

**FORM ADV Part 2A Firm Brochure as of March 31, 2017**

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## Hancock Capital Investment Management, LLC

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This brochure provides information about the qualifications and business practices of Hancock Capital Investment Management, LLC. If you have any questions about the contents of this brochure, please contact us at (617) 572-0693 or [jasonpratt@jhancock.com](mailto:jasonpratt@jhancock.com).

Hancock Capital Investment Management, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

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 the investment adviser also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

The date of Hancock Capital Investment Management, LLC's (HCIM) last update of its brochure was September 15, 2016. The following is the material update made to the brochure on March 31, 2017.

- **All Items—Senior Loan Investments.** The brochure has been updated to reflect HCIM's expansion of its investment management service offerings to include leveraged senior loans. Since HCIM did not previously provide leveraged senior loan investment management services, the content of this brochure is materially different from prior filings in almost every section. Please note that currently only HCIM affiliate accounts are eligible for leveraged senior loan investments at this time.
- **Item 4. Advisory Business.** HCIM updated its assets under management.
- **Item 5. Real Estate Fees.** The brochure was updated to provide additional disclosures regarding real estate administrative services fees and real estate development performance fees.
- **Item 8—Risk of Loss—Cybersecurity.** The brochure was updated to provide a summary of HCIM and its service providers' cybersecurity risks.
- **Item 11—Conflicts of Interest—Arroyo Capital Investment Finder Fee.** The brochure was updated to provide disclosures related to an investment finder arrangement with Arroyo Capital Advisors LLC.
- **Item 11—Conflicts of Interest—Commercial Mortgages Allocation Policy.** The brochure was updated to reflect recently approved changes to HCIM's commercial mortgage allocation policies.
- **Item 11—Conflicts of Interest—Determination Procedures.** The brochure was updated to describe HCIM's process for managing conflicts of interests in those circumstances where the investment teams managing the firm's mezzanine, private equity co-investments, and senior loan programs have the ability to provide one or more investment proposals to the same or multiple sponsors with respect to a given transaction.
- **Item 16—Investment Discretion.** The brochure was updated to describe the firm's policies that would generally prohibit certain investments made in issuers which could be deemed to present undue environmental, social or governance risks that may otherwise meet a client's account investment criteria.

HCIM will ensure that its advisory clients receive subsequent brochures, together with a summary of any material changes, within 120 days of the close of HCIM's fiscal year. HCIM will further provide other ongoing disclosure information about material changes as required. HCIM will provide you with a new brochure as necessary based on material changes or new information at any time without charge.

Currently, HCIM's brochure can be requested by contacting Jason Pratt, Chief Compliance Officer at (617) 572-0693 or [jasonpratt@jhancock.com](mailto:jasonpratt@jhancock.com). Additional information about HCIM is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Hancock Capital Investment Management, LLC

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## Item 4 – Advisory Business

### A. The Company

Hancock Capital Investment Management, LLC (“HCIM”) is a direct wholly-owned subsidiary of John Hancock Subsidiaries, LLC and an indirect wholly-owned subsidiary of John Hancock Life Insurance Company (U.S.A.) (“John Hancock”). John Hancock is an indirect wholly-owned subsidiary of Manulife Financial Corporation, a Canadian-based global financial services group and publicly-held corporation that trades under the symbol ‘MFC’ on the Toronto Stock Exchange, the New York Stock Exchange, and Philippine Stock Exchange, and under ‘945’ on the Stock Exchange of Hong Kong (“Manulife Financial Group”). Manulife Financial Group’s equity real estate, commercial mortgage loans and bonds, private placement debt, mezzanine, private equity, leveraged senior loan, oil and gas, timber and farmland investment activities are collectively branded as Manulife Asset Management Private Markets. U.S. equity real estate, commercial mortgage loan, private placement and public debt, mezzanine, private equity, and leveraged senior loan investment advisory services are principally offered to third parties through HCIM.

HCIM was formed as a Delaware limited liability company on October 5, 2007 and was registered as an investment adviser under the Investment Advisers Act of 1940, as amended, on December 5, 2007. Effective December 31, 2007, HCIM began to assume investment management responsibility from John Hancock Life Insurance Company (“JHLICO”) for investment advisory services being provided to clients by JHLICO. JHLICO was merged into John Hancock on December 31, 2009. Today, HCIM’s advisory services are provided through three distinct investment groups. The three groups are aligned with John Hancock’s North American Corporate Finance Group (“Corporate Finance Group”), Real Estate Finance Group, and Real Estate Division. Separate from their HCIM roles, the investment professionals in each group also have similar investment roles for John Hancock and its affiliated insurance companies. The officers and directors of HCIM are primarily comprised of United States-based employees of John Hancock. Where appropriate, HCIM has disclosed in this brochure the primary material conflicts of interest that are likely to arise from the overlap in investment responsibilities.

### B. Advisory Services

HCIM manages advisory client portfolios with varied mandates. HCIM’s investment strategies for its clients include providing advice, making recommendations, and making investments in public and private investments, including corporate bonds of various quality levels, structured finance obligations, mezzanine securities (*i.e.*, subordinated debt or preferred stock with economics similar to subordinated debt, together generally with a common equity feature), private equity investments, leveraged senior loans (*i.e.*, revolving, term, and unitranche loans), commercial real estate mortgage loans and bonds, and real estate equity and real estate-related structures and vehicles, and public equities. Depending on the specific strategy, HCIM’s investment approach is based on in-depth credit and equity analysis (as applicable), a thorough underwriting process, and disciplined pricing of securities and other assets. HCIM has the option to use derivatives within certain client mandates to manage or hedge interest rate and currency risk and to manage duration. To the extent a HCIM affiliate is hired as a sub-adviser to a HCIM account, HCIM is also

responsible for the on-going supervision and regular monitoring of the investment activities and competence of the affiliated investment manager.

*Corporate Finance Group*—HCIM’s Corporate Finance Group offers discretionary and non-discretionary investment management services. Services are provided to separately managed accounts and private funds related to investments in public and private market fixed income, equity, and other securities. The Group also provides non-discretionary credit support services to HCIM-affiliate advisory accounts. Certain members of this Group focus on providing investment management services with respect to certain private equity co-investments and private equity funds (“Fund-of-Funds”), mezzanine securities, and leveraged senior loans.

*Real Estate Finance Group*—HCIM’s Real Estate Finance Group offers discretionary and non-discretionary separately managed account and fund strategies for the origination, acquisition, and servicing of commercial real estate mortgage loans and bonds (office, retail, industrial, multi-family, parking garages, manufactured housing communities, self-storage, and other commercial properties). Services include loan sourcing, credit underwriting, and ongoing active portfolio management, as well as loan servicing.

*Real Estate Division*—HCIM’s Real Estate Division offers discretionary and non-discretionary separately managed account and fund strategies for the acquisition, management, and disposal of real estate equity investments (including and but not limited to retail, office, industrial, multifamily, mixed-use, and other real estate property types). These properties are typically completed (*i.e.*, fully developed and operational) but could be in the development stage. Additionally, property management services are typically provided separately by HCIM or an affiliate of HCIM.

### **C. Meeting Investment Objectives**

HCIM works with each of its advisory clients to define the appropriate investment advisory services and develop investment guidelines based upon the client’s investment objectives. Advisory services are documented in a written investment advisory agreement, limited partnership agreement, limited liability agreement, indenture, or other similar agreement and can include:

- evaluating prospective investment opportunities within the client’s investment guidelines;
- making decisions or providing advice and recommendations regarding the purchase and disposition of investments;
- structuring and negotiating investments;
- working with legal counsel to prepare documentation;
- monitoring investments; and
- other ancillary investment-related support services.

HCIM manages client portfolios with varied mandates. In most cases, the investment guidelines (including restrictions on investing in certain types of investments or other limits) are negotiated

at the time the account or fund is established. Some clients request, or are asked by HCIM to consider, amendments to their guidelines as their needs change, as specific financial conditions of an investment develop, or in response to a change in market conditions.

#### **D. Wrap Fee Program**

HCIM does not participate in wrap fee programs.

#### **E. Client Assets**

As of 12/31/2016, HCIM had \$9,904,363,936 in assets under management (“AUM”) on a discretionary basis and \$1,927,149,379 in AUM on a non-discretionary basis.

The above AUM amount differs from HCIM’s “regulatory assets under management” which is used in Form ADV Part 1A. Form ADV Part 1A requires investment advisors to report their “regulatory assets under management.” To calculate “regulatory assets under management” an advisor is required to include in the assets for private fund advisory clients the amount of any uncalled commitment pursuant to which a person is obligated to acquire an interest in, or make a capital contribution to, the private fund.

### **Item 5 – Fees and Compensation**

#### **A. & B. Overview**

As further described below, HCIM is compensated under several different fee structures, depending on the client and the investment strategy. All fees are subject to negotiation and the manner in which they are charged is documented in a written agreement with the client.

In certain cases, clients can select to have fees billed directly, deducted from client distributions, or deducted from client assets by the custodian. For other clients, HCIM has the fees deducted from income or proceeds that would otherwise have been available to be distributed by the custodian. HCIM generally bills fees directly to clients on a monthly, quarterly or semi-annual basis, except for the collateralized debt obligation (“CDO”) private fund clients which are deducted semi-annually by the client’s trustee. Unless otherwise agreed to in a client’s written agreement with HCIM, upon termination of any client account, any prepaid, unearned fees would be promptly refunded, and any earned, unpaid fees, would be due and payable. Such fees would be calculated on a pro-rated basis according to the number of days elapsed during the billing period.

HCIM’s fees are exclusive of other fees and expenses that are incurred by, or on behalf of, the client as documented in a written agreement with the client. If any such expenses are paid by HCIM, the client will reimburse HCIM or its affiliates for those expenses.

The following describes the types of fee arrangements under which HCIM is compensated.

## **Fee Arrangements for Private Placement & Bond Investment Strategies—Mezzanine, Leveraged Senior Loans, Private Equity Investments & CDOs**

*Asset-Based Management Fees*—HCIM receives management fees for providing investment advisory services to clients. Depending on the client, these fees are payable quarterly in advance, or monthly, quarterly, or semi-annually in arrears. Any payment made in advance for a period other than a full quarterly period would be adjusted on a prorated basis according to the number of days elapsed. These fees are individually negotiated and range in size from 0.05% to 1.5% per annum of:

- a client's assets under management, or
- a client's outstanding principal amount of securities, or
- a client's funding commitment, capital invested, or fair market value, subject in some cases to adjustment according to predetermined formulas.

*Performance-Based Fees*—In addition to asset-based management fees, mezzanine, leveraged senior loan, or private equity co-investment clients could also pay performance-based fees, which are commonly referred to as “carried interest,” to the general partner of the respective fund and/or HCIM. The general partner of certain clients is a related party of HCIM. In these circumstances, the general partner earns either 10% or 20% of the profits generated by the respective fund after the limited partners' capital has been returned, together with a preferred return on such capital. Carried interest amounts are paid according to a predetermined waterfall distribution.

For certain of the CDO private fund clients, HCIM receives a contingent portfolio advisory fee if the equity investors have received a specified rate of return as agreed upon in writing in the investment management agreement(s). These fees range from 0.15% to 0.25% of the outstanding amount of the notes issued by the CDO private fund client, plus, for some clients, the amount of the equity.

## **Fee Arrangements for Private Placement & Bond Investment Strategies—Other Private Placement & Bond Portfolios**

HCIM receives management fees for performance of discretionary and non-discretionary investment advisory and sub-advisory services. These fees are individually negotiated with a client or the investment adviser and can range from .066% to 1.5% per annum based on market value. Depending on the agreement with the client or the investment adviser, these fees are calculated monthly or quarterly by HCIM or a client's representative based on market values established by HCIM or other person.

## **Fee Arrangements for Credit Support Services & Public Equity Investment Strategies**

HCIM provides non-binding credit review analysis and advice related to non-US private placement notes, bonds and/or other private investments issued outside the US by non-U.S. entities. Additionally, HCIM also provides discretionary public equity investment strategies. The fees for these services and strategies are currently only provided to HCIM-affiliates for



proprietary investment activities. These fees are calculated and billed monthly, quarterly, or semi-annually in arrears. The fees for these services and strategies are structured either as a percentage of assets under management or on cost with a mark-up. Credit support services and equity strategies are only offered to “qualified purchasers” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940. As a result, SEC rules permit HCIM to omit from this brochure its specific credit support and public equity strategy fee schedule.

### **Fee Arrangements for Real Estate Finance Investments Strategies**

As further described below, HCIM fees related to commercial real estate mortgage strategies are subject to negotiation, and the manner in which they are charged is documented in a written agreement with the advisory client. Additionally, in the case of commingled funds, fee arrangements are also outlined and disclosed in the private placement memorandum and other relevant offering documents. Generally, the advisory client will pay HCIM a management fee (which likely includes but is not limited to a mandatory origination and portfolio management component, as well as a servicing fee component) each calendar quarter, in arrears, as compensation for services performed or provided under the written agreement, based on the average value of the advisory client’s account as of the last day of each month or quarter for each calendar quarter. In certain cases, upon the termination of an investment management agreement for certain reasons, the portion of the management fee that relates to the origination of an asset is accelerated forward and payable at termination. Real estate finance investment strategies are only offered to “qualified purchasers” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940. As a result, SEC rules permit HCIM to omit from this brochure its real estate finance fee schedule.

### **Fee Arrangements for Real Estate Equity Investments Strategies**

HCIM fees related to commercial real estate equity strategies are subject to negotiation, and the manner in which they are charged is documented in a written agreement with the advisory client. Additionally, in the case of commingled funds, fee arrangements are also outlined and disclosed in the private placement memorandum and other relevant offering documents. Generally, the advisory client will pay to HCIM an investment management fee each calendar quarter, in arrears, as compensation for services performed or provided under the written agreement, based on the average net asset value of the advisory client’s account as of the last day of each month, quarter, or year. Additionally, advisory clients will typically pay HCIM a separate acquisition fee with respect to each new portfolio property based on the gross purchase price of the property. The acquisition fee is generally payable at the closing of the acquired property. In addition, advisory fees may include compensation for reasonable start-up expenses associated with a particular client’s account. Finally, HCIM charges certain advisory clients a disposition fee equal to a percentage of the net sales proceeds of a property. For an offshore real estate fund, HCIM will receive a sub-advisory fee from the affiliated manager of the fund for HCIM’s non-discretionary management services which equal all costs and expenses incurred (inclusive of third party costs and all allocated internal and overhead costs) under the sub-advisory agreement, plus a percentage of all such costs and expenses (excluding third party expenses paid by the fund) under the sub-advisory agreement.



Subject to the terms of each client's written agreement with HCIM, certain real estate equity clients pay HCIM a development performance fee. HCIM's development performance fee is typically based on a portfolio's development properties exceeding a certain pre-determined internal rate of return. Development properties are classified as raw land or other property on which ground-up development (including knock-downs) is expected. Whether a client's portfolio is subject to HCIM's development performance fee will be specified in a written agreement with such client. The written agreement will also specify the specific fee calculation formula, property subject to the fee, fee timing, hurdle rates, and any fee clawback features, if any.

