

UNITED STATES STEEL AND CARNEGIE PENSION FUND

FIRM BROCHURE (Part 2A of Form ADV)

March 30, 2017

This brochure provides information about the qualifications and business practices of United States Steel and Carnegie Pension Fund. If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, at (212)826-8438 or drhoffner@uss.com. 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.

United States Steel and Carnegie Pension Fund is a registered investment adviser. Registration does not imply a certain level of skill or training.

Additional information about United States Steel and Carnegie Pension Fund also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Material Changes since the Last Update

This Firm Brochure updates the brochure dated March 28, 2016. There have been no material changes since the last update.

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Item 4 - Advisory Business

Overview of the Adviser

United States Steel and Carnegie Pension Fund (“UCF”) is a Pennsylvania not-for-profit membership corporation established in 1914. UCF’s corporate purpose is to administer and maintain a system of benefits, pensions or aids for the employees of United States Steel Corporation, any successor thereto and certain corporations, partnerships, limited liability companies and associations (and any of their successors) in which United States Steel Corporation directly or indirectly maintains or has formerly maintained a significant economic interest. United States Steel Corporation together with its wholly-owned affiliates is referred to herein as “USS”. As a membership corporation, there are no owners of UCF. There are currently nine members of UCF, eight of whom are employees of USS and one who is an employee of UCF. Since 1950, UCF has provided investment management services for the benefit programs of USS, some of its joint venture companies and some former affiliates (such former affiliates and joint venture companies being hereinafter called “Other Clients”). In light of its corporate purpose, UCF’s performance for its clients is also governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). UCF is qualified as an in-house asset manager under Department of Labor Prohibited Transaction Class Exemption 96-23.

Advisory Services and Other Roles

In its role as investment manager and adviser, UCF provides asset management, asset allocation and investment monitoring services to its clients. UCF’s clients invest in publicly traded equity and fixed income securities through two pooled partnership arrangements managed by UCF. UCF’s clients also invest in emerging markets, investment trusts, timber, private equity and real estate, utilizing third party managers for the majority of those investments.

For plans sponsored by USS, asset allocation and investment guidelines and restrictions are determined by the Investment Committee of the UCF Board of Directors. UCF also acts solely in an advisory capacity in advising and reviewing the investment options offered under the defined contribution plans sponsored by USS. For pension plans sponsored by Other Clients, asset allocation, investment guidelines and restrictions are determined by ERISA-bonded fiduciaries appointed by the plan sponsor. UCF assists the investment committees of its Other Clients in determining an appropriate asset allocation set forth in investment guidelines for the particular plan which are to be followed by UCF.

Most investment management activities of UCF are under the supervision of UCF’s Investment Committee. All six members of the Investment Committee are employees of USS. UCF employees engaged in the investment management activities of UCF are referred to herein as “Investment Employees”. Investment Employees also include some UCF employees who provide accounting services for UCF’s investment management services.

UCF's second role involves benefits administration, providing for the payment to the beneficiaries of various pension and welfare plans sponsored by USS. None of the benefits administration employees are involved with UCF's investment activities.

UCF's third role involves the provision of benefits accounting and consulting services for the trusts and benefit plans of USS and Other Clients. The UCF Accounting group includes Investment Employees who are responsible for the back and middle office accounting functions for the asset trusts and who provide information and direction to the plan custodians and plan sponsors regarding deposits, holdings, and other financial reporting for the trusts. It supports the advisory roles of other Investment Employees through programming and reporting activities. The UCF Accounting group provides the accounting and reporting for the UCF corporate entity, including its payrolls and administration. It also performs other plan related accounting, actuarial and accounts payable activities for most of the benefit plans of USS, including those which do not require asset management services. Independently from the UCF Investment Committee, it prepares and consults with the plan sponsors regarding recommended and mandatory contribution amounts for the plans sponsored by USS.

Assets Under Management

As of December 31, 2016, UCF had approximately \$9.0 billion in assets under management. All assets are managed on a discretionary basis. However, such assets exclude approximately \$1.4 billion (USD) held by plans sponsored by Canadian affiliates of USS for which UCF advises such affiliate in the selection and monitoring of third party investment managers. More than 80% of the assets under management are held by plans sponsored by USS.

