- return information (both absolute and as compared to an appropriate benchmark) and
- volatility and other risk metrics.

We undertake due diligence of those Outside Managers that we believe may be potential candidates for our clients. Depending on the type of Outside Manager, our due diligence may focus on, without limitation:

- security selection and portfolio construction methodologies,
- portfolio risk, including, leverage, concentration, currency and country risk,
- valuation procedures,
- organizational structure and personnel,
- key service providers,
- operations and risk management,
- litigation/disciplinary history,
- economic terms, such as fees and incentive compensation, and/or
- material conflicts of interest.

Actual areas of focus may vary depending on the type and size of an investment. Client investments with Outside Managers are generally long-term investments. After a client makes an investment with an Outside Manager, we monitor the performance of the investment on an ongoing basis. Where necessary or appropriate, we may make further recommendations to the client regarding the investment, including whether the client should increase, reduce or eliminate its investment with the Outside Manager. The ultimate decision is, however, left to the client. Inveco does not provide legal advice and clients are advised to consult their own legal counsel regarding evaluating the legal aspects of investing with any Outside Manager.

## *Asset Allocation Construction*

The asset allocation construction process is driven by our prospective views of the market, including specific asset classes, geographies, sectors, strategies and currencies. The long-term prospective risks and returns are the most important element in developing an asset allocation. Each asset allocation analysis is customized for a client based upon the client's financial profile, risk tolerance and specific goals and objectives.

We use a variety of sources of information to obtain our views on asset allocations, including, without limitation, newspapers, financial publications and news reports, research material prepared by others and publications by governments or other global institutions.

## **Material Risks of Investment Strategies or Methods of Analysis**

Investing in securities involves risk of loss that clients should be prepared to bear. Clients should carefully consider, among other factors, the matters described below and the risk factors described in all applicable offering documents of Outside Managers. As a result of these factors, as well as other risks inherent in any investment, there can be no assurance that clients will meet their investment objectives. Past performance is not an indication or guarantee of future performance. The following risks may not be all-inclusive, but should be considered carefully by a prospective client before retaining Inveco's services.

To mitigate risk, clients should determine whether their entire investment portfolio is properly diversified and whether their overall asset allocation is appropriate. Inveco generally does not manage all of a client's investments, and therefore clients have the responsibility to advise Inveco of any investments of which they believe Inveco should be aware.

### *General Risks*

Market Risk - The success of our advisory services depends, to a great extent, upon the correct assessment of the future price movements of securities. There can be no assurance that Inveco will be able to accurately predict these price movements.

Manager Risk and Dependence on Key Personnel - There can be no assurance that our strategies will be successful. For example, the models we use may not function as anticipated, or we may fail to properly execute our strategies. In addition, our advisory services depend upon the experience and expertise of our key personnel. The loss of the services of any of these individuals could have an adverse impact on our investment performance.

### *Risks Associated With Our Equity and Fixed Income Strategies*

Small and Medium-Sized Company Risk - Certain of our strategies invest in small and medium-sized companies. While small and medium-sized companies generally have the potential for rapid growth, the securities of these companies often involve greater risks than investments in larger, more established companies because small and medium-sized companies may lack the management experience, financial resources, product diversification and competitive strengths of larger companies. In addition, in many instances, the liquidity of securities of small and medium-sized companies is substantially less than is typical of larger companies, while volatility is substantially greater.

Concentration Risk - Certain of our strategies have significant weightings in a particular issuer, industry, sector or country, which may subject them to greater risks than less concentrated

portfolios.

Currency Risk - To the extent securities are issued by foreign issuers or denominated in foreign currencies, investment performance is affected by the strength or weakness of a client's base currency against these currencies.

Non-U.S. Securities Risk - Investing outside the U.S. involves different risks than U.S. investments. The risks generally include: less liquidity, greater volatility, higher transaction costs, political instability, restrictions on foreign investment and repatriation of capital, expropriation, less complete and reliable information about foreign companies, difficulty in enforcing contractual obligations, reduced government supervision of securities markets, less responsive management to shareholder concerns and imposition of foreign withholding and other taxes.

