

Natixis Asset Management U.S., LLC

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Part 2A of Form ADV: Firm Brochure
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This brochure provides information about the qualifications and business practices of Natixis Asset Management U.S., LLC. If you have any questions about the contents of this brochure, please contact us at 617 449-2100. 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 Natixis Asset Management U.S., LLC also is available on the SEC’s website at www.adviserinfo.sec.gov. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

Item 2 is not currently applicable to Natixis Asset Management U.S., LLC.

Item 3. Table of Contents

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Item 4. Advisory Business

Natixis Asset Management U.S., LLC (“NAM US” or the “Adviser”), a Delaware limited liability company, is a Boston-based investment management firm established in 2014.

NAM US is a direct subsidiary of Natixis Asset Management SA (“NAM Paris”) and an indirect subsidiary of Natixis Global Asset Management SA (“NGAM”), an international asset management group based in Paris, France. NGAM owns, in addition to NAM US, a number of other asset management and distribution and service entities. NGAM is in turn owned by Natixis, a French investment banking and financial services firm. Natixis is principally owned by BPCE, France’s second largest banking group. BPCE is owned by banks comprising two autonomous and complementary retail banking networks consisting of the Caisse d’Epargne regional savings banks and the Banque Populaire regional cooperative banks. Natixis and BPCE each owns, directly or indirectly, other investment advisers established in various jurisdictions.

NAM US specializes in a differentiated global asset allocation strategy that leverages dynamic asset allocation and active volatility management. The Adviser strives to go beyond traditional investment approaches and believes that a diversified asset allocation strategy can benefit from an explicit allocation to volatility as an asset class.

Initially, the Adviser intends to provide its investment advisory services exclusively to Seeyond Multi-Asset Allocation Fund, a series of Natixis Funds Trust II (the “Initial Fund”), which will be registered as an investment company under the Investment Company Act of 1940, as amended (the “1940 Act”). Investment decisions for the Initial Fund will be implemented on a fully discretionary basis, subject to the restrictions contained in the Initial Fund’s Prospectus and Statement of Additional Information. The Adviser may enter into investment advisory arrangements with other clients in the future, which could include pooled investment vehicles, other mutual funds and separate accounts.

The Adviser will enter into a personnel-sharing arrangement with its Paris-based affiliate, NAM Paris, which, like the Adviser, is part of NGAM. Pursuant to this arrangement, certain employees of NAM Paris will serve as “associated persons” of the Adviser and, in this capacity, will be subject to the oversight of the Adviser and its Chief Compliance Officer (“CCO”). These associated persons may, on behalf of the Adviser, provide discretionary investment management services (including acting as portfolio managers), research and related services to clients of the Adviser, including the Initial Fund. Unlike the Adviser, NAM Paris is not registered as an investment adviser with the SEC. The personnel-sharing arrangement is based on no-action letters of the staff of the SEC that permit an SEC-registered investment adviser to rely on and use the resources of advisory affiliates, subject to the supervision of the SEC-registered investment adviser. Under these no-action letters, NAM Paris is considered a “participating affiliate” of the Adviser (the “Participating Affiliate”), and certain employees of NAM Paris are “associated persons” of the Adviser (the “Associated Persons”).

The Adviser has not yet commenced business operations but anticipates that it will begin to provide services to the Initial Fund after its registration with the SEC as an investment adviser

under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) becomes effective. As of May 16, 2014, the Adviser has no clients and manages a total of \$0 of client assets.

Item 5. Fees and Compensation

As compensation for the investment advisory services rendered to the Initial Fund, the Adviser will receive an advisory fee (the “Advisory Fee”) pursuant to an investment advisory agreement with the Initial Fund. The Advisory Fee will be calculated based on a percentage of average daily net assets of the Initial Fund, and the details of the Advisory Fee will be publicly available in the Initial Fund’s Prospectus and Statement of Additional Information.

As discussed above under Item 4, the Adviser will enter into a personnel-sharing arrangement with NAM Paris under which the Associated Persons of the Adviser may, on behalf of the Adviser, participate in providing discretionary investment management services, research and related services to clients of the Adviser, including the Initial Fund. Pursuant to this arrangement, the Adviser will compensate NAM Paris based on the value of the services provided by the Associated Persons, provided that such compensation will not be a function of the accumulated time, if any, spent by any such Associated Person in providing services to the Initial Fund on behalf of the Adviser, and that the Associated Persons will not be compensated by the Adviser, but by NAM Paris, their employer.

Billing procedures for the Advisory Fee may vary across clients and will be addressed in each client’s investment advisory agreement. Similarly, specific payment and repayment arrangements which may arise upon termination of a client’s investment advisory agreement will, if applicable, be addressed in the client’s investment advisory agreement, along with the specific terms defining which of the client’s expenses will be paid by the Adviser out of the advisory fee or by the client.

The advisory fees payable to the Adviser may vary under each client’s advisory agreement. To the extent provided in a client’s investment advisory agreement, the Adviser may pay out of advisory fees certain operating expenses, including expenses on account of rent, utilities, office supplies, office equipment, travel, entertainment, compensation of its members, principals and employees and other routine administrative expenses relating to the services and facilities provided by the Adviser to the client. The client may bear certain other expenses relating to it, including without limitation legal, accounting, audit, brokerage, custody, transfer, registration, trustees’ fees, directors’ and officers’ insurance, interest, taxes and extraordinary expenses, and other similar fees and expenses, as well as any other fees or expenses incurred by the Adviser or the client that are not specifically set forth in the client’s investment advisory agreement as being paid by the Adviser. Expenses that would otherwise be payable by the Adviser may be reduced through the use of “soft” or commission dollars, as discussed in Item 12 below.

When a broker is used in connection with an investment by the Initial Fund, the Initial Fund will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

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

The Adviser currently does not intend to accept a performance-based fee from the Initial Fund or from other clients. However, the Adviser's parent company, NAM Paris, may accept performance-based fees and may manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee. For additional information regarding fees and compensation for investment advisory services, see Item 5 above.

Item 7. Types of Clients

The Adviser does not currently provide investment advisory services to any clients. After the Adviser's registration with the SEC under the Advisers Act is effective, the Adviser anticipates that it will begin providing investment advisory services exclusively to the Initial Fund. At that point, investment advice will be provided directly to the Initial Fund and not individually to investors in the Initial Fund.