Real estate equity investment strategies are only offered to "qualified purchasers" as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940. As a result, SEC rules permit HCIM to omit from this brochure its specific real estate equity strategy fee schedule.

### **C. Other Types of Fees or Expenses**

In addition to management, management-related, and performance fees paid to HCIM (as described in Items 5A & 5B), advisory clients will also be responsible for fees and expenses incurred in connection with such investments, which can include but are not limited to custodian, transaction, assignment, management, and other fees and expenses contractually owed to financial sponsors who require compensation for managing and/or structuring investments which clients make alongside the sponsor, and brokerage and finder fees and expenses.

*Private Placements and Bond Investments*—Item 12 further describes the factors that HCIM considers in selecting or recommending broker-dealers for client securities transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Certain of the private fund clients are responsible for paying expenses associated with organizing and maintaining the respective fund and the sale of the interests to the limited partners (including placement fees). Fees and expenses associated with establishing and maintaining the private funds generally include, but are not limited to (i) the costs associated with evaluating, acquiring, monitoring, and disposing of investments (including fees and expenses relating to legal, accounting, third party advisors and consultants, due diligence, and other services incurred in connection with the evaluation, structuring, and negotiation of any investment that forms part of the advisory client's HCIM-managed portfolio (whether such investment is completed or not)), costs associated with the respective fund's advisory committee meetings and meetings of the limited partners (including accommodations, food, etc.), (iii) costs of preparing financial, tax, and other reports and communications (including the costs of client communication platforms) to the limited partners, (iv) all banking charges, taxes, and insurance payments, and (v) all legal (including litigation expenses), accounting, custodial, and consulting fees incurred in connection with the business and management of the respective fund. In the case of organizational expenses, the limited partnership agreements typically include a cap on the amount of organizational fees to be borne by the fund, with the remainder being treated as a credit to future management fees, if any.

The general partners of certain mezzanine HCIM-advised private funds have adopted a policy to address the proper and accurate charging of fees and expenses (including "broken deal expenses")

in accordance with the respective fund's limited partnership agreements and, in the event that selected fees and expenses are not explicitly addressed by the limited partnership agreements, or are incurred on behalf of two or more funds or co-investors, ensure a fair allocation of fees and expenses to the appropriate funds and disclose the allocations to their limited partners. For broken deal expenses (e.g., research costs, travel costs and professional fees, and other expenses incurred in deal sourcing activities related to specific transactions that never materialize), the general partner for the fund that is presently making new investments, and any co-investment vehicles (collectively, the "Fund Pool"), have adopted a specific policy regarding the allocation of those expenses. The policy currently states that 100% of broken deal expenses will be allocated to the Fund Pool if a potential investment is less than or equal to \$30 million. If a potential investment is more than \$30 million, then the Fund Pool will bear the percentage of the expense amount equal to \$30 million over the total potential investment that John Hancock and affiliates are considering being allocated to the Fund Pool and the remainder allocated to John Hancock or its co-investors.

Certain of the private fund clients have used either an affiliated placement agent or a third party placement agent to market and sell the fund interests to limited partners. Additionally, a private fund client uses an affiliate that is registered as an exempt market dealer in Canada to distribute the private investment fund in the Canadian exempt securities market. In this arrangement with the Canadian exempt dealer these fees are treated as fund expenses, however, the fund receives a complete offset to the management fees paid by the fund to HCIM for such placement fees.

Also, on occasion HCIM and its affiliates perform management, advisory, transaction-related, financial advisory and other services for, and will receive fees from, actual or prospective portfolio companies or other investment vehicles of its private fund clients. Such fees are in addition to any management fees paid by the client to HCIM. A portfolio company may be required to reimburse HCIM for expenses (including without limitation travel, meals and entertainment expenses) incurred by HCIM in connection with its performance of services for such portfolio company. Such reimbursements are not subject to the sharing arrangements described below. Although these fees are in addition to management fees, HCIM is required to reduce its management fee by 100% of the private fund's share of any such fees received by the HCIM in connection with the investment of fund capital, net of related expenses (this amount could be as low as 80% for earlier funds). Accounts owned by John Hancock or managed accounts of John Hancock that participate in investments alongside a fund generally have a right to share pro rata in such fees, and management fees will generally not be reduced in connection with the receipt of such entities' share of such fees. HCIM will determine the amount of these fees in its own discretion, subject to agreements with portfolio companies and third parties, and the amount of such fees and reimbursements may not (except in connection with the reductions described above) be disclosed to investors in the fund. In many cases with respect to the implementation of the arrangements described above, there is not an independent third party involved on behalf of the relevant portfolio company. Therefore, a conflict of interest might exist in the determination of any such fees and other related terms in the applicable agreement with the portfolio company.

*Private Placement and Bond Credit Support Services*—Subject to the terms of each client’s written agreement with HCIM, an advisory client contracting with HCIM for non-discretionary credit support services is responsible for out of pocket expenses related to HCIM’s services as agreed to between HCIM and the advisory client.

*Real Estate Finance Investments*—Subject to the terms of each client’s written agreement with HCIM, the advisory client is responsible for its pro rata portion of any fees, expenses, or penalties incurred by or on behalf of the client account relating to any investment in its HCIM-managed commercial real estate mortgage loan and bond portfolio, including but not limited to all brokerage charges, recording, transfer or registration fees, filing fees, agent fees, cashiering fees, custodial, ongoing sub-servicing fees to financial intermediaries, and any taxes payable by (or required to be withheld on behalf of) the advisory client or to which the advisory client is subject. In addition, the advisory client is responsible for its pro rata share of any fees and expenses relating to the legal, accounting, third party advisors and consultants, due diligence and other services incurred in connection with the evaluation, structuring, and negotiation of any investment that forms part of the advisory client’s HCIM-managed portfolio (whether such investment is completed or not), and any obligations incurred with respect to the mortgages in the client’s portfolio. For greater certainty, in the event that HCIM or any of its affiliates incurs any otherwise unreimbursed out-of-pocket cost or expense owing to the advisory client in the course of providing services pursuant to the investment management agreement in order to preserve or enhance the value of any investment, including, without limitation, any cost or expense relating to litigation with respect to such investment or the restructuring of such investment, the advisory client will reimburse HCIM in full for its pro rata share of such cost or expense, based upon the proportion that such investment bears to the total applicable loan.

Additionally, to the extent an advisory client directs the sale of a mortgage loan or bond prior to its maturity or terminates the investment management agreement prior to the maturity of the mortgage loans or bonds in the portfolio, certain clients are required to pay HCIM (or ensure HCIM is paid) an amount equal to the present value of the origination and portfolio management fee components of the management fee relating to such mortgage(s) for the remaining life of the mortgage(s). Such sales or transfers are subject to further restrictions such as rights of first refusal and the purchaser entering into a servicing agreement with an affiliate of HCIM.

*Real Estate Equity Investments*—Subject to the terms of each client’s written agreement with HCIM, the advisory client is responsible for any fees, costs, taxes, expenses, or penalties incurred by or on behalf of the client account relating to any portfolio asset in its HCIM- managed portfolio as well as any proposed portfolio asset approved for a client’s account (whether or not such investment is successfully completed), including but not limited to all deposits, brokerage charges, custodial fees, recording, transfer, registration or documentary fees and/or taxes, filing fees, agent fees (including without limitation escrow, paying or cashiering agents), taxes payable or required to be withheld by or in respect of a client or to which the client is subject, any fees and expenses relating to the legal, accounting, bank or other financial intermediaries, third party advisors and consultants, due diligence, title insurance, escrow, inspection, appraisals, and other services incurred in connection with the evaluation, structuring, and negotiation of the acquisition or disposition of a portfolio asset or the ongoing administration, servicing, maintenance, and

management of a portfolio asset (including without limitation fees payable to any HCIM affiliated or unaffiliated property management company), any advance, periodic or ongoing funding obligations incurred in respect of a portfolio asset, litigation and restructuring costs and expenses and all other out-of-pocket reimbursable expenses of HCIM. These payment obligations are separate from HCIM's fees (as described in Items 5A & 5B). For a certain proposed offshore real estate fund, HCIM will be entitled to reimbursement from the fund's investment manager for all expenses, costs, taxes or penalties incurred in connection with HCIM's performance of its sub-advisory duties.

HCIM has entered into separate administration agreements with certain advisory clients to provide certain real estate investment-related administrative functions. Depending on the arrangement with the real estate advisory client, administrative services can be provided in connection with the advisory agreement or by separate agreement or agreements with HCIM or its affiliates. These services can include strategic planning, managing risk management strategies, investor relations, litigation, marketing, formation and supervision of parallel funds, insurance management, transfer agency, oversight of audit services, coordination of appraisal services, cash management, oversight of credit facilities, financing strategies, capital structure management, books and records, oversight of accounting services, engagement and oversight of agents, outside attorneys, accountants, engineers, appraisers, consultants, contractors and other professionals on behalf of the advisory client account and other services as set forth by contract or other written arrangement with the advisory client. HCIM's fee for these administrative services can be structured as a fixed percentage of the advisory client accounts AUM or NAV. In the case of one private real estate fund client, the specific fee obligation belongs to the investors in the fund and the fee rate contains discounted break points depending on an investor's share of the NAV of the private fund and/or whether the investor's share of the Fund's NAV was part of a cornerstone investor commitment.

Additionally, HCIM real estate equity clients are typically required to enter into a property management agreement with a HCIM affiliate or third party for the day-to-day management of the acquired portfolio assets. Subject to the terms of the specific written property management agreement and (in addition to the payment of asset-related expenses of the portfolio property) the client will typically pay a property management fee payable monthly in advance, leasing fees, and construction management fees equal to a percentage of the cost of any interior and exterior construction, renovation, or repair of a portfolio property (other than ordinary maintenance and repairs).

These payment obligations outlined above to HCIM and its affiliates are separate from HCIM's fees (as described in Items 5A & 5B). Finally, in the event that the property is managed by a third party provider (other than HCIM, John Hancock, or their affiliates), the client is typically also required to pay HCIM or John Hancock an additional asset management fee for the oversight and management of the third party provider.

#### **D. Advance Payment of Fees**

For those advisory clients who pay their management fees quarterly in advance, to the extent the

management agreement between HCIM and such client was terminated prior to the end of a fiscal quarter the management fee for such quarter would be pro-rated based on the number of remaining days in the fiscal quarter and any overpayment would be returned by HCIM to the respective advisory client. However, to the extent a management agreement between HCIM and a commercial mortgage mandate client is terminated, certain future components of the management fee (such as origination and portfolio management) related to mortgage investments may be required to be paid to HCIM (or otherwise arranged to be paid to HCIM) as described in the relevant investment management contract.

For certain mezzanine fund clients, any carried interest earned by the general partner of such a fund is only paid when the limited partners of the fund have received cumulative proceeds from portfolio assets in excess of the sum of (i) capital contributed to acquire assets which have been disposed of, if any, (ii) impairments from portfolio assets (including those which have not been disposed of), and (iii) certain expenses incurred by the fund. The limited partnership agreement for each such mezzanine fund typically includes a term which provides that, in the event that the general partner receives carried interest in excess of a defined formula, the excess amounts will be returned to the limited partnership.

For certain other fund clients, any carried interest earned by the general partner of such a fund is only paid when the limited partners of the fund have received cumulative proceeds totaling a return of all capital contributed to the fund plus a preferred return on all such capital contributed. The limited partnership agreement for each such fund typically includes a term which provides that, in the event that the general partner receives carried interest in excess of a defined formula, the excess amounts will be returned to the limited partnership.

## **E. Compensation for Sale of Securities or Other Products**

*Leveraged Senior Loan Origination Transactions*—While HCIM or its affiliates generally do not act as an underwriter or member of a syndicate in connection with a securities offering, HCIM or its affiliates might act as an underwriter, originator, agent, or member of a syndicate in connection with the origination of leveraged senior loans or lending arrangements with borrowers, where such loans are purchased by HCIM’s advisory clients during or after the original syndication. HCIM advisory clients might purchase such loans directly from HCIM or its affiliates or from other members of the lending syndicate. HCIM or its affiliates may directly or indirectly receive underwriting, origination, or agent fees in connection with such loan originations. As a result, HCIM may have a conflict of interest in connection with such loan origination transactions since it may have an incentive to base its investment recommendation to its advisory clients on the amount of compensation, underwriting, origination or agent fees it would receive rather than on its advisory clients’ best interests. At the present time only HCIM affiliate advisory accounts participate in leveraged senior loan strategies.

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

In some cases, HCIM has entered into performance-based fee arrangements with clients, while in other cases, HCIM charges asset-based fees, a combination of asset and performance-based fees,

or other fee arrangements. Performance-based fee arrangements can create an incentive for HCIM to recommend investments which might be riskier or more speculative than those which would be recommended under a different fee arrangement. HCIM has processes in place to ensure oversight of investments for such clients, including the John Hancock approval process (see Item 8A), review of accounts (see Item 13), and extensive reporting to the Credit Committee of Manulife Financial Corporation (see also Item 10C). In addition, John Hancock has made a commitment to co-invest beside certain of these clients, which aligns its interests with that of the clients. Such performance-based fee arrangements can also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. HCIM has implemented procedures reasonably designed to ensure that all clients are treated fairly and equitably, and to prevent this conflict from influencing the allocation of investment opportunities among clients (see Item 11). Finally, as with all actual or potential conflicts, HCIM's behavior is governed by its fiduciary duty to its clients as expressed in the firm's Code of Ethics.

*Corporate Finance Group*—The general partner (or related entity) of certain private fund clients is entitled to receive carried interest based on the performance of the assets of such private fund clients. Certain supervised persons of HCIM are non-managing members of these general partner entities. Such employees, as part of their compensation, receive a percentage of the carried interest earned by the general partner. However, these supervised persons do not receive any part of the management fee that is paid to HCIM. The allocation of carried interest to supervised persons can differ from one private fund client to another. Also, the performance of private fund clients can vary over time. These factors could create incentives for supervised persons to favor one private fund client over another. This potential conflict is primarily managed in two ways: (i) for new investments, there is generally only one private fund with a particular strategy or investment focus open for new investments at a time which limits the ability of supervised persons to allocate an investment to a private fund client which would be more beneficial to them, and (ii) for existing investments, HCIM and John Hancock have processes in place to ensure oversight of investments for such clients, as noted above, including the John Hancock approval process (see Item 8A), review of accounts (see Item 13), HCIM's Conflicts of Interest and Investment Allocation Oversight Committee (see Item 11), and extensive reporting to the Credit Committee of Manulife Financial Corporation.

On occasion, HCIM or a related person is paid a closing, transaction, commitment, breakup or other fee by a non-client in connection with giving advice to clients or structuring an investment transaction in which a client invests. In such instances, all, a portion, or none of such fees can be used to offset management fees, or all, a portion, or none of such fees might be retained by the related person. For one of its private fund clients, HCIM is required to reduce the management fee paid by such fund by 80% of the fund's share of any transaction, commitment, break-up or similar fees received by HCIM in connection with the investment of fund capital, net of related expenses, but is permitted to retain the remaining 20% of such fees without reducing the management fee by such amount. HCIM will determine the amount of these fees in its own discretion, subject to agreements with portfolio companies in which such private fund client invests and market norms. These fees compensate HCIM for its expertise in structuring the deal and are a negotiated term of the transaction. Although HCIM receives these fees from actual or prospective portfolio companies, the opportunity to earn these fees can create a conflict of interest between HCIM and

the private fund client because the amount of fees that HCIM retains can be substantial. This conflict includes HCIM potentially having a financial incentive to select certain investments that will pay HCIM such a fee versus other investments that will not pay a fee or pay a lesser fee to HCIM. This potential conflict is managed by HCIM's investment oversight processes, as described above in this Item 6.