Emerging Market Securities Risk - Investments in securities of issuers located in emerging market countries are speculative and subject to certain additional risks not typically associated with issuers located in developed countries. The additional risks associated with emerging markets generally include: even less liquidity, even greater volatility, higher rates of inflation (including hyper-inflation), higher degrees of political instability, greater government involvement in the economy, less extensive government supervision of the economy and securities markets and the unavailability of material information about issuers.

#### *Special Risks Associated With Our Fixed Income Strategies*

Credit Risk - Failure of an issuer to make timely interest or principal payments, or a decline or perception of a decline in the credit quality of a bond or creditworthiness of an issuer, can cause a bond's price to fall.

Interest Rate Risk - There is a risk that a bond's value will change due to a change in the absolute level of interest rates, the spread between two rates, the shape of the yield curve or any other interest rate relationship. Interest rate risk affects the value of bonds more directly than equities, and it is a major risk to all bondholders. As interest rates rise, bond prices generally fall, and as interest rates fall, bond prices generally rise. While interest rate risk can be lessened by investing in a diverse portfolio of fixed-income securities with different interest rates and durations, there is no guarantee that this will be achieved.

Prepayment Risk - Prepayment risk relates to the risk that issuers will prepay fixed rate bonds when interest rates fall, forcing an investor to re-invest in bonds with lower interest rates than the original bond.

Non-Investment Grade Securities - While we primarily invest in investment grade securities, our fixed income strategies may invest in non-investment grade securities, which, while generally offering higher yields than investment grade securities, involve greater credit risk, including the risk of default. The prices of non-investment grade securities tend to be more sensitive to changing economic conditions and can fall dramatically in response to negative news about the borrower or its industry, or the economy in general. In addition, lower quality bonds tend to be less marketable than higher quality bonds because the market for them is not as broad or active.

#### *Risks Associated with Outside Managers*

Additional Risks - The risks set forth above with respect our investment strategies are equally applicable to Outside Managers that have similar investment strategies. However, in addition to these investment strategies, Outside Managers may have other investment strategies that have their own unique risks. These strategies include, without limitation, (i) investing in derivatives,

high-yield or “junk” bonds, asset-backed securities and illiquid assets, (ii) using borrowing or “leverage” and/or (iii) engaging in short-selling.

Performance – Our research on Outside Managers may include a review of Outside Managers’ historical performance, which historical performance may not be indicative of future performance.

Multiple Managers - Utilizing multiple Outside Managers poses unique risks to a client. For example, Outside Managers may take positions in the same security or types of securities as Inveco or Other Outside Managers at the same time. Such an occurrence may result in more rapid changes to a client’s portfolio, whether upward or downward, than would be the case with greater diversification, with the result that a loss in any such position could have a greater adverse impact upon a client. The possibility also exists that positive performance achieved by Inveco or one or more Outside Managers may be neutralized by negative performance by Inveco or one or more Outside Managers.

Two Layers of Fees - By investing with Outside Managers, a client, in effect, incurs two layers of fees--the fees paid to Inveco and the fees paid to Outside Managers. In addition, a client may be obligated to pay performance fees based on the performance of individual Outside Managers even if all of a client’s Outside Managers, as a whole, lost money during a particular period.

Performance-Based Compensation - Outside Managers will often be compensated, in whole or in part, based on the appreciation in value (including unrealized appreciation) of the assets being managed. Performance-based compensation arrangements may create an incentive for an Outside Manager to make investments that are riskier or more speculative than would be the case in the absence of performance-based compensation arrangements.

Activities of Outside Managers - Although Inveco will seek to recommend only Outside Managers which will invest client assets with high levels of competency and integrity, Inveco will have no control over the day-to-day operations of the Outside Managers. Inveco would not necessarily be aware of certain Outside Manager activities, including, without limitation, an Outside Manager’s engaging in unreported risks. As a result, there can be no assurance that the performance or conduct of the Outside Managers recommended by Inveco will conform to these standards. In addition, many Outside Managers are not restricted regarding their trading methods or the size or types of positions they can take on behalf of their clients, and may alter their portfolios at any time without notice to their investors.