Interests in the Initial Fund will be publicly available and will therefore be registered under the Securities Act of 1933, as amended, and under the 1940 Act. Investment minimums for investors in the Initial Fund will be set forth in the Initial Fund's Prospectus and Statement of Additional Information. The Adviser may add other clients in the future, which could include pooled investment vehicles, other mutual funds and separate accounts.

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

Methods of Analysis and Investment Strategies

The Adviser anticipates that it may use the following methods and strategies in formulating investment decisions and recommendations for clients:

The Adviser uses an investment strategy that leverages dynamic asset allocation and active volatility management. The Adviser will typically seek exposure to a combination of four asset classes: equity, fixed income, currency and volatility. In seeking exposure to these asset classes, the Adviser expects that it will use, among other instruments, a variety of listed and other liquid derivative instruments to capture targeted exposures. The Adviser will typically obtain equity exposure through investments in broad, equity index listed futures and exchange-traded funds ("ETFs"). Fixed income exposure may consist of, but will not be limited to, U.S. and non-U.S. government bonds, listed bond futures and fixed income ETFs. The Adviser will typically obtain currency exposure through investments in non-dollar denominated investments, futures and forward foreign currency contracts. Exposure to volatility assets will result from both "long" and "short" positions in index futures and options, such as futures contracts based on the Chicago Board Options Exchange Volatility Index (the "VIX"), listed equity index options and equity index futures. The Adviser may take both long and short exposures to these asset classes. A "short" exposure will benefit when the underlying asset class decreases in price. A "long" exposure will benefit when the underlying asset class increases in price. For cash management purposes, the Adviser may also invest in short-term money market instruments including, but not

limited to, U.S. and non-U.S. treasury bills, certificates of deposit and commercial paper. These markets include, but are not limited to, Europe, the U.S. and Asia.

The Adviser believes that a diversified asset allocation strategy can benefit from an explicit allocation to volatility as an asset class. This approach can offer several benefits to a traditional asset allocation portfolio. The Adviser's research suggests that volatility exposure can be a complement to equity and fixed income investments because it has the potential to provide either a diversified source of return or to mitigate risk. In particular, increasing equity market volatility has typically been associated with periods of market and macroeconomic uncertainty. As such, long exposure to equity volatility during those periods can offer an attractive risk reward profile compared to other asset classes. Conversely, when equity market volatility is declining, "selling" volatility (for example, by making investments which are expected to increase in value when volatility decreases) can provide a diversified source of return, which may be uncorrelated with fixed income investments.

The Adviser's investment process employs three primary considerations: market fundamentals, pricing trends and market risk. The Adviser relies on various proprietary indicators in addition to the experience and judgment of the portfolio management team when determining capital allocation. These fundamental indicators integrate macroeconomic characteristics (such as growth and inflation) and microeconomic characteristics (such as earnings and valuations), along with momentum indicators, which rely on moving averages to identify structural market trends with a view towards replicating the behavior of a rational investor. In addition, the portfolio management team relies on independent research and analysis (on topics such as news flow, central bank policy, and market flows) to identify short-term opportunities, to take into account scenarios that might not yet be reflected within the quantitative indicators and to adapt the portfolio to unexpected events. The Adviser seeks to identify and to exploit market trends over time, generating value through asset allocation, rather than individual security selection. The strategy also integrates volatility as an asset class. The Adviser utilizes quantitative indicators that assess the movement, level and cost of investing in volatility, in addition to the qualitative judgment and experience of the portfolio management team.

Portfolio construction begins with the goal of allocating risk efficiently. Exposures are defined individually, market-by-market, with a view towards constructing directional positions independently from one another. For each market, risk analysis is used to determine the appropriate position sizes compared to a diversified portfolio comprised of 60% global equities and 40% global bonds. The Adviser will maintain flexibility in allocating capital across different asset classes and will rely heavily on derivatives to implement its strategies.

These methods, strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment.

Principal Risks

The material risks associated with the Adviser's investment strategies are set forth below:

Active and Frequent Trading: The Adviser's strategies use active and frequent trading of securities and other instruments. Effects of frequent trading may include high transaction costs, which may lower the return, and realization of greater short-term capital gains, distribution of which are taxable to shareholders who are individuals as ordinary income. Trading costs and tax effects associated with frequent trading may adversely affect performance. The Adviser's trading in derivatives is active and frequent, which, like active and frequent trading of securities, will result in transaction costs that reduce returns.

Agency Securities Risk: Agency securities are subject to fixed-income securities risk. Certain debt securities issued or guaranteed by agencies of the U.S. government are guaranteed as to the payment of principal and interest by the relevant entity but have not been backed by the full faith and credit of the U.S. government. Instead, they have been supported only by the discretionary authority of the U.S. government to purchase the agency's obligations. An event affecting the guaranteeing entity could adversely affect the payment of principal or interest or both on the security and, therefore, these types of securities should be considered to be riskier than U.S. government securities.

Allocation and Correlation Risk: This is the risk that the Adviser's judgments about, and allocations between, asset classes and market exposures may adversely affect the portfolio's performance. This risk can be increased by the use of derivatives to increase allocations to various market exposures. This is because derivatives can create investment leverage, which will magnify the impact to the portfolio of its investment in any underperforming market exposure.

Below Investment Grade Fixed-Income Securities Risk: The Adviser's investments in below investment grade fixed income securities, also known as "junk bonds," may be subject to greater risks than other fixed-income securities, including being subject to greater levels of interest rate risk, credit risk (including a greater risk of default) and liquidity risk. The ability of the issuer to make principal and interest payments is predominantly speculative for below investment grade fixed-income securities.

Credit/Counterparty Risk: Credit risk is the risk that the issuer or the guarantor of a fixed-income security, or the counterparty to a derivatives or other transaction, will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. A portfolio will be subject to credit risks with respect to the counterparties of its derivative transactions. When the Adviser enters into over-the-counter ("OTC") derivative transactions, such as foreign currency transactions, the portfolio will be subject to the risk that its direct counterparties will not perform their obligations under the transactions and that the portfolio will sustain losses or be unable to realize gains. Additionally, when the Adviser enters into cleared derivatives transactions, the portfolio will be subject to the credit risk of the clearinghouse and the clearing member through which it holds its cleared position, rather than the credit risk of its original counterparty to the derivatives transaction.

