



FORM ADV PART 2A  
(Firm Brochure)

WILMINGTON TRUST INVESTMENT ADVISORS, INC.

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This Brochure provides information about the qualifications and business practices of Wilmington Trust Investment Advisors, Inc. ("WTIA"). If you have any questions about the contents of this Brochure, please contact us at 1-302-651-8118 and/or on our website at [www.wtia.com](http://www.wtia.com). The information in this Brochure has not been approved or verified by the United State Securities and Exchange Commission (the "SEC") or by any state securities authority.

Wilmington Trust Investment Advisors, Inc. is an SEC-registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about WTIA also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2 - MATERIAL CHANGES**

There were no material updates made to the Wilmington Trust Investment Advisors, Inc. ADV Part II (commonly referred to as the “brochure”) since the last update dated January 23, 2017.

### **ITEM 3 – TABLE OF CONTENTS**

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## ITEM 4 – ADVISORY BUSINESS

### General Description of Firm

Wilmington Trust Investment Advisors, Inc. (“WTIA”) is a subsidiary of Manufacturers and Traders Trust Company (“M&T Bank”), which is owned by M&T Bank Corporation, a publicly-traded bank holding company (NYSE: MTB). M&T Bank provides a full range of traditional banking and investment services in the communities of the Northeastern and Mid-Atlantic regions, and also offers certain services (including institutional investment management) to clients throughout the U.S. WTIA works with M&T Bank and its banking affiliate, Wilmington Trust National Association (“Wilmington Trust, N.A”), and Wilmington Trust Company (“WTC”) and M&T Securities (“MTS”), which are subsidiaries of M&T Bank to provide services to clients with investment management needs in other areas of the company, including corporate and personal trust, commercial banking, brokerage services and employee benefits.

### Description of Advisory Services

WTIA offers five primary areas of expertise for client investment management accounts:

- Equity investing in small-, mid- and large-capitalization U.S. companies. In addition, WTIA offers an Options Overwrite Program, sponsored and managed by Wilmington Trust, N.A. and its personnel, for clients that qualify;
- Fixed income investing in corporate, municipal and government bonds, and enhanced cash strategies;
- Asset allocation strategy investing, including manager selection and portfolio construction using an open architecture approach. Such portfolios are based on proprietary asset allocation models that draw upon the firm's in-house equity and fixed income strengths, supplemented with strategies and products from other highly regarded third party managers, including alternative asset classes. Portfolios are customized as required;
- Non-discretionary investment advisory services for Defined Contribution Plans, and;
- Consulting Services.

In addition, WTIA serves as sub-adviser to certain portfolios of the Wilmington Funds, which is an open-end investment company, registered under the Investment Company Act of 1940, and advised by Wilmington Funds Management Corporation (“WPMC”), an affiliate of WTIA. Other investment mandates are available based upon client needs and our capabilities.

WTIA may offer advice on the following, by class or with regard to individual securities:

- U.S. dollar-denominated obligations of: major U.S. and foreign banks, U.S. branches of foreign banks, foreign branches of foreign banks, U.S. agencies of foreign banks, wholly-owned subsidiaries of foreign banks
- Repurchase agreements that are fully collateralized by U.S. government obligations
- Debt securities of the U.S. Government and its Agencies
- U.S. or foreign corporate debt, including asset- and mortgage-backed securities
- Municipal bonds
- Floating and variable rate obligations

- Participation interests
- Unaffiliated and affiliated investment companies
- Exchange Traded Funds (“ETFs”)
- Receipts or American Depository Receipts
- Real estate securities
- U.S. equities (common and preferred stocks)
- International Equities
- Master Limited Partnerships (“MLPs”)
- Derivatives
- Structured notes
- Inflation-protected debt securities (“TIPS”)
- Hedge strategies and managers
- Options Overwrite Program
- Private Fund Offerings

Clients may impose restrictions on investing in certain securities or types of securities. It is WTIA’s policy to obtain and follow a clear statement of investment policy for each client account, based upon the client’s investment objectives, financial circumstances, investment restrictions, risk tolerance, and other information provided by the client. In managing accounts, the portfolio managers of WTIA will conform to the guidelines for fiduciaries embodied in the "Prudent Investor Rule" as in effect under applicable laws, including the selection of investments that are suitable in light of the client’s investment policy.

Administration of WTIA’s separately managed accounts is overseen by the Institutional Client Service Team (“ICST”), which works with clients at account inception and throughout the relationship to ensure that management, reporting, and other client services are provided with the highest level of quality.

As of December 31, 2016, WTIA had \$ 19,881,207,123 in discretionary assets under management and \$ 63,888,987 in non-discretionary assets under management for a total of \$19,945,096,110 in total assets under management.

## ITEM 5 – FEES AND COMPENSATION

Generally fees are based on a percentage of assets under management. Fees are subject to negotiation and may vary from the schedules shown below based on factors such as: client type, asset class, pre-existing relationship, service levels, portfolio complexity, and account size or other special circumstances/requirements.

### Individually Managed Account Fee Schedules

|                                                                                                                                                                                        |                                                                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Ultra Short-Term Fixed Income Management</b><br>{Average duration of less than 1 year}<br><br>Minimum Account Size: \$5,000,000<br><br>Annual Minimum Fee: \$12,500                 | <ul style="list-style-type: none"><li>• 0.25% first 10,000,000</li><li>• 0.20% next \$20,000,000</li><li>• 0.15% next \$20,000,000</li><li>• Negotiated over \$50,000,000</li></ul>   |
| <b>Short-Term Fixed Income Management</b><br>{Taxable portfolios with an average duration of 1 - 3 years}<br><br>Minimum Account Size: \$5,000,000<br><br>Annual Minimum Fee: \$12,500 | <ul style="list-style-type: none"><li>• 0.30% first \$10,000,000</li><li>• 0.25% next \$20,000,000</li><li>• 0.20% next \$20,000,000</li><li>• Negotiated over \$50,000,000</li></ul> |
| <b>Multi -Strategy Income Solution</b><br><br>Minimum Account Size: \$5,000,000                                                                                                        | <ul style="list-style-type: none"><li>• 0.30% first \$10,000,000</li><li>• 0.25% next \$20,000,000</li><li>• 0.20% next \$20,000,000</li><li>• Negotiated over \$50,000,000</li></ul> |
| <b>Intermediate Fixed Income Management</b><br>{Taxable portfolios with a weighted average maturity of 3-10 years}<br><br>Minimum Account Size: \$5,000,000                            | <ul style="list-style-type: none"><li>• 0.35% first \$5,000,000</li><li>• 0.30% next \$10,000,000</li><li>• 0.25% next \$15,000,000</li><li>• 0.20% on balance</li></ul>              |

|                                                                                                                                                                                             |                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Long-Term Fixed Income Management</b><br>{Portfolios with a weighted average maturity of 4-20 years}<br><br>Minimum Account Size: \$5,000,000<br><br>Annual Minimum Fee: \$15,000        | <ul style="list-style-type: none"> <li>• 0.35% first \$5,000,000</li> <li>• 0.30% next \$10,000,000</li> <li>• 0.25% next \$15,000,000</li> <li>• 0.20% on balance</li> </ul>  |
| <b>Large Cap Equity Management</b><br><br>(Enhanced Dividend Income)<br>(Dividend Growth)<br>(Disciplined Core Equity)<br>(Large Cap Sector Allocation)<br><br>Annual Minimum Fee: \$35,000 | <ul style="list-style-type: none"> <li>• 0.70% first \$10,000,000</li> <li>• 0.60% next \$25,000,000</li> <li>• 0.50% next \$50,000,000</li> <li>• 0.40% on balance</li> </ul> |
| <b>Asset Allocation Management</b><br>{For accounts with more than \$5 million in assets}<br><br>Annual Minimum Fee: \$15,000                                                               | <ul style="list-style-type: none"> <li>• 0.60% first \$10,000,000</li> <li>• 0.40% next \$25,000,000</li> <li>• 0.35% next \$40,000,000</li> <li>• 0.30% on balance</li> </ul> |
| <b>Asset Allocation Management</b><br>{For accounts with \$5 million or less}<br><br>Annual Minimum Fee: \$15,000                                                                           | <ul style="list-style-type: none"> <li>• 1.50% first \$1 million</li> <li>• 0.50% next \$2 million</li> <li>• 0.25% next \$2 million</li> </ul>                                |

### Options Overwrite Program

This Program is sponsored and managed by Wilmington Trust, N.A. and its personnel and is available for qualified WTIA clients. A minimum account size of \$1,000,000 is required for participation in the Options Overwrite Program.