Leverage – Some outside Managers may engage in borrowing when they believe that the proceeds from doing so will exceed the cost of the borrowing. Interest on the borrowed amount may be greater than the income from or increase in the value of the securities purchased with the borrowed amount and the value of the securities purchased with the borrowed amount could decline below the amount borrowed. Using leverage is risky because it not only can increase gains, but also can amplify losses. Short-selling is also a form of leverage because the Outside Manager will sell borrowed securities with the expectation that it will be able to buy back the same securities later at a cheaper price. Depending on the movements/availability of such securities, this may not be possible.

Counterparty Risk - The stability and liquidity of certain instruments (such as derivatives) traded by Outside Managers depend, in large part, on the creditworthiness of the counterparties to these transactions. If there is a default by a counterparty to such a transaction, the Outside Manager could suffer a loss. In addition, if a counterparty were to become insolvent or the subject of liquidation proceedings, the losses could be material. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where an

Outside Manager has concentrated its transactions with a single or small group of counterparties. An Outside Manager's evaluation of the creditworthiness of its counterparties may not prove sufficient.

The foregoing are just some of the risks of investing with Outside Managers and are by no means exhaustive. Clients should be aware of the unique risks applicable to any Outside Manager before investing with such Outside Manager. Inveco encourages its clients to consider all of the risk factors of any Outside Manager, including those enumerated in any private placement memorandum, offering document, and/or ADV disclosure document.

#### *Risks Associated with our Asset Allocation Services*

Although our Asset Allocation Services are designed to help optimize returns given the various levels of risk, there is no assurance that investments made based on our Asset Allocation Services will not lose money or that investment results will not experience volatility. A client's investment performance may be better or worse by participating in our Asset Allocation Services. A portfolio based on our Asset Allocation Services may perform better or worse than any single investment option or asset class or other combinations of investment options or asset classes. Asset allocation research may include a review of the historical performance of different asset classes, which historical performance may not be indicative of future performance. The success of any such portfolio will be dependent upon the performance of the component investment options, which have their own particular risks. The timing of the implementation of an asset allocation and any rebalancing may also affect performance. In addition, periodic updating of any asset allocation may cause a client to incur transactional or other expenses, which may adversely affect performance.

## Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Inveco or the integrity of our management. Neither Inveco nor any of its management persons has been the subject of any legal or disciplinary events.



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

Neither Inveco, nor its management persons, has an existing or pending affiliation with a broker-dealer or a registered representative of a broker-dealer.

Neither Inveco, nor its management persons, has an existing or pending affiliation with a Futures Commission Merchant (FCM), Commodity Pool Operator (CPO), or Commodity Trading Advisor (CTA).

Neither Inveco nor its management persons, has any relationship or arrangement that is material to its advisory business or its Clients with the types of entities described in Item 10 of the Instructions to the Form ADV.

Inveco does not receive compensation directly or indirectly from the Outside Managers.

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

### *Code of Ethics*

Inveco has adopted a Code of Ethics (the “Code”) for all personnel of the firm, incorporating our high standards of business conduct. The Code includes provisions relating to standards of professional conduct, the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of certain gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

All of our personnel must comply with and agree to abide by the terms of the Code annually, or as amended from time to time. Any individual not abiding by the Code may be subject to disciplinary action, up to and including termination.

A copy of the Code may be obtained by contacting us at 212-758-4865 or by writing to us at the address on the cover page of this document.

### *Participation in Client Transactions*

On occasion, Inveco participates with its clients in the investment in certain investment vehicles used to purchase interests in real estate (“Private Real Estate Vehicles”). The Private Real Estate Vehicles are not managed or controlled by Inveco. However, from certain of the Private Real Estate Vehicles, Inveco may receive a profit share and/or compensation for the provision of certain asset management and/or other management services. By participating in such transactions alongside Inveco’s clients and receiving a profit share and/or certain services fees, conflicts of interest may arise. However, in order to mitigate conflicts of interest, Inveco ensures that (i) the Private Real Estate Vehicle investments are suitable for all participating clients and (ii) all participating clients are specifically made aware of and agree to the payment of any profit interest and/or service fees.

### *Personal Trading*

Our personnel are permitted to buy and sell the securities which we recommend and/or purchase or sell for our clients. Such personal trading creates a conflict of interest which could disadvantage our clients. In order to minimize such disadvantage, a material portion of the Code is dedicated to our personal securities trading procedures (the “Personal Trading Procedures”).

