

Form ADV Part 2A



Nuveen Investments Advisers Inc.

333 West Wacker Drive
Chicago, IL 60606
312-917-7700
www.nuveen.com

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This Brochure provides information about the qualifications and business practices of Nuveen Investments Advisers Inc. If you have any questions about the contents of this Brochure, please contact us at 312-917-7700 or 800-847-6369. 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 Nuveen Investments Advisers Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

This Brochure was previously supplemented on April 16, 2014 and amended on October 1, 2014, primarily in Items 4 and 10, to reflect the acquisition of Nuveen Investments, Inc., parent company to Nuveen Investments Advisers Inc., by TIAA-CREF.

Other than with respect to the foregoing matters, there were no material changes to this Brochure dated March 16, 2015, from the last annual update on March 14, 2014. There were minor changes and elaborations, including to strategies and risk factors, and to related persons, and enhancements and clarifications throughout.

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ITEM 4 ADVISORY BUSINESSES

Nuveen Investments Advisers Inc. (“NIA”) provides investment advisory, administrative and other overlay services for clients in multiple investment strategy accounts (“MSA”) primarily through managed account programs. An MSA is a single client account that consists of multiple asset classes or investment styles. Management for the various asset classes is generally provided on a discretionary basis by affiliated or unaffiliated investment advisers.

NIA has been in business since 2002. NIA’s parent company, Nuveen Investments, Inc. (“Nuveen Investments”), traces its roots in financial services back to 1898.

NIA is a wholly-owned subsidiary of Nuveen Investments. Nuveen Investments is an indirect subsidiary of TIAA-CREF, a leading financial services provider. See Item 10.

NIA generally provides non-discretionary investment advisory and other services to multiple strategy accounts (“MSAs”). The MSAs are sub-advised by one or more investment advisers (each, a “Subadviser”), each of which manages a portion of the account in a particular asset class (a “sleeve”) on a discretionary basis. MSAs may include combinations of equity strategies (e.g., growth, value, core, large cap, mid cap, small cap, all cap, U.S., international, global, etc.), fixed income strategies (e.g., taxable, municipal bond, investment grade, high yield, etc.) and/or other asset classes. NIA’s clients are primarily participants in wrap fee, dual contract or other managed accounts programs sponsored by unaffiliated investment advisers, broker-dealers and/or other financial intermediary firms. NIA may also provide investment advisory services for other separate account clients on a non-program basis (each a “Separate Account Client”).

Each MSA is a blend of two or more asset classes according to a predetermined target asset allocation that remains generally fixed within a band of tolerance. The specific target allocations, asset classes, and Subadvisers, are generally determined by the program sponsor or agreed to by a Client as part of packaged combination. MSAs may also include investments in registered investment companies, including investment companies affiliated with NIA or its related persons. Allocations to investment companies as part of the MSA are also generally determined by the program sponsor or agreed upon with the Client.

Subadvisers may include affiliated investment advisers of NIA, including, without limitation, Nuveen Asset Management, LLC, NWQ Investment Management Company, LLC, Tradewinds Global Investors, LLC, Symphony Asset Management, LLC, Santa Barbara Asset Management, LLC and Winslow Capital Management, LLC (each an “Affiliated Subadviser” and, collectively, the “Affiliated Subadvisers”) and/or unaffiliated Subadvisers. For detailed information about a particular Subadviser, please refer to the relevant Subadviser’s Form ADV; any description of a Subadviser’s services or practices contained herein is qualified in its entirety by the Subadviser’s Form ADV. Certain actions ascribed herein to NIA may be effectuated by a Subadviser.

Depending on the arrangement, NIA’s services for MSAs may also entail new account administration, implementation and execution of investment directions, tax loss selling, rebalancing according to the target allocation, coordinating among Subadvisers for investment purposes and other overlay manager responsibilities. For MSAs, administrative support is provided by Nuveen Global Operations (“NGO”), a division of Nuveen Investments Holdings, Inc., an NIA affiliate. See Item 10.

Certain MSA products may not include rebalancing services. In such arrangements, the value of a sleeve may vary over time, resulting in overall MSA allocations that can vary materially over time. Where NIA does not perform rebalancing of the MSA, a client should review its account and its sleeve allocations periodically. Clients should consult with their financial advisors regarding the terms and features of, and the services NIA provides with respect to, their MSAs.

A client or NIA generally may terminate its agreement at any time by providing thirty (30) days written notice. For wrap accounts, termination provisions vary by wrap program. Fees paid in advance are refunded on a pro rata basis if the service is terminated within the payment period.

Clients should review all materials relating to their program (including the program brochure) regarding the program's terms, conditions and fees, and consider the advantages and disadvantages and overall appropriateness of the program in light of the client's particular circumstances. Depending upon the level of the wrap fee charged by a program sponsor, the amount of portfolio activity in a client's account, the value of the custodial and other services that are provided under a program arrangement and other factors, a program client should consider whether the wrap fee would exceed the aggregate cost of such services if they were to be provided separately. Similarly, a non-wrap fee program client paying separate fees should consider whether the fees charged by different parties for custody, advisory services, portfolio management services and securities execution and other services would exceed the aggregate cost of such services if they were provided in a wrap fee arrangement. Some broker-dealers serving as custodian charge fees for settling transactions executed through other broker-dealers, which may be applicable to separate accounts or wrap or other program clients. Wrap fee clients in municipal bond and taxable fixed income strategies generally pay for mark-ups and mark-downs in securities transactions in addition to the wrap fee payable to the wrap sponsor.

Clients are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of an investment manager for a particular strategy and participating in a wrap or other program. In the course of providing services to clients who have financial advisors, NIA generally relies on information or directions communicated by the financial advisor acting with apparent authority on behalf of its client.

NIA seeks to commence management of an account as soon as practicable after review of the account documentation in good form, acceptance of its appointment as adviser and contribution of assets to the client's custodian. The time required to commence management varies depending on the time required to complete these steps and the efficiency of the wrap sponsor and/or other third parties. Once management commences, certain asset classes (e.g., municipal bond strategies) may take longer to fully invest than other asset classes (e.g., large cap growth).

In periods of market volatility, NIA may be unable to invest new money contributed to an account, or proceeds from the sale of securities, as quickly as it might have been able to do under normal market conditions. Similarly, NIA may be unable to sell securities to raise cash, or to accommodate a terminating client's request to sell securities as quickly, or at favorable prices, as it might have been able to do under normal market conditions. Depending on market movements, such delays could have an adverse impact on client accounts. In such periods of market volatility, NIA, when deemed advisable, also may deviate from its normal trading practices with respect to sequencing and allocation of transactions. Market volatility may also cause NIA to deviate from applicable account guidelines. In such circumstances, NIA shall use reasonable efforts to restore the account to guidelines compliance in a prudent manner under the circumstances. Finally, NIA may, but is not required, to deviate from its normal guidelines for temporary or defensive purposes, including investing in cash and cash equivalents. In such circumstances, NIA may not be able to meet the strategy's investment objectives.

NIA maintains procedures for executing specific transactions in a client's account for tax reasons. Under these procedures, NIA will generally follow the directions of a client or its financial advisor regarding harvesting tax losses or gains, subject to certain scope, amount and timing limitations. NIA generally relies on directions communicated by a financial advisor acting with apparent authority on behalf of its client.

In providing such directions, the client and its financial advisor are responsible for understanding the merits and consequences of their directions in light of the client's particular tax situation. Daily

market risk fluctuations may affect the dollar amount of gain or loss. The monetary benefit derived by tax loss selling, for example, may not exceed the risk of not being fully invested during that time. Executing tax sales (and repurchases) may adversely affect performance. NIA is not a tax advisor, and therefore clients should consult with their tax specialist to review their particular tax situation.

NIA may invest in exchange traded funds ("ETFs") or other pooled vehicles including during the wash sale period. ETFs and other funds have certain imbedded costs, including management fees, of which the client account will bear a proportionate share while it is invested in the ETF or other fund.

In most instances, NIA expects that clients will authorize and direct the custodian selected by the client to invest automatically all cash in a money market fund (unaffiliated with NIA or its Affiliated Subadvisers) selected by the client or its financial advisor.

To the extent that NIA or its related persons invest client assets in an affiliated investment company, NIA or its related persons may, depending on any legal requirements, waive investment advisory fees on the client assets invested in such investment company, credit the client account for the fees paid by the investment company to NIA or NIA's related persons, avoid or limit the payment of duplicative fees to NIA and its related persons through other means, or charge fees both at the investment company level and client account level.

NIA may provide or make available at no charge reports describing various investment advisers and their products and services, alone and in combination with certain program sponsors and other financial intermediaries who typically include in a program and/or offer or use products and services of NIA or an affiliate. These materials are designed to assist sponsors and intermediaries in educating their advisors and clients about the managed account programs they offer. The information in the report is exclusively provided by the sponsor, or obtained by a third party data source specified by the sponsor or intermediary, and is prepared according to the specifications of the sponsor or intermediary. NIA does not provide any investment advice, research or recommendations in connection with the report or adopt any of the content contained therein.

In addition to providing investment advisory services with respect to MSAs, NIA also provides marketing services regarding its Affiliated Advisers, including preparing and providing various marketing materials in the retail managed account program channel to financial advisors, clients and prospective clients. For marketing services on behalf of Affiliated Advisers, NIA may be compensated or reimbursed through internal inter-company arrangements.

Investment Restrictions

The specific target allocations and blends of asset classes and the Subadvisers and/or investment companies in an MSA are generally determined by the wrap program sponsor or agreed upon with clients. NIA and the Subadvisers will endeavor to follow reasonable directions, investment guidelines and limitations. Although NIA seeks to provide individualized investment advice to its client accounts, NIA will not be able to accommodate investment restrictions that are unduly burdensome or materially incompatible with the MSA parameters for the particular MSA strategy or investment approach of the particular Subadviser, and reserves the right to decline to accept or terminate client accounts with such restrictions. In addition, NIA reserves the right to decline to permit any account restriction that affects more than a stated percentage of the account.

