

Aegon USA Investment Management, LLC

Part 2A Brochure

October 25, 2016



AEGON
Asset Management

Aegon USA Investment Management, LLC
4333 Edgewood Road NE
Cedar Rapids, Iowa 52499
(877) 234-6862
www.aegoninvestments.com
File No. 801-60667

This Brochure provides information about the qualifications and business practices of Aegon USA Investment Management, LLC (“AUIM”). If you have any questions about the contents of this Brochure, please contact us at (877) 234-6862 or at aegoninvestments@aegonusa.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

AUIM is a registered investment adviser. Registration does not imply any level of skill or training. Additional information about AUIM is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The discussion below summarizes the cumulative material changes made to this Brochure since the last annual update as of March 31, 2015.

- Item 5: Fees and Compensation
 - Item 5.A: Advisory Fees - Removed “The Standard Annual Fee Schedule for Marketed Separate Account Investment Strategies.”
- Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss
 - Item 8.B: Methods of Analysis (previously covered in Item 4.B: Advisory Services) - This item was expanded to introduce investment research provided by, and shared with, Aegon Investment Management B.V. (“AIM”) through a participating affiliate arrangement.
 - Item 8.C: Risk of Loss - This item was broadened to include a description of sovereign debt risks.
- Item 10: Other Financial Activities and Affiliations
 - Section 10: - A sub-section titled “Legal and Operation Structure,” was added to describe AUIM’s legal structure, as previously disclosed in Item 4.A, and governance framework.
 - Section 10.C.1: Relationships with Related Persons, Participating Affiliate - This item was added to describe the scope of AUIM's participating affiliate arrangement with AIM including the shared global research platform, associated persons, potential conflicts of interest and related policies and controls.
 - Section 10.C.2: Relationships with Related Persons, AURA Personnel Sharing Arrangement - This item was added to describe the scope of AUIM's personnel sharing arrangement with its affiliate, Aegon USA Realty Advisors, Inc. Under this arrangement, a limited number of AURA personnel are deemed AUIM dual employees for the purposes of providing nondiscretionary real estate related advice to an affiliated client.
- Item 11: Code of Ethics
 - Item 11.A: Standards of Conduct - This item was amended to include associated persons under the participating affiliate arrangement with AIM.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

If you would like a current copy of AUIM’s Brochure, please contact us at (877) 234-6862 or aegoninvestments@aegonusa.com. The Brochure is also available free of charge on our web site www.aegoninvestments.com and via the SEC’s web site www.adviserinfo.sec.gov.

Item 3 – Table of Contents

Item 2 – Material Changes	iii
Item 3 – Table of Contents.....	iv
Item 4 – Advisory Business	6
A. Overview	6
B. Advisory Services	6
C. Assets Under Management	7
Item 5 – Fees and Compensation	7
A. Advisory Fees	7
B. Additional Fees and Expenses.....	7
Item 6 – Performance-Based Fees and Side-By-Side Management	8
Item 7 – Types of Clients.....	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	9
A. Investment Strategies	9
B. Methods of Analysis.....	9
C. Risk of Loss	12
Item 9 – Disciplinary Information	17
Item 10 – Other Financial Industry Activities and Affiliations	17
A. Registered Representatives	17
B. Registration as Commodity Trading Advisor.....	17
C. Relationships with Related Persons.....	17
D. Foreign Financial Regulatory Authority	20
Item 11 – Code of Ethics	20
A. Standards of Conduct.....	20
B. Material Financial Interests	21
C. Principal Trading and Cross Transactions	21
D. General Investment Advice.....	22

Item 12 – Brokerage Practices	22
A. Selecting Broker-Dealers.....	22
B. Soft Dollar Benefits	23
C. Directed Brokerage	23
D. Trade Aggregation and Allocation	24
E. Trade Errors	24
Item 13 – Review of Accounts	25
Item 14 – Client Referrals and Other Compensation.....	25
A. Client Referrals.....	25
B. Other Compensation.....	26
Item 15 – Custody	26
Item 16 – Investment Discretion	26
Item 17 – Voting Client Securities.....	27
Item 18 – Financial Information.....	28

Item 4 – Advisory Business

A. Overview

Aegon USA Investment Management, LLC (“AUIM”) is a U.S.-based investment adviser registered with the Securities and Exchange Commission (“SEC”).

AUIM is a limited liability company formed in 2001 under the laws of the State of Iowa. AUIM’s predecessor, Aegon USA Investment Management, Inc. (“AUIM, Inc.”), was incorporated on April 12, 1989, and was also a registered investment adviser with the SEC. AUIM assumed management of the assets previously managed by AUIM, Inc. on December 1, 2001.

AUIM is a wholly owned subsidiary of Aegon USA Asset Management Holding, LLC (“AUAM Holding”), and an indirect wholly owned subsidiary of Aegon N.V. For additional information regarding AUIM’s legal and governance structures, refer to Item 10, “Other Financial Industry Activities and Affiliations.”

AUIM is part of Aegon Asset Management, a group of asset managers affiliated with Aegon N.V. that regularly collaborate in various business and operational activities.

In the United States, Aegon Asset Management group companies include AUIM and Aegon USA Realty Advisors, LLC.

(“AURA”), an unregistered real estate asset manager.

Through its affiliation with Aegon Asset Management group companies, AUIM has access to global resources that augment and complement AUIM’s own investment expertise.

AUIM and other companies in the group utilize “Aegon Asset Management” as a brand name to market their asset management products and services. While AUIM and its affiliates may have similar corporate and brand names, AUIM currently is the only legal entity within the Aegon Asset Management group of companies that provides investment advice to U.S. clients.

AUIM and others in the group share global macroeconomic and securities research platforms (see Item 4.B, “Advisory Services”; Item 8.B.1, “Methods of Analysis – Top-Down Analysis”; and Item 8.B.1, “Methods of Analysis – Sector- and Security-Level Idea Generation”). All Aegon Asset Management companies are subject to a common high-level governance structure, which is discussed further in Item 10, “Other Financial Industry Activities and Affiliations.”

AUIM has principal offices in Cedar Rapids, Iowa; Baltimore, Maryland; and Chicago, Illinois. As of December 31, 2015, the firm has approximately 360 employees, including

approximately 80 investment professionals.

B. Advisory Services

AUIM provides discretionary and nondiscretionary investment management products and services to affiliated and unaffiliated institutional clients. These services are offered through a variety of investment vehicles, structures, and arrangements which vary by investment strategy and include separately managed accounts, foreign or domestic closed- or open-end mutual funds, collective investment trusts (“CITs”), and private funds. AUIM also provides nondiscretionary research services.

AUIM began as a manager of fixed income portfolios and today provides active management of portfolios that invest primarily in fixed income assets classes, but also may utilize equities, private placements, leveraged loans and derivatives. Current offerings also include customized balance-sheet solutions for insurance companies and pension plans; and asset allocation strategies that invest in mutual funds, variable product subaccounts and derivatives.

AUIM engages subadvisers to manage certain investment strategies on behalf of affiliated clients. Finally, through a shared-personnel arrangement with AURA, AUIM provides real estate-related investment advice

to another affiliate, as discussed in Item 10.C.2, “AURA Personnel-Sharing Arrangement.”

AUIM tailors its advice to serve the needs of each particular client and, before beginning investment activities, generally requires mutually agreed upon, written investment guidelines or instructions for the client’s account(s). Client guidelines can impose reasonable restrictions on investments in certain securities or types of securities.

Additional information about AUIM’s investment strategies and services can be found in Item 8, “Methods of Analysis, Investment Strategies and Risk of Loss.”

C. Assets Under Management

As of December 31, 2015, AUIM had assets under management as follows:

Asset Under Management	U.S. Dollar Amount
Discretionary	\$ 120,551,609,640
Non-discretionary	\$ 1,639,857,946
Total	\$ 122,191,467,586

Item 5 – Fees and Compensation

A. Advisory Fees

AUIM charges advisory fees consistent with applicable statutes and regulations and a client’s investment management agreement. For discretionary investment advisory services, fees are typically based on the client’s assets under management and are negotiable. In some cases, fees are based on the investment performance of the client’s account (see Item 6, “Performance-Based Fees and Side-by-Side Management”).