The Personal Trading Procedures provide, among other things, that:

- Our personnel are prohibited from engaging in “front running” or similar trading practices (“front running” is the practice of executing an order for a security while taking advantage of advance knowledge of a pending order for a client). If Inveco personnel are aware of any pending orders to buy or sell a security for a client, they are prohibited from making any personal trades for their own account in such security until the client’s transactions have been completed or abandoned.
- Our personnel are prohibited from trading in the securities of publicly traded companies which are clients of Inveco (or whose officers are clients of Inveco).
- Our personnel are prohibited from acquiring any securities in an initial public offering or a private placement without the prior written approval of the Chief Compliance Officer.
- Our personnel must regularly submit to the Chief Compliance Officer records of their personal trading activities and security holdings so that we may assess compliance with our

Personal Trading Procedures, as well as our prohibitions on insider trading.

## Item 12 – Brokerage Practices

### **Factors in Selecting or Recommending Broker-Dealers for Client Transactions**

Inveco possesses the discretion to determine the broker-dealer to be used for certain Separate Accounts we manage. For other accounts, the client will determine that broker-dealer to be used. Brokerage transactions are executed electronically or over the phone.

In placing orders to purchase and sell securities, it is our policy to seek “best execution”. The term “best execution” means executing securities transactions for clients such that each transaction is the most favorable under the circumstances.

In selecting brokers-dealers to execute transactions, Inveco considers various factors, including, but not limited to:

- the rate of commission,
- execution capability, based on the size, difficulty and other characteristics of the specific order,
- the value of research provided,
- financial strength, and
- reliability and responsiveness.

A client may pay a commission that is higher than what another qualified broker-dealer might charge to effect the same transaction when Inveco determines, in good faith, that the commission is reasonable in relation to the value of the overall brokerage and research services received. In seeking “best execution”, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealers’ services. Consistent with the foregoing, while Inveco will always seek competitive institutional rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

Outside Managers may have their own policies and procedures in place designed to achieve “best execution”.

### **Research and Other Soft Dollar Benefits**

Inveco does not currently utilize soft dollars.

### **Brokerage for Client Referrals**

Inveco does not receive client referrals from its brokerage relationships.

### **Directed Brokerage**

Inveco is responsible for the selection of the broker-dealers used to execute transactions for certain Separate Accounts we manage. Clients for whom we provide this service are not involved in this selection process. We honor client’s requests for directed brokerage, but if honored, we may be unable to achieve the most favorable total costs or proceeds reasonably attainable under the circumstances. Ultimately, this practice may cost the client more money.

## **Aggregation of Orders**

Where appropriate and consistent to facilitate “best execution”, it is our practice to aggregate or “bunch” orders for the discretionary Separate Accounts we manage in a single transaction or multiple transactions. Each client that participates in a bunched transaction will participate at the average share price obtained in that transaction. In a bunched transaction, securities purchased or sold and brokerage commissions are allocated pro rata in proportion to the size of the order placed by us on behalf of each participating client.

If an aggregated trade order is only partially filled, all participating Clients will generally receive a pro rata share of the fill unless such distribution would result in nominal distributions to Clients or if a distribution would be smaller than the minimum lot size for such security, in which case those Clients may be excluded from the allocation.

However, because we tailor our clients’ portfolios to meet their unique and individual needs, we usually purchase/sell a security for one client which we do not purchase/sell for other clients.

In recommending Outside Managers that are appropriate for more than one client, it is our practice, when feasible, to have the clients invest with Outside Managers at the same time, but we ultimately cannot control the timing of their investments. However, because we tailor our clients’ portfolios to meet their unique and individual needs, we may recommend an Outside Manager to one client which we do not recommend to another client.

## Item 13 – Review of Accounts

### **Periodic Review of Accounts**

Our President and investment personnel maintain continuous oversight of the Separate Account portfolios we manage.

Once a Client has made an investment with an Outside Manager, the investment is monitored by Inveco. The extent and level of monitoring will vary depending on the investment. However, items considered, where applicable, may include:

- Monthly performance monitoring through the review of Outside Manager statements and client performance reports;
- Conference calls and/or meetings with managers, as needed;
- Review of Outside Manager correspondence;
- Review of financial statements; and/or
- Review of updated regulatory filings.