Item 5 - Fees and Compensation

Allocation of Costs

UCF allocates and charges its clients for its actual investment management and administrative costs in providing its advisory services. UCF captures and accounts for its costs through a series of cost centers. To the extent that costs are incurred by UCF which are attributable directly to a particular client account, such costs are charged to such account. All other costs incurred by UCF for investment management activities for its New York office, including salaries, employee benefits, rent, research, custodian fees, travel, outside legal fees, insurance, outside consultants, tax preparation fees, and general office-related expenses are calculated pro rata for the various accounts based upon the size of the respective accounts. Costs incurred by the UCF Accounting group are charged to the clients based upon an estimate of the employee time spent on such activities. Cash and publicly traded securities are held by bank custodians and the custodian fees are paid directly from client assets. In addition, clients incur brokerage fees (see **Item 12 - Brokerage Practices**).

The largest component of UCF's allocated cost is salaries. Investment Employees are paid a salary plus incentive compensation. The compensation program for Investment Employees provides for total compensation sufficient over the long term to allow UCF to attract, retain and motivate high quality employees. A key goal of this program is that no individual should be encouraged to take greater risks in search of a larger bonus than UCF would ordinarily take. Compensation surveys of competitive investment institutions and analysis of long-term risk-adjusted performance are used by the Chairman of UCF's Investment Committee and the President of UCF in connection with determining total compensation. The Chairman and members of the UCF Accounting Group are not participants in UCF's compensation program for Investment Employees.

In recognition of the fact that UCF receives certain support services from USS without charge, and that the USS pension plan provides the scale that reduces each plan's proportionate cost, Other Clients may be charged more than what would be their allocable share of expenses on a strictly pro rata basis, in a range between one and two times the allocable share. Any charge that exceeds a strictly pro rata allocation (a "Supplemental Charge") is negotiated, and serves to reduce the allocable charges to USS. No plan sponsored by USS is charged a Supplemental Charge. All domestic accounts are billed monthly in arrears; Canadian accounts are billed quarterly in arrears. Clients' accounts are charged directly where authorized by the plan sponsor. In all other cases, the plan sponsor is billed for such charges. UCF receives no compensation from third parties with respect to the purchase of securities or other investment products.

As an alternative to the cost allocation method described above, UCF has negotiated a flat fee contract with certain of its Other Clients who have requested such a fee structure. Any charges that are directly attributable to such Other Client are charged in addition to the negotiated flat fee.

Third-Party Management Fees

Where third party managers are utilized, the fees of such managers are charged directly to the assets under management by those managers. In the case of private equity, real estate and timber, such third-party fees generally include performance-based fees.

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

UCF does not charge any performance-based fees. UCF does not engage in any side-by-side management that results in a conflict of interest. All of UCF's funds under management have access to the same trading opportunities.

Item 7 - Types of Clients

UCF is the investment manager for various trusts associated with several defined benefit pension plans and certain retiree medical and life insurance plans sponsored by USS, for

several defined benefit plans sponsored by Other Clients and for the United States Steel Foundation. In addition, UCF acts as an investment adviser with respect to the investment option selection and monitoring of several defined contribution and 401(k) plans sponsored by USS and U. S. Steel Canada, Inc.

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

The following is a description of the investment strategies UCF uses to formulate investment advice or manage client assets. Each asset class description includes a discussion of the risk of loss associated to such strategy and security.

Investment Strategy and Analysis

UCF's overarching investment strategy complies with the spirit and intent of ERISA – the investment staff acts solely in the interest of plan participants and beneficiaries. The investment activities of UCF reflect the fiduciary character of its purpose, with portfolio diversification and balance that provides appropriate levels of return relative to the risk tolerances established for each plan. In order to maintain that balance, the UCF Investment Officers meet with each client's executive staff and committees in order to ascertain expected cash flows, liquidity needs, return expectations and the plan's funded status. The UCF Investment Officers prepare periodic projections of annual cash flows for each benefit trust under UCF's management. The projections along with an Outline of Recommended Investment Activity ("ORIA") for each benefit trust sponsored by USS and its affiliates, and Other Clients, are presented to and reviewed by the UCF Investment Committee. The projections along with the ORIA for all Other Client's trusts are presented to and reviewed by the individuals or committees designated by the plan sponsor for such trusts.

The investment strategies utilized in preparing the ORIA are formulated for each client based on that client's risk tolerances. While UCF will provide advice, it is ultimately the client's investment committee that determines asset allocation targets. Once the client's investment policy is adopted, UCF builds and maintains the client's portfolio within the tolerances established under the policy.

