

CornerStone Partners LLC

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of CornerStone Partners LLC (“CornerStone” or “the Firm”). If you have any questions about the contents of this brochure, please contact us at (434) 296-2300. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about CornerStone is available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

Only material changes since the last update of this brochure are discussed in this section of the brochure. CornerStone’s business activities have not changed since the last update of this brochure in March 2014.

Table of Contents

Material Changes	1
Advisory Business	2
Fees and Compensation	3
Performance Based Fees and Side-by-Side Management.....	4
Types of Clients	4
Methods of Analysis, Investment Strategies and Risk of Loss	5
Disciplinary Information.....	6
Other Financial Industry Activities and Affiliations.....	6
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	6
Brokerage Practices	7
Review of Accounts	8
Client Referrals and Other Compensation	9
Custody	9
Investment Discretion	10
Voting Client Securities	10
Financial Information.....	11

Advisory Business

CornerStone Partners LLC (“CornerStone”) was founded in July 1997 and registered with the SEC in 2003. Principally owned by Peter Brooks, Donald Laing, Kevin Schuyler, Chris Laing, and David Russell, the Firm serves as the outsourced investment advisor for not-for-profit institutional clients. As of December 31, 2014 total client assets under management were valued at approximately \$8.7 billion: \$7,227,000,000.00 on a non-discretionary basis and approximately \$1,473,000,000.00 on a discretionary basis.

CornerStone Partners’ only line of business is providing outsourced CIO services to charitable organizations, foundations, endowments, and trusts. CornerStone seeks to understand each client’s unique needs and objectives and to integrate portfolio design, investment planning and ongoing recommendations with the client’s broader mission, strategic plan, and financial strategy. CornerStone recommends and monitors investments with third-party investment managers according to each client’s specific policies and requirements, including risk tolerance. Accounts and investments are registered in the client’s name and custodied with a third-party qualified custodian. With discretionary authority, CornerStone Partners is able to effect the purchase, acquisition, redemption, sale or disposal of investments on behalf of the client. All clients are able to place restrictions on the types of investments to be recommended or made for its account(s). CornerStone Partners has no parent or affiliated companies, we do not act as a custodian or broker, nor do we pool funds or sell any internal investment products.

CornerStone Partners manages a wide range of investments with third-party investment managers, including public fund and private fund investments, hedge funds, and fixed income. We work with each client to define investment policies and determine allocations in consideration of their financial strategy and objectives, risks, and constraints. The Firm recommends investments to clients in accordance with investment goals and objectives established jointly by CornerStone and each client. Discretionary and advisory client portfolios are monitored on an ongoing basis by CornerStone Partners. CornerStone may

propose adjustments to allocations periodically as opportunities and challenges arise.

Neither CornerStone Partners nor any of its related persons receive any form of compensation from any third-party investment managers; however, the investment managers have their own fees to which clients are subject.

CornerStone monitors portfolio and manager performance and provides detailed reports to clients in addition to account statements provided by third-party managers, administrators and client custodians. Third-party investment managers have full investment discretion and trading authority and sole responsibility for the implementation of the investment program with respect to the relevant portion of the client's account. Under such circumstances, investment discretion has been delegated to and accepted by the third-party money managers.

Fees and Compensation

CornerStone Partners offers clients two options with respect to our fee schedule.

Option #1: Fixed Advisory Fee + Incentive Fee

Fixed advisory fee:

- 0.40% per annum on assets up to \$250 million;
- 0.15% per annum on assets between \$250 million and \$500 million;
- 0.10% per annum on assets between \$500 million and \$1 billion;
- 0.08% per annum on assets over \$ 1 billion.