*Real Estate Division*—In addition to paying HCIM an investment management fee for real estate equity investments advisory clients will typically pay HCIM a separate acquisition fee with respect to each new portfolio property based on the gross purchase price of the property and can also pay a disposition fee equal to a percentage of the net sales proceeds of a property (see Items 5A & 5B). In addition, certain real estate equity advisory clients will also pay a development performance fee (see Item 5C). Forms of transaction-based compensation can create a conflict of interest between the adviser and the client as to the timing and quality of the transaction, particularly if the transaction or realization event is controlled by HCIM or its affiliates. However, these conflicts are sometimes mitigated to the extent a HCIM affiliate is a co-investor in a vehicle alongside the client or HCIM or its affiliate and the client's investment interests are otherwise aligned. As with all actual or potential conflicts, HCIM's behavior is governed by its fiduciary duty to its clients.

## **Item 7 – Types of Clients**

HCIM offers its advisory services to institutional clients, insurance companies, pension and profit sharing plans (including government plans), sovereign funds, public and private funds (including co-investment funds), and affiliated accounts (which includes certain affiliated insurance company clients). HCIM is permitted to provide services to additional types of clients. Currently, HCIM provides investment management services to private fund clients, a corporate pension plan, an affiliated corporation and affiliated and unaffiliated insurance companies. HCIM's private fund clients include collateralized debt obligation vehicles, a commercial mortgage fund, commercial equity real estate vehicles, a private equity co-investment fund, and mezzanine funds. For purposes of this brochure, investors in private funds advised by HCIM are not considered HCIM's clients. HCIM considers each private fund to be its client.

*Corporate Finance Group*—As of the date of this Brochure, HCIM's Corporate Finance Group provides discretionary investment management services to an unaffiliated pension plan of a major U.S. corporation. HCIM also provides discretionary investment management services to an affiliated corporation and affiliated insurance companies for which HCIM manages the assets as sub-adviser. Additionally, the Group provides on request credit support services as well as non-discretionary investment management sub-advisory and consulting services to affiliated investment advisers, corporations, and insurance companies related to the management of general account portfolios of affiliated corporations and insurance companies. The Group also provides discretionary investment management services to certain closed-end collateralized debt obligation ("CDO") private fund advisory clients. Each CDO private fund advisory client has privately issued debt and/or equity securities. Such debt securities are secured by a collateral pool of bonds and loans, including private placement, 144A and public bonds. All of these CDO private fund



clients are closed to new investors, are not making new investments, and are in run-off mode.

The Corporate Finance Group also currently manages several private mezzanine investment funds, one mezzanine separately managed account, and one private equity co-investment fund. HCIM is the investment manager to certain private closed-end funds formed by a wholly-owned subsidiary of John Hancock. The general partner and certain investors in the general partner of such funds are related persons of HCIM. The majority of the investors in such funds are unrelated third parties. Certain of these private fund clients are making new investments, but others are not. HCIM is also the investment manager to two other private fund clients for which a related person of HCIM is the manager. For these funds, there are one or more unrelated third party investors in the funds, as well as a HCIM affiliate with a de minimis equity interest. HCIM also services an unaffiliated insurance company advisory client. HCIM is no longer making new investments for this advisory client's portfolio. HCIM also manages a leveraged senior loan advisory program for an affiliated insurance company.

*Real Estate Finance Group*—As of the date of this brochure, HCIM's Real Estate Finance Group originates, manages, and services commercial real estate mortgages for a pooled fund investment advisory client. The individuals of John Hancock who are involved in HCIM's commercial real estate mortgage investments strategy also originate, manage, and service commercial real estate mortgages for the accounts of John Hancock and its affiliated insurance companies. HCIM is currently marketing its commercial real estate mortgage advisory capabilities to additional potential advisory clients.

*Real Estate Equity Division*—As of the date of this brochure, HCIM's Real Estate Equity Division acquires, manages, and services real estate investments for a non-discretionary real estate joint investment venture. John Hancock owns 20% of the venture and the other 80% is owned by an unrelated non-US financial services group. The individuals of John Hancock who are involved in HCIM's real estate equity investment strategy also acquire, manage, service, and dispose of real estate equity investments for the accounts of John Hancock and its affiliated insurance companies. Finally, HCIM is the sub-adviser to a public Singapore real estate trust investing in US equity real estate. The trust is managed by a HCIM-affiliated offshore manager. HCIM is currently marketing its real estate equity advisory capabilities to additional potential advisory clients as well as a new private real estate fund. An affiliate of HCIM is the general partner of the new fund.

While HCIM does not have any specific requirements for opening or maintaining an advisory account (other than "know your customer" or other regulatory requirements), HCIM generally only offers investment advisory services to funds and other institutional investors as described above. HCIM does not generally accept non-institutional individual investors as investment advisory clients.

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

### **A. Methods of Analysis**

On account of the overlap of investment process and persons between HCIM and John Hancock, as well as the nature of shared investment opportunities and co-investments, investment decisions made by HCIM on behalf of its clients where John Hancock or its affiliates will also be directly or indirectly investing are generally subject to John Hancock's approval process. In this process, HCIM evaluates a potential investment opportunity (including any disposition of, or amendment to, an existing investment) and decides whether it wants the applicable HCIM client to proceed with the transaction. Prior to proceeding with a shared or co-investment transaction, HCIM submits its recommendation for the transaction to the appropriate investment authority of John Hancock for its review. Upon concurrence with HCIM's recommendation, the investment transaction will be completed. Additionally, if the client has retained investment discretion, the client or its authorized representative must also consent to the transaction prior to its completion.

### **Methods of Analysis and Investment Strategy—Private Placement, Bond, Leveraged Senior Loan, and Public Equity Investments**

The HCIM Corporate Finance Group investment process focuses on in-depth credit and/or equity analysis of an issuer, the strength of the issuer's management team, the operating history and industry position of the issuer, the collateral in secured deals, the covenant package in a transaction, and other factors (such as diversification of revenues and profits, industry-specific considerations, liquidity, financial leverage, insurance coverage, and legal, regulatory, accounting and environmental risks). As appropriate for mezzanine, leveraged senior loans, and private equity co-investments, and for private equity fund subscriptions, HCIM's analysis also includes an evaluation of the sponsor, including the track record of the sponsor, the cohesion and stability of the sponsor's investment team, and the consistency of the sponsor's investment strategy. HCIM's investment analysts, all of whom are in-house with HCIM or a related person, use fundamental analysis incorporating various sources including company annual reports and press releases, research materials prepared by others, newspapers, corporate rating and research services and industry, trade association and academic publications. Materials provided by the Federal Reserve Board and other government agencies can also be consulted. HCIM can also engage third parties with specific market, accounting, pension, insurance or other types of expertise to provide supplemental information to aid its analysis. HCIM's investment approach is characterized by a long term view. Each investment is analyzed for its creditworthiness and/or potential for capital appreciation over the full term of the investment. Finally, the analysts also closely examine each company's historical financial statements and strategic plans to determine the reasonableness of projections, and typically generate their own "base" and "downside" cases, separate from those of management and the sponsor.

HCIM's current investment strategies for its Corporate Finance Group clients include investments in public and private securities, including corporate bonds at various quality levels, structured finance obligations, public and private equity (including private equity co-investments and private equity funds), leveraged senior loans, and mezzanine securities. Depending on the client, HCIM

typically employs the following investment strategies:

- for its fixed income strategy, HCIM focuses on (i) credit risk, investing primarily in corporate bonds that offer attractive relative value, and (ii) as an additional feature for certain clients, the potential for long-term capital appreciation by investing in equity securities;
- for its private equity co-investment strategy, HCIM focuses on long-term diversified capital appreciation by targeting equity investments in companies that HCIM believes have meaningful and sustainable competitive positions, have the capacity to generate strong free cash flow and growth, and possess the requisite operating and financial flexibility to manage through economic cycles;
- for its fund-of-funds strategy, HCIM focuses on long-term diversified capital appreciation by targeting primarily middle-market buyout firms in the United States; and
- HCIM also manages client assets using a total return framework to outperform benchmark indices.

In addition, when providing on-request non-discretionary credit support services, the Corporate Finance Group's services can include (i) gathering and scrutinizing public financial, business, and other market information, (ii) analyzing credit and other financial data, undertaking risk assessment analysis, (iii) conducting (whether directly or through qualified agents) inspections, valuations, projections, or other due diligence activities. These services will typically result in the delivery of applicable research and written reporting to the advisory client.

### **Methods of Analysis and Investment Strategy—Real Estate Finance Investments**

HCIM's Real Estate Finance Group's management of private mortgage debt portfolios include investment sourcing, credit underwriting, investment selection, loan servicing/surveillance, and active portfolio management. The investment sourcing process relies on relationships with brokers and commercial property owners to identify lending opportunities. Deal sourcing and management of loans is conducted through this Group and its regional offices. Written investment policies, risk and return parameters, portfolio allocation models, investment strategy and guidelines, and performance measures are developed in conjunction with the client. The specific strategy is tailored to the needs of the client. Some of the strategies anticipate co-investment requirements with John Hancock and its affiliated companies.

Risk is managed in-house through underwriting due diligence performed at the time of origination, as well as ongoing investment monitoring performed during the life of the loan (or during the holding period). Location and market analysis, on-site property inspections, meetings with the local on-site property management and leasing teams, analysis of the current tenants, borrower credit analysis, and property valuation analysis (including evaluation of historical and projected cash flows), assessment of improvements, and reviews of third-party environmental and engineering reports can be undertaken as part of the pre-lending due diligence underwriting and risk management process. Additionally, the Real Estate Finance Group also utilizes a "bond-like" internal loan rating calculation system to aid it in its underwriting process. Risk is also managed through the formal loan documentation process as well as certain insurance requirements such as

property and liability insurance. During the life of the loan, portfolio surveillance is performed by in-house teams with valuation expertise, asset management, and recovery experience. Additionally, the Group focuses on consistent borrower contact to monitor loan performance. Clients should be aware no risk management system is fail-safe, and no assurance can be given that risk frameworks employed will achieve their objectives and prevent or otherwise limit substantial losses.

### **Methods of Analysis and Investment Strategy—Real Estate Equity Investments**

HCIM's Real Estate Division provides investment advisory services to clients who wish to purchase and hold direct investments in U.S. equity real estate. Client relationships are generally structured as discretionary or non-discretionary separately managed accounts or private investment funds.

The portfolio management team employs a collaborative investment approach, utilizing the breadth and depth of the firm's fully integrated platform. Both the investment and asset management functions are engaged throughout all phases of the investment process from transaction sourcing to due diligence, underwriting, and transaction completion. The regional offices in particular play a significant role confirming underwritten operating expenses and market rents. Their experience and expertise in their respective markets offer research and insight into local market dynamics, as well as positions of prospective buildings in the market.

HCIM sources opportunities for clients by leveraging industry relationships (operating partners, direct contacts, banks, brokers) and relies on John Hancock's decentralized regional office structure to provide the day-to-day property management of the assets. John Hancock's real estate acquisitions team is responsible for sourcing potential acquisitions. Potential acquisitions are jointly presented to John Hancock and HCIM portfolio managers. At this point HCIM's portfolio management team analyzes whether a proposed investment fits within the established guidelines for any equity real estate client. If the portfolio manager for a particular client account desires the acquisition opportunity for his or her particular accounts then the account (or accounts) will compete with John Hancock and any other interested client account (if any) for the opportunity pursuant to the joint John Hancock and HCIM real estate allocation policy. For those clients who have retained investment discretion, client approval will be sought prior to entering into a binding bid commitment. For client arrangements requiring (or involving) co- investment from John Hancock, investment approval also requires specific John Hancock approval.

The investment process is characterized by a top-down approach to identify target asset allocation weightings. Bottom-up research is also used to evaluate property specific characteristics. The culmination of top-down and bottom-up research results in a strategic approach to acquisitions. Potential acquisitions are identified and evaluated generally using the following screens:

- Target asset size
- Tenant and lease composition
- Cash-flow yield
- Geographic diversification

All property specific cash flow projections and asset valuations are currently conducted using Argus Valuation software which is industry standard. In addition to base-case scenarios, a number of different scenarios are prepared to quantify upside and downside risks associated with the assets.

If the desired opportunity is allocated to a client portfolio and acquired pursuant to the real estate allocation policy, then the property becomes subject to HCIM's ongoing strategic review and oversight to identify short- and long-term initiatives to improve value. Through a contract with John Hancock, the regional offices provide property management services which includes the day-to-day management and oversight of properties located in that particular region. These services include (i) developing an annual strategic business plan (including capital, leasing and strategic operating activities as well as a hold/sell analysis) and budget recommendations for each property, and updating them as conditions change through the course of the year; (ii) overseeing property managers and leasing agents; (iii) visiting properties on an ongoing basis; and (iv) managing physical improvement projects and construction activities.

On a property level, HCIM's portfolio management team prepares an annual hold/sell analysis for each investment and continuously evaluates exit strategies on a case-by-case basis.

Depending on the individual client objectives, HCIM might utilize leverage in order to: (i) capitalize very large acquisitions, (ii) assume certain existing leverage in place at the time of acquisition, (iii) utilize the availability of attractive financing terms, and/or (iv) increase potential future investment returns albeit at higher risk. HCIM and the client can agree to limitations on the use of leverage.

## **B & C. Risks of Investment Strategy and Types of Investments**

All investments involve the risk of loss, including (among other things), loss of principal, a reduction in earnings and the loss of future earnings. These risks include the risks described below as well as other risks of investing in the market that are not contemplated in this brochure.

### **Debt Instruments—General**

Investments in debt instruments, whether senior or subordinated debt, public or private, secured or unsecured, or investment-grade or below investment-grade, typically involve the following risks:

*Liquidity Risk*—Debt instruments can be illiquid. The risk of investing in illiquid assets is that they can be difficult for HCIM to sell for their fair market value. HCIM can purchase or otherwise acquire debt instruments for clients that are subject to restrictions on sale because they were acquired from the issuer in a "private placement." HCIM might not be able to sell these instruments publicly. Furthermore, contractual conditions or practical limitations might preclude, delay or otherwise restrict HCIM's ability to dispose of illiquid assets for clients or reduce the proceeds that might otherwise be realized from any such disposition. In addition, the ability to buy or sell debt instruments might be reduced or cease at any time, due to general market turmoil,

problems experienced by a single issuer/borrower or a market sector, or other factors.

*Interest Rate/Market Value Risk*—There is a risk that the value or yield of a debt instrument might decline if interest rates change. In general, the prices of debt instruments rise when interest rates fall, and fall when interest rates rise. Longer term obligations are usually more sensitive to interest rate changes than shorter term obligations. Depending on the timing of the purchase of such an asset and the price paid for it, changes in prevailing interest rates might increase or decrease the instrument's yield. If the debt instruments were to be marked-to-market or sold, changes in interest rates might adversely affect the value of these investments.

