

Part 2A of Form ADV: Firm Brochure

Item 1: Cover Page

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This brochure provides information about the qualifications and business practices of EARNEST Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 404-815-8772 and/or jaywilson@earnestpartners.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.

Additional information about EARNEST Partners, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Material changes have been made to the Firm's brochure since the last annual update (3/29/16).

The changes in "Item 4: Advisory Business" are generally related to the amount of client assets managed.

The changes in "Item 5: Fees and Compensation" are generally related to Surplus Interest Accounts.

The changes in "Item 8: Methods of Analysis, Investment Strategies and Risk of Loss" are generally related to additional risks disclosures with respect to the following:

- concurrently managed accounts
- increasing interest rates
- short-term capital gains
- index/tracking error
- economic sanction laws and regulations
- liquidity
- tax laws and regulations
- hedging
- indirect investment in foreign securities
- conversion of equity investments
- restricted investments
- municipal securities
- failure of brokers, counterparties and exchanges
- derivative investments
- market disruption and terrorism
- loans
- environmental and social impact investments
- impact investments
- expedited transactions
- macro risks
- restrictions on investments
- assignments and participations
- lack of control over investments
- limited amortization requirements
- short duration fixed income strategies
- cross collateralization of borrowing obligations
- dependence on government funding, tax credits and other subsidies

The changes in "Item 12: Brokerage Practices" are generally related to allocation of investment opportunities, aggregated order trades and directed brokerage.

The changes in "Item 19: Miscellaneous" are generally related to account errors and error resolution.

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Item 4: Advisory Business

EARNEST Partners, LLC (hereinafter “we, us, Firm”) provides investment management services and we have been in business since 1999.

We generally may offer investment advice on a variety of securities including without limitation the following: equity securities, equity-linked securities, mutual fund shares, limited partnership interests, membership interests, fixed income securities, notes, debentures, convertible securities, depositary receipts, related rights, options (including without limitation, listed and over-the-counter options and the writing of options, whether or not covered), warrants, other securities, currencies and commodities, futures contracts, forward contracts, swaps, options on the foregoing, other derivative instruments and hybrid instruments, and other instruments and investments, in each case of every kind and character, traded on United States and non-United States markets (including over-the-counter markets) and exchanges.

We generally will not advise or act for clients in legal proceedings, including class actions or bankruptcies, involving securities purchased or held in clients’ accounts. Commercially reasonable efforts are used to transmit copies of class action notices we receive to the client or the client’s designee and we will not be responsible for reasonable delays in transmission.

The Firm provides portfolio management services for wrap fee programs, but does not sponsor wrap fee programs. Other than the range of allowed client-imposed restrictions, wrap fee accounts are generally managed the same as non-wrap fee accounts. A portion of the wrap fee is paid to us as the compensation for our services.

The Firm is owned approximately 87% by Westchester Limited, LLC and 13% by EP Partner Pool, LLC. Westchester Limited, LLC also owns 25% of GREYBULL Partners, LLC, (“Affiliate”), an affiliated registered investment adviser. Paul E. Viera indirectly owns more than 25% of the Firm through Westchester Limited, LLC.

The amount of client assets managed as of December 31, 2016:

Discretionary basis:	\$21,337,508,826
Non-discretionary basis:	\$ <u>75,582,130</u>
Total:	\$ <u>21,413,090,956</u>

For purposes of claiming compliance with the CFA Institute’s Global Investment Performance Standards (GIPS®), the Firm has defined its Institutional Division and Non-Institutional Division as separate firms. The Non-Institutional Division currently consists of advisory programs under which a fee, not based directly upon transactions in a client’s account, is charged for investment advisory services and the execution of client transactions (i.e. wrap fee programs). Only the Institutional Division claims compliance with GIPS® and as a result, the Institutional Division’s assets under management (AUM) will be presented when marketing the Institutional Division’s investment performance. The AUM for both Divisions will be shown for regulatory purposes (i.e. Form ADV, prospectuses, etc.).

Item 5: Fees and Compensation

Our standard fee schedules are set forth below. Fees are based upon the market value of the assets under management at the end of each calendar or fiscal quarter and are charged in arrears. The fee is generally due and payable within 15 days after the end of each quarterly period. Clients may authorize us to invoice their custodian directly for the payment of fees, simultaneously sending a copy of the invoice to the client, or authorize us to invoice the client directly for the payment of fees. Fees are generally subject to change with 90 days prior notice to the client. Clients are generally permitted to terminate their contracts with us upon written notice to the Firm provided at some reasonable time (normally 30 days) prior to the effective date of the termination. If the investment advisory agreement is terminated, all fees due to us will be prorated to the date of termination.

1. Small Cap, Mid Cap and All Cap Accounts:

1.00% on the first \$10,000,000
0.75% on the next \$15,000,000
0.60% on the next \$25,000,000
0.50% thereafter

2. Large Cap and Balanced Accounts:

0.75% on the first \$10,000,000
0.50% on the next \$10,000,000
0.35% thereafter

3. International and Global Equity Accounts:

0.85% on the first \$15,000,000
0.70% on the next \$60,000,000
0.65% on the next \$50,000,000
0.55% thereafter

4. Emerging Markets Equity Accounts:

1.00% on the first \$50,000,000
0.90% on the next \$60,000,000
0.80% on the next \$80,000,000
0.70% thereafter

5. Fixed Income Accounts:

0.35% on the first \$20,000,000
0.25% on the next \$30,000,000
0.20% on the next \$150,000,000
0.15% thereafter

6. Surplus Interest Accounts:

1.00% on all assets

The investment advisory fees a client pays to the Firm may be subject to negotiation, and may be higher or lower than the fees we charge other clients and may be higher or lower than the cost of similar services offered by other investment advisers. Factors we may consider in negotiating fees may include the amount and/or complexity of services required, the type of assets under management, the types of investment guidelines and restrictions imposed upon the management of the accounts, the amount of assets under management, the expectation for the amount of assets to grow rapidly, our prior relationship with the client, whether we are acting in a discretionary or non-discretionary capacity, the extent of reporting or other administrative services required, the level of due diligence we provide, and various competitive factors. In addition to the foregoing, there may be specialized investment strategies with individualized fee arrangements in place as well as historical fee schedules with long-standing clients that may differ from those applicable to new client relationships. The specific fee arrangements applicable to any particular client are set forth in the Investment Management Agreement between the Firm and the particular client. If there is a conflict between the preceding statements and the Investment Management Agreement, the Investment Management Agreement will control.

The fees due to us cover only the investment management services we provide and do not include costs associated with gaining access to restricted foreign markets (e.g. China, India, etc.), brokerage commissions, mark-ups and mark-downs, dealer spreads or other costs associated with the purchase and sale of securities, custodian fees, interest, taxes, or other account expenses. Also, each fund (e.g. mutual fund, exchange traded fund, etc.) in which we may invest on behalf of a client bears its own investment advisory fees and other expenses which are disclosed in each fund's prospectus.

Clients will also incur brokerage and other transaction costs. Item 12 of this brochure discusses brokerage practices.

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

The Firm may agree to negotiate performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) with some clients. We manage accounts that are charged a performance-based fee as well as accounts that are charged an asset-based fee.

Side-by-side management of accounts that are charged a performance-based fee and accounts that are charged an asset-based fee, may create conflicts of interest because we have an incentive to favor accounts for which we receive a performance-based fee. The conflicts relate to, among other things, the allocation of investment opportunities and the aggregation and allocation of transactions.

Policies and procedures have been implemented that we believe are reasonably designed to mitigate and manage the conflicts that arise from side-by-side management. Specifically, we manage client accounts to model portfolios that are approved by our investment committees, seek best execution with respect to all securities transactions, and aggregate and then allocate securities transactions to client accounts in a manner that we believe to be fair and equitable.

Item 7: Types of Clients

The Firm generally provides investment advice to any or all of the following types of clients: individuals, high net worth individuals, banks or thrift institutions, investment companies (including mutual funds), other pooled investment vehicles, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or other business entities, sovereign wealth funds, federal government entities, and state or municipal government entities. However, actual client composition is subject to change based on market conditions, business plan and other factors.

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

The Firm generally uses a variety of analysis methods including without limitation fundamental, technical, and cyclical analysis in formulating investment advice or managing assets, with our information coming from a variety of sources including without limitation financial newspapers and magazines; inspections of corporate activities; research materials prepared by others; corporate rating systems; annual reports, prospectuses and filings with the SEC; and company press releases.

The investment strategies we use in formulating investment advice or managing assets primarily includes long term purchases (securities held at least a year) and short term purchases (securities held less than a year), but from time-to-time may also include trading (securities sold within 30 days). Additionally, as described below, some investment strategies may also include short sales, margin transactions or other uses of leverage, and option writing, including covered options, uncovered options or spreading strategies.

From time to time, depending on the sophistication and risk tolerance of a client, we may occasionally implement, as part of such client's overall investment strategy, a separate account employing an alternative investment strategy ("Alternative Strategies"), including without limitation, an equity market neutral strategy or a fixed income absolute return strategy. Alternative Strategies may present special risks, including without limitation, higher fees, higher trading costs, volatile performance, heightened risk of loss, use of leverage, and are not suitable for all of our clients. As a result, Alternative Strategies will be offered only to those clients for whom they are reasonably determined to be suitable.

Investing in securities involves risk of loss (including the risk of loss of the entire investment) that clients should be prepared to bear. Investment should be made only after consulting with independent, qualified sources of accounting, investment, legal, tax and other advice. The information contained in this brochure cannot disclose every potential risk associated with an investment strategy, or all of the risks applicable to a particular client's portfolio. Rather, it is a general description of the nature and risks of the strategies and securities that clients may include in their investment guidelines for their portfolio. Clients should not include these strategies and securities in their guidelines for their portfolio unless they understand the risks of these strategies and securities that they permit the Firm to purchase on their behalf. Clients should also be satisfied that such securities are suitable for their portfolio in light of their circumstances, their investment objectives and their financial situation. In addition, clients of the Firm's pooled investment vehicles should review the prospectuses, offering memorandums and constituent documents for additional information about risks associated with those products. Certain risks of investing in securities and in using the Firm may include, but are not limited to, the following:

Certain Risks

- The risks that stock prices will fall significantly over short or extended periods of time.
 - Historically, the equity market has moved in cycles, and the value of securities may fluctuate significantly from day-to-day.

- Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a significant decline in response.
- The percentage of the client's investment portfolio assets invested in individual securities and in various regions, countries, states, industries and sectors will vary from time-to-time depending on our perception of investment opportunities. Investments in particular securities, regions, countries, states, industries or sectors may be more volatile than the overall stock market. Consequently, a higher percentage of holdings in a particular security, region, country, state, industry or sector may have the potential for greater impact on the performance of the client's investment portfolio.
- Smaller companies may have limited product lines, markets, or financial resources or they may depend on a few key employees. The securities of smaller companies may trade less frequently and in smaller volume than more widely held securities and the prices of these securities may fluctuate significantly more sharply than those of larger companies. Securities of such issuers may lack sufficient market liquidity to enable a client portfolio to effect sales at an advantageous time or without a substantial drop in price. Generally, the smaller the company size, the greater these risks. Although mid-cap companies are larger than smaller companies, they may be subject to many of the same risks.
- The risks that equity securities purchased at prices below what is believed to be their fundamental value may not increase to reflect that fundamental value or that their fundamental value may have been overestimated or that it may take a substantial period of time to realize that value.
- Investing in foreign companies poses significant additional risks since political and economic events unique to a country or region will affect those markets and their issuers.
 - In addition, investments in foreign companies are generally denominated in a foreign currency, the value of which may be influenced by currency exchange rates and exchange control regulations.
 - Changes in the value of a currency compared to the U.S. dollar may significantly affect (positively or negatively) the value of a security. These currency movements may occur separately from, and in response to, events that do not otherwise affect the value of the security in the issuer's home country.
- Investing in companies located or doing business in emerging market countries poses significant additional risks. An "emerging market" country is any country determined to have an emerging market economy, considering factors such as the country's credit rating, its political and economic stability and the development of its financial and capital markets. Typically, emerging markets are in countries that are in the process of industrialization, with lower gross national products than more developed countries.

- Investments in emerging market securities are considered speculative and subject to significantly heightened risks in addition to the significant general risks of investing in non-U.S. securities.
 - Unlike more established markets, emerging markets may have governments that are significantly less stable, markets that are significantly less liquid and economies that are significantly less developed.
 - Emerging market securities may be subject to smaller market capitalization of securities markets, which may suffer periods of significant relative illiquidity; significant price volatility; restrictions on foreign investment; and possible restrictions on repatriation of investment income and capital.
 - Financial intermediaries may be inexperienced, and counterparties may be subject to weaker safekeeping frameworks. Trading platforms in these markets may be new, and the relevant regulations may be untested and subject to change. There is no assurance that the systems and controls of such trading platforms will be adequate or that such platforms would continue in existence.
 - Foreign investors may be required to register the proceeds of sales, and future economic or political crises could lead to price controls, forced mergers, expropriation or confiscatory taxation, seizure, nationalization or creation of government monopolies.
 - The currencies of emerging market countries may experience significant declines against the U.S. dollar, and devaluation may occur subsequent to investments in these currencies.
 - Inflation and rapid fluctuations in inflation rates have had, and may continue to have, significant negative effects on the economies and securities markets of certain emerging market countries.
 - Emerging markets may also be adversely impacted by regional and global conflicts and terrorism and war, including actions that are contrary to the interests of the U.S.
 - A client investment portfolio's purchase and sale of securities in certain emerging countries may be constrained by limitations relating to daily changes in the prices of listed securities, periodic trading or settlement volume, and/or limitations on aggregate holdings of foreign investors. A client investment portfolio may not be able to sell securities in circumstances where price, trading, or settlement volume limitations have been reached.
- The risks related to frontier emerging markets companies. Investing in the securities of issuers operating in frontier emerging markets carries a high degree of risk and special considerations not typically associated with investing in more traditional developed markets. In addition, the risks associated with investing in the securities of issuers operating in emerging market countries are magnified when investing in frontier emerging market countries. These types of investments could be affected by factors not usually associated with

investments in more traditional developed markets, including without limitation risks associated with expropriation and/or nationalization, political or social instability, pervasiveness of corruption and crime, armed conflict, the impact on the economy of civil war, religious or ethnic unrest and the withdrawal or non-renewal of any license enabling the Firm to trade in securities of a particular country, confiscatory taxation, restrictions on transfers of assets, lack of uniform accounting, auditing and financial reporting standards, less publicly available financial and other information, diplomatic development which could affect investment in those countries and potential difficulties in enforcing contractual obligations. These risks and special considerations make investments in securities in frontier emerging market countries highly speculative in nature and, accordingly, may not be suitable for an investor who is not able to afford the loss of their entire investment. To the extent that an investor invests a significant percentage of its assets in a single frontier emerging market country, the investor will be subject to heightened risk associated with investing in frontier emerging market countries and additional risks associated with that particular country.