Currency Risk: Fluctuations in the exchange rates between different currencies may negatively affect an investment. A portfolio may be subject to currency risk because the Adviser may invest a significant portion of the portfolio's assets in currency related instruments and may invest in securities or other instruments denominated in, or receive revenues in, foreign currencies. The Adviser may elect not to hedge currency risk, or may hedge such risk imperfectly, which may cause a portfolio to incur losses that would not have been incurred had the risk been hedged.

Derivatives Risk: Derivative instruments (such as those in which the Adviser may invest) can be used to acquire or to transfer the risk and returns of a security or other asset without buying or selling the security or asset. Derivatives are subject to changes in the value of the underlying assets or indices on which such transactions are based. There is no guarantee that the use of derivatives will be effective or that suitable transactions will be available. Even a small investment in derivatives may give rise to leverage risk and can have a significant impact on the portfolio's exposure to securities market values, interest rates or currency exchange rates. It is possible that the portfolio's liquid assets may be insufficient to support its obligations under its derivatives positions. The use of derivatives for other than hedging purposes may be considered a speculative activity, and involves greater risks than are involved in hedging. The use of derivatives may cause the portfolio to incur losses greater than those that would have occurred had derivatives not been used. The Adviser's use of derivatives, such as futures, forward contracts, foreign currency transactions and options, involves other risks, such as the risk of difficulties in pricing and valuation, the risk that changes in the value of a derivative may not correlate as expected with changes in the value of relevant assets, rates or indices, liquidity risk, allocation risk, credit risk and the risk of losing more than the initial margin required to initiate derivatives positions. There is also the risk that the Adviser may be unable to terminate or sell a derivatives position at an advantageous time or price. The portfolio's derivative counterparties may experience financial difficulties or otherwise be unwilling or unable to honor their obligations, possibly resulting in losses to the portfolio.

Emerging Markets Risk: In addition to the risks of investing in foreign investments generally, emerging markets investments are subject to greater risks arising from political or economic instability, nationalization or confiscatory taxation, currency exchange restrictions and an issuer's unwillingness or inability to make principal or interest payments on its obligations. Emerging markets companies may be smaller and have shorter operating histories than companies in developed markets.

Equity Securities Risk: The value of the portfolio's investments in equity securities could be subject to unpredictable declines in the value of individual securities and periods of below-average performance in individual securities or in the equity market as a whole. In the event an issuer is liquidated or declares bankruptcy, the claims of owners of the issuer's bonds generally take precedence over the claims of those who own preferred stock or common stock.

Fixed-Income Securities Risk: Fixed-income securities are subject to credit risk, interest rate risk and liquidity risk. The portfolio may lose money on an investment in fixed-income securities due to unpredictable drops in a security's value or periods of below-average performance in a given security or in the securities market as a whole. Zero-coupon bonds may be subject to these risks to a greater extent than other fixed-income securities. Rule 144A securities may be more illiquid

than other fixed-income securities. In addition, an economic downturn or period of rising interest rates could adversely affect the market of these securities and reduce the Adviser's ability to sell them.

Foreign Securities Risk: Investments in foreign securities may be subject to greater political, economic, environmental, credit and information risks. The portfolio's investments in foreign securities also are subject to foreign currency fluctuations and other foreign currency-related risks. Foreign securities may be subject to higher volatility than U.S. securities, varying degrees of regulation and limited liquidity.

Inflation/Deflation Risk: Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the present value of future payments. Deflation risk is the risk that prices throughout the economy decline over time (the opposite of inflation). Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the portfolio. Because the Adviser seeks positive returns that exceed the rate of inflation over time, if the portfolio managers' inflation forecasts are incorrect, the portfolio may be more severely impacted than other portfolios.

Interest Rate Risk: Interest rate risk is the risk that the value of the portfolio's investments will fall if interest rates rise. Generally, the value of fixed-income securities rises when prevailing interest rates fall and falls when interest rates rise. Interest rate risk generally is greater for portfolios that invest in fixed-income securities with relatively longer durations than for portfolios that invest in fixed-income securities with shorter durations. The value of zero-coupon and pay-in-kind ("PIK") bonds may be more sensitive to fluctuations in interest rates than other fixed-income securities. In addition, an economic downturn or period of rising interest rates could adversely affect the market of these securities and reduce the Adviser's ability to sell them. A period of rising interest rates could negatively impact the performance of the portfolio.

Investments in Other Investment Companies Risk: The portfolio will indirectly bear the management, service and other fees of any other investment companies in which it invests in addition to its own expenses.

Issuer Risk: The value of the portfolio's investments may decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods and services.

Large Investor Risk: Ownership of shares of a pooled investment vehicle, such as the Initial Fund, may be concentrated in one or a few large investors, especially during periods soon after the commencement of investment operations. Such investors may redeem shares in large quantities or on a frequent basis. Redemptions by a large investor could affect the performance of the Initial Fund, may increase realized capital gains, may accelerate the realization of taxable income to shareholders and may increase transaction costs. These transactions potentially limit the use of any capital loss carry forwards and certain other losses to offset future realized capital gains (if any). Such transactions may also increase the Initial Fund's expenses.

Leverage Risk: Use of derivative instruments may involve leverage. Taking short positions in stocks also results in a form of leverage. Leverage is the risk associated with securities or practices that multiply small index, market or asset price movements into larger changes in value. The use of leverage increases the impact of gains and losses on a strategy's returns, and may lead to significant losses if investments are not successful.

Liquidity Risk: Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Adviser from transacting in these illiquid investments at an advantageous price or time. A lack of liquidity also may cause the value of investments to decline. Illiquid investments also may be difficult to value.

Management Risk: A strategy used by the Adviser's portfolio managers may fail to produce the intended result.

Market Risk: The market value of a security or derivative will move up and down, sometimes rapidly and unpredictably, based upon a change in an issuer's financial condition, as well as overall market and economic conditions. The Adviser will attempt to reduce this risk by implementing various volatility management strategies and techniques. However, there is no guarantee that such strategies and techniques will produce the intended result.

Non-Diversification Risk: The Adviser may invest a greater percentage of the portfolio's assets in a particular issuer and may invest in fewer issuers. Therefore, the portfolio may have more risk because changes in the value of a single security or the impact of a single economic, political or regulatory occurrence may have a greater adverse impact on the portfolio's value.

Short Exposure Risk: A short exposure through a derivative may present various risks, including credit/counterparty risk and leverage risk. If the value of the asset, asset class or index on which the Adviser has obtained a short investment exposure increases, the portfolio will incur a loss. Unlike a direct cash investment such as a stock, bond or exchange-traded fund, where the potential loss is limited to the purchase price, the potential risk of loss from a short exposure is theoretically unlimited. Moreover, there can be no assurance that securities necessary to cover a short position will be available for purchase.