For nondiscretionary services, AUIM will negotiate fees based on the specific services provided.

Various factors affect a client’s fees, including but not limited to the services required by the client, client type, asset class, pre-existing relationship, the size of the account (current or anticipated), related accounts or investments in other strategies. Clients who negotiate a flat fee schedule could pay a higher total fee than those who pay under a tiered fee schedule.

Discretionary investment advisory fees are generally based on an account’s period-end market or book values, which are calculated independently by a third-party custodian or based on AUIM’s internal securities valuation policies. More information about AUIM’s

valuation methodologies is available upon request.

Clients typically are billed for and pay fees prorated for the portion of the billing period, typically monthly or quarterly, for which AUIM has provided investment services. Depending on specific client circumstances, AUIM’s fees can be payable and billed in advance or arrears, though other, client-specific arrangements can be negotiated.

Where AUIM collects an advisory fee in advance and does not provide investment services for the entire period, AUIM will prorate the fee to reflect the portion of the period for which AUIM provided investment services and will return any excess to the client.

Fees charged to affiliates are generally less than fees charged to unaffiliated client accounts.

B. Additional Fees and Expenses

AUIM’s advisory fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that are typically incurred by clients. Client assets are maintained by independent custodians, and clients pay all custody fees directly to their custodian.

Clients typically incur certain other charges imposed by custodians, brokers and other third parties, such as deferred

sales charges; odd-lot differentials; transfer taxes; wire transfer and electronic fund transfer fees; and other fees and taxes on brokerage accounts and securities transactions.

In addition to fees calculated based on assets under management, AUIM will charge a negotiated, agreed-upon annual fee to certain accounts to cover administrative overhead costs, performance fees or both, as described in Item 6.

Derivatives transactions for clients' accounts may entail brokerage, clearing or other finance charges. For certain accounts AUIM assesses quarterly or agreed-upon fees for each derivatives contract in the client's account as of the last day of each calendar quarter. In addition, fees may be charged for research, analysis and measurement relating to equity derivatives. Item 12.A, "Selecting Broker Dealers," describes the factors that AUIM considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation.

Clients may also incur additional fees when account assets are invested in mutual funds, ETFs and other pooled investment vehicles. These vehicles charge internal management fees, which are disclosed in their respective offering documents. No portion of these fees offset

the account-level fees that AUIM charges for its services.

AUIM manages certain mutual funds that, in turn, invest in shares of investment companies. The investment companies charge asset management fees and other fees, which are in addition to any advisory fees charged by AUIM.

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

In addition to fees described in Item 5, fee arrangements with certain qualified clients as defined by the Investment Advisers Act of 1940, as amended, ("the Act") can include a performance-based fee. Performance-based fee structures generally stipulate a base fee, a participation rate, and a maximum fee. The participation rate specifies the percentage of an account's capital gains or capital appreciation that will be paid as a fee to AUIM. AUIM will structure a performance- or incentive-fee arrangement subject to Section 205(a)(1) of the Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3 under the Act.

There are inherent conflicts of interest in the side-by-side management of performance-fee and non-performance-fee

accounts. Performance-fee arrangements create an incentive for an adviser to take risks in managing assets that would not otherwise be taken in the absence of such arrangements. Similarly, larger accounts could be favored because they generate more revenue for an adviser. AUIM strives to mitigate these potential conflicts through policies and procedures designed to ensure all clients are treated equitably over time, and through employee education. See Item 12.D for additional information about AUIM's trade aggregation and allocation practices.

Item 7 – Types of Clients

AUIM provides discretionary and nondiscretionary investment advisory services to insurance companies; corporate pension and profit-sharing plans; benefit plans; pooled investment vehicles such as mutual funds and collective investment trusts; banks; charitable organizations; endowments; government plans and municipalities; foreign funds such as Undertakings for Collective Investments in Transferable Securities (UCITS); other U.S. and foreign institutions; and other investment advisers.

Before agreeing to manage a client's assets, AUIM typically requires a minimum investment of \$25 million, though the minimum can differ depending

upon the particular investment strategy, product or client type.

In certain circumstances, the minimum amount will be waived.

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

A. Investment Strategies

AUIM offers standard investment strategies as well as customized portfolios. Methods of analysis and investment risks for the firm's standard, marketed investment strategies are presented here. Investment details for non-marketed strategies and customized portfolios are available upon request at (877) 234-6862 or at aegoninvestments@aegonusa.com.

AUIM's marketed investment strategies can be broadly classified into four groups:

1. *Fundamental fixed income strategies* that include total-return strategies utilizing one or more fixed income asset classes; duration-sensitive or cash flow management strategies; and constrained strategies based on client restrictions such as rating limitations, position limits, etc.

2. *Asset allocation strategies* designed to offer broad diversification in a single

investment solution. These strategies are developed by AUIM and can be customized to client-specific parameters. Portfolios can have exposure to multiple asset classes, asset managers, geographic regions, or some combination thereof. Some of these strategies are subject to volatility constraints refer to Item 8.C "Volatility Rules Risk."

3. *Balance-sheet solutions* which are customized portfolios designed around the client's liability profile. These client-specific solutions include asset-liability management for insurance companies and liability-driven investing for pension plans. AUIM's liability-driven portfolio management framework consists of an assessment of the particular client account, asset/liability analysis in collaboration with actuaries, investment strategy development, portfolio construction and ongoing client service and risk management. AUIM and individuals within Aegon Asset Management who have experience in constructing and managing balance-sheet solutions share best practices and thought leadership.

4. *Derivatives strategies* designed for purposes of portfolio risk management, duration management or asset allocation for portfolio management.

B. Methods of Analysis

AUIM believes the key success factors to strong investment performance over the long-term are recognition of the asymmetrical nature of risk in the securities market; strong risk management; a long-term perspective; and balancing top-down macroeconomic analysis with proprietary bottom-up research as appropriate to the individual strategy.

1. *Fundamental fixed income strategies*

The investment process for most AUIM fundamental fixed income investment strategies combines top-down macroeconomic outlooks with bottom-up credit research in a procedure overlaid with risk monitoring and risk management. This disciplined process emphasizes consistent research and analysis of fundamentals, sentiment and positioning, technicals, and valuation at multiple stages:

- *Top-Down Analysis.* AUIM's strategies generally are guided by Aegon Asset Management's global macroeconomic and markets outlook. Views of the macroeconomic environment and changes in such environment are formulated through standardized inputs among portfolio managers, asset class specialists, strategists and rates specialists of the Aegon Asset Management group companies located in the U.S., U.K. and Europe (global committee meetings). The global

committees systematically gather and analyze fundamental, technical, sentiment and valuation data, as appropriate, to provide inputs regarding one of the following: the macroeconomic environment, global interest rates or the relative strength of various asset classes. Global committee input is aggregated by senior portfolio managers and, through a process of discussion and challenge, distilled into “global house view” outlooks for the macro environment, global interest rates and the relative attractiveness of asset classes over various time periods.

- *Sector and security-level idea generation.* Independent, bottom-up research of issuers, securities, and sectors is a core element of AUIM’s investment processes. All AUIM portfolio management teams have access to research generated by AUIM’s research platform. This platform organizes research analysts into teams that conduct credit, sovereign, emerging market, distressed securities or structured securities research on issuers worldwide.

AUIM also utilizes credit and sovereign research generated by an affiliate, Aegon Investment Management B.V. (“AIM”), an investment adviser licensed and domiciled in the Netherlands. AUIM receives investment research, advice and recommendations on corporate and sovereign debt issuers and securities from AIM through a

participating affiliate arrangement. The participating affiliate arrangement is described further in Item 10.C.1, “Other Financial Industry Activities and Affiliations – Relationships with Related Persons: Participating Affiliate.”

The research generated by AUIM and AIM is referred to, collectively, as the Global Research Platform.

In addition, AUIM has a U.S.-based research team dedicated to the examination of distressed securities.

Finally, AUIM and AURA have entered into a formal arrangement whereby a limited number of AURA personnel are treated as employees of AUIM and in that role provide: (i) insights on trends in the real estate and mortgages industries to AUIM and (ii) real estate-related advice to an affiliated client. See Item 10.C.2, “AURA Personnel-Sharing Arrangement” for more information.