Asset Classes and Ascertained Risk of Loss

UCF determines individual security selection across six broad asset classes: short term investments, publicly-traded stocks and bonds, real estate, timber, and private equity. For all investments of publicly-traded stocks and bonds, UCF employs fundamental research to gain a thorough understanding of a security, its competitive position within the industry, its valuation, and the potential for growth and profitability. All factors, including but not limited to, environmental, social and corporate governance, are considered as part of UCF's fundamental analysis when determining whether to invest in a particular security.

Short term investments are held to meet liquidity needs. As a result, maximum emphasis is placed on preservation of capital and liquidity. Only high quality corporate issuers and government guaranteed securities are acceptable investments. The level of holdings of short term investments shall be determined by taking various factors into consideration, such as commitments for long-term investments, pension payment requirements, plan expense obligations, current investment income and anticipated contributions.

UCF clients receive most of their exposure to public equity holdings through the UCF Equity Fund LP (the “Equity LP”). The stocks held by the Equity LP are primarily mid and large cap U.S. domiciled entities but can be global companies as well. Securities are selected across a broad range of industries and companies to diversify against the impact of volatility or loss that might result from specific developments in any single industry or company. In order to gain focused exposure to non-North American markets, UCF clients hold ownership interests in externally managed investment partnerships. All stocks are subject to volatility caused by political and economic activity and perception. Some companies and industries may be more impacted than others. Emerging market equities may suffer the most from greater volatility due to social, economic, regulatory and political uncertainties. All foreign stock holdings are subject to fluctuation in value due to changes in currency exchange rates.

On August 1, 2016, USS voluntarily contributed a portion of its own stock to its defined benefit plan. In the best interests of the plan participants and beneficiaries, and to avoid any potential conflict of interest issues regarding the close relationship between USS and UCF management, the UCF Investment Committee agreed to hire an independent fiduciary to accept the shares, to monitor the ownership of the shares, and to direct the eventual sale of shares. The contributed shares are currently held in a separate custodial account outside of the Equity LP. As the independent fiduciary has full discretion to sell the shares, the pension plan bears the risk that the independent fiduciary may not sell these shares at the most opportune time.

As of the end of 2016, the majority of all bond holdings were within the UCF Fixed Income Fund LP (the “Income LP”). However, there may be occasions when particular clients attempt to achieve risk characteristics that differ from the Income LP, and this could be accomplished through specific purchases outside the Income LP. With respect to the Income LP, nearly all bonds are investment grade and U. S. dollar denominated. Income LP holdings include both government and corporate bonds. Any mortgages held are backed by the U. S. government or one of its agencies. All bonds are subject to fluctuation in value as interest rates change. In addition, corporate bonds are susceptible to credit risk and price declines as a particular company or industry is perceived to become less profitable or stable. In order to mitigate risk, holdings of corporate bonds are spread across multiple industries and companies.

Illiquid asset classes pose unique risks. Normally, private equity and real estate investments are done through private investment funds that require initial (up-front) commitments for future investment over a period of several years. Additionally, secondary markets are not always liquid – any attempts to quickly exit the investment

will likely result in receiving less than optimum value. Finally, because the timing of cash flows are unknown (in combination with the inability to exit investments quickly), the allocation to these asset classes can be volatile over short periods of time.

Expectation for returns on these investments can be significantly higher than publicly held securities, but the risk surrounding those returns is commensurately higher as well. UCF's strategy is to invest in funds that have strong track records, stable management with significant sector expertise, and compensation policies that are aligned with investors' interests.

Timber assets, managed by a third-party timber investment management firm, are held through limited liability companies with plans sponsored by USS holding a majority membership interest. The remaining members are plans sponsored by Other Clients or former clients. If a minority member desires to sell its interest at a time that the USS plans do not desire to sell, marketability may be adversely impacted. Conversely, one or more USS plans may control the disposition of the timber assets without the consent of the minority members. In light of the potential conflict under ERISA in these situations, UCF, on behalf of one or more of the plans, may need to appoint an independent fiduciary to represent the interests of such minority members. The timing uncertainty of capital calls for timber assets is significantly less than for private equity and real estate, as timber is normally bought with the intent of being self funding. UCF purchases timber assets on an opportunistic basis, with the intent of adding value by being able to hold the assets over a long time frame taking advantage of the long growing cycle for trees. Prospective timber investments should have both a cash return and a capital appreciation component. Investing in timber bears many physical risks including fire, weather, insect infestation, disease, animal damage and theft. Economic risks include volatile pricing, productivity and environmental constraints, market fluctuations in demand and liquidity.