Wrap Fee Programs

The services provided by NIA or a Subadviser to wrap fee program accounts may differ from the services provided to Separate Account Clients and other clients who do not participate in wrap fee programs. The investment strategies NIA or a Subadviser uses in managing wrap fee accounts are similar to those offered to Separate Account Clients, but may involve different holdings due to smaller account sizes and client preferences. Also, strategies, restrictions and guidelines may vary among programs.

In consideration for providing investment advisory services to wrap fee accounts, NIA receives a portion of the wrap fee paid to the program sponsor by program participants. The management fees NIA receives through wrap fee programs may be lower than NIA's management fees for its Separate Account Clients and other clients who do not participate in wrap fee programs (which may include dual contract programs).

Depending upon the level of the wrap fee charged by a wrap sponsor, the amount of portfolio activity in a client's account, the value of the custodial and other services that are provided under a wrap arrangement and other factors, a wrap fee client should consider whether the wrap fee would exceed the aggregate cost of such services if they were to be provided separately and if NIA or a Subadviser were free to negotiate commissions with the broker/dealer. Program clients should review all materials (such as the program brochure) available from a third party sponsor concerning the program, sponsor and the program's terms, conditions and fees.

In most wrap programs, clients are not charged separate commissions or other transaction costs on each trade so long as the wrap sponsor (or its broker-dealer affiliate) executes the trade. A portion of the wrap fee generally is considered as in lieu of commissions or other transaction costs. Thus, NIA or a Subadviser may place trades with the wrap sponsor (or its broker-dealer affiliate) to avoid incurring brokerage costs or other transaction costs in addition to the wrap fee by using other brokers. In particular, a Subadviser generally trades with the program sponsor where an asset class is highly liquid, such as large cap growth equities, or where the Subadviser's investment process or philosophy with respect to the particular asset class or strategy does not call for the use of trading away to achieve best execution under the circumstances. In other cases, NIA or the Subadviser may determine to trade away from the wrap program sponsor or its affiliate when deemed by NIA or the Subadviser to be in the best interest of clients, and clients may incur costs and fees in connection with such trades in addition to the wrap fee payable to the wrap program sponsor. These trades may be shown "net" on account statements (inclusive of transaction costs). In particular, a Subadviser generally trades away from the wrap sponsor when the Subadviser determines that such sponsor or its affiliate cannot provide best price or execution under the circumstances, such as the case with municipal bond and certain other fixed income strategies, and certain value strategies. Wrap fee clients in certain international and global strategies may incur fees and costs associated with the purchase of non-U.S. securities in ordinary form ("ORDs") and conversion of such ordinary shares into American Depositary Receipts ("ADRs"), in addition to the wrap fee payable to the wrap program sponsor.

Assets Under Management

As of December 31, 2014, NIA's total assets under management (AUM) were approximately \$312 million managed on a non-discretionary or model portfolio basis.

ITEM 5 FEES AND COMPENSATION

NIA's clients are primarily participants in wrap fee, dual contract or other managed accounts programs sponsored by unaffiliated investment advisers, broker-dealers and/or other financial intermediary firms. NIA may also provide investment advisory services for Separate Account Clients.

In a wrap fee program, the client pays a fee which covers the services rendered by the wrap sponsor, which includes the services rendered by NIA. The sponsor pays a portion of this fee to NIA for its investment advisory services, the amount of which is based upon the amount of the client's assets under management with NIA. NIA is responsible for paying the fees of the Subadvisers.

Fees and services may be negotiable based on factors such as assets under management, depending on the range of duties, asset class, pre-existing relationship, portfolio complexity and account size or other special circumstances or requirements. Some existing clients pay higher or lower fees than new clients. Related accounts may be aggregated for fee calculation purposes in certain circumstances.

For wrap fee program clients, NIA's fee is determined by agreement between the wrap program sponsor and NIA and is generally in the range of up to approximately .50% of assets under management annually.

Fees for Separate Account Clients and dual contract program clients may vary and are subject to negotiation. NIA may pay all or a portion of its advisory fees to Subadvisers.

Fees are generally payable quarterly (either in advance or in arrears based on client circumstances or, in the case of wrap accounts, as determined by the wrap sponsor) based upon the calendar quarter market value of the assets in the account. Generally, if an account is opened or closed during a billing period, the advisory fees are prorated for that portion of the billing period during which the account was open.

In a wrap fee program, the client pays a fee which covers the services rendered by the wrap sponsor, which includes the services rendered by NIA. The sponsor pays a portion of this fee to NIA for its investment advisory services. For Separate Account Clients and dual contract program clients, depending on the arrangement, the client or non-wrap fee program sponsor may pay NIA's fee directly or NIA may deduct its fee from the client account. Clients are encouraged to request and review quarterly account statements (including asset amounts and transactions during the period) sent directly from their custodian (e.g., broker-dealer, bank or trust company). See Item 15.

MSA allocations may include investments in registered investment companies or exchange traded funds (each a "Fund" and collectively, "Funds"). When NIA invests client assets in such funds, unless otherwise agreed and where permitted by law, the client will bear its proportionate share of fees and expenses as an investor in the fund in addition to NIA's investment advisory fees.

Additionally, NIA may invest client assets or recommend that clients invest in shares or other interests in certain Funds advised or administered by NIA or its affiliates. To the extent that NIA invests client assets in an affiliated Fund, NIA may, depending on the arrangement and any legal requirements, waive investment advisory fees on the assets invested in such affiliated Fund, credit the account for the fees paid by the affiliated Fund to NIA's related persons, avoid or limit the payment of duplicative fees to NIA and its related persons through other means, or charge fees both at the Fund level and separate account level.

NIA's clients generally will incur brokerage and other transaction costs either separately or through a bundled fee. In wrap fee programs that permit NIA and Subadvisers to trade away from the wrap sponsor or its broker-dealer affiliate, when NIA and Subadviser believe such sponsor or its affiliate cannot provide best price or execution under the circumstances, NIA and Subadvisers will generally trade away from such parties. In such cases, clients generally incur transaction and other costs and fees in addition to the wrap program fee. Program clients should review all materials available from a third party sponsor concerning the program, sponsor and the program's terms, conditions and fees. See Item 12.

NIA and Subadvisers in MSA programs may give advice to and take action for certain clients that differ from advice given to or the timing or nature of action taken for other client accounts. For example, a Subadviser may have a policy or practice under which it will provide investment advice or instructions, or execute transactions for MSA accounts, only after taking action for other client accounts (such as institutional separate accounts). The market impact of providing investment advice or instructions to, or executing securities transactions for MSA accounts only after the Subadviser has taken the same action for its other clients may cause the MSA accounts to pay higher prices when buying securities, or receive lower prices when selling securities, compared to the Subadviser's other accounts.

From time to time, a client may instruct NIA to suspend investment management services for their accounts for a period of time. Such accounts will generally be unmanaged during such time. NIA generally charges standard fees for a portion of such time to reflect the administrative costs associated with implementing such instructions.

For program agreements that provide that NIA's fees are to be paid in advance, NIA will refund any prepaid, but unearned fees to the program sponsor. The sponsor is then responsible for refunding fees, as applicable, to the client upon termination of the agreement. The refunded amount will be determined on a pro rata basis if the service is terminated within the payment period.

For Separate Account Clients and dual contract program clients where NIA's fees are to be paid in advance, NIA will refund any prepaid, but unearned fees to the Client upon termination of service. The refunded amount will be determined on a pro rata basis if the service is terminated within the payment period.

NIA's related sales personnel typically market NIA's investment capabilities to various prospects and intermediaries. NIA's investment capabilities are available through provision of investment advisory services through managed accounts programs (including wrap fee and dual contract programs) and Separate Account Clients.

Certain NIA supervised persons and related sales personnel may also be associated with NIA's affiliated broker-dealer, Nuveen Securities, LLC ("Nuveen Securities"), and in that capacity engage in marketing or selling activities with respect to shares or interests in investment companies advised or subadvised by NIA's affiliates. See Item 10. NIA supervised persons and related sales personnel may be internally compensated for successful marketing or selling activities with respect to shares or interests in investment companies advised or subadvised by NIA's affiliates.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

NIA does not currently accept performance-based fees.

ITEM 7 TYPES OF CLIENTS

NIA provides investment advisory, administrative and other overlay services for MSAs. NIA's clients are primarily participants in wrap fee, dual contract or other managed accounts programs sponsored by unaffiliated investment advisers, broker-dealers and/or other financial intermediary firms. NIA may also provide investment advisory services for Separate Account Clients. NIA's clients are primarily individual clients, trusts, pension plans and corporations.

For program accounts, NIA generally requires a minimum account of \$100,000 of assets although the specific minimum account size varies by program. For Separate Account Clients, NIA generally requires a minimum account of \$1 million. NIA may waive these minimums based on client type, asset class, pre-existing relationship with client, wrap program requirements and other factors.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Management for the various sleeves is typically provided by Subadvisers on a discretionary basis. In rare instances, NIA may assume management of certain asset classes or strategies. In such circumstances, NIA uses a variety of techniques including fundamental analysis and uses a variety of sources of information to facilitate such analysis.

The specific target allocations and blends of asset classes and Subadvisers and/or investment companies are generally determined by the program sponsor or agreed upon with Clients. MSAs may include combinations of equity strategies (e.g., growth, value, core, large-cap, mid-cap, small-cap, all-cap, U.S. international, global, etc.), fixed income strategies (e.g., taxable, municipal bond, investment grade, high yield, etc.) and/or other asset classes. NIA and the Subadvisers may invest in a wide range of investments depending on a particular client's objectives, strategies, policies, applicable law and other relevant factors. Investments in securities involves risk of loss that clients should be prepared to bear. Certain such investments may entail additional or enhanced risks.