U.S. Government Securities Risk: Investments in certain U.S. government securities may not be supported by the full faith and credit of the U.S. government. Accordingly, no assurance can be given that the U.S. government will provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. The maximum potential liability of the issuers of some U.S. government securities held by the portfolio may greatly exceed their current resources, and it is possible that these issuers will not have the funds to meet their payment obligations in the future. In such a case, the Adviser would have to look principally to the agency, instrumentality or sponsored enterprise issuing or guaranteeing the security for ultimate repayment, and the Adviser may not be able to assert a claim against the U.S. government itself in the event the agency, instrumentality or sponsored enterprise does not meet its commitment. Concerns about the capacity of the U.S. government to meet its obligations may raise the interest rates payable on its securities, negatively impacting the price of such securities already held by the portfolio.

Valuation Risk: This is the risk that the Adviser has valued certain instruments at a higher price than the price at which they can be sold. This risk may be especially pronounced for investments, such as derivatives, that may be illiquid or may become illiquid.

Volatility Risk: The success of the Adviser's volatility management strategy is subject to the Adviser's ability to forecast volatility in an accurate and timely manner. The Adviser's volatility forecasts may be incorrect, and the allocation changes made by the Adviser in response to volatility forecasts may not achieve the intended effect. Volatility management techniques may result in periods of underperformance, may limit the Adviser's ability to participate in rising markets and may increase transaction costs. The portfolio's performance may be lower than similar portfolios that do not use a volatility management strategy.

Item 9. Disciplinary Information

NAM US has not been subject to any legal or disciplinary events since its formation.

Item 10. Other Financial Industry Activities and Affiliations

NAM US has applications pending to be registered as a commodity trading advisor ("CTA") and a commodity pool operator ("CPO") and will use futures contracts in the management of the Initial Fund. Certain NAM US employees have applications pending to be registered as "principals" or "associated persons" of the CTA and CPO. In addition, NAM Paris, in its capacity as the parent company of NAM US, is registered as a "principal."

As an indirect subsidiary of NGAM and Natixis, NAM US has numerous affiliated companies in the asset management, distribution, and financial services industry globally. NAM US operates its business independently of its affiliates. However, NAM US does have some relationships with affiliated companies that are material to its business:

- NAM US anticipates that it will serve as investment adviser to the Initial Fund, a U.S. registered investment company that is sponsored and distributed by its affiliate, NGAM Distribution, L.P. NGAM Distribution, L.P., a NAM US affiliate, will act as principal underwriter, distributor and administrator for the Initial Fund.
- NAM US will enter into a personnel-sharing arrangement with its Paris-based affiliate, NAM Paris, which, like the Adviser, is part of NGAM. Pursuant to this arrangement, certain employees of NAM Paris will serve as Associated Persons of NAM US and, in this capacity, will be subject to the oversight of NAM US and its CCO. These Associated Persons may, on behalf of NAM US, participate in providing discretionary investment management services (including acting as portfolio managers), research and related risk management, internal control and compliance services to the Initial Fund. NAM Paris will be a Participating Affiliate of the Adviser, and certain employees of NAM Paris will be Associated Persons of the Adviser.

- NGAM, the parent company of the Adviser, or another affiliate, may provide seed capital to NAM US to incubate a new investment strategy or product. An affiliate of NGAM is expected to provide the initial seed capital for the Initial Fund. NAM US may also work with another affiliated company to jointly manage a new style or product.

Given that affiliated companies are equipped to provide a number of services and investment products to clients, subject to applicable law, clients of NAM US may engage an affiliated company to provide any number of such services, including advisory, custodial or banking services or may invest in the investment products provided or sponsored by one of its affiliates. These relationships could give rise to potential conflicts of interest or otherwise may have an adverse effect on NAM US's clients. For example, when acting in a commercial capacity, related persons of NAM US may take commercial steps in their own interests, which may be adverse to those of NAM US's clients.

Given the interrelationships among NAM US and its related persons and the changing nature of NAM US's related persons' businesses and affiliations, there may be other or different potential conflicts of interest that arise in the future or that are not covered by this discussion. For additional information regarding potential conflicts of interest arising from NAM US's relationships and activities with its related persons, see Item 11 below.

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

Code of Ethics

The Adviser recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its clients; (ii) its long-term business interests are best served by adherence to the principle that the interests of its clients come first; and (iii) it has a fiduciary duty to its clients to act solely for their benefit. All personnel of the Adviser must put the interests of the Adviser's clients before their own personal interests and must act honestly and fairly in all respects in dealings with the clients. All personnel of the Adviser must also comply with all federal securities laws.

In recognition of the foregoing, the Adviser will adopt a written Code of Ethics that will be applicable to all of its officers and employees, as well as the Associated Persons employed by the Participating Affiliate (collectively, "Adviser Personnel"). The Code of Ethics, which will be designed to comply with Rule 204A-1 under the Advisers Act and Rule 17j-1 under the 1940 Act, will establish guidelines for professional conduct and personal trading procedures, including certain pre-clearance, recordkeeping and reporting obligations. Adviser Personnel and their families and households will be able to purchase investments for their own accounts, including the same investments as may be purchased or sold for the Initial Fund, subject to the terms of the Code of Ethics. Under the Code of Ethics, Adviser Personnel will also be required to file certain periodic reports with the Adviser's CCO as required by Rule 204A-1 under the Advisers Act. The Code of Ethics will help the Adviser detect and prevent potential conflicts of interest.

Pre-Clearance of Certain Personal Securities Transactions

Adviser Personnel will be required to obtain approval from the CCO before they acquire beneficial ownership in any security in an initial public offering (“IPO”), or in a limited offering (i.e., a private placement or other types of sales limited to selected investors), in each case, whether in the U.S., France or elsewhere. The Adviser will seek to identify and prevent potential conflicts of interest in the acquisition by Advisory Personnel of other types of investments, including those that are in the universe of securities in which the Initial Fund and other clients may invest.