Incentive fee:

An annual incentive fee of 3.0% of the aggregate profits, net of all fees and expenses, for the calendar year, including unrealized gains, if any, in excess of a 10% "hurdle return", subject to a loss carryforward. No incentive fee will be paid until net losses have been offset by subsequent net profits, and the hurdle return for the year has been exceeded. The incentive fee will only be payable on net profits that are in excess of the hurdle return. The "hurdle return" is a non-cumulative, non-compounded rate of 10% per annum. Partial periods are prorated. Any incentive fee is paid in arrears and is based on the net asset value of the account on the last trading day of the calendar year or the last trading day that the portfolio was managed by CornerStone.

Option #2: Advisory Fee-Only

Each client has the option to eliminate the annual incentive fee in favour of an advisory fee-only structure. Under this structure, the fixed advisory fee above is increased by 0.02% per annum.

General Information on Fees

The first advisory fee payment is due upon execution of the advisory agreement and will be assessed pro rata in the event that the agreement is executed at any time other than the first business day of the calendar quarter. Thereafter, the advisory fee is billed and payable quarterly in advance and is calculated based on the net asset value of the account as of the last trading day of the previous calendar quarter.

The investment advisory agreement is terminable by either party on prior written notice (the agreement specifies the number of days prior to termination that written notice must be submitted). In the event that the advisory agreement is terminated and the client account holds illiquid investments, CornerStone

Partners' management fee shall generally terminate with respect to such illiquid investments.

Fees may be negotiated in the discretion of CornerStone. Fees are billed based on net asset values at the end of the prior quarter and are paid quarterly in advance. The fees charged by CornerStone are separate from the fees charged by recommended investment funds and third-party investment managers. Also, CornerStone Partners' management and incentive fees are separate from brokerage commissions, transaction fees, borrowing charges and other related costs and expenses incurred by client accounts.

The Performance Based Fees and Side-by-Side Management section of this brochure discusses the potential conflicts of interest such fee arrangements may create.

Performance Based Fees and Side-by-Side Management

As stated in the Fees and Compensation section above, CornerStone Partners may charge performance fees which are fees based on a share of capital appreciation of the client's assets.

One of the conflicts that may arise in connection with management fee and incentive fee compensation calculations would be a conflict of interest relating to valuation. Valuation of investments (which will indirectly determine the amount of the management and incentive fee) may involve uncertainties and judgmental determinations; should such valuations prove to be incorrect, clients may be affected adversely. Independent pricing information may not at times be available with respect to certain of clients' securities and other investments. Accordingly, while best efforts will be used to value all applicable investments in such client accounts fairly, certain investments may be difficult to value and may be subject to varying interpretations of value.

The fact that CornerStone may be compensated based on account performance may create an incentive for CornerStone to recommend investments that may be riskier or more speculative than would be the case in the absence of such compensation. To the extent that CornerStone manages both accounts that are charged a performance based fee and accounts that are not charged a performance based fee, CornerStone may be incentivized to favor accounts for which CornerStone receives a performance based fee. CornerStone attempts to address this potential conflict of interest and ensure that all clients are treated fairly and equitably by establishing and maintaining portfolio risk management and allocation policies and procedures designed to ensure that clients are treated fairly over time. CornerStone monitors investments recommended and made for client accounts on an ongoing basis, endeavoring to ensure they are appropriate without regard to the potential for performance compensation.

In addition, a performance-based fee is based primarily on realized and unrealized gains and losses. As a result, a performance-based fee earned could be based on unrealized gains that clients may never realize.

Types of Clients

CornerStone Partners provides advisory services to endowments, foundations, trusts, and charitable organizations. CornerStone generally requires a minimum of \$250 million for new client relationships. CornerStone has discretion to waive the account minimum.

Methods of Analysis, Investment Strategies and Risk of Loss

The following is a brief overview of some of the unique risks associated with CornerStone Partners' investment strategies; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks, considerations and conflicts that may arise in connection with the management of client accounts.

CornerStone recommends or implements various investment strategies when providing asset allocation recommendations to clients or implementing asset allocation investment decisions on behalf of clients. CornerStone Partners assesses each client's distinct objectives, risks, constraints, opportunities and challenges to form the basis for recommending or implementing strategies designed in an effort to achieve the client's investment goals and objectives.