General descriptions of the Subadvisers' investment strategies are included below. These descriptions are not intended to serve as applicable account guidelines. For further information about the strategies and material risks involved in such strategies, please refer to the relevant Subadviser's Form ADV Part 2A Item 8.

NIA reserves the right to limit the availability of any particular strategy at any given time based on factors including asset class capacity, pre-existing relationships, minimum account sizes, fees and distribution channels. In addition, NIA develops other investment strategies from time to time. Certain strategies are available only in certain channels or through a purchase of shares of investment companies.

Clients should consult with their financial advisors regarding the terms, features and risks of their particular MSA.

STRATEGIES

Equity

Large Cap strategies are invested primarily in common stocks of large-capitalization U.S. and/or non-U.S. companies, including emerging markets issuers. Large Cap strategies may reflect growth, value or core (investing in both growth and value stocks) investment approaches.

Mid Cap strategies are invested primarily in common stocks of mid-capitalization U.S. and/or non-U.S. companies, including emerging markets issuers. Mid Cap strategies may reflect growth, value, core (investing in both growth and value stocks) investment approaches.

Small Cap strategies are invested primarily in common stocks of small-capitalization U.S. and/or non U.S. companies, including emerging markets issuers. Small Cap strategies may reflect growth, value or core (investing in both growth and value stocks) investment approaches.

Global strategies are primarily invested in equity securities of U.S. and/or non-U.S. companies, including emerging market issuers, with market capitalizations determined by the investment adviser. Global strategies may reflect growth, value or core (investing in both growth and value stocks) investment approaches. In most cases, MSAs with exposure to non-US investments gain such investment exposure by investing in American Depositary Receipts ("ADR"s) and similar depository receipts. ADRs are the receipts for the shares of a non-U.S.-based company traded on U.S. exchanges.

International strategies invest primarily in non-U.S. issuers that trade in U.S. or non-U.S. markets. (including emerging markets) International strategies may reflect growth, value and core (utilizing a combination of strategies) investment approaches. In most cases, MSAs with exposure to non-US investments gain such investment exposure by investing in American Depositary Receipts (“ADR”s) and similar depositary receipts. ADRs are the receipts for the shares of a non-U.S.-based company traded on U.S. exchanges.

Additional Information about Equity Strategies. Equity securities in which the strategies invest may include common and preferred stocks, exchange traded funds (“ETFs”) and other investment companies, warrants, rights, convertible preferred stocks and debt securities that are convertible into common stocks. Each of the equity strategies may pursue other strategies or invest in other instruments described in this Brochure.

Portfolio assets may be invested in non-dollar denominated equity securities of non-U.S. issuers and in dollar-denominated equity securities of non-U.S. issuers that are either listed on a U.S. stock exchange or represented by depositary receipts that may or may not be sponsored by a domestic bank. Certain strategies may primarily invest in depositary receipts. Additionally, NIA may offer balanced strategies that combine equity and fixed income strategies described herein. Certain strategies may invest in equity securities of companies of various market capitalizations, as determined by the investment adviser; certain strategies may pursue a strategy that focuses on companies deemed undervalued. Certain portfolios exclude investments that are deemed inconsistent with environmental, social and governance (“ESG”) guidelines.

Certain strategies may invest a portion of their assets in preferred securities as well as debt and other fixed income securities. These debt securities may be rated below investment grade (“high yield”). Additionally, certain strategies may invest in securities that are not readily marketable (e.g. illiquid).

Fixed Income

Municipal Fixed Income portfolios may invest primarily in municipal bonds. There are a number of different strategies of varying maturity, duration and quality. Certain strategies invest primarily in investment-grade municipal securities and other strategies invest a small or large portion of their assets in medium- to low-quality municipal securities rated below investment grade, which may include bonds considered high yield. A portion of a portfolio’s assets may be invested in municipal securities that are unrated, but that the investment adviser deems to be of comparable quality to a particular rating. Split rated securities are generally deemed to receive the higher rating. Certain portfolios that invest primarily in investment grade securities may also invest a portion of their assets in below-investment grade securities (including high yield securities).

For MSA accounts, state-specific, state-preference and national-preference portfolios may be available, depending on the particular state, as well as national portfolios. State-specific portfolios generally hold bonds only from the client’s state of residence or U.S. territories (e.g., Puerto Rico, U.S. Virgin Islands and Guam). State-preference portfolios hold bonds from the client’s state of residence or U.S. territories, which together will generally account for a particular minimum of the portfolio (e.g., 50%) and out-of-state bonds will comprise the balance of the portfolio. In such cases, NIA seeks to purchase out-of-state bonds at an after-state-tax yield that is equivalent to or greater than a comparable in-state bond. A national preference portfolio is a national portfolio with a secondary preference to the client’s state of residence according to supply, relative value and strategic guidelines. The secondary preference of a national portfolio will be filled opportunistically over time, if at all, with no assurance of the inclusion of any state of residence bonds. Prospective clients and their financial advisors should consider the advantages and disadvantages of municipal bond portfolios that are limited (exclusively or materially) to bonds of a certain state (and U.S. territories) (e.g., state-specific and state-preference) compared with portfolios that can invest in a broader universe of bonds. A broader universe of bonds provides a higher yield, increased diversification, less concentration, less state/U.S. territory-

specific political and economic risk and a shorter invest-up period than portfolios subject to state-based limitations. The foregoing describes general features but is not intended to serve as applicable account guidelines.

The municipal securities in which state-specific Municipal Fixed Income portfolios may invest include municipal bonds and notes, including general obligation and “revenue” bonds, as well as other securities issued to finance and refinance public projects of a state, other related securities and derivatives creating exposure to municipal bonds, and municipal lease obligations, which are participations in lease obligations or installment purchase contract obligations of municipal authorities or entities.

Certain investors select municipal bond strategies for interest that is exempt from U.S. federal income tax, and in some cases, state and/or local income tax. Changes in tax laws, adverse interpretations by the Internal Revenue Service or state tax authorities, or noncompliant conduct of a bond issuer, among other events, could lead to declines in the value of municipal bonds and other unfavorable results. Clients are encouraged to consult their own financial, tax and legal advisors regarding the suitability of investing in municipal bond strategies.

Certain accounts invest in lower quality municipal bonds, including high yield bonds.

Municipal Fixed Income strategies may pursue other strategies or invest in other instruments described in this Brochure.

Taxable Fixed Income strategies invest primarily in debt securities according to the following strategies:

Core Fixed Income portfolios invest primarily in investment-grade debt securities, including U.S. government, mortgage-backed, asset-backed and corporate debt securities.

Government portfolios invest in securities issued or guaranteed by the U.S. government or its agencies or instrumentalities, including U.S. Treasuries, U.S. agency debt and mortgage-backed securities, and may also invest in global government debt securities, and debt-related derivatives instruments.

Additional Information about Taxable Fixed Income Strategies. Taxable Fixed Income strategies may include investments in securities rated investment grade or below investment grade (“high yield”). Additionally, a Taxable Fixed Income portfolio may invest a portion of its assets in securities and other instruments that are, at the time of investment, illiquid. A Taxable Fixed Income portfolio’s assets may also be invested in U.S. dollar and non-dollar denominated debt obligations of non-U.S. corporations and governments, including those located in emerging market countries. Taxable Fixed Income portfolios may pursue other strategies or invest in other instruments described in this Brochure.

Taxable Fixed Income portfolios may also invest in other types of fixed income securities, such as asset-backed securities, residential and commercial mortgage-backed securities, corporate debt obligations, municipal securities and inverse floating rate securities.

Taxable Fixed Income portfolios may also invest a portion of their assets in cash and cash equivalents. Additionally, certain Taxable Fixed Income portfolios may invest in equity securities and warrants acquired in connection with investments made in certain fixed income securities.

Taxable Fixed Income strategies may pursue other strategies or invest in other instruments described in this Brochure.

As with any investment, loss of principal is a risk of investing in accordance with any of the investment strategies described above. The strategies described above, as well as client portfolios that employ such strategies, also are subject to the risks listed below.

RISKS

As with any investment, loss of principal is a risk of investing in accordance with any of the investment strategies described above. This Brochure does not include every potential risk associated with an investment strategy, or all of the risks applicable to a particular portfolio. Rather, it is a general description of the nature and risks of principal strategies. The strategies described above also are subject to the risks listed below.

General Risks

Concentration Risk — Concentration of investments in securities of issuers located in a particular industry or a particular state, country or region subjects a portfolio to economic conditions that may adversely affect an industry or sector or geographic area. In addition, concentration of investments of issuers located in a particular geographic area subjects a portfolio to government policies within that geographic area. As a result, a portfolio will be more susceptible to factors that adversely affect issuers in a particular industry, sector or geographic area than a portfolio that does not have as great a concentration in such issuers. A concentrated portfolio may also invest a larger portion of its assets in the securities of a limited number of issuers and may be more sensitive to any single economic, business, political or regulatory occurrence than a less concentrated, more diversified portfolio.

Non-Diversification Risk — A less diversified strategy may invest a large portion of its assets in a fewer number of issuers than a diversified strategy. If a relatively high percentage of a strategy's assets may be invested in the securities of a limited number of issuers, a portfolio may be more susceptible to any single, economic, political or regulatory occurrence than a diversified portfolio.

Asset Allocation Risk — Asset allocation strategies are dependent on the particular selection and combination of asset classes and Subadvisers, as determined by the program sponsor or agreed to by a Client as part of a packaged combination. As a result, a portfolio may underperform its benchmark or other portfolios with similar investment objectives.

Market Risk — The market values of securities owned by the portfolios may decline, at times sharply and unpredictably. Market values of securities are affected by a number of different factors. For equity securities, market risk may be more significant in small and mid- capitalization companies. Market values of fixed income securities may be affected by changes in interest rates, the credit quality of issuers, and general economic and market conditions. These risks may be magnified for lower-quality fixed income securities.