UCF does not utilize any frequent trading strategies for any of the assets it has under management. This is a purposeful attempt to minimize trading costs and to take advantage of the ability to hold equity securities over investment cycles. In bonds, UCF focuses on investment opportunities that are expected to provide relative value over the intermediate term.

Regardless of the methods detailed above to mitigate and manage risk within a client's account, investing in securities involves the potential for loss with respect to some or all of the principal invested. All clients must be prepared to bear this loss.

Cyber Security

UCF depends on information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect UCF and its clients, despite the efforts of UCF to adopt technologies, processes and practices intended to mitigate these risks and protect the security of its computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to UCF and its clients.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of UCF or the integrity of UCF's management. Neither UCF nor any management person has been involved in any illegal or disciplinary events material to the conduct of UCF's advisory business or the integrity of its management.

Item 10 - Other Financial Industry Activities and Affiliations

As noted earlier, UCF has formed and serves as the general partner of two limited partnerships: Equity LP and Income LP. These partnerships were formed for the purpose of permitting all the pension and welfare plans managed by UCF to invest in publicly traded securities through a commingled vehicle. Equity LP invests in publicly traded equities. Income LP invests in publicly traded fixed income securities and securities which qualify under the safe harbor for resale provided by SEC Rule 144A. UCF receives no fees or compensation from the partnerships (see **Item 5 - Fees and Compensation**).

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

UCF's Code of Ethical Business Conduct (the "Code") addresses the use of confidential information, conflicts of interest such as gifts and entertainment and personal trading. The Code provides that failure to report a known ethics violation constitutes a violation of the Code. All Investment Employees are provided with information about the various means to report a violation and for obtaining information concerning the Code. A copy of the Code is available to all clients upon request. The UCF Investment Committee and all Investment Employees are also required to sign an affirmation of compliance with the Code annually.

The Code prohibits the disclosure of any confidential information to any third parties. An Investment Employee may become a director or officer of any for-profit business entity only if (i) such role is in furtherance of UCF's investment in such business entity or (ii) the UCF Board of Directors approves such role. Members of UCF's Investment Committee and all Investment Employees are required to provide an annual Conflicts of Interest Questionnaire which discusses business relationships of close family members which may involve companies with whom UCF does business.

With certain exceptions, the Code prohibits the receipt by any Investment Employee of any gift, entertainment or other favor from an entity doing business with UCF or from any entity in which UCF has an investment or is planning an investment unless such gift

is of minimal value (generally \$100 or less). The payment of reasonable travel expenses (which may include incidental meals, entertainment or transportation) offered by any external investment-related organization with whom UCF conducts business (“Organization”) is permitted if the Organization covers such expenses for all other attendees and such travel is for business purposes, and if the Investment Employee obtains prior approval by an Investment Officer or the Chief Compliance Officer (“CCO”) before accepting payment of such travel expenses by the Organization. An Investment Officer or the CCO may approve a gift, entertainment or favor outside the guidelines if determined that it will not compromise the Investment Employee’s ability to carry out his duties and is customary in similar situations. UCF maintains a log of all such gifts, entertainment and favors that exceed \$10 in value.

While UCF is the general partner for two limited partnerships (see **Item 10 - Other Financial Industry Activities and Affiliations**), UCF does not participate as an economic partner.

Investment Employees and the UCF Investment Committee are permitted to trade for their personal account in those securities which are also held in client accounts. All securities transactions by such persons (including accounts in which those persons are beneficial owners or other accounts in which they exercise investment discretion) are required to be reported quarterly. Prior clearance for transactions must be granted by an Investment Officer or the CCO for any securities which are included on the Restricted Securities list (maintained by the CCO) or for any securities being offered in an initial public offering or private placement. The Restricted Securities list contains those securities held by any client account, any securities which are under serious consideration for purchase for any client account and any securities in which the CCO determines that UCF may be in possession of material inside information. All Investment Employees and the UCF Investment Committee members are also required to file an annual holdings report. The President of UCF and the CCO reviews all holdings reports in order to have a general knowledge of significant holdings of Investment Employees who may be making investment recommendations. However, it is unlikely that any Investment Employee would profit by making recommendations solely to enhance his personal portfolio since most securities held in UCF accounts are for large cap companies and the level of UCF trading is unlikely to influence the price of such securities.