CornerStone uses proprietary and non-proprietary models to determine asset classes and benchmarks, and tactical and strategic asset allocation targets for client investment portfolios. The Firm uses proprietary and non-proprietary databases, research and industry networks in search of suitable investments for clients.

CornerStone Partners does not independently audit or verify the performance figures reported by all of the funds or managers that appear in these databases, and specific investments in particular investment funds are determined by the investment managers recommended or selected by CornerStone. Also, specific securities analysis methods are also determined by the third-party investment managers.

The investment program of certain accounts overseen by CornerStone Partners may involve significant risk factors and is suitable only for experienced and sophisticated clients who can bear the economic risk of the loss of their entire investment and who may have limited need for liquidity in their investment. Further, due to the illiquid nature of certain assets of some third-party investment managers that CornerStone Partners may recommend, or implement for discretionary clients, CornerStone may redeem or withdraw the investment at a price that may not always accurately reflect the value of the investment.

Although CornerStone Partners seeks to select only investment managers who will invest client assets with the highest level of integrity, CornerStone's investment selection process cannot ensure that selected investment managers will perform as desired, and the Company will have no control over the day-to-day operations of any selected money managers. CornerStone would not necessarily be aware of certain activities at the underlying investment manager level, including without limitation an investment manager's engaging in unreported risks, investment "style drift" or even regulatory breach or fraud. As a result, there can be no assurance that investment managers selected by CornerStone will conform their conduct to the desired standards. There is a risk that underlying investment managers may suffer loss as a result of poor performance, failure to raise assets, regulatory violations and enforcement actions, fraud or other factors, which may result in a complete loss of a client's investment with such investment manager. Investments with underlying investment managers may carry additional risks including, but not limited to, lack of liquidity, lack of diversification, lack of transparency, reliance on investment managers for performance and valuation information, and dependence on key personnel.

CornerStone Partners' recommendations or selections of investment managers may be subject to inherent risks associated with investments in securities as well as additional risks including, but not limited to, the use of short sales, use of leverage, custodian and prime broker insolvency, lack of diversification, counterparty credit, and settlement default risk. There can be no assurances that client accounts managed by CornerStone will achieve their investment objectives.

Disciplinary Information

CornerStone Partners and its employees have not been involved in any legal or disciplinary events in the past 10 years.

Other Financial Industry Activities and Affiliations

CornerStone Partners and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest. Some CornerStone employees and/or related persons may be invited to serve on the advisory boards of investment funds in which CornerStone clients invest to provide advice on certain conflicts of interest and other matters pertaining to such Investment Funds. There may be instances where such persons are asked to vote on issues taking the needs of all investors in such investment funds into account.

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

To avoid any potential conflicts of interest involving the misuse of material, nonpublic information or personal trading that disadvantages clients while benefitting CornerStone Partners or its principals and employees, the Firm has adopted a written Code of Ethics & Conduct. Designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act, the Code of Ethics contains the following restrictions:

- 1) A director, partner, officer or employee of CornerStone Partners shall not buy or sell securities for his or her personal account(s) where his or her decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of CornerStone shall prefer his or her own interests to those of the client(s).
- 2) CornerStone Partners maintains a list of all securities holdings for anyone associated with its advisory practice. CornerStone requires employees to
 - a) Pre-clear certain personal securities transactions,
 - b) Report personal securities transactions on at least a quarterly basis, and
 - c) Provide the Firm with a detailed summary of certain holdings over which such employees have a direct or indirect beneficial interest upon commencement of employment and quarterly thereafter. These holdings are reviewed on a quarterly basis by a principal or his designate.
- 3) CornerStone Partners requires that all directors, partners, officers and employees act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

Any director, partner, officer or employee not in observance of the above may be subject to termination.

A copy of CornerStone Partners' Code of Ethics & Conduct shall be provided to any client or prospective client upon request.

