



OECHSLE  
INTERNATIONAL  
ADVISORS, LLC

**Part 2A of Form ADV: *Firm Brochure***

**Oechsle International Advisors, LLC**

125 High Street  
20th Floor, Oliver Tower  
Boston, MA 02110

Telephone: 617-330-8844  
Email: [jstowell@oechsle.com](mailto:jstowell@oechsle.com)

03/30/2011

This brochure provides information about the qualifications and business practices of Oechsle International Advisors, LLC ("OIA LLC" or "Oechsle"). If you have any questions about the contents of this brochure, please contact us at 617-330-8844 or [jstowell@oechsle.com](mailto:jstowell@oechsle.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about OIA LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 801-56031.

## **Item 2    Material Changes**

The SEC adopted "Amendments to Form ADV" in July 2010. This Firm Brochure, dated 03/30/2011, is our new disclosure document prepared according to the SEC's new requirements and rules. As you will see, this document is a narrative that differs substantially in form and content, from our prior brochure, and includes some new information that we were not previously required to disclose.

After our initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

Consistent with the new rules, we will send our clients a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

<b>Item 3</b>	<b>Table of Contents</b>	<b>Page</b>
Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	6
Item 6	Performance-Based Fees and Side-By-Side Management	13
Item 7	Types of Clients	13
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	14
Item 9	Disciplinary Information	17
Item 10	Other Financial Industry Activities and Affiliations	17
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	18
Item 12	Brokerage Practices	20
Item 13	Review of Accounts	28
Item 14	Client Referrals and Other Compensation	29
Item 15	Custody	29
Item 16	Investment Discretion	30
Item 17	Voting Client Securities	30
Item 18	Financial Information	31

## **Item 4    Advisory Business**

Oechsle International Advisors, LLC is a SEC-registered investment adviser with its principal place of business located in Massachusetts. OIA LLC began conducting business in 1998 (as successor entity to Oechsle International Advisors, L.P., which was formed in 1986). Registration with the SEC does not imply a certain level of skill or training.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Fleet Overseas Asset Management, Inc., Member (an indirect wholly-owned subsidiary of Bank of America Corporation)
- Oechsle Group, LLC, Member Manager

In addition, the following information identifies publicly held entities that indirectly own 25% or more of our firm:

- Bank of America Corporation, Parent of Fleet Overseas Asset Management, Inc.

**OIA LLC offers the following advisory services to our clients:**

- 1) Individual Portfolio Management for various equity and fixed income strategies**
- 2) Model Portfolio Management for fixed income and currency strategies only**

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

Our firm provides continuous advice to clients regarding the investment of client funds based on the individual needs of clients. Our clients are primarily institutions (excluding the numerous clients of a "Wrap Program") that have selected us to manage a portion of their assets as part of an allocation to certain strategies or regions. Each client's investment management agreement contains specific details relating to its particular needs and circumstances. Such details as goals, objectives, reporting needs, and portfolio guidelines create the framework for the portfolio management. For clients in the Wrap Program, we seek to understand the client's time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income, excess return versus an index), as well as tax considerations (only for clients in the Wrap Program).

Clients may impose reasonable restrictions on investing in certain securities, types of securities, countries, sectors, or industries.

Depending on our client mandate, our investment recommendations may generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Sovereign debt securities
- United States governmental securities
- ADRs, GDRs, and similar instruments
- Restricted Securities, including Rule 144A, Regulation S, and privately placed securities
- Foreign currency spot and forward contracts

**Wrap Program:** Our clients in the Wrap Program are high net worth individuals that have selected us to manage a portion of their assets as part of an allocation to our Diversified International Strategy. Each client's application contains specific details relating to its particular needs and circumstances. Clients may impose reasonable restrictions on investing in certain securities, types of securities, countries, sectors, or industries. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income, excess return versus an index), as well as tax considerations.

Our investment recommendations includes advice regarding the following securities:

- Foreign issuers denominated in U.S. dollar, including
  - ADR securities
  - Exchange listed non-U.S. securities
  - Over-the-counter traded non-U.S. securities
  - U.S. denominated foreign ordinary shares and U.S. dollar denominated cash and cash equivalents
  - Provisions of our guidelines allow us to “create liquidity” by trading in the security of the local market and delivering the dollar-denominated security to client accounts.

**Country Determination:** We are occasionally restricted by client guidelines from investing in the securities of issuers located in certain countries (for example, the United States or emerging markets). In certain instances, the location of the issuer may be susceptible to different interpretations, based upon a number of factors, including, by way of illustration: (1) the location of the market in which the issuer's securities are principally traded; (2) the location of the issuer's corporate headquarters; (3) the location of the issuer's legal domicile; (4) the location of the majority of the issuer's operations; (5) the currency denomination of the security; (6) the location where the majority of the issuer's revenues are generated; and (7) relevant index categorization of the issuer's location (for example, in the Morgan Stanley Capital International EAFE Index). Unless contradicted within a client's guidelines, we determine an issuer's location based on any one or several of the above listed factors.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

### **INVESTMENT SUPERVISORY SERVICES ("ISS") MODEL PORTFOLIO MANAGEMENT**

Our firm provides portfolio management services to certain clients that are investment advisers of funds or UCITS. These services are only provided for our fixed income or foreign currency products. In these cases, we manage these advisory accounts on a non-discretionary basis. Each client's investment management agreement contains specific details relating to its particular needs and circumstances. Such details as goals, objectives, reporting needs, and portfolio guidelines create the framework for the portfolio management. In general terms, the investment services to these clients do not significantly differ from those services to our discretionary clients, but are deemed to be non-discretionary based on our contractual role as only making investment recommendations to the adviser (i.e., we do not execute transactions in a block with our other, discretionary clients, but rather trading is performed by the adviser based on its timing). Although we are only making investment recommendations, the adviser routinely executes all proposed orders (unless in violation of the portfolio or regulatory guidelines).

Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income, excess return versus an index, as well as overlay currency risk management).

Adviser clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Depending on the client's mandate, our investment recommendations for these clients will generally include advice regarding the following securities:

- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities

- United States governmental securities
- Foreign currency spot and forward contracts
- Sovereign debt securities

### **AMOUNT OF MANAGED ASSETS**

As of 12/31/2010, we were actively managing \$5,965,056,149 of clients' assets on a discretionary basis.

We did not begin to provide non-discretionary Model Portfolio Management services until 2011.

## Item 5 Fees and Compensation

### INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT FEES

Our standard annual fees for Investment Supervisory Services are based upon a percentage of assets under management.