*Credit Risk/Market Risk*—There is a risk that a decline in an issuer/borrower's financial position can prevent it from making payments on the instruments they issue. Also, if an issuer's financial condition changes, the credit quality of the instruments can be lowered. Instruments with lower credit ratings involve a greater risk of impairment or default before maturity. Lower credit quality also could result in greater volatility in the price of the instrument which could affect the liquidity and the ability to sell the asset. An economic downturn could also disrupt the market for such instruments and adversely affect the value of such instruments and the ability of the issuer to repay principal and interest.

*Ratings Risk*—For investments in private corporate bonds and commercial real estate mortgage loans, HCIM relies on credit ratings developed by internal credit analysts for each investment because such bonds or instruments are not rated by credit rating agencies.

*Prepayment Risk*—There is a risk that issuer/borrowers pre-pay on the bonds or loans sooner than expected, which could force HCIM to reinvest the unanticipated proceeds for a client at lower interest rates, resulting in a decline in income.

*Below Investment-Grade Debt Risks*—Below investment-grade debt obligations are subject to certain risks that are generally greater than those of investment grade securities. Issuers of such debt could be in weak financial health, their ability to pay interest and principal is uncertain and they could have a higher risk of becoming insolvent. Small changes in the issuer's creditworthiness can have greater impact on the price of lower-rated bonds than would comparable changes for investment-grade bonds. Lower-rated bonds can also be harder to value and sell and their prices can be more volatile than the prices of higher-quality securities.

*Foreign Investment Risk*—Investments outside the United States involve greater risks than investments in the United States, including lack of publicly available information, varying degrees of governmental regulation and oversight, difficulties enforcing legal rights in a foreign jurisdiction and uncertainties as to the status, interpretation and application of laws.

*Exchange Rate Risk*—There is risk associated with currency exchange rate fluctuations. Changes in exchange rates and exchange control regulations can increase or reduce the value of an asset.

*Bankruptcy Considerations Risks*—Companies in which our clients invest might experience bankruptcy. In the event of Chapter 11 filing by a borrower, the US Bankruptcy Code of 1978, as

amended, authorizes the borrower to use a creditor's collateral and to obtain additional credit by grant of a priority lien on its property, senior even to liens that were first in priority prior to the filing, as long as the borrower provides what the bankruptcy judge considers to be "adequate protection" which could but need not always consist of the grant of replacement or additional liens or the making of cash payments to the affected secured creditor. The imposition of priority liens on the advisory client's collateral would adversely affect the priority of the liens and claims held by the client and could adversely affect the client's recovery on the affected loans. The bankruptcy process has a number of significant inherent risks. Many events in a bankruptcy proceeding are the product of contested matters and adversary proceedings and are beyond the control of the creditors. A bankruptcy filing by a borrower might adversely and permanently affect the borrower. If the proceeding is converted to liquidation, the value of the borrower might not equal the liquidation value that was believed to exist at the time of the advisory client's investment.

### **Other Risks Associated with Leveraged Senior Loans**

Investing in leveraged senior loans involves additional risks than those risks noted above. These include the risk that the collateral securing a loan decreases in value, is difficult to sell in a timely manner, is difficult to appraise and fluctuations in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital. Moreover, in some circumstances, the advisory client's lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including any inability to raise additional capital, might be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that the advisory client will receive principal and interest payments according to the loan's terms, or at all, or that the client will be able to collect on the loan should an attempt be made to enforce the client's contractual or legal remedies.

### **Other Risks Associated with Subordinated Debt/Loans and Preferred Equity**

In addition to certain of the risks noted above, investing in subordinated debt/loans and preferred equity involves additional risks. Such investments are highly speculative and involve a high degree of risk of credit loss. These risks are likely to increase during an economic recession. Although typically senior to common stock or other equity securities, subordinated debt and preferred equity will generally be unsecured and subordinated to substantial amounts of senior debt, all or a significant portion of which might be secured. Similarly, a subordinated loan or "second lien" loan will generally be subordinated to senior loans (both in terms of payment and collateral). In addition, these instruments might not be protected by financial covenants, such as limitations upon additional indebtedness, which typically protect such senior debt. Holders of subordinated debt/loans generally are not entitled to receive any payments in bankruptcy or liquidation or certain default scenarios until senior creditors are paid in full. Holders of preferred equity are not entitled to payments until all creditors (including trade creditors) are paid in full. In addition, the remedies available to holders of subordinated debt/loans are normally limited by restrictions benefiting senior creditors. To the extent a portfolio company or borrower cannot generate adequate cash flow to meet senior debt service, such clients could suffer a partial or total loss of capital invested.



## **Common Equity**

In addition to certain of the risks applicable to debt investments, investments in common equity are subject to the risk that the price of equity securities decline in response to the performance and financial condition of individual issuers of equity, as well as general market and economic conditions. General market conditions could include changes in interest rates, political situations, economic growth, and market conditions.

## **Derivatives**

Derivatives are subject to risks including but not limited to liquidity risk, interest rate risk, currency risk, market risk, counterparty, and credit risk.

## **Capital Competition**

HCIM competes for investments for its clients with a number of other sources of capital with similar investment objectives. As a result, there might be relatively few attractively-priced investment opportunities available at certain times. This could result in HCIM investing capital over a longer period of time and potentially have an adverse impact on performance.

## **Other Risks Associated with Investments in Mezzanine Investments**

HCIM can acquire for its clients either debt or equity securities of companies formed for specific transactions and that have no operating histories, or of companies that are highly leveraged, with significant burdens on cash flow resulting from acquisitions, recapitalization or other debt service. Such companies' securities and the ability of such companies to pay debts could be adversely affected by interest rate movements, changes in the general economic climate or the economic factors affecting a particular industry, changes in tax law or specific developments within such companies. In connection with the disposition of such investments, HCIM might be required to make representations about the business and financial affairs of the company typical of those made in connection with the sale of a business. It might also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate.

## **Other Risks Associated with Investments in Private Equity Co-Investments**

Equity securities purchased in connection with the private equity co-investment program are typically subordinated to large amounts of senior and mezzanine debt and are typically unsecured. This means that distributions to equity holders are available only after satisfaction of claims of senior and mezzanine creditors and any senior classes of equity. Therefore, if a portfolio company does not generate adequate cash flow to service its debt obligations, clients that have invested in that company's equity securities could suffer a partial or total loss of invested capital.

Investments in equity securities of companies with substantial amounts of indebtedness involve a high degree of risk. Companies with substantial amounts of indebtedness are inherently more sensitive to adverse business or financial developments or economic factors, including declines in

company revenues, increases in company expenses, rising interest rates, downturns in the economy, increasing competition and deteriorating industry conditions.

The price of equity securities varies with the performance of the company that issued the securities, and with the performance of equity markets as a whole. Therefore, if the issuer or the markets experience a decline in performance against which value is unhedged, the value of the client's portfolios could also decline.

Private equity co-investment clients co-invest with third-parties through partnerships, joint ventures or other entities. Such investments involve risks not present in investments where a third party is not involved, including the possibility that a third party co-venturer or partner at any time could have economic or business interests or goals which are inconsistent with the participating HCIM client, or could be in a position to take action contrary to the investment objective of the private equity co-investment client. In addition, the private equity co-investment client could in certain circumstances be liable for actions of its third party co-venturer or partner.

A private equity co-investment client can acquire an interest in a prospective portfolio company without direct discussions with the management of the portfolio company. Therefore, the due diligence information on which the client relies could be difficult to obtain, limited in scope or inaccurate.

As private equity co-investments are investments in companies made alongside a financial sponsor, HCIM's ability to generate attractive investment opportunities for the client will be largely dependent not only on the ability of such financial sponsors to identify and execute upon prospective investments, but also on the ability of HCIM to partner with third party sponsors. Accordingly, because the availability of private equity co-investments to the HCIM client is ultimately at the discretion of third party sponsors, there is a risk that the HCIM client will not have the opportunity to make any private equity co-investments. Additionally, the sponsor can have economic or business interests that differ from the interests of HCIM or its clients.

### **Other Risks Associated with Investments in Private Equity Funds**

Investors in private equity funds generally do not have an opportunity to evaluate for themselves the relevant economic, financial, and other information regarding the investments to be made by a fund sponsor and, accordingly, will be dependent upon the judgment and ability of the sponsor to source, evaluate, monitor, and exit investments.

An investor in our Fund-of-Funds will pay, in effect, two sets of management fees: one directly at the fund level and one indirectly through the funds at the underlying fund level. These fees reduce the actual returns to investors both in the underlying fund and in the Fund-of-Funds. Fees and expenses of the Funds-of-Funds and the underlying funds will generally be paid regardless of whether the funds or underlying funds produce positive investment returns, and could result in the amount received by an investor in a fund being less than its total capital contributions to the fund. Consequently, the return to an investor in a Fund-of-Funds will be lower than those of a direct

investor in the underlying funds.

### **Other Risks Associated with Investments in Commercial Real Estate Debt Investments**

The basic risks of lending and direct ownership of commercial real estate mortgages include but are not limited to borrower default on the loan and declines in the value of the real estate collateral. Defaults can be complicated by borrower bankruptcy and other litigation including the costs and expenses associated with foreclosure which can decrease an investor's return. Declines in real estate value can result from changes in rental or occupancy rates, tenant defaults, extended periods of vacancy, increases in property taxes and operational expenses, adverse general and local economic conditions, overbuilding, deterioration in the physical condition of the asset, environmental issues at the mortgaged property, casualty, condemnation, changes in zoning laws, taxation and other governmental rules. Capital markets volatility can also impact the liquidity and valuation of both mortgage loans and the underlying properties and can include such items as changes in interest rates, availability and pricing of mortgage capital, and the return requirements used in the valuation of real estate by prospective purchasers. Increases in interest rates could also directly reduce the market value of a fixed rate loan. Commercial mortgage investments are also very dependent on the financial health, operational expertise, and management skills of the borrower. Finally, an advisory client can have lending risks associated with concentrated exposure to a single borrower through multiple mortgage loans. This risk is mitigated to a degree by the underlying real estate collateral for securing each loan. Clients using investment vehicles that elect to be taxed as Real Estate Investment Trusts ("REITs") do not pay federal income taxes if they distribute at least 90% of their earnings to the shareholders and meet other tax requirements. Many of the requirements to qualify as a REIT, however, are highly technical and complex. Failure to qualify as a REIT can result in adverse tax consequences, as well as disqualification from operating as a REIT for a period of time, creating the risk that the REIT's net income could be taxable.

Additionally, see Item 5C for discussion of the risks of advance payments of fees when a client in the commercial real estate mortgage investments mandate directs the sale of a mortgage asset or terminates its investment management agreement prior to maturity of the mortgage investment or other mortgage portfolio investments.

### **Other Risks Associated with Real Estate Equity Investments**

*Real Estate Equity Investing, General Risks*— General investment risks related to the ownership of real property include, among others, declines in the value of real estate, negative changes in the climate for real estate, risks related to general and local economic conditions, decreases in property revenues (including financial failure of tenants), increases in prevailing interest rates, property taxes and operating expenses, decreases in property revenue, changes in zoning laws and costs resulting from the cleanup of environmental problems. The value of real estate is typically dependent upon the ability or the potential for the applicable property to produce cash flow. However, a property's net operating income and cash flow can be volatile. The net operating income, cash flow, and value of the properties can be adversely affected by any number of factors, including, without limitation: the age, design, and construction quality of the property; perceptions regarding the safety, convenience, and attractiveness of the property; the proximity

and attractiveness of competing properties; the adequacy and effectiveness of the property's operations, management, and maintenance; increases in operating expenses (including but not limited to real estate taxes and insurance premiums) at the property and in relation to competing properties; an increase in the capital expenditures needed to maintain the property or make improvements; costs associated with environmental liabilities or other legal liabilities; the dependence upon a single tenant, or a concentration of tenants in a particular business or industry; a decline in the financial condition of a major tenant; tenant bankruptcy; an increase in vacancy rates; and a decline in rental rates as leases are renewed or entered into with new tenants.

*Competitive Market Risk*—HCIM faces significant competition from other major real estate investors to acquire attractive investment opportunities. Competitive offers to invest can drive up prices of prospective investments thereby limiting suitable investment opportunities. No assurance can be given that HCIM will be able to identify and acquire properties on terms favorable to its clients. Changing market factors can also alter HCIM's plans to try and acquire a specific property.

*Illiquid Investment Risk*—Investments in (or exposure to) real estate and similar assets are highly illiquid and subject to industry cycles, downturns in demand, market disruptions, and the lack of available capital from potential lenders or investors (whether to finance or refinance portfolio properties or for potential purchasers of such properties). Accordingly, there can be no assurance that HCIM will be able to dispose of portfolio properties in a timely manner, on favorable terms, or to sell the assets at their most recently reported fair market value.

*Portfolio Concentration Risk*—Concentrations of a client's portfolio in (or exposure to) real estate in certain geographic areas can increase the risk that adverse economic or other developments or natural or man-made disasters affecting a particular region of the country, could adversely impact those properties.

*Environmental Risk*—The owner of real property can be exposed to substantial risk of loss from environmental claims arising with respect to real estate acquired with (or later subject to) environmental problems, and the loss could exceed the value of such investment. Environmental laws can often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Furthermore, changes in environmental laws or in the environmental condition of an asset can create liabilities that did not exist at the time of acquisition of investment and that could not have been foreseen. In addition, certain client real property assets could be located in earthquake zones or be subject to risks associated with other natural disasters, such as fire, windstorms, volcanic eruptions, flood or man-made disasters, including without limitation terrorist activities or acts of war.

*Uninsured Loss Risk*—Generally, insurance coverage for a particular property is deemed adequate and appropriate given the property's characteristics, relative risk of loss, the cost of such coverage, and industry practice. There are, however, certain types of losses that are generally excluded from coverage, such as losses due to riots or acts of war. Other losses are not economically feasible to insure fully, including without limitation losses due to floods or seismic activity, and therefore can be insured subject to certain limitations, including large deductibles or

co- insurance payments. In the event an uninsured loss or a loss in excess of insured limits occurs, a client could lose its capital invested in such properties, as well as the anticipated future revenue from the properties.

*REIT Status Risk*—Clients using investment vehicles that elect to be taxed as Real Estate Investment Trusts (“REITs”) do not pay federal income taxes if they distribute at least 90% of their earnings to the shareholders and meet other tax requirements. Many of the requirements to qualify as a REIT, however, are highly technical and complex. Failure to qualify as a REIT can result in adverse tax consequences, as well as disqualification from operating as a REIT for a period of time, creating the risk that the REIT’s net income could be taxable.

*Leverage Risk*—Depending on a client’s investment objectives and risk tolerance, indebtedness might be incurred in connection with or subsequent to the acquisition of a property. The use of leverage can increase the exposure of a property to adverse economic factors, such as rising interest rates, and economic downturns, or to deteriorations in the condition of a property or its respective markets. In addition, lenders can impose restrictive covenants on the actions that HCIM can take with respect to a particular property providing security for a loan. In the event a property is unable to generate sufficient cash flow to meet debt service payments or there are other defaults under any loan documents underlying the indebtedness, the lender will be entitled to exercise the remedies specified under the loan documents, as well as its remedies under law. These remedies could include acceleration of the indebtedness, foreclosure on any collateral securing the loan, and/or collection from the client or its investment vehicle, the amount of any deficiency not satisfied by existing collateral.