Credit research analysts follow assigned lists of sectors/industries and are responsible for covering issuers within their assigned sector/industry, regardless of credit quality or domicile. This structure provides important context of all major participants in an industry/sector and gives AUIM an advantage in areas where an issuer’s credit-quality rating is in transition.

Credit analysts utilize a proprietary financial analysis framework that focuses on cash flow generation, debt levels, maturity schedules, liquidity, and projections of future credit profiles. Based on this analysis, research analysts form their own independent view on an issuer’s fundamentals and other factors, and periodically monitor the factors that influence these views to determine if revisions are warranted. Separately, analysts also assign internal credit ratings to issuers, which are based on, and more often than not are consistent with, third party credit ratings.

Sovereign research Sovereign research analysts have assigned lists of countries and are responsible for analysis of general economic, political and social conditions in the countries on their assigned lists. These macro assessments inform the analysts’ own independent view of securities issued by governments and agencies (sovereigns) and corporations owned in part or whole by governments (quasi-sovereigns) in their respective areas of responsibility. Separately, analysts also assign internal credit ratings to issuers, which are based on, and more often than not are consistent with, third party credit ratings.

Structured research uses a team approach to share common resources, themes, and techniques specific to structured credit analysis. Structured

research analysts follow specific asset classes (i.e., asset-backed securities, commercial mortgage-backed securities and residential mortgage-backed securities, with several sub-sectors within each asset class). Analysts specialize in research of an asset class, as each asset class has unique characteristics associated with collateral, issuer, structure, and research resources.

Structured analysts use proprietary financial analysis that focuses on fundamentals such as collateral performance, issuer strength and the transparency of a security's structure. Analysts utilize this proprietary analysis along with third-party software to identify securities that offer attractive relative value versus designated benchmarks. In addition, securities are stress-tested using proprietary methodologies. Analysts form their own, independent opinions on creditworthiness, which can differ from ratings provided by third-party credit rating agencies. Analysts regularly monitor the performance of securities and the factors that influence their opinions to determine if revisions are warranted.

Distressed research is conducted by a dedicated team with expertise in corporate bankruptcy workouts and restructuring. The team's research assesses the substantial risks inherent in reorganization

or restructuring of an issuer, as well as the likelihood that the issuer will be able to complete a reorganization or restructuring successfully.

Distressed research analysts develop an investment thesis for each company they evaluate, focusing on key factors such as: business conditions; strategic and competitive positioning; key customers and suppliers; operation efficiency, cash flow generation; debt and liquidity; and capital and legal structure. This process seeks to project potential financial results, value the company's business and assets, and estimate creditor recoveries in various scenarios.

Environmental, Social and Governance Considerations in Research

Aegon Asset Management B.V., the governing entity for AUIM and other companies in the Aegon Asset Management group, is a signatory of the United Nations' Principles of Responsible Investing (UNPRI).

In keeping with this and to support its responsible investment practices, AUIM research analysts analyze environmental, social and governance concerns. AUIM also utilizes the MSCI Environmental, Social and Governance (MSCI ESG) research platform—an online database of research, ratings and analysis of key environmental, social and governance (ESG) business

practices of companies worldwide—to assist in information gathering and decision making. When information regarding a specific company is available through MSCI, AUIM research reports include an ESG rating and note any material concerns regarding ESG impacts of investing in the security.

Further, at the client's request, AUIM will employ ethical screens in the management of portfolios and has the capability to help the client develop ethical screening criteria.

- *Portfolio construction and management.* "Global house view" outlooks (see page 9) are combined with the portfolio management team's particular perspective on the economy and markets to make decisions regarding such factors as duration; yield-curve or credit-quality positioning; and sector, country or asset class allocations. To populate portfolios with individual securities, portfolio managers draw on the fundamental research available on the global research platform. Active communication between research analysts and portfolio managers is an important aspect of portfolio construction; discussion with analysts helps portfolio managers contrast the researchers' views on industries and individual securities with the portfolio management team's own views of market technicals,

investor sentiment and valuation trends.

AUIM's sell discipline tends to fall into two broad categories:

- **Credit-related trades.** Credits are constantly monitored by the research group for new information. For credits experiencing meaningful changes in the fundamental credit outlook, AUIM will reevaluate the credit to ensure the investment thesis is still sound.
- **Relative-value trades.** Relative-value trades result from movement in security values, general market conditions, or shifts in the overall portfolio strategy.

AUIM has incorporated a risk management process into its investment framework. Risk management typically occurs through three main avenues: research efforts; measurement of risk/return metrics; and monitoring of risk limits. The firm's systems provide AUIM with a variety of risk and compliance metrics that are used to manage accounts according to each client's desired risk profile.

2. Asset Allocation Strategies

AUIM manages asset allocation investment strategies that invest in individual securities; open-end mutual funds; exchange-traded products; derivatives; or some combination thereof. In all cases,

portfolio managers of AUIM's asset allocation strategies, at their discretion, will integrate the global house view as appropriate to a particular strategy. In certain instances asset allocation strategies are subject to volatility constraints.

3. Balance-sheet solutions

AUIM's balance sheet solutions team analyzes information about a client's future liabilities. This analysis is used to build a customized benchmark that matches the duration and key rate duration profile of the client's anticipated liabilities. The team then works with AUIM's research and portfolio management groups (discussed in Item 8.B.1, "Methods of Analysis – Fundamental Fixed Income Strategies") to construct a portfolio that may comprise of one, several or many asset classes, depending upon the nature and timing of the client's liabilities.

4. Derivatives Strategies

AUIM designs and executes derivatives strategies for purposes of hedging, risk management, and overall portfolio management. AUIM has a dedicated team of investment professionals focused on design, management and execution of derivatives strategies. This team works directly with clients, portfolio managers and AUIM risk management personnel to

implement and maintain each strategy.

AUIM's policy is that all derivatives transactions made on behalf of affiliated or unaffiliated clients must be traded under an approved derivatives program that describes the guidelines for execution and management of the derivatives transactions.

C. Risk of Loss

Investing in securities or derivatives involves risk of loss that clients should be prepared to bear. AUIM cannot give any guarantee it will achieve client investment objectives or that a client will receive a return on its investment. All investments include the potential for loss of the principal amount invested and unrealized profits. The firm does not guarantee any performance results or ensure clients will not incur a financial loss. Clients should be prepared to bear such losses. Past performance is not an indication or guarantee of future performance.

Clients should be aware of the primary investment risks, including:

Active Trading: The AUIM investment strategies are actively managed and will purchase and sell securities without regard to the length of time held. Active trading will impact performance by increasing transaction costs and potentially generating greater amounts of net short-term

capital gains, which, for investors holding shares in taxable accounts, would be subject to income tax at ordinary income tax rates upon distribution.

Commodities Risk: The risks of investing in commodities include regulatory, economic and political developments; weather events and natural disasters; and market disruptions.

Commodities and commodity-linked investments can be less liquid than other investments. Commodity-linked investments are subject to the credit risks associated with the issuer, and their values might decline substantially if the issuer's creditworthiness deteriorates.

Convertible Securities Risk: Convertible securities share investment characteristics of both fixed income and equity securities. However, the value of these securities tends to vary more with fluctuations in the value of the underlying common stock than with fluctuations in interest rates. The value of convertible securities also tends to exhibit lower volatility than the underlying common stock. Convertible securities generally offer lower interest or dividend yields than non-convertible securities of similar quality. Investors could lose money if the issuer of a convertible security is unable to meet its financial obligations or goes bankrupt.

Credit Risk: An investor could lose money if the issuer or guarantor of a fixed income security or the counterparty to a derivatives contract, repurchase agreement, or a loan of portfolio securities is unable or unwilling to make timely principal and/or interest payments or to otherwise honor its obligations. A downgrade of the credit of a security will typically also decrease its value.

Currency Risk: The value of securities denominated in foreign currencies fluctuates as the rates of exchange between those currencies and the U.S. dollar change. Currency conversion costs and currency fluctuations could reduce or eliminate investment gains or add to investment losses. Currency exchange rates can be volatile and are affected by, among other factors, the general economics of a country; the actions of the U.S. and foreign governments or central banks; the imposition of currency controls; and speculation.