- There are currency risks. A client investment portfolio may purchase or sell currencies through the use of forward contracts or other instruments based on the Firm's judgment regarding the direction of the market for a particular currency or currencies. A client investment portfolio may also hold investments denominated in currencies other than the currency in which the client investment portfolio is denominated. Currency exchange rates can be extremely volatile, particularly during times of political or economic unrest or as a result of actions taken by central banks, which may be intended to directly affect prevailing exchange rates, and a variance in the degree of volatility of the market or in the direction of the market from the Firm's expectations may produce significant losses to a client investment portfolio. The Firm may or may not attempt to hedge all or any portion of the currency exposure of a client investment portfolio. However, even if the Firm does attempt to hedge the currency exposure of a client investment portfolio, it is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in any particular currency because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. To the extent unhedged, the value of a client investment portfolio's assets will fluctuate with currency exchange rates as well as the price changes of its investments in the various local markets and currencies. Thus, an increase in the value of the currency in which a client investment portfolio is denominated, compared to the other currencies in which a client investment portfolio makes its investments, will reduce the effect of increases and magnify the effect of decreases in the prices of the client investment portfolio securities in their local markets. Conversely, a decrease in the value of the currency in which a client investment portfolio is denominated relative to other currencies will have the opposite effect on the client investment portfolio's securities denominated in these other currencies.
- The risks related to investments in fixed income securities in general and the daily fluctuations (including significant fluctuations) in the fixed income securities markets which may be based on many factors, including fluctuations in interest rates, the quality of the instruments in the client's investment portfolio, national and international economic conditions, and general market conditions.

- The risks that the issuer or guarantor of a fixed income security or counterparty to the transactions in a client's investment portfolio will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the income in a client's investment portfolio may be significantly reduced. If the issuer, guarantor, or counterparty fails to repay principal, or pay interest, the value of that security and of the client's investment portfolio may be significantly reduced. The client's investment portfolio may be subject to credit risk to the extent that it invests in fixed income securities or engages in other transactions, such as securities loans, which involve a promise by a third party to honor an obligation to the client's investment portfolio. The credit quality of securities may deteriorate rapidly, which may impair the client's portfolio liquidity and cause significant value deterioration.
- The price of a fixed income security is dependent upon interest rates. Therefore, the total return of the client's investment portfolio, when investing a significant portion of its assets in fixed income securities, will vary significantly in response to changes in interest rates. A rise in interest rates will generally cause the value of fixed income securities to decrease. The reverse is also true. Consequently, there is the possibility that the value of the investment in fixed income securities in a client's investment portfolio may fall significantly because fixed income securities generally fall in value when interest rates rise. Changes in interest rates may have a significant effect on the client's investment portfolio holding a significant portion of its assets in fixed income securities with long-term maturities. A wide variety of market factors can cause interest rates to rise, including central bank monetary policy, rising inflation and changes in general economic conditions. The risks associated with increasing interest rates are heightened given that interest rates are near historic lows (and in certain cases, negative), but are expected to increase in the future with potentially adverse effects on the markets and clients' investment portfolios.
- Maturity risk is another factor which can significantly affect the value of the fixed income securities holdings in a client's investment portfolio. In general, the longer the maturity of a fixed income instrument, the higher its yield and the greater its sensitivity to changes in interest rates. Conversely, the shorter the maturity, the lower the yield but the greater the price stability.
- Fixed income securities are often rated by Nationally Recognized Statistical Rating Organizations ("NRSROs"). Fixed income securities rated BBB by Standard & Poor's® Rating Services ("S&P") or Fitch Investors Service, Inc. ("Fitch") and Baa by Moody's Investor Services, Inc. ("Moody's") are considered investment-grade securities, but are somewhat riskier than higher rated investment grade obligations because they are regarded as having only an adequate capacity to pay principal and interest, and are considered to lack outstanding investment characteristics and may be speculative. Fixed income securities with lower ratings are subject to higher credit risk and may be subject to significantly greater fluctuations in value than that of higher rated fixed income securities.

- Fixed income securities rated below Baa by Moody's and BBB by S&P or Fitch are considered speculative in nature and may be subject to certain significant risks with respect to the issuing entity and to significantly greater market fluctuations than higher-rated fixed income securities. Lower-rated fixed income securities are usually issued by companies without long track records of sales and earnings, or by companies with questionable credit strength. These fixed income securities are considered "below investment-grade" or "junk bonds." The market for these fixed income securities may be significantly less liquid than that of higher-rated fixed income securities and adverse conditions could make it extremely difficult at times to sell certain securities or could result in significantly lower prices. These risks can significantly reduce the value of the client's investment portfolio and the income it earns.
- The percentage of the client's investment portfolio assets invested in individual securities and in various regions, countries, states, industries and sectors will vary from time to time depending on our perception of investment opportunities. Investments in particular securities, regions, countries, states, industries or sectors may be more volatile than the overall fixed income securities market. Consequently, a higher percentage of holdings in a particular security, industry or sector may have the potential for greater impact on the performance of the client's investment portfolio.
- There is the risk that the average life of a fixed income security will be significantly extended through a slowing of principal payments (extension risk).
- A borrower is more likely to prepay a loan which bears a relatively high rate of interest. This means that in times of declining interest rates, some higher yielding securities might be converted to cash, and the Firm may be forced to purchase instruments with lower interest rates when the cash is used to purchase additional securities. The increased likelihood of prepayment when interest rates decline also limits market price appreciation of most mortgage-backed and asset-backed securities at a time when the prices of most fixed income securities rise. Bonds with differing underlying average prepayment rates can and will have different sensitivities to interest rate changes on their prepayment response. In addition, a fixed income security may be subject to redemption at the option of the issuer. If a fixed income security held by a client's portfolio is called for redemption, such client's portfolio will be required to permit the issuer to redeem the security, which could have an adverse effect on the client's portfolio.
- There are the risks of using leverage. Such leverage may be obtained through various means.
 - The use of short-term margin borrowings may result in certain significant additional risks. For example, should the securities pledged to a broker to secure a margin account decline in value, the broker may issue a "margin call" pursuant to which additional funds would have to be deposited with the broker or the pledged securities would be subject to mandatory liquidation to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the assets pledged to a broker as margin, the Firm might not be able to liquidate the client's investment portfolio assets quickly enough to pay off

the margin debt and the client's investment portfolio may therefore suffer additional significant losses as a result.

- Borrowing money to purchase a security may provide the client's investment portfolio with the opportunity for greater capital appreciation but at the same time will significantly increase the risk of loss with respect to the security. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed funds exceed the borrowing costs for such funds, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings.
- There are risks in selling securities short. Selling securities short inherently involves leverage because the short sale of a security may involve the sale of a security not owned by the seller. The seller may borrow the security for delivery at the time of the short sale. If the seller borrows the security, the seller must then buy the security at a later date in order to replace the shares borrowed. If the price of the security at such later date is lower than that at the date of the short sale, the seller realizes a profit; if the price of the security has risen, however, the seller realizes a loss. Selling a security short which is borrowed exposes the seller to unlimited risk with respect to the security due to the lack of an upper limit on the price to which a security can rise.
- There are the risks that growing competition may limit the Firm's ability to take advantage of investment opportunities in rapidly changing markets.
- The Firm is dependent on the services of a limited number of persons, and if the services of such key persons were to become unavailable, it could have a significant negative impact on the client's portfolio.
- The Firm may manage other accounts and it will remain free to manage additional accounts, including its own account, in the future. The Firm may vary the investment strategies employed on behalf of the client's account from those used for its other client accounts. No assurance is given that the results of the trading by the Firm will be similar to that of other accounts concurrently managed by the Firm and the Firm's brokerage policies and procedures may adversely impact a client's account as compared to other accounts concurrently managed by the Firm. It is possible that such accounts and any additional accounts managed by the Firm in the future may compete with the client's account for the same or similar positions in the markets.
- Actual and potential conflicts of interest exist in the structure and operations of the Firm. There is the risk that the Firm has failed to properly identify all of the conflicts or that it will fail to do so in the future. To the extent that the Firm does properly identify the conflicts, there is the risk that it will fail to appropriately remove or mitigate the conflicts. Additionally, to the extent that the Firm does appropriately seek to remove or mitigate those conflicts, there is the risk that one or more employees may violate the Firm's policies and procedures to remove or mitigate those conflicts.

- The Firm's trading activities may be made on the basis of short-term market considerations. The portfolio turnover rate may be significant, potentially involving substantial brokerage commissions, related transaction fees and expenses and financing charges. In addition, frequent trading is likely to result in a greater amount of gains being treated as short-term capital gains which may be subject to higher tax rates rather than the preferential rates applicable to long-term capital gains. As a result, high turnover and frequent trading in a client investment portfolio could have an adverse effect on the performance of the client investment portfolio.
- The Firm generally will follow a policy of seeking to diversify the client's portfolio among a number of positions. The Firm, however, may depart from such policy from time to time and may acquire for the client's portfolio a few, relatively large positions in relation to the client's portfolio. Consequently, a loss in any such position could result in a proportionately higher reduction in the client's portfolio than if the client's portfolio had been spread among a wider number of positions.
- There are volatility risks. Securities prices are highly volatile. Price movements for securities are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the psychological emotions of the market place. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument markets, and such intervention (as well as other factors) may cause these markets to move rapidly. The client's portfolio may be adversely affected by deteriorations in the financial markets and economic conditions throughout the world, some of which may magnify the risks described herein and have other adverse effects. Deteriorations in economic and financial market conditions, and uncertainty regarding economic markets generally, could result in declines in the market values of potential investments or declines in market values. Such declines could lead to losses and diminished investment opportunities for the client's portfolio, could prevent the client's portfolio from successfully meeting its investment objectives or could require the client's portfolio to dispose of investments at a loss while such unfavorable market conditions prevail. While such market conditions persist, the client's portfolio will also be subject to heightened risks associated with the potential failure of brokers, counterparties and exchanges, as well as increased systemic risks associated with the potential failure of one or more systemically important institutions.
- There are index/tracking error risks. To the extent it is intended that a client investment portfolio track an index, the client investment portfolio may not match, and may vary substantially from, the index for any period of time. A client investment portfolio that tracks an index may purchase, hold and sell securities at times when a non-index fund would not do so. The Firm does not guarantee that any tracking error targets will be achieved. Client investment portfolios tracking an index may be negatively impacted by any errors in the index, either as a result of calculation errors, inaccurate data sources or otherwise. The Firm does not guarantee the timeliness, accuracy and/or completeness of an index and the Firm is

not responsible for errors, omissions or interruptions in the index (including when the Firm or an affiliate acts as the index provider) or the calculation thereof (including when the Firm or an affiliate acts as the calculation agent).

- There are model risks. The management of client investment portfolios by the Firm may include the use of various proprietary investment models. There may be deficiencies in the design, testing, monitoring, and/or operation of these models, including as a result of shortcomings or failures of processes, people or systems. Such deficiencies may be difficult to detect and may not be detected for a significant period of time. Inadvertent systems and human errors are an inherent risk of models and the complexity of models may make it difficult or impossible to detect the source of any weakness or failure in the models before material losses are incurred. Moreover, the complexity of the models and their reliance on complex computer programming may make it difficult to obtain outside support. To the extent any third-party licensed intellectual property is used in the development of models, there may be adverse consequences if such material is no longer available. Finally, in the event of any software or hardware malfunction, or problem caused by a defect or virus, there may be adverse consequences to developing or monitoring models. Investments selected using models may perform differently than expected as a result of the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models (including, for example, data problems and/or software issues). Moreover, the effectiveness of a model may diminish over time, including as a result of changes in the market and/or changes in the behavior of other market participants. A model's return mapping is based on historical data regarding particular asset classes. Certain strategies can be dynamic and unpredictable, and a model used to estimate asset allocation may not yield an accurate estimate of the then current allocation. Operation of a model may result in negative performance, including returns that deviate materially from historical performance, both actual and pro-forma. There is no guarantee that the use of these models will result in effective investment decisions for client investment portfolios.
- There are valuation risks. The net asset value of a client investment portfolio as of a particular date may be materially greater than or less than its net asset value that would be determined if a client investment portfolio's investments were to be liquidated as of such date. For example, if a client investment portfolio was required to sell a certain asset or all or a substantial portion of its assets on a particular date, the actual price that a client investment portfolio would realize upon the disposition of such asset or assets could be materially less than the value of such asset or assets as reflected in the net asset value of a client investment portfolio. Volatile market conditions could also cause reduced liquidity in the market for certain assets, which could result in liquidation values that are materially less than the values of such assets as reflected in the net asset value of a client investment portfolio. A client investment portfolio may invest in assets that lack a readily ascertainable market value, and a client investment portfolio's net asset value will be affected by the valuations of any such assets (including, without limitation, in connection with calculation of any fees). In valuing assets that lack a readily ascertainable market value, the Firm (or an affiliated or independent agent thereof) may utilize dealer supplied quotations or pricing models developed by third parties, the Firm and/or affiliates of the Firm. Such methodologies may be based upon

assumptions and estimates that are subject to error. The value of assets that lack a readily ascertainable market value may be subject to later adjustment based on valuation information available to a client investment portfolio at that time. Any adjustment to the value of such assets may result in an adjustment to the net asset value of a client investment portfolio.