### **Risk of Loss—Cybersecurity Risks**

The computer systems, networks and devices used by HCIM and its affiliate and non-affiliate service providers employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite such protections, systems, networks, or devices potentially can be breached. HCIM’s clients and investors in pooled clients could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches can cause disruptions and impact business operations, potentially resulting in financial losses; impediments to trading; inability to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which our advisory clients invest; counterparties of HCIM or its advisory clients;

governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions; and other parties.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of HCIM or the integrity of HCIM's management. HCIM has no information applicable to this Item. Although HCIM and its affiliates can be subject to litigation from time to time in the normal course of business, there is no pending or threatened litigation or regulatory action against HCIM that is likely to affect the legality, validity, or enforceability against it of any advisory agreement to which it is a party or its ability to perform advisory services for its clients.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### **A. Broker-Dealer Registrations**

Certain of HCIM's management persons are registered representatives of a broker-dealer, John Hancock Distributors LLC, which is an affiliate of HCIM.

### **B. Commodity and Futures Regulatory Registrations**

Neither HCIM nor any of HCIM's management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

### **C. Material Relationships**

As noted in Item 4, HCIM is an indirect wholly-owned subsidiary of Manulife Financial Corporation ("MFC"). MFC is also the indirect parent company of the following related persons with whom HCIM and/or its management persons have relationships that are material to HCIM's advisory business or HCIM's clients:

- AZ/JH GP (DC) LLC, a Delaware limited liability company.
- AZ/JH GP (IL) LLC, a Delaware limited liability company.
- Declaration Management & Research LLC ("DMR"), a Delaware limited liability company. DMR is an investment adviser registered with the Securities and Exchange Commission.
- Hancock Capital Management, LLC ("HCM"), a Delaware limited liability company.
- Hancock U.S. Real Estate GP, LLC, a Delaware limited liability company.
- John Hancock Life Insurance Company (U.S.A.) ("John Hancock"), a Michigan insurance corporation.
- John Hancock Distributors LLC ("JHD"), a broker-dealer registered with the Securities and Exchange Commission.
- Manulife Asset Management (Hong Kong) ("MAMHK"), a company incorporated in the

Hong Kong Special Administrative Region of the People's Republic of China. MAMHK is an investment adviser.

- Manufacturers Life Reinsurance Limited ("MLRL"), a company incorporated under the laws of Barbados.
- The Manufacturers Life Insurance Company ("MLI"), a Canadian insurance company.
- Manulife Asset Management Limited ("MAML"), a corporation incorporated under the laws of the Province of Ontario and registered as an exempt market dealer in all Canadian provinces.
- Manulife Asset Management Investments Inc. ("MAMII"), a corporation incorporated under the laws of Canada and registered as an exempt market dealer in all Canadian provinces and territories.
- Manulife Asset Management (US) LLC ("MAMUS"), a Delaware limited liability company and an investment adviser registered with the U.S. Securities and Exchange Commission.
- Manulife (International) Limited ("MIL"), a company incorporated in Bermuda and having its principal place of business in Hong Kong. MIL is an insurance company.
- Manulife Life Insurance Co. ("Manulife Japan"), an insurance company incorporated in Japan.
- Manulife (Singapore) Pte. Limited ("Manulife Singapore"), a company principally engaged in the life insurance business in Singapore.
- Manulife US Real Estate Management Pte. Ltd. ("MUSREM"), a company incorporated in Singapore under the Companies Act of Singapore. MAM Singapore is an investment adviser.

JHD and HCM have entered into a Placement Agency Agreement. As noted in Item 10A, certain of HCIM's management persons as well as sales personnel with MAMUS Manulife Asset Management (US) LLC are registered representatives of JHD. HCIM does not believe such relationships or sales activity by the affiliated personnel create a material conflict of interest between HCIM and its clients.

MAMHK serves as investment adviser to MIL, MLRL, Manulife Japan, and Manulife Singapore. HCIM serves as sub-investment adviser for certain MIL, MLRL, Manulife Japan, and Manulife Singapore discretionary and non-discretionary portfolios pursuant to a series of sub-investment management agreements and consulting agreements between HCIM and MAMHK. Additionally, HCIM provides credit support services to MAMHK related to its management of portfolios of MIL, Manulife Singapore, and Manulife Japan. To address conflicts related to the management of affiliate and non-affiliate accounts, HCIM and John Hancock have jointly implemented procedures reasonably designed to ensure that the allocation of investment opportunities among affiliate and non-affiliate accounts by HCIM persons is fair and reasonable (see Item 11). Additionally, MAMHK provides certain advisory client solicitation, distribution and client support services to HCIM. HCIM does not believe these relationships create a material conflict of interest between HCIM and its other clients.



HCIM's principal executive officers each serve in a dual capacity as officers of HCIM and John Hancock and/or one or more of its affiliates. These persons are shared with and provide services to HCIM under a services agreement with John Hancock (which has a services agreement with one or more affiliated companies), but typically spend the majority of their time on activities for John Hancock or its affiliates. These persons are subject to the control of John Hancock or its affiliates and might take actions that are different from the actions that individuals who are not employed by John Hancock or its affiliates would take. The principal activity of certain of these persons is in each case providing investment advice or investment management services to affiliated or non-affiliated entities. These supervised persons receive a base salary and performance-based bonus which is based on a number of factors, including the performance of certain accounts of John Hancock that are independent of the investments made by HCIM on behalf of its clients, which could present a conflict of interest. For example, certain HCIM officers, acting in their capacity as John Hancock employees, might review investments for John Hancock of the type in which HCIM's clients do not invest. If that asset class were performing better than asset classes in which HCIM's clients do invest, the compensation of such supervised persons from that asset class would be higher and thus would incentivize such supervised persons to allocate more of their time and attention to that asset class. See also Item 11 (Conflicts of Interest of Interest—General) for a discussion of John Hancock employee carried interest conflicts related to HCIM's mezzanine and private equity co-investment private fund clients. These conflicts are mitigated by: (a) each such supervised person's responsibility to render services in the client's best interest pursuant to the investment management or other agreement and HCIM's code of ethics; (b) the John Hancock approval process (see Item 8A); and (c) the HCIM Conflict of Interest and Investment Allocation Oversight Committee.

MUSREM is the investment manager to Manulife US Real Estate Investment Trust, a public real estate investment trust constituted under the laws of the Republic of Singapore (the "Trust"). Manulife Singapore has engaged HCIM to perform certain operational, non-discretionary investment advisory, and asset management services related to the Trust's real estate activities. HCIM does not believe such relationships create a material conflict of interest between HCIM and its other real estate clients.

DMR serves as sub-investment manager to HCIM with respect to its affiliated insurance company client. HCIM does not believe such relationship will create a material conflict of interest between HCIM and its other clients.

MAML is investment adviser to MLI and HCIM serves as sub-investment adviser for certain MLI-advised discretionary public equity portfolios pursuant to a sub-investment management agreement between HCIM and MAML. HCIM does not believe such relationship creates a material conflict of interest between HCIM and its other clients.

HCM and MAMII have entered into a distribution agreement regarding the sale of certain private investment fund securities in the Canadian exempt securities market. HCIM does not believe such relationship will create a material conflict of interest between HCIM and its clients.

HCM, a related party of HCIM, is the managing member of the general partner entities for certain of the mezzanine fund and private equity co-investment fund clients. Additionally, Hancock U.S. Real Estate GP, LLC, AZ/JH GP (DC) LLC, and AZ/JH GP (IL) LLC, are related parties of HCIM, each serve as a general partner to certain limited partnership pooled equity real estate funds. Additionally, other HCIM affiliates could serve as a managing member or general partner of future funds. HCIM does not believe such relationships create a material conflict of interest between HCIM and its other clients.

MAML and HCM have entered into a distribution agreement regarding the sale of certain private investment fund securities in the Canadian exempt securities market. HCIM does not believe such relationship will create a material conflict of interest between HCIM and its clients.

Hancock Mortgage REIT, Inc., (“Hancock REIT”) an affiliate of HCIM, holds a lending license under California’s finance lenders law. HCIM does not believe such relationship or the similar licensing of Hancock REIT or other HCIM affiliates creates a material conflict of interest between HCIM and its other clients.

John Hancock has entered into an agreement with Grandbridge Real Estate Capital, LLC (“Grandbridge”), the mortgage servicing arm of BB&T bank to provide cashiering services for certain commercial mortgage loans. Specifically, in those instances where a borrower makes a single payment on a multi-investor mortgage loan, Grandbridge receives the single borrower payment, splits the single payment, and routes the split amounts (in accordance with specific terms of the loan documentation) to the entitled party’s custodial bank. Annually, the cashiering service payment splitting and payment routing are reviewed by a third party accountant. The cashiering service fee is calculated and billed monthly and is equal to one-twelfth of the product obtained by multiplying the prior month end outstanding principal balance of each serviced loan by 0.012% per annum. Under the Grandbridge agreement, the payment obligation for the cashiering service belongs to John Hancock in the first instance. However, if agreed to in writing with the client, John Hancock will seek reimbursement from the advisory client for that portion of the Grandbridge servicing fee attributable to the client’s portion of any Grandbridge serviced mortgage loan. Additionally, any cost sharing or obligation related to the independent accountant’s annual review is agreed to in writing with the impacted advisory client.

For certain commercial mortgage loans owned by advisory clients, John Hancock will collect escrow funds from the borrowers for the payment of property taxes and insurance as well as reserves (e.g. repairs, tenant improvements and leasing commissions, or capital improvements etc.). John Hancock mortgage servicing will establish a separate bank account in the name of the borrower for these escrows and reserves. The funds in the account are property of the borrower but payments are made from the accounts at the direction of John Hancock. Only in the event of non-cured default do the rights to this cash transfer away from the borrower to the note holders. Upon notification of a borrower’s loan default, John Hancock is obligated to direct the payment of the remaining content of the account to (a) the Grandbridge cashiering service (see description of service above) from which the remaining amounts are either split between John Hancock (as investor) and the participating advisory clients (as investors) or (b) directly to the advisory client’s

custodian bank (in an instance where only one client investor is invested in the defaulted loan). In situation (a) above, the cashiering firm (Grandbridge) upon receipt of the funds will split the funds between the parties participating in the loan as per the loan percentage standing instructions (*i.e.* the percentages for principal and interest splitting for each investor in the loan).

John Hancock provides property management services to certain real estate properties owned directly or indirectly by HCIM's advisory clients. Generally, advisory clients do not have the ability to direct that property management services for portfolio properties be provided by a third party property management company unless agreed to by HCIM or its affiliates. This arrangement can result in a client indirectly incurring expenses related to the management of its portfolio properties based on the property management decisions and fees of John Hancock. While John Hancock's fees and appropriate property expenses are necessary to maintain and improve a client's real estate investment, any fee or expense can also impact a client's overall investment return. John Hancock's property management fee structure is generally described in Item 5C above. These John Hancock fees and other property management related expenses are generally separate from HCIM's advisory fees (as described in Items 5A & 5B). HCIM believes the tangible and intangible benefits of this type of integrated arrangement outweigh the use of non-affiliate property managers. Additionally, depending on a jurisdiction's real estate broker licensing requirements, HCIM has the ability to retain John Hancock to provide certain regulated real estate broker services related to investments in real property. HCIM does not believe such relationship creates a material conflict of interest between HCIM and its clients.

John Hancock's Corporate Finance Group has an arrangement with Arroyo Capital Advisors LLC to source investment opportunities in certain specialized areas. In exchange for these services, John Hancock is obligated to pay a one-time 35 basis point finder's fee on the value of the executed transaction and reimburse Arroyo Capital Advisors for related transaction expenses including travel. For these transactions, any participating advisory client and HCIM affiliate investing in the transaction are each obligated to reimburse John Hancock their pro rata portion of the paid finder's fee and related expenses, if any. This arrangement results in others being compensated for investment origination activities typically provided by John Hancock or HCIM for which client's compensate HCIM as part of their investment management fee. HCIM believes this arrangement is beneficial in generating unique and attractive investment opportunities which would not otherwise be made available to either John Hancock or HCIM's advisory clients. John Hancock can enter into similar arrangements with other non-affiliate third party finders in the future to obtain access to certain investment opportunities. Any participating advisory client or HCIM affiliate investing in such transactions would similarly each be responsible for reimbursing John Hancock for their pro rata portion of any contractual finder fee or associated expenses in connection with the transaction.

Please see Item 11 below for descriptions of how some of these relationships could create material conflicts of interest with clients and how those conflicts are addressed.

#### **D. Other Investment Advisers**

If permitted, HCIM could select other affiliated investment managers to provide investment

management services to its clients. Because only affiliate investment managers would be selected by HCIM, HCIM does not believe that affiliation alone creates a material conflict of interest. See Item 10C a description of HCIM's current advisory relationship with Declaration Management & Research LLC.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

### **A. Code of Ethics**

HCIM has adopted a Code of Ethics for all supervised persons of HCIM. The Code of Ethics describes HCIM's standards of integrity and ethical business conduct that all supervised persons must follow. The Code of Ethics includes provisions relating to general fiduciary principles and business conduct, a prohibition on insider trading, and personal securities trading procedures, among other things. The Code of Ethics is designed to ensure that personal securities transactions and outside activities of officers of HCIM will not interfere with making decisions in the best interest of clients. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that they would not materially interfere with the best interests of HCIM clients. In addition, the Code of Ethics requires pre-clearance of most transactions and restricts trading in certain securities within 7 calendar days before or after client trades for certain designated access persons. Access persons are any of HCIM's supervised persons who have access to non-public information regarding any client's securities holdings or purchase or sale of securities, or any person who is involved in making securities recommendations to clients, or who has access to such recommendations that are nonpublic. HCIM is permitted to develop de minimis and other exemptions from the requirements of the Code of Ethics for those situations that appear to involve no material opportunity for abuse and where the exemption would be otherwise permitted by applicable law. All supervised persons at HCIM must acknowledge that they have read and agree to abide by the Code of Ethics at least annually and sanctions can be imposed for non-compliance with the Code of Ethics. A copy of the Code of Ethics is available upon request by contacting the HCIM Compliance Office at 617-572-0693.

### **B., C. & D. Conflicts of Interest**

#### **Conflicts of Interest—General**

Conflicts of interest with respect to HCIM's advisory clients arise from time to time, as described below:

- Related persons of HCIM co-invest with one or more client accounts in commercial mortgage real estate investments, real estate investments, or in securities of the same or similar class. In addition, HCIM or its related persons can invest the assets of a client in a commercial mortgage real estate investment, real estate investment, or in securities of the same or similar class in which HCIM or its related persons or another advisory account have a pre-existing ownership interest. In appropriate circumstances HCIM or its related

persons might, as principal, buy securities or other assets for itself from, or sell securities or other assets it owns, to a HCIM advisory client if such a trade is permitted by law and the client (or, as applicable, its investment advisory committee or equity holders, in the case of certain private fund clients, or other authorized client representative) grants its consent.