In addition to investment management fees for other services:

#### Option #1

Fee equal to an annual rate of 0.30% of the assets held in the account calculated on a quarterly basis.

#### Option #2

Fee equal to 30% on realized net premium generated from completed transactions during the quarter over the previous "high water mark." The "high water mark" will be zero for accounts initially enrolled in the program and will increase by the premium minus any fee calculated on a quarterly basis. The account will only be charged a fee based on net premium generated in excess of any net premiums previously generated in the account. Any losses recorded due to unprofitable option contracts completed during the quarter will be netted against all premiums received for completed transactions to arrive at a net premium.

## Investment Advisory Services for 401k Plans

|       | Plan Size     |               | Annual Fee |
|-------|---------------|---------------|------------|
|       | Min           | Max           |            |
| Range | \$20,000,000  | \$40,000,000  | \$35,000   |
|       | \$40,000,001  | \$60,000,000  | \$50,000   |
|       | \$60,000,001  | \$80,000,000  | \$65,000   |
|       | \$80,000,001  | \$100,000,000 | \$80,000   |
|       | \$100,000,001 | +             | \$95,000   |

## Consulting Services

|                                      |                                                                                                                                                                                       |
|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Minimum Account Size:<br>\$5,000,000 | <ul style="list-style-type: none"><li>• 0.30% first \$10,000,000</li><li>• 0.25% next \$20,000,000</li><li>• 0.20% next \$20,000,000</li><li>• Negotiated over \$50,000,000</li></ul> |
|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Unless otherwise agreed to, advisory fees are charged quarterly, in arrears, based upon the market value of the account at the end of the quarter as determined by the custodian in accordance with the annual rates stated above. The Ultra Short-Term Strategy fees are charged monthly on the average daily balance.

WTIA may recommend to qualified clients other services of WTIA or its affiliates, including investment in private funds where Wilmington Trust Investment Management, LLC ("WTIM"), an affiliate of WTIA, serves as general partner or managing member. As a result, WTIA or its affiliates may receive additional compensation in the form of advisory fees applied to the private funds or other offerings. The ability to offer affiliated investments and other services creates a potential conflict of interest, whereby WTIA or its affiliates may earn incremental revenues as a result of the additional assets under management.

Similarly, additional compensation creates a potential conflict in making future recommendations where those recommendations may have the result of directing assets away from such affiliated offerings, particularly where fees to WTIA and/or its affiliates are higher than another alternative.

Payment of investment management fees can be accomplished either by invoice to the client or direct charge to the client's custody account, if Manufacturers and Traders Trust Company or Wilmington Trust, N.A. is the custodian of the assets. WTIA will invoice the fee unless written authorization is received from the client to have the client's custody account charged directly.

A client may terminate its advisory contract without penalty by written notice not less than 30 days in advance. Contracts terminate automatically in the event of assignment by WTIA unless prior written consent is obtained from the client. In the case of a termination, fees collected in advance are prorated to the day of termination.

All fees paid to WTIA for advisory services are separate from brokerage commissions, transactions fees, and other related costs and expenses which will be incurred by the client. In addition, clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, transfer taxes, wire transfers,



electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and ETFs also charge internal management and other fees, which are disclosed in a fund's prospectus. WTIA receives no portion of these other commissions, fees, and costs.

Item 12 - "Brokerage Practices" further describes the factors that WTIA considers in selecting broker-dealers for client transactions and determining the reasonableness of their compensation (e.g. commissions).

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

In limited instances (e.g., Option Overwrite Program), WTIA may receive performance-based fees from certain clients. Although performance-based fee arrangements are not typical and may only be made available for limited products or services, WTIA may agree to these arrangements with eligible clients. In cases where WTIA receives performance-based fees, WTIA has implemented contractual provisions and controls designed to comply with applicable rules, including the Investment Advisors Act of 1940.

The simultaneous management of performance-based fee arrangements with standard asset-based fee arrangements (side-by-side management) can create certain conflicts of interest. These arrangements may create an incentive to focus on the performance fee accounts or to select riskier investments for these accounts because they can have a higher fee potential over standard asset-based fee accounts.

To manage these potential conflicts, WTIA has implemented written policies and procedures, including:

- Written procedures identifying controls designed to oversee portfolio management activities to prevent side by side conflicts of interest; and
- Periodic review of performance of similarly managed accounts to identify performance outliers, which can indicate favoritism.

## **ITEM 7 – TYPES OF CLIENTS**

WTIA generally provides investment advisory services to not-for-profit organizations, pension and profit sharing programs, corporations, endowments, foundations, municipal and government entities, Taft-Hartley organization, other investment advisers, consultants, family offices, and high net worth clients. In addition, WTIA may provide investment consulting services to institutional clients.

WTIA also serves as sub-advisor to the Wilmington Funds, a family of mutual funds designed to meet certain investment objectives.

## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS**

In implementing investment advice to clients, WTIA advises clients with respect to investment of their assets in (i) mutual funds managed by WTIA and its affiliates and by third party investment managers, (ii) separate accounts managed by WTIA and third party investment managers, or (iii) individual securities.

The Wealth and Institutional Services Division ("WISD") of M&T Bank Corporation consists of the investment management businesses of WFMC, WTIA, and WTIM (the "WISD Registered Investment Advisers"), and the investment management, personal trust,

corporate trust, asset administration and related businesses of M&T Bank, Wilmington Trust, N.A., and WTC (the “WISD Trust Entities”).

The WISD Investment Committee (the “Investment Committee”) exists to assist the Boards of Directors of the WISD Trust Entities (indirectly through other intermediate committees) in fulfilling their responsibilities to oversee the investment-related activities of WISD to ensure the proper exercise of fiduciary powers by the WISD Trust Entities, and to assist the Boards of Directors of the WISD Registered Investment Advisers in fulfilling their responsibilities.

The Investment Committee consists of two subcommittees: the Investment Committee-Investment Strategy Matters (the “IC-ISM”), and the Investment Committee-General Matters, and each of the subcommittees has voting and non-voting members. The IC-ISM’s voting members include the Chief Investment Officer, Head of Equity, Head of Fixed Income, Head of Investment Strategy, Head of Fixed Income Search and Strategy and Chief Economist of Wilmington Trust Investment Advisors, as well as several senior employees of the WISD Trust Entities. The non-voting members include other investment professionals from Wilmington Trust Investment Advisors, as well as investment professionals from the WISD Trust Entities.