- There are cash management risks. To the extent the Firm has the authority to manage cash for a client investment portfolio for various reasons, including for temporary or defensive positions or to meet the liquidity needs of such client investment portfolio, the Firm may, at certain times and subject to the investment guidelines for such client investment portfolio, invest some of its assets temporarily in money market funds or other similar types of investments. During any period in which its assets are not substantially invested in accordance with its principal investment strategies, a client investment portfolio may be prevented from achieving its investment objective, which may adversely affect that client investment portfolio's performance.
- The Firm is subject to economic sanction laws and regulations in the United States and other jurisdictions that may prohibit transacting, directly or indirectly, with certain countries, territories, entities and individuals. It is possible that these types of economic sanction laws and regulations may significantly restrict or completely prohibit the Firm's intended investment activities. In addition, the Firm is committed to complying with the U.S. Foreign Corrupt Practices Act and other U.S. and non-U.S. anti-corruption laws and regulations, as well as U.S. anti-boycott regulations, to which it is subject. As a result, the Firm may be adversely affected because of its unwillingness to participate in transactions that may violate such laws or regulations. In the event that the Firm determines that an investor is subject to any trade, economic or other sanctions imposed by the United Nations or any other applicable governmental or regulatory authority, the Firm may take such actions as it determines appropriate to comply with applicable law, including, without limitation, (i) blocking or freezing client investment portfolios or interests therein, (ii) where permitted by the applicable sanctions law, requiring an investor in a pooled investment vehicle to redeem from the fund, and delaying the payment of any redemption proceeds, without interest, until such time as such payment is permitted under applicable law, (iii) excluding an investor in a pooled investment vehicle from allocations of net capital appreciation and net capital depreciation and distributions made to other investors, and (iv) excluding an investor in a pooled investment vehicle from voting on any matter upon which investors are entitled to vote, and excluding the net asset value of such investor's interest in the fund for purposes of determining the investors entitled to vote on or required to take any action in respect of the fund.
- There are electronic trading risks. The Firm may trade on electronic trading and order routing systems, which differ from traditional open outcry trading and manual order routing methods. Transactions using an electronic system are subject to the rules and regulations of the exchanges offering the system or listing the instrument. Characteristics of electronic trading and order routing systems vary widely among the different electronic systems with respect to order matching procedures, opening and closing procedures and prices, trade error policies and trading limitations or requirements. There are also differences regarding qualifications for access and grounds for termination and limitations on the types of orders

that may be entered into the system. Each of these matters may present different risk factors with respect to trading on or using a particular system. Each system may also present risks related to system access, varying response times and security. In the case of internet-based systems, there may be additional risks related to service providers and the receipt and monitoring of electronic mail. Trading through an electronic trading or order routing system is also subject to risks associated with system or component failure. In the event of system or component failure, it is possible that for a certain time period, it might not be possible to enter new orders, execute existing orders or modify or cancel orders that were previously entered. System or component failure may also result in loss of orders or order priority. Some investments offered on an electronic trading system may be traded electronically and through open outcry during the same trading hours. Exchanges offering an electronic trading or order routing system and listing the instrument may have adopted rules to limit their liability, the liability of brokers and software and communication system vendors and the amount that may be collected for system failures and delays. The limitation of liability provisions vary among the exchanges.

- All losses of a client investment portfolio, including losses relating to investments in affiliated investment funds managed by the Firm, shall be borne solely by such client investment portfolio and not by the Firm or its affiliates or subsidiaries. The Firm's and its affiliates' or subsidiaries' losses in an affiliated investment fund will be limited to losses attributable to the ownership interests in such investment fund held by the Firm and its affiliates or subsidiaries, if any, in their capacity as investors in such investment fund.
- In circumstances in which client investment portfolios invest in unaffiliated investment funds, the client investment portfolios will bear any fees or other compensation due to the Firm and expenses at the client investment portfolio level, in addition to any fees or compensation and expenses which may be due at the investment fund level.
- Certain investments made by the Firm for client investment portfolios are intended for investors who can accept the risks associated with investing in illiquid securities, and the possibility of partial or total loss of capital. There is no assurance that client investment portfolios will achieve their investment or performance objectives, including, without limitation, the location of suitable investment opportunities and the achievement of targeted rates of return, or that client investment portfolios will be able to fully invest their capital.
- The Firm may receive performance-based compensation from client investment portfolios based upon the net capital appreciation of client investment portfolio assets. Such compensation arrangements create an incentive for the Firm to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In many cases, performance-based compensation may be calculated on a basis that includes unrealized appreciation of assets. In such cases, such compensation may be greater than if it were based solely on realized gains and losses. See Item 6, Performance-Based Fees and Side-By-Side Management.
- There are risks of reliance on technology. The Firm may employ investment strategies that are dependent upon various computer and telecommunications technologies. The successful

implementation and operation of such strategies could be severely compromised by telecommunications failures, power loss, software-related “system crashes,” fire or water damage, or various other events or circumstances. Any such event could result in, among other things, the inability of the Firm to establish, maintain, modify, liquidate, or monitor the client investment portfolios’ investments, which could have a material adverse effect on the client investment portfolios.

- There are energy, oil and gas sector risks. Client investment portfolios may invest in companies within the energy, oil and gas sectors. Energy, oil and gas companies are subject to specific risks, including, among others, fluctuations in commodity prices; reduced consumer demand for commodities such as oil, natural gas or petroleum products; reduced availability of natural gas or other commodities for transporting, processing, storing or delivering; slowdowns in new construction; extreme weather or other natural disasters; and threats of attack by terrorists on energy assets. Additionally, changes in the regulatory environment for these companies may adversely impact their profitability. Over time, depletion of natural gas reserves or other commodities may also affect the profitability of companies in the energy, oil and gas sectors.
- There are exchange traded fund risks. Client investment portfolios may invest in Exchange Traded Funds (“ETFs”). Most ETFs are passively managed investment companies whose shares are purchased and sold on a securities exchange. An ETF represents a portfolio of securities designed to track a particular market segment or index. In addition to presenting the same primary risks as an investment in a conventional fund, an ETF may fail to accurately track the market segment or index that underlies its investment objective. Moreover, ETFs are subject to the following risks that do not apply to conventional funds: (i) the market price of the ETF’s shares may trade at a premium or a discount to their net asset value; (ii) an active trading market for an ETF’s shares may not develop or be maintained; and (iii) there is no assurance that the requirements of the exchange necessary to maintain the listing of an ETF will continue to be met or remain unchanged.
- There are exchange traded note risks. Client investment portfolios may invest in Exchange Traded Notes (“ETNs”), which are senior, unsecured, unsubordinated debt securities issued by a sponsoring financial institution. The returns on an ETN are linked to the performance of particular securities, market indices, or strategies, minus applicable fees. ETNs are traded on an exchange (e.g., the NYSE) during normal trading hours; however, investors may also hold an ETN until maturity. At maturity, the issuer of an ETN pays to the investor a cash amount equal to the principal amount, subject to application of the relevant securities, index or strategy factor. Similar to other debt securities, ETNs have a maturity date and are backed only by the credit of the sponsoring institution. ETNs are subject to credit risk. The value of an ETN may be influenced by, among other things, time to maturity, level of supply and demand for the ETN, volatility and lack of liquidity in underlying assets, changes in the applicable interest rates, changes in the issuer’s credit rating, and economic, legal, political or geographic events that affect the underlying assets. When a client investment portfolio invests in ETNs, it will bear its proportionate share of any fees and expenses borne by the ETN. Although an ETN is a debt security, it is unlike a typical bond, in that there are no periodic interest payments and principal is not protected.

- There are master limited partnership (“MLP”) risks. Investments by a client investment portfolio in securities of MLPs involve risks that differ from investments in common stock, including risks related to limited control and limited rights to vote on matters affecting the MLP, risks related to potential conflicts of interest between the MLP and the MLP’s general partner, cash flow risks, dilution risks and risks related to the general partner’s right to require unit- holders to sell their common units at an undesirable time or price because of regulatory changes or other reasons. Certain MLP securities may trade in lower volumes due to their smaller capitalizations. Accordingly, those MLPs may be subject to more abrupt or erratic price movements, may lack sufficient market liquidity to enable a client investment portfolio to effect sales at an advantageous time or without a substantial drop in price, and investment in those MLPs may restrict a client investment portfolio’s ability to take advantage of other investment opportunities. MLPs are generally considered interest-rate sensitive investments. During periods of interest rate volatility, these investments may not provide attractive returns. In addition, the managing general partner of an MLP may receive an incentive allocation based on increases in the amount and growth of cash distributions to investors in the MLP. This method of compensation may create an incentive for the managing general partner to make investments that are riskier or more speculative than would be the case in the absence of such compensation arrangements.
- There are technology sector risks. The stock prices of technology and technology-related companies and therefore the value of client investment portfolios that invest in the technology sector may experience significant price movements as a result of intense market volatility, worldwide competition, consumer preferences, product compatibility, product obsolescence, government regulation, excessive investor optimism or pessimism, or other factors.
- Actual and perceived accounting irregularities may cause dramatic price declines in the securities of companies reporting such irregularities or which are the subject of rumors of accounting irregularities.
- Common stock and similar equity securities generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.
- Bonds and similar fixed income securities generally are either secured or unsecured. Although secured bonds entitle holders to an interest in the assets of the issuer that are pledged as collateral for the bonds, the proceeds from the sale of such collateral may not fully repay the creditors in the event of a default. Holders of unsecured bonds represent the most junior position of an issuer’s creditors.
- The market value of securities in general, and particularly the market value of fixed income securities, tend to be highly sensitive to fluctuations in interest rates. Interest rate increases

generally will increase the interest carrying costs of leverage arrangements, including borrowed funds and securities.

- Duration is a measure of systematic risk based upon a bond's price sensitivity to interest rate changes. The client's portfolio will fluctuate over a range and could at times be significantly higher or lower than any or all fixed income indices at some time.
- Convexity is a measure of the change in duration of a fixed income instrument resulting from an interest rate change. The client's portfolio could sometimes exhibit a negative convexity (that prices decline faster when interest rates rise than prices rise when interest rates decline) while at other times it could exhibit a positive convexity (that prices rise faster when interest rates decline than prices fall when interest rates rise).
- The client's portfolio will be subject to credit and market risks. Investments in fixed-rate and floating rate mortgage-backed and asset-backed fixed income securities will entail normal credit risks such as the risk of non-payment of principal and interest on the security, and market risks such as the risk that interest rates and other factors will cause the value of a security to decline. Many issuers or servicers of mortgage-backed securities guarantee timely payments of interest and principal on the securities, whether or not payments are made when due on the underlying obligations. This kind of guarantee generally increases the quality of a security, but does not mean that the security's market value and yield will not decline. Like other fixed income investments, the value of a fixed rate mortgage-backed and asset-backed security may tend to rise when interest rates fall, and fall when interest rates rise. The value of fixed income securities also may change based upon the markets perception of the creditworthiness of the organization which issues or guarantees them.
- The client investment portfolios may, but are not required to, use credit ratings to evaluate securities. Credit ratings do not evaluate the market value risk of lower-quality securities and, therefore, may not fully reflect the true risks of an investment, and they are used only as a preliminary indicator of investment quality. Investments in lower-quality and comparable unrated obligations will be more dependent on the credit analysis of the Firm than would be the case with investments in investment-grade debt obligations.
- There are certain risks associated specifically with collateralized mortgage obligations ("CMOs"). CMOs issued by private entities are not U.S. Government securities and are not guaranteed by any government agency, although the securities underlying a CMO may be subject to a guarantee. Therefore, if the collateral securing the CMO, as well as any third party credit support or guarantees, is insufficient to make payment the holder of a CMO could sustain a loss.
- There are other debt instrument, CBO and CLO risks. The client investment portfolios may directly or indirectly invest in other investment grade or other debt instruments of companies or other entities not affiliated with countries or governments, including but not limited to, senior and subordinated corporate debt; investment grade tranches of collateralized mortgage obligations; preferred stock; corporate securities; and bank debt. As with other investments made by a client investment portfolio, there may not be a liquid market for these debt

instruments, which may limit the client investment portfolio's ability to sell these debt instruments or to obtain the desired price. Client investment portfolios may also invest in collateralized bond obligations ("CBOs") and collateralized loan obligations ("CLOs"), which may be fixed pools or may be "market value" or managed pools of collateral, including commercial loans, high yield and investment grade debt and derivative instruments relating to debt. Depending upon the tranche of a CBO or CLO in which a client investment portfolio invests, the returns may be extremely sensitive to the rate of defaults in the collateral pool, and redemptions by more senior tranches could result in an elimination, deferral or reduction in the funds available to make interest or principal payments to the tranches held by client investment portfolios. In addition, there can be no assurance that a liquid market will exist in any CBO or CLO when a client investment portfolio seeks to sell its interest therein. Also, it is possible that a client investment portfolio's investment in a CBO or CLO will be subject to certain contractual limitations on transfer. Further, a CBO or CLO may be difficult to value given current market conditions.

- There are floating and variable rate obligations risks. Client investment portfolios may invest in instruments that have floating and/or variable rate obligations. For floating and variable rate obligations, there may be a lag between an actual change in the underlying interest rate benchmark and the reset time for an interest payment of such an obligation, which could harm or benefit the client investment portfolio, depending on the interest rate environment or other circumstances. In a rising interest rate environment, for example, a floating or variable rate obligation that does not reset immediately would prevent a client investment portfolio from taking full advantage of rising interest rates in a timely manner. However, in a declining interest rate environment, a client investment portfolio may benefit from a lag due to an obligation's interest rate payment not being immediately impacted by a decline in interest rates. Certain floating and variable rate obligations have an interest rate floor feature, which prevents the interest rate payable by the security from dropping below a specified level as compared to a reference interest rate. Such a floor protects client investment portfolios from losses resulting from a decrease in the reference rate below the specified level. However, if the reference rate is below the floor, there will be a lag between a rise in the reference rate and a rise in the interest rate payable by the obligation, and client investment portfolios may not benefit from increasing interest rates for a significant amount of time.
- Trading in certain securities and derivatives takes place primarily in over-the-counter markets consisting of groups of dealer firms that are typically major securities firms. Because the market for certain securities and derivatives is a dealer market, rather than an auction market, no single obtainable price for a given instrument prevails at any given time. Not all dealers maintain markets in all securities at all times. The bid-asked spread for certain securities may be significantly wider than for other instruments. There is no limitation on the daily price moves of these instruments and a dealer is not required to continue to make markets in such instruments. There have been periods during which dealers have refused to quote prices or have quoted prices with an unusually wide spread between the bid and asked price. By its nature, the market for certain securities is a very specialized market and investors in it have been predominantly financial institutions. The market for certain securities, while growing in volume, may pose liquidity problems as certain securities trade infrequently or only in small amounts. The limited size of the market

for certain securities may cause prices to be unduly influenced by traders who take and trade large positions. The Firm may have difficulty disposing of certain securities because there may be a thin trading market for such securities.

- Credit card receivables are generally unsecured, and the debtors are entitled to the protection of a number of state and federal consumer credit laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. In addition, some issuers of automobile receivables permit the servicer to retain possession of the underlying obligations. If the servicer were to sell these obligations to another party, there is a risk that the purchaser would acquire an interest superior to that of the holders of the related automobile receivables.
- The Firm may engage in over-the-counter (“OTC”) transactions. In general, there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. The client’s portfolio will therefore be exposed to greater risk of loss through default than if the Firm confined its trading to regulated exchanges.
- The Firm may seek to employ various risk management techniques designed in an attempt to manage the risk of the client’s portfolio versus one or more benchmark indices. A substantial risk remains, nonetheless, that such techniques will not always be possible to implement and when possible will not always be effective in managing such risk.
- It may not always be possible to execute a buy or sell order at the desired price or at the desired time or to liquidate an open position due to market conditions or otherwise. It is also possible that a governmental authority may suspend or restrict trading or order the immediate settlement of a particular trade or in particular securities or allow trading for liquidation purposes only.
- Substantial additional regulation on the financial markets may be imposed. Although it is not possible to predict what, if any, regulatory changes will in fact be imposed on the markets, any such regulations could significantly restrict the Firm’s access to such markets. Any such regulations might also impair the liquidity of the markets.
- Institutions, such as brokers and dealers, may encounter financial difficulties that impair the operating capabilities of the Firm. The Firm will attempt to limit its transactions to well-capitalized and established brokers and dealers in an effort to mitigate such risks.
- The client’s portfolio may be subject to the risks of the inability of counterparties to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes, which could subject the client’s portfolio to substantial losses. In an effort to mitigate such risks, the Firm will attempt to limit transactions to counterparties which are established, well-capitalized and creditworthy.