The annualized fee for Investment Supervisory Services is charged as a percentage of assets under management, according to the following schedule:

#### **EQUITY ACCOUNTS**

##### Core-Plus Management

1st \$20m	.90 of 1%
Next \$30m	.75 of 1%
Over \$50m	.60 of 1%

##### Diversified International Management

1st \$20m	.80% of 1%
Next \$30m	.65% of 1%
Over \$50m	.50% of 1%

##### Diversified Europe Management (or Pan European Management)

1st \$20m	.90% of 1%
Next \$30m	.75 of 1%
Over \$50m	.60 of 1%

##### Japan Equity Management

1st \$20m	.90% of 1%
Next \$30m	.75 of 1%
Over \$50m	.60 of 1%

##### Pacific Basin ex Japan Equity Management

1st \$20m	.90% of 1%
Next \$30m	.75 of 1%
Over \$50m	.60 of 1%

##### Select Management

1st \$50m	1.00% of 1%
Over \$50m	.65% of 1%

#### **FIXED-INCOME ACCOUNTS**

##### Global and Non-US Core Fixed Income

1st \$20m	.50 of 1%
Next \$30m	.35 of 1%
Over \$50m	.20 of 1%



## Global and Non-US Core-Plus Fixed Income

All assets .50 of 1%

On a case-by-case basis, OIA LLC may determine an appropriate fee structure based on the size, complexity and investment objectives of the client's account that may differ from the foregoing standard fee schedules. Fee arrangements may include a combination of a management fee and incentive fee, or may be solely limited to a management fee or an incentive-based fee. The terms and conditions of the fee structure are mutually agreed upon prior to entering into an advisory agreement.

**Account Management Fees:** OIA LLC typically charges a fee for account management that is calculated and paid as a percentage of the assets under management (as detailed above). Account Management Fees are generally based on average market value as of the last business day of each month in the calendar quarter and are payable in arrears. The Account Management Fee is prorated for periods less than a full billing cycle and adjusted to cover any additional contributions made during that period.

**Wrap Fee Management Fee:** Fee rates payable to OIA LLC for managing accounts in the Wrap Program are paid as a percentage of the assets under management. Fees for managing Wrap Program are paid by the program sponsor out of the fees it collects from its clients who participate in the program.

**OIA LLC Funds:** We have established and act as General Partner to two funds: OIA Japan Fund, L.P. and OIA Asia Pacific ex-Japan Fund, L.P. In our capacity as General Partner, we collect fees by directly debiting advisory fees from these funds.

**Sub-Advisory Fees:** OIA LLC also serves as sub-adviser to registered investment companies or foreign investment funds. For these services, the investment companies or their investment advisers, as the case may be, pay compensation based on percentages of assets under management. The rate of compensation payable typically ranges from .25% to .65% for equity funds and may vary depending on the amount of assets managed.

**Minimum Account Size:** A minimum of \$20,000,000 of assets under management is generally required. This account size may be negotiable under certain circumstances. OIA LLC may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

**Limited Negotiability of Advisory Fees:** Although OIA LLC has established the aforementioned standard fee schedules, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, required reports, and other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members

and friends of associated persons of our firm.

**INVESTMENT SUPERVISORY SERVICES ("ISS")  
MODEL PORTFOLIO MANAGEMENT FEES**

On a case-by-case basis, OIA LLC determines an appropriate fee structure based on the size, complexity and investment objectives of the client's account. Fee arrangements may include a combination of a management fee and incentive fee, or may be solely limited to a management fee or an incentive-based fee. The terms and conditions of the fee structure are mutually agreed upon prior to entering into an advisory agreement.

**Account Management Fees:** OIA LLC typically charges a fee for account management that is calculated and paid as a percentage of the assets under management. The Account Management Fee is calculated at an annual rate not to exceed 1%. Account Management Fees are generally based on average market value as of the last business day of each month in the calendar quarter and are payable in arrears. The Account Management Fee is prorated for periods less than a full billing cycle and adjusted to cover any additional contributions made during that period.

**Minimum Account Size:** A minimum of \$5,000,000 of assets under management is generally required. This account size may be negotiable under certain circumstances. OIA LLC may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

**INCENTIVE FEES  
INVESTMENT SUPERVISORY SERVICES ("ISS")  
for both  
INDIVIDUAL PORTFOLIO MANAGEMENT  
and  
MODEL PORTFOLIO MANAGEMENT FEES**

**Incentive Fees:** Certain Managed Accounts pay OIA LLC performance-based compensation ("Incentive Fees"). The Incentive Fee is calculated based on excess performance above a defined benchmark and is payable on a frequency mutually agreed upon with the client.

OIA LLC's Incentive Fee varies due to many unique factors included in the calculation of such a fee. These factors include the size of account, performance measurement period, comparison benchmark, base management fee, maximum total fee, minimum hurdle rate, participation rate, carry-forward terms, or "high water mark".

In instances in which our firm's investment management services are provided to clients for

Incentive Fee based compensations, all of our advisory clients should recognize that such fee arrangements create investment conflicts as they create incentives to allocate profitable investments to clients paying such compensation, thereby enabling us to recognize increased compensation for our management services.

Clients with performance-based fees who elect to terminate their contracts will be charged performance-based fees based on the performance of their accounts from the beginning of the current measurement period through termination date.

The client must understand the performance-based fee method of compensation and its risks prior to entering into a management contract with us.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 205 OF THE INVESTMENT ADVISERS ACT OF 1940 AND APPLICABLE RULES ADOPTED THEREUNDER BY THE SEC AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

## GENERAL INFORMATION

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice.

***Mutual Fund Fees:*** OIA LLC may cause a portion of client assets to be invested in investment companies such as mutual funds and exchange-traded funds ("ETFs"). All fees paid to OIA LLC for investment advisory services are separate and distinct from the fees and expenses charged by investment companies. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

***Wrap Fee Programs:*** In a wrap fee arrangement, clients pay a single fee for advisory, brokerage with the program sponsor and custodial services. Clients participating in wrap fee programs managed by us may be charged brokerage fees in addition to the wrap fee charged by the program sponsor. Such fees may include brokerage commission, stamp tax, and other related brokerage charges when orders are executed with a broker that is not the sponsor. In evaluating such an arrangement, the client should also consider that, depending upon the complexity of the mandate (i.e., Emerging Market or International), the amount of portfolio activity in the client's account, and other factors that the total cost may significantly exceed the wrap fees charged by the sponsor.

Additionally, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***Additional Fees and Expenses Separate Accounts:*** In addition to our advisory fees, clients are also responsible (except as otherwise described above for clients in the Wrap Program) for the fees and expenses charged by custodians and imposed by broker dealers,

including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***Advisory Fees in General:*** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

***Prepayment of Fees:*** Under no circumstances do we require or solicit payment of fees in advance of services rendered.