The IC-ISM meets formally at least monthly, and is responsible for a variety of tasks and functions, such as:

- setting overall strategy for asset allocation, including risk objectives, types of strategic allocations needed (benchmark relative, absolute return, income oriented, etc. ) and types of tactical allocations to be considered;
- developing the methodology for longer-term strategic allocation advice and more intermediate-term tactical allocation advice, including: (i) research, evaluation of efficacy and execution of valuation and price momentum methodologies, as well as reviews of academic research and third-party solutions and support leading to process improvement; (ii) macro factor identification and analysis for use in allocation processes; and (iii) setting of diversified benchmarks for allocation advice, excess return expectations against benchmarks and the target and allowable tracking error of advice against benchmarks; and
- developing methodologies for addressing key characteristics of portfolio construction advice, including: (i) the methodology for assigning portfolio exposures within asset classes between active and passive exposures; (ii) determining the impact to construction and exposures to meet yield expectations; (iii) the positioning and use of trend-following trading strategies to address overall portfolio and asset class exposures; (iv) the use and guidelines of portfolio insurance; (v) the positioning and guidelines for private equity and private real estate solutions within portfolios; (vi) the impact of liquidity within products and the decision set around their use; (vii) the interaction of manager styles, correlations of excess returns and volatility in determining combinations and weights of active managers within portfolios; (viii) the rebalancing methodologies, frequencies and thresholds; and (ix) the consideration of income taxes in portfolio construction.

The Investment Committee-General Matters oversees a variety of other investment-related functions, policies and procedures of the WISD Trust Entities and the WISD Registered Investment Advisers.

Generally, the IC-ISM's determinations are applied across all investment management products managed by the WISD Registered Investment Advisers and the WISD Trust Entities, including separately managed accounts, model portfolios and pooled investment vehicles. The IC-ISM's determinations regarding strategic and tactical asset allocation and portfolio construction may affect the three Wilmington Multi-Manager Funds and the Large-Cap Strategy Fund directly, as these funds pursue their investment goals by using multiple asset classes and/or investment styles, or, in the case of the Large-Cap Strategy Fund, by allocating its assets among industry sectors. Subject, at all times, to the requirements of each such Fund's investment goal and principal investment strategies, WTIA portfolio managers for the two Wilmington Multi-Manager Funds will allocate and reallocate assets among the sub-advisers and asset classes, and WTIA portfolio managers for the Large-Cap Strategy Fund will allocate and re-allocate its assets among industry sectors, in response to the determinations of the IC-ISM.

Below is a description of our investment strategies and their associated material risks. The investment strategies include equity, fixed income, asset allocation, and multi-managers. Each of these strategies may employ long term purchases, short term purchases, margin transactions, option investing, covered options, uncovered options or spread strategies. Investing in securities involves risk of loss that clients should be prepared to bear. Client accounts are subject to general market risk. The value of the securities held in client accounts will tend to increase or decrease in response to movements in the market.

## **EQUITY INVESTMENT STRATEGIES AND PROCESS**

### **ENHANCED DIVIDEND INCOME STRATEGY**

The Enhanced Dividend Income Strategy's primary objective is to provide a relatively high and safe portfolio yield by investing in medium-to-high-quality, dividend-paying companies. An additional focus is to control downside risk while providing attractive risk adjusted return. Purchase candidates are identified through quantitative techniques, fundamental judgments and technical analysis. Client portfolios are managed based on a long-term investment horizon. The stock selection process includes an initial universe of over 3,500 companies traded on the NYSE, NASDAQ, and AMEX exchanges. Key macro screening criteria include comparing past dividend growth and projected earnings growth to the Consumer Price Index. Key micro screening criteria include dividend yield greater than 1.5x the S&P 500 Index® at the time of purchase, no dividend reductions in the past five years, and positive free cash flow. Finally, a detailed analysis using long term fundamental valuation techniques and quantitative scoring reduces the final portfolio to approximately 35- 55 companies. Two versions of this strategy are available – one with master limited partnerships and one without.

### **DIVIDEND GROWTH STRATEGY**

The Dividend Growth Strategy embraces a long-term, low turnover approach and seeks to outperform the S&P 500 Index on a risk adjusted basis by investing in high-quality companies that are either established dividend payers or are dividend initiators. These companies are expected to appreciate based on the future earnings growth, strong cash flows, and growing dividends. A secondary benchmark is used to measure performance against an index of consistently dividend growing companies through the NASDAQ U.S. Broad Dividend Achievers Index. The stock selection process includes an initial universe of over 3,500 companies traded on the NYSE,

NASDAQ, and AMEX exchanges. Key macro screening criteria include comparing past dividend growth and projected earnings growth to the Consumer Price Index. Key micro screening criteria include looking at above average dividend growth, dividend initiation, and free cash flow growth to support growing dividends. Finally, a detailed analysis using long term fundamental valuation techniques and quantitative scoring reduces the final portfolio to approximately 40-60 companies.

### **DISCIPLINED CORE EQUITY STRATEGY**

The Disciplined Core Equity Strategy embraces a long-term, low-turnover approach to portfolio management which seeks to outperform its benchmark (S&P 500 index®) by investing in high-quality companies that we believe have the potential to deliver above-market appreciation. Attractive purchase candidates are identified by combining proven quantitative techniques with traditional fundamental analysis. The Strategy typically holds approximately 40-60 US large cap companies and may hold ADR's. A socially responsible version is available that avoids investing in companies that derive a majority of their profits from the sale of alcohol, tobacco, and firearm products.

### **LARGE CAP SECTOR ALLOCATION STRATEGY**

WTIA's investment process allocates large cap domestic equities based upon the top level economic sectors of the Global Industry Classification Standards ("GICS"). The allocations to the sectors are based on the recommendations of Wilmington Trust's IC-ISM. Once the tactical sector weightings are determined by the IC-ISM, WTIA builds a passive portfolio designed to capture those sector exposures. WTIA will invest in a representative sample of securities, which are included in the strategy's benchmark index (Russell 1000®), weighted to reflect the recommended sector allocations. The return for each of the sector-weighted segments is intended to correlate closely with the return for the corresponding GICS economic sectors of the benchmark.

## **FIXED INCOME INVESTMENT STRATEGIES AND PROCESS**

### **ULTRA SHORT-TERM FIXED INCOME AND SHORT-TERM FIXED INCOME STRATEGIES**

The Ultra Short-Term and Short-Term Fixed Income Strategies use an approach to short-term investing that is designed to maximize returns, while preserving principal and providing liquidity. These Strategies seek to take advantage of increased yield opportunities at the short end of the yield curve, just beyond the maturities of money market fund eligible securities. To achieve these objectives, we actively manage the portfolios utilizing a relative-value approach, which is monitored and reviewed to ensure that our clients' goals are realized relative to their respective investment policies.

Our investment process is designed to meet each client's specific objectives and liquidity requirements by determining:

- Appropriate Weighted Average Maturity – analyzing clients liquidity needs; forecasting expected Federal Reserve monetary policy; and analyzing yield curve and implied forward rates
- Optimal Portfolio Structure – analyzing the advantage of a barbell, bullet or balanced portfolio structure
- Sector Allocation – analyzing each sector for its relative value to determine

- under- and over-valued sectors
- Credit Analysis – selecting investment grade issuers that we view to have minimal credit risk, while focusing on quantitative and qualitative factors that highlight the issuer's ability to maintain its credit rating
- Portfolio Construction – selecting individual securities based upon our relative value analysis
- Continuous Monitoring and Active Portfolio Management – identifying and acting upon market inefficiencies and trading opportunities
- Issue Selection – selling an overvalued bond and buying an undervalued bond, or shortening or extending along the yield curve in a particular issuer, given our analysis of the risk/reward tradeoff for that particular bond swap
- Risk Control – comparing sector, yield curve, and quality distributions, as well as overall duration, yield and average quality to the benchmark as well as client restrictions

## **INTERMEDIATE FIXED INCOME AND LONG-TERM FIXED INCOME STRATEGIES**

The Intermediate Fixed Income and Long-Term Fixed Income Strategies incorporate an actively managed, top-down sector selection approach, wherein risk containment is paramount. Our objective is to position the portfolios in such a way that our sector, interest rate, yield curve, and credit analysis can add value by utilizing the following methods of analysis with what we believe is only “minimal” risk of underperformance:

- Quantitative Analysis – utilizing a relative value process to determine which sectors to over or under weight
- Sector Weighting – searching for attractive sectors by assessing the economic and monetary environments based on business cycle fundamentals and historical yield spreads
- Yield Curve Analysis – comparing the composition of the portfolio by effective duration management to that of the benchmark
- Interest Rate Anticipation – incorporating projections based on our economic outlook, Fed policy, implied interest rate analysis, the seasonal forecast, and technical analysis
- Issue Selection – selling of an overvalued bond and buying an undervalued bond, or shortening or extending along the yield curve in a particular issuer, given our analysis of the risk/reward tradeoff for that particular bond swap
- Risk Control – comparing sector, yield curve, and quality distributions, as well as overall duration, yield and average quality to the benchmark as well as client restrictions

## **TAX-EXEMPT MUNICIPAL FIXED INCOME**

The Tax-Exempt Municipal Fixed Income Strategies incorporate a risk-managed approach to its active investment style. Recognizing that the future path of municipal interest rates is unknowable, the team refrains from expressing views in portfolios on prospective tax-exempt yields. Rather, they focus on the following areas in an effort to add value:

- Sector Selection – using a relative value process to determine which sectors to over or under weight;
- Geographic Positioning – utilizing a quantitative analysis of relative price changes between different states and regions to identify which regions may be under or overpriced due to reasons other than credit changes;

- **Duration Control** – the team works to give investors the full term-structure exposure of their corresponding benchmark, using rigorous key rate duration exposure analyses to calibrate the portfolio interest rate risk return profile;
- **Issue Selection** – using trading desk experience along with quantitative analysis of relative spread relationship, to identify specific issues that represent over or undervalue opportunities

The investment process employs three different components of fixed income management: Portfolio Management, Trading, Credit Research, and Quantitative Analysis. Each component works in conjunction with the other two, identifying investment opportunities while serving as a check and balance to the other components.

WTIA has two broad categories of municipal fixed income management: Total Return and Quality Fixed Income. The Total Return style is a disciplined, risk-managed approach to active portfolio management designed to generate competitive above-market performance over time. The municipal fixed income team works to identify investment opportunities, employing diligent, ongoing credit research and quantitative analysis in an effort to capitalize on temporary market dislocations. There are three Total Return Tax-Exempt Municipal Fixed Income Strategies: Total Return Short National, Total Return Short- Intermediate National, and Total Return Intermediate National.

The Quality Fixed Income (“QFI”) style is a buy-and-hold approach to portfolio structure. QFI portfolios are laddered with bonds maturing over a specified number of years. This approach is intended for clients who typically wish to hold their securities until maturity. Furthermore, credit research is not simply performed at the point of purchase. Instead, quality surveillance is conducted continually by our team of analysts throughout the life of the portfolio. While the selling of securities is not the typical practice in a QFI portfolio, occasionally sales may occur for several reasons including a possible downgrade which may cause a security to fall below the minimum ratings quality specified by the investment guidelines. There are two Quality Fixed Tax-Exempt Fixed Income Strategies: Quality Fixed Income Short National and Quality Fixed Income Short-Intermediate National.

## **MULTI-STRATEGY INCOME SOLUTION**

The Multi-Strategy Income Solution seeks total return from investing in a diverse portfolio of fixed income funds and/or a portfolio of individual fixed income securities with attractive current income and managed interest rate exposure. The Solution incorporates a flexible investment approach utilizing WTIA's fixed income expertise, manager selection capabilities, and portfolio construction experience. Interest rate and credit exposures are managed through the ongoing manager selection and portfolio construction/rebalancing processes.

The strategy will typically invest in three or more fixed income mutual funds that may hold investment-grade, non-investment-grade, and nonrated securities. Some underlying funds and/or individual fixed income securities may have an average credit quality below investment-grade and the strategy itself may fall below investment-grade at times. The funds and/or individual fixed income securities selected for the portfolio and the allocations to each fund will be determined by WTIA's desired credit exposures, duration, and yield for the total portfolio.



Many accounts require expertise that spans a variety of investment management disciplines. While WTIA equity and fixed income management provides critical elements for the investment strategies of most clients; certain clients need expertise in other classes of securities, including, but not limited to, high yield bonds, real estate and hedge funds. Achieving the optimal client solution may involve in-depth analysis of the suitability of a particular security or class of securities, or may take the form of guidance on overall asset allocation strategies.

## **ASSET ALLOCATION**

WTIA helps individual clients determine an appropriate asset allocation to achieve stated investment objectives. The advice may involve recommended exposures within a client's existing investment policy. Advice may include models providing allocations for asset classes among the equity, fixed income, inflation hedges, real assets, non-traditional assets that include private market and hedge strategies along with liquid alternatives most commonly found in open ended mutual funds. Additional strategic guidance may include style (growth/value) or sector (GICS sectors) exposures, which are then customized to specific clients' objectives, risk tolerances, and specific restrictions.

The IC-ISM sets asset allocation policy. The IC-ISM formally meets at least monthly to consider macro-economic conditions as well as quantitative market conditions that include momentum and valuation drivers across appropriate markets and the fundamental views of our market experts in equities, fixed income, and non-traditional markets. Following each meeting, the IC-ISM communicates its positioning, rationale, and any changes to staff for the benefit of client accounts.

Client assets may be invested in one or more formats, as appropriate to the specific client, including (i) affiliated or third party public and private investment funds employing active and/or passive management, (ii) separate accounts managed by affiliated or third party investment managers employing active and/or passive management, or (iii) individual securities. WTIA provides ongoing monitoring of performance of such private investment funds, investment managers and individual securities.

WTIA provides both strategic and tactical approaches in setting asset allocations. Long-term capital markets assumptions are the basis for determining long-term benchmark risk profiles and are used to establish strategic policy. Long-term Strategic Asset Allocations are constructed approximately every 4 or 5 years and are based on economic projections of key variables which have a major impact on market behavior. Details on the assumptions and inputs leading up to our Strategic Asset Allocations are provided in our Capital Markets Forecast which highlights the economic assumptions with which we begin our analysis. These estimates are provided to our proprietary Capital Markets Model which provides a series of return estimates for the next ten years for our strategic asset classes.

These returns are subjected to our proprietary optimization techniques which produce asset allocations across various risk levels. These risk levels are pre-determined and are broken into five points along the risk continuum that fall between aggressive and conservative allocations. Clients, through the assistance of their investment advisers are placed into one of these five risk levels based on their own set of investment needs and preferences.

Through the monthly decisions made by the IC-ISM, client portfolios are managed tactically in an effort to take advantage of opportunities or avoid challenges in current market conditions. The tactical allocation decisions begin with economic estimates for the year ahead as well as inputs from our equity and fixed income market experts on their outlooks for the upcoming 12 months. These inputs form the basis of return estimates which are optimized to produce recommended tactical allocations. The final implementation of these tactical decisions is made by the IC-ISM which will consider the level of confidence they have in the forecasted returns, the impact of possible trades on portfolio performance and tax considerations before making a final determination for any changes in asset allocation. Asset allocation strategies may be implemented through investments in individual securities, private funds, mutual funds, and ETFs or exchange traded notes.

## **MANAGER RESEARCH**

The WTIA platform is constructed to enable the use of third party products or managers, to achieve a suitable investment program tailored to the client's needs and goals. The selected asset allocation is executed using a comprehensive range of investment solutions managed by a combination of WTIA and third party managers. WTIA also uses research provided by the WTIA's Manager Research Group ("MRG") for the purpose of recommending sub- advisers for appointment as managers of Wilmington Funds' portfolios.