Ban on Short-Term Trading

Adviser Personnel will be prohibited from purchasing and then selling shares of the Initial Fund or any other client managed by NAM US, except shares of a money market fund, within 60 calendar days. For purposes of the preceding restriction, non-volitional trades (e.g., company retirement plan matching contributions) or automatic transactions (e.g., payroll deduction, deferred compensation, retirement plan contributions, systematic withdrawal plans) are not considered purchases or sales, as the case may be. However, this restriction does apply to exchanges and re-allocation of assets within a retirement or deferred compensation plan account.

The Code of Ethics will set forth reporting requirements for Adviser Personnel, including quarterly reporting of securities transactions, annual reporting of all holdings and annual certification that the Adviser Personnel has read and understands the Code of Ethics and has reported all personal covered securities transactions.

Adviser Personnel who violate the Code of Ethics may be subject to remedial action, including, but not limited to, profit disgorgement, fines, censure, demotion, suspension or dismissal. Adviser Personnel will also be required to promptly report any violation of the Code of Ethics of which they become aware. Adviser Personnel will be required to annually certify compliance with the Code of Ethics.

A copy of the Code of Ethics will be available to any client or prospective client upon written request to the Adviser at the following address: 399 Boylston Street, Boston, MA 02116.

Conflicts

The material conflicts of interest which the Adviser anticipates could be encountered by the Initial Fund or other advisory clients include those discussed below, although the discussion below does not necessarily describe all of the conflicts that may be faced by the Adviser and/or its clients. Other conflicts may be disclosed throughout this brochure and the brochure should be read in its entirety for other conflicts. To the extent the conflicts addressed in this brochure pertain to potential conflicts among the interests of different advisory clients, such conflicts will only arise if the Adviser, at some future date, begins providing services to other clients in addition to the Initial Fund.

Allocation of Investment Opportunities Among Clients

In connection with its investment activities, the Adviser and its Participating Affiliate may encounter situations in which they must determine how to allocate investment opportunities among various clients and other persons, which may include, but are not limited to, the following:

- The Initial Fund or other advisory clients of the Adviser and its Participating Affiliate;
- Third Parties that wish to make direct investments (i.e., not through an investment vehicle) side-by-side with the Initial Fund in particular transactions entered into by the Initial Fund; and
- Third Parties acting as “co-sponsors” with the Adviser with respect to a particular transaction.

The Adviser will adopt written policies and procedures relating to the allocation of investment opportunities, and will make allocation determinations consistently therewith. These policies and procedures will address, among other things, the potential conflicts of interest which may arise as the Associated Persons allocate investment opportunities among the Initial Fund and other clients of the Adviser and its Participating Affiliate.

The Adviser must first determine which of the Adviser’s clients will participate in an investment opportunity. The Adviser will assess whether an investment opportunity is appropriate for a particular client based on the client’s investment objectives, strategies and risk tolerance. For example, the Initial Fund’s investment objectives, strategies and principal risks will be reflected in the Initial Fund’s Prospectus and Statement of Additional Information. Prior to making any allocation to a client of an investment opportunity, the Adviser will determine what additional factors may restrict or limit the offering of an investment opportunity to the client. Possible restrictions include, but are not limited to:

- *Obligation to Offer:* The Adviser may be required to offer an investment opportunity to one or more of its clients. This obligation to offer investment opportunities may be set forth in the client’s offering documents and/or operating agreement.
- *Related Investments:* The Adviser may offer an investment opportunity related to an investment previously made by a client to such client to the exclusion of, or resulting in a limited offering to, other clients.
- *Legal and Regulatory Exclusions:* The Adviser may determine that certain clients or investors should be excluded from an allocation due to specific legal, regulatory and contractual restrictions placed on the participation of such persons in certain types of investment opportunities.

Once the clients that will participate in a particular investment have been identified, the Adviser, in its discretion, will decide how to allocate such investment opportunity among the identified clients. In allocating such investment opportunity, the Adviser may consider some or all of a wide range of factors, which may include, but are not necessarily limited to, the following:

- Each client’s investment objectives and investment focus;

- Transaction sourcing;
- Each client's liquidity and reserves;
- Each client's diversification;
- Lender covenants and other limitations;
- Amount of capital available for investment by each client as well as each client's projected future capacity for investment;
- Each client's targeted rate of return;
- Stage of development of the prospective credit-related asset or other investment vehicle;
- Composition of each client's portfolio;
- The availability of other suitable investments for each client;
- Risk considerations;
- Cash flow considerations;
- Asset class restrictions;
- Industry and other allocation targets;
- Minimum and maximum investment size requirements;
- Tax implications;
- Legal, contractual or regulatory constraints; and
- Any other relevant limitations imposed by or conditions set forth in the applicable offering documents of each client.

The Adviser will seek to make all allocations of investment opportunities among the Adviser's clients in a fair and equitable manner, and will not favor or disfavor, consistently or consciously, any client or class of clients in relation to any other clients. Further, the Adviser will not allocate investment opportunities based, in whole or in part, on the relative fee structure or amount of fees paid by any client or the profitability of any client.

The Adviser's exercise of its discretion in allocating investment opportunities with respect to a particular investment among clients in the manner discussed above may not, and the Adviser anticipates often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to other such persons. While the Adviser will determine how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant, but in its sole discretion, there can be no assurance that a client's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made will be as favorable as they would be if the conflicts of interest to which the Adviser may be subject, discussed herein, did not exist.

In exercising its discretion to allocate investment opportunities and fees and expenses, the Adviser may be faced with a variety of potential conflicts of interest. For example, in allocating an investment opportunity among clients with differing fee, expense and compensation

structures, the Adviser may have an incentive to allocate investment opportunities to the clients from which the Adviser or its related persons may derive, directly or indirectly, a higher fee, compensation or other benefit.

In addition, principal executive officers and other personnel of the Adviser invest indirectly in and may be permitted to invest directly in clients and may therefore participate indirectly in investments made by the clients in which they invest. Such interests will vary among clients. The existence of these varying circumstances may present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a client.

