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FORM ADV PART 2A BROCHURE

March 31, 2011

This Form ADV Part 2A Brochure (“Brochure”) provides information about the qualifications and business practices of OFI Institutional Asset Management, Inc. If you have any questions about the contents of this Brochure, please contact us at (212) 323-0200. Additional information about OFI Institutional Asset Management, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

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. OFI Institutional Asset Management, Inc. is registered with the SEC as an investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) adopted amendments to Part 2 of Form ADV which revised the format of, and the information required by, the Form ADV disclosure document that investment advisers provide to clients. This Brochure dated March 31, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Brochure is materially different from our previous Form ADV Part II brochure in terms of structure and information provided.

In the future, this Item will discuss only specific material changes that are made to the Brochure and will provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

Pursuant to new SEC rules, we will ensure that you receive an updated Brochure or a summary of any material changes to the Brochure within 120 days of the end of our fiscal year. We may further provide to you, without charge, disclosure information regarding material changes to our business during the fiscal year as necessary.

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Item 4 – Advisory Business

A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).

Notes: (1) For purposes of this item, your principal owners include the persons you list as owning 25% or more of your firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). (2) If you are a publicly held company without a 25% shareholder, simply disclose that you are publicly held. (3) If an individual or company owns 25% or more of your firm through subsidiaries, you must identify the individual or parent company and intermediate subsidiaries. If you are an SEC-registered adviser, you must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries. If you are a state-registered adviser, you must identify all intermediate subsidiaries.

B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.

D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date “as of” which you calculated the amounts.

Note: Your method for computing the amount of “client assets you manage” can be different from the method for computing “assets under management” required for Item 5.F in Part 1A. However, if you choose to use a different method to compute “client assets you manage,” you must keep documentation describing the method you use. The amount you disclose may be rounded to the nearest \$100,000. Your “as of” date must not be more than 90 days before the date you last updated your brochure in response to this Item 4.E.

OFI Institutional Asset Management, Inc. (the “Adviser”)¹ is an investment adviser that has been registered under the Investment Advisers Act of 1940 (“Advisers Act”) since 2001. The Adviser is a wholly-owned subsidiary of OppenheimerFunds, Inc. (“OFI”), which, in turn, is a wholly-owned subsidiary of Oppenheimer Acquisition Corp. (“OAC”). Massachusetts Mutual Life Insurance Company (“Mass Mutual”), through its subsidiary MassMutual Holding LLC, is the indirect primary shareholder of OAC. MassMutual is a mutual life insurance company that, together with its subsidiaries, is a global, growth-oriented, diversified financial services organization providing life insurance and other financial products and services.

The Adviser provides investment advisory services on a discretionary and non-discretionary basis to individual accounts, trusts, pension plans, insurance company separate accounts, foundations, corporations, ERISA qualified retirement plans, foreign entities (including governmental entities, corporations, investment companies and pension plans), registered investment companies registered with the SEC as open-end management investment company under the Investment Company Act of 1940 Act (“Investment Company Act”) (“Mutual Funds”), investment companies excepted from the definition of investment company by Section 3(c)(7) of the Investment Company Act (such vehicles, “Private Funds”), and bank sponsored commingled

¹ On May 17, 2002, the Adviser changed its name from OAM Institutional, Inc. to OFI Institutional Asset Management, Inc.

pools excepted from the definition of investment company by Section 3(c)(11) of the Investment Company Act (“Trust Company Funds”) that are managed by a wholly-owned affiliate of the Adviser, OFI Trust Company.

As of December 31, 2010, the Adviser managed approximately \$4,926,098,755 in client assets on a discretionary basis and did not manage any client assets on a non-discretionary basis.

Item 5 – Fees and Compensation

- A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

Note: If you are an SEC-registered adviser, you do not need to include this information in a brochure that is delivered only to qualified purchasers as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.

- B. Describe whether you deduct fees from clients’ assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.
- C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.
- D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.
- E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.
1. Explain that this practice presents a conflict of interest and gives you or your supervised persons an incentive to recommend investment products based on the compensation received, rather than on a client’s needs. Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to clients. If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds.
 2. Explain that clients have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.
 3. If more than 50% of your revenue from advisory clients results from commissions and other compensation for the sale of investment products you recommend to your clients, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.
 4. If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.

Note: If you receive compensation in connection with the purchase or sale of securities, you should carefully consider the applicability of the broker-dealer registration requirements of the Securities Exchange Act of 1934 and any applicable state securities statutes.

Generally, the Adviser charges a fee for its investment advisory services based on a percentage of the client’s assets under management. The fee for each calendar quarter is normally billed and payable following the end of the quarter. The fee for the quarter is based on the market value of the account (including cash and cash equivalents), which is usually calculated as the average of the market values of the account as of the close of the previous quarter and the last business days of each month in the quarter for a total of four observations.

The fee will be prorated when an account opens or closes during a quarter. Normally when an account is opened other than at the beginning of a quarter, the market value of the account at inception is one of the valuations used. Similarly, when investment management services end other than at the end of the quarter, normally the closing value on the termination date is one of the valuations used. In such a shorter billing period, less than four market valuations may be used in calculating the fee.

The Adviser's fee schedule with respect to the products and investment strategies currently offered by Adviser are listed below.

The annual fee normally charged for Emerging Markets Equity accounts is based on a percentage of the market value of the account, as follows:

First \$25 million - 1.00%

Next \$25 million - 0.90%

Over \$50 million - 0.80%

The annual fee normally charged for International Equity and Global Equity accounts is based on a percentage of the market value of the account, as follows:

First \$10 million - 0.75%

Next \$15 million - 0.60%

Next \$25 million - 0.50%

Next \$50 million - 0.45%

Over \$100 million - 0.40%

The annual fee normally charged for Capital Appreciation accounts is based on a percentage of the market value of the account, as follows:

First \$25 million - 0.65%

Next \$25 million - 0.55%

Next \$50 million - 0.45%

Over \$100 million - 0.40%

The annual fee normally charged for Commodities Strategy I, Commodities Strategy II, Commodities Strategy & US Treasuries I and Commodities Strategy & US Treasuries II accounts is based on a percentage of the market value of the account, as follows:

First \$100 million - 0.75%

Next \$150 million - 0.70%

Over \$250 million - 0.65%

The annual fee normally charged for Commodities Opportunities accounts is based on a percentage of the market value of the account, as follows:

First \$100 million - 1.00%

Next \$150 million - 0.95%

Over \$250 million - 0.90%

The annual fee normally charged for Fundamental Large Cap Value accounts is based on a percentage of the market value of the account, as follows:

First \$25 million - 0.65%

Next \$25 million - 0.55%

Next \$50 million - 0.45%

Over \$100 million - 0.40%

The annual fee normally charged for Discovery Small Cap Growth accounts is based on a percentage of the market value of the account, as follows:

First \$25 million - 0.85%

Next \$25 million - 0.75%

Next \$50 million - 0.65%

Over \$100 million - 0.55%

The annual fee normally charged for Large Cap Index accounts is based on a percentage of the market value of the account, as follows:

First \$100 million - 0.06%

Next \$100 million - 0.05%

Over \$200 million - 0.03%

The annual fee normally charged for Small Cap Index accounts is based on a percentage of the market value of the account, as follows:

First \$100 million - 0.08%

Next \$100 million - 0.06%

Over \$200 million - 0.04%

The annual fee normally charged for International Index accounts is based on a percentage of the market value of the account, as follows:

First \$100 million - 0.10%

Next \$100 million - 0.08%

Over \$200 million - 0.06%

The annual fee normally charged for Senior Floating Rate accounts is based on a percentage of the market value of the account, as follows:

All Assets - 0.55%

Generally, the Adviser's fees are negotiable. The Adviser may negotiate a higher or lower fee arrangement on a case-by-case basis in the event that the Adviser is asked to take on

responsibilities that differ from those normally involved in the management of an account. Special client requirements, such as compliance with special investment restrictions or the use of a specially designed securities universe, may also result in different fee rates. Assets of affiliated entities and assets of a client with more than one account may be aggregated for fee calculation purposes.

Clients with whom the Adviser works in developing new investment approaches may be charged a lower fee. Similarly, a limited number of initial clients with accounts using newer investment strategies may be charged a lower rate with respect to such accounts. A single client with more than one account may also be charged a lower rate with respect to the aggregate assets invested in all its accounts maintained by the Adviser and affiliates.

The Adviser serves as sub-adviser to a series of Trust Company Funds offered through OFI Trust Company, a New York chartered trust company that is a wholly-owned subsidiary of the Adviser. Investments in these funds are restricted to ERISA qualified retirement plans. Standard advisory fees for such funds are the same as for a separate account managed in the same investment style. Fees are negotiable. A list of OFI Trust Company products are available upon request.

Clients may incur additional fees or expenses in connection with the Adviser's advisory services, such as custodian fees or fund expenses. In addition, clients will incur brokerage and other transaction costs. Please refer to Item 12 below for a discussion of the Adviser's brokerage practices.

Lower fees for comparable services may be available from other sources.

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

If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.

The Adviser may charge a performance fee for certain accounts. In such arrangements, the Adviser's fee normally involves two components. The first component is a base annual fee which is a percentage of the market value of the account or a specified flat dollar amount. The second component is normally a fee which is calculated as a percentage of the annual amount by which the account outperforms an agreed upon index or benchmark. The specific terms of the performance fee are developed in discussions with each client and will be charged in compliance with applicable law (including Rule 205-3 of the Advisers Act). The Adviser may manage accounts that are charged a performance-based fee and accounts that are charged an asset-based fee, which may create an incentive for the Adviser or its Affiliates to favor the performance-based fee accounts to the disadvantage of other non-performance-based fee accounts. In addition, an account with a performance-based fee may create an incentive for the Adviser to invest in riskier investments in order to increase the performance of the account (and therefore its

fee) than it otherwise would have. The Adviser has adopted policies, procedures and guidelines (as discussed in Item 11 and Item 12 of this Brochure) to address and minimize any potential conflicts of interest that may arise as a result of such arrangements.

Item 7 – Types of Clients

Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

Please refer to Item 4 for a description of the types of clients to whom the Adviser generally provides investment advice.

The Private Funds are offered to qualified purchasers and generally require a minimum initial investment of \$500,000 or \$1,000,000. The following separate accounts generally require minimum initial investments:

- Fundamental Large Cap Value and Capital Appreciation generally require a minimum initial investment of \$10,000,000;
- Discovery Small Cap Growth and International Equity generally require a minimum initial investment of \$25,000,000;
- Commodities Strategy I, Commodities Strategy II and Commodities Opportunities generally requires a minimum initial investment of \$250,000,000; and
- Global Equity and Emerging Markets generally requires a minimum initial investment of \$50,000,000.

Minimum investment amounts may be negotiable in certain circumstances.

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

- A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.
- B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.
- C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.

Investment Strategies

The Adviser's investment strategies are generally guided by (i) the investment objectives, policies, strategies, and restrictions set forth in the applicable advisory agreement with its clients, (ii) any limits or restrictions set forth in any disclosure document or trust document applicable to a client for which the Adviser serves as investment adviser or otherwise provides advisory services and (iii) applicable legal and regulatory requirements.

The Adviser may work with a client to develop additional investment approaches from time to time to tailor to the individual needs of the client. In addition, clients may impose restrictions on investing in certain securities or types of securities.

The Adviser currently offers diversified portfolio strategies in the following asset classes: **International Equities, Domestic Equities and Commodities.**

International Equities - *International Equity/ Global Equity/ Emerging Markets Equity*

Using a distinctive theme approach, the Adviser's International Equities investment teams look for superior, long-term investment opportunities around the world in developed, developing and emerging markets by investing within major secular trends that have the potential to grow faster than world nominal GDP on a sustainable basis.

The Adviser's investment teams use a contrarian growth investment style and seek to invest in high quality companies that are temporarily out-of-favor, trade at attractive valuations, and demonstrate sustainable, above-average growth potential. The investment teams seek to purchase these types of companies within global themes that they believe will grow at a faster pace than the world as a whole. Importantly, the investment teams focus on absolute risk-return opportunities and are largely benchmark agnostic with respect to security, sector, and regional/country weights.

The Adviser's MANTRASM theme-based approach provides a framework for understanding what it believes will be the driving forces of equity growth in developed and developing markets to help guide stock selection for the portfolios.

Theme	Description
Mass Affluence	Captures the socioeconomic trend that there is a global increase in spending power along with a growing middle class in many emerging market countries.
New Technology	Identifies the ways technology can transform businesses through the efficiency with which products and services can be produced as well as the improvement of the consumer/end-user experience.
Restructuring	Represents the economic globalization, the growing privatization of companies, and the outsourcing of services, technology, and manufacturing that benefit both developed and developing markets. Also demonstrates the improvements derived from management change, breakups, and economic reform.
Aging	Addresses the improving quality of life in the developing world that will be the key drivers of demand for a range of businesses involved in health and welfare over a multi-year period.

Domestic Equities - *Fundamental Large Cap Value/Capital Appreciation/Discovery Small Cap Growth*

Fundamental Large Cap Value

The Adviser's Fundamental Large Cap Value investment team believes that the key to consistently identify successful value investments is evaluating the long-term earnings power of companies.

The investment team employs a disciplined approach to value investing based on deep fundamental analysis in order to identify securities with long-term earnings power that is materially greater than other stocks in their respective sector. The investment team seeks to invest in companies with attractive valuations relative to long-term earnings potential. The investment team considers its focus on stock selection - as opposed to creating macroeconomic biases within the portfolio - to be the most consistent driver of out-performance potential.

The investment team seeks undervalued stocks with improving business prospects within the next two to three years. Its primary task is to determine what will cause the stocks within the strategy's investment universe to perform differently from one another in the future. Stocks with the best combination of valuation and long-term earnings power are selected for purchase and typically results in approximately 40-60 holdings.

Capital Appreciation

The Adviser's Capital Appreciation investment team believes superior long-term, risk-adjusted returns come from investing in well-managed businesses with sustainable growth rates that are attractively priced.

The investment team's top-down and bottom-up, fundamentally-driven investment approach seeks to invest strategically across sectors in high quality growth companies. The investment team believes the blending of these two components can offer risk-managed exposure to the large-cap growth universe while taking advantage of two sources of potential return: favorable market trends and strong security performance. The team seeks to invest in high quality companies with attractive growth and innovative profile, which it believes have the potential to outperform over the next three to five years.

Discovery Small Cap Growth

The Adviser's Discovery Small Cap Growth investment team believes superior long-term returns come from investing in well-managed businesses with leading market positions that generate sustainable, above-average growth rates.

The investment team employs a disciplined, style-pure approach designed to exploit inefficiencies inherent in small caps by investing in industry-leading firms that are in structurally attractive businesses with strong management teams. The investment team primarily invests in common stocks of high quality, small-cap growth companies with above-average growth rates, strong balance sheets, and sustainable competitive advantages in innovative products or services. The team seeks those companies that exhibit these characteristics and those companies that it believes are well-positioned to outperform over time.

Commodities² - Commodities Strategy I / Commodities Strategy & US Treasury I / Commodities Strategy II / Commodities Strategy & US Treasury II / Commodities Opportunities

Commodities Strategy I & II, Commodities Strategy & US Treasury I & II

The Adviser's Commodities Strategies investment team believes that commodity futures markets are inherently inefficient, providing ample behavioral and structural investment opportunities. As active managers, the investment team seeks to take advantage of its core investment competencies to generate significant added value by exploiting certain behavioral and structural imbalances in the market within its risk budget profile.

The investment team's investment process is based on a disciplined, model-driven approach augmented by management's analysis and judgment. The investment team's active commodity futures management has been consistently applied to generate excess return potential. The investment team's relative performance is not driven by either favorable or unfavorable performance of the commodity markets, nor is it dependent upon the shapes of the respective commodity futures curves (i.e., normal backwardation or contango). As active managers, the investment team is able to pursue value-adding strategies regardless of the market environment.

The Commodities Strategy I and Commodities Strategy & US Treasury I strategies seek performance in excess of the S&P GSCI Total Return Index³ over the course of a full market cycle. The Commodities Strategy II and Commodities Strategy & US Treasury II strategies seek performance in excess of the Dow Jones-UBS Commodity Index Total Return Index⁴ over the course of a full market cycle. These strategies seek to outperform the applicable target index by actively incorporating various commodities management strategies such as individual commodity and sector overlays, relative value opportunities and term structure decisions as well as through active fixed income management of the collateral portfolio.

In addition, the Commodities Strategy & US Treasury I and Commodities Strategy & US Treasury II strategies may also invest in any affiliated or unaffiliated common, collective, commingled or group trust fund or similar or other type of pooled investment vehicle (i) to achieve the investment purpose, policy and related strategies, (ii) for temporary defensive purposes, (iii) to seek to ensure appropriate liquidity, and/or (iv) any other permissible purpose.

Commodities Opportunities

² The Adviser has engaged an affiliated entity, Oppenheimer Real Asset Management, Inc. ("ORAMI"), to provide to the Adviser sub-advisory services pertaining to futures, commodities and securities. ORAMI is an SEC-registered investment adviser and a CFTC-registered commodity trading adviser.

³ The S&P GSCI™ Total Return Index is a trademark/service mark of Standard & Poor's, a division of The McGraw-Hill Companies, Inc. The S&P GSCI™ Total Return Index is a composite index of commodity sector returns representing unleveraged, long-only investment in commodity futures across 24 commodities.

⁴ The Dow Jones-UBS Commodity Index Total ReturnSM (DJ-UBSCITRSM, previously the Dow Jones-AIG Commodity Total Return IndexSM, UBS Securities LLC acquired AIG's commodity business in 2009) is a registered service mark of Dow Jones & Company, Inc. and UBS Securities, LLC. The DJ-UBSCITRSM is composed of futures contracts on 19 physical commodities traded on U.S. futures exchanges, with the exception of aluminum, nickel, and zinc, which trade on the London Metal Exchange.

The Adviser's Commodities Opportunities investment team believes that commodity markets are inherently inefficient, providing ample structural investment opportunities. As active managers, the investment team may employ natural resource equity derivatives to help exploit contango term structure scenarios. Using capital structure arbitrage between commodity and natural resource derivatives, the investment team seeks to generate significant added value potential by repeatedly exploiting certain structural imbalances in the market.

The Commodities Opportunities strategy seeks performance in excess of the Dow Jones-UBS Commodity Index Total Return Index. The investment team's active commodities management targets exposure to basic commodities by taking positions in commodity and natural resource equity derivatives, with the ability to favor one source over the other based on prevailing market conditions. Specific exposures are determined through relative value assessments, rather than individual commodity or equity selection. The strategy offers commodity exposure through a flexible design structure intended to outperform traditional commodity-indexed products. Collateral for derivative positions is actively managed and invested in high quality, institutional money market and U.S. Government securities with the objective of seeking stability of principal and current income.

The Adviser also offers a Senior Floating Rate strategy and several index based, passively-managed strategies:

Senior Floating Rate

The Adviser's High Yield Corporate Debt investment team seeks to provide clients with a well-diversified portfolio that consists primarily of below-investment-grade senior floating rate bank loans. In employing fundamental, company-by-company analysis, the investment team believes they have the ability to identify value on the most granular of levels.

The investment team seeks to identify securities that may be undervalued by the marketplace. Rather than looking at buckets of securities, the investment team seeks to accomplish this by conducting bottom-up, fundamental credit analysis on all companies that issue senior bank loans. This analysis includes but is not limited to analyzing financial statements, having meetings with company management, evaluating company assets that may secure a loan, and obtaining an expert understanding of a company's industry dynamics.

Index Strategies

The International Index strategy is a passively-managed strategy that seeks to reflect the performance, characteristics, and underlying composition of the MSCI EAFE Index.⁵

The Large Cap Core Index strategy is a passively-managed strategy that seeks to reflect the performance, characteristics, and underlying composition of the S&P 500 Index.⁶

⁵ The Morgan Stanley Capital International (Europe, Australasia, Far East) Index (MSCI EAFE) is sponsored and calculated by Morgan Stanley Capital International Inc. It is an unmanaged index of international equity securities.

⁶ The S&P 500 Index is sponsored and calculated by the Standard & Poor's Company ("S&P"). The S&P 500 includes a representative sample of 500 leading companies in leading industries of the U.S. economy. The S&P 500 focuses on the large-cap segment of the market that includes 500 blue chips, large cap stocks, which together represents approximately 75% coverage of U.S. equities market.

The Small Cap Core Index strategy is a passively-managed strategy that seeks to reflect the performance, characteristics, and underlying composition of the MSCI US Small Cap 1750 Index.⁷

With respect to the Mutual Funds sub-advised by the Adviser, please refer the prospectus and statement of additional information of the applicable sub-advised Mutual Fund for a more detailed description of the Adviser's investment strategy for such Mutual Fund and the material risks associated with such strategy.

Methods of Analysis

The Adviser utilizes various methods of analysis in managing client assets. The Adviser's methods of security analysis may include economic analysis, fundamental analysis, technical analysis and quantitative analysis. In its economic analysis, the Adviser maintains some of its own charts on the economy and certain cyclical factors. In addition, it uses outside consultants as well as "brokerage and research services," as such term is defined in Section 28(e) of the Securities Exchange Act of 1934 ("Securities Act"). In its fundamental analysis, the Adviser relies on analysis by its portfolio managers and their assistants on both an industry and individual company basis. The Adviser also relies extensively on brokerage and research services for fundamental analysis. In its technical analysis, the Adviser subscribes to many technical and charting services and frequently uses information from these services. The Adviser may use quantitative analysis for certain of its products to predict the value of securities based on the combination and measurement of various fundamental elements of those securities, such as: dividends, earnings and book values.

The Adviser and its affiliates subscribe to nearly every major financial newspaper and magazine. It also receives annual and other company reports, and has access to public filings with the SEC, corporate press releases and corporate rating services. In addition to the Adviser's own inspection of corporate activities, it relies extensively on brokerage and research services.

Material Risks

There is no assurance that the Adviser will achieve its investment objectives. Investing in securities involves risk of loss that clients should be prepared to bear.

The value of investments in a client's account managed by the Adviser may change because of broad changes in the markets in which the Adviser invests or from poor security selection, which could cause the account to underperform other accounts with similar investment objectives. Securities markets may experience great short-term volatility and may fall sharply at times. Different markets may behave differently from each other and U.S. markets may move in the opposite direction from one or more foreign markets.

⁷ The MSCI 1750 Index is sponsored and calculated by Morgan Stanley Capital International Inc. ("MSCI"). The MSCI 1750 represents the universe of small capitalization companies in the U.S. equity markets. The MSCI 1750 targets for inclusion 1,750 companies.

Investing in Stocks. The prices of individual stocks generally do not all move in the same direction at the same time and a variety of factors can affect the price of a particular company's stock. These factors may include, but are not limited to: poor earnings reports, a loss of customers, litigation against the company, general unfavorable performance of the company's sector or industry, or changes in government regulations affecting the company or its industry.

Industry/Sector Focus. At times, the Adviser may emphasize investments in a particular industry or economic or market sector. To the extent that the Adviser increases its emphasis on investments in a particular industry or sector, the value of investments in a client's account may fluctuate more in response to events affecting that industry or sector, such as changes in economic conditions, government regulations, availability of basic resources or supplies, or other events that affect that industry more than others.

Foreign Investing. Foreign issuers are usually not subject to the same accounting and disclosure requirements that U.S. companies are subject to, which may make it difficult for the Adviser to evaluate a foreign company's operations or financial condition. A change in the value of a foreign currency against the U.S. dollar will result in a change in the U.S. dollar value of securities denominated in that foreign currency and in the value of any income or distributions a client's account may receive on those securities. The value of foreign investments may be affected by exchange control regulations, foreign taxes, higher transaction and other costs, delays in the settlement of transactions, changes in economic or monetary policy in the United States or abroad, expropriation or nationalization of a company's assets, or other political and economic factors. These risks may be greater for investments in developing or emerging market countries.

Value Investing. The Adviser may employ a value investing style in certain of its investment strategies. Value investing entails the risk that if the market does not recognize that the client account's securities are undervalued, the prices of those securities might not appreciate as anticipated. A value approach could also result in fewer investments that increase rapidly during times of market gains and could cause the client's account to underperform other accounts that use a growth or non-value approach to investing. Value investing has gone in and out of favor during past market cycles and when value investing is out of favor or when markets are unstable, the securities of "value" companies may underperform the securities of "growth" companies.

Growth Investing. The Adviser may also employ a growth investing style in certain of its investment strategies. If a growth company's earnings or stock price fails to increase as anticipated, or if its business plans do not produce the expected results, its securities may decline sharply. Growth companies may be newer or smaller companies that may experience greater stock price fluctuations and risks of loss than larger, more established companies. Newer growth companies tend to retain a large part of their earnings for research, development or investments in capital assets. Therefore, they may not pay any dividends for some time. Growth investing has gone in and out of favor during past market cycles and is likely to continue to do so. During periods when growth investing is out of favor or when markets are unstable, it may be more difficult to sell growth company securities at an acceptable price. Growth stocks may also be more volatile than other securities because of investor speculation.

Small-Cap and Mid-Cap Companies. Small-cap and mid-cap companies can include both established and newer companies. While newer growth small- and mid-cap companies might offer greater opportunities for capital appreciation than larger, more established companies, they

involve substantially greater risks of loss and price fluctuations than larger issuers. Stocks of small- and mid-cap companies may have limited product lines or markets for their products, limited access to financial resources and less depth in management skill than larger, more established companies. Their stocks may be less liquid than those of larger issuers. That means the Adviser could have greater difficulty selling their securities at an acceptable price, especially in periods of market volatility. That factor increases the potential for losses. Also, it may take a substantial period of time before an investor realizes a gain on an investment in the stocks of a small- or mid-cap company, if it realizes any gain at all. Securities of small capitalization issuers may be subject to greater price volatility in general than securities of large-cap and mid-cap companies.

Commodity-Linked Investments. Commodity-linked investments are considered speculative and have substantial risks, including the risk of loss of a significant portion of their principal value. Prices of commodities and commodity-linked investments may fluctuate significantly over short periods due to a variety of factors, including for example agricultural, economic and regulatory developments. These risks may make commodity-linked investments more volatile than other types of investments.

Derivatives. In addition, the Adviser may employ derivatives in certain of its investment strategies. Derivatives may involve significant risks. Some derivatives have the potential for unlimited loss, regardless of the size of the initial investment. Derivatives may be illiquid and may be more volatile than other types of investments. Derivative investments can increase portfolio turnover and transaction costs. Derivatives are subject to counter-party credit risk and may lose money if the issuer fails to pay the amounts due.

Leverage. The Adviser may employ leverage in certain investment strategies. In addition, certain derivatives and other investments involve a degree of leverage. Generally, leverage may occur when, in return for the potential to realize higher gain, an investment exposes the investor to a risk of loss that exceeds the amount invested. The Adviser's use of an economically leveraged derivative may provide the potential for investment gain or loss that may be several times greater than the change in value of the underlying security, asset, interest rate, index or currency upon which such derivative is based, which may result in a loss substantially greater than the amount invested in the derivative itself. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment. If the Adviser uses derivatives for leverage, the value of an investor's portfolio will tend to be more volatile, resulting in larger gains or losses in response to the fluctuating prices of its investments.

Senior Floating Rate Securities. Senior floating rate securities are floating rate loans (sometimes referred to as "adjustable rate loans") that hold