Brokerage Practices

CornerStone Partners has no authority to determine the broker, dealer, or other intermediary that might be used to purchase securities and other investments for non-discretionary client accounts. Though CornerStone generally has authority to determine the broker, dealer, or other intermediary that would be used to purchase securities and other investments for discretionary client accounts, investments with third-party investment managers and investments in third-party investment funds generally do not involve brokers, dealers, or other intermediaries.

To the limited extent CornerStone Partners may transact in publicly traded securities for discretionary client accounts, or engage intermediaries to effect transactions in private securities or other private investments for discretionary client accounts, it intends to select brokers, dealers or other intermediaries based upon their ability to provide best execution. For discretionary clients, CornerStone Partners is generally authorized to make some or all of the following determinations, subject to each client's investment management agreement: (i) which securities or other investments to buy or sell; (ii) the total amount of securities or other investments to buy or sell; (iii) the executing broker or dealer or other intermediary for any transaction; and (iv) the commission rates or commission equivalents charged for transactions.

In making decisions regarding the allocation of brokerage transactions for each discretionary client account, CornerStone will consider a variety of factors, including, but not limited to, general expertise and background, the type and size of the transaction involved, the stability or solvency of the broker, dealer or intermediary, settlement capabilities, time required to complete the role sought, research services or any arrangements relating to overall performance in the best interest of the client. Although CornerStone generally seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent. Transactions may involve specialized services on the part of a broker, dealer or intermediary, which may justify higher commissions and equivalents than would be the case for more routine services.

CornerStone Partners does not participate in any formal soft dollar arrangements but may receive research products or services from brokers, dealers and other counterparties or intermediaries that, to the best of the Firm's knowledge, are generally made available to all institutional clients doing business with these counterparties. These products and services are made available to CornerStone Partners on an unsolicited basis and without regard to transaction costs paid by CornerStone's clients or the volume of business CornerStone directs to these third parties. CornerStone Partners does not separately compensate such third parties for the research. Research services received from brokers, dealers, and other counterparties or intermediaries are supplemental to CornerStone's own research efforts.

Some third-party investment managers and third-party fund managers may allocate transactions to brokers in consideration of such brokers' provision of, or payment of the cost of, certain services that are of benefit to the account or fund and/or other clients of that investment or fund manager. In such circumstances, transactions for the fund or account are usually allocated to brokers in consideration of such factors as price, the ability of the brokers to effect the transactions, the brokers' facilities, reliability and financial responsibility, and any research or investment management-related services and equipment provided by such brokers. Accordingly, if an investment manager determines in good faith that the commissions charged by a broker is reasonable in relation to the value of the brokerage and research or investment management-related services and equipment provided by such broker, the fund or account may pay commissions to such broker in an amount greater than the amount another broker might charge.

Research or investment management-related services and equipment provided by brokers through which

transactions for a fund or account are executed, settled and cleared may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, on-line quotation systems, news and research services and other services providing lawful and appropriate assistance to the third-party investment managers or fund managers (collectively “soft dollar items”).

Soft dollar items may be provided directly by brokers, by third parties at the direction of brokers, or purchased by the third-party investment manager or fund manager for the fund or account with credits or rebates provided by brokers. Soft dollar items may arise from over-the-counter principal transactions, as well as exchange traded agency transactions. Brokers sometimes suggest a level of business they would like to receive in return for the various services they provide. Actual brokerage business received by any broker may be less than the suggested allocations, but can (and often does) exceed the suggestions, because total brokerage is allocated on the basis of all the considerations described above.

Third-party investment managers and fund managers may use soft dollar items in certain circumstances, provided that the fund or account does not pay a rate of commission in excess of what is competitively available from comparable brokerage firms for comparable services, taking into account various factors, including commission rates, financial responsibility and strength and ability of the broker to efficiently execute transactions. Non-research products acquired by third-party investment managers or fund managers through the use of “soft dollars” are outside the parameters of Section 28(e)’s “safe harbor,” as are transactions effected in futures, currencies or certain derivatives. Certain soft dollar items received may be permitted in some cases outside the “safe harbor” of Section 28(e) under the specific authority of a fund’s governing documents or account’s investment management agreement.