Material Non-Public Information

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of clients. The Adviser will be prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser will maintain and enforce written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

Conflicts Related to Purchases and Sales

Conflicts may arise when a client makes investments in conjunction with an investment being made by other clients or a client of one of the Adviser's affiliates, or in a transaction where another client or a client of such an affiliate has already made an investment. Investment opportunities may be appropriate for the Adviser's clients and/or clients of the Adviser's affiliate at the same, different or overlapping levels of an investment vehicle's capital structure. Conflicts may arise in determining the terms of investments, particularly where these clients may invest in different types of securities in a single investment vehicle. Questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring may raise conflicts of interest. Certain clients of the Adviser and its affiliates may invest in bank debt and securities of companies in which other clients hold securities, including equity securities. In the event that such investments are made by a client, the interests of such client may be in conflict with the interests of such other client of the Adviser or client of one of the

Adviser's affiliates, particularly in circumstances where the underlying company is facing financial distress. The involvement of such persons at both the equity and debt levels could inhibit strategic information exchanges among fellow creditors. In certain circumstances, the Adviser's clients or clients of the Adviser's affiliates may be prohibited from exercising voting or other rights, and may be subject to claims by other creditors with respect to the subordination of their interests. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the Adviser's clients may or may not provide such additional capital, and if provided each client will supply such additional capital in such amounts, if any, as determined by the Adviser. Investments by more than one client of the Adviser or its affiliates in a particular instrument or issuer may also raise the risk of using assets of a client of the Adviser or its affiliates to support positions taken by other clients of the Adviser or its affiliates. Employees and related persons of the Adviser and its affiliates have made or may make capital investments in or alongside certain of the Adviser's clients or clients of the Adviser's affiliates, and therefore may have additional conflicting interests in connection with these investments. There can be no assurance that the return of a client participating in a transaction would be equal to and not less than another client participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

A client may invest in opportunities that other clients of the Adviser or clients of the Adviser's affiliates have declined, and likewise, a client may decline to invest in opportunities in which other clients of the Adviser or clients of the Adviser's affiliates have invested.

From time to time the Adviser may, in its discretion, enter into transactions with investors in one or more of the Adviser's clients to dispose of all or a portion of certain investments held by one or more of the Adviser's clients. In exercising its discretion to select the purchaser(s) of such investments, the Adviser may consider some or all of the factors listed above under "*Allocation of Investment Opportunities Among Clients.*" The sales price for such transactions will be mutually agreed to by the Adviser and such purchaser(s); however, determinations of sales prices involve a significant degree of judgment by the Adviser. Although the Adviser is not obligated to solicit competitive bids for such sales transaction or to seek the highest available price, it will first determine that such transaction is in the best interests of the applicable client(s), taking into account the sales price and the other terms and conditions of the transaction. There can be no assurance, in light of the performance of the investment following such a transaction, that such transaction will ultimately prove to be the most profitable or advantageous course of action for the applicable client(s).

Conflicts Related to the Adviser's Time Allocation

After the Initial Fund commences operations, the directors, members, officers, Associated Persons and other personnel of the Adviser may allocate their time between the Initial Fund and other investment and business activities in which they may be involved. The Adviser intends to devote such time as shall be necessary to conduct the Initial Fund's business affairs in an appropriate manner. However, the Adviser may simultaneously continue to devote the resources necessary to managing its other investment and business activities.

Cross-Transactions

If the Adviser has multiple clients, the Adviser may cause a client to purchase investments from another client, or it may cause a client to sell investments to another client. Such transactions create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a client may not receive the best price otherwise possible, or the Adviser might have an incentive to improve the performance of one client by selling underperforming assets to another client. The Adviser and its affiliates may receive management or other fees in connection with their management of the relevant clients involved in such a transaction. To address these conflicts of interest, in connection with effecting such transactions, in addition to complying with the applicable rules and regulations under the 1940 Act, the Adviser's CCO will be responsible for confirming that the Adviser (i) considers its respective duties to each client, (ii) determines whether the purchase or sale and price or other terms are comparable to what could be obtained through an arm's length transaction with a third party, and (iii) obtains any required approvals of the transaction's terms and conditions. The Adviser will not directly or indirectly receive any commission or other transaction-based compensation for effecting any such transaction.

Management of Advisory Clients

The Adviser may in the future establish one or more additional investment funds or separate accounts with investment objectives substantially similar to, or different from, those of the Initial Fund. Allocation of available investment opportunities between the Initial Fund and any such new investment fund or account could give rise to conflicts of interest. See "*Allocation of Investment Opportunities Among Clients*" above. In addition, it is expected that employees of the Adviser responsible for managing a particular advisory client may have responsibilities with respect to other advisory clients managed by the Adviser, including investment funds that may be launched in the future. Conflicts of interest may arise in allocating time, services or functions of these officers and employees.

The Adviser's clients may enter into borrowing arrangements that require such clients to be jointly and severally liable for the obligations. If one client defaults on such an arrangement, the other clients may be held responsible for the defaulted amount. The Adviser's clients will only enter into such joint and several borrowing arrangements when the Adviser determines it is in the best interests of its clients.

Conflicts Relating to the Adviser

The Adviser generally may, in its discretion, contract with any related person of the Adviser to perform services for the Adviser in connection with its provision of services to Adviser's clients. When engaging a related person to provide such services, the Adviser may have an incentive to recommend the related person even if another person may be more qualified to provide the applicable services and/or can provide such services at a lesser cost.

The Adviser generally may, in its discretion, recommend to a client that it contract for services with (i) the Adviser or a related person of the Adviser or (ii) an entity with which the Adviser or its affiliates or a member of their personnel has a relationship or from which the Adviser or its

affiliates or their personnel otherwise derives financial or other benefit. When making such a recommendation, the Adviser may, because of its financial or other business interest, have an incentive to recommend the related or other person even if another person is more qualified to provide the applicable services and/or can provide such services at a lesser cost.

The Adviser, its affiliates, and members, officers, principals and employees of the Adviser and its affiliates may buy or sell securities or other instruments that the Adviser has recommended to its clients. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by the Adviser's clients. Such transactions will be subject to the policies and procedures set forth in the Adviser's Code of Ethics.

Because certain expenses will be paid for by a client or, if incurred by the Adviser, will be reimbursed by a client, the Adviser may not necessarily seek out the lowest cost options when incurring (or causing a client or its investment vehicles to incur) such expenses.

Diverse Investor Base for Clients

The investors in the Initial Fund are expected to include U.S. taxable and tax-exempt entities. Such investors may have conflicting investment, tax and other interests with respect to their investments in the Initial Fund. The conflicting interests among the investors may relate to or arise from, among other things, the nature of investments made by the Initial Fund, the structuring of the acquisition of investments and the timing of the disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by the Adviser or its affiliates, including with respect to the nature or structuring of investments, that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the Initial Fund, the Adviser and its affiliates will consider the investment and tax objectives of the Initial Fund, not the investment, tax or other objectives of any investor individually.