Derivatives Risk: Derivatives are financial contracts whose values depend on, or are derived from, the value of an underlying asset, reference rate, or index. Derivatives typically require the posting of margin (initial and variation), and subsequent calls for higher margin may adversely impact the liquidity of clients' funds. The use of derivatives instruments involves risks different from, or possibly greater than, the risks associated

with investing directly in securities and other traditional investments. Certain derivatives instruments can lose more than the principal amount invested.

Distressed or Defaulted

Securities Risk: Investments in defaulted securities and obligations of distressed issuers, including securities that are, or may be, involved in reorganizations or other financial restructurings, either out of court or in bankruptcy, involve substantial risks and are considered speculative. An investor will typically suffer significant losses if the reorganization or restructuring is not completed as anticipated. Repayment of defaulted securities and obligations of distressed issuers is subject to significant uncertainties.

Equity Market Risk: Equity securities represent an ownership interest in an issuer, rank junior in a company's capital structure, and consequently can entail greater risk of loss than debt securities. Equity securities include common and preferred stocks. Stock markets are volatile. The prices of equity securities fluctuate based on changes in a company's financial condition and overall market and economic conditions.

Extension Risk: If interest rates rise, repayments of fixed income securities will typically occur more slowly than anticipated by the market. This typically will

drive the prices of these securities down, because their interest rates are lower than the current interest rate and they remain outstanding longer.

Foreign Markets Risk:

Investments in foreign securities can experience more rapid and extreme changes in value than investments in securities of U.S. companies. The securities markets of many foreign countries are relatively small and have less depth, with a limited number of companies representing a small number of industries. Issuers of foreign securities often are not subject to the same degree of regulation as are U.S. issuers. In the event of nationalization, expropriation, or other confiscation, investors could lose their entire investment in a foreign security.

High Yield Risk: Investments in high yield securities and unrated securities of similar credit quality (commonly known as “junk bonds”) have historically been subject to greater levels of credit and liquidity risk than investment-grade securities. High yield securities are considered predominately speculative with respect to the issuer’s continuing ability to make principal and interest payments.

Inflation-Protected Securities Risk: Inflation-protected debt securities can react differently from other types of debt securities and tend to react to changes in “real” interest rates.

Real interest rates represent nominal (stated) interest rates reduced by the expected impact of inflation. In general, the price of an inflation-protected debt security can fall when real interest rates rise, and can rise when real interest rates fall. Interest payments on inflation-protected debt securities can be unpredictable and will vary as the principal or interest is adjusted for inflation. Also, the inflation index utilized by a particular inflation-protected security might not accurately reflect the true rate of inflation, in which case the market value of the security could be adversely affected.

Interest Rate Risk: The value of fixed income securities and other instruments in a portfolio will typically decline because of an increase in interest rates. Fixed income securities with longer durations tend to be more sensitive to changes in interest rates, usually making their prices more volatile than securities with shorter durations.

Issuer Risk: The value of a security can decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage, and reduced demand for the issuer’s goods or services, as well as the historical and prospective earnings of the issuer and the value of its assets.

Liquidity Risk: AUIM may make investments that are illiquid or that become illiquid after

purchase. Investments may become illiquid due to the lack of an active market, a reduced number of traditional market participants, or reduced capacity of traditional market participants to make a market in securities. The liquidity and value of investments can deteriorate rapidly, and those investments may be difficult or impossible for the fund to sell, particularly during times of market turmoil. Illiquid investments can be difficult to value. If AUIM is forced to sell an illiquid investment to meet redemption requests or other cash needs, AUIM may be forced to sell at a loss. AUIM may not receive its proceeds from the sale of certain securities for an extended period (for example, several weeks or even longer).

Loan Risk: Loans are subject to the risk of nonpayment of principal or interest. Economic downturns or increases in interest rates can cause an increase in defaults, interest rate risk and liquidity risk. Loans may or may not be collateralized at the time of acquisition, and any collateral could be relatively illiquid or lose all or substantially all of its value subsequent to investment. In the event of bankruptcy of a borrower, AUIM could experience delays or limitations in realizing the benefits of any collateral securing a loan. Junior loans, which have a lower place in the borrower’s capital structure than senior loans and may be unsecured, involve a higher

degree of overall risk than senior loans of the same borrower. Loans are also subject to prepayment or call risk.

Market Risk: The market price of securities will go up or down, sometimes rapidly or unpredictably. The value of a security can decline due to general market conditions that are not specifically related to a particular company or industry, such as adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment.

Model and Data Risk: AUIM has developed and uses quantitative models (both proprietary models and those supplied by third parties) and information and data supplied by third parties (“Models and Data”) to inform portfolio managers as they construct sets of transactions and investments, and to provide risk management insights. When Models and Data prove to be incorrect or incomplete or are not properly implemented, any decisions made in reliance thereon expose an account to potential risks. All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting information will be incorrect. Similarly, the benefits of using models for their particular purpose are lessened to the extent that the models are improperly implemented, or those implementing the results

do so without complying with applicable AUIM policies.

Operating Risks: Accounts are subject to operational risks arising from factors such as processing errors; human errors; inadequate or failed internal or external processes; fraud; failure in systems and technology; changes in personnel; and errors caused by third-party service providers. These factors can result in losses to an account.

Prepayment or Call Risk: Many issuers have a right to prepay their debt securities. If interest rates fall, an issuer will typically exercise this right. In that event, the security holder will not benefit from the rise in market price that normally accompanies a decline in interest rates, and will be forced to reinvest prepayment proceeds at a time when yields on securities available in the market are lower than the yield on the prepaid security.

Repurchase Agreements Risk: If the other party to a repurchase agreement defaults on its obligation, AUIM could suffer delays and incur costs or lose money in exercising its rights under the agreement. If the seller fails to repurchase the security and the market value declines, an account could lose money. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, AUIM’s ability to dispose of the underlying

securities will typically be restricted.

Sovereign Debt Risk: Sovereign debt instruments, which are debt obligations issued or guaranteed by a foreign governmental entity, are subject to the risk that the governmental entity will delay or fail to pay interest or repay principal on debt that it has issued or guaranteed, due, for example, to cash flow problems, insufficient foreign currency reserves, political considerations, relationships with other lenders such as commercial banks, the relative size of the governmental entity’s debt position in relation to the economy or the failure to put in place economic reforms required by the International Monetary Fund or other multilateral agencies. If a governmental entity defaults, it might ask for more time in which to pay or for further loans, or ask for forgiveness of interest or principal on its existing debt. On the other hand, a governmental entity might be unwilling to renegotiate the terms of its sovereign debt. There might be no established legal process for a bondholder to enforce its rights against a governmental entity that does not fulfill its obligations. Certain countries in Europe currently have large sovereign debts and/or fiscal deficits which has led to significant uncertainties in the market as to whether or not the governments of those countries will be able pay in full and on

time the amounts due in respect of those debts.

Underlying Funds Risk: For any AUIM investment strategy that invests assets in underlying mutual funds or exchange-traded funds, the strategy's ability to achieve its investment objective depends largely on the performance of the underlying funds selected. Each of the underlying funds has its own investment risks, and those risks can affect the value of the underlying fund's shares and therefore the value of the strategy's investments. There can be no assurance that the investment objective of any underlying fund will be achieved.

In addition to these investment risks, many other risk factors can lead or contribute to performance volatility or losses. Clients can contact AUIM for more information regarding potential investment risks.

AUIM is subject to potential conflicts of interest in serving as subadviser to affiliated funds of affiliated funds because the advisory fees payable to AUIM or its affiliates by some of the underlying affiliated funds are higher than the advisory fees payable by other underlying affiliated funds. In addition, affiliates of AUIM also provide administrative, transfer agency and principal underwriting services to the funds in exchange for fees that may be higher for some funds than the fees for others.