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

### **PERFORMANCE-BASED FEES**

As we disclosed in Item 5 of this Brochure, our firm accepts a performance-based fee from the client. Such a performance-based fee is calculated based on a share of capital gains on or capital appreciation of the assets of the client. To qualify for a performance-based fee arrangement, a client (or Fund investor, as applicable) must either demonstrate a net worth of at least \$1,500,000 or must have at least \$750,000 under our management immediately after entering into a management agreement with us.

Clients should be aware that performance-based fee arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Furthermore, as we also have clients who do not pay performance-based fees, we have an incentive to favor accounts that do pay such fees because compensation we receive from these clients is more directly tied to the performance of their accounts.

## **Item 7    Types of Clients**

OIA LLC provides advisory services to the following types of clients:

- High net worth individuals
- Investment companies (including mutual funds)
- Pension and profit sharing plans (other than plan participants)
- Other pooled investment vehicles (e.g., hedge funds)
- Charitable organizations
- Corporations or other businesses not listed above
- State or municipal government entities

As disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided above for each applicable service.

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

### METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Charting.** In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

**Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

**Technical Analysis.** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

**Cyclical Analysis.** In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

**Qualitative Analysis.** We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data.

A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

**Risks for all forms of analysis.** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

### INVESTMENT STRATEGIES

**Investment Team:** All of our portfolio managers and research analysts are members of our Investment Strategy Committee ("ISC"). The ISC focuses on four broad areas that result in the construction of portfolios. These areas are: *Country Allocation, Currency Allocation, Sector Allocation, and Security Selection*. The ISC regularly discusses new investment ideas and changing factors in the markets. The team also formally meets periodically to discuss top-down issues in great depth and detail. These sessions help steer individual analysts in

researching their larger universes of coverage. It is our policy that portfolio managers and analysts generally share information and ideas so that all client accounts can benefit from the team's collective talent and resources. Investment opportunities are available to all of the firm's clients for which they are appropriate, subject to the discretion of the portfolio managers assigned to the accounts.

**Investment Process -- Equity Mandates:** Bottom-up research and stock selection is the primary focus of the investment process. Security selection is based on fundamental research. The key criteria we evaluate are: corporate profits (earnings and cash earnings growth); valuations (P/B, P/E, P/CF, etc.); technicals (supply/demand for equities); and currency (local vs. US). The ultimate goal of our security selection process is to find differential opportunities from the market. In picking stocks, we seek to identify positive or negative company developments that are not currently anticipated by the market and thus are not reflected in the consensus view. To become part of the portfolio, prospective investments must demonstrate significant potential for both earnings growth and price appreciation. For example, we may find a biotech stock that market consensus anticipates will have a 30% growth in earnings as less appealing than a consumer staple stock that has a 10% growth potential, which the consensus view has not recognized.

In constructing portfolios, we focus not only on bottom-up stock selection, but also on macroeconomic developments. If market conditions are overwhelmingly negative for a given country, we believe that the odds are poor that a stock belonging to that market will do well. While in certain instances the bottom-up case for holding a security is so strong that we will buy it despite poor macroeconomic fundamentals, we have found that our success ratio is generally higher when we not only like the stock in question, but also the equity market conditions of the country to which it belongs.

Although individual portfolio managers have discretion over specific stock selection, their decisions are informed by the ISC's view of sectors, countries, and certain risk factors. It is the function of the ISC meetings to help guide the direction of portfolios.

Certain investment mandates, due to the structure of the portfolio or trading and investment strategy, accommodate greater investment flexibility than others. In particular, certain mandates are more aggressively and actively traded than others and the investment horizon for individual positions may be shorter. Further, portfolio managers of all accounts may exercise discretion in the timing of sales and purchase of stocks for the purpose of managing position size and determining stock selection for the accounts that they manage. As a result, an individual client account may not participate in the purchase or sale of a security, or may participate at a different time than another client account. A lack of participation or different execution timing may occur, without limitation, due to: market liquidity, insufficient cash liquidity, entry price target, portfolio construction, and inherent mandate limitations/capabilities. We do not manage all accounts according to the same strategy, and not all accounts participate in all investment opportunities pro rata. Investment opportunities, particularly those which are limited in size, may be allocated to certain accounts, including those in which our employees have pecuniary interests or which pay a performance fee, and not to others due to a variety of factors. These factors include, without limitation, the following: (a) the opportunity does not conform to the overall strategy of the account; (b) the



opportunity may be more appropriate as a short-term, trading opportunity for more aggressively managed accounts; (c) the inclusion of the opportunity in all accounts managed according to the same approach would result in the accounts holding an economically unmeaningful position; (d) the opportunity is limited and, therefore, may be given first, or exclusively, to accounts with a specialized mandate (such as a specific geographical mandate) even in instances when the opportunity is suitable for a broader category of accounts.

**Investment Process -- Fixed Income Mandates:** OIA LLC applies a disciplined analysis of global markets to identify incremental return opportunities in different investment environments. The objective of our macroeconomic research is to identify key trends within individual markets and across markets and to identify where our thinking deviates from consensus. The best way to identify investment opportunities for generating alpha is to combine active country/currency as well as duration and term structure decisions and to use quantitative analysis as a risk control mechanism.

Our investment process is based on fundamental analysis. It identifies interest rate and currency trends through extensive economic research. We use external sources -brokers, central banks, and the markets themselves- to identify consensus expectations. By identifying trends that differ from consensus positioning, we spot opportunities for alpha. Our investment views generate portfolios on the basis of our top-down portfolio construction method:

**Step 1:** Fundamental analysis among country/currency blocs and our confidence levels determine the **bloc-allocation** (America, Europe, Asia and Africa). It is not the level of interest rates that is important, but rather the direction of interest rates, spreads and the outlook for inflation. It is important to compare our view with consensus expectations and identify where we differ.

**Step 2:** Our assumptions regarding spread trend developments (yield differential of each country in our universe relative to US yield) and our confidence level determine the **country allocation within each bloc**. Expected hedged returns are the key of how strong we over-/underweight an individual market.

**Step 3:** Our research results and our confidence level regarding economic and inflation trends determine **duration positions**. This analysis is done first at the macro level and then at the individual market level. Depending on our conviction level, we may deviate substantially from the benchmark duration to implement our view. Durations may range from 1 year to the longest available liquid bond (typically 10% to 200% of the benchmark duration).