The MRG analyzes various affiliated and third-party investment vehicles, managers to provide clients access to a wide variety of asset classes and investment management styles. The manager assessment process is a multi-step analysis that focuses on both quantitative and qualitative factors. The quantitative factors that are considered includes but not limited to; benchmark and peer relative performance, risk adjusted returns, portfolio holdings over time; volatility, fees and expenses.

The qualitative factors include firm profile, manager's expertise, investment philosophy and process, investment style, risk management and transparency. These factors for each manager are evaluated independently and compare to other manager in the respective asset class. Once selected, MRG monitors the vehicles or manager in accordance with a variety of metrics.

## **OPTIONS OVERWRITE PROGRAM**

The Options Overwrite Program, which is sponsored and managed by Wilmington Trust, N.A. and its personnel, is available to those clients WTIA deems eligible to participate in such a program. Under the Options Overwrite Program, calls on selected stocks in the client's portfolio are sold, generating income from premiums at the time option contracts are written. This strategy seeks to reduce risk to the extent that income generated by the writing of call options offsets losses from any stock price declines. The Options Overwrite Program can be applied using two primary strategies, depending upon a client's specific investment goals:

### **PREMIUM HARVEST STRATEGY**

The Premium Harvest Strategy may be appropriate for clients that have large common stock positions that they do not intend to sell for the foreseeable future – regardless of changes in stock price, general stock market movement, or company-specific business



issues. This strategy allows such dormant positions the opportunity to generate additional income.

The goal of the Premium Harvest Strategy is to collect income from option premiums while limiting the impact of exercises on the original position. The strategy is implemented by selling out-of-the-money calls on the selected stock where the probability of the stock being called away is low. Options positions are actively managed in an attempt to maximize premium income consistent with retention of the underlying stock. In the event of exercise, the option contract may be bought back, at a loss, to avoid having position shares called away.

### **EXIT STRATEGY**

The Exit Strategy may be appropriate for clients that have a relatively large stock position that they intend to sell according to a schedule and/or if the price advances to some predetermined level. This strategy offers the opportunity to generate additional income on the stock in anticipation of eventually reaching a target price, effectively exchanging the potential appreciation above the strike price for the premium income.

The goal of the Exit Strategy is to offer a measured exit from a large concentrated or low cost basis position, while earning premiums on call option contracts. Implementation involves determining a price at or above which a specified portion of the position may be sold. That portion of the portfolio may be overwritten based on the desired market price. Other option positions may be actively managed in an effort to generate additional income.

#### Primary Risks:

Overwritten shares are restricted while the associated option is in place. If those shares should need to be sold, the restriction would need to be removed after an offsetting option trade is executed. If the shares lose value during that period, the inability to sell them immediately may cause the client to incur larger losses than might otherwise have incurred had the option not been written.

The risk of these strategies is the potential loss of appreciation in the stock which otherwise could have been enjoyed in the event the stock were sold at a price above the strike price. In this event, the position must be sold at the strike price, or the option will have to be bought back (at a loss) to prevent the stock from being called away.

### **INVESTMENT ADVISORY SERVICES FOR 401k Plans**

Using a consultative approach, WTIA provides defined contribution plan sponsors with data and insights to assist them in making informed, timely decisions. WTIA provides independent and objective recommendations on a range of topics to assist plan sponsors in creating an appropriate investment menu for plan participants. Depending upon plan type, services may include:

- Investment Policy Review
- Menu Construction
- Investment Manager recommendations
- Manager Monitoring
- Quarterly Reporting
- Qualified Default Investment Alternatives

## CONSULTING SERVICES

WTIA provides non-discretionary investment consulting services to institutional clients. These services include, but are not limited to:

- Investment Policy Review and Development
- Asset Allocation
- Manager Selection and Monitoring
- Performance Evaluation
- Performance Reporting
- Spending Policy

## INVESTMENT RISKS

All investments have some risk associated with them and have a potential for loss. Clients need to be able to bear this risk of loss. While we believe our investment strategies are designed to potentially produce the highest possible return for a given level of risk, we cannot guarantee that the investment objective or goal will be achieved. Additionally, investment decisions made by us may result in loss, which may include the original principal amount invested.

Overall Market Risk: Securities markets are volatile and the market prices of securities may decline. Securities fluctuate in price based on changes in a company's financial condition and overall market and economic conditions.

Risks Related to Investing for Growth: Due to their relatively high valuations, growth stocks are typically more volatile than value stocks. For instance, the price of a growth stock may experience a large decline on a forecast of lower earnings, a negative fundamental development, or an adverse market development. Further, growth stocks may not pay dividends or may pay lower dividends than value stocks. This means they depend more on price changes for returns and may be more adversely affected in a down market compared to value stocks that pay higher dividends.

Risks Related to Investing in GICS Sectors: Securities in each GICS sector may suffer collectively in the event of an adverse market or economic action. By investing in this larger group, investors can be exposed to companies within the industry that may not perform well or may become more volatile than other companies within the sector. Investments in GICS sectors will typically involve investing in a broad group of companies that are part of the same industry.

Risks Related to Company Size: Generally, the smaller the market capitalization of a company, the fewer the number of shares traded daily, the less liquid its stock and the more volatile its price. For example, medium- and small-capitalization stocks may be less liquid and more volatile than stocks of larger, well-known companies. Companies with smaller market capitalization also tend to have unproven track records, a limited product or service base and limited access to capital.

Interest Rate Risk: Prices of fixed income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise, prices of fixed income securities fall. However, market factors, such as the demand for particular fixed income securities, may cause the price of certain fixed income securities to fall while the price of other securities rise or remain unchanged. Interest rate changes have a greater effect on the price of fixed income securities with longer durations. Duration measures the

price sensitivity of a fixed income security to changes in interest rates.

Credit Risk: Fixed income securities carry the risk of default, which means that the issuer fails to pay interest or principal when due. Many fixed income securities receive credit ratings from services such as Standard & Poor's and Moody's Investor Services, Inc. These services assign ratings to securities by assessing the likelihood of issuer default. Lower credit ratings correspond to higher credit risk.

Call Risk: Call risk is the possibility that an issuer may redeem a fixed income security before maturity (a call) at a price below its current market price. An increase in the likelihood of a call may reduce the security's price.

Prepayment Risk: Prepayment risk is the risk that the issuer of a security will repay principal prior to the bond's maturity date, thereby changing the expected payment schedule. This is especially prevalent with mortgage-backed securities. Homeowners frequently refinance high interest rate mortgages when mortgage rates fall. This results in the prepayment of mortgage backed securities with higher interest rates. Conversely, prepayments due to refinancings decrease when mortgage rates increase. This extends the life of mortgaged backed securities with lower interest rates. Other economic factors can also lead to increases or decreases in prepayments. Increases in prepayments of high interest rate mortgage backed securities, or decreases in prepayment of lower interest rate mortgage backed securities, may reduce their yield and price. These factors, particularly the relationship between interest rates and mortgage prepayments, makes the price of mortgage backed securities more volatile than many other types of fixed income securities with comparable credit risks.

Asset Allocation Risk: Asset allocation strategies are subject to the risk that WTIA's asset allocation decisions among various asset classes will not anticipate market trends successfully. For example, investing too heavily in common stocks during a stock market decline may result in a failure to preserve capital. Conversely, investing too heavily in fixed income securities during a period of stock market appreciation may result in lower total returns.

Third-Party Management Risk: The performance of multi manager strategies is largely dependent on the performance results achieved by the appointed third part managers. WTIA will not have an active role in the day-to-day management or the ability to direct the specific investment decisions made by the third party managers. The failure of the managers to make profitable investments may have a negative impact to the client's portfolio.