Volatility Rules Risk: Volatility rules (the "Rules") are applied to certain multi-asset-class accounts. Under these Rules, the maximum amount of exposure to the equity markets of a client's portfolio is based, in part, on the level of volatility of and changes in the equity markets. The Rules are intended to improve risk-adjusted returns, but might not work or be implemented as intended causing losses or underperformance. Under certain market conditions and/or time periods, volatility rules can result in a portfolio not achieving a stated asset mix goal (if any). The Rules are based on algorithms. If the algorithms prove to be incorrect or incomplete or are not properly implemented, any decisions made in reliance thereon can expose a client's portfolio to additional risks. The use of algorithms has inherent risks, and the success of relying on or otherwise using an algorithm depends, among other things, on the validity, accuracy and completeness of the algorithm's development, implementation and maintenance; on the algorithm's assumptions and methodologies; on the accuracy and reliability of the supplied data and on the adequacy of controls over implementation, operation and maintenance of the algorithms.

Application of the Rules can result in periods of underperformance, limit a client's ability to participate in

rising markets, increase transaction costs at the client portfolio level and, if unsuccessful, may result in substantial losses.

AUIM is the subadviser, to funds that are investment options available under insurance products issued by AUIM affiliated insurance companies, such as variable insurance contracts. These funds may be used to fund all or a portion of certain benefits and guarantees available under the contracts. To the extent a fund's assets are insufficient to support those benefits and guarantees, the affiliated insurance companies might otherwise be obligated to fulfill them out of their own resources. AUIM and its affiliates may be subject to potential conflicts of interest in connection with providing advice to, or developing strategies (including any quantitative models or algorithms) used to manage, these funds. More specifically, a fund's performance may impact the value of these contracts, and the obligations and financial exposure of the affiliated insurance companies under any death benefit, income benefit and other guarantees. In addition, fund performance may impact the ability of an affiliated insurance company to manage (e.g., through the use of various hedging techniques) the risks associated with these benefits and guarantees. The investment decisions for, and the investment design and strategies

of, these funds may be influenced by these factors (e.g., managed or designed to reduce potential losses or mitigate financial risks to affiliated insurance company; make more predictable the costs of the benefits and guarantees; or reduce the regulatory capital that the insurance company needs to provide them). Thus, in addition to the risks described above, implementation of the Rules as designed can serve to limit the amount of the guaranteed benefits and otherwise facilitate the affiliated insurance companies' provision of those guaranteed benefits. The algorithms and the volatility constraint ranges may change over time based on proposals from the relevant insurance companies. A portfolio's performance can be lower or higher than similar portfolios that are not subject to the Rules.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events. AUIM has no material legal or disciplinary information to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Legal and Operational Structure

As mentioned in Item 4.A “Advisory Business” above, AUIM is a direct wholly owned subsidiary of AUAM Holding. In addition, AUIM is an indirect wholly owned subsidiary of Transamerica Corporation, which in turn is an indirect wholly owned subsidiary of Aegon N.V.

The day-to-day affairs of AUIM are managed and overseen by a committee called the Executive Committee (“EC”). The SLT takes direction from and reports to AUIM’s board of directors. The board of directors of AUAM Holding appoints and removes AUIM directors in its sole discretion.

The boards of AUIM and AUAM Holding have adopted a governance framework whereby one or more entities within the Aegon N.V. organization generally oversee the Aegon Asset Management group companies. Within this framework, boards and committees of the Aegon Asset Management group companies and other affiliates within the enterprise interact and hold periodic joint meetings. Further, certain matters related to AUIM are escalated and reserved for decision-making within the global enterprise.

A. Registered Representatives

Certain management persons and employees of AUIM are

registered representatives of a broker-dealer. These arrangements are not significant to AUIM’s core institutional investment management activities.

B. Registration as Commodity Trading Advisor

As of August 2015, AUIM is registered as a Commodity Trading Advisor (CTA) with the Commodity Futures Trading Commission (CFTC) and is a member of the National Futures Association (NFA). Certain management persons and employees of AUIM are Associated Persons under AUIM’s CTA registration.

C. Relationships with Related Persons

1. Participating Affiliate

As referenced in Item 8.B.1, “Methods of Analysis – Sector and security-level idea generation,” AUIM and AIM share a global investment research platform. AIM is not registered with the SEC or any state authorities. AIM is a subsidiary of Aegon Asset Management Holding Company (“AAM BV”).

AUIM receives investment research, advice and recommendations on corporate and sovereign debt issuers and securities from certain AIM personnel through a participating affiliate arrangement. These AIM

personnel, with respect to their global research activities, are considered AUIM associated persons, are subject to certain of AUIM's compliance policies and procedures (and related monitoring by AUIM and AIM), and are subject to AUIM's supervision.

AUIM has identified the following AIM personnel as associated persons under the participating affiliate arrangement: Natalie Beinisch, Iavor Botev, Egbert Bronsema, Pradeep Chandra, Andries de Boer, Aurelien Drevon, Michael Etezade Keyhani, Paul Gruntjes, Tianshu He, Jordy Hermanns, Adrienne Hill-Strathy, Maarten Jan Hoefnagel, Umer Javed, Jeroen Kreuk, Jonathan Lam, Micahel Lelkens, Jieyun Lian, Brahim Marghadi, Frank Meijer, Derek Milner, Rens Ramaekers, Ruud Ramaekers, Edward Reus, Jan Schaap, Boudewijn Schoon, Esther Schreurs, Tim Sterk, Stijn Stortelder, Balint Vagvolgyi, Glen Van Dam, Olaf Van den Heuvel, Ewout Van der Meer, Leonard Zwikker, Frido Rolloos, Robert-Jan Wildeboer Schut, Harald Walkate, Ian Menezes, Jacob Vijverberg, Ferry Krieger, Wim Almeloo, Arif Bagasrawalla, Andrey Belyakov, Rinse Boersma, Eddo Bogaard, Martin Bottenberg, Henk Eggens, Csilla Ezsias, Spencer Hogeweg, , Serdar Kucukakin, , Eva Mulder, Johan Rol, Jan Frederik Slijkerman, Hendrik Tuch and Marcel Zuilen.

AUIM's investment professionals can use investment research, advice, and recommendations from AIM personnel in making investment decisions for AUIM's clients. However, only AUIM investment professionals make investment and trading decisions on behalf of AUIM's clients.

AUIM has developed monitoring designed to reasonably ensure that the activities performed by associated persons comply with applicable regulatory requirements and address material conflicts of interest.

AUIM and AIM independently manage investment strategies that separately utilize and depend on the global research platform. Conflicts of interest, or at least the appearance of conflicts, will arise when portfolio managers from each firm invest or trade in the same securities or issuers on behalf of their respective clients. These conflicts can include the advance access to investment research that results in the preferential treatment or the possibility of preferential allocation of securities trading opportunities that have limited availability.

2. AURA Personnel-Sharing Arrangement

As referenced in Item 8.B, "Methods of Analysis – Sector and security-level idea generation," AUIM and AURA have entered into a formal arrangement whereby a limited number of AURA personnel are

treated as employees of AUIM and in that role provide: (i) insights on trends in the real estate and mortgage industries to AUIM and (ii) non-discretionary real estate-related advice to an affiliated client. These personnel are AUIM Access Persons (as defined in Item 11.A, "Code of Ethics – Standards of Conduct") and subject to AUIM's supervision with respect to the activities they perform as AUIM employees. The following AURA employees are treated as AUIM employees under this arrangement: Brad Bohl, David Feltman, Donald Guarino, Adam Losey, Steven Myers, Lindsay Schumacher and Matthew Willer.

AUIM has developed monitoring designed to reasonably ensure that the activities performed by these dual employees comply with AUIM's regulatory requirements and address material conflicts of interest.

3. Dual Employees and Shared Resources

AUIM maintains relationships with certain of its affiliates or persons under common control, including:

- Certain senior managers who work within the Aegon Asset Management group of companies exercise control over aspects of AUIM's business activities — such as setting strategy, policy, and annual budgeting — but do not exercise

control over investment decision-making for AUIM's clients; authority and responsibility for investment decision-making rests with AUIM's portfolio management teams.

- Various investment personnel within the Aegon Asset Management group of companies collaborate on development of the house views (see Top-Down Analysis under Item 8.B, "Methods of Analysis"), generate global investment research, and support other related investment activities. All decision-making relating to securities selection and portfolio construction and maintenance of clients' accounts is performed by AUIM employees.

- Certain AUIM Supervised Persons (as defined in Item 11.A, "Code of Ethics – Standards of Conduct," below) serve as dual employees for various affiliates. Some Supervised Persons also serve as senior managers, officers, or directors for one or more affiliates.