- Mezzanine investment and private equity co-investment opportunities presented to or sourced by the Corporate Finance Group of John Hancock or HCIM may be subject to the portfolio manager's discretion to allocate a certain percentage of any such investment to certain of HCIM's private fund advisory clients as well as a related person. The allocation entitlements for private fund advisory clients are set forth in such fund's limited partnership agreement and HCIM's Investment Allocation Process. See "Conflicts of Interest— Investment Allocation Mezzanine Transactions" and "Conflicts of Interest— Investment Allocation Private Equity Co-Investment Transactions" (below) for a description of the entitlements. In addition, other John Hancock accounts can participate in such investments, on the same terms and conditions as the investments made by such private fund clients, to the extent the fund does not commit all of the capital required for such investments.
- Certain advisory clients might make investments in portfolio companies in which John Hancock or its related persons already have an investment, or vice versa or both. Such situations can present conflicts of interest, particularly in cases where the client and John Hancock or its related persons have invested in different levels of a portfolio company's capital structure, have non-proportional holdings at various levels of the capital structure, or have invested at different times, which could result in John Hancock or its related persons holding securities which are senior or junior in priority to those held by the advisory client or the same securities but at a different price. For example, in cases in which a HCIM client makes an investment in a portfolio company in which a John Hancock account has a prior investment, the fund's investment could indirectly enhance the value of John Hancock's prior investment.
- From time to time, John Hancock or its affiliates could provide financing in the form of a loan to a portfolio company in which HCIM has invested on behalf of certain clients. The securities received in such transaction could be secured by the assets of the portfolio company and will generally be senior in priority to the portfolio company's existing subordinate debt or equity holders, including HCIM's advisory clients. Similarly, John Hancock or an affiliate could provide additional equity to a portfolio company and receive preferential liquidation or dividend terms over the securities held by HCIM clients. Any such financing and/or capital contribution will be at John Hancock's or its affiliates' sole discretion, and there is no guarantee that John Hancock or any of its affiliates will provide such financing and/or capital to any portfolio company.
- Conflicts might arise if an advisory client's investment in a portfolio company is used, directly or indirectly, to refinance or otherwise liquidate an investment in the portfolio company that was made by John Hancock or its related persons or another advisory client,

or if an investment by John Hancock or its related person is used, directly or indirectly, to refinance or otherwise liquidate an investment by a HCIM advisory client in a portfolio company. Such conflicts of interest can include determinations of whether existing investors are being cashed out at an appropriate price and whether new investors are purchasing securities with terms that are more or less favorable than the prevailing market terms. In such cases, HCIM could have an incentive to arrange for an investment to be refinanced or liquidated upon terms that are advantageous to John Hancock or its other related persons involved.

- Conflicts of interest might arise if a portfolio company in which a HCIM advisory client and John Hancock or its related persons have invested subsequently becomes financially troubled. For example, questions as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced could arise. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, whether or not to provide additional capital, and the terms of any work-out, restructuring, or additional capital, could raise conflicts of interest.
- Conflicts of interest could arise if HCIM decides to sell an advisory client investment in a portfolio company in which John Hancock or its related persons hold an investment at a different level of the capital structure, or vice versa or the same investment is held, but it was acquired at a different time or price. Conflicts of interest could arise if HCIM decides to sell an advisory client investment in a portfolio company, loan, or property in which John Hancock or its related persons hold an investment and John Hancock or related persons do not sell their investment or do not sell their investment in the same proportion as the advisory client. Similarly, conflicts of interest could arise if John Hancock or its related persons decides to sell an investment it holds in a portfolio company, loan, or property that is also held by an advisory client and HCIM does not sell the advisory client's investment or does not sell the investment in the same proportion as John Hancock or its related persons.
- Conflicts could arise if a commercial mortgage loan investment opportunity is originated for a client account where John Hancock or its related persons have an existing financial interest (or as a result of the loan will have a financial interest) in the real estate secured by the loan.
- Conflicts could arise where an equity real estate client purchases from John Hancock a real estate portfolio holding using financing obtained from John Hancock's commercial mortgage loan lending business. In these circumstances commercial mortgage loan advisory clients will not be permitted to co-invest in the loan financing alongside John Hancock. In the event of default or the restructuring of this type of loan, John Hancock's interests (as lender) might not be in alignment with the advisory client (as borrower). Because the personnel of John Hancock and HCIM's U.S. Real Estate Finance Group could be deemed to have knowledge of the advisory client's financial position, the advisory client's HCIM Real Estate Division representative could be disadvantaged in a

negotiation on the defaulted loan. If this circumstance should arise, John Hancock will mitigate this risk by creating an information barrier around certain Manulife person(s) outside of HCIM or John Hancock's U.S. Real Estate Finance Group to negotiate on John Hancock's behalf. The information barrier will seek to ensure that the negotiation is conducted at arms-length and only with information regarding the borrower that a lender would possess in the ordinary course.

- In limited cases, employees of HCIM serve on the boards of certain portfolio companies in which advisory clients invest. A HCIM employee who serves as a board member of a portfolio company will have a fiduciary duty to the stakeholders of such portfolio company as a director, and a potentially conflicting fiduciary duty to HCIM clients. While HCIM generally expects the interests of portfolio companies to be aligned with those of HCIM's clients, from time to time such interests can diverge. In those situations, any investment-related decisions impacting the applicable portfolio company will be made by HCIM through its normal investment decision-making process, without regard to the fact that a HCIM employee serves on the board of such portfolio company. In the event of such conflict, the HCIM employee serving on the board would recuse himself from voting on the matter that would conflict with the client, and in certain cases, resign.
- While HCIM or its affiliates generally do not act as an underwriter or member of a syndicate in connection with a securities offering, HCIM or its affiliates can act as an underwriter, originator, agent, or member of a syndicate in connection with the origination of leveraged senior loans or lending arrangements with borrowers, where such loans could be purchased by HCIM's advisory clients during or after the original syndication. HCIM advisory clients could purchase such loans directly from HCIM or its affiliates or from other members of the lending syndicate. HCIM or its affiliates could directly or indirectly receive underwriting, origination, or agent fees in connection with such loan originations. As a result, HCIM has a conflict of interest in connection with such loan origination transactions since it has an incentive to base its investment recommendation to its advisory clients on the amount of compensation, underwriting, origination or agent fees it would receive rather than on its advisory clients' best interests. At the present time only HCIM affiliate advisory accounts participate in leveraged senior loan strategies. If in the future, were such loans purchased by a non-affiliate advisory client, such transaction would be subject to HCIM's Conflicts of Interest and Investment Allocation Oversight Committee processes to address the conflict.
- Conflicts can arise in recommending a private equity fund to a Fund-of-Funds client when that fund offers mezzanine or private equity co-investments to John Hancock or its other Clients which are generally not available to the Fund-of-Funds Client. This conflict is mitigated by the primary reason for recommending a commitment to a private equity fund being the expectation for strong investment performance by the fund manager regardless of whether the potential for mezzanine or private equity co-investment opportunities exists. HCIM's investment recommendation is also based on insight into the fund manager that is obtained working closely with them on mezzanine or private equity co-investments



which benefits the Fund-of-Funds Client as well as John Hancock and its other Clients.

- Management fees, carried interest allocations, performance fees and/or other compensation payable to HCIM or certain of its related persons by HCIM's clients are established by HCIM at the time of the establishment of the relevant vehicle and negotiated with participating investors prior to their investment. Specific details of such compensation and expenses and their method of calculation are set out in the offering materials, disclosure documents and/or governing documents of the relevant private fund client and, as indicated above, vary from client to client. Such compensation and expenses, once the relevant private fund has been established and commenced operations, are generally not negotiable. From time to time, the general partner of certain of the private fund clients enter into "side letters" or similar negotiated agreements with investors in the private fund clients that can provide rights and terms that vary from those granted under the terms of the limited partnership agreements, including the right to receive rebates or reductions of management fees or other compensation otherwise payable with respect to investments to HCIM or its related persons. As a result, some investors could invest in the private funds on terms (including without limitation those relating to information rights) more favorable than the terms that are available to other investors. These differing terms could be based on the size of an investor's investment in a private fund or other similar commitment by the investor.
- Conflicts of interest could arise with respect to a fund client at the time of liquidation of the fund. At the end of a fund's life, it might be in the best interests of the fund to sell the remaining securities or investments to John Hancock or its related persons in order to avoid in-kind distributions to the fund's investors. John Hancock is not obligated to purchase a client's assets even if doing so would be beneficial to the client.
- HCIM or its affiliates have arrangements with a number of financial intermediaries who present commercial real estate loan investment opportunities. Typically, these arrangements result in the referring institution being paid an ongoing sub-servicing fee for the duration of the loan. In these circumstances, the participating advisory clients and HCIM affiliates investing in the loan are each obligated to pay their pro rata portion of the ongoing fee. These arrangements result in others being compensated for a portion of loan servicing activities for which HCIM receives servicing compensation from its clients. However, HCIM believes these arrangements are beneficial in generating investment opportunities which would not otherwise be made available to clients or HCIM's affiliates.
- In the event of an opportunity to sell a commercial mortgage real estate loan in a client portfolio is presented to HCIM, HCIM could have a financial incentive not to arrange for the sale of the loan as a result of the ongoing origination and servicing fee components of the management fee on that particular loan.
- From time to time, HCIM or its affiliates are restricted from making investments in certain securities, properties, industries, companies or countries based on regulatory, contractual, or risk management reasons due to limitations imposed by John Hancock as part of its

general account portfolio management. These restrictions could have resulted from actions by HCIM or an affiliate of HCIM. As a result of this, HCIM clients who have the ability to invest in such securities, properties, industries, companies or countries would not be able to make such investment, particularly where there is a mandatory co- investment requirement. Additionally, these same or similar limitations could also prohibit HCIM from selling or making other investment decisions regarding certain client investments when desired (see also Items 8A and 16).

- From time to time, HCIM might not be able to make an investment on behalf of an advisory client as a result of a regulatory restriction. For example, HCIM or an advisory client might not have the appropriate regulatory license in a particular jurisdiction to participate in the transaction or own the investment. Such restrictions could have resulted from actions (or lack of action) by HCIM (or a HCIM affiliate) or due to lengthy, complicated registration process and waiting periods for applications to be reviewed. As a result of this, the advisory client who would otherwise have the ability to invest in such investment might not be able to make such investment.
- Conflicts could arise because different real estate properties in the same market are owned by John Hancock or by other HCIM clients and as such John Hancock or other clients could compete for tenants. If this situation occurs, then HCIM will take steps to ensure the potential conflict is addressed.
- Conflicts could arise when two accounts attempt to sell real estate properties located in the same market or submarket, especially if there are a limited number of potential purchasers and/or if such purchaser has an ongoing business relationship with HCIM or its related persons or one of HCIM's specific real estate client accounts. To the extent HCIM has discretion over the timing of asset sales, it will consider the effect of other sales in the market (including those for other clients) in addition to the other factors used to determine whether and when to sell a property. If the client has reserved discretion over sales of properties, HCIM will advise the client of any ongoing sales in the market for other clients so that the client can take such other offerings into consideration in determining whether to sell.
- Additionally, John Hancock or other HCIM affiliates might be existing tenants of real estate purchased for client accounts. John Hancock (as property manager) will be responsible for negotiating the lease terms for any new lease as well as the renewals of existing affiliate leases. This could pose an actual or appearance of a conflict as to the arms-length nature of lease terms on real property owned by clients. Any John Hancock or other HCIM affiliate tenancy will be disclosed to the client prior to the purchase of the asset.
- For certain potential clients with unique or complex regulatory or tax issues, HCIM might ask a potential client to share in certain product development costs. Any product development costs would be negotiated and agreed to between HCIM and the potential client in advance. The benefits of these development activities (including knowledge

gained) could be used in the future for the benefit of other potential clients in similar circumstances without any reimbursement to the initial client who bore the development costs.

- As noted throughout this brochure, HCIM's individual portfolio managers and staff are also responsible for the day-to-day management of multiple advisory accounts (including private investment funds and separately-managed accounts) as well non-advisory affiliate accounts (including John Hancock and affiliate insurance company proprietary accounts and insurance company separate accounts for institutional clients). Generally, the potential for material conflicts of interest exists whenever a portfolio manager and investment staff have responsibility for the day-to-day management of multiple accounts. However, the potential for such conflicts could be heightened to the extent a portfolio manager and the relevant investment staff are also responsible for managing proprietary accounts. These potential material conflicts include those relating to the allocation of investment opportunities (see Conflicts of Interest—Investment Allocation below) as well as general preferential treatment for a proprietary account because of the portfolio manager or relevant investment staff's economic and employment relationship with John Hancock and its affiliated insurance companies. To address these and other potential material conflicts of interests, HCIM has adopted a number of policies and procedures to ensure that HCIM and its supervised persons meet their duties to their investment advisory clients in a manner consistent with their legal and contractual obligations. HCIM is also required to periodically review its policies and procedures to ensure they continue to adequately address their intended purpose.
- Certain HCIM-advised mezzanine and private equity co-investment private funds will pay management fees to HCIM and also make carried interest distributions to the private funds' general partner, a HCIM affiliate, who in turn will distribute portions of the carried interest to members of the investment team responsible for the fund portfolios. These fees and distributions can result in conflicts of interest. Among other things, because the amount of the carried interest distributions depends upon the fund's performance, HCIM could have an incentive to cause the fund to make investments that are more speculative than would otherwise be the case.

HCIM's Conflicts of Interest and Investment Allocation Oversight Committee (the "Committee") is responsible for reviewing potential conflicts of interest relating to the HCIM's advisory clients and providing advice and recommendations for mitigating such conflicts. The members of the Committee are appointed by the HCIM Board and consist of representatives from portfolio management, finance, law and compliance. The Committee meets regularly and on an ad hoc basis, as necessary.

In addition, certain of HCIM's private fund clients have advisory committees comprised of limited partners that are established in accordance with the terms of their limited partnership agreements. In accordance with the fund's governing documents, the general partner of each such fund refers to the advisory committee matters involving conflicts of interest between such fund and John Hancock or related person accounts or other HCIM clients that the general partner

reasonably determines to be material, including in the circumstances described above, other than such matters as are explicitly contemplated by the terms of the limited partnership agreements. The advisory committee of such private fund client addresses these conflicts in accordance with its duties and obligations set forth in the respective limited partnership agreements.

### **Conflicts of Interest—Investment Allocation**

The investment personnel of the Corporate Finance Group, Real Estate Finance Group, and Real Estate Division who provide investment advisory services to HCIM client accounts have similar investment roles with John Hancock on behalf of John Hancock (and John Hancock affiliate) insurance company accounts. As a result, these groups of HCIM and John Hancock maintain joint allocation policies for the allocation of acquisition or sale opportunities of commercial real estate mortgage loans and bonds, equity real estate, public securities, private debt, mezzanine investments, and private equity co-investments. These joint policies also address the sharing of investment opportunities among HCIM's advisory accounts and between HCIM advisory accounts and John Hancock and John Hancock-affiliated accounts. HCIM advisory client accounts and John Hancock affiliated accounts will from time to time seek to invest in the same investments or securities, resulting in a potential conflict of interest between HCIM's clients as well as conflicts between John Hancock or the John Hancock affiliate. The following is a summary of the various conflicts and features of the joint HCIM and John Hancock investment allocation policies and processes which have been designed to manage allocation conflicts and to allocate investment opportunities in a manner that is fair to all of the accounts managed by HCIM and John Hancock.