Underlying Fund Risk — Investing in underlying funds (including ETFs), particularly in an asset allocation portfolio, causes a shareholder in a portfolio to indirectly bear the portfolio's portion of the costs and expenses of the underlying fund, in addition to advisory fees payable to NIA. Investing in underlying funds also subjects a shareholder to the same risks associated with directly investing in securities held by the underlying fund.

Additional Regulatory Risk — Recent instability in the financial markets has led the U.S. government to take a number of unprecedented actions designed to support certain financial institutions and segments of the financial markets that have experienced extreme volatility, and in some cases a lack of liquidity. Most significantly, the U.S. government has enacted a broad-reaching new regulatory framework over the financial services industry and consumer credit markets, the potential impact of which on the value of securities held by a portfolio is unknown. Federal, state, and other governments, their regulatory agencies, or self-regulatory organizations may take actions that affect the regulation of the instruments in which a portfolio invests, or the

issuers of such instruments, in ways that are unforeseeable. Governments or their agencies may also acquire distressed assets from financial institutions and acquire ownership interests in those institutions. The implications of government ownership and disposition of these assets are unclear, and such a program may have positive or negative effects on the liquidity, valuation and performance of a portfolio's holdings. Furthermore, volatile financial markets can expose portfolios to greater market and liquidity risk and potential difficulty in valuing portfolio instruments. The value of a portfolio's holdings is also generally subject to the risk of future local, national, or global economic disturbances based on unknown weaknesses in the markets in which a portfolio invests. In the event of such a disturbance, issuers of securities held by a portfolio may experience significant declines in the value of their assets and even cease operations, or may receive government assistance accompanied by increased restrictions on their business operations or other government intervention. In addition, it is not certain that the U.S. government will intervene in response to a future market disturbance and the effect of any such future intervention cannot be predicted. It is difficult for issuers to prepare for the impact of future financial downturns, although companies can seek to identify and manage future uncertainties through risk management programs.

Considerable additional regulatory attention has been focused on financial services companies and products. The Dodd-Frank Act regulates markets, market participants and financial instruments that previously have been unregulated and substantially alters the regulation of many other markets, market participants and financial instruments. Because many provisions of the Dodd-Frank Act require rulemaking by the applicable regulators before becoming fully effective and the Dodd-Frank Act mandates multiple agency reports and studies (which could result in additional legislative or regulatory action), it is difficult to predict the impact of the Dodd-Frank Act on a portfolio, and the markets in which portfolios may invest. The Dodd-Frank Act could result in a portfolio's investment strategy becoming non-viable or non-economic to implement. Therefore, the Dodd-Frank Act and regulations adopted pursuant to the Dodd-Frank Act could have a material adverse impact on the profit potential of a portfolio.

Fixed Income Risks

Convertible Securities Risk — Convertible securities generally offer lower interest or dividend yields than non-convertible fixed-income securities of similar credit quality because of the potential for capital appreciation. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. In the event of a liquidation of the issuing company, holders of convertible securities would be paid before that company's common stockholders. Consequently, an issuer's convertible securities generally entail less risk than its common stock. However, convertible securities fall below debt obligations of the same issuer in order of preference or priority in the event of a liquidation and are typically unrated or rated lower than such debt obligations. Different types or subsets of convertible securities may carry further risk of loss.

Credit Risk — Credit risk is the risk that an issuer of a debt security will be unable to make interest and principal payments when due and the related risk that the value of a security may decline because of concerns about the issuer's ability to make such payments. Credit risk may be heightened for strategies that may invest in lower quality bonds, including "high yield" securities.

High Yield Securities Risk — High yield securities, which are rated below investment grade and commonly referred to as "junk" bonds, are high risk investments that may cause income and principal losses for a portfolio. They generally have greater credit risk, are less liquid and have more volatile prices than investment grade securities.

Income Risk — The income earned from a strategy may decline because of falling market interest rates. Also, if a strategy invests in inverse floating rate securities, whose income payments vary

inversely with changes in short-term market rates, the strategy's income may decrease if short-term interest rates rise.

Insurance Risk — Many significant providers of insurance for municipal securities have recently incurred significant losses as a result of exposure to sub-prime mortgages and other lower credit quality investments that have experienced recent defaults or otherwise suffered extreme credit deterioration. As a result, such losses have reduced the insurers' capital and called into question their continued ability to perform their obligations under such insurance if they are called upon to do so in the future. The insurance feature of a municipal security is contingent on the ability of the insurer to fulfill its obligations. Therefore, insurance does not completely assure the full payment of principal and interest when due through the life of an insured obligation or the market value of the insured obligation.

Interest Rate Risk — Interest rate risk is the risk that the value of a portfolio will decline because of rising interest rates. Debt securities held by a portfolio will fluctuate in value with changes in interest rates. In general, debt securities will increase in value when interest rates fall and decrease in value when interest rates rise. Longer term debt securities are generally more sensitive to interest rate changes, and thus entail greater interest rate risk. Rising interest rates also may lengthen the duration of debt securities with call features, since exercise of the call becomes less likely as interest rates rise, which in turn will make the securities more sensitive to changes in interest rates and result in even steeper price declines in the event of further interest rate increases. A portfolio may be subject to a greater risk of rising interest rates than would normally be the case due to the current period of historically low rates and the effect of potential government fiscal policy initiatives and resulting market reaction to those initiatives.

Inflation Risk — The value of assets or income from investments may be lower in the future as inflation decreases the value of money. As inflation increases, the value of a portfolio's assets can decline, as can the value of a portfolio's distributions.

Bond Market Liquidity Risk — Dealer inventories of bonds, which provide an indication of the ability of financial intermediaries to "make markets" in those bonds, are at or near historic lows in relation to market size. This reduction in market making capacity has the potential to decrease liquidity and increase price volatility in the fixed income securities and/or markets, particularly during periods of economic or market stress. As a result of this decreased liquidity, an account may have to accept a lower price to sell a security, sell other securities to raise cash, or give up an investment opportunity, any of which could have a negative effect on performance.

Valuation Risk — The debt securities in which a portfolio may invest typically are valued by a pricing service utilizing a range of market-based inputs and assumptions, including readily available market quotations obtained from broker-dealers making markets in such instruments, cash flows and transactions for comparable instruments. There is no assurance that a portfolio will be able to sell a security at the price established by the pricing service, which could result in a loss to the portfolio. Pricing services generally price debt securities assuming orderly transactions of an institutional "round lot" size, but some trades may occur in smaller, "odd lot" sizes, often at lower prices than institutional round lot trades.

Prepayment Risk — During periods of declining interest rates, the issuer of certain types of securities may exercise its option to prepay principal earlier than scheduled, forcing a portfolio to reinvest in lower yielding securities. This is known as call or prepayment risk. Debt securities frequently have call features that allow the issuer to repurchase the security prior to its stated maturity. An issuer may redeem an obligation if the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer.

Extension Risk — During periods of rising interest rates, the average life of certain types of securities may be extended because of lower than expected principal payments. This may lock in

a below market interest rate, increase the security's duration and reduce the value of the security. This is known as extension risk. Market interest rates for investment grade fixed-income securities are currently significantly below the historical average rates for such securities. This decline may have increased the risk that these rates will rise in the future; however, historical interest rate levels are not necessarily predictive of future interest rate levels.

Preferred Securities Risk — Preferred securities risk involves credit risk, which is the risk that a preferred security will decline in price or fail to make dividend payments when due because the issuer of the security experiences a decline in its financial status. In addition certain preferred securities carry provisions that allow an issuer under certain circumstances to skip distributions (in the case of "non-cumulative" preferred securities) or defer distributions (in the case of "cumulative" preferred securities). If a portfolio owns a preferred security that is deferring its distributions, the portfolio may be required to report income for tax purposes while it is not receiving income from that security. In certain varying circumstances, an issuer may redeem its preferred securities prior to a specified date in the event of certain tax or legal changes or at the issuer's call, and the portfolio may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases where dividends are in arrears for a specified number of periods. Preferred securities are subordinated to bonds and other fixed income instruments in a company's capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those fixed income instruments.

Alternative Minimum Tax Risk — Certain municipal bond strategies are not limited as to the amount that can be invested in bonds that generate income subject to the alternative minimum tax. Therefore, all or a portion of the portfolio's otherwise exempt-interest dividends may be taxable to those holders subject to the federal alternative minimum tax.

Risks Related to Changes in Tax Laws — The value of a portfolio's investments may be adversely affected by changes in tax rates and policies, which may be driven by unfavorable changes in tax laws or adverse interpretations by the Internal Revenue Service or state tax authorities, or by noncompliant conduct of a bond issuer. This risk is heightened for municipal bond strategies. Because interest income from municipal securities is normally not subject to regular federal income tax, the attractiveness of municipal securities in relation to other investment alternatives is affected by changes in federal income tax rates or changes in the tax-exempt status of interest income from municipal securities. Any proposed or actual changes in such rates or exempt status, therefore, can significantly affect the demand for and supply, liquidity and marketability of municipal securities. This could in turn affect the portfolio's value and ability to acquire and dispose of municipal securities at desirable yield and price levels. Proposals have been introduced in Congress to restrict or eliminate the federal income tax exemption for interest on municipal securities, and similar proposals may be introduced in the future. Proposed "flat tax" and "value added tax" proposals would also have the effect of eliminating the tax preference for municipal securities. Some of the proposals have applied to interest on municipal securities issued before the date of enactment, which would have adversely affected their value to a material degree. If such a proposal were enacted, the availability of municipal securities for investment by a portfolio and the value of the portfolio would be adversely affected. All clients (especially tax-exempt or tax-deferred accounts) are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with engaging a manager and selecting a strategy (especially a municipal bond strategy).