When requested by a client, our President will review a client's asset allocation. Such a review may include evaluating the actual asset allocation as compared to the allocation target.

### **Non-Periodic Review of Accounts**

More frequent reviews may be triggered by material changes in variables such as a client's individual circumstances, market conditions or the political or economic environment.

### **Client Reports**

Some of our clients directly contract for performance reporting services through the Lessor (refer to Item 10 for a description of the Lessor). Such reports contain, among other things, detailed information concerning asset values, asset allocation, performance and holdings about the Separate Accounts we manage, as well as the investments managed by Outside Managers.

For clients who do not use the services of the Lessor, Inveco will provide client reports, typically on a monthly or quarterly basis. In addition, our clients sometimes request ad hoc or additional reports, which Inveco will typically provide or cause to be provided.

Outside Managers typically provide their own reports on a monthly/quarterly basis, which Inveco will review on behalf of its non-discretionary clients.

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

As described in Item 11 above, on occasion, Inveco may receive compensation from certain Private Real Estate Vehicles that its clients invest in.

## Item 15 – Custody

Inveco does not maintain possession of any client assets. Client assets should be held by a bank, broker-dealer or other institution deemed a “qualified custodian” by the SEC.

For the Separate Accounts we manage or which are managed by Outside Managers, clients choose their own “qualified custodian” to take and have possession of their assets. Clients should receive at least quarterly statements from the qualified custodian. We urge clients to carefully review these custodial statements and compare them to the account statements that we, a third party or an Outside Manager may provide to clients regarding their accounts. Such statements may vary from custodial statements based on accounting procedures, reporting dates or the valuation methodologies of certain securities.

For Fund investments managed by Outside Managers, custody of the assets will typically be at the custodian selected by the Outside Manager. We urge clients to carefully review statements from their Outside Managers.

Clients should be aware that custodians may be permitted to loan client securities to third- parties if the client does not restrict this practice. There is a risk that these securities are never returned to the client. Each client needs to understand the risks associated with custody relationships.



## Item 16 – Investment Discretion

For the Separate Accounts we manage, Inveco receives discretionary authority from the client at the outset of the advisory relationship. This includes, but is not limited to, the authority to:

- select the type and amount of securities to be bought or sold,
- transact trading in the client's custodial account, including the selection of broker-dealers, where applicable, and
- make decisions regarding corporate actions, such as whether to exercise a right of conversion or take receipt of a dividend in one currency or another.

In all cases, however, the discretion is exercised in a manner consistent with the stated investment objectives, policies and/or restrictions, if any, for the particular Separate Account, as stated in the applicable investment management agreement or as otherwise agreed to by Inveco and the client in writing from time to time.

For the Outside Managers we recommend and monitor, we do not have discretionary authority. Clients who engage an Outside Manager based on our recommendations will contract with the Outside Manager directly.

## Item 17 – Voting Client Securities

With respect to our discretionary strategies, Inveco does not vote client securities (referred to as voting client “Proxies”). Inveco also does not make decisions as to whether or not a client should participate in a class action lawsuit, bankruptcy proceeding or other legal claim regarding the securities of an issuer purchased by Inveco (referred to as “Claims”). Proxies and Claims are left to each client, as agreed with each client in its investment management agreement. Clients will generally receive materials relating to Proxies and Claims directly from their custodian.

For investments managed by Outside Managers, the Outside Manager typically has the discretion to vote Proxies of the underlying securities. Claims are generally left to the client. For those Outside Managers who do not vote proxies or make decisions on Claims, clients will generally receive the Proxies and/or Claims directly from their custodian and/or the Outside Manager or its agent.

In instances where a Fund asks a client to vote on any proposal, amendment, consent or similar action relating to the Fund itself, the client, and not Inveco, will receive the solicitation directly from the Fund and make the determination of whether or not to take action.

While we do not vote Proxies or make decisions regarding Claims, we may, when requested by a client, provide a recommendation to a client regarding a Proxy, Claim or other solicitation, although we are under no obligation to do so.

## Item 18 – Financial Information

We are not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to our clients.

We have never been the subject of a bankruptcy proceeding.