Brokers may also solicit or refer limited partners to invest in funds or other accounts managed by third-party investment managers or fund managers. The availability of these benefits may create a conflict of interest for such investment managers and fund managers with respect to selecting one broker rather than another to perform services.

Third-party investment managers and fund managers are expected to use their best efforts to assure either that the fees and costs for services ultimately provided to clients of CornerStone Partners by such brokers are reasonable in relation to the fees and costs charged by other equally capable brokers not offering such services or that the clients also will benefit from the services. The receipt by investment managers of these benefits might increase brokerage expenses. Clients may have a pre-established relationship with a broker, and if so, they may instruct CornerStone Partners or the third-party investment manager to execute all transactions through that broker. In directing the use of a particular broker or dealer, clients may not receive certain benefits that may otherwise be obtained and it should be understood that CornerStone Partners or the investment manager(s) will not have authority to obtain volume discounts. Consequently, clients directing the use of a particular broker may not receive best execution.

CornerStone Partners may aggregate investment transactions among discretionary clients or investment recommendations to non-discretionary clients when such aggregation is expected to be in the best interest of all clients and in compliance with such clients’ investment management agreements. If and when applicable, CornerStone will allocate aggregated transactions on terms and conditions that are substantially the same, unless specific legal, tax, regulatory or other restrictions apply.

Review of Accounts

Each account in which CornerStone Partners’ clients are invested is regularly reviewed for performance of investments and strategy of managers. CornerStone Partners’ principals are responsible for conducting

these reviews.

CornerStone Partners generally provides performance summaries on a monthly or quarterly basis, based upon the client's request. These summaries detail the client's positions with each manager or fund, gains and losses, and the performance of all investments of the client.

Client Referrals and Other Compensation

CornerStone Partners does not receive any economic benefit from anyone who is not a client. CornerStone Partners does not directly compensate anyone for client referrals.

From time to time CornerStone Partners makes charitable donations and may sponsor charity events. Such activities are at the sole discretion of the Principals of CornerStone Partners, and are sometimes at the request of a client, consultant, or other individuals and entities or affiliates with which CornerStone Partners does or may do business with in the future. CornerStone may have an incentive to make such contributions, donations, and sponsorships for a number of reasons. For example, the individuals and entities making these requests may pay CornerStone management and incentive fees for investment advisory services rendered and/or may refer clients to CornerStone who would subsequently pay management and incentive fees.

In the normal course of business, CornerStone may also provide gifts and gratuities that in some cases may take the form of charitable contributions and donations to various individuals and entities such as clients. These gifts and gratuities are not premised upon client referrals nor on any other type of benefit to CornerStone Partners. Nevertheless, this practice may present the appearance of a conflict of interest in the event that the individual or entity refers a prospective client to the Firm. CornerStone Partners maintains written policies and procedures with regard to the giving and receipt of gifts and gratuities and the giving of donations, contributions, and sponsorships in order to help minimize the risks associated with potential conflicts of interest between the interests of the Firm and its clients.

Custody

All clients' assets are held in custody by unaffiliated, qualified custodians, such as broker-dealers or banks, in accordance with Rule 206(4)-2 under the Advisers Act. CornerStone Partners cannot directly access advisory clients' accounts and is not considered to have custody of advisory client funds or securities.

For portfolios managed on a discretionary basis, CornerStone cannot directly access client accounts and is not considered to have custody of client funds or securities, with the exception to deduct its own management fees from such client accounts. CornerStone concurrently sends the client's custodian an invoice of the amount of the fee to be deducted from the account and sends the client an invoice itemizing the fee. Itemization includes the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee. CornerStone obtains written authorization from a discretionary client to deduct its own management fees directly from the client's account, which is held by a qualified custodian.