Liquidity Risk — The portfolios may invest in lower-quality debt instruments. Lower-quality debt tends to be less liquid than higher-quality debt. If the economy experiences a sudden downturn, or if the debt markets for a particular security become distressed, a portfolio may have particular difficulty selling its assets in sufficient amounts, at reasonable prices and in a sufficiently timely manner.

The secondary market for municipal bonds, and particularly for high-yield municipal bonds, tends to be less well developed and less liquid than many other securities markets. As a result, an account may have to accept a lower price to sell a security, sell other securities to raise cash, or give up an investment opportunity, any of which could have a negative effect on performance. An account may invest a significant portion of its assets in unrated bonds. The market for these bonds may be less liquid than the market for rated bonds of comparable quality.

Municipal Bond Market Liquidity Risk — Inventories of municipal bonds held by brokers and dealers have decreased in recent years, lessening their ability to make a market in these securities. This reduction in market making capacity has the potential to decrease an account's ability to buy or sell bonds, and increase bond price volatility and trading costs, particularly during periods of economic or market stress. In addition, recent federal banking regulations may cause certain dealers to reduce their inventories of municipal bonds, which may further decrease an account's ability to buy or sell bonds. As a result, an account may be forced to accept a lower price to sell a security, to sell other securities to raise cash, or to give up an investment opportunity, any of which could have a negative effect on performance. If an account needed to sell large blocks of bonds to raise cash, those sales could further reduce the bonds' prices and hurt performance. Certain strategies invest a significant portion of the account's assets in unrated bonds. The market for these bonds may be less liquid than the market for rated bonds of comparable quality.

Political and Economic Risk — The values of municipal securities may be adversely affected by local political and economic conditions and developments. Adverse conditions in an industry significant to a local economy could have a correspondingly adverse effect on the financial condition of local issuers. Other factors that could affect municipal securities include a change in the local, state, or national economy, demographic factors, ecological and environmental concerns, statutory limitations on the issuer's ability to increase taxes, and other developments generally affecting the revenue of issuers (for example, legislation or court decisions reducing state aid to local governments or mandating additional services). A MSA that includes a municipal bond strategy that is limited (exclusively or materially) to bonds from a particular state (and U.S. territories (e.g., Puerto Rico)) may be more susceptible to adverse economic, political or regulatory changes affecting municipal bond issuers in those locations. Certain municipal bond issuers in Puerto Rico have recently experienced financial difficulties and rating agency downgrades, which has caused the prices of such bonds to decline.

Recent Events in the Fixed Income Markets — Following the financial crisis that began in 2007, the Board of Governors of the Federal Reserve System has sought to stabilize the U.S. economy by keeping the federal funds rate at or near zero percent. In addition, the Federal Reserve, in a program called Quantitative Easing, has purchased securities issued or guaranteed by the U.S. government, its agencies or instrumentalities on the open market. As the Federal Reserve reduces Quantitative Easing, and when the Federal Reserve raises the federal funds rate, there is a risk that interest rates across the U.S. financial system will rise. These policy changes may expose fixed-income (including municipal bonds) and related markets to heightened volatility and may reduce liquidity for certain investments, which could cause the value of a portfolio's investments to decline.

Equity Risks

Common Stock Risk — Stocks may decline significantly in price over short or extended periods of time. Price changes may occur in the market as a whole, or they may occur in only a particular country, company, industry, or sector of the market. In addition, the types of stocks in which a particular portfolio invests, such as value stocks, growth stocks, large-capitalization stocks, mid-capitalization stocks, small-capitalization stocks and/or micro-capitalization stocks, may underperform the market as a whole. In addition, growth stocks can be more volatile than other types of stocks. Value stocks can continue to be undervalued by the market for long periods of time. Additionally, dividends paid on common stocks can vary significantly over the short-term

and long-term. Dividends on common stocks are not fixed, but are declared at the discretion of an issuer's board of directors. There is no guarantee that the issuers of common stocks in which a portfolio invests will declare dividends in the future or that if declared they will remain at current levels or increase over time.

Small-Cap Stock Risk — Stocks of small-cap companies involve substantial risk. Small-cap companies may lack the management expertise, financial resources, product diversification, and competitive strengths of larger companies. Prices of small-cap stocks may be subject to more abrupt or erratic movements than stock prices of larger, more established companies or the market averages in general. In addition, the frequency and volume of their trading may be less than is typical of larger companies, making them subject to wider price fluctuations. In some cases, there could be difficulties in selling the stocks of small-cap companies at the desired time and price. Stocks at the bottom end of the capitalization range of small-cap companies sometimes are referred to as "micro-cap" stocks. These stocks may be subject to extreme price volatility, as well as limited liquidity and limited research.

Mid-Cap Stock Risk — While stocks of mid-cap companies may be slightly less volatile than those of small-cap companies, they still involve substantial risk. Mid-cap companies may have limited product lines, markets or financial resources, and they may be dependent on a limited management group. Stocks of small-cap and mid-cap companies may be subject to more abrupt or erratic market movements than those of large, more established companies or the market averages in general.

Large-Cap Stock Risk — To the extent that a portfolio invests in large-capitalization stocks, the portfolio may underperform portfolios that invest primarily in stocks of smaller capitalization companies during periods when the stocks of such companies are in favor.

Style-Specific Risk — Different types of stocks tend to shift in and out of favor depending on market and economic conditions. To the extent a portfolio emphasizes a value or growth style of investing, a portfolio runs the risk that undervalued companies' valuations will never improve or that growth companies may be more volatile than other types of investments, respectively.

Master Limited Partnership (MLP) Risk — An investment in an MLP exposes the portfolio to the legal and tax risks associated with investing in partnerships. MLPs may have limited financial resources, their securities may be relatively illiquid, and they may be subject to more erratic price movements because of the underlying assets they hold.

Technology Risk — Certain strategies may rely on quantitative analysis and systems and other proprietary and third party data and systems to support investment decision making. Data imprecision, software or other technology malfunctions, programming inaccuracies and similar circumstances may impair the performance of these systems, which may negatively affect performance.

International Risks

Correlation Risk — The U.S. and non-U.S. equity markets often rise and fall at different times or by different amounts due to economic or other developments particular to a given country or region. This phenomenon would tend to lower the overall price volatility of a portfolio that included both U.S. and non-U.S. stocks. Sometimes, however, global trends will cause the U.S. and non-U.S. markets to move in the same direction, reducing or eliminating the risk reduction benefit of international investing.

Emerging Markets Risk — Investing in emerging markets generally involves exposure to economic structures that are less diverse and mature, and to political systems that are less stable, than those of developed countries. In addition, issuers in emerging markets typically are

subject to a greater degree of change in earnings and business prospects than are companies in developed markets.

International Investing Risk — Investing in securities or issuers in markets other than the United States involves risks not typically associated with U.S. investing, such as currency risk, risks of trading in non-U.S. securities markets, and political and economic risks.

Currency Risk — Because the non-U.S. securities in which the strategies invest, with the exception of depositary receipts, generally trade in currencies other than the U.S. dollar, changes in currency exchange rates will affect the value of non-U.S. dollar denominated securities, the value of dividends and interest earned on such securities, and gains and losses realized on the sale of securities. A strong U.S. dollar relative to these other currencies will adversely affect the value of a portfolio. Depositary receipts are also subject to currency risk.

Non-U.S. Securities Market Risk — Securities of many non-U.S. companies or U.S. companies with significant non-U.S. operations may be less liquid and their prices more volatile than securities of comparable U.S. companies. Securities of companies traded in many countries outside the U.S., particularly emerging markets countries, may be subject to further risks due to the inexperience of local investment professionals and financial institutions, the possibility of permanent or temporary termination of trading, and greater spreads between bid and asked prices for securities. In addition, non-U.S. stock exchanges and investment professionals are subject to less governmental regulation, and commissions may be higher than in the United States. Also, there may be delays in the settlement of non-U.S. stock exchange transactions.

Political and Economic Risks — International investing is subject to the risk of political, social, or economic instability in the country of the issuer of a security, the difficulty of predicting international trade patterns, the possibility of the imposition of exchange controls, expropriation, limits on removal of currency or other assets, and nationalization of assets.

The above risks may be heightened for securities of issuers located in emerging markets countries.

Additionally, a portfolio's income from non-U.S. issuers may be subject to non-U.S. withholding taxes. Non-U.S. companies generally are not subject to uniform accounting, auditing, and financial reporting standards or to other regulatory requirements that apply to U.S. companies; therefore, less information may be available to investors concerning non-U.S. issuers. In addition, some countries restrict to varying degrees non-U.S. investment in their securities markets. These restrictions may limit investment in certain countries or may increase the cost of such investments.

In most cases, MSAs with exposure to non-US investments gain such investment exposure by investing in American Depositary Receipts ("ADR"s) and similar depositary receipts. ADRs are the receipts for the shares of a non-U.S.-based company traded on U.S. exchanges. ADR portfolios may have reduced exposure to the range of international investment opportunities available through investing in ordinary non-U.S. securities. ADRs may be more thinly traded in the U.S. than the underlying shares traded in the country of origin, which may increase volatility and affect purchase or sale prices. ADRs do not eliminate the currency and economic risks associated with international investing. To the extent a portfolio invests in ADRs and other depositary receipts, a portfolio will be generally subject to substantially all of the same risks as when investing directly in ordinary non-U.S. securities. To the extent that a Subadviser purchases non-U.S. ordinary shares and arranges for such shares to be converted into ADRs, client accounts will incur certain fees and costs associated with the conversion. Such fees and costs

may be attributable to local broker fees, stamp fees, and local taxes, and are generally included in the net price of the ADR.