**Step 4:** Our fundamental analysis results for currency trend developments for each currency in our universe versus the U.S. Dollar and our confidence level determine the **currency allocation**. Currency views are expressed in country allocations, as we believe that bond market returns are highly affected by currency trends. The fundamental currency view is a key factor in determining whether a given country will be over- or underweighted and the corresponding currency will be hedged or remain unhedged. Therefore, currency exposure can differ from country weighting through implementation of currency hedging strategies. If our outlook warrants implementation of hedging, then technical conditions will be responsible for timing.

**Step 5 (Bottom-up):** Our fundamental trend analysis of the economic cycle determines the **security selection**. We typically invest in government bonds, but consider also agency issues, supranationals and mortgage as well as corporate debt. The determination is dependent on the global and regional economic environment (economic cycle), the trend identification of swap and credit default spreads and in particular on the shape of the yield curve. We pay careful attention to diversification, liquidity and credit quality. The ultimate goal is to implement our strategy with conviction, but to do so in a risk-conscious manner.

### **General Strategies**

We use the following general strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

**Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases.** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

**Trading.** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

**Risk of Loss.** Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

### **General Risks**

#### **Risks of International Investment**

Assets may be invested in securities of issuers throughout the world that trade principally in a wide variety of international markets. Investments in some of these issuers or markets may involve certain special risks due to economic, political and legal factors, including, without limitation, favorable or unfavorable changes in currency exchange rates, expropriation of

assets or nationalization, imposition of withholding taxes on dividend or interest payments and possible difficulty in obtaining and enforcing judgments against foreign entities. In addition, issuers of some of these securities are often subject to less comprehensive legal and accounting reporting and disclosure requirements than U.S. or European issuers. Less information may be available generally about these companies than about U.S. or European companies. The securities of some governments and companies and foreign securities markets may be less liquid and at times more volatile than comparable U.S. or European securities and securities markets. The laws of some countries may limit our ability to invest in securities of certain issuers located in certain countries. In addition, the enforcement of contractual obligations may be difficult, and transactions could be subject to extended clearance and settlement periods.

### **Currency Risks**

Since securities often are purchased with and payable in the relevant local currency, the value of these assets as measured in the base currency and may be affected favorably or unfavorably by the changes in currency rates and exchange regulations. Some currency exchange costs may be incurred when your account changes investments from one country to another. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by the forces of supply and demand in the relevant markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors. Currency exchange rates also can be affected unpredictably by the intervention of governments or central banks (or their failure to intervene) or by currency controls or political developments.

### **Illiquidity of Assets**

Assets may, at any given time, include securities and other financial instruments or obligations which are thinly-traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts. In this regard, it may sometimes be in your interests for withdrawals to be made partly or completely in securities, including illiquid securities.

### **Emerging Market Risks**

Investments in Emerging Markets may involve greater risks than those involved in Developed Markets. The rapid industrialization of developing countries is often accompanied by smaller, less sophisticated and more volatile financial markets, which may adversely affect our ability to value and liquidate positions and to obtain a favorable market price for securities. Disclosure and regulatory standards in many respects may be less stringent than in the U.S. and Developed Markets, and monitoring and regulation of securities markets may be less rigorous or dependable. Many Emerging Markets have experienced substantial, and in some periods extremely high, rates of inflation over extended periods. Such inflation and rapid fluctuations in inflation rates have, and may continue to have, negative effects on the economies and securities markets of certain Emerging Market countries. Emerging Market economies generally are heavily dependent on international trade and, accordingly, have been, and may continue to be, affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed

or negotiated by the countries with which they trade. The economies of Emerging Market countries also may be based predominantly on only a few industries or dependent on revenues from particular commodities. Increased risks may result from greater political instability, operational difficulties and economic uncertainty. There may be a heightened possibility of expropriation through various channels, including nationalization of private enterprise. Certain national policies, or corruption, may restrict investment opportunities, including investing in issuers in industries deemed sensitive to relevant national interests.

### **Risks of Currency Forward Contracts**

Currency transactions may involve certain risks different from those presented by traditional securities investments. As discussed above, by entering into such transactions, your account may forgo the benefits of unanticipated, advantageous changes in exchange rates. In addition, when we use currency forwards, the currency exposure of your account may differ substantially from the currencies in which the investment securities are denominated. Therefore, may be subject to the risk of adverse currency movements, even when the currencies in which the investment securities are denominated are increasing in value relative to other currencies.

### **Counterparty and Settlement Risks**

In certain Emerging Market countries, settlement, clearing and registration of securities transactions are subject to significant risks not usually associated with investments in more developed countries. Custodial services and other costs relating to investments may be higher in Emerging Markets than elsewhere, which could reduce the return on such investments. If we found that it was necessary to enforce your rights with respect to an Emerging Market investment, our ability to do so might be jeopardized by a lack of procedural and legal remedies. There can be no assurance that adverse political changes will not cause you to suffer a loss of any or all of its investments.

In addition, you may sustain a loss resulting from the failure of the other party to a forward contract to comply with the contract's terms. The forward contract transactions into which we may enter are generally privately negotiated contracts that are not traded on any exchange. The credit risk for exchange-traded derivative contracts, generally is less than for privately negotiated derivatives contracts (such as currency forwards), since the clearing house, which is the issuer or counterparty to each exchange-traded derivative, provides a guarantee of performance. This guarantee is supported by a daily payment system (typically margin requirements) operated by the clearinghouse to reduce overall credit risk. Because such protections do not exist with privately negotiated foreign exchange contracts, we consider the creditworthiness of each counterparty in evaluating potential credit risk.

### **Additional Risks Specific for Fixed-Income Investments**

#### **Interest Rate Risk**

The values of bonds and other debt instruments usually rise and fall in response to changes in interest rates. Declining interest rates generally increase the value of existing debt instruments, and rising interest rates generally decrease the value of existing debt instruments. Changes in a debt instrument's value usually will not affect the amount of interest

income paid to a portfolio, but will affect the value of the portfolio. Interest rate risk is generally greater for investments with longer maturities. Some investments give the issuer the option to call or redeem an investment before its maturity date. If an issuer calls or redeems an investment during a time of declining interest rates, we might have to reinvest the proceeds in an investment offering a lower yield, and therefore might not benefit from any increase in value as a result of declining interest rates.