CornerStone Partners will form a reasonable basis, after "due inquiry," that such clients' qualified custodians send account statements at least quarterly to each such client identifying the amount of funds and each security held by each account at the end of the period and setting forth all cash and security portfolio transactions during the period. Clients are urged to carefully review and compare the account

statements they receive from qualified custodians with the reports they receive from CornerStone Partners.

Investment Discretion

CornerStone Partners does not have discretionary authority with respect to the majority of its clients' accounts. However, each third-party investment manager that CornerStone recommends or selects generally will have investment discretion over that portion of the client's account. Each non-discretionary client will have a direct contractual relationship with each such third-party investment manager and should receive disclosures of each such manager's practices, including brokerage, aggregation of orders, and use by the manager of "soft dollars" to obtain research products and services from broker-dealers based on customer orders placed through the brokers. The designation by a client of a particular broker for execution of client account transactions (particularly if it differs from the brokers used by that manager for execution of most of the manager's other clients' accounts) may affect the commission rates and the method and pricing of execution of the client's account transactions for the portion of the client's portfolio managed by a particular investment adviser. The client is urged to review each third-party investment manager disclosures on brokerage practices in deciding whether to direct the manager to use a particular broker or dealer for execution of the client's portfolio transactions.

Third-party investment managers or fund managers may occasionally execute over-the-counter ("OTC") securities transactions on an agency basis. Thus, clients may incur two transaction costs for a single trade: a commission paid to the executing broker-dealer plus any mark-up or mark-down charged by the market-making broker-dealer, which is included in the offer or bid price of the securities purchased or sold.

With respect to clients that have provided CornerStone Partners with discretionary investment authority, CornerStone may determine appropriate investment strategies, identify and retain third-party investment managers, invest in third-party investment funds, and approve transactions of securities and other investments, subject to each discretionary client's investment management agreement. All advisory and discretionary investments are registered in the client's name and held in custody with a "qualified" custodian, unaffiliated with CornerStone Partners, and as designated by the client.

Voting Client Securities

CornerStone Partners does not have authority to vote proxies for securities held by non-discretionary client accounts. Nondiscretionary clients should consult the third-party investment managers they have engaged for information on such manager's proxy voting services.

CornerStone Partners does have authority to vote proxies for securities held by discretionary client accounts. CornerStone has adopted proxy voting policies and procedures that are designed to ensure that the Firm votes proxies with respect to discretionary client securities in the best interests of such clients. The policy also requires that CornerStone Partners identify and address conflicts of interest between CornerStone and its clients. If a material conflict of interest exists, CornerStone will determine whether voting in accordance with the guidelines set forth in the Policy is in the best interests of the client or whether CornerStone should take some other appropriate action.

It should be noted that CornerStone Partners' discretionary client accounts often invest with third-party investment managers and funds. As such, the client accounts over which CornerStone has investment discretion generally do not hold exchange-traded securities that regularly solicit votes, consents or proxies. In the case that CornerStone is required to make a vote or grant an approval relating to a third-party investment fund, CornerStone generally votes in favor of routine corporate housekeeping proposals

(where no corporate governance issues are implicated). Generally, for other proposals, CornerStone will vote in accordance with the recommendation of management unless such vote would serve to subject investors to worse investment terms. Even in such event, CornerStone would only oppose management's recommendation if such opposition would not result in the applicable client account's interest in the underlying fund being redeemed, unless it determines that such redemption is in the best interest of the applicable client.

Discretionary clients may instruct CornerStone Partners regarding how to vote proxies relative to securities in their accounts if permitted by the investment management agreement. Discretionary clients may obtain a copy of CornerStone's proxy voting policy and information about how CornerStone voted proxies relative to securities in their account upon request.

CornerStone Partners does not participate in class action settlements on behalf of clients. Clients assume the sole responsibility of evaluating the merits and risks associated with any class action settlement; therefore clients are responsible for filing proofs of claims.

Financial Information

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