Recent Global Market Conditions — The global financial crisis, including the European sovereign debt crisis, resulted, and may continue to result, in an unusually high degree of volatility in the financial markets. Liquidity in some markets has decreased; the ability to obtain credit has become challenging worldwide; and the values of some sovereign debt and of securities of issuers that hold that sovereign debt have fallen. These market conditions may continue to or possibly deteriorate further, and may add significantly to the risk of short-term volatility in accounts. Under such conditions, it may also become very difficult to execute portfolio transactions in affected markets. In addition, global economies and financial markets are becoming increasingly interconnected, which increases the possibility that conditions in one country or region might impact issuers in a different country or region, sometimes adversely. In response to the crisis, the European Union, the U.S. and various governments, as well as the European Central Bank, the U.S. Federal Reserve and other central banks, took steps to support financial markets. Withdrawal of this support, failure of efforts in response to the crisis, or investor perception that such efforts are not succeeding, could adversely impact the value and liquidity of certain securities. The severity or duration of these conditions may also be affected by policy changes made by governments or quasi-governmental organizations. Because the situation is widespread and largely unprecedented, and its effects continue to be felt in many markets, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces or to predict the duration of these market conditions, and therefore the effects of these potential events on an account is impossible to predict.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment strategy. Prospective clients and clients are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of an investment manager for a particular strategy. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed herein.

ITEM 9 DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of or the integrity of NIA or its management persons.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Certain management persons and/or other personnel of NIA may be registered as registered representatives and associated persons of Nuveen Securities, an affiliated broker-dealer.

As discussed above, NIA is a subsidiary of Nuveen Investments. Nuveen Investments is an indirect subsidiary of TIAA-CREF, a leading financial services provider. TIAA-CREF constitutes the ultimate principal owner of NIA. For additional information on the TIAA-CREF ownership structure, please see Form ADV Part 1, Schedule B.

TIAA-CREF's business, excluding Nuveen Investments, includes various financial industry entities, including broker-dealers, investment companies, other investment advisers, commodity pool operators and/or commodity trading advisors, banking or thrift institutions, insurance companies or agencies, sponsors or syndicators of limited partnerships, and sponsors, general partners, or managing members of pooled investment vehicles.

TIAA-CREF is considered a control person of NIA and TIAA-CREF's other financial industry entities may be considered related persons of NIA under the Investment Advisers Act and/or otherwise affiliated with NIA under various other regulatory regimes, including as applicable under the 1940 Act and the Employee Retirement Income Security Act of 1974 ("ERISA").

Neither TIAA-CREF nor its other affiliates will have material involvement in NIA's day-to-day investment and voting determinations on behalf of clients. NIA exercises its own independent investment and voting discretion in accordance with its investment philosophy, fiduciary duties and client guidelines.

At any given time, each of NIA, on one hand, and TIAA-CREF and its other affiliates, on the other hand, will engage in their own respective commercial activities with a view toward advancing their own respective business interests. These activities and interests potentially include multiple advisory, transactional, financial, and other interests in securities, financial instruments and companies, and a wide variety of financial services activities. NIA is committed to putting the interests of its clients first and seeks to act in a manner consistent with its fiduciary and contractual obligations to its clients and effected in accordance with applicable law. At times, NIA may determine, in an exercise of its discretion, to limit or refrain from entering into certain transactions, for some or all clients, in order to seek to avoid a potential conflict of interest, or where the legal, regulatory, administrative or other costs associated with entering into the transaction are deemed by NIA to outweigh the expected benefits. Further, certain regulatory and legal restrictions or limitations and internal policies (including those relating to the aggregation of different account holdings by NIA and its affiliates) may restrict certain investment or voting activities of NIA on behalf of its clients. For example, NIA and Subadvisers reserve the right to limit its investment or voting activities with respect to certain securities, issuers, regulated industries and non-U.S. markets where applicable laws or regulations would impose limits or burdens with respect to exceeding certain investment thresholds when aggregated with its affiliates.

To the extent permitted by the Advisers Act, the 1940 Act, ERISA, and other law, as applicable, NIA may give advice, take action or refrain from acting in limiting purchases, selling existing investments, or otherwise restricting or limiting the exercise of rights, including voting rights, in the performance of its duties for certain client accounts that may differ from such advice or action, or the timing or nature of such advice or action, for other client accounts including, for example, for clients subject to one or more regulatory frameworks.

TIAA-CREF and its other affiliates, on one hand, and the Nuveen Investments affiliates (including NIA), on the other hand, may distribute, make referrals of, use or recommend investment products and services of the other (including funds and pooled investment vehicles, and

managed account services), and may pay and receive fees and compensation in connection thereto. In particular, broker-dealers affiliated with each of TIAA-CREF and Nuveen Investments act as distributors with respect to and/or promote and provide marketing support to each other's proprietary mutual funds (i.e., Nuveen Funds and TIAA-CREF Funds), and broker-dealer associated persons are internally compensated for those activities. Further, sales personnel may provide referrals to affiliates in certain limited circumstances and such personnel may be internally compensated in connection with such activities. A potential conflict may exist with respect to such distribution, referrals, use or recommendation of products and services as a result of TIAA-CREF's indirect ownership of Nuveen Investments and NIA, which NIA seeks to mitigate through disclosure in this Brochure.

In terms of Nuveen Investments' subsidiaries, NIA is under common control with Tradewinds Global Investors, LLC ("Tradewinds"), Nuveen Fund Advisors, LLC ("NFA"), NWQ Investment Management Company, LLC ("NWQ"), Symphony Asset Management LLC ("Symphony"), Santa Barbara Asset Management, LLC ("SBAM"), Winslow Capital Management, LLC, Nuveen Asset Management, LLC ("NAM") and Gresham Investment Management, LLC ("Gresham"), each an investment adviser registered with the SEC that provides services to individual and/or institutional clients (which may include registered investment companies and/or private investment funds). Gresham is also a commodity pool operator and commodity trading advisor, and NFA is also a commodity pool operator. "Nuveen Investments" is sometimes used to refer collectively to the advisory businesses of Nuveen Investments, Inc. Certain personnel may provide services for multiple Nuveen Investments advisory affiliates. NIA is also under common control with Nuveen Investments Holdings, Inc., the Nuveen Global Operations ("NGO") division of which performs administrative services for NIA and certain affiliates. NIA is also under common control with Nuveen Investments Canada Co., which markets certain investment advisory services of its affiliated investment advisers in Canada. NIA is also under common control with Nuveen Global Investments Limited, an exempt CAD firm registered with the U.K. Financial Conduct Authority, which markets certain products and services of its affiliated investment advisers in certain jurisdictions outside the U.S. and Nuveen Commodities Asset Management, LLC, a commodity pool operator. NIA and its advisory affiliates maintain procedures (including certain information barriers) designed generally to provide for independent exercise of investment and voting power. NIA's arrangements with its affiliates may or may not be material to its advisory business at any particular time.

In addition to providing investment advisory services with respect to MSAs, NIA also provides marketing services for its Affiliated Advisers, including preparing and providing various marketing materials in the retail managed account program channel to financial advisors, clients and prospective clients. For marketing services on behalf of Affiliated Advisers, NIA may be compensated or reimbursed through internal inter-company arrangements.

NIA has arrangements with certain of its affiliates under which NIA may provide investment advisory, administrative, marketing or educational services to or for such affiliated adviser or its clients, or NIA or its clients may receive such services from such affiliates. NGO's administrative services to NIA may include receipt, review and processing of new account documentation; implementation and execution of investment directions; certain account monitoring; and/or other administrative and operational services. The scope of NGO's services varies depending on the particular strategy, distribution channel, program, and client size and type.

NIA is also under common control with Nuveen Securities, a registered broker-dealer. Certain employees of NIA may also be associated with Nuveen Securities, and in that capacity may engage in marketing or selling activities with respect to shares or interests in affiliated Funds or investment companies or private investment funds managed by NIA's related persons. To the extent that NIA or its related persons invest client assets in an affiliated Fund, NIA or its related persons may, depending on any legal requirements, waive investment advisory fees on the client assets invested in such Fund, credit the client account for the fees paid by the Fund to NIA or NIA's related persons, avoid or limit the payment of duplicative fees to NIA and its related

persons through other means, or charge fees both at the Fund level and client account level. For certain accounts, including certain wrap and other program accounts, all or a portion of the account may be invested in certain Funds advised by NIA's affiliates.

Where NIA-advised MSAs employ the use of Affiliated Subadvisers, NIA and its affiliates retain a greater amount of the total fees than if unaffiliated Subadvisers are used. NIA addresses this conflict by disclosing in this Brochure and other materials its affiliation with an Affiliated Subadviser.

NIA's affiliates may provide it with account administration, trading, operations, client service, sales and marketing, risk management, and legal and compliance services.

NGO's administrative services to NIA may include receipt, review and processing of new account documentation; implementation and execution of investment decisions; certain account monitoring; and/or other administrative and operational services. The scope of NGO's services varies depending on the particular strategy, distribution channel, program, and client size and type.

In addition to providing investment advisory services with respect to MSAs, NIA also provides marketing services regarding its Affiliated Advisers, including preparing and providing various marketing materials in the retail managed account program channel to financial advisors, clients and prospective clients. When providing such materials to certain wrap fee program sponsors (or other firms), NIA may be requested to provide information in a manner determined by the sponsor or firm. For marketing services on behalf of Affiliated Advisers, NIA may be compensated or reimbursed through internal inter-company arrangements.

**ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT
TRANSACTIONS AND PERSONAL TRADING**

Code of Ethics

NIA has adopted policies and procedures ("Code of Ethics") designed to detect and prevent conflicts of interest relating to personal trading by its employees and to ensure that NIA effects transactions for clients in a manner that is consistent with its fiduciary duty to its clients and in accordance with applicable law. NIA's employees who wish to purchase or sell most types of securities may do so only in compliance with certain procedures outlined in the Code of Ethics, such as pre-approval by compliance personnel and periodic holdings reporting.