- There are significant risks in using options which may result in the loss of a portion of or all of the principal investment, and/or funds in excess of the principal investment. There are special risks associated with uncovered option writing which expose the investor to significant loss. The potential loss of uncovered call writing is unlimited. As with writing uncovered calls, the risk of writing uncovered put options is substantial. For combination writing, where an investor writes both a put and a call on the same underlying instrument, the potential risk is unlimited.
- It is possible that legislative, administrative or judicial changes may occur which may alter, either prospectively or retroactively, any one or more of the risks.
- The Firm will engage in trading on non-U.S. exchanges and markets for certain client investment portfolios. Trading on such exchanges and markets involves certain risks not applicable to trading on U.S. exchanges and is frequently less regulated. For example, certain of such exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants as do U.S. exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on such exchanges. Some non-U.S. exchanges, in contrast to U.S. exchanges, are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non-U.S. exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct governmental intervention. Certain markets and exchanges in non-U.S. countries have different clearance and settlement procedures than U.S. markets for trades and transactions and in certain markets, there have been times when settlement procedures have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Any difficulty with clearance or settlement procedures may expose the client's portfolio to losses. Such trading activities on non-U.S. markets would also be subject to the risk of fluctuations in the exchange rate between the local currency and the U.S. dollar and to the possibility of exchange controls.
- The Firm intends to trade in securities of non-U.S. issuers traded outside of the United States. In addition to currency exchange risks, such trading requires consideration of certain other risks not typically associated with investing in securities of U.S. issuers. There may be less publicly available information regarding issuers located in certain countries. In addition, certain countries may have no laws or regulations prohibiting insider trading. Furthermore, if the accounting standards in a non-U.S. country do not require as much detail as U.S. standards, it may be harder for the Firm to analyze the financial condition of an issuer located in such country. The economies of certain countries often do not compare favorably with the economy of the United States with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position. Certain of such economies may rely heavily on particular industries or foreign capital and are more vulnerable to diplomatic developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers and other protectionist or retaliatory measures. Investments in non-U.S. markets also may be

adversely affected by governmental actions such as the imposition of capital controls, nationalization of companies or industries, expropriation of assets or the imposition of punitive taxes. In addition, the governments of certain countries may prohibit or impose substantial restrictions on foreign investing in their capital markets or in certain industries. Any such action could severely affect security prices, impair the Firm's abilities to purchase or sell non-U.S. securities or otherwise adversely affect the client's portfolio. Other non-U.S. market risks include, higher transaction costs, less liquidity, greater volatility, difficulties in pricing securities, difficulties in enforcing favorable legal judgments in non-U.S. courts, and political and social instability. Legal remedies available to investors in certain countries may be less extensive than those available to investors in the United States or other countries.

- There are the risks that any or all of the Firm's processes and procedures including without limitation investment processes, research, risk controls, people, systems, and tools and methodologies may be inadequate, may fail and/or cease to work resulting in a significant loss in the client's portfolio. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures.
- There are the risks that any or all of the Firm's vendors and/or service providers upon which it relies including without limitation research and data providers, pricing vendors, index providers, and NRSROs and other rating agencies may provide the Firm with inaccurate information and/or services or fail to provide the Firm with information and/or services. Any or all of which may result in a significant loss in the client's portfolio.
- There are the risks that the Firm has not identified all of its risks and that it may fail to do so in the future. To the extent the Firm does accurately identify its risks, there is the risk that it may fail to appropriately mitigate those risks. Additionally, to the extent that the Firm does appropriately seek to mitigate those risks, there is the risk that one or more employees may violate the Firm's policies and procedures to mitigate those risks. Any or all of which may result in a significant loss in the client's portfolio.
- There are investment style risks. Different investment styles (e.g. "core", "growth" or "value") tend to shift in and out of favor depending upon market and economic conditions as well as investor sentiment. The client's portfolio may outperform or underperform other accounts that invest in similar asset classes but employ different investment styles.
- There are liquidity risks. A client's portfolio may include investments that may be illiquid or that are not publicly traded and/or for which no market is currently available, that are subject to legal, regulatory or contractual restrictions on their sale or transfer, or that may become less liquid in response to market developments or adverse investor perceptions. Lack of liquidity could prevent us from liquidating unfavorable positions promptly or at a favorable price and could subject the client investment portfolio to substantial losses. Investments that are illiquid or that trade in lower volumes may be more difficult to value. Liquidity risk may be the result of, among other things, the reduced number and capacity of traditional market participants to make a market, including in fixed income securities, or the lack of an active market. Additionally, market participants may attempt to sell fixed income holdings at the

same time as the client portfolio, which could cause downward pricing pressure and contribute to illiquidity. Further, a client's portfolio may invest in private funds that place limitations on being able to redeem their capital account balances or withdraw their interests, and there will be no active secondary market for the interests. Moreover, investors in private funds may not, directly or indirectly, sell, assign, encumber, mortgage, transfer, or otherwise dispose of, voluntarily or involuntarily, any portion of their interests without the private fund's consent, which may be granted or withheld in its sole discretion.

- There are management risks which is the risk that a strategy used by the Firm may fail to produce the intended results for a client's portfolio, including the risk that the entire amount invested may be lost. There is no guarantee that the investment objective of the client's portfolio will actually be achieved and investment results of the client's portfolio may vary substantially over time.
- There are market risks which is the risk that the value of the securities in which a client's portfolio invests may go up or down in response to the prospects of individual companies, particular sectors or governments, and/or general economic conditions throughout the world due to increasingly interconnected global economies and financial markets. In addition, governmental and quasi-governmental organizations have taken a number of unprecedented actions designed to support the markets. Such conditions, events and actions may result in greater market risk.
- There are legal, tax and regulatory risks. The Firm is subject to legal, tax and regulatory oversight, including by the SEC and similar regulators. As a result, certain of the Firm's activities and transactions in respect of the client's portfolio may be restricted. Similarly, there have been recent legislative, tax and regulatory changes and proposed changes that may apply to the activities of the Firm that may require material adjustments to the business and operations of, or have other material adverse effects on, the client's portfolio. Any rules, regulations and other changes, and any uncertainty in respect of their implementation, may result in increased costs, reduced profit margins and reduced investment and trading opportunities, all of which may negatively impact the performance of the client's portfolio.

Each client is advised (i) that tax laws and regulations are changing on an ongoing basis and (ii) that these laws and regulations may be changed with retroactive effect. Moreover, the interpretation and application of tax laws and regulations by certain tax authorities may not be clear, consistent or transparent. Uncertainty in the tax law may require a client investment portfolio to accrue potential tax liabilities even in situations where a client investment portfolio and/or its investors do not expect to be ultimately subject to those tax liabilities. Further, accounting standards and/or related tax reporting obligations may change, giving rise to additional accrual and/or other reporting obligations. Each prospective investor is also encouraged to be aware that other developments in the tax laws of the United States and other jurisdictions could have a material effect on the tax consequences to investors, the client investment portfolio and/or a client portfolio's investments and that investors may be required to provide certain additional information to the Firm (which may be provided to the Internal Revenue Service or other taxing authorities) or may be subject to other adverse consequences as a result of that change in tax laws.

- There are environmental risks and risks related to natural disasters. Investments in or relating to real estate assets may be subject to numerous statutes, rules and regulations relating to environmental protection. Certain statutes, rules and regulations might require that investments address prior environmental contamination, including soil and groundwater contamination, which results from the spillage of fuel, hazardous materials or other pollutants. Under various environmental statutes, rules and regulations, a current or previous owner or operator of real property may be liable for noncompliance with applicable environmental and health and safety requirements and for the costs of investigation, monitoring, removal or remediation of hazardous materials. These laws often impose liability, whether or not the owner or operator knew of or was responsible for the presence of hazardous materials. The presence of these hazardous materials on a property could also result in personal injury or property damage or similar claims by private parties. The client's portfolio may be exposed to substantial risk of loss from environmental claims arising in respect of real estate acquired with environmental problems, and the loss may exceed the value of such investment. Furthermore, changes in environmental laws or in the environmental condition of an asset may create liabilities that did not exist at the time of acquisition of an investment and that could not have been foreseen.

- There are real estate industry risks. The real estate industry is particularly sensitive to economic downturns. The values of securities of companies in the real estate industry may go through cycles of relative under-performance and out-performance in comparison to equity securities markets in general. Additionally there are risks related to general and local economic conditions which may include: possible lack of availability of mortgage financing, variations in rental income, neighborhood values or the appeal of property to tenants; interest rates; overbuilding; extended vacancies of properties; increases in competition, property taxes and operating expenses; and changes in zoning laws.

- There is the impact of a recessionary environment on real estate investments. Investments in real estate may be adversely affected by deteriorations and uncertainty in the financial markets and economic conditions throughout the world. Real estate historically has experienced significant fluctuations and cycles in value and local market conditions which may result in reductions in the value of real property interests. All real estate-related investments are subject to the risk that a general downturn in the national or local economy will depress real estate prices. Given the volatile nature, the Firm may not timely anticipate or manage existing, new or additional risks, contingencies or developments, including regulatory developments and trends in new products and services, in the current or future market environment. Such a failure could materially and adversely affect the client investment portfolios and their investment objectives or could require client investment portfolios to dispose of investments at a loss while such unfavorable market conditions prevail.

- There are risks related to model portfolio allocations and rebalancing. Allocations of the client's portfolio assets may, from time to time, be out of balance with the client's portfolio model portfolio allocations for extended periods of time or at all times due to various factors, such as fluctuations in, and variations among, the performance of the investment products

and/or securities to which the assets are allocated and reliance on estimates in connection with the determination of percentage allocations. Any rebalancing by the Firm of the client's portfolio assets may have an adverse effect on the performance of the client's portfolio assets. For example, the client's portfolio assets may be allocated away from one or more over-performing investment product and/or security and allocated to one or more under-performing investment product and/or security. In addition, the achievement of any intended rebalancing may be limited by several factors, including the use of estimates of the net asset values of the investment products, and in the case of investments in investment products that are pooled investment vehicles, restrictions on additional investments in and redemptions from such investment products.

- There are hedging risks. Hedging techniques could involve a variety of derivatives, including futures contracts, exchange-listed and over-the-counter put and call options on securities, financial indices, forward foreign currency contracts, and various interest rate transactions (collectively, "hedging instruments"). To the extent the Firm utilizes hedging techniques in respect of a client's portfolio, hedging techniques involve risks different than those of underlying investments. In particular, the variable degree of correlation between price movements of hedging instruments and price movements in the position being hedged creates the possibility that losses on the hedge may be greater than gains in the value of the positions of a client's portfolio or that losses on the hedge will occur at the same time as losses in the value of the positions of a client's portfolio. In addition, certain hedging instruments and markets may not be liquid in all circumstances. As a result, in volatile markets, a client's portfolio may not be able to close out a transaction in certain of these instruments without incurring losses substantially greater than the initial deposit. Although the contemplated use of these instruments is intended to minimize the risk of loss due to a decline in the value of the hedged position, at the same time they tend to limit any potential gain which might result from an increase in the value of such position. The ability of a client's portfolio to hedge successfully will depend on the ability of the Firm to predict pertinent market movements, which cannot be assured. Hedging techniques involve costs, which could be significant, whether or not the hedging strategy is successful.
- There are risks related to indirect investment in foreign securities. Some countries, especially emerging markets countries, do not permit foreigners to participate directly in their securities markets or otherwise present difficulties for efficient foreign investment. A client investment portfolio may use participation notes to establish a position in such markets as a substitute for direct investment. Participation notes are issued by banks or broker-dealers and are designed to track the return of a particular underlying equity or debt security, currency or market. When the participation note matures, the issuer of the participation note will pay to, or receive from, a client investment portfolio the difference between the nominal value of the underlying instrument at the time of purchase and that instrument's value at maturity. Investments in participation notes involve the same risks as are associated with a direct investment in the underlying security, currency or market that they seek to replicate as well as counterparty risk when traded over-the-counter. Foreign securities may also trade in the form of depositary receipts. Depositary receipts may not reflect the return a client investment portfolio would realize if the client investment portfolio actually owned the relevant securities underlying the depositary receipts. To the extent a client investment

portfolio acquires depositary receipts through banks which do not have a contractual relationship with the foreign issuer of the security underlying the depositary receipts to issue and service such unsponsored depositary receipts, there may be an increased possibility that the client investment portfolio would not become aware of and be able to respond to corporate actions such as stock splits or rights offerings involving the foreign issuer in a timely manner. In addition, certain fees and other expenses may apply to transactions in depositary receipts, including fees associated with foreign ordinary conversion, creation fees charged by third parties and foreign tax charges.

- There are geographic risks. Concentration of the investments of a client's portfolio in issuers located in a particular country or region will subject a client's portfolio, to a greater extent than if investments were less concentrated, to the risks of adverse securities markets, exchange rates and social, political, regulatory, economic or environmental developments; or natural disasters which may occur in that country or region.
- There are concentration risks. The risk that if a client investment portfolio concentrates its investments in issuers within the same country, state, geographic region, industry or economic sector, an adverse economic, business, political or other development may affect the value of the client investment portfolio's investments more than if its investments were not so concentrated. Also, concentration of the investments of a client investment portfolio in issuers located in a particular country or region will subject a client investment portfolio, to a greater extent than if investments were less concentrated, to the risks of adverse securities markets, exchange rates and social, political, regulatory or economic events which may occur in that country or region. Finally, to the extent a client investment portfolio invests all or a large percentage of its assets in a single issuer or a relatively small number of issuers, or concentrates its assets directly or indirectly in investments in the same asset class or in one particular asset or security, it may be subject to greater risks than a more diversified account. That is, a change in the value of any single investment held by the client investment portfolio may affect the overall value of the account more than it would affect an account that holds more investments. In particular, the client investment portfolio may be more susceptible to adverse developments affecting any single issuer in the client investment portfolio and may be susceptible to greater losses because of these developments.
- There are conversion of equity investments risks. After its purchase, a non-equity investment directly or indirectly held by a client investment portfolio (such as a convertible debt instrument) may convert to an equity security. In addition, a client investment portfolio may directly or indirectly acquire equity securities in connection with a restructuring event related to one or more of its non-equity investments. The inclusion of equity securities in certain client investment portfolios may not be contemplated or permitted under the governing documentation relating to such client investment portfolios. However, the holding of equity securities in the circumstances described above will not be deemed to constitute a violation of the governing documentation relating to the client investment portfolio. Equity securities acquired as described above may be subject to restrictions on transfer (including contractual lock-ups and sale restrictions under applicable securities laws) and there may not be a market for such securities. The client investment portfolio or an investment fund in which the client investment portfolio invests may be unable to liquidate the equity investment at an

advantageous time from a pricing standpoint. Furthermore, an underlying investment fund may continue to hold an investment. Continued holding of such investments may adversely affect the client investment portfolio.