Alternative Asset Classes: Investing in alternative asset classes such as commodities, hedge funds, real estate, bank loans and derivatives, including but not limited to buying and selling options and futures contracts, may have their own unique risks including, but not limited to, market risk, interest rate risk, counterparty risks, lack of liquidity, volatility of returns, absence of valuation and pricing information, delays in tax reporting and substantial loss due to speculative investment practices such as leveraging and short-selling.

Currency Risk: Changes in foreign currency exchange rates may affect the value of portfolio securities and devaluation of a currency by a country's government or banking authority also will have a significant impact on the value of any investments denominated in that currency.

**International Equity Risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. International equities can be more volatile and less liquid than investments in U.S. equities and may lose value because of adverse local, political, social, or economic developments overseas, or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, international investments are subject to settlement practices and regulatory and financial reporting standards that differ from those of the U.S.

**Exchange Traded Fund Risk:** Certain strategies and funds and make use of ETF's. ETF's use an indexing approach and may be affected by a general decline in market segments or asset classes relating to its underlying index. Each EFT invests in securities and instruments included in, or representative of, its underlying index regardless of the investment merits of the underlying index. ETF's generally will not be able to duplicate exactly the performance of the underlying indexes they seek to track. Although ETF's are generally listed on securities exchanges, there can be no assurances that an active trading market for such ETFs will be maintained. In addition, secondary market trading in ETF's may be halted by a national securities exchange because of market conditions or for other reasons.

**Master Limited Partnerships Risk:** Investing in MLPs entails risks related to fluctuations in energy prices, decreases in the supply of, or demand for, energy commodities, decreases in demand for MLPs in rising interest rate environments, unique tax consequences due to the partnership structure and potentially limited liquidity.

## **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 your evaluation of WTIA or the integrity of WTIA's management. WTIA has no disciplinary events to disclose.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Pursuant to inter-company arrangements, WTIA provides investment models and advice with respect to asset allocation, as well as recommendations regarding affiliated and third party investment vehicles and investment managers, to M&T Bank and its banking affiliate, Wilmington Trust, National Association ("the Banks"), and WTC, a subsidiary of M&T Bank, in their role as investment managers and trustees of certain trust and other accounts. WTIA also sub advises certain fixed income accounts for the Banks and WTC.

In addition to the customized asset allocations and related services described above, the Banks and their subsidiaries offer certain "packaged" solutions to address client investment needs, such as Portfolio Architect. Portfolio Architect is an asset allocation "wrap" product that is sponsored by M&T Bank, and is primarily sold through M&T Securities, M&T Bank's broker-dealer subsidiary. Portfolio Architect includes Wilmington Funds that cover certain investment disciplines, and also includes third-party investment vehicles recommended to M&T Bank by WTIA's MRG to address a broader variety of investment management approaches.

WTIA receives financial advantages, primarily in the form of fees, through the use of WTIA proprietary investment advice in the products and services offered by WTIA's affiliates.

WTIA may recommend to qualified clients other services of WTIA or its affiliates, including

investment in private funds where WTIM, an affiliate of WTIA, serves as general partner or managing member. As a result, WTIA or its affiliates may receive additional compensation in the form of advisory fees applied to the private funds or other offerings. The ability to offer affiliated investments and other services creates a potential conflict of interest, whereby WTIA or its affiliates may earn incremental revenues as a result of the additional assets under management. Similarly, additional compensation creates a potential conflict in making future recommendations where those recommendations may have the result of directing assets away from such affiliated offerings, particularly where fees to WTIA and/or its affiliates are higher than another alternative.

WTIA may invest client assets in mutual funds and private funds managed by it and by its affiliates, and to which its affiliates may provide services. Clients incur additional management fees on assets invested with affiliated and third-party managers or in mutual funds, including exchange-traded funds ("ETFs"). These additional management fees are paid by each client to the funds' managers, which may include WTIA or its affiliates. Clients may also incur distribution, service, sub accounting and similar fee, charged by mutual funds and ETF's and paid to fund service providers. A WTIA client invested in a Wilmington Fund (other than money market funds) receives a credit against its periodic account fee equal to the amount of advisory fees payable to the fund.

M&T Bank or an affiliate may serve as trustee, investment manager or custodian on accounts managed by WTIA. In addition, M&T Bank or an affiliate may serve as trustee for accounts that invest in the Wilmington Funds. M&T Bank also offers deposit accounts that allow cash balances to be "swept" into certain of the Wilmington Funds Money Market portfolios.

As described in Item 4, WTIA serves as sub-adviser to the Wilmington Funds. For these sub-advisory services, WTIA receives sub-advisory fees directly from WPMC, the investment adviser to the Wilmington Funds and an affiliate of WTIA. WTIA may recommend that a third party be engaged to serve as sub-adviser to a Wilmington Fund portfolio. Where WTIA recommends a third party to act as sub-adviser, WTIA is responsible for the continuous monitoring and oversight of the third-party manager.

WTIA or another affiliate of M&T Bank may provide fund administration services, and other services to the Wilmington Funds, and receive fees for those shareholder services. A description of the services provided and fees charged is contained in the prospectus for the Wilmington Funds.

Employees of WTIA may be designated as dual officers of other affiliates of M&T Bank, and, as dual officers, and/or leased employees, such individuals will perform duties for multiple organizations.

WTIA is under common control with M&T Securities, Inc. ("MTS"), a broker-dealer registered under the Securities Exchange Act of 1934. The primary business of MTS is the sale of mutual funds, including the Wilmington Funds, wrap accounts and annuities to retail customers. MTS provides retail brokerage services and routinely effects securities transactions, as agent for its clients for compensation for WTIA. In addition, it is possible that a client of WTIA may open a retail brokerage account at MTS.

To the extent permitted by law, WTIA may purchase municipal bonds and other securities from or through MTS. MTS may act as principal or agent, or its services may be limited to brokerage services. MTS may receive compensation in the form of a commission, a mark-up, a dealer concession, or other usual and customary compensation, depending upon the role

played by MTS. Since both WTIA and MTS are owned by M&T Bank, there is potentially an incentive for WTIA to utilize the services of MTS.

WTIA may direct that equity trades made on behalf of certain client accounts are executed through its affiliated broker-dealer M&T Securities. Generally, WTIA directs equity trades for client accounts to MTS for execution.

This activity creates a conflict of interest. To ensure that the conflict of interest concerns raised by using an affiliated broker are adequately addressed, the Wilmington Trust Best Execution Team, of which WTIA's Chief Compliance Officer is a member, periodically reviews MTS commissions to ensure they are in-line with industry norms.

In addition, periodic evaluations of commissions charged and other revenues received by MTS are performed to ensure that such commissions are comparable to the commissions which would be charged if an unaffiliated broker were used.

WTIA has adopted procedures designed to avoid potential conflicts in transactions involving MTS, and ensure that the interests of WTIA clients are protected and that WTIA follows rules as required by the Investment Company Act of 1940.

#### **Affiliated Investment Advisers**

- M&T Securities, Inc. ("MTS")  
MTS, a wholly-owned subsidiary of M&T Bank, is a state registered investment adviser and an SEC registered broker-dealer.
- Wilmington Funds Management Corporation ("WPMC")  
WPMC, a wholly-owned subsidiary of Wilmington Trust Corporation, which in turn is owned by M&T Bank Corporation, is a SEC-registered investment adviser. WPMC provides investment advisory and management services to the Wilmington Funds.
- Cramer Rosenthal McGlynn, LLC ("CRM")  
CRM is an SEC-registered investment advisers providing investment advisory services to institutional, high net worth, and investment company clients. Wilmington Trust Corporation, through another subsidiary, has controlling interest in CRM.
- Wilmington Trust Investment Management, LLC ("WTIM")  
WTIM, a wholly-owned subsidiary of Wilmington Trust Corporation, is an SEC-registered investment adviser. WTIM serves as the general partner or managing member of the Rodney Square Private Funds, and manages the Investment Advantage Account wrap program, which is no longer being offered to new clients.