*Corporate Finance Group*—Investments generally are allocated among proprietary, affiliated and/or client accounts of HCIM and the Corporate Finance Group of John Hancock, according to the relevant joint John Hancock and HCIM allocation processes (publics, private debt, mezzanine and private equity). Generally, the ability of HCIM to allocate an investment opportunity (including the amount allocated) to any HCIM advisory client account is limited by the terms of the investment management contract and investment guidelines established therein between the advisory client and HCIM (including consent rights, if applicable), (ii) any allocations reserved under the applicable allocation policy for unaffiliated HCIM advisory accounts or John Hancock-affiliated accounts, (iii) the number of accounts eligible for the investment opportunity (depending on the size of the opportunity), (iv) legal, regulatory, or tax restrictions (if applicable), and (v) other factors such as investment needs (as determined by the portfolio manager) and minimum investment requirements.

- *Mezzanine Transactions.* In addition, with respect to mezzanine transactions, a private mezzanine fund client and John Hancock (as co-investor in the fund) has the right, pro rata in accordance with their respective capital commitments, to purchase a minimum of 90% of each mezzanine investment opportunity presented and available to HCIM or the Corporate Finance Group of John Hancock. As a result of this arrangement, other HCIM clients who have the ability to invest in mezzanine transactions will not be able to invest as much as such private fund client and John Hancock. Also, equity transactions made available to John Hancock or HCIM in conjunction with a mezzanine transaction are

treated as a mezzanine investment for allocation purposes.

- *Private Equity Co-Investment Transactions.* When allocating a sponsored private equity co-investment transaction to an equity co-investment fund (or other equity co-investment advisory account) other allocation factors included in the allocation decision-making process include (but are not limited to) (i) amounts invested by the client account in a single year (“vintage year risk”), (ii) time remaining under an investment management agreement for capital to be invested, (iii) with respect to an investment opportunity originated by a third party, the relationships of a particular advisory client account (or the account’s non-HCIM portfolio manager) to such third party, and (iv) whether the investment opportunity is a follow-on investment. Additionally, equity co-invest clients will not invest in the following industries: (i) upstream and midstream oil and gas, (ii) power and infrastructure, and (iii) project finance.
- *Private Equity Fund Subscriptions.* When allocating a private equity fund subscription to an advisory account other allocation factors included in the allocation decision-making process include (but are not limited to) (i) amounts invested by the client account in a single year (“vintage year risk”), (ii) industry concentrations, (iii) sponsor concentrations, (iv) the nature of any requirements or constraints placed on such subscription opportunity (for example, requirements or conditions imposed by the sponsor), (v) tax implications, and (vi) the geographic location of the sponsor. Additionally, private equity fund accounts will not invest in the following industries: (i) upstream and midstream oil and gas, (ii) power and infrastructure, and (iii) project finance.
- *Senior Loans.* Presently only HCIM affiliate advisory accounts are eligible for leveraged senior loan allocations.
- *Determination Policy and Committee (Mezzanine, Private Equity Co-Investments, and Leveraged Senior Loans).* In certain circumstances the investment teams managing the firm’s mezzanine, private equity co-investments, and leveraged senior loan programs might have the ability to provide one or more investment proposals to the same or multiple sponsors with respect to a given transaction. Additionally, a specific opportunity could be suitable for several investment programs. To address the potential conflicts in these circumstances, HCIM and John Hancock have jointly adopted *procedures for managing the potential conflicts* (“Procedures”), including the formation of a Determination Committee that includes the portfolio managers of each investment program as representatives from the legal and compliance function. The Determination Committee’s determination activities are reported to the firm’s Conflicts of Interest and Investment Allocation Oversight Committee on a regular basis. A copy of the firm’s Procedures is available to advisory clients upon request.

*Real Estate Finance Group (“REFG”)*—Commercial real estate mortgage loans (CML) available for allocation to any HCIM advisory client account are limited by (i) the terms of the investment management contract and investment guidelines established therein between the advisory client

and HCIM (including consent rights, if applicable), (ii) HCIM's CML allocation policy and procedures (including treatment of investment horizon targets and minimum and maximum allocation requirements), (iii) the number of other advisory clients with a similar loan demand, and (iv) the overall size of the CML demand of John Hancock and its affiliates. Additionally, certain types of CMLs have been outright reserved for investment exclusively by John Hancock and its affiliate insurance companies either by contract or policy (*e.g.*, loans not originated or serviced by HCIM or John Hancock but by a third party). Consequently, the following factors (individually and collectively) will limit the ability of an advisory client to achieve their optimal target portfolio size in any particular time frame as well as prolong any expected time horizon for achieving any target portfolio diversification requirements. These factors include but are not limited to (i) John Hancock and its affiliates' demand, (ii) the frequency of changes to John Hancock and its affiliates' demand (which can occur more frequently than annually), (iii) minimum and maximum advisory client account deal allocation size limitations, (iv) the number of eligible advisory client portfolios with a demand for a particular CML (as well future increases in the number of advisory clients eligible for a particular type of CML), and (v) market conditions (including changes to available CML supply).

- *Top Offs.* Certain commercial mortgage loans originated by REFG contain a "Top Off" provision. A top-off provision offers a borrower the ability to request additional loan proceeds after the closing of a loan, subject to satisfaction of certain pre-established underwriting conditions and REFG's consent ("Top Off"). In most cases, this will require the borrower to demonstrate an increase in the value of the underlying collateral since the loan closed or in the financial strength of the borrower. Therefore, a Top Off provision is not a binding commitment to provide additional loan proceeds by the lending entities because the applicable borrower must satisfy the specified conditions and REFG must review and approve any submissions and determine that all conditions have been met. Of those loans that include this feature, most borrowers never request to be considered for a Top Off. However, REFG believes that offering Top Offs distinguishes its lending business and over time generates investment opportunities which would not otherwise be made available to advisory clients or HCIM's affiliates. While the provision of additional Top Off proceeds does not extend the duration of the existing first lien loan, the yield on Top Offs can include a spread component to compensate for increased leverage and that on a combined basis, the rating on the Top Off loan could be lower than the rating of the original loan.

In the event a borrower requests a Top Off for a particular first lien loan and REFG agrees to provide additional funding, each advisory client and any HCIM affiliate invested in the first lien loan will be offered, in the first instance, the opportunity to invest proportionally in the Top Off loan to the borrower. However, if all accounts invested in the original loan cannot participate proportionally in the Top Off loan, then the Top Off will not be structured as an addition to the first lien financing. Rather REFG might arrange second lien financing to meet the borrower's Top Off needs. Second lien loans generally have a lower credit rating than the related first lien loan, and, therefore, the interest rate on the second lien loan generally will be higher to compensate for the associated subordinated lending risk. If an advisory client is invested in the first lien loan and is eligible for second lien

investments, then such client will be offered only their proportionate share of the Top Off now structured as a second lien financing and only if HCIM or its affiliates and/or other eligible participants in the first lien, in some combination, are willing to provide the remaining portion of the borrower's Top Off demand. Since not all advisory clients invested in the first lien loan might be permitted to invest in second lien financings, HCIM or its affiliates could provide a portion or the entire second lien loan financing to meet the borrower's Top Off needs (whether or not the HCIM or its affiliates are invested in the first lien loan). The provision of second loan financing in these circumstances balances the legal requirements to borrowers under Top Off provisions in the loan documents and the need to minimize conflicts between advisory accounts and HCIM and its affiliates. A copy of the firm's Top Off Policy and CML Allocation Procedure is available to advisory clients upon request.

*Real Estate Division*—John Hancock and HCIM maintain a joint allocation process for allocating U.S. commercial real estate investment opportunities. New U.S. equity real estate investment opportunities are presented by acquisition officers to both the portfolio managers of John Hancock and HCIM. Each portfolio manager will conduct a suitability assessment of the opportunity based on the investment objectives and constraints (as well as but not limited to legal, regulatory, or tax restrictions) for their accounts. Those portfolio managers identifying the acquisition opportunity as permitted and conforming to the investment strategy of their specific account(s) will indicate an initial interest for the opportunity for their respective accounts. Next, further due diligence on the property and the opportunity is conducted (including estimating the expected market clearing price and resulting investment yield for the property, as well as other terms and conditions of the seller). If more than one John Hancock or HCIM account continues to remain interested in the opportunity then HCIM will employ the priority ranking methodology in its allocation policy (as described below) to determine which account will be given the opportunity to make a best and final bid because of its higher ranking.

An account's priority ranking is determined in contemplation of:

- 1) The relative demand of all accounts;
- 2) Actual allocations received to date by account;
- 3) The time left in the term to complete an account's mandate; and
- 4) The aggregate outstanding demand if the account were allocated the current investment opportunity.

Once a bid is won or is successful, then the account receiving the allocation will have its priority ranking reduced in accordance with the size of the transaction. In limited circumstances, portfolio managers for competing accounts can agree to override the priority ranking allocation outcome if the override would result in a more fair allocation outcome or would correct an unintended consequence of using a score-driven allocation methodology. Any exception to the priority ranking allocation method is documented and reviewed by HCIM's Conflict of Interest and Investment Allocation Oversight Committee. A copy of the firm's Real Estate Allocation Procedure is available to advisory clients upon request.



*Allocation Other*—John Hancock or its affiliates’ sale of an existing portfolio investment (where the investment is not also a HCIM-advised client portfolio holding) is not required to be offered for allocation to any HCIM advisory account and the sale opportunity is not subject to the requirements of HCIM’s allocation policies. However, in such situation John Hancock can choose (in its sole discretion) to offer all or part of the sale opportunity to one or more HCIM advisory clients. If offered to a HCIM advisory client, the purchase opportunity would be subject to HCIM’s principal trade approval process and require the informed consent of the purchasing advisory account.

*Allocation Oversight*—HCIM’s Conflicts of Interest and Investment Allocation Oversight Committee is responsible for periodically reviewing the actual results of the firm’s investment allocation process to ensure that the goal of allocating investment opportunities in a fair and equitable manner. The Committee is comprised of senior staff members representing areas including, investment management, finance, compliance, and law. This section only summarizes HCIM’s allocation policies. Copies of HCIM’s allocation policies are available upon request to any client.

## **Conflicts of Interest—Personal Trading**

HCIM’s officers and supervised persons can under certain circumstances purchase and sell securities for their own accounts, including securities which might be purchased or sold for client accounts. HCIM’s Code of Ethics imposes various trading restrictions and reporting requirements on certain personal securities transactions in order to monitor for and avoid conflicts of interest with client account activity. Most proposed personal securities trades (including all private placement investments) for such officers and certain supervised persons (including certain household family members) must be approved by HCIM before the trade is executed. Further, no officer or supervised person involved in securities portfolio management activities (or family member) can trade in securities that are likely to be traded for a client account without requesting an exemption through HCIM’s formal exemption process (or unless subject to a policy exemption or the type of security is exempt). Also, certain personal securities trades and holdings, direct or indirect by officers and supervised persons involved in investment advisory securities activities, must be reported to HCIM’s Compliance Office.

## **Item 12 – Brokerage Practices**

### **A. Factors for Broker-Dealer Selection**

Generally, in the absence of a client's direction to use a particular securities broker or dealer for the execution of transactions in such client's account, HCIM's primary objective in effecting portfolio transactions is to seek to achieve best execution. “Best execution” is generally understood to mean the most favorable cost or net proceeds reasonably obtainable under the circumstances.

The factors that HCIM might consider in selecting a particular securities broker or dealer and determining the reasonableness of its commission include, without limitation: HCIM's knowledge

of available broker-dealer margin/mark-ups or commissions and other typical transaction costs; the nature of the transaction; the size of the transaction; the desired timing of the transaction; the activity existing and expected in the market for the transaction; confidentiality; the execution, clearance and settlement capabilities and procedures of the broker or dealer; HCIM's opinion of the financial stability of the broker or dealer; and the willingness of the broker or dealer to commit capital as necessary for execution. Given these factors, HCIM's clients can pay transaction costs in excess of those which another broker or dealer might have charged for effecting the same transaction.

HCIM will generally purchase debt securities for client accounts from the issuer (or its agent) or a primary market maker acting as principal on a net basis with no brokerage commission paid by the client. With respect to private placements of debt and equity securities, in most cases HCIM will effect transactions for client accounts either directly with the issuer or through the broker or dealer offering the security for sale. Debt and equity securities also could be purchased for client accounts in underwritten offerings at prices that include underwriting commissions and fees. Most debt security transactions executed by HCIM in the secondary market are executed on a competitive basis, taking into account the factors discussed above.

Certain broker/dealers provide HCIM with research or analytical data, which they make generally available to a broad array of potential investors. Such data is not taken into consideration by HCIM in selecting broker/dealers. HCIM believes that any such data would be made available to HCIM whether or not trades are placed through a given broker/dealer.

Occasionally, transactions are directed to a particular broker or dealer when market conditions indicate that this method is likely to produce better net prices. With regard to certain private fund clients, most investments made by such funds involve private securities that are not traded or sold through a broker-dealer. From time to time a portfolio company in such a fund later could seek to raise capital through a public offering of its common stock. If HCIM elects to liquidate a fund's interest in the portfolio company in the public offering, it could be required to do so through the underwriter of the offering or a broker-dealer specified by the underwriter or the equity sponsor. In that case, HCIM will be limited in its ability to select a broker-dealer to effect the transaction. In addition, HCIM might be unable to negotiate the commissions on such trades, and the fund could pay a higher commission than it would if HCIM was free to select the executing broker. HCIM does not consider client referrals in selecting or recommending securities broker-dealers.

Generally, we do not permit clients to direct brokerage, but in the event HCIM did so, its authority with respect to brokerage discretion could be subject to conditions imposed by the advisory client. For example, HCIM's clients might retain the power to direct that certain transactions be effected through specific brokers or dealers. In such cases, HCIM might be unable to achieve the most favorable execution of directed transactions, clients might receive less favorable prices, clients might pay higher commission rates than those available through other broker-dealers, and clients might pay higher brokerage commissions because HCIM might not be able to aggregate the order with other customer orders.

*Leveraged Senior Loan Administrative Agents*—HCIM will generally acquire and dispose of leveraged senior loan investments in privately negotiated transactions. As a result, HCIM will infrequently use brokers in the normal course of business for those loans. However, while these transactions typically will not involve brokers or brokerage commissions, assignment fees, which are often charged by an administrative agent for particular loans, might be payable by a client when buying and selling those loans.

*Real Estate Brokers*—Real estate investments are identified primarily through three industry relationships: (1) direct relationships with institutional holders of or investors in real estate; (2) direct relationships with brokers who source potential investment opportunities; and (3) direct relationships with other institutional investment partners. From time-to-time, accounts could also purchase real estate related assets at auctions. While some real estate investments could be made without the utilization of a broker, the majority of transactions are brought to market through one or more brokers. The fees of the broker vary, and any fee to be paid is factored into the analysis and underwriting of each potential investment. When selecting brokers to market a client holding, HCIM considers the broker's local market knowledge, asset class expertise, market reach and recognition, fees, and other factors specific to the broker, client and property, directed to effect the most favorable transaction in consideration of the totality of the circumstances. The cost related to the use of a broker is typically borne by the client participating directly or indirectly in the property.