As described in Item 10 above, certain of the Adviser's investment adviser affiliates have their own clients. Although these affiliates focus primarily on a different investment strategy than the Adviser, clients of the Adviser and these affiliates may invest in the same investment vehicles, including in the same security or in different securities of such a vehicle. Interests of the Adviser's clients may therefore conflict with the interests of the clients of these affiliates. See "*Allocation of Investment Opportunities Among Clients*" and "*Conflicts Related to Purchases and Sales*" above for more information.

Other Potential Conflicts

The Adviser and its clients may engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. In the event of a significant dispute or divergence of interest between the Adviser's clients, the Adviser and/or its affiliates, the parties may engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation may be required. Additionally, the Adviser and its clients may engage other common service providers. In such circumstances, there may be a conflict of interest between the Adviser and its clients in

determining whether to engage such service providers, including the possibility that the Adviser may favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by Adviser's clients.

The Adviser may, in its discretion, have, and may, in its discretion, cause its clients to have, ongoing business dealings, arrangements or agreements with persons who are former employees or executives of the Adviser. The Adviser's clients may bear, directly or indirectly, the costs of such dealings, arrangements or agreements. In such circumstances, there may be a conflict of interest between the Adviser and its clients in determining whether to engage in or to continue such dealings, arrangements or agreements, including the possibility that the Adviser may favor the engagement or continued engagement of such persons even if a better price and/or quality of service could be obtained from another person.

A client of the Adviser or its related persons may invest in a pooled investment vehicle, such as the Initial Fund, that is advised by, or that has another business or other relationship with, the Adviser or its related persons. In such a case, investors in such accounts will bear not only the direct management fees and other expenses payable under their investment advisory agreements, but also the expenses and fees associated with the investment in the underlying pooled investment vehicle, some of which fees and expenses may be paid to the Adviser or its related persons. Additionally, the interests of an investor may conflict with the interests of the underlying pooled investment vehicle or the Adviser or its related persons in their capacity as service providers to the underlying pooled investment vehicle, which would create a conflict of interest for the Adviser.

In the regular course of their investment banking businesses, certain affiliates of the Adviser provide a broad range of advisory services and represent potential purchasers, sellers and other involved parties, including corporations, financial buyers, management, shareholders and institutions, with respect to assets which may be suitable for investment by Adviser's clients. In such cases, such an affiliate's client would typically require the affiliate to act exclusively on its behalf, thereby precluding the Adviser's clients from acquiring such assets. Such affiliates will be under no obligation to decline such engagements in order to make the investment opportunity available to the Adviser's clients.

To the extent not restricted by confidentiality requirements or applicable law, the Adviser may apply experience and information gained in providing services to a client in providing services to competing issuers invested in by affiliates of the Adviser's other clients.

The Adviser's relationships with its advisory clients could create a conflict of interest to the extent the Adviser becomes aware of inside information concerning investments or potential investment targets. The Adviser and its clients expect that they will implement compliance procedures and practices designed to ensure that inside information is not used for making investment decisions on any client's behalf. The Adviser's clients will not be able to assure investors, however, that these procedures and practices will be effective. In addition, this conflict and these procedures and practices may limit the freedom of the Adviser to enter into or exit from potentially profitable investments for its clients which could have an adverse effect on

such clients' results of operations. Conversely, the Adviser may pursue investments for its clients without obtaining access to confidential information otherwise in its possession, which information, if reviewed, might otherwise impact an Adviser's judgment with respect to such investments.

Item 12. Brokerage Practices

To meet its fiduciary duties to its clients, before it begins providing services to the Initial Fund, the Adviser will adopt written policies to address issues that might arise with respect to purchasing, holding, and selling publicly traded securities.

Selection of Brokers and Dealers

The Adviser will have sole discretion over the purchase and sale of investments (including the size of such transactions) and the broker or dealer, if any, to be used to effect transactions on behalf of clients. In placing each transaction for a client involving a broker-dealer, the Adviser will seek "best execution" of the transaction. "Best execution" means obtaining for the client account the lowest total cost (in purchasing a security) or highest total proceeds (in selling a security), taking into account the circumstances of the transaction and the reputability and reliability of the executing broker or dealer.

In determining whether a particular broker or dealer is likely to provide best execution in a particular transaction, the Adviser will take into account all factors that it deems relevant to the broker's or dealer's execution capability, including, by way of illustration, price, the size of the transaction, the nature of the market for the security, the amount of the commission, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions. In addition, the Adviser may consider the use of Electronic Communications Networks ("ECNs") when placing trades on behalf of clients. When purchasing or selling over-the-counter securities with market makers, the Adviser generally will seek to select market makers it believes to be actively and effectively trading the security being purchased or sold.

In order to monitor best execution, the Adviser, in consultation with the Adviser's CCO, will periodically monitor broker-dealers to assess the quality of execution of brokerage transactions effected on behalf of the Adviser and its clients.

To the extent consistent with achieving best execution, the Adviser may also consider other business a particular broker or dealer may have done with the Adviser, such as identifying investment opportunities, performing investment banking services and providing services to the Adviser's principals. The Adviser may "pay up" (e.g., pay a higher commission to execute a trade than the lowest available negotiated commission) using a portion of a broker-dealer's brokerage commission (i.e., soft dollars) for brokerage and research services in accordance with Section 28(e) of the Securities Exchange Act of 1934, as amended. A broker-dealer providing such brokerage and research services may receive a commission that is in excess of the amount of commission another broker-dealer would have received for effecting that transaction provided

the Adviser determines in good faith that such commission was reasonable in relation to the value of the research and brokerage services provided by the broker-dealer. Any such research services may be broadly useful and of value to the Adviser in rendering investment advice to all or a significant portion of the Adviser's clients, or may be relevant and useful for the management of one or only a few client accounts, regardless of whether such account or accounts paid commissions to the broker-dealer through which the research services were provided. The Adviser will only make securities transactions that it in good faith believes are in the best interest of its clients. A conflict of interest exists when a broker-dealer provides such research services, however, as the Adviser will have an incentive to favor such broker-dealer over others that may charge lower commissions.