### **Credit risk**

Investors normally expect to be compensated in proportion to the risk they are assuming. Thus, debt of issuers with poor credit prospects usually offers higher yields than debt of issuers with more secure credit. Higher-rated investments generally have lower credit risk. Where a portfolio's investment guidelines permit, we may invest in higher-yield, higher-risk debt investments that are below investment grade. Investments rated below BBB or its equivalent are below investment-grade. This rating reflects a greater possibility that the issuers may be unable to make timely payments of interest and principal and thus default. If this happens, or is perceived as likely to happen, the values of those investments will usually be more volatile and are likely to fall. A default or expected default could also make it difficult for us to sell the investments at prices approximating the values we had previously placed on them. Lower-rated debt usually has a more limited market than higher-rated debt, which may at times make it difficult for us to buy or sell some debt instruments or to establish their fair value. Credit risk is generally greater for zero coupon bonds and other investments that are issued at less than their face value and that are required to make interest payments only at maturity rather than at intervals during the life of the investment. Credit ratings are based largely on the issuer's historical financial condition and the rating agencies' investment analysis at the time of rating. The rating assigned to any particular investment does not necessarily reflect the issuer's current financial condition, and does not reflect an assessment of an investment's volatility or liquidity. Although we consider credit ratings in making investment decisions, we perform our own investment analysis and do not rely only on ratings assigned by the rating agencies. Our success in achieving a portfolio's investment objective may depend more on our own credit analysis when we buy lower quality bonds than when we buy higher quality bonds. In addition, in case of default we may have to participate in legal proceedings involving the issuer. This could increase a portfolio's operating expenses and decrease its value. Although investment-grade investments generally have lower credit risk, they may share some of the risks of lower-rated investments.

### **Prepayment Risk**

Traditional debt investments typically pay a fixed rate of interest until maturity, when the entire principal amount is due. By contrast, payments on securitized debt instruments, including mortgage-backed and asset-backed investments, typically include both interest and partial payment of principal. Principal may also be prepaid voluntarily, or as a result of refinancing or foreclosure. We may have to invest the proceeds from prepaid investments in other investments with less attractive terms and yields. Compared to debt that cannot be prepaid, mortgage-backed investments are less likely to increase in value during periods of declining interest rates and have a higher risk of decline in value during periods of rising interest rates. They may increase the volatility of the portfolio. Some mortgage-backed investments receive only the interest portion or the principal portion of payments on the underlying mortgages. The yields and values of these investments are extremely sensitive to changes in interest rates

and in the rate of principal payments on the underlying mortgages. The market for these investments may be volatile and limited, which may make them difficult to buy or sell. Asset-backed securities, which are subject to risks similar to those of mortgage-backed securities, are also structured like mortgage-backed securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets may include such items as motor vehicle installment sales or installment loan contracts, leases of various types of real and personal property and receivables from credit card agreements.

## **Item 9     Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

The following are disciplinary events relating to our firm and/or our management personnel:

On August 10, 2001, we agreed to a settlement order (the "Order") with the Securities and Exchange Commission (the "Commission") arising from trading activity initiated by a portfolio manager of OIA LLC in 1998 in which he placed orders in certain securities with instructions to increase the closing price of those securities. Upon receiving an inquiry from a foreign exchange, we undertook an internal investigation of the portfolio manager's trading that resulted in his being placed on administrative leave and eventually resigning from the firm. While the Commission concluded that we had written policies and procedures regarding trade processing, portfolio compliance and other issues, and reviewed the portfolio manager's trading on a daily basis, the Commission determined that we failed adequately to implement our policies that prohibited this trading. Without admitting or denying the allegations, we agreed to the Order (which states that OIA LLC failed to supervise the portfolio manager with a view to preventing his violations of 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and his aiding and abetting violations of Sections 206(1) and (2) of the Investment Advisers Act of 1940), accepted a censure and agreed to pay a civil penalty of \$200,000. On our own initiative and prior to the issuance of the Order, we enhanced our control environment by strengthening our segregation of functions and prohibiting portfolio managers from placing equity trades directly with brokers. We also hired additional compliance personnel, reorganized our trading department, hired additional trading personnel, upgraded our trading system, and strengthened our compliance program. The Commission did not require us to take any remedial actions.

## Item 10 Other Financial Industry Activities and Affiliations

**Affiliates:** OIA LLC has entered into intercompany services agreements with its wholly-owned subsidiary, Oechsle International Advisors, Ltd. (OIA Ltd.), pursuant to which the two companies may share in the obligations and responsibilities of managing client accounts. Specifically, the two companies may provide to one another investment advice, administrative services (such as compliance, trading and accounting), and marketing services. For its performance of these activities, each company will be allocated a portion of the management fee received from the client.

OIA Ltd. may contract directly with certain clients. In such cases, OIA Ltd. may contract with OIA LLC to serve as a sub advisor, and OIA LLC will be allocated fees for its services, and vice versa.

Fleet Overseas Asset Management, Inc., a subsidiary of Bank of America Corporation ("BofA") owns approximately a 36% non-voting interest in OIA LLC. Even though BofA does not have any voting rights or control over our management or policies, OIA LLC may be considered to be, for some purposes, an advisory affiliate of BofA. BofA and its affiliates (including Bank of America Merrill Lynch) are involved in the following businesses: 1) broker-dealer 2) investment adviser 3) sponsor or syndicator of limited partnerships 4) banking institution 5) futures merchant, trading adviser, and pool operator 6) investment company. Due to this appearance of conflict and certain regulatory restrictions, OIA LLC does not trade with or participate in any offering in which BofA or its affiliates are involved.

**General Partnerships:** We have established and act as General Partner to two funds: OIA Japan Fund, L.P. and OIA Asia Pacific ex-Japan Fund, L.P. In our capacity as General Partner, we have made a capital contribution to each fund. Certain of our employees and principals may invest in these funds. The firm's and our employees and principals' investments in the funds could present a conflict of interest in that they could be seen to influence our investment decisions to prefer the funds. In addition, we and our affiliates are not restricted from forming other funds, entering into advisory relationships with various clients, or engaging in other business activities, all of which may involve substantial time and resources of our firm and our affiliates. Potentially, such activities could be viewed as creating conflicts of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to any particular client account.



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

Our firm has adopted a Code of Ethics (the "Code") that sets forth high standards of business conduct and ethics, which we require of our employees, including compliance with applicable federal securities laws.

OIA LLC and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics, but also to the general principles that guide the Code.

Our Code is designed to minimize conflicts of interest and the potential appearance of impropriety in an employee's personal actions. The Code of Ethics policies and procedures include the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code also requires the prior approval of any acquisition of covered securities, including participation in a limited offering (e.g., private placement) or an initial public offering, or the offer or acceptance of business entertainment (excluding dinner / lunch) from certain parties that present a conflict for our clients. Our Code also provides for oversight, enforcement and recordkeeping provisions.

OIA LLC's Code further includes the firm's policy prohibiting the use of material non-public information. All employees are reminded that such information may not be used in a personal or professional capacity.

Our Code is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase any security prior to a transaction(s) being implemented for an advisory account or sell any security prior to a transaction(s) being implemented for an advisory account within a 7-day blackout period. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We have established procedures for the maintenance of all required books and records.

6. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
7. We require delivery and acknowledgement of the Code by each supervised person of our firm.
8. We have established policies requiring the reporting of Code violations to our senior management.
9. Any individual who violates any of the above restrictions may be subject to termination.

Please refer to Item 10 for a detailed explanation of OIA LLC affiliates as these relationships contain important conflict of interest disclosures.

A copy of our Code is available to our advisory clients and prospective clients. You may request a copy by email sent to [jstowell@oechsle.com](mailto:jstowell@oechsle.com), or by calling us at 617-330-8844.

### **Interest in Client Transactions**

We have established and act as General Partner to two funds: OIA Japan Fund, L.P. and OIA Asia Pacific ex-Japan Fund, L.P. In our capacity as General Partner, we have made a capital contribution to each fund. The Funds are not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered. OIA LLC manages the Funds on a discretionary basis in accordance with the terms and conditions of the Fund's offering and organizational documents. Certain of our employees and principals may invest in these funds. The firm's and our employees and principals' investments in the funds could present a conflict of interest in that they could be seen to influence our investment decisions to prefer the funds. In addition, OIA LLC and our affiliates are not restricted from forming other funds, entering into advisory relationships with various clients, or engaging in other business activities, all of which may involve substantial time and resources of our firm and our affiliates. Potentially, such activities could be viewed as creating conflicts of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to any particular client account. Additionally, we may aggregate our trades for the funds with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price.

OIA LLC may effect cross transactions for advisory clients through non-affiliated third-party brokers when it believes such transactions are consistent with best execution and applicable law. Accordingly, OIA LLC may effect such cross trades between the Funds and other clients. In these instances, participating clients will receive the same price and transaction costs will be shared equally and on a pro-rata basis.

## Item 12 Brokerage Practices

**General Brokerage Discretion:** We are generally retained on a discretionary basis and are authorized to determine the broker-dealer to be used in executing transactions for client accounts without consultation with the client. Any limitations on this authority generally must be set out in the written agreement with the client. Clients may change the extent of our authority to choose broker-dealers, but such amendments must be provided to us in writing.

Certain clients direct us to use particular broker-dealers in executing transactions for their accounts. Such direction must be in writing. See "Directed Brokerage" below.

**Broker Selection:** We will endeavor to select broker-dealers which provide the best combination of price and execution in the markets. Selection of broker-dealers is based not only on the commission rates, but also on the broker's stability, reputation, ability to provide professional services, willingness to commit capital, research, trading platform, and other services which will help us in providing investment management services to clients. OIA LLC may, therefore, recommend or use a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

Consistent with obtaining best execution for clients, OIA LLC may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to OIA LLC and, indirectly, to OIA LLC's clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client (and done at our discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties which are compensated by the broker. OIA LLC does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services each client account generates over time, believing that the research we receive will help us to fulfill our overall duty to all of our clients in proportion to the commission. OIA LLC may not use each particular research service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in whole or in part, to purchase research services that are not used to benefit that specific client. Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if OIA LLC determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to our discretionary client accounts.

Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and OIA LLC makes a good faith effort to determine the percentage of such products or services which may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services are paid by our firm to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange

Act of 1934.

When OIA LLC uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that OIA LLC does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

Research services that we receive from brokerage firms include reports generated by the brokerage firms themselves, as well as research generated by third-parties. Within our last fiscal year, we have obtained the following third-party research and brokerage products and services on a soft-dollar basis:

SERVICE	Type	Description
BANK CREDIT ANALYST - VARIOUS REPORTS ( CHINA, DAILY INSIGHTS, EUROPE, MONTHLY BCA, GLOBAL INV STRATEGY, EM STRATEGY)	Research - Financial newsletter	Bulletin, economic and investment strategy
BLOOMBERG	Research - Market Data / Analytical Software/ Mixed Use	Pricing, quotes, research, news, real time quotes
BREAKINGVIEWS	Research - Financial newsletter	Economic research
BROKER LINE CHARGES	Brokerage - Order Routing Software	Electronic equity trading
CAPITAL ECONOMICS	Research - Financial newsletter	Economic research
FACTSET	Research - Market Data / Analytical Software/ Mixed Use	Portfolio Construction, Attribution, Research, and Risk System. Includes charge for vendor feeds into Factset.
FTSE UK	Research - Market Data / Analytical Software/ Mixed Use	FTSE constituent Data
FX CONNECT-FIX	Brokerage - Order Routing	Electronic equity trading

	Software	
GAVECO	Research - Market Research	Investment periodical - heavy technical charts
GFC ECONOMICS	Research - Market Research / Financial Newsletter	Economic newsletter
GLOOM BOOM AND DOOM	Research - Financial newsletter	Economic newsletter
GRANTS	Research - Market Research / Financial Newsletter	Bi-weekly newsletter, economic, currency
INTERSEC	Research - Market Data / Analytical Software/ Mixed Use	Attribution / research for risk analysis and marketing
LISCIO REPORT	Research - Financial newsletter	Monthly economic newsletter
LONGVIEW TRADING SYSTEM	Brokerage - Order Execution Software / Order Routing / Mixed Use	Trading and order management
MSCI INDEX DATA	Research - Market Data / Analytical Software/ Mixed Use	Includes index data in hard copy book form and in various formats systematically to Factset.
NED DAVIS	Research - Financial newsletter / Consulting Services	Macro / political economic analysis
NYSE	Research - Market Data	Feeds all Bloombergs with live quotes for analysis
REUTERS KNOWLEDGE	Research - Market Data / Marker Research	Service that combines all broker research on street
RISKMETRICS(ISS) CORP GOVERNANCE	Research - Market Data / Analytical	Governance research of international companies - risk management

	Software	
TORONTO STOCK EXCHANGE	Research - Market Data	Feeds all Bloombergs with live quotes for analysis
WILSHIRE AXIOM	Research - Market Data / Analytical Software/ Mixed Use	Fixed income analysis and performance analysis

**Broker Selection Fixed Income:** It is OIA LLC's policy when executing fixed income securities transactions to accept the best price available at the time of execution as detailed in Bloomberg.

**Aggregation and Allocation:** OIA LLC will trade securities for client accounts in blocks when possible and when advantageous to clients, including for clients in which OIA LLC or personnel may have an interest. This aggregated trading permits the trading of securities from multiple client accounts, so long as transactions costs are allocated at an average share price and shared equally and on a pro-rated basis between any accounts included.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. OIA LLC will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. OIA LLC's block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with OIA LLC, or our firm's order allocation policy.
- 2) Portfolio managers with the assistance of the automated compliance system must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) OIA LLC must reasonably believe that the order aggregation will enable it to seek best execution for each client participating in the aggregated order as a whole. This requires a good faith judgment at the time the order is placed for execution. Aggregation does not, however, necessarily result in better execution for every participating account in every transaction, and in some cases may result in a less favorable execution for some accounts than would be the case if transactions were executed separately. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 4) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each participating client account and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually

purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. Adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.