NIA's Code of Ethics also prohibits the misuse of material nonpublic information and confidential information. A copy of NIA's Code of Ethics will be provided upon request of any client or prospective client. Please see the cover page to this Brochure for contact information.

NIA and its related persons may invest in securities for their personal accounts that are also recommended to NIA clients. Potential conflicts may arise in this situation because NIA or its related persons may have a material interest in or relationship with the issuer of a security, or may use knowledge about pending or currently considered securities transactions for clients to profit personally. To address these potential conflicts, each employee is required to provide NIA and/or certain related persons with securities trading activity reports and securities holding reports upon commencement of employment and thereafter on a quarterly and annual basis. In addition, employee transactions are subject to limitations regarding the type and timing of transactions, including certain trading prohibitions, and pre-approval and monitoring by compliance professionals of NIA and/or certain related persons.

NIA, its employees and its affiliates may give advice and take action in the performance of their duties for some clients that may differ from advice given, or the timing or nature of actions taken, for other clients or for their proprietary or personal accounts.

Subject to the restrictions described above, NIA and its employees may at any time hold, acquire, increase, decrease, dispose of or otherwise deal with positions in investments in which a client account may have an interest from time to time. NIA has no obligation to acquire for a client account a position in any investment which it, acting on behalf of another client, or an employee, may acquire, and the client accounts shall not have first refusal, co-investment or other rights in respect of any such investment.

Cross Trades

NIA and the Subadvisers generally may affect cross trades between the accounts of clients they or their affiliates advise when in the best interests of each client and in compliance with applicable law. Cross trades involving accounts subject to ERISA are not generally permitted.

ITEM 12 BROKERAGE PRACTICES

NIA generally provides non-discretionary investment advisory and other services to MSAs. MSA sleeves are sub-advised on a discretionary basis by one or more Subadvisers. For detailed information about a particular Subadviser and its services, including the factors it considers in selecting or recommending broker-dealers for client transactions, please refer to the relevant Subadviser's Form ADV Part 2A; any description of a Subadviser's services and practices contained herein is qualified in its entirety by the Subadviser's Form ADV. NIA may also invest directly in registered investment companies, including affiliated investment companies.

Subadvisers normally will have authority to direct the investments of that portion of the client's MSA allocated to it without prior consultation with the client. Pursuant to this authority, the Subadviser normally will determine which securities are bought and sold for the portion of the account, the total amount of such purchases and sales, the brokers or dealers through which transactions will be executed, and the commission rates or other transaction fees paid to effect the transactions.

In certain programs and for certain Subadvisers, NIA may direct the execution of securities transactions based on a Subadviser's investment directions provided in the form of model portfolios. Based on such directions, depending on the particular program or Subadviser involved, NIA may direct the execution of transactions for new accounts, in connection with withdrawals or liquidations relating to terminations, and/or on an ongoing basis. See also Item 10. For certain programs and for certain Subadvisers, NIA does not provide these administrative services relating to execution.

To the extent that a Subadviser provides NIA with a model portfolio for use in managing a MSA account, an advisory relationship between the Subadviser and MSA client may or may not be established.

Subject to client direction or wrap program requirement to utilize a particular broker-dealer for execution of transactions, NIA and a Subadviser's overall objective in effecting portfolio transactions will be to seek to obtain the best combination of net price and execution under the circumstances. The best net price, giving effect to brokerage commission, if any, and other transaction costs, is normally an important factor in this decision, but a number of other judgmental factors may also enter into the decision. These generally include: knowledge of negotiated commissions rates currently available and other current transaction costs; the nature of the security being traded; the size of the transaction; the desired timing of the trade; the activity existing and expected in the market for the particular security; confidentiality; the execution, clearance and settlement capabilities of the broker or dealer selected, including status as a market-maker in the security, and others which are considered; knowledge of the financial stability of the broker or dealer selected and such other brokers or dealers; and knowledge of actual or apparent operational problems of any broker-dealer. Recognizing the value of these factors, NIA or a Subadviser may pay a brokerage commission in excess of that which another broker might have charged for affecting the same transaction. NIA or a Subadviser may choose a broker on a best execution basis that has referred or introduced potential clients to NIA.

In most wrap programs, clients are not charged separate commissions or other transaction costs on each trade so long as the wrap sponsor (or its broker-dealer affiliate) executes the trade. A portion of the wrap fee generally is considered as in lieu of commissions or other transaction costs. Thus, NIA or a Subadviser may place trades with the wrap sponsor (or its broker-dealer affiliate) to avoid incurring brokerage costs or other transaction costs in addition to the wrap fee by using other brokers. In particular, a Subadviser generally trades with the program sponsor where an asset class is highly liquid, such as large cap growth equities, or where the Subadviser's investment process or philosophy with respect to the particular asset class or strategy does not call for the use of trading away to achieve best execution under the circumstances. In other cases, NIA or the Subadviser may determine to trade away from the

wrap program sponsor or its affiliate when deemed to be in the best interest of clients, and clients may incur costs and fees in connection with such trades in addition to the wrap fee payable to the wrap program sponsor. These trades may be shown “net” on account statements (inclusive of transaction costs). In particular, a Subadviser generally trades away from the wrap sponsor when the Subadviser determines that such sponsor or its affiliate cannot provide best price or execution under the circumstances, such as the case with municipal bond and certain other fixed income strategies, and certain value strategies. Wrap fee clients in certain international and global strategies may incur fees and costs associated with the purchase of non-U.S. securities in ordinary form (“ORDs”) and conversion of such ordinary shares into American Depositary Receipts (“ADRs”), in addition to the wrap fee payable to the wrap program sponsor.

Subject to constraints that may be imposed by the relevant client accounts, a Subadviser’s own internal policies and applicable law, Subadvisers may use client commissions to the extent permitted under Section 28(e) of the Securities Exchange Act of 1934 or as otherwise permissible under applicable law. NIA has policies and procedures in place to monitor the use of client commissions.

When a Subadviser uses client brokerage commissions or markups or markdowns to obtain research products and services, it receives a benefit because it does not have to produce or pay for such research or products.

A Subadviser may have an incentive to select or recommend a broker-dealer based on its interest in receiving research or other products or services, rather than on its clients’ interest in receiving most favorable execution.

Subject to constraints that may be imposed by the relevant client accounts, a Subadviser’s own internal policies and applicable law, a Subadviser may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (“paying up”), in recognition of the value of the brokerage and research products and services provided by the broker-dealer.

While brokerage and research products and services received in connection with client commissions are generally used to service or support all of NIA or a Subadviser’s advisory accounts or investment platform, a particular brokerage and research product or service may be used to service fewer than all advisory accounts, and may not directly benefit the particular account or accounts that generated the brokerage commissions used to acquire the product or service. For example, equity commissions may be used for brokerage and research products and services utilized in managing fixed income accounts. In addition, accounts that do not generate any commissions used to acquire brokerage and research products and services may benefit from those that do.

For a description of the types of products and services the Subadvisers acquired with client commissions (or markups or markdowns) within the last fiscal year, please refer to the relevant Subadviser’s Form ADV.

For an explanation of the Subadvisers’ procedures used during the last fiscal year to direct client transactions to a particular broker-dealer in return for research or other products or services, please refer to the relevant Subadviser’s Form ADV.

NIA does not consider, in selecting or recommending broker-dealers, whether NIA or a related person receives client referrals from a broker-dealer or third party.

Under wrap and certain other managed account programs, clients are not charged separate commissions or other transaction costs on each trade so long as the program sponsor (or its broker-dealer affiliate) executes the trade. A portion of the wrap fee generally is considered as in lieu of commissions or other transaction costs. Where permitted by program terms, NIA or a

Subadviser may execute a transaction through a broker-dealer other than the program sponsor where NIA or a Subadviser believes that such trade would result in the best price and execution under the circumstances. In such cases, transaction and other fees may be included in the net price of the security and not separately disclosed. However, depending on the particular Subadviser and asset class, in many situations trades will be executed with the program sponsor (or its broker-dealer affiliate) so as to avoid incurring brokerage costs or other transaction costs by using other broker-dealers, in addition to the wrap or bundled fee, or to avoid other costs associated with trading away. Managed accounts programs may impose a significant limitation on the ability of NIA or a Subadviser to seek best price and execution by placing trades through other broker dealers.

Although NIA and the Subadvisers reserve the right to aggregate purchases of securities in a block trade when in the best interest of clients, orders made for MSAs in managed account programs may be processed separately from other orders, and may not be included in aggregated orders. NIA and the Subadvisers generally allocate securities based on the investment needs of the each account on a fair and equitable basis over time.

ITEM 13 REVIEW OF ACCOUNTS

General Description

NIA provides monitoring and oversight of the accounts it manages, and accounts are reviewed on an exception basis. Accounts are reviewed by NIA or NGO personnel under the supervision of NIA's overlay portfolio management group, headed by the vice president for trading operations, in accordance with the particular program requirements, or as otherwise agreed upon with a client.

Depending on the arrangement, NIA's overlay portfolio management group may also implement investment recommendations, coordinate among Subadvisers for tax or investment purposes, rebalance MSAs to bring them in line with the targeted allocation periodically or within a predetermined tolerance band in accordance with program requirements or otherwise agreed upon, and perform other overlay manager responsibilities.

NIA will generally coordinate with Subadvisers regarding any specific client instructions or restrictions for review of their accounts. Affiliated Subadvisers will review their respective portions of the MSA in accordance with their standard review policies. Non-Affiliated subadvisers will rely on NGO to review their respective portions of the MSA in accordance with predetermined criteria. For a description of a Subadviser's review process, see the Subadviser's Form ADV.

Additional factors that trigger a review of client accounts may include material contributions and withdrawals of cash or securities.