- There are risks related to limited assets. A client's portfolio may at any time and from time to time have limited assets, which may limit the Firm's ability to trade in certain instruments that typically require minimum account balances and/or lot sizes for investment. A client's portfolio may be limited with respect to the investment strategies it is able to employ and may be unable to diversify across investment strategies or instruments.
- There are restricted investments risks. Restricted securities are securities that may not be sold to the public without an effective registration statement under the U.S. Securities Act of 1933, as amended, or, if they are unregistered, may be sold only in a privately negotiated transaction or pursuant to an exemption from registration. To the extent a client's portfolio invests in restricted securities, these restrictions could prevent a client's portfolio from promptly liquidating unfavorable positions and subject such client's portfolio to substantial losses. Further, when registration is required to sell a security, a client portfolio may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the client portfolio may be permitted to sell the security under an effective registration statement. If adverse market conditions developed during this period, a client portfolio might obtain a less favorable price than the prevailing price when it decided to sell.
- There are tax-managed investment risks. To the extent a client's portfolio is tax-managed, because the Firm balances investment considerations and tax considerations, the pre-tax performance of a tax-managed client's portfolio may be lower than the performance of similar client portfolios that are not tax-managed. Even though tax-managed strategies are being used, they may not reduce the amount of taxable income and capital gains to which a client's portfolio may become subject.
- There are timing of implementation risks. The Firm gives no warranty as to the timing of the investment of the client's portfolio assets generally and/or any changes to the client's portfolio over time and from time to time (including in respect of asset allocation and investments), the performance or profitability of the client's portfolio or any part thereof, nor any guarantee that any investment objectives, expectations or targets with respect to the client's portfolio will be achieved, including without limitation, any risk control, risk management or return objectives, expectations or targets. For example, there may be delays in the implementation of investment strategies, including as a result of differences in time zones and the markets on which securities trade.
- There are limited information risks. The Firm will consider allocations for the client's portfolio utilizing information made available to it; however, the Firm may not generally have access to all information. Therefore, the Firm will generally not be able to review potential investments for the client's portfolio with the benefit of information held by others and not made available to it.

- To the extent a client's portfolio invests in IPOs/new issues, there is IPO/new issues risk which is the risk that the market value of IPO/new issue shares held in a client's portfolio will fluctuate considerably due to factors such as the absence of a prior public market, unseasoned trading, the small number of shares available for trading, and limited information about a company's business model, quality of management, earnings growth potential, and other criteria used to evaluate its investment prospects. The purchase of IPO/new issue shares may involve high transaction costs. Investments in IPO/new issue shares, which are subject to market risk and liquidity risk, involve greater risks than investments in shares of companies that have traded publicly on an exchange for extended periods of time.
- There may be preferred stock, convertible securities and warrants risks. The value of preferred stocks, convertible securities and warrants will vary with the movements in the equity market and the performance of the underlying common stock, in particular. Their value is also affected by adverse issuer or market information.
- There are real estate investment trust ("REIT") risks. REITs whose underlying properties are concentrated in a particular industry or geographic region are also subject to risks affecting such industries and regions. The securities of REITs involve greater risks than those associated with larger, more established companies and may be subject to more abrupt or erratic price movements because of interest rate changes, economic conditions and other factors. Securities of such issuers may lack sufficient market liquidity to enable the client's portfolio to effect sales at an advantageous time or without a substantial drop in price. The failure of a company to qualify as a REIT could have adverse consequences for a client investment portfolio invested in the company.
- There are the risks of failure to qualify as a REIT. Each REIT in which a client investment portfolio invests will operate in a manner intended to qualify as a REIT for U.S. federal income tax purposes. A REIT's compliance with the REIT income and asset requirements depends, however, upon its ability to successfully manage the composition of its income and assets on an ongoing basis. If any REIT were to fail to qualify as a REIT in any taxable year, it would be subject to U.S. federal, state and local income tax, including any applicable alternative minimum tax, on its taxable income at regular corporate rates, and distributions by the REIT would not be deductible by such REIT in computing its taxable income. Even if a REIT remains qualified for taxation as a REIT, it may be subject to certain U.S. federal, state and local taxes on its income and assets under certain circumstances.
- There are mortgage-backed and/or other asset-backed risks. Mortgage-related and other asset backed securities are subject to certain additional risks, including "extension risk" (i.e., in periods of rising interest rates, issuers may pay principal later than expected) and "prepayment risk" (i.e., in periods of declining interest rates, issuers may pay principal more quickly than expected, causing a client's portfolio to reinvest proceeds at lower prevailing interest rates). Mortgage-backed securities offered by non-governmental issuers are subject to other risks as well, including failures of private insurers to meet their obligations and unexpectedly high rates of default on the mortgages backing the securities. Other asset-backed securities are subject to risks similar to those associated with mortgage-backed

securities, as well as risks associated with the nature and servicing of the assets backing the securities.

- There are municipal securities risks. Municipal securities risks include credit/default risk, interest rate risk, the ability of the issuer to repay the obligation, the relative lack of information about certain issuers of municipal securities, and the possibility of future legislative changes which could affect the market for and value of municipal securities. The risk that any proposed or actual changes in income tax rates or the tax exempt status of interest income from municipal securities can significantly affect the demand for and supply, liquidity and marketability of municipal securities. Such changes may affect a client's portfolio asset value and ability to acquire and dispose of municipal securities at desirable yield and price levels. Certain client investment portfolios may be more sensitive to adverse economic, business or political developments if they invest a substantial portion of their assets in the bonds of similar projects (such as those relating to education, health care, housing, transportation, and utilities), industrial development bonds, or in particular types of municipal securities (such as general obligation bonds, private activity bonds and moral obligation bonds). Certain of the municipalities in which a client investment portfolio may invest may experience significant financial difficulties, which may lead to bankruptcy or default or significantly affect the values of the securities issued by such municipalities.
- There are sovereign debt risks. Not all of the securities that are issued by sovereign governments or political subdivisions, agencies or instrumentalities thereof will have the explicit full faith and credit support of the relevant government. Any failure by any such government to provide such support could result in losses to a client's portfolio.
- There are U.S. government securities risks. The U.S. government may not provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. U.S. government securities, including those issued by the Federal National Mortgage Association, Federal Home Loan Mortgage Corporation and the Federal Home Loan Banks are neither issued by nor guaranteed by the U.S. Treasury and therefore are not backed by the full faith and credit of the United States. The maximum potential liability of the issuers of some U.S. government securities held by a client investment portfolio may greatly exceed their current resources, including any legal right to support from the U.S. Treasury. It is possible that these issuers will not have the funds to meet their payment obligations in the future. Additionally, the U.S. government and its agencies and instrumentalities do not guarantee the market values of their securities, which may fluctuate.
- There are risks related to the failure of brokers, counterparties and exchanges. A client's portfolio will be exposed to the credit risk of the counterparties with which, or the brokers, dealers and exchanges through which, it deals, whether it engages in exchange-traded or off-exchange transactions. Many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with over-the-counter ("OTC") transactions. Therefore, in those instances in which a client investment portfolio enters into OTC transactions, the client investment portfolio will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the client investment portfolio will sustain losses.

Furthermore, a client investment portfolio may, from time to time, enter into arrangements with certain brokers or other counterparties that require the segregation of collateral. As a result, a client investment portfolio could experience losses in a number of situations including relating to (i) possible decline in the value of any collateral during the period in which such client investment portfolio seeks to enforce its rights with respect to such collateral; (ii) the need to remargin or repost collateral in respect of transferred, assigned or replaced positions; (iii) reduced levels of income and lack of access to income during such period; (iv) expenses of enforcing its rights; and (v) legal uncertainty concerning the enforceability of certain rights under swap agreements and possible lack of priority against collateral posted under the swap agreements. For operational, cost or other reasons, when setting up arrangements relating to the execution/clearing of trades, a client investment portfolio may choose to select a segregation model which may not be the most protective option available in the case of a default by a broker or counterparty. A client's portfolio may be subject to risk of loss of its assets on deposit with a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions on behalf of the client's portfolio, or the bankruptcy of an exchange clearing house. In the case of a bankruptcy of the counterparties with which, or the brokers, dealers and exchanges through which, the client's portfolio deals, the client's portfolio might not be able to recover any of its assets held, or amounts owed, by such person, even property specifically traceable to the client's portfolio, and, to the extent such assets or amounts are recoverable, the client's portfolio might only be able to recover a portion of such amounts. Further, even if the client's portfolio is able to recover a portion of such assets or amounts, such recovery could take a significant period of time.

Also, to the extent a client investment portfolio has exposure to non-U.S. broker-dealers it may also be subject to risk of loss of its funds because non-U.S. regulatory bodies may not require such broker-dealers to segregate customer funds.

- There are the risks of derivative investments. Certain clients' portfolios may invest in derivative instruments including, without limitation, options, futures, options on futures, forward contracts, swaps, interest rate caps and floors and collars, and participation notes. To the extent a client's portfolio invests in these types of derivative instruments through OTC transactions, there may be less governmental regulation and supervision of the OTC markets than of transactions entered into on organized exchanges. Investments in derivative instruments may be for both hedging and non-hedging purposes (that is, to seek to increase total return), although suitable derivative instruments may not always be available to the Firm for these purposes. Losses in a client's portfolio from investments in derivative instruments can result from a lack of correlation between changes in the value of derivative instruments and the portfolio assets (if any) being hedged, the potential illiquidity of the markets for derivative instruments, the failure of the counterparty to perform its contractual obligations, or the risks arising from margin requirements and related leverage factors associated with such transactions. Losses may also arise if a client's portfolio receives cash collateral under the transaction and some or all of that collateral is invested in the market. To the extent that cash collateral is so invested, such collateral will be subject to market depreciation or appreciation, and a client's portfolio may be responsible for any loss that might result from its investment of the counterparty's cash collateral. Client investment

portfolios may also be subject to risk of loss of their funds on deposit with non-U.S. brokers because non-U.S. regulatory bodies may not require such brokers to segregate customer funds. Client investment portfolios may be required to post margin for its foreign exchange transactions with foreign exchange dealers who are not required to segregate funds (although such funds are generally maintained in separate accounts on the foreign exchange dealer's books and records in the name of the applicable client investment portfolio). The use of these management techniques also involves the risk of loss if the Firm is incorrect in its expectation of the timing or level of fluctuations in securities prices, interest rates, currency prices or other variables. Investments in derivative instruments may be harder to value, subject to greater volatility and more likely subject to changes in tax treatment than other investments. For these reasons, the Firm's attempts to hedge portfolio risks through the use of derivative instruments may not be successful, and the Firm may choose not to hedge certain portfolio risks. Investing for non-hedging purposes is considered a speculative practice and presents even greater risk of loss.

- There are commodity sector risks. To the extent that there is exposure to the commodities markets, it may subject a client's portfolio to greater volatility than investments in other sectors. The commodity sector may be affected by changes in overall market movements, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments. The prices of energy, industrial metals, precious metals, and agriculture and livestock sector commodities may fluctuate widely due to factors such as changes in value, supply and demand and governmental regulatory policies.
- There are market disruption risks and terrorism risks. The military operations of the United States and its allies, the instability in various parts of the world and the prevalence of terrorist attacks throughout the world could have significant adverse effects on the global economy and may exacerbate some of the general risk factors related to investing in certain strategies. In addition, certain illnesses spread rapidly and have the potential to significantly affect the global economy. A terrorist attack involving, or in the vicinity of, a portfolio company in which client investment portfolios invest may result in a liability far in excess of available insurance coverage. Similarly, prices for certain commodities will be affected by available supply, which will be affected by terrorism in areas in which such commodities are located. The Firm cannot predict the likelihood of these types of events occurring in the future nor how such events may affect client investment portfolio investments.
- There are inflation protected securities ("IPS") risks. To the extent a client's portfolio invests in IPS, the value of IPS generally fluctuates in response to changes in real interest rates, which are in turn tied to the relationship between nominal interest rates and the rate of inflation. If nominal interest rates increased at a faster rate than inflation, real interest rates might rise, leading to a decrease in the value of IPS. The market for IPS may be less developed or liquid, and more volatile, than certain other securities markets. In addition, the value of Treasury Inflation-Protected Securities ("TIPS") generally fluctuates in response to inflationary concerns. As inflationary expectations increase, TIPS will become more attractive, because they protect future interest payments against inflation. Conversely, client's portfolio that invests in inflation protected securities will be subject to the risk that

prices throughout the economy may decline over time, resulting in “deflation”. If this occurs, the principal and income of inflation-protected fixed income securities held by a client’s portfolio would likely decline in price, which could result in losses for the client’s portfolio. Further, there can be no assurance the various consumer price indices used in connection with IPS will accurately measure the real rate of inflation in the prices of goods and services, which may affect the value of IPS.