To the extent permitted by applicable law and consistent with each client's investment objectives, each investment management area within M&T Bank Corporation may make available products or services in which a related person has a financial interest. Insurance services may be provided to WTIA clients through M&T Insurance Agency and/or M&T Securities. These companies are subsidiaries of M&T Bank.

WTIA engages M&T Bank affiliates to provide services in areas such as operations, technology, information systems, data security, human resources, risk management,

regulatory compliance and legal advice.

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

WTIA's personnel are subject to internal policies, including standards of conduct and a code of ethics that are designed to address matters involving potential conflicts between the interests of clients and those of WTIA, its related persons, and its personnel.

Employees of WTIA may from time to time purchase and/or sell securities, which are also purchased or sold for the accounts of WTIA's clients. Pursuant to a code of ethics, written procedures are established requiring that certain transactions for "access" persons be cleared, in advance, to ensure the avoidance of any conflict of interest relating to such transactions. All employees who are access persons are required to report on a quarterly basis any transactions made for their personal accounts or the accounts of related persons over which the employee/access person may have influence, control or a beneficial interest. Access persons must also report annually their holdings of all securities that are covered under the code of ethics, and must certify annually as to their understanding of and compliance with that code. A copy of the code is available to clients upon written request to WTIA at the address set forth on the cover page.

WTIA is a corporate subsidiary (and therefore a "related person") of M&T Bank, a New York-chartered Federal Reserve Member bank. M&T Bank has power and authority under relevant laws to engage by itself or through an affiliate in a variety of activities, including the power to act as fiduciary for trust accounts, the limited authority to act as underwriter with respect to certain types of securities, and the authority to conduct treasury functions, such as the purchase and sale of securities for the Bank's own account. Circumstances could arise where the activities of M&T Bank represent a conflict with actions of WTIA. For example, because it may purchase securities as principal for its own account, M&T Bank could seek to acquire, without the knowledge of WTIA, a security that WTIA is concurrently seeking to purchase on behalf of a client.

Also, to the extent consistent with the investment policy and best interests of the client, WTIA may acquire securities as to which M&T Bank has acted as underwriter or selling syndicate member. WTIA may also purchase securities issued by corporations that are current or prospective borrowers from M&T Bank. Nonetheless, in the foregoing situations, and more generally as a matter of ordinary business practice, WTIA seeks to place the interests of its clients above any known or perceived conflict with M&T Bank or its other affiliates, or the interests of their respective clients.

With respect to all of the foregoing, WTIA will not consider the financial relationships of M&T Bank or any related person when purchasing or selling securities for a client account.

## **ITEM 12 – BROKERAGE PRACTICES**

It is WTIA's policy to ensure that clients receive best execution of trades and to avoid potential conflicts of interest. WTIA will act in the best interest of its clients and will utilize various trading venues when entering/executing trades on behalf of its advisory clients.

WTIA considers a number of factors when determining whether to use a brokerage firm, including but not limited to:

- The reputation and perceived soundness of the firm

- Whether the firm provides comprehensive coverage of the particular investment markets
- Whether the firm is sufficiently knowledgeable about the market and about the security being traded so that prompt and accurate execution will be achieved
- Whether the securities prices offered by the firm represent fair market value and the commission charged is reasonable
- The firm's ability to execute block trades
- Quality and quantity of investment research furnished by the broker/dealers to WTIA
- The firm's standard of back-office and settlement arrangements

In arranging for trades in client portfolios, WTIA seeks to use the broker or other trading venue that will provide best execution, which is considered to be the most favorable combination available, at a given time for a given quantity of a security, of a number of factors, including price obtained, commission charged, liquidity, market conditions, required urgency of execution and whether the broker provides research products or services. Electronic Communications Networks (ECNs) are used when WTIA believes that the use of an ECN will help achieve best execution. Commission rates may vary significantly depending on the circumstances of a particular trade. For example, trades in smaller capitalization stocks, which are often less liquid than large cap stocks, may be more difficult to effect, and therefore may command a relative higher commission. Likewise, trades in non-U.S. securities may be subject to higher commissions as well as overall higher trading costs.

Broker-dealers used by WTIA may be execution-only firms or firms that provide research products or services. In selecting the broker for a particular equity trade, when more than one firm is believed to meet WTIA'S criteria, preference may be given to a broker-dealer that provides brokerage and research services (within the meaning of Section 28(e) of the Exchange Act), so long as WTIA believes that the amount of commission charged by such broker-dealer for effecting the transaction is reasonable in relation to the value of the brokerage and research services provided. Receipt of research services and products from brokers who execute client trades involves conflicts of interest. WTIA endeavors to be aware of the current level of charges of eligible broker-dealers and to minimize the expense incurred for effecting transactions to the extent consistent with the interests and policies of accounts. WTIA has no obligation to seek the lowest commission rate for any particular transaction, or to select a broker-dealer on the basis of its purported or "posted" commission rate.

WTIA may also direct securities transactions to be executed through MTS, its affiliated broker- dealer. MTS must undergo the same review process as a non-affiliated brokerage firm with respect to its inclusion on WTIA's Approved Broker List. WTIA, via Wilmington Trust's Best Execution Team, periodically reviews commission rates paid to broker-dealers, including MTS, for equity trades to confirm that the rates paid are not inconsistent with WTIA's best execution obligation.

With regard to fixed income trading, transactions are typically effected in an over-the-counter- market on a net basis (i.e., without commission) through dealers acting as principal or in transactions directly with the issuer. Dealers derive an undisclosed amount of compensation by offering securities at a higher price than they paid for them. Some fixed income securities, particularly non-investment grade and municipal securities, may have only one primary market maker. WTIA seeks to use dealers it believes to be actively and effectively trading the security being purchased or sold, but may not always obtain the lowest



available price with respect to a security. WTIA does not use fixed income trades to generate soft dollars, or spread rebates.

In certain circumstances, WTIA may cross trades between two advisory clients where it is deemed that the clients' best interests may be served and there is sufficient liquidity to ensure accurate pricing. No commissions are incurred by clients on such cross trades.

### **Proprietary and Third Party Research ("Soft Dollar") Practices**

WTIA may execute portfolio transactions with brokerage firms that provide proprietary and/or third party research products and services, as well as trade execution.

WTIA uses the proprietary and third party research received through broker-dealer firms to enhance internal research and assist in its securities evaluation and portfolio decision-making process. Products and services may include:

- Analyses, publications or reports which discuss issuers, industries, securities, economic factors and trends, security values or the advisability of investing in a security
- Services that summarize or provide analysis of financial statements, regulatory filings of security issuers or insiders, and corporate reference books
- Receipt of quotations for portfolio evaluations, historical security and market data for portfolio modeling purposes and analysis of portfolio characteristics
- Performance ranking or analytic services and credit rating services
- Other products and services, as identified by the firm's portfolio managers and analysts as providing information to enhance the investment decision-making process.

It is WTIA's policy that the benefits of research or other services acquired with commission dollars be allocated among all investment advisory accounts (including mutual fund portfolios managed by WTIA) even though certain accounts may not specifically generate commissions to pay for the particular service or research product involved. During each year, the value of each broker's research, execution capabilities and services are evaluated and a projection of commissions required to pay for the services is determined. The amount of commissions directed to each broker and the services received are reviewed by Wilmington Trust's Best Execution Team throughout the year and adjustments (increases or decreases to the planned amount) are made accordingly.