Item 12 - Brokerage Practices

UCF utilizes allocations of commission dollars, and does so solely to pay for products or services that qualify as “research and brokerage services” within the “safe harbor” of Section 28(e) of the U. S. Securities and Exchange Act of 1934, as amended. Brokerage firms are selected according to the quality of service provided by them, including both their competence in executing securities trades and the quality of research support provided by them. The commission paid, negotiated for each trade, is not necessarily the lowest available commission but is influenced by factors such as the amount and quality of research support provided by the firm. The complexity of the trade and the expertise

of the broker with respect to the particular security will be taken into account in choosing the particular brokerage firm and in determining the commission paid.

A semi-annual review, or more frequent if desirable, is made by all staff securities analysts of research services provided to UCF, using the factors described herein to determine whether services continue to serve the interests of UCF's clients. UCF provides its clients with an annual summary of commissions paid by UCF and an analysis of the impact on those commissions by choosing brokers based upon the quality of their research. Since all of UCF's costs are borne directly by UCF's clients, UCF has little incentive to prefer higher commission brokers rather than paying directly for the research. The decision about whether to pay directly for research or to use brokerage commissions to obtain such research is made according to which method is more cost-effective and to how such research is provided under current industry practice.

UCF is provided with various research products relating to political and economic developments, as well as developments relating to particular companies, industries and investment products. These research products include written reports and analysis by various strategists, economists and industry analysts. Included in this category are various company and industry (both investment management and pension fund management) conferences sponsored by brokers. The research services benefit all the accounts for which UCF renders investment advice. However, clients may not receive the research benefits proportionately based upon the commissions paid.

Brokerage firms and other consultants to UCF sponsor industry and company meetings and conferences which include meals and token gifts. UCF maintains a record of all meals, gifts or entertainment provided at such meetings. Such record is available to all clients on request.

UCF does not receive any client referrals from brokers.

While UCF would consider a client request that UCF execute transactions through a specific broker ("directed brokerage"), UCF would consider such request in light of its duty under ERISA to act in the best interest of plan participants. Most transactions executed through brokers are done in one of the two limited partnerships managed by UCF and UCF would not consider such transactions as being eligible for directed brokerage by a single client.

UCF has adopted portfolio management and trading practices in order to assure that investment opportunities are fairly allocated. In addition, contributions and withdrawals to either limited partnership are generally restricted to monthly transactions. Given that the overwhelming majority of all transactions by UCF are bought and sold in the Equity LP and the Income LP, there are few occasions when security purchases or sales are aggregated across clients. In those rare instances when this does occur, UCF follows an established policy regarding the allocation of securities among accounts. Generally, the policy states that if capacity is limited, the trade will be proportionate to each fund's targeted amount, divided by the total projected transaction. With respect to real estate,

timber and private equity, investments are allocated based upon the target weights for the particular plans in the relevant asset class, taking into account tax and other regulatory matters which may affect each plan. If capacity is limited in the particular investment, the investment will be filled pro rata across all accounts taking both the total asset size of such account and the target weights into account.

Item 13 - Review of Accounts

All accounts and trading activity in public-traded securities are reviewed daily by UCF Investment Officers. Monthly summary reports are provided to the UCF Investment Committee and a quarterly summary report is provided to the UCF Board of Directors. Detailed quarterly reports are provided to the UCF Investment Committee. For all accounts associated with ERISA plans, an annual report on Form 5500 is filed with the U. S. Department of Labor.

The two limited partnerships managed by UCF are audited annually by an independent public accounting firm according to U. S. Generally Accepted Accounting Standards (“GAAP”) with the reports provided to the limited partners within 120 days of the fund’s fiscal year end. In addition, all accounts managed by UCF are audited annually by independent public accounting firms. In the case of the two limited partnerships and accounts managed for USS, UCF designates the accounting firm. For Other Clients, the independent public accounting firm is designated by the particular plan’s plan sponsor. In all cases, the audits conducted by the independent accounting firms are in accordance with GAAP.

Clients receive summary reports monthly and more detailed quarterly reports. These reports contain market values of broad classes of assets, listings of largest positions, largest purchases and sales, forecasted investment activity for the remainder of the year, and more detailed information regarding illiquid investments. In addition, the President reports at least once a year to officials of USS and the President or Vice President meets periodically with all Other Clients.