- AUIM shares facilities with affiliates and relies on the broader Aegon organization for centralized business functions such as operations, information technology, human resources, business continuity, legal, finance, payroll, compliance, enterprise risk management, and internal audit. Many of these activities are performed through global matrix reporting

arrangements. Some of the centralized services can have a portion of the process outsourced to a third-party provider.

- Certain Supervised Persons will be involved in investment decision-making, trading processes, or administration for accounts managed on behalf of affiliates.

AUIM has implemented governance standards and internal controls to address these relationships with related persons, including the supervision of its Supervised Persons serving in dual capacities.

4. Insurance Companies and Other Affiliates

AUIM serves as investment adviser to various insurance companies and affiliates that are part of the Aegon family of companies. These affiliates' combined assets represent the largest portion of AUIM's assets under management. AUIM also performs administrative and back-office functions on behalf of affiliated insurance companies that are not generally performed for unaffiliated clients.

5. Pooled Investment Vehicles

AUIM serves as subadviser for several open-end mutual funds that are sponsored and managed by Transamerica Asset Management, Inc. ("TAM"), which is part of the Aegon family

of companies, an affiliate of AUIM, and a registered investment adviser with the SEC. Transamerica Capital, Inc. ("TCI"), an Aegon affiliated broker-dealer, serves as the mutual funds' distributor.

AUIM serves as subadviser to a number of pooled investment vehicles sponsored or managed by U.S. or foreign Aegon affiliates.

AUIM serves as the managing member and investment adviser to an affiliated limited liability company that invests in a diversified portfolio of private investment partnerships or similar vehicles that pursue a variety of investment strategies. Some of AUIM's affiliated insurance company clients are solicited to invest in this fund.

AUIM serves as the managing member of, and investment adviser to, an affiliated private fund that invests cash collateral received by AUIM's affiliated clients in relation to securities lending activities. Some of AUIM's affiliated insurance company clients are solicited to invest in this fund.

6. Other Investment Advisers

AUIM serves as the subadviser for foreign affiliates and AURA, an affiliated real estate asset manager.

7. Conflicts of Interest

Affiliate relationships, the most significant of which are insurance companies, represent AUIM's largest clients. A conflict of interest, including but not limited to conflicts of interest when allocating investment opportunities, will arise when AUIM is acting on behalf of the accounts of affiliated and unaffiliated clients. In each case, AUIM recognizes the responsibility to treat all clients fairly and consistently, and portfolio decisions made for unaffiliated accounts will be consistent, where applicable, with the decisions made for affiliated accounts. AUIM provides certain investment research that it creates for its discretionary investment advisory clients to a nondiscretionary affiliate client. Similarly, AUIM prepares investment research for its nondiscretionary affiliate client that could benefit its discretionary clients. Conflicts also arise in connection with the volatility rules as referenced in Item 8.C, "Risk of Loss - Volatility Rules Risk."

D. Foreign Financial Regulatory Authority

AUIM is a Qualified Foreign Institutional Investor ("QFII") registered with the China Securities Regulatory Commission. A QFII designation allows licensed foreign investors to participate in the Chinese A-shares equity and RMB bond markets.

AUIM also is registered with the Central Bank of Ireland. AUIM is a subadviser to an Irish UCITS offered by an Irish Investment Company.

Item 11 – Code of Ethics

A. Standards of Conduct

AUIM has adopted a Code of Ethics ("the Code") for its officers, directors, employees and control persons ("Supervised Persons") that sets forth AUIM's standards of conduct and requires compliance with federal securities laws. The Code is based on the principle that Supervised Persons owe a fiduciary duty to AUIM's clients, including the duties of honesty, good faith, and fair dealing. AUIM Supervised Persons who have access to information about securities transactions or holdings in clients' accounts are deemed to be Access Persons and are subject to enhanced Code requirements specifically related to personal securities transactions. Access Persons must conduct their personal activities in a manner that does not violate federal securities laws, interfere with client accounts, or otherwise take unfair advantage of client relationships.

AUIM Supervised Persons have an ethical and legal obligation to avoid any conflict-of-interest situations, disclose potential conflicts, and seek clarification

when warranted. Under certain circumstances and with prior approval, Supervised Persons can buy or sell the same securities for their personal accounts as the firm purchases or sells on behalf of its clients. To mitigate potential conflicts of interest, the Code imposes restrictions on personal securities transactions in which Access Persons have a beneficial interest, including preclearance of reportable securities, minimum holding-period requirements, blackout periods, quarterly transaction reports, and annual holdings reports.

AUIM engages in a variety of investment activities that can result in its Access Persons obtaining possession of material, nonpublic information. Possible sources of inside information include trading activities performed by AUIM or its affiliates; meetings with company management; meetings with investment analysts; participation in issuer bankruptcy proceedings; access to information related to broker-dealers' advisory services or investment banking activity; and relationships with company insiders. To monitor whether and how Access Persons utilize nonpublic information for their personal benefit, AUIM collects, retains, and monitors employee personal securities transactions.

The Code also restricts Supervised Persons from accepting or offering excessive gifts and entertainment and

monitors Supervised Persons' outside business activities. These Code provisions are intended to avoid or mitigate material conflicts of interest that can arise between employees' personal conduct and their fiduciary duties.

Certain AIM personnel provide AUIM with investment research, advice and recommendations through a participating affiliate arrangement (see in Item 10.C.1, "Other Financial Industry Activities and Affiliations – Relationships with Related Persons: Participating Affiliate"). These personnel, with respect to their research, advice and recommendation activities, are considered access persons and subject to the personal trading requirements in AUIM's Code of Ethics.

Clients can obtain a copy of AUIM's Code of Ethics by calling (877) 234-6862, sending an email request to aegoinvestments@aegonusa.com, or sending a written request to:

AEGON USA Investment Management, LLC
4333 Edgewood Road NE
Cedar Rapids, IA 52499
Attention: Chief Compliance Officer

B. Material Financial Interests

The compensation program for portfolio managers and research analysts consists of a fixed base salary and a variable

performance incentive. The performance incentive is based on the following factors: the economic performance of the overall relevant asset class; leadership and communication with clients; assisting with AUIM's strategic goals; and earnings results from Aegon N.V.

Senior level investment professionals also participate in Aegon's long-term compensation plan, which is a restricted stock program with payout based on a combination of AUIM and Aegon N.V. performance factors. Payment of the long-term incentive program is made after a three-year vesting period.

Certain senior investment personnel also participate in an alternative variable incentive compensation program. This program includes a combination of a fixed-base salary, short-term performance-based incentives, and participation in Aegon's long-term incentive restricted stock program. For these individuals, payment of the long-term incentive program is made after a four-year vesting period.

In certain limited circumstances, AUIM has and will pay a retention bonus to key staff.

All incentive compensation participation percentages vary by the level of employee.

AUIM's employees have the opportunity to invest in various pooled investment vehicles sub-

advised by AUIM (directly or through their individually managed 401(k) accounts), subject to the restrictions set forth in AUIM's Code.

C. Principal Trading and Cross Transactions

AUIM typically executes trades in client accounts through the open market. When deemed in clients' best interests, permissible by regulation and client agreement, and consistent with the firm's best execution obligations, AUIM will engage in transactions where it acts as principal for an affiliate's account, buying securities from or selling securities to an unrelated client's account. AUIM will disclose its principal capacity in writing and obtain client consent to each principal transaction before the settlement of such transaction. When a mutual fund is involved, the transactions will be executed in accordance with the requirements, including pricing methodology, of Rule 17a-7 under the Investment Company Act of 1940. When a private fund or other pooled account is involved, AUIM will follow client guidelines and internal policies designed to reasonably ensure the transactions are appropriate and fair to all accounts involved.

AUIM does not generally engage in transactions where the firm or any person controlled by or under common control with the firm acts as a broker between advisory client accounts. If AUIM

engages in these agency cross trades, it will obtain the client's prior written consent in compliance with Rule 206(3)-2 under the Act.

Although not a common practice, when in the best interests of all clients involved and consistent with AUIM's best execution obligations, AUIM will facilitate internal cross trades between two unrelated client accounts.