Client Reports

In managed account programs, client account reports are generally prepared and provided by the program sponsors. Depending on the particular program, NIA may provide written portfolio commentaries on a quarterly or other basis. NIA may also distribute economic commentaries and other marketing materials periodically, including materials relating to Affiliated Advisers.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

In the ordinary course of business, NIA or a related person provides corporate gifts, meals and entertainment such as golfing and tickets to cultural and sporting events to personnel of firms that do business with NIA or its affiliates. Such gifts, meals and entertainment provided by NIA or a related person generate a conflict of interest to the extent that they create an incentive for the recipient or beneficiary to use, recommend, offer or include products or services of NIA in a particular program, include NIA in a preferred list of advisers, or refer clients to NIA. In the ordinary course of business NIA employees also are the recipients of corporate gifts, meals and entertainment. NIA's receipt of gifts, meals and entertainment generates a conflict of interest to the extent that they create an incentive for the recipient or beneficiary to use the services of the provider (e.g., in the case of a broker-dealer, brokerage services) of the gifts, meals and entertainment. The giving and receipt of gifts and other benefits are subject to limitations under internal policies and procedures.

In addition to its investment advisory activities with respect to MSA accounts, NIA markets the services of its Affiliated Advisers. NIA may be compensated through inter-company arrangements for such services.

NIA may pay fees to consultants for their advice and services, industry information or data, or conference attendance, and may pay fees to financial intermediaries for referrals of separate account clients. If a particular payment constitutes, in NIA's judgment, a client solicitation arrangement under Rule 206(4)-3 under the Investment Advisers Act of 1940, NIA will comply with the Rule. The payment of fees to consultants generates a conflict to the extent that such payment creates an incentive for the recipient or beneficiary to use, recommend, offer or include products or services of NIA in a particular program, include NIA in a preferred list of advisers, or refer clients to NIA.

NIA is affiliated with the Nuveen Investments Wealth Management Services group, a division that provides free general educational services to financial advisors of program sponsors and other financial intermediaries who typically offer or use products or services of NIA and/or its advisory affiliates. Nuveen Investments Wealth Management Services makes available various financial and educational tools, reports, materials and presentations on current industry topics relevant to a financial advisor. Certain financial tools and illustrations may use data provided by a financial advisor. Materials and services provided by the Nuveen Investments Wealth Management Services group are not intended to constitute financial planning, tax, legal, or investment advice and are for educational purposes only. The provision of Nuveen Investments Wealth Management services and materials generates a conflict of interest to the extent that such provision creates an incentive for the recipient or beneficiary to use, recommend, offer or include products or services of NIA in a particular program, include NIA in a preferred list of advisers, or refer clients to NIA.

In appropriate instances, NIA and its related persons refer business to each other with respect to each other's products and services. Prospects and clients to whom such referrals have been made should be aware of the conflict inherent in such referral as a result of the common control of such parties. See Item 10.

In the ordinary course of business, NIA (or an affiliate) makes payments to firms or persons that use, recommend, offer or include separate account products or services of NIA (and its affiliate) in a particular program, include NIA (and its affiliates) in a preferred list of advisers, or refer separate account clients to NIA (or its affiliates). The types of these payments include, without limitation, conference, program or event attendance, participation or exhibition sponsorship fees; educational and training fees; license, data access, operational or administrative fees; or fees linked to program participation or specific marketing initiatives within an existing separate account program or new program. The amounts of such payments, which are generally made on an

enterprise-wide basis, can be significant for certain SMA program sponsor or financial intermediary firm recipients (e.g., up to or in excess of \$1 million annually). NIA (or an affiliate on NIA's behalf) sometimes pays travel, meal and entertainment expenses for a firm's representatives and others who visit NIA's or its affiliate's offices or other locations (including hotels and conference centers) to learn about its products and services. The foregoing payments generate a conflict to the extent that they create an incentive for the recipient or beneficiary of the payment to use, recommend, offer or include products or services of NIA in a particular program, include NIA in a preferred list of advisers, or refer clients to NIA.

NIA (or an affiliate) also makes charitable contributions or underwrites or sponsors charitable events at the request of others. Payments described above may vary significantly from firm to firm depending on the nature of NIA's and its affiliated investment advisers' separate account activities with the firm and the amount of the firm's separate account client assets under NIA's and its affiliated investment advisers' management. Such contributions generate a conflict to the extent that they create an incentive for the recipient or beneficiary of the payment to use, recommend, offer or include products or services of NIA in a particular program, include NIA in a preferred list of advisers, or refer clients to NIA. Payments are subject to NIA or a related person's internal review and approval procedures.

Separate account program clients are encouraged to request and review materials from program sponsors (such as a sponsor's program brochure) describing business and financial terms and arrangements between program sponsors and investment advisers. All clients are encouraged to make relevant inquiries of their financial advisory firms and financial advisors, consultants and other intermediaries regarding the arrangements and practices described above.

ITEM 15 CUSTODY

Clients should receive quarterly or monthly account statements from the broker-dealer, bank or other financial services firm that serves as qualified custodian to their account(s), and clients should carefully review those statements. Clients who do not receive such account statements are encouraged to follow-up directly with their custodian and request such statements. Clients who receive additional reports from NIA are urged to compare these reports to the account statements they receive from the qualified custodian. NIA's reports are generally preliminary and may vary from custodial statements based on accounting procedures, reporting dates, valuation methodologies and other factors. They are not intended to be a substitute for account statements provided by a qualified custodian, and should not be used for official purposes.

In the event of an inadvertent receipt of check or other financial instrument payable to a client, NIA reserves the right to send the check or instrument to the client or its custodian rather than back to the original sender when it believes that such procedure provides the best overall protection for the underlying assets.

Individual clients who seek to direct transfers or payments from their separate account to third parties (e.g., to pay bills or transfer funds) should directly contact and instruct the account's custodian and/or primary financial advisor. It is generally outside the scope of NIA's authority and services to process or intermediate such instructions.

ITEM 16 INVESTMENT DISCRETION

NIA generally provides non-discretionary investment advisory and other services to MSAs, the sleeves of which are sub-advised on a discretionary basis by one or more Subadvisers. The specific target allocations, asset classes, and Subadvisers, are generally determined by the program sponsor or agreed to by a Client as part of packaged combination.

NIA and the Subadvisers will endeavor to follow reasonable directions, investment guidelines and limitations. NIA will not be able to accommodate investment restrictions that are unduly burdensome or materially incompatible with the MSA parameters for the particular MSA strategy or investment approach of the particular Subadviser, and reserves the right to decline to accept or terminate client accounts with such restrictions. In addition, NIA reserves the right to decline to permit any account restriction that affects more than a stated percentage of the account.

NIA provides investment advisory services based upon the particularized needs of the wrap fee program client as reflected in information provided to NIA by the sponsor, and will generally make itself available for direct telephone conversations or in-person meetings as reasonably requested by clients and/or sponsors. Clients are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of an investment manager in a particular strategy and participating in a wrap or other program. In the course of providing services to program clients who have financial advisors, NIA generally relies on information or directions communicated by the financial advisor acting with apparent authority on behalf of its client. NIA has no ongoing responsibility to assess for a program client the value of services provided by the program sponsor.

See also Item 4.

ITEM 17 VOTING CLIENT SECURITIES

Proxy Voting

The discretionary investment management services provided by MSA Subadvisers generally includes full responsibility for proxy voting with respect to securities in its sleeve, in accordance with the Subadviser's policy and procedures and applicable law. In certain arrangements, NIA may perform or cause to be performed administrative and/or recordkeeping functions in accordance applicable law, and will ensure that proxy voting records with respect to a MSA are made available to a client as reasonably requested.

On occasion, where MSA sleeves contain overlapping securities and program sponsors provide proxies with respect to such securities on an aggregated basis in a manner that limits the exercise of individual Subadviser proxy voting, NIA may engage an independent third party or proxy voting service to vote such proxy or to determine how the proxy should be voted.

NIA periodically will monitor the Subadvisers' voting to ensure that they are carrying out their duties. NGO is responsible for requesting specific voting instructions for each security from Subadvisers at the time NGO receives a ballot for a security. On an annual basis, Compliance reviews reports prepared by NGO to determine if securities have been voted, and discusses with Subadviser and NGO management and personnel any concerns about proxy voting (for example, if a Subadviser had difficulty voting foreign proxies) and the resolution of any material conflicts of interest that the Subadviser faced when voting proxies.

Upon request of a client, NIA shall provide its proxy voting policy and information on how proxies were voted on behalf of the client. NIA is responsible for coordinating with Subadvisers to provide proxy voting information to clients.

Legal Actions

Neither NIA nor a Subadviser is under any obligation to advise or act for clients in legal proceedings including bankruptcies and class actions involving securities purchased or held in client accounts. NIA notifies or transmits copies of legal materials it receives to the client, program sponsor, client custodian or other client representative. In certain situations, NIA may provide administrative assistance.

ITEM 18 FINANCIAL INFORMATION

NIA does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of its most recent fiscal year. NIA is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has NIA been the subject of a bankruptcy petition at any time during the past ten years.

ADDITIONAL INFORMATION

NOTICE TO CANADIAN CLIENTS

NIA is exempt from registration as an adviser in Ontario as it meets all of the conditions of an “exempt international adviser.” It is required to take certain steps to rely on that exemption, one of which is to provide its clients with notice of certain matters. Notice is hereby given that:

1. NIA is not registered as a “portfolio manager” in any province or territory of Canada.
2. NIA has its head office at 333 West Wacker Drive, Chicago IL 60606 U.S.A.
3. The local address for service of process against NIA in Ontario is Torys, LLP, 79 Wellington St. West, Toronto, Ontario M5K 1N2.
4. There may be difficulty enforcing legal rights against NIA because it is resident outside Canada and all or substantially all of its assets may be situated outside of Canada.

Any nonpublic personal information NIA receives from Canadian clients will be stored in the U.S. and, as a consequence, may become subject to disclosure in accordance with U.S. laws.