### **Directed Brokerage**

"Directed brokerage" is an arrangement whereby the client retains responsibility for the selection of brokers through which transactions are executed for the client's account. While this allows a client to retain autonomy over brokerage selection, directed brokerage accounts can experience adverse consequences. For example, WTIA could be in a better position to obtain more favorable brokerage commissions or execution prices on the client's behalf because of the volume of business it does with various brokers. WTIA may also not be able to execute transactions in certain types or issues of securities through the broker designated and may not be able to aggregate the order with other orders to the same broker, which could adversely impact the liquidity of the account or the price received compared with aggregated trades. It is the policy of WTIA to disclose to a client who directs WTIA to use a specific broker that having the directed broker execute all the clients trades may result in the client receiving less favorable execution for the reasons cited above.

## Trade Aggregation/Allocation Practices

WTIA manages numerous accounts, some of which may trade in the same securities. When orders to purchase or sell the same security are placed for more than one account managed by WTIA or its affiliates, to the extent practicable, WTIA will attempt to aggregate the transactions in order to facilitate best execution.

Where transactions are aggregated, each client account participates in the aggregated order at the average price per share, and all transaction costs will be borne on a pro rata basis or equally, depending on the type of cost.

If it is not possible to aggregate trades, or if only part of an order can be filled, WTIA will attempt to allocate portfolio transactions equitably among accounts. In making such allocations, the factors considered may include the investment objectives of affected accounts, the relative size of portfolio holdings of the same or comparable securities, whether the transaction would result in a meaningful position for the client's account, the availability of cash for investment, and the opinion of the persons responsible for recommending investments to the account. In some cases this procedure could have an adverse effect on the price or amount of securities available to a particular account. In the opinion of WTIA, however, the results obtained by application of these procedures will, on the whole, be in the best interest of each client.

Initial public offerings ("IPOs") are offerings of securities that frequently are of limited size and limited availability. To the extent WTIA purchases stocks for its clients through an IPO, WTIA's practice is to allocate IPO shares fairly and equitably among advisory clients over time.

The total allocation of an IPO received by WTIA is allocated across the most suitable investment strategy or strategies as determined by WTIA's portfolio management team. WTIA determines which strategy or strategies will participate in an IPO based on each strategy's investment objectives and restrictions and the investment merits of the security being offered. Generally, IPOs are allocated pro-rata across all eligible accounts within each participating investment strategy.

WTIA will at times allocate an IPO to a single investment strategy and not another based on investment criteria, availability of cash, or minimum allocation procedures. If WTIA determines that the number of shares received in an offering is insufficient to make a meaningful impact on the performance of a given strategy, WTIA will allocate the IPO shares to another investment strategy or strategies containing fewer assets under management. As a result and because WTIA (like many advisers) typically does not receive as many IPO shares as desired, WTIA's allocation procedures may disproportionately impact the performance of investment strategies containing fewer assets under management.

## Trade Errors

It is the policy of WTIA that utmost care is to be taken in making and implementing investment decisions on behalf of client accounts. To the extent that any errors occur during this investment process, they are to be:

- Corrected as soon as possible and in such a manner that the client incurs no loss and the account is made whole. A profit or gain resulting from a trading error in a fiduciary Account will be credited to the Account.
- Reported to the WTIA's Chief Compliance Officer ("CCO"), or delegate,

immediately after the error is detected and reported at the Wilmington Trust's Best Execution Team Meeting; If deemed necessary by the CCO, the error will be reported to WTIA management and, if appropriate, additional procedures will be designed and implemented to prevent or reduce errors.

### **ITEM 13 – REVIEW OF ACCOUNTS**

On a daily basis WTIA investment advisers review trade recap reports which document previous day securities transactions initiated on behalf of client accounts. The investment advisers also utilize monthly performance reports to identify performance outliers and ensure accounts are maintained in appropriate composites. WTIA also utilizes automated pre-trade compliance monitoring for select guideline parameters to ensure consistency with client investment guidelines.

All accounts for which WTIA has investment management responsibility are reviewed at least annually. New accounts are generally reviewed within 60 days of inception. Both the initial and annual reviews focus on the account's portfolio construction relative to the client's investment guidelines and compliance with the respective WTIA strategy. Reviews of consulting relationships are performed at least annually.

WTIA provides clients with a Portfolio Review on a periodic basis (at least annually), which includes asset allocation and performance data as well as an economic and market review and outlook. This Portfolio Review may contain a listing of assets which typically details acquisition cost, market value, percent of portfolio value, yield, estimated annual income and accrued income. Clients are urged to compare the information contained in their Portfolio Review with the account statement received from their custodian.

### **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

Employees of M&T Bank and its subsidiaries and affiliates, who refer prospective clients to WTIA, are eligible to receive a referral fee. The cost of the referral fee is paid by WTIA and is not passed on to the client who has been referred. Executive management is excluded from this program.

Payment of referral fees for prospective client referrals creates a potential conflict of interest to the extent that such a referral is not unbiased and the solicitor is, at least partially, motivated by financial gain. As these situations represent a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

- All such referral fees are paid in accordance with the requirements of the Investment Advisers Act of 1940;
- Any such referral fee will be paid solely from our investment management fee, and will not result in any additional charge to the client; and
- All referred clients will be carefully screened to ensure that our fees, services, and investment strategies are suitable to their investment needs and objectives.

WTIA may lease advisory or other staff to its affiliates in exchange for compensation subject to an intercompany agreement.

## **ITEM 15 – CUSTODY**

As a matter of policy, WTIA does not maintain physical custody of client's assets. It is our policy that we will not intentionally accept or hold client funds or securities, or have any authority to obtain possession of them. However, in accordance with the Investment Advisers Act of 1940, WTIA may be deemed to have custody of client accounts in the following instances:

- As a consequence of its authority to have advisory fees paid directly from the client's custody account.
- Through its affiliation with the Banks, which serve as custodian for WTIA client accounts.

Clients should receive at least quarterly, statements from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets. WTIA urges clients to carefully review such statements and compare such official custodial records to any account information that we may provide to you. Account information that we provide may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **ITEM 16 – INVESTMENT DISCRETION**

WTIA receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, WTIA observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, WTIA's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Where WTIA acts as sub-adviser to the Wilmington Funds, WTIA has discretionary authority over the portfolio pursuant to an agreement approved by the Funds' Board of Trustees.

## **ITEM 17 – VOTING CLIENT SECURITIES**

In its role as investment manager, WTIA may, if authorized by the client, receive solicitations to vote proxies with respect to securities held on behalf of the client's accounts. WTIA seeks to vote client proxies in a manner consistent with sound corporate governance that is designed to maximize shareholder value. For that reason, WTIA has retained Institutional Shareholder Services, Inc., ("ISS"), to provide recommendations on how proxies should be voted and to cast votes on behalf of WTIA's clients. ISS is an independent firm that specializes in analyzing shareholder voting issues, including the provision of widely-followed corporate governance policies and recommendations on specific matters.

We believe that any material conflicts of interest that could arise as a result of voting client proxies are adequately mitigated by relying upon the recommendations of ISS. However, conflicts of interest may arise in cases where we determine to vote a proxy other than as recommended by ISS, or in instances where ISS does not provide a recommendation. In such cases, the matter will be presented to the Proxy Voting Team, for review. The manner in which proxies involving a material conflict of interest have been voted by WTIA, as well as

the basis for any determination that WTIA does not have a material conflict of interest with respect to a particular matter will be documented and maintained by the Proxy Voting Team.

Clients who wish us to vote their shares in a certain manner, on a particular proxy item, should contact their account representative, or WTIA at the number provided on the cover page.

A record of proxy votes cast on your behalf by WTIA, or a copy of WTIA's proxy voting policy, is available upon written request to WTIA at the address set forth on the cover page.

#### **ITEM 18 – FINANCIAL INFORMATION**

WTIA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.