The Adviser may permit clients to direct the Adviser to execute the client's trades with a specified broker-dealer. When a client directs the Adviser to use a specified broker-dealer to execute all or a portion of the client's securities transactions, the Adviser treats the client direction as a decision by the client to retain, to the extent of the direction, the discretion the Adviser would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although the Adviser attempts to effect such transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case the Adviser will continue to comply with the client's instructions. Transactions in the same security for accounts that have directed the use of the same broker will be aggregated. When the directed broker-dealer is unable to execute a trade, the Adviser will select broker-dealers other than the directed broker-dealer to effect client securities transactions. A client who directs the Adviser to use a particular broker-dealer to effect transactions should consider whether such direction may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because the Adviser may not be able to aggregate orders to reduce transaction costs), and less favorable execution of transactions. By permitting a client to direct the Adviser to execute the client's trades through a specified broker-dealer, the Adviser will make no attempt to negotiate commissions on behalf of the client and, as a result, in some transactions such clients may pay materially disparate commissions depending on their commission arrangement with the specified broker-dealer and upon other factors such as size of the transaction and the market for the security or financial instrument. The commissions charged to clients that direct the Adviser to execute the clients' trades through a specified broker-dealer may in some transactions be materially different from those of clients who do not direct the execution of their trades. Clients that direct the Adviser to execute the clients' trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients of the Adviser.

Aggregation of Trades

The Adviser and its affiliates may aggregate (or bunch) the orders of more than one client for the purchase or sale of the same publicly traded security. Portfolio managers and traders often employ this practice because larger transactions may enable them to obtain better overall prices, including lower commission costs or mark-ups or mark-downs. The Adviser and its affiliates may combine orders on behalf of clients with orders for other clients for which they have trading authority, or in which they have an economic interest. In such cases, the Adviser and its

affiliates may aggregate trade orders for publicly traded securities so that each participating client will receive the average price for each execution of a transaction.

If an order for more than one client for a publicly traded security cannot be fully executed, allocation shall be made based upon the Adviser's procedures for allocation of investment opportunities, as described in Item 11 above.

Item 13. Review of Accounts

Oversight and Monitoring

Day-to-day portfolio management activities of the Initial Fund will be carried out by the Adviser's portfolio management team, the Associated Persons and the Participating Affiliate, each acting on behalf of the Adviser. Pursuant to the advisory agreement with the Initial Fund, the Adviser will be responsible for overseeing management of the Initial Fund's investments. The Initial Fund's Board of Trustees will exercise ultimate discretion over all of the Adviser's activities with respect to the Initial Fund.

Reporting

Investors in pooled investment vehicles managed by the Adviser, such as the Initial Fund, will typically be mailed, in accordance with the SEC's rules, copies of audited financial statements of the Initial Fund or other pooled investment vehicle within 60 days after the fiscal year end of the Initial Fund or other pooled investment vehicle, as well as semiannual unaudited management reports within 60 days after the end of each six-month period. The Adviser may from time to time, in its sole discretion, provide additional information relating to such client account to one or more investors in such client account as it deems appropriate.

Item 14. Client Referrals and Other Compensation

To the extent that the Adviser makes cash payments to third-party solicitors for client referrals, the Adviser will ensure that each such solicitor has entered into a written agreement with the Adviser pursuant to which the solicitor will provide each prospective client with a copy of the Adviser's Form ADV Part 2A, and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and the Adviser and any fees to be paid to the solicitor. Where applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

For details regarding economic benefits provided to the Adviser by non-clients, including a description of related material conflicts of interest and how they will be addressed, please see Item 11 above.

Item 15. Custody

The Initial Fund will be a registered investment company and will therefore comply with the custody requirements of the 1940 Act. To the extent assets of the Initial Fund will be held by a custodial bank, such custodial bank will send account statements to an independent representative of investors in the Initial Fund or to investors in the Initial Fund. The recipient of such account statements received from the custodial bank should compare them to account statements the Adviser delivers to investors.

Item 16. Investment Discretion

Investment advice will be provided directly to the Initial Fund, and not individually to the investors in the Initial Fund. Services will be provided to the Initial Fund in accordance with the advisory agreement with the Initial Fund and the 1940 Act. Investment restrictions for the Initial Fund will be disclosed in the Initial Fund's Prospectus and Statement of Additional Information.

Item 17. Voting Client Securities

NAM US may have the discretion at times to vote proxies for clients. NAM US understands that proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised. In the case of certain financial instruments such as futures and forwards, which generally do not have voting rights, NAM US does not expect to vote the proxies of its clients. If NAM US does vote proxies with respect to its clients' investments, it will vote in a manner that is consistent with what it believes to be the best interests of such clients and in accordance with proxy voting policies and procedures that it has adopted.

The Adviser will have written policies and procedures setting forth the principles and procedures by which the Adviser votes or gives consent with respect to securities owned by the Initial Fund and other clients. The guiding principle by which the Adviser will exercise all voting decisions will be to vote in the best interests of clients by maximizing the economic value of each client's holdings, taking into account the client's investment horizon, the contractual obligations under the client's investment advisory agreement, and all other relevant facts and circumstances at the time of the vote.

The Adviser's CCO will be responsible for monitoring votes for any conflicts of interest, regardless of whether they are actual or perceived. All voting decisions will require a mandatory conflicts of interest review by the Adviser's CCO in accordance with the Adviser's adopted policies and procedures, which will include consideration of whether the Adviser or any investment professional or other person recommending how to vote and/or the Adviser's affiliates and their clients have an interest in how the vote is voted that may present a conflict of interest. In addition, all Adviser investment professionals will be expected to perform their tasks relating to the voting of votes in accordance with the principles set forth above, according the first priority to the best interest of the relevant client or clients. The Adviser's CCO will use his or her best judgment to address any such conflict of interest and ensure that it is resolved in accordance with his or her independent assessment of the best interests of the applicable client or clients.

Where the Adviser's CCO deems appropriate in his or her sole discretion, unaffiliated third parties may be used to help resolve conflicts. In this regard, the Adviser's CCO shall have the power to retain independent fiduciaries, consultants, or professionals to assist with voting decisions and/or to delegate voting or consent powers to such fiduciaries, consultants or professionals.

Copies of relevant proxy logs, identifying how proxies were voted and copies of proxy voting policies will be available to any client or prospective client upon written request to the Adviser at the following address: 399 Boylston Street, Boston, MA 02116. In addition, voting information for registered investment company clients, such as the Initial Fund, will be publicly available on Form N-PX via the SEC's website.

Item 18. Financial Information

Item 18 is not currently applicable to Natixis Asset Management U.S., LLC.

Item 19. Requirements for State-Registered Advisers

Item 19 is not currently applicable to Natixis Asset Management U.S., LLC.