AUIM frequently engages in internal cross trades involving two or more affiliated client accounts. These cross transactions are typically conducted at an affiliated client's request. AUIM does not receive compensation for such cross transactions. These transactions are typically priced based on one of the following two standards established by the client:

- Assets transferred between accounts for the same affiliated client are considered book value transfers. These transfers can occur at any time using the book values as of the end of the prior month.
- Assets transferred between affiliated clients during the first ten business days of the month take place at the most recent month-end prices. Transfers that occur at any other time during a month are re-priced, subject to AUIM's pricing policies and procedures, and transferred within two business days.

AUIM does not intend to engage in cross trades involving ERISA accounts.

D. General Investment Advice

AUIM serves as investment manager for many clients. AUIM and its Supervised Persons can give advice or take action in performing duties for certain clients, or for their own accounts, that differs from advice given to or action taken for another client. AUIM is not obligated to buy, sell or recommend for another client any security or other investment that AUIM or its affiliates can buy, sell or recommend for any other client or for their own accounts. Further, AUIM provides investment services or advice on specific securities or other investments that is made available to affiliated clients only.

Item 12 – Brokerage Practices

A. Selecting Broker-Dealers

AUIM has discretionary authority to select broker-dealers used to place client trades unless otherwise specified by the client. AUIM seeks to execute securities or derivatives transactions for its clients such that the client's total costs or proceeds in each transaction are the most favorable under the circumstances. The best net

price, giving consideration to brokerage commissions, spreads and other costs, is an important factor in this decision. A number of other factors also are considered, including but not limited to:

- AUIM's knowledge of negotiated commission rates and spreads;
- the nature of the security or derivative to be traded;
- the size and type of transaction;
- the nature and character of the markets;
- desired timing of the trade;
- need for confidentiality and anonymity;
- the broker-dealer's settlement capabilities, reputation, and financial strength; and
- the broker-dealer's execution services rendered on a continuing basis and in other transactions.

AUIM does not trade with affiliated broker-dealers.

Fixed income portfolio managers generally negotiate and execute trades with fixed income dealers. For certain securities transactions, electronic trading platforms such as Bloomberg EMSX, MarketAxess, and TradeWeb are utilized.

For securities transactions, evaluation of best execution in the secondary market is

generally based on a number of factors, including dollar price, yield, spreads, and dealer execution capabilities. Fixed income strategies often rely on broker-dealers that offer expertise in specific securities or sectors of the market. Fixed income portfolio managers might base their broker-dealer selection on the broker-dealer's inventory and level of service received.

For derivatives transactions, evaluation of best execution generally is based on receipt of bona fide quotes from two or more broker-dealers and execution on a best-price basis. Other factors—such as liquidity, margin requirements, or collateral requirements under ISDA agreements, etc.—may impact the decision to trade with any particular broker-dealer.

In addition, a Best Execution Committee comprised of Portfolio Managers from the portfolio management team and Compliance Team provides guidance on best practices and compliance-related topics. Responsibilities of the Best Execution Committee include evaluating broker-dealer execution quality for fixed income securities trading.

B. Soft Dollar Benefits

Most of AUIM's trading on behalf of clients is with respect to fixed income securities. Such trading occurs on a principal basis and does not involve the payment of brokerage

commissions but rather, markups or markdowns charged by market makers. As a result, such fixed income securities trades do not generate soft dollar credits. With respect to brokerage transactions involving equity securities, AUIM does not pay higher brokerage commissions to pay for research or to generate soft dollar credits. However, certain full service broker-dealers with whom AUIM trades provide unsolicited research to AUIM. Generally speaking, such research includes written reports on the economy, industries, sectors, and individual companies or issuers; appraisals and analysis relating to markets and economic factors; statistical information; political analyses; reports on legal developments affecting specific issuers; information on technical market actions; credit analyses; and analyses of corporate responsibility issues. These arrangements could be deemed soft dollar benefits even though no client brokerage commissions are used to pay for them.

AUIM's receipt of research presents a conflict of interest because AUIM receives a benefit that it does not have to pay for from its resources. This could incentivize AUIM to select broker-dealers based on the receipt of research rather than receiving the most favorable execution. AUIM seeks to eliminate this conflict of interest by directing brokerage transactions to those broker-

dealers whom it believes provide best execution.

Generally speaking, research obtained from broker-dealers does not relate to specific client trades. Research received under these arrangements will be used in the management of all AUIM client accounts, including accounts of clients who might not have traded with broker-dealers that provide research. AUIM is not able to attribute any specific client costs or benefits associated with these arrangements. AUIM believes that, in the aggregate, research it receives supplements the firm's research, and to the extent used, assists with AUIM's investment decision-making responsibilities. AUIM also shares certain research with its affiliates.

C. Directed Brokerage

While AUIM generally selects broker-dealers to place client trades, clients can select broker-dealers at their own discretion. If a client directs AUIM to place securities transactions through a broker-dealer, the client should consider the following factors:

- The arrangement could compromise AUIM's ability to seek best execution.
- AUIM will not negotiate commissions on the client's behalf, which could result in higher commissions, or less favorable net prices than would be the case if the firm alone selected the broker-dealers.

- The arrangement might prohibit the client from participating in aggregated trades for other client accounts, which could result in less favorable executions.
- The account might not generate returns equal to those of other AUIM clients in the same strategy who do not direct brokerage.

D. Trade Aggregation and Allocation

AUIM allocates investment opportunities among clients in a manner intended to result in fair and equitable treatment to clients over time. Factors that influence a decision to allocate investment opportunities among client accounts include but are not limited to:

- account investment objectives, guidelines, and constraints;
- current account holdings, including asset class, sector, industry, and issuer concentrations, both on an absolute basis and relative to the account's benchmark;
- desired risk profiles of the account, including credit quality, maturity, or duration distributions, and the impact the proposed investment would have on these measures;
- cash availability and future cash flow expectations; and
- allocation considerations based on criteria such as round-lot provisions or minimum transaction size.

Many of the accounts that AUIM manages trade in the same securities. Given this, AUIM typically combines transactions for different clients into aggregated orders. This practice can enable the firm to seek more favorable executions and net prices. Portfolio Managers can use any method to allocate transactions among participating accounts, provided the method is consistent with AUIM's policy and, over time, no client is unduly favored over another.

Some fixed income accounts have certain restrictions or requirements that prevent them from participating in aggregated trades. These accounts will be traded in a different order or at a different time than accounts participating in aggregated trades. Trading and execution costs can be different (higher or lower) than cost for accounts participating in aggregated transactions.

E. Trade Errors

Consistent with its fiduciary duties, AUIM's policy is to take the utmost care in making and implementing investment decisions for client accounts. To the extent that trade errors occur, AUIM seeks to ensure that the client's best interests are served when correcting such errors. AUIM makes its determinations regarding trade errors on a case-by-case basis, in its discretion, based on factors it considers reasonable, including regulatory requirements and business practices.

A trade error generally is compensable by AUIM to a client or fund when it is a mistake (whether an action or inaction), in AUIM's reasonable view, that deviates from the applicable standard of care in managing an account. AUIM has adopted trade error policies and procedures to guide the resolution of, and to help prevent the recurrence of, such errors.

AUIM will determine the amount to be reimbursed, if any, based on what it considers reasonable in light of all facts and circumstances related to such errors.

In the event AUIM identifies a trade error prior to the transaction settlement date, AUIM will generally book the correct transaction into the client's account and reverse and book the incorrect trades into an AUIM proprietary error account. The transaction will not likely be reflected on the client's account statement. An open-market transaction to offset any incorrect trade will be performed in AUIM's error account. The correcting transaction will be done in a manner where AUIM bears all the market risk (and will absorb any losses and retain any gains), while the client's account is not financially impacted. If the foregoing process cannot be followed due to the nature of the error or the level of gain or loss, then AUIM shall determine

the proper course of action on a case-by-case basis.

AUIM will generally correct any trade errors identified after the original transaction settlement date by executing open-market transactions in the client's account. Both the error and correction will be reflected in the client's account. AUIM will reimburse the client's account for any losses, including any related transaction costs. The client's account will retain any gains. In general, AUIM will net gains and losses across a client's accounts related to the same trade error.