6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. 7) If the order will be allocated in a manner other than pro rata, a written explanation of the reason must be provided to the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

8) OIA LLC's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.

9) Funds and securities for aggregated orders are clearly identified on OIA LLC's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

10) No client or account will be systematically favored over another over time.

11) Generally, OIA LLC will withdraw or close out an order if during the pendency of the order additional accounts wish to become purchasers or sellers of the same security that is the subject of the pending order. Such withdrawn order will be replaced by a new order covering all the accounts that wish to buy or sell the security in question. However, in certain circumstances (i.e., the original order will not be affected by price or time of completion) OIA LLC may opt to include additional orders to buy or sell a given security with an existing pending order. Under these circumstances, all participating accounts will share at the average price of all transactions in that security.

12) In instances where supply of an issue is limited (as frequently occurs with initial public offerings, for example), allocations generally will be effected by the Trading Desk pro rata across all accounts with reference to the accounts' asset size. For purposes of determining an account's asset size, an account's total net assets (long positions in equity securities and cash) will be included and unused borrowing capacity and assets that are restricted from participating will be excluded. If the portfolio manager's original request is filled, and there is still stock to allocate, the remaining stock will be allocated pro rata with reference to asset size across those accounts whose original requests have not been filled. Exceptions to the foregoing policies will be permitted only in limited circumstances and with express written approval of designated personnel.

**Cross Trades:** OIA LLC may effect cross transactions for advisory clients through non-affiliated third-party brokers when it believes such transactions are consistent with best execution and applicable law. OIA LLC may effect such cross trades between commingled funds in which it and certain of its personnel have an interest (and which may be considered to be "related parties" of OIA LLC), and other clients.

**Primary Market Trading Policy:** It is OIA LLC's general practice to typically trade client

orders in the primary market. OIA LLC believes that trading securities in the primary markets offers greater liquidity and availability of relevant company information. However, if investing directly in certain local markets requires that the client obtain certain local registrations or approvals, when the client lacks such registrations or approvals, OIA LLC may buy the same security in the form of an American Depositary Receipt ("ADR") or a Global Depositary Receipt ("GDR"). In such instances, OIA LLC anticipates that it may sell the ADR or GDR and buy the local shares of the security at the time that the client obtains the necessary registrations or approvals. This may result in the client incurring transaction costs that otherwise would not be incurred.

**Broker Selection FX Transactions:** It is OIA LLC's policy when executing foreign exchange transactions ancillary to equity transactions primarily to use the client's custodian bank. In doing so, OIA LLC will actively trade (negotiate rates) on such foreign exchange contracts. As a general practice, OIA LLC aggregates all FX trades for clients with the same custodian and nets offsetting transactions. Accordingly, transactions will not always be executed at the lowest available price, but generally will be within a general competitive range. However, it is OIA LLC's policy when executing foreign exchange transactions for hedging or speculative purposes to trade away from the client's custodian bank and utilize third party foreign exchange counterparties.

**Broker Selection Wrap:** As noted above, it is OIA LLC's general policy to aggregate orders for the purchase and sale of securities on behalf of clients.

OIA LLC manages Wrap Program accounts, which have entered into arrangement with a sponsoring broker (the "Wrap Sponsor"). Because OIA LLC believes that trading in an aggregated order is generally beneficial for all of its clients over time (including those in the wrap program and those that are not), it is OIA LLC's general policy: (1) to trade orders for wrap program clients in a simultaneous, aggregated order with OIA LLC's other clients that are transacting in the same security; and (2) to trade such an order with a broker that is not the Wrap Sponsor. By contrast, OIA LLC typically places for execution by the Wrap Sponsor any orders instigated by cash flow in a wrap program client's account, because such orders do not involve purchasing or selling the same security for other clients. OIA LLC expects that, for the Wrap Program accounts considered in the aggregate, it generally will trade with the Wrap Sponsor, insofar as the majority of the number of transactions placed for such accounts, the number of shares traded, or the monetary value of the trades, considered in the aggregate, are expected to result from cash flow into or out of such accounts rather than from strategic changes in the composition of the accounts initiated by OIA LLC. However, those Wrap Program clients that have minimal cash flow will not generally trade with the Wrap Sponsor.

OIA LLC's aggregation policy as it relates to its Wrap Program clients may cause Wrap Program client accounts to incur additional brokerage commissions that would not have been incurred if the aggregate order had been placed with the Wrap Sponsor. However, OIA LLC believes that a variety of considerations relating to the execution of trades for Wrap Program clients may tend, in general and over the long term, to offset in whole or in part the effect of these additional commissions. OIA LLC seeks best execution for all of its wrap clients by implementing the following general strategies:



**Strategic Trades:** OIA LLC typically trades strategic orders (that is, purchases and sales for client accounts that result from decisions initiated by OIA LLC rather than instigated by client- or Wrap Sponsor-initiated cash flow in or out of an account) for wrap clients in orders aggregated with its institutional clients' orders in the local foreign markets. OIA LLC believes that, in general and over time, executing transactions in local shares and in local markets will result in more timely and more effective execution than executing transactions with the Wrap Sponsor in the U.S. market, although this will not necessarily be the case with respect to any single transaction considered individually. Following execution, local shares purchased for the account of wrap clients are converted into an American Depositary Receipt (ADR) by the executing broker for delivery to the client account. Trading in the local foreign market and instructing the broker to deliver the ADR may result in charges to the client account that would not be incurred if the orders were traded through the Wrap Sponsor's trading desk in the ADR market. The additional charges may include, but are not necessarily limited to, broker commissions, ADR conversion fees, taxes, ticket charges, broker mark-ups, odd-lot differentials and foreign currency conversion fees. OIA LLC expects these charges will typically cost wrap clients an additional .12% - .15% of the principal value of each transaction, although they may be higher or lower in any particular instance. OIA LLC believes, however, that these costs may be offset, in whole or in part, in general and over time, by the advantages to the wrap clients of the more timely and more effective execution that may often be available in the local markets than in the ADR markets (for reasons relating to, among other things, time zone differences in trading hours, and the greater trading volumes and liquidity [and lower trading spreads or dealer mark-ups] that may exist in local markets). These advantages may be difficult to quantify in any particular instance, and will not necessarily be realized in any particular transaction considered individually. However, OIA LLC will generally not aggregate orders with institutional clients in the local markets if expected costs of doing so are expected not to be offset by a more timely execution (e.g., local .50% stamp tax).

**Cash Flow Trades:** OIA LLC typically places all portfolio transactions for wrap fee clients that result from client- or Wrap Sponsor-initiated cash flow into or out of the account through the Wrap Sponsor's trading desk at no commission. When trading with the Wrap Sponsor's trading desk, the client will incur certain embedded costs associated with trading non-listed ADRs, including but not necessarily limited to broker-dealer spreads, dealer mark-ups and odd-lot differentials.

**Directed Brokerage:** Brokerage which is directed by the client is an exception to the aggregation guidelines discussed in the preceding paragraphs. A client who designates use of one or more particular broker-dealers should consider whether, under that designation, commission expenses, execution, clearance and settlement capabilities will be comparable to those otherwise obtainable by the client if it did not make such designation. A client who designates use of a particular broker-dealer should understand that it may lose the possible advantage which non-designating clients derive from the aggregation of orders for several clients as a single transaction for the purchase or sale of a particular security. These advantages include, but are not limited to, that OIA LLC potentially may negotiate more favorable commissions if brokerage were not directed and that transactions that are directed may be entered after non-directed trades and receive less favorable prices due to the market impact of larger, aggregated trades. In circumstances in which OIA LLC believes it would be

detrimental to its clients generally to execute simultaneously orders for clients who designate broker-dealers and orders for other clients, it will give priority to orders for clients who do not designate broker-dealers. Similarly, clients who designate broker-dealers might not participate in a portion of a “new issue” or other opportunity allocated to OIA LLC by a broker-dealer that has not been designated by such clients. Commissions generated by clients who do not direct brokerage may in many instances in effect subsidize the purchase of research and other services for the clients who direct brokerage.

**Error Policy:** OIA LLC defines errors as either trader errors or compliance violations (collectively referred to as “Errors”). A trade error is defined as errors caused by human-error mistake, processing error, handling error, or a similar reason in the process of creating, placing, or executing an order. OIA LLC will use its best efforts to enter correct orders for clients. To the extent that an Error occurs, however, OIA LLC will use its best efforts to correct it in a timely fashion. It is OIA LLC’s policy to reimburse clients for reimbursable errors. OIA considers an Error to be reimbursable if OIA LLC committed capital in the trade and the trade resulted in costing the client account a loss of value. However, OIA LLC generally does not consider errors that result in omitted or delayed execution to be errors (unless such instances result in a guideline violation or regulatory violation).

## Item 13 Review of Accounts

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

**REVIEWS:** While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political, or economic environment. In addition, OIA LLC's investment team discusses regularly market developments and individual stock ideas and also typically meets bi-annually for systematic review of markets, currency, and specific investments.

The accounts are reviewed quarterly by:

Equity Portfolios: Neville Pike, Research Analyst / Risk Manager

Fixed Income Portfolios: Astrid Vogler, Portfolio Manager / Chief Investment Officer - Fixed Income

**REPORTS:** We provide monthly reports to all clients summarizing account performance, transactions, balances, and holdings. On a quarterly basis clients receive a detailed commentary relating to portfolio performance and the market in general.

### **INVESTMENT SUPERVISORY SERVICES ("ISS") MODEL PORTFOLIO MANAGEMENT SERVICE**

**REVIEWS:** While the underlying securities within Model Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least monthly. Accounts are reviewed in the context of the investment objectives and guidelines of each model portfolio as well as any investment restrictions provided by the client. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political, or economic environment. In addition, OIA LLC's investment team discusses regularly market developments and individual stock ideas and also typically meets bi-annually for systematic review of markets, currency, and specific investments.

These accounts are reviewed by: Astrid Vogler, Portfolio Manager / Chief Investment Officer - Fixed Income

**REPORTS:** No monthly statement reports are provided to these non-discretionarily managed clients. However, on a quarterly basis these clients receive a detailed commentary relating to portfolio performance and the market in general.

## **Item 14 Client Referrals and Other Compensation**

### **CLIENT REFERRALS**

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

### **OTHER COMPENSATION**

Our firm may from time to time compensate personnel who refer investment advisory clients. The amount of compensation in each case depends upon the nature of the client referred and is generally based upon a percentage of such client's assets under management and revenues realized there from. We also may take into account such referrals more generally in setting such individual employees' annual compensation or bonus. Portfolio Managers may also be compensated in part based on the amount of assets that they manage.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

## **Item 15 Custody**

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients carefully to review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a monthly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings, and values are correct and current.

## **Item 16 Investment Discretion**

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

## Item 17 Voting Client Securities

At the inception of each client account, the client must elect to either retain all voting rights with respect to client securities or grant OIA LLC such rights.

We will vote proxies in what we judge to be the best interests of our clients and in accordance with our established policies and procedures. While retaining final authority to determine how each proxy is voted, we will follow in most instances the proxy voting policies and recommendations (the "Guidelines") of RiskMetrics Group ("RiskMetrics"). RiskMetrics will track each proxy that we are authorized to vote on behalf of our clients and will make a recommendation to us as to how it would vote such proxy in accordance with the Guidelines. Unless otherwise directed by us, RiskMetrics will vote on such matters on our behalf in accordance with its recommendations. We may override specific recommendations or may modify the Guidelines in the future. We believe that the Guidelines will result in voting proxies with a view to enhance the value of the securities held in a client's account. The financial interest of our clients is the primary consideration in determining how proxies should be voted.

When we elect to override specific recommendations of RiskMetrics, certain proxy voting proposals may raise conflicts between the interests of our clients and the interests of us and our employees. Accordingly, our procedures require the Compliance Department and the Chief Investment Officer to approve all such deviations to ensure that they do not present a conflict of interest.

In addition, we review RiskMetrics' procedures to monitor its own conflicts of interest.

Our firm will retain all proxy voting books and records for the period of time prescribed in SEC regulations, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how we voted proxies. If our firm has a conflict of interest in voting a particular action, we will retain an independent third party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting the designated person listed below by telephone, email, or in writing. Clients may request, in writing, information on how proxies for their shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for its account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically

reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact designated person listed below by telephone, email, or in writing.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. A client can also instruct us on how to cast its vote in a particular proxy contest.

For any and all proxy related question(s) or issue(s), please contact the following person:

Frank Persichilli (proxyrequests@oechsle.com), Manager of Accounting - 617-330-8829

125 High Street

20th Floor, Oliver Tower

Boston, MA 02110



## **Item 18 Financial Information**

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement in this Brochure.

As an advisory firm, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. OIA LLC has no financial circumstances to report pursuant to this requirement.

OIA LLC has not been the subject of a bankruptcy petition at any time.