*Commercial Mortgage Brokers and Lending Licenses*—Certain U.S. states require the involvement of a state-regulated mortgage broker or lending licensee for commercial mortgage transactions. Where HCIM does not maintain the necessary state license, a third party holding a commercial mortgage broker or lending license could be engaged by HCIM in connection with the transaction. The expenses related to the use of the third-party mortgage broker or lending licensee for a transaction are borne by HCIM or its affiliate unless specifically agreed to by HCIM and its advisory client. HCIM will select the third party broker or licensee based on a variety of factors, including but not limited to fee structure, reputation, availability, and HCIM's experience with the broker or licensee, if any. In circumstances, where a client has agreed to share in expenses related to the required use of a commercial mortgage broker or lending licensee, the client will only incur expenses related to its pro-rata share of the transaction.

Additionally, in those circumstances where a real estate investment trust tax structure is required, a broker-dealer specializing in the private placement of securities to satisfy tax requirements could be hired. Fees to a broker-dealer for these services generally include upfront service fees and related marketing fees. Such expenses are typically borne by the investment product.

## **B.     Aggregation of the Purchase or Sale of Securities**

When the same security is being purchased by HCIM for two or more clients, or by HCIM and the Corporate Finance Group of John Hancock for clients and proprietary or affiliated accounts, trade orders can be aggregated. The aggregation of trades might allow HCIM to obtain better net prices and execute trades in a faster manner. HCIM receives no additional compensation or remuneration of any kind as a result of aggregating orders. If an order is only partially filled, each

account will receive a prorata share of the securities purchased or sold based on the size of its order relative to the aggregate order. HCIM will not aggregate orders if the effect of such aggregation is not consistent with its duty to provide best execution, including obtaining the best net price.

## **Item 13 – Review of Accounts**

### **A. Frequency and Scope of Account Review**

HCIM performs periodic (generally monthly, quarterly, or annually) internal account reviews to track account performance and to prepare client reports. For each internal review, appropriate personnel of HCIM monitor or assess an account's various attributes, including custodial reports, portfolio guidelines, asset values, performance, portfolio structure and holdings. Approximately two to four individuals participate in an account's internal review. A portfolio manager is responsible for reviewing the accounts he or she manages. Titles of portfolio managers include Senior Managing Director, Vice President, Managing Director, and Assistant Vice President. HCIM may also have meetings with clients. Client meetings generally cover the same topics as internal reviews. In addition, HCIM might provide supplementary information during a client meeting. This supplementary information can include relevant organizational or personnel changes concerning HCIM, information concerning aggregate assets under management of HCIM or HCIM's investment strategies.

### **B. Other Account Reviews**

With respect to certain advisory clients, in addition to the periodic review, HCIM reviews these client accounts on an as-needed-basis throughout the quarter in connection with the ongoing operations of the account and the management of its investments. Examples of situations that trigger a review of all or part of a client's account include scheduled interest payments, prepayments of principal and interest, acquisitions or dispositions of securities or other investments, receipt of physical securities and any unusual events occurring in the marketplace. In such circumstances HCIM is regularly monitoring the accounts to ensure that transactions are occurring as expected and that any relevant figures provided by third parties match its records.

### **C. Content and Frequency of Regular Client Reporting**

HCIM provides written account reports to clients periodically (typically monthly or quarterly, depending on the particular arrangement with each client). Matters covered by reports to clients can include (depending on the client) the account's portfolio guidelines and guideline compliance, asset values, performance, performance attribution, sector concentrations, yield curve exposure, portfolio structure, transactions and holdings.

For certain private fund and separately managed advisory accounts, HCIM may also report on (depending on client type):

- each limited partner's closing capital account as of the end of the reporting period;

- the cost, reported value and a summary description of each portfolio investment owned by the fund or account at the end of reporting period, together with a schedule of cumulative distributions received by the fund or account from each such portfolio investment;
- a description of recent key events affecting the fund or account during reporting period;
- a calculation of the internal rate of return and cash on cash return to the fund or account on each portfolio investment through the end of reporting period; and
- the amount of reserves maintained by the fund or account at the end of reporting period, including the value of temporary investments.

## Item 14 – Client Referrals and Other Compensation

On occasion HCIM or a related person is paid a transaction, commitment, breakup or other fee by a non-client in connection with giving advice to clients or structuring an investment transaction in which a client may invest. In such instances, all, a portion or none of the fees may be used to offset management fees or all, a portion or none of the fees may be retained by the related person. See Item 6 for additional detail.

### A. Economic Benefit from Others for Providing Advisory Services

*Private Placement and Bond Investments*—Investors in certain mezzanine private fund clients advised by HCIM indirectly provide an economic benefit to HCIM for providing investment advice to such funds. HCIM generally receives a management fee from a fund based on a percentage of the aggregate capital commitments of the fund's limited partners or the amount of the fund's invested capital, the terms of which are set forth in such fund's limited partnership agreement. In addition, the general partner of certain funds can receive a carried interest in a fund. Please see Items 5 and 6 for additional information on the fees received by HCIM.

*Real Estate Finance Investments*—Depending on the commercial mortgage transaction, the borrower can pay other types of fees and expenses separate from principal and interest payments. HCIM's advisory clients' right to share in these fees and expenses pro-rata with other advisory clients or John Hancock and its affiliates are subject to negotiation between HCIM and each client and the right (or not) to share in these fees are documented in a written document with the advisory client. Examples of these borrower fees include:

- Loan origination or secondary market loan acquisition fees, which are charged upon the funding of an investment, and are generally based upon the amount of client capital invested. Loan origination fees can alternatively be collected and retained from borrowers on a loan along with due diligence and closing fees.
- Loan servicing, special servicing and portfolio management fees, which are generally based upon outstanding loan balances or current market values. These fees are generally paid in arrears on a quarterly or monthly basis (see Item 5E for further information).
- Other fees can also be collected from borrowers on loans and include payments by borrowers for requested actions such as loan assumptions, loan modifications, loan extensions, collateral substitutions, late fees and fees for other servicing tasks. In addition, revenue might be received and retained from interest from escrow activities and

impounds held to the extent not paid by the borrower.

Certain commercial mortgage loans require that the borrower deposit with John Hancock a good faith deposit. If for some reason the borrower does not proceed with the loan, all or a portion of the borrower's deposit (held by John Hancock) becomes the property of John Hancock to be used to cover expenses and to be compensated for the loan not proceeding. The borrower deposit is part of the loan application agreement between the borrower and John Hancock only. HCIM's clients are not parties to the loan application. HCIM's advisory clients do not become a legal party to the mortgage loan until after the borrower executes the promissory note at settlement. Unless otherwise agreed to in a client's written agreement with HCIM, advisory clients do not share in any forfeited good faith deposit of a borrower.

Additionally, see Item 5C for discussion of advance payments of origination and portfolio management fees when a client directs the sale of a mortgage asset or terminates its investment management agreement prior to maturity of the mortgage investment or portfolio investments.

## **B. Compensation for Client Referrals**

In certain circumstances, and in accordance with the applicable law, HCIM or its affiliates

(i) will pay a fee to employees of John Hancock or its affiliates or other selected individuals, or entities who introduce business to HCIM or (ii) may receive a fee for introducing clients and their business to related persons or third parties. The amount of fees paid to or received from third parties is negotiated between HCIM and the person or the related HCIM affiliate (see also Item 10C).

For example, in connection with the formation of two of the mezzanine private fund clients, such funds engaged an unrelated third party placement agent to solicit limited partners for the fund. The placement agent was paid a market rate for providing this service. The placement agent was a registered broker/dealer. In connection with the formation of one of the private mezzanine fund clients and the private equity co-investment fund, an affiliated placement agent was engaged to solicit limited partners for the fund. The placement agent is a registered broker/dealer. Also for these clients, an affiliated third party was engaged to distribute the private investment fund securities in the Canadian exempt securities market. The distributor is registered as an exempt market dealer in all Canadian provinces.

In each of the above cases in this Item 14B certain private fund clients are responsible for paying the cost of the placement agent or distributor, as the case may be, and can call capital from the limited partners to fund such expense or expenses. The limited partners receive a 100% offset for such fees to the management fees otherwise payable by the fund to HCIM. Accordingly, there is no net cost to the limited partners or the private fund client for such fees.

For the proposed U.S. real estate private fund, the fund will not be responsible for, nor bear or be charged with, any placement fee charged by a HCIM affiliate or non-affiliate broker-dealer or other entity that has been engaged to find potential investors for the fund. However, the fund will be responsible for fees paid to a third-party distributor, broker-dealer or other entity that has been engaged for the purpose of facilitating compliance with offering restrictions, registration

requirements, or other regulatory matters in jurisdictions other than the United States.

John Hancock, a HCIM affiliate, has entered into distribution agreement with Eastdil Secured Broker Services, Inc. d/b/a Wells Fargo Securities, LLC (“Eastdil”) to identify investors for a proposed real estate joint venture to be initially seeded with real property owned by John Hancock. Under the arrangement Eastdil will be entitled to a fixed fee for the seeding transaction as well as an additional fee for any additional capital funded by investors to the venture. It is anticipated that HCIM will be named as the investment adviser to the venture. Any direct or indirect fees payable to Eastdil by venture in connection with this distribution arrangement will be disclosed to investors in the venture’s final partnership agreements. Similar distribution arrangements with other third party firms could also be established by HCIM or its affiliates in the future.

## **Item 15 – Custody**

In certain instances, HCIM is be deemed to have custody of client assets under Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the “Custody Rule”). In order to comply with the Custody Rule in those cases, qualified custodians will send quarterly or more frequent account statements directly to HCIM’s advisory clients. Advisory clients should carefully review such statements and compare them to any account statements they receive from HCIM. If any discrepancies are found, clients should contact HCIM and their custodian as soon as possible.

HCIM is deemed to have custody in the case of certain fund clients which are pooled investment vehicles because a related person of HCIM is the general partner or control person of each of these funds and/or has access to certain fund-related accounts in connection with the property management of a client’s real property holdings. For each of these clients, an annual audit of the pooled investment vehicle is conducted by an accountant registered with and subject to inspection by the Public Company Accounting Oversight Board (PCAOB), the annual audited financial statements are prepared in accordance with (or reconciled to) U.S. generally accepted accounting principles and they are delivered to investors within 120 days of the fiscal year end. Such clients are exempt from the requirement to have a qualified custodian distribute periodic account statements because the investment vehicle is audited annually as described above. For these fund clients, HCIM or its affiliates also maintains its own records with respect to cash receipts and payments, securities, ledgers and financial statements and provides the general partner or other control person of each such fund with reports that contain such information for its review. HCIM strongly encourages such clients to reconcile the statements received from third party service providers with the records prepared by HCIM.

## **Item 16 – Investment Discretion**

HCIM may receive discretionary authority from a client to select the identity and amount of securities or other assets to be bought or sold on behalf of such client at the outset of the advisory relationship. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting investments and determining amounts (or in the case of non-discretion, recommending investments and amounts),



HCIM observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to HCIM in writing. When selecting (or recommending) investments and determining (or recommending) amounts, HCIM observes the investment policies, limitations and restrictions of the clients for which it advises.

HCIM is committed to putting the interests of its advisory clients first and seeks to act in a manner consistent with applicable laws and its fiduciary and contractual obligations to its clients. At times, HCIM may determine in an exercise of its discretion, to limit or refrain from entering into certain transactions for some or all clients in order to seek to avoid a potential conflict of interest with an affiliate and or advisory clients, or where the legal, regulatory, administrative or other costs associated with entering into the transaction are deemed by HCIM to outweigh the expected benefits. Further, certain regulatory and legal restrictions or limitations and internal HCIM and Manulife policies may restrict certain investment activities of HCIM on behalf of its clients. For example, HCIM's investment activities with respect to certain securities, issuers, regulated industries and non-U.S. markets may be restricted where applicable laws or regulations impose limits or burdens with respect to exceeding certain investment thresholds when aggregated with its affiliates or other advisory accounts. Additionally, HCIM adheres to Manulife's policies that would generally prohibit certain investments made in issuers which might be deemed to present undue environmental, social or governance risks that may otherwise meet a client's account investment criteria (*e.g.*, cluster munitions issuers). Where not prohibited under applicable law or not possible because of a portfolio co-investment requirement, the client can seek to direct HCIM to include in its account such securities that would otherwise be restricted under these policies. See also Item 4.

## **Item 17 – Voting Client Securities**

### **A. Policies and Procedures**

HCIM accepts the authority to vote client securities and has a Proxy Voting Policy which outlines its fiduciary duty to its clients to use its best efforts to preserve or enhance the value of a client's account. It is HCIM's policy that when HCIM is given authority to vote proxies for any client account, HCIM must have full discretion and authority to vote all proxies for that account. HCIM does not accept partial voting authority nor does HCIM accept instructions from others on how to vote on specific issues. Clients may wish to retain proxy voting authority and vote their own proxies if necessary to satisfy particular social, environmental or other goals.

When HCIM is given authority to vote proxies for any account, it is HCIM's policy to vote all proxies received on behalf of HCIM's client accounts except in unusual circumstances. HCIM may abstain from voting a proxy if HCIM concludes that the effect on the account holder's economic interests or the value of the portfolio holding is insignificant. HCIM also may abstain from voting a proxy for cost reasons (*e.g.*, costs associated with voting proxies of non-U.S. securities). In accordance with any applicable fiduciary duties, HCIM would weigh the costs and benefits of voting proxy proposals relating to non-U.S. securities and make an informed decision with respect to whether voting a given proxy proposal is prudent. HCIM's decision would consider the expected effect that such vote, either by itself or together with other votes, would

have on the value of the account holder's investment and whether this expected effect would outweigh the cost of voting.

HCIM recognizes that the potential for conflicts of interest could arise in situations where HCIM officers or related persons have material business relationships or material personal/family relationships with the subject company (or with a potential acquiring or target company in the case of a takeover proxy vote). To address these potential conflicts, HCIM has proxy voting procedures reasonably designed to identify potential conflicts and a Proxy Voting Committee to address them. If a potential for conflict is identified, it is brought to the attention of the Proxy Voting Committee which uses reasonable efforts to determine what the conflict is by screening proxies against lists of companies with whom HCIM may have a material business relationship and/or reviewing any material business relationships or material personal/family relationships of personnel involved in the proxy vote. The Proxy Voting Committee will decide how to vote the proxy in the best interests of HCIM's client(s) and document their rationale.

Clients can obtain a copy of HCIM's Proxy Voting Policy and a record of how HCIM voted the proxies for their accounts by contacting the HCIM Compliance Office at (617) 572-0693.

As an investment advisor, HCIM may be asked to decide whether to participate in a class action for assets held in the client's account. Upon mutual agreement of HCIM and the client, HCIM will file a claim in a class action.

#### **B. Voting Authority by Others**

Not applicable.

### **Item 18 – Financial Information**

#### **A. Pre-Payment of Fees 6 Months or More in Advance**

Not applicable.

#### **B. & C. Financial Condition and Contractual Commitments**

HCIM is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.

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