Item 13 – Review of Accounts

AUIM frequently reviews client accounts. Portfolio Managers who have discretion over a client's portfolio are expected to review the portfolio's performance and account fundamentals, such as portfolio duration, on a daily basis. The Portfolio Managers also review performance dispersion among client portfolios in the same or similar strategy. The frequency of review varies, depending on the level of activity, change, and volatility inherent with each account.

In addition, on a monthly basis, a committee meeting is held to review various reports associated with portfolio performance across AUIM

clients. Committee attendees include the Chief Investment Officer, key investment personnel and senior representatives from other functional areas. The Committee typically discusses performance, the market environment, and portfolio dispersion. In situations where it appears that a particular portfolio is not generating performance similar to the performance of other portfolios within the same investment strategy, the Portfolio Manager will discuss the reasons for the performance dispersion.

Client investment guidelines are monitored on a daily basis by AUIM's Portfolio Risk Management & Control Team ("PRMC"), a compliance oversight function that is separate from the portfolio management team. When necessary, Portfolio Managers are involved to resolve any identified compliance issues.

For affiliated insurance company clients, reports are provided monthly, quarterly, and annually. Reports on account composition, trading activity, and yields are provided monthly. Reports on investment income trends and gains and losses are provided at least quarterly.

For unaffiliated clients, reports typically are provided on a monthly basis. The contents of these reports may include, based on client preference, market commentary; account

summaries of monthly and year-to-date account changes; performance information; account statistics; quality distributions and any applicable credit-rating changes; a description of the account's holdings; and any purchases or sales.

Item 14 – Client Referrals and Other Compensation

A. Client Referrals

AUIM has entered into compensation arrangements with certain related and other persons who act as solicitors. Such arrangements will at all times be maintained in compliance with Rule 206(4)-3 under the Act. AUIM compensates solicitors based on a percentage of the management fee it earns from the account a solicitor has introduced; a one-time fee; or a combination of these. Similarly, AUIM pays referral compensation to its affiliates, joint venture partners, related persons, or their employees. These referral payments do not increase the fees charged by AUIM to any client.

Payment of solicitation compensation can cause a solicitor to recommend AUIM over another adviser that does not pay solicitation compensation. When a solicitor receives compensation from AUIM, such solicitor will have a

conflict in advising clients with respect to hiring AUIM as an investment adviser. Further, solicitors might receive different amounts of compensation with respect to different AUIM products and therefore have incentives to favor one or more products over others.

AUIM and its affiliates also receive client referrals from unaffiliated consultants retained by investors. While AUIM does not directly compensate consultants, AUIM may from time to time make payments to these consultants to participate in conferences sponsored by the consultants in order to, among other things, obtain information about industry trends and investor investment needs. In addition, AUIM and its affiliates have historically purchased products or services from these consultants or their affiliates.

B. Other Compensation

Other than compensation received directly from AUIM, employees cannot accept any form of compensation for providing advisory services. AUIM maintains written policies and procedures with respect to the giving and receipt of gifts and entertainment. These policies and procedures are reasonably designed to comply with applicable law, including pay-to-play restrictions. The policies and procedures prohibit giving or receiving gifts, entertainment, donations, or contributions that AUIM determines are lavish or

excessive under the circumstances.

Item 15 – Custody

Unaffiliated clients are responsible for selecting their custodians. AUIM does not act as a qualified custodian for client accounts and, in the normal course of its duties, does not take physical custody or control of client assets.

AUIM performs various back-office functions for affiliated clients, some of which constitute custody under Rule 206(4)-2 of the Act. With respect to these arrangements, AUIM has implemented the following custody controls:

- reasonable due inquiry to verify that the custodians provide clients with at least quarterly account statements;
- internal policies and procedures and other controls designed to prevent and mitigate AUIM or its employees having unauthorized access to client assets; and
- annual surprise examinations by an independent public accountant to verify the existence of client assets.

For certain private funds, in lieu of a surprise exam, AUIM delivers clients audited financial statements (presented in accordance with the requisite accounting principles) within the

requisite timeframe specified in the Custody Rule.

The auditors chosen to perform the surprise examinations and private fund audits are independent public accountants registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board.

Clients should receive statements from their qualified custodian at least quarterly. The custodian's statements represent the client's official account records. To ensure all account transactions are proper, AUIM urges clients to compare statements received from AUIM to statements received directly from their custodian. AUIM statements can vary from custodial statements due to accounting practices, reporting dates, or valuation methodologies for certain securities.

Item 16 – Investment Discretion

AUIM typically accepts discretionary authority to manage securities accounts on behalf of its clients. AUIM typically enters into an investment management agreement with its clients or subadvisory agreements with relevant third parties. In situations where AUIM has discretionary authority pursuant to the client agreement, an

investment policy statement or investment guidelines may be agreed to by the client that could limit AUIM's discretionary authority. When exercising discretionary authority, AUIM determines, without obtaining specific client consent, the types and quantities of securities to buy and sell.

Accounts are defined as discretionary as long as AUIM is able to implement its investment strategy. All discretionary accounts are included in composites used to present performance results. AUIM will also enter into arrangements where it does not exercise investment discretion, such as when a client imposes conditional trading authority or material investment strategy restrictions.

AUIM engages in a variety of investment activities that can result in its Access Persons obtaining possession of material, nonpublic information. In these instances, AUIM Access Persons must contact AUIM Compliance, which is authorized to take appropriate measures to protect AUIM and Access Persons from unlawful trading on the basis of material, nonpublic information. The measures can include information barriers or a general restriction on trading in the relevant issuers. When a trading restriction is imposed by Compliance, AUIM will not be able to execute trades that it would otherwise make in client accounts, which could result in

client accounts experiencing losses or being otherwise disadvantaged.

Item 17 – Voting Client Securities

AUIM votes proxies on behalf of all client accounts for which it has the requisite discretionary authority except for situations in which a client notifies AUIM in writing that it has retained, and intends to exercise, the authority to vote its own securities. Clients can also request that AUIM vote their securities in accordance with specific guidelines furnished by the client, in which case AUIM will vote such securities within the client's guidelines.

AUIM primarily manages client portfolios of debt securities. For most fixed income clients, the issues for which AUIM votes fixed income securities generally involve amendments to loan documentation, borrower compliance with financial covenants, registration rights, prepayments, insolvency, and other distressed creditor situations. AUIM does not maintain specific proxy voting policies or guidelines regarding categories of issues that come before fixed income security holders. AUIM votes fixed income matters on a case-by-case basis, taking into account the unique circumstances related to a particular borrower and other relevant factors.

AUIM also votes proxies related to equity securities that it advises. AUIM's fixed income clients will occasionally receive equity interests resulting from the restructure of debt security investments or in other special situations. AUIM will also vote proxies on the exchange-traded funds (ETFs) to which it provides investment advice and mutual funds that it subadvises. Routine proxy matters associated with equity securities (including but not limited to electing boards of directors, selecting auditors, shareholder rights, proxy contests, corporate governance matters, and executive and director compensation) typically are voted in accordance with standard guidelines.

AUIM will vote proxies when doing so is in the best interest of its clients, taking into consideration all factors relevant to the matters presented. In some situations, acting in the client's best interest will include abstention from voting. For example, AUIM will abstain from voting where the cost of voting securities outweighs the benefits (e.g., voting on international securities where personal appearance is required, not having sufficient information to vote the proxy, etc.).

In fulfilling its proxy voting responsibilities, AUIM can face conflicts of interest. For those proxies involving a conflict of interest, AUIM will seek to avoid any impropriety or the appearance of any impropriety.

AUIM might also retain an independent third party to research the proxy and recommend a vote.

Clients can obtain a copy of AUIM's complete proxy voting policies and procedures upon request. Clients can also obtain information from AUIM about how it voted any securities on behalf of the client's account(s) by contacting (877) 234-6862 or aegoninvestments@aegonusa.com.

Item 18 – Financial Information

A registered investment adviser is required to provide clients with certain financial information or disclosures about its financial condition. AUIM does not require or solicit pre-payment of its investment

advisory fees six months or more in advance, it does not have financial commitments that impair its ability to meet contractual and fiduciary commitments, and it has not been the subject of a bankruptcy proceeding