- There are data sources risks. The Firm subscribes to external data sources used to enforce investment restrictions, to assist in making investment decisions or for investment research. If information that the Firm receives from a third-party data source is incorrect, a client investment portfolio may be negatively impacted, and may not achieve its desired results. Although the Firm believes these third-party data sources to be generally reliable, the Firm typically receives these services on an “as is” basis and cannot guarantee that the data received from these sources will be accurate. The Firm is not responsible for errors by these sources.
- There are risk management risks. The Firm may seek to reduce, increase or otherwise manage the volatility of a client’s overall portfolio or the client’s risk allocation to particular investments or sectors through various strategies, including by changing the amount of leverage utilized in connection with certain investments or sectors and/or by liquidating interests in certain investments and investing any proceeds in different investments or similar investments with a different volatility profile. There can be no assurance that the Firm’s use of such strategies will be adequate, or that they will be adequately utilized by the Firm. Additionally, any strategies may be limited by, among other things, liquidity of the client portfolio’s investments and the availability of investment opportunities that the Firm believes are appropriate.
- There are the risks of new investment strategies. The Firm may determine to implement new investment strategies. There may be operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to a client investment portfolio that implements such a strategy. New investment techniques utilized by the Firm on behalf of a client investment portfolio may be more speculative than established techniques and may increase the risk of the investment. It may be difficult for the Firm to project accurately the outcome of prospective investments made pursuant to such new investment techniques. Such investments may not provide as favorable returns or protection of capital as other investments, and may be structured using non-standard terms that are less favorable for an client investment portfolio than those traditionally found in the marketplace for existing investment techniques (including investment techniques utilized by the Firm). The implementation of a new investment strategy or utilization of a new investment technique by the Firm on behalf of a client investment portfolio could adversely affect such client investment portfolio.
- Client investment portfolios may be subject to consent requirements. The Firm acts as general partner, managing member, manager or in a comparable capacity for various private funds. Client investment portfolios may have the opportunity to invest in funds in which the Firm acts in one or more of these roles. The consummation of any such investment may

require the consent of the client or other independent party pursuant to applicable law and the guidelines or governing documents applicable to such client investment portfolio. In such cases, the client investment portfolio would only have the ability to make the investments if the Firm receives the required consent. The Firm may determine not to seek such consent due to timing, logistical or other considerations, in which event the client investment portfolio will not have the opportunity to make the investments.

- There are cybersecurity risks. The operations of the Firm and the client investment portfolios each rely on the secure processing, storage and transmission of confidential and other information in the Firm's computer systems and networks. The Firm must continuously monitor and develop its systems to protect its technology infrastructure and data from misappropriation or corruption. In addition, due to the Firm's interconnectivity with third-party vendors and financial institutions, the Firm, and thus indirectly the client investment portfolios, could be adversely impacted if any of them is subject to a successful cyberattack or other information security event. Although the Firm takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact. If one or more of such events occur, this potentially could jeopardize the confidential and other information of the Firm and the client investment portfolios, to the extent such information is processed and stored in, and transmitted through, the Firm's computer systems and networks. Such events could also cause interruptions or malfunctions in the operations of the Firm and the client investment portfolios as well as the operations of their beneficial owners, clients and counterparties and the operations of third parties, which could impact their ability to transact with the Firm or the client investment portfolios or otherwise result in significant losses or reputational damage. The increased use of mobile and cloud technologies can heighten these and other operational risks. The Firm is expected to expend additional resources on an ongoing basis to modify its protective measures and to investigate and remediate vulnerabilities or other exposures. Nevertheless, the Firm and the client investment portfolios may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance.

The Firm and the client investment portfolios currently or in the future are expected to routinely transmit and receive personal, confidential and proprietary information by email and other electronic means. The Firm has discussed and worked with clients, vendors, service providers, counterparties and other third parties to develop secure transmission capabilities and protect against cyberattacks, but the Firm does not have, and may be unable to put in place, secure capabilities with all of its clients, vendors, service providers, counterparties and other third parties and the Firm may not be able to ensure that these third parties have appropriate controls in place to protect the confidentiality of the information. An interception, misuse or mishandling of personal, confidential or proprietary information being sent to or received from a client, vendor, service provider, counterparty or other third-party could result in legal liability, regulatory action and reputational harm to the Firm or the client investment portfolios.

- There are government investment restrictions risks. Government regulations and restrictions in some countries may limit the amount and type of securities that may be purchased by the Firm on behalf of client investment portfolios, or the sale of such securities once purchased. Such restrictions may also affect the market price, liquidity and rights of securities that may be purchased by the Firm on behalf of client investment portfolios, and may increase such client investment portfolios' expenses. In addition, the repatriation of both investment income and capital is often subject to restrictions such as the need for certain governmental consents, and even where there is no outright restriction, the mechanics of repatriation or, in certain countries, the inadequacy of the U.S. dollar currency available to non-governmental entities, may affect certain aspects of the operations of client investment portfolios. In countries that have an inadequate supply of U.S. dollar currency, issuers that have an obligation to pay a client investment portfolio in U.S. dollars may experience difficulty and delay in exchanging local currency to U.S. dollar currency and thus hinder such client investment portfolio's repatriation of investment income and capital. Moreover, such difficulty may be exacerbated in instances where governmental entities in such countries are given priority in obtaining such scarce currency. Furthermore, a client investment portfolio's ability to invest in the securities markets of several countries is restricted or controlled to varying degrees by laws restricting non-U.S. investments, and these restrictions may, in certain circumstances, prohibit such client investment portfolio from making direct investments.

In addition, the SEC, other regulators, self-regulatory organizations and exchanges are authorized to regulate trading or other activity with respect to, and to intervene (directly and by regulation) in certain markets, and may restrict or prohibit market practices. The duration of such restrictions and type of securities affected may vary from country to country and may significantly affect the value of client investment portfolios' holdings and the Firm's ability to pursue its investment strategies. The effect of any regulatory change on the Firm and the client investment portfolios could be substantial and adverse.

- There are risks associated with investments in technology start-up and similar companies. Client investment portfolios may invest in portfolio companies that are technology start-up or similar companies, including with the anticipation that such portfolio companies will engage in IPOs. In addition, as these business are often involved in new and often untested products, services and markets, such portfolio companies may be subject to additional risks common among technology start-up companies, including risks related to (a) increased litigation, and significant costs associated therewith (including, potentially, litigation involving intellectual property and privacy), (b) significant regulatory scrutiny, (c) technology error, viruses, hacking or other failure, (d) market saturation and an inability to grow its user base, (e) competition, including by competitors that create new and improved technology, (f) unfavorable media coverage, (g) an inability to effectively manage the rapid growth of its organization, (h) expansion into unfamiliar jurisdictions, (i) an inability to generate meaningful revenue (despite a significant user base), and (j) an inability to continue to adapt to changes and improve and upgrade technology.
- There are loan risks. The client investment portfolios may directly or indirectly purchase loans as participations from certain financial institutions which will represent the right to

receive a portion of the principal of, and all of the interest relating to such portion of, the applicable loan. A client investment portfolio generally will have no right directly to enforce compliance by the borrower with the terms of the loan agreement, no rights of set-off against the borrower, and no right to object to certain changes to the loan agreement agreed to by the selling institution. Client investment portfolios invested in loans may not be entitled to rely on the anti-fraud protections of the federal securities laws, although they may be entitled to certain contractual remedies. Further, the market for loan obligations may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods. Because transactions in many loans are subject to extended trade settlement periods, a client investment portfolio may not receive the proceeds from the sale of a loan for a period after the sale. As a result, sale proceeds related to the sale of loans may not be available to a client investment portfolio to make additional investments or payments in respect of withdrawals therefrom for a period after the sale of the loans, and, as a result, the client investment portfolio may have to sell other investments or engage in borrowing transactions if necessary to raise cash to meet its obligations. In addition, a client investment portfolio may be exposed to losses resulting from default and foreclosure. There is no assurance that the protection of a client investment portfolio's interests is adequate or that claims may not be asserted by others that might interfere with enforcement of a client investment portfolio's rights. Although a loan obligation may be fully collateralized at the time of acquisition, the collateral may decline in value, be relatively illiquid, or lose all or substantially all of its value subsequent to investment. Many loan investments are subject to legal or contractual restrictions on resale and may be relatively illiquid and difficult to value. There is less readily available, reliable information about most loan investments than is the case for many other types of securities. Substantial increases in interest rates may cause an increase in loan obligation defaults. Moreover, to the extent a client investment portfolio has a direct contractual relationship with a defaulting borrower, such client investment portfolio may be adversely affected, including as a result of costs or delays in the foreclosure or liquidation of the assets securing the loan.

- There are risks associated with environmental and social impact investments. Environmental and/or social impact investing is a relatively new investment strategy. There may be operational or theoretical shortcomings which could result in unsuccessful investments and, ultimately, losses to a client investment portfolio that implements such a strategy. New investment techniques utilized by the Firm on behalf of a client investment portfolio may be more speculative than established techniques and may increase the risk of the investment. It may be difficult for the Firm to project accurately the environmental and/or social impact of prospective investments. Environmental and/or social impact investments may not provide as favorable returns or protection of capital as other investments. Such investments may be structured using non-standard terms that are less favorable for a client investment portfolio than those traditionally found in the marketplace for investment strategies that do not link environmental and/or social impact to financial returns. The Firm or a client investment portfolio may determine to forego an investment that could provide favorable returns because such investment would not have sufficient environmental and/or social impact.
- There are risks associated with impact investments. Subject to a client investment portfolio's documentation, the Firm may take into account the potential environmental and/or social impact when making decisions regarding the selection, management and disposal of

investments on behalf of the client investment portfolio. In certain situations, the potential social impact may outweigh financial considerations. For example, the Firm, on behalf of the client investment portfolio, may choose to make an investment that has a lower expected financial return when compared to other possible investments because such investment has the potential to make a greater environmental and/or social impact. In addition, the Firm may reject an opportunity to increase the financial return of an existing investment in order to preserve the environmental and/or social impact of such investment. Further, the Firm, on behalf of a client investment portfolio, may refrain from disposing of an underperforming investment for a period of time in order to minimize the negative environmental and/or social impact of such disposition and the client investment portfolio may forebear payment or otherwise choose not to exercise its rights as a creditor. As a result of the foregoing, a client investment portfolio may achieve lower returns than if it did not take into account the environmental and/or social impact of investments and investment-related decisions. On the other hand, a client investment portfolio may determine in any particular situation to take steps to preserve its financial returns, notwithstanding any adverse environmental and/or social impact.

- There are risks associated with expedited transactions. The Firm may be required to undertake investment analyses and decisions on an expedited basis to take advantage of investment opportunities. In such cases, the information that the Firm is able to obtain at the time of making an investment decision may be limited and the Firm may not have access to detailed information regarding the investment opportunity to an extent that may not otherwise be the case had the Firm been afforded more time to evaluate the investment opportunity. Therefore, no assurance can be given that the Firm will have knowledge of all circumstances that may adversely affect an investment.
- There are macro risks. The value of the instruments in which a client investment portfolio invests may go up or down in response to events affecting particular industry sectors or governments and/or general economic conditions. These events include, but are not limited to, commodity exposure risk, inflation protected securities risk, credit/default risk, interest rate risk, mortgage-backed or asset-backed risk, non-investment grade investments risk, U.S. government securities risk, and derivatives risk.
- There are restrictions on investments. Client investment portfolios may be limited in their ability or unable to invest in certain types of investments.
- There are risks associated with assignments and participations. A client investment portfolio may acquire investments directly (by way of assignment) or indirectly (by way of participation). Holders of participation interests ("Participations") are subject to additional risks not applicable to a holder of a direct interest in a loan. Participations acquired by a client investment portfolio in a portion of a loan obligation held by a selling institution (the "Selling Institution") typically result in a contractual relationship only with such Selling Institution, not with the obligor. A client investment portfolio would have the right to receive payments of principal, interest and any fees to which it is entitled under the Participation only from the Selling Institution and only upon receipt by the Selling Institution of such payments from the obligor. In purchasing a Participation, a client investment portfolio generally will

have no right to enforce compliance by the obligor with the terms of the instrument evidencing such loan obligation, nor any rights of set-off against the obligor. As a result, a client investment portfolio will assume the credit risk of both the obligor and the Selling Institution, which will remain the legal owner of record of the applicable loan. In addition, the Selling Institution may have interests different from those of the client investment portfolio, and the Selling Institution might not consider the interests of the client investment portfolio when taking actions with respect to the loan underlying the Participation. Assignments and participations are typically sold strictly without recourse to the Selling Institution thereof, and the Selling Institution will generally make no representations or warranties about the underlying loan, the borrowers, and the documentation of the loans or any collateral securing the loans.

- There are risks associated with the lack of control over investments. The Firm may not always have complete or even partial control over decisions affecting an investment. For example, the Firm, on behalf of a client investment portfolio, may acquire investments that represent minority positions in a debt tranche where third-party investors may control amendments or waivers or enforcement. In addition, administrative agents may be appointed under certain facilities in which a client investment portfolio may invest that have discretion over certain decisions on behalf of the investors, including the client investment portfolio.
- There are risks associated with limited amortization requirements. A client investment portfolio may invest in senior secured debt that will typically have limited mandatory amortization and interim repayment requirements. A low level of amortization of any senior debt over the life of the investment may increase the risk that a company will not be able to repay or refinance the senior debt held by such client investment portfolio when it comes due at its final stated maturity.
- There are risks associated with short duration fixed income strategies. To the extent that a client investment portfolio employs a strategy focused on maintaining fixed income securities of short duration, such a strategy generally will earn less income and, during periods of declining interest rates will provide lower total returns, than would have been the case had longer duration strategies been employed. Although any rise in interest rates is likely to cause the prices of debt obligations to fall, the comparatively short duration of a client investment portfolio's holdings utilized in connection with such a strategy is generally intended to keep the value of such securities within a relatively narrow range.
- There are risks associated with the cross collateralization of borrowing obligations. Leverage, if any, used by client investment portfolios that are pooled investment vehicles may be structured in a way that the client investment portfolios are jointly responsible on a cross-guaranteed or cross-collateralized basis for the repayment of the indebtedness. A client investment portfolio may be adversely affected if another client investment portfolio defaults on its obligations in respect of any such indebtedness.
- There are risks associated with dependence on government funding, tax credits and other subsidies. The success of certain environmental and social impact investments may depend on government funding, tax credits or other public or private sector subsidies. There is a risk

investments could fail to qualify or re-qualify for anticipated funding opportunities or tax credits, which may result in the investment being unable to repay a loan or meet operational expenses. If an investment does not generate enough income to cover expenses and mandatory debt service, a client investment portfolio may be required in certain instances to contribute additional capital to the investment to protect the value of the investment. In addition, government programs and funding opportunities could expire or be repealed due to budget cuts or other unforeseen legislative mandates. As a result of the foregoing, a client investment portfolio may experience lower financial returns.

- The foregoing list of risks does not purport to be a complete explanation of the risks involved with respect to investing in securities or with respect to the Firm.

Item 9: Disciplinary Information

No disciplinary information to report.

Item 10: Other Financial Industry Activities and Affiliations

EARNEST International Pooled Group Trust (the “Pooled Trust Fund”) is a trust fund for which we serve as investment manager. The Pooled Trust Fund was formed by the Firm to qualify as a "group trust" within the meaning of IRS Rev. Rule. 81-100. The Pooled Trust Fund’s investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of non-U.S. companies.

EARNEST Emerging Markets Investment Trust Fund, EARNEST International Investment Trust Fund, and EARNEST Partners China Fund (the “Trust Funds”), separate series of the EARNEST Series Investment Trust, are trust funds for which we serve as investment manager. The Trust Funds’ investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of non-U.S. companies.