Item 14 - Client Referrals and Other Compensation

Eight of the nine members of the UCF Board of Directors are employees of USS. The remaining member is an employee of UCF. More than 80% of the assets under management by UCF are held by plans sponsored by USS. In addition, UCF employees participate in benefit plans sponsored by USS, including stock-based compensation programs.

In order to assure that Other Clients are not subject to discriminatory treatment, UCF provides to such clients’ independent auditors access to its books and records to assure that management expenses are fairly allocated. While ERISA prohibits UCF from charging more than actual expenses to plans sponsored by USS, UCF reserves the right to

charge Other Clients more than their allocable share of expenses. However, due to the restrictions imposed by ERISA, any additional charges in excess of actual expenses may be billed to the plan sponsor rather than the plan. Other Clients will be notified in advance of any such additional charge.

UCF does not compensate any third party for client referrals.

Item 15 - Custody

Clients are provided with all account information with respect to funds and securities held by a qualified custodian. UCF has arranged for the qualified custodian to provide a monthly statement of holdings to each client through an automated internet tool. In addition, UCF's reports provided to its clients recommend that the client compare the account statements received from the qualified custodian with those received from UCF.

A substantial portion of the client accounts are held in the two limited partnerships managed by UCF. The financial statements for these partnerships are audited annually by an independent public accounting firm according to GAAP. In addition, most clients hold interests in commingled vehicles for foreign equities, private equity, real estate and timber managed by third parties. All these vehicles are audited by independent public accounting firms selected by the third-party managers. Clients do not receive a quarterly statement from any qualified custodian with respect to these assets.

Item 16 - Investment Discretion

UCF manages most client assets on a discretionary basis. However, for certain assets held by plans sponsored by Canadian affiliates of USS, UCF's role is limited to the selection and monitoring of third-party managers. Also, for those defined contribution plans sponsored by USS, UCF's investment advisory role is limited to recommendations for the selection of the investment options of such plans and for the ongoing monitoring of such investment options. Each plan sponsor approves an investment policy that sets investment guidelines for asset allocation, diversification requirements and credit exposure. In the case of USS plans, the UCF Investment Committee sets these guidelines.

Item 17 - Voting Client Securities

UCF's Proxy Voting Policy states that all proxies will be voted in the client's best economic interests as a long-term stockholder. UCF is not reluctant to oppose recommendations by management. The obligation to vote any particular company proxy is delegated to the industry analyst responsible for recommending purchases and sales of that company. The analyst reviews proxies in the context of his knowledge of the companies and recommends a vote accordingly. UCF subscribes to a proxy advisory service as a source of information, not guidance. The vote is based on UCF's own

independent analysis of what is best for the clients as shareholders. It is UCF's view that there is little empirical evidence to support many checklist "best practices" currently in vogue and analysis is done on a case-by-case basis. UCF is more concerned with the economic effects of proxy matters than with abstract principles of corporate governance.

The analyst may deviate from the guidelines set forth in the Proxy Voting Policy with the consent of an Investment Officer. In addition, proxy matters likely to have an immediate economic impact, e.g. tender offers, proxy battles, etc., must be discussed with an Investment Officer.

If a material conflict of interest is identified or arises under the circumstances with respect to a particular proxy or issue, the conflict of interest must be reported to the President and CCO. Generally, the fact that a company has business relationships with USS or another plan sponsor is not enough to be considered a material conflict of interest. The President and CCO will determine whether the conflict of interest should be disclosed or otherwise objectively addressed (through consultation with counsel, receiving an independent third party voting recommendation or other appropriate method). In any case, the decision as to how to vote such proxy will be made in accordance with UCF's Proxy Voting Policy, without regard to the conflict of interest. A record of the voting resolution of any conflict of interest must be maintained.

A copy of the full Proxy Voting Policy is available to all clients upon request. In addition, a detailed record of all proxies voted is maintained by UCF and is available upon request.

Item 18 - Financial Information

UCF does not require or solicit prepayments of funds in advance from any clients and maintains its client's asset holdings through outside custodians. UCF, as a not-for-profit corporation, has never been the subject of a bankruptcy petition. However, since UCF secures the funds needed to operate through the trusts it manages or from the clients directly, any bankruptcy petition by its clients could have the potential to impair UCF's ability to meet its commitments to its clients.

Item 19 – Requirements for State Registered Advisers

Not applicable.