We are the investment adviser to the EARNEST Partners Multiple Investment Trust (the “Trust”) established by SEI Trust Company (the "Trustee"). The Trust is intended to be a tax-exempt group trust established under Revenue Ruling 81-100. The Trust currently consists of four separate Funds: EARNEST Partners International Fund, EARNEST Partners Emerging Market Fund, EARNEST Partners Mid Cap Core Fund, and EARNEST Partners Government Fund.

The Firm is owned approximately 87% by Westchester Limited, LLC and 13% by EP Partner Pool, LLC. Westchester Limited, LLC also owns 25% of GREYBULL Partners, LLC, (“Affiliate”) an affiliated registered investment adviser. We generally offer investment advice on equity and fixed income securities to separately managed accounts, registered investment companies, and other pooled investment vehicles and GREYBULL Partners, LLC generally offers investment advice on equity and fixed income securities to hedge funds.

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

The Firm has adopted a code of ethics which is reasonably designed to address potential conflicts of interest and prevent prohibited acts. Our code works in conjunction with our insider trading policy (together, the "Policy"). Among other things, we forbid any officer, member or employee of the Firm ("Related Persons") from trading, either personally or on behalf of others, on material non-public information or communicating material non-public information to others in violation of the law (i.e., insider trading). The Policy includes procedures requiring Related Persons to report their personal securities transactions to the Chief Compliance Officer on a periodic basis. Related Persons may trade in any security that is not currently owned or currently under consideration by the Firm or its Affiliate for their client accounts, but must obtain prior written approval for Initial Public Offerings and Private Placements. If an equity security is owned or currently under consideration by the investment team, the Related Persons may trade in the equity security if (1) prior written approval is obtained, (2) the Firm or its Affiliate have not traded that security within the last 7 days and are not expected to trade in that security in the next 7 days and (3) if the security is included in a model that is traded by a wrap program that is advised by the Firm or its Affiliate, we or our Affiliate have not established or revised the model(s) in the last 7 days and are not expected to establish or revise the model(s) in the next 7 days with respect to the security. If the Firm or its Affiliate has traded the equity security or expects to trade the security, the Related Person may elect to take the de minimis exemption so long as the transaction meets the following requirements: (1) 5,000 shares or fewer are to be traded; (2) the issuer in question has a market capitalization greater than \$1.0 billion at time of trade; and (3) prior written approval is obtained. As an additional requirement under the de minimis exemption, the Related Person is required to hold the equity security for 30 days from the original trade date before entering into another transaction in the same security. Generally, there are no restrictions on open-end mutual fund transactions by Related Persons; however, any mutual fund that the Firm or an Affiliate advises or sub-advises, are placed on the restricted list and require prior written approval to trade. Additionally, each lot of mutual fund shares purchased must be held for at least 30 days. Bond issues of at least \$25 million and that are on the restricted list may be purchased by Related Persons, with prior written approval, in amounts of up to \$100 thousand per month. We believe that our Policy is reasonably designed to prevent prohibited acts and address potential conflicts of interest between our Related Persons and clients. However, clients should be aware that no set of rules can possibly anticipate or relieve all potential conflicts.

A copy of our code of ethics will be provided to any client or prospective client upon written request.

EARNEST International Pooled Group Trust (the "Pooled Trust Fund") is a trust fund for which we serve as investment manager. The Pooled Trust Fund was formed by us to qualify as a "group trust" within the meaning of IRS Rev. Rule. 81-100. The Pooled Trust Fund's investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of non-U.S. companies. EARNEST Partners generally offers the Pooled Trust Fund to clients or prospective clients as alternatives to separate accounts.

The Pooled Trust Fund is offered for sale only to qualified investors pursuant to private placement memorandums. The Pooled Trust Fund may be purchased in accordance with section 3(c)(7) of the Investment Company Act by certain investors which qualify as both “accredited investors” under Rule 501(a) of Regulation D under the Securities Act and “qualified purchasers” within the meaning of Section 2(a)(51) of the Investment Company Act who have such knowledge and experience in financial and business matters adequate to enable them to evaluate the merits and risks of the Pooled Trust Fund.

The Pooled Trust Fund pays us a management fee of approximately 1.0% annually based on net asset value. In consideration for the management fee, we are responsible for the fees and expenses incurred by the trustee in its administration of the Pooled Trust Fund and for the Pooled Trust Fund’s ordinary operating fees and expenses, but excluding brokerage and other transactional fees and expenses, withholding taxes, foreign jurisdiction taxes and extraordinary expenses.

EARNEST Emerging Markets Investment Trust Fund, EARNEST International Investment Trust Fund, and EARNEST Partners China Fund (each a “Trust Fund” and together, the “Trust Funds”), separate series of the EARNEST Series Investment Trust, are trust funds for which we serve as investment manager. The Trust Funds’ investment objective is to seek income and capital appreciation by investing principally in equity and equity-linked securities of non-U.S. companies. EARNEST Partners generally offers EARNEST Emerging Markets Investment Trust Fund and EARNEST International Investment Trust Fund to clients or prospective clients as alternatives to separate accounts. EARNEST Partners generally offers EARNEST Partners China Fund to separate account clients or prospective separate account clients as a way to invest a portion of their separate account assets in China Class A-shares.

The Trust Funds are offered for sale only to qualified investors pursuant to private placement memorandums. The Trust Funds may be purchased in accordance with section 3(c)(7) of the Investment Company Act by certain investors which qualify as both “accredited investors” under Rule 501(a) of Regulation D under the Securities Act and “qualified purchasers” within the meaning of Section 2(a)(51) of the Investment Company Act who have such knowledge and experience in financial and business matters adequate to enable them to evaluate the merits and risks of the Trust Funds.

EARNEST Emerging Markets Investment Trust Fund and EARNEST International Investment Trust pay us a management fee of approximately 1.0% and 0.90%, respectively, annually based on net asset value. In consideration for the management fees, we are responsible for the fees and expenses incurred by the trustee in its administration of the Trust Funds and for the Trust Funds’ ordinary operating fees and expenses, but excluding brokerage and other transactional fees and expenses, withholding taxes, foreign jurisdiction taxes and extraordinary expenses.

EARNEST Partners China Fund does not pay us a management fee. We are responsible for its operating expenses incurred in providing investment advisory services to the Trust Fund and are also responsible for the fees and expenses incurred for the administration of the Trust Fund and for the Trust Fund’s operating fees and expenses including, but not limited to, trustee, custodial, accounting, audit, organizational, offering, governmental filing and legal fees and expenses and

taxes, but excluding without limitation, brokerage and other transactional fees and expenses related to securities and currencies, certain wire and transfer fees, withholding taxes and foreign jurisdiction taxes.

The Firm is the investment adviser to the EARNEST Partners Multiple Investment Trust (the "Trust") established by SEI Trust Company (the "Trustee"). The Trust is intended to be a tax-exempt group trust established under Revenue Ruling 81-100. The Trust currently consists of four separate Funds: EARNEST Partners International Fund, EARNEST Partners Emerging Market Fund, EARNEST Partners Mid Cap Core Fund, and EARNEST Partners Government Fund. We generally offer the Trust to clients or prospective clients as alternatives to separate accounts.

The Trustee will receive an annual Trustee Fee from the Trust based on the assets invested in each of the Funds as follows: EARNEST Partners International Fund – 0.85%, EARNEST Partners Emerging Market Fund – 1.00%, EARNEST Partners Mid Cap Core Fund – 0.90%, and EARNEST Partners Government Fund – 0.35%. EARNEST Partners' investment adviser fee, if any, is paid by the Trustee from the Trustee Fee.

Item 12: Brokerage Practices

From time-to-time, the Firm may (i) purchase securities for one account for which we act as investment adviser from another account for which we act as investment adviser, or (ii) sell securities from one account for which we act as investment adviser to another account for which we act as investment adviser (cross trade), provided such transaction is otherwise permissible by applicable law and client guidelines. Each such transaction will be effected at prices and under circumstances reasonably determined by us to be fair and equitable. We will not act as principal in any transaction with a client, and will not receive any compensation other than our advisory fee in connection with a cross trade.

Generally, the timing as to when we begin to trade any security for any client account and the extent to which we trade any security for any client account will be subject to, among other things, our judgment as well as any price, volume, or other limits we may impose. There are no assurances as to the timing of the investment of any client's portfolio assets generally and/or any changes to the client's portfolio over time and from time to time. Generally, we will seek to coordinate trading between equity Institutional Accounts and equity Managed Accounts, and this may mean that we may trade equity Institutional Accounts and equity Managed Accounts concurrently or that we may trade or begin to trade equity Institutional Accounts before equity Managed Accounts, which could have an adverse impact on execution prices obtained by equity Managed Accounts. Managed Accounts generally consist of wrap fee program (including model-only program) accounts and Institutional Accounts generally consist of all other accounts. Generally, we will use a rotational approach among equity Managed Accounts such that each Managed Account product and each brokerage relationship participating in an equity Managed Account product will have rotation schedules and a single rotation may consist of multiple trades. We may not wait for all trade executions by a rotation schedule participant to be completed before initiating trades for the participant next in order of priority.

Our objective in allocating aggregated order trades (including initial public offerings) is to distribute investment opportunities among client accounts in a manner that we believe is fair and equitable, based on the needs and financial objectives of our various clients (including any restrictions or limitations applicable to particular clients). Order aggregation is the process of adding together orders to purchase or sell the same security as one large order.

Our policies regarding allocation of aggregated order trades for equity accounts are as follows:

- Transactions for any client account will not be aggregated if prohibited by the client's guidelines or trading direction.
- Before aggregating orders in a particular case, we should reasonably believe that we will be able to obtain best price and execution for each client participating in the aggregated order. No client is favored over any other in connection with such participation.
- Before entering an aggregated order, we will determine the participating client accounts and the number of shares each participating client account is expected to receive.

- Orders for institutional clients will generally be allocated pro rata unless we determine to use a different allocation method, we reasonably believe that all clients will receive fair and equitable treatment, and the written rationale for the departure is approved by our Chief Compliance Officer. We may apply various rounding methodologies to allocate any aggregated trade. The rounding methodologies may be based on a number of judgmental factors that may be unique to a particular aggregated trade. In conjunction with the pro rata method, a rotation method or computer generated random allocation method may be employed as an allocation tool for partial fills. Allocations for Managed Account clients are generally determined by the respective sponsor.
- Generally, each participating client will receive the average price for each fill from the aggregated trade and will share transaction costs pro rata, absent any client-imposed arrangements, based on such client's participation in the transaction.
- The Firm's books and records will reflect separately for each participating client account the aggregated transactions that have occurred and the securities held for the client.
- We will deposit client funds and securities with custodians and will not hold these assets collectively any longer than is necessary to settle the purchase or sale transaction.
- We do not receive any additional compensation or remuneration as a result of aggregating orders.

Our policies regarding allocation of aggregated order trades for fixed income accounts are as follows:

- Transactions for any client will not be aggregated if prohibited by the client's guidelines or trading direction.
- Before aggregating orders in a particular case, we should reasonably believe that we will be able to obtain the best price and execution for each client participating in the aggregated order. No client is favored over any other in connection with such participation.
- The Firm's books and records will reflect separately for each participating client account the aggregated transactions that have occurred and the securities held for the client.
- We do not receive any additional compensation or remuneration as a result of aggregating orders.
- Generally, a pro rata method for allocating aggregated trades will be used whereby each client eligible to participate in a particular order receives an allocation based on the current market value of such client's account relative to the total current market value of all participating clients' accounts.

- When there is an insufficient quantity of a security to allocate among all clients to whom a trade might otherwise be allocated, it is our policy to allocate the security based on the greatest need as measured by the percent of the portfolio invested in cash, the size of the security relative to the size of the portfolio, and the effect of the security on the overall portfolio structure.

Although we will attempt to enforce the fair and equitable distribution of all client transactions, there is no guarantee that the valuation of individual allocations will be consistently favorable to all clients.

The Firm will be granted the authority by a substantial majority of its clients to determine, without specific consent, the securities to be bought or sold, the amount of those securities, and the brokers or dealers utilized to effect those trades. Any limitations which might be placed on us are “client-specific” and, to the extent that they exist, are delineated in documents appended to or referenced in the Investment Management Agreement between the Firm and the particular client. For example, clients may instruct us not to invest in particular issuers, or may direct us to execute all or a specified percentage of their trades with specific brokers or dealers. Managed Accounts that are traded by us typically also direct us to execute trades with the program sponsor (subject to limited exceptions).

In selecting brokers to be used in portfolio transactions, our general guiding principle is to seek the best overall execution for each client in each trade, which is a combination of price and execution. With respect to execution, we consider a number of judgmental factors, including, without limitation, the actual handling of the order, the ability of the broker to settle the trade promptly and accurately, the financial standing of the broker, the ability of the broker to position stock to facilitate execution, our past experience with similar trades and other factors that may be unique to a particular order. Recognizing the value of these judgmental factors, we may pay a brokerage commission that is higher than the lowest commission that might otherwise be available for any given trade.

The commission rates paid by our clients with discretionary accounts may be sufficient to allow executing brokers to provide us with a fairly full array of normal research services; information and products (i.e., research). As such, we may not find it necessary to pay higher commission rates specifically for the purpose of obtaining research and receipt of research is not the primary motivation in the selection of brokers. Research received from brokers that are providing best overall execution is viewed as added value.

It is possible that we may pay, or be deemed to have paid, commission rates higher than we could have otherwise paid in order to be assured of continuing to receive research that we consider useful. Such higher commissions would be paid in accordance with Section 28(e) of the Securities Exchange Act of 1934, which requires us to determine in good faith that the commission paid is reasonable in relation to the value of the research provided. This determination may be based either in terms of the particular transaction involved or our overall responsibilities with respect to all accounts over which we exercise discretion. Accordingly, research provided normally benefits many accounts rather than just the one(s) on which the order

is being executed, and we may not use all research in connection with the account which paid commissions to the broker providing the research.

The proprietary and third party research we receive includes, without limitation, information on the United States and other world economies; information on specific industries, groups of securities, individual companies, political and other relevant news development affecting markets and specific securities; and technical and quantitative information about markets. Research is received in the form of written reports, telephone contacts, personal meetings, research seminars, and access to computer databases. In some instances, research products or services received by us may also be used for functions that are not research related (i.e., not related to the making of investment decisions). Where a research product or service has a mixed use, we will make a reasonable allocation according to its use and will pay for the non-research function in cash using our own funds. Clients should consider that this allocation determination creates a potential conflict of interest between clients and the Firm.

The Firm does not generally enter into agreements with brokers regarding specific amounts of brokerage because of research provided. We do maintain, however, an internal allocation procedure to identify those brokers who have provided us with research that we consider useful. These internal guidelines are established by the investment committee to provide direction to our traders, and are based, in part, on the quality and usefulness of the research provided and its value to us on behalf of our clients. The amount of brokerage specifically allocated to any broker will be based, in part, on the cost of such research to the broker, and the amount allocated is generally higher than that which we would pay for the research were we to pay for it in cash using our own funds. When client brokerage commissions are used to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products or services. Clients should consider that there is a potential conflict of interest between their interests in obtaining best execution and our receipt of and payment for research through brokerage allocations as described herein.

As stated above, we generally accept directions by Managed Accounts and other clients to utilize a specific broker or dealer to execute transactions in the respective client's account. A client who chooses to designate use of a particular broker or dealer should consider whether such designation may have an adverse impact or result in certain costs or disadvantages to the client, because the client may pay higher commissions and/or receive less favorable prices on some transactions than might otherwise be attainable by us. We will generally seek to utilize "step-outs", when permitted and when feasible for us to do so, for clients that direct brokerage in order for them to receive the same execution as clients that do not direct brokerage. A "step-out" trade is where one brokerage firm executes an entire order, and then gives other brokerage firms a credit, or commission, for a specified piece of the trade. Generally, transactions of clients that direct us to execute all or a specified percentage of their trades with specific brokers or dealers but do not permit us to utilize "step-outs" or we are unable to utilize "step-outs" because of the particular markets (e.g. non-U.S. markets generally do not permit the use of "step-outs") or because it is not feasible for us to do so, may be executed after the transactions of clients that grant us full discretion in the selection of brokers or dealers or that permit us to utilize "step-outs" and it is feasible for us to do so, but we may execute transactions concurrently. We will generally "trade away" with respect to fixed income transactions for clients that direct brokerage

in the event we believe that the directed broker(s) cannot provide best execution or cannot provide the desired securities.

By directing us to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with us that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Generally, fixed income trades are net of commissions. At times it is not practical to execute net transactions, (a principal trade in which the dealer has included his commission), and we will execute a commission trade because the dealer didn't directly or can't own the securities but presented the investment idea to us.

Item 13: Review of Accounts

Client portfolios are monitored by the investment committees and staff for adherence to client guidelines, as well as internal policies regarding risk control, expected excess return and dispersion of return.

Members of the investment committees meet weekly to exchange market views, to discuss investment ideas, and to review strategies for the coming week.

The performance of each client account is reviewed periodically by the investment committees and staff and compared with standard indices and with accounts of like objectives. Each account has a risk level which is consistent with accounts of comparable objectives.

The titles of the supervised persons who conduct the reviews are generally that of Investment Management or higher.

Generally, quarterly or more frequent written statements are provided to clients. Quarterly statements generally include holdings, transactions, and portfolio characteristics. When requested, quarterly performance summaries are provided. Clients are also provided with periodic commentary on our views with respect to the market and a client's respective portfolio.

Item 14: Client Referrals and Other Compensation

From time-to-time, the Firm may enter into solicitation agreements with individuals or entities whereby investment advisory accounts are solicited for us.

Solicitation agreements with solicitors which are not affiliated with the Firm require that the solicitor perform his duties in accordance with the Investment Advisers Act of 1940 and appropriate state regulations and that the solicitor provide each client with our Form ADV Part 2A and 2B Brochure and the solicitor's written disclosure documentation describing: (1) the name of the solicitor and the investment adviser; (2) the nature of the relationship between the solicitor and the Firm; (3) the terms of any compensation; and (4) the effect, if any, on the advisory fee to be paid by the client as differentiated from fees paid by other clients of the Firm.

The compensation a solicitor receives for services under a solicitation agreement is generally a percentage of the fees we earned and received from clients that choose to use our services as a result of the solicitor's efforts under the solicitation agreement. The fee paid to us by clients will be the same as would have been paid by the client if no compensation had been paid to the solicitor.

Item 15: Custody

The Firm does not participate in the selection of custodians, except with respect to certain proprietary pooled investment vehicles, and does not have physical custody of any client's funds and securities, but may be deemed to have custody in these instances:

1. When a client instructs us to send advisory fee invoices directly to the client's custodian. In this instance, client funds and securities are maintained with a qualified custodian (financial institutions customarily providing custodial services) in the client's name or under our name as agent of the client, and we will form a reasonable belief, after due inquiry, that the qualified custodian sends account statements directly to the client. Our due inquiry may include, among other means, seeking to obtain periodic written confirmation from the custodian(s) that account statements were sent to our clients.
2. When we act as both general partner, managing member, or in a comparable capacity and as investment adviser to the respective limited partnership, limited liability company, or other private fund and the pooled investment vehicle exemption (i.e. it's audited by an accounting firm registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (PCAOB) at least annually and the financial statements are prepared in accordance with generally accepted accounting principles) is not available. In this instance, we will obtain an annual surprise examination of the pooled vehicle by a non-PCAOB accounting firm and form a reasonable belief, after due inquiry, that the qualified custodian sends account statements of the pooled vehicle to investors. Our due inquiry may include, among other means, seeking to obtain periodic written confirmation from the custodian(s) that account statements were sent to investors.
3. When we act as both general partner, managing member, or in a comparable capacity and as investment adviser to the respective limited partnership, limited liability company, or other private fund and the pooled investment vehicle exemption (i.e. the fund is audited by an accounting firm registered with, and subject to regular inspection by, the PCAOB at least annually and the financial statements are prepared in accordance with generally accepted accounting principles) is available, we will distribute the audited financial statements to all limited partners (or members or other beneficial owners) within 120 days of the end of the fund's fiscal year. We will obtain a final audit upon liquidation of a pooled vehicle and distribute financial statements to investors promptly after completion of the audit.

Our clients will receive account statements from the broker-dealer, bank or other qualified custodian and should carefully review those statements. Unless clients instruct otherwise, they will also receive account statements from us and are urged to compare our account statements against the account statements received from the qualified custodian.

Item 16: Investment Discretion

The Firm accepts discretionary authority to manage securities accounts on behalf of clients by entering into a written investment management agreement with the client. Any limitations clients may place on this authority are addressed in the investment management agreement and any written client investment policy and/or investment guidelines.

Item 17: Voting Client Securities

The Firm will accept authority to vote client securities. Clients can generally direct us in writing how to vote on their behalf in a particular solicitation. Absent any direction from the client, the following is a summary of our proxy voting policies and procedures:

Proxy Policies

As a general rule, we will vote against actions which would reduce the rights or options of shareholders, reduce shareholder influence over the board of directors and management, reduce the alignment of interests between management and shareholders, or reduce the value of shareholders' investments. A partial list of issues that may require special attention are as follows: classified boards, change of state of incorporation, poison pills, unequal voting rights plans, provisions requiring supermajority approval of a merger, executive severance agreements, and provisions limiting shareholder rights.

In addition, the following will generally be adhered to unless we are instructed otherwise in writing by the client:

- We will not actively engage in conduct that involves an attempt to change or influence the control of a portfolio company.
- We will not announce our voting intentions or the reasons for a particular vote.
- We will not participate in a proxy solicitation or otherwise seek proxy voting authority from any other portfolio company shareholder.
- We will not act in concert with any other portfolio company shareholders in connection with any proxy issue or other activity involving the control or management of a portfolio company.
- All communications with portfolio companies or fellow shareholders will be for the sole purpose of expressing and discussing our concerns for our clients' interests and not in an attempt to influence the control of management.

Proxy Procedures

The Firm has designated a Proxy Director. The Proxy Director will consider each issue presented on each portfolio company proxy. The Proxy Director will also use available resources, including proxy evaluation services, to assist in the analysis of proxy issues. Proxy issues presented to the Proxy Director will be voted in accordance with the judgment of the Proxy Director, taking into account the general policies outlined above and the Firm's Proxy Voting Guidelines (currently ISS Taft-Hartley Advisory Services Proxy Voting Guidelines). Therefore, it is possible that actual votes may differ from these general policies and our Proxy Voting Guidelines. In the case where we believe we have a material conflict of interest with a

client, the Proxy Director will utilize the services of outside third party professionals (currently ISS Taft-Hartley Advisory Services) to assist in its analysis of voting issues and the actual voting of proxies to ensure that a decision to vote the proxies was based on the client's best interest and was not the product of a conflict of interest. In general, ISS Taft-Hartley Advisory Services Proxy Voting Guidelines are based on a worker-owner view of long-term corporate value and conform to the AFL-CIO proxy voting policy. In the event the services of an outside third party professional are not available in connection with a conflict of interest, we will seek the advice of the client.

A detailed description of our specific Proxy Voting Guidelines will be furnished upon written request. You may also obtain information about how we have voted with respect to portfolio company securities by calling, writing, or emailing us at:

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The Firm reserves the right to change these policies and procedures at any time without notice.

Item 18: Financial Information

Not applicable.

Item 19: Miscellaneous

Account Errors and Error Resolution

The Firm has policies and procedures to help it assess and determine, consistent with applicable standards of care and client documentation, when reimbursement is due by it to a client because the Firm has committed an error. Pursuant to the Firm's policies, an error is generally compensable from the Firm to a client when it is a mistake (whether an action or inaction) in which the Firm has, in the Firm's reasonable view, deviated from the applicable standard of care in managing the client's assets, subject to materiality and other considerations set forth below.

Consistent with the applicable standard of care, the Firm's policies and its investment management agreements generally do not require perfect implementation of investment management decisions, trading, processing or other functions performed by the Firm or its affiliates. Therefore, not all mistakes will be considered compensable to the client. Imperfections, including without limitation, imperfection in the implementation of investment decisions, trade execution, cash movements, portfolio rebalancing, processing instructions or facilitation of securities settlement; imperfection in processing corporate actions; or imperfection in the generation of cash or holdings reports resulting in trade decisions, are generally not considered by the Firm to be violations of the applicable standards of care regardless of whether implemented through programs, models, tools or otherwise. As a result, imperfections, including, without limitation, incidents involving a mistaken amount, timing or direction of a trade, may not constitute compensable errors.

For example, the Firm's traders are typically expected to exercise discretion to generally effect the investment team's investment intent in the best interests of the client including, without limitation, with respect to the execution of trade requests or the implementation of investment strategies. Regardless of whether the investment team specifies a fixed quantity of a particular security to be purchased or sold, or provides a date by which a trade is to be completed, instances in which the Firm's trader executes a trade that results in a portfolio position that is different from the exposure intended by the investment team (whether specified on a trade ticket or not) will generally not be considered compensable errors unless the trade results in a portfolio position that violates investment guidelines of the client or is substantially inconsistent with the investment team's investment intent. Similarly, imperfections in the implementation of investment strategies that do not result in material departures from the intent of the investment team will generally not be considered compensable errors. In addition, in managing accounts, the Firm may establish non-public, formal or informal internal targets, guidelines or other parameters that may be used to manage risk or otherwise guide decision-making, and a failure to adhere to such internal parameters will not be considered an error. A failure on the Firm's part to recognize a client cash flow will generally not be considered a compensable error unless the Firm fails to recognize the cash flow within a reasonable period of time from the delivery date specified in the client's notification to the Firm. The purchase of a security for which the client is ineligible under the issuer's prospectus, offering documents or other issuer-related rules or documentation generally will not be considered a compensable error to the extent that the purchase does not also violate a client guideline, regardless of whether the Firm maintains or exits the position after becoming aware of the ineligibility. Mistakes may also occur in

connection with other activities that may be undertaken by the Firm and its affiliates, such as net asset value calculation, processing subscriptions and redemptions, fund accounting, trade recording and settlement and other matters that are non-advisory in nature and may not be compensable unless they deviate from the applicable standards of care. Incidents resulting from the mistakes of third parties are generally not compensable from the Firm to a client.

Incidents may result in gains as well as losses. In certain circumstances, the Firm may determine that the gains or losses associated with these incidents will be treated as being for a client's account (i.e., clients will bear the loss or benefit from the gain). In other circumstances, however, the Firm may determine that it is appropriate to reallocate or remove gains or losses from the client's account that are the result of an incident.

The Firm makes its determinations pursuant to its error policies on a case-by-case basis, in its discretion, based on factors it considers reasonable. Relevant facts and circumstances the Firm may consider include, among others, the nature of the service being provided at the time of the incident, whether intervening causes, including the action or inaction of third parties, caused or contributed to the incident, specific applicable contractual and legal restrictions and standards of care, whether a client's investment objective was contravened, the nature of a client's investment program, whether a contractual guideline was violated, the nature and materiality of the relevant circumstances, and the materiality of any resulting losses. The determination by the Firm to treat (or not to treat) an incident as compensable, and any calculation of compensation in respect thereof for any one fund or account sponsored, managed or advised by the Firm may differ from the determination and calculation made by the Firm in respect of one or more other funds or accounts.

When the Firm determines that compensation by the Firm is appropriate, the client will be compensated as determined in good faith by the Firm. The Firm will determine the amount to be reimbursed, if any, based on what it considers reasonable guidelines regarding these matters in light of all of the facts and circumstances related to the incident. In general, compensation is expected to be limited to direct and actual losses, which may be calculated relative to comparable conforming investments, market factors and benchmarks and with reference to other factors the Firm considers relevant. Compensation generally will not include any amounts or measures that the Firm considers speculative or uncertain, including potential opportunity losses resulting from delayed investment or sale as a result of correcting an error or other forms of consequential or indirect losses. In calculating any reimbursement amount, the Firm generally will not consider tax implications for, or the tax status of, any affected client. The Firm expects that, subject to its discretion, losses will be netted with an account's gains arising from incidents and will not exceed amounts in relation to an appropriate replacement investment, benchmark or other relevant product returns. Losses may also be capped at the value of the actual loss, particularly when the outcome of a differing investment would in the Firm's view be speculative or uncertain or in light of reasonable equitable considerations. As a result, compensation is expected to be limited to the lesser of actual losses or losses in relation to comparable investments, benchmarks or other relevant factors. Furthermore, the Firm expects to follow a materiality policy with respect to client accounts. Therefore, in certain circumstances, mistakes that result in losses below a threshold will not be compensable.

The Firm may also consider whether it is possible to adequately address a mistake through cancellation, correction, reallocation of losses and gains or other means.

In general it is the Firm's policy to notify clients of incidents corrected post settlement that violate a client guideline and certain errors that result in a loss to the client and are otherwise compensable. Generally, the Firm will not notify clients of non-compensable incidents. In addition, separate account clients will not be notified of incidents that result in losses of less than \$1,000. Investors in a pooled investment vehicle will generally not be notified of the occurrence of an incident or the resolution thereof. Additional information about resolution of and compensation for incidents is available upon request and may be set forth in the prospectuses or other relevant offering documents of the Firm's pooled investment vehicles. The Firm may at any time, in its sole discretion and without notice to clients or investors, amend or supplement its policies with respect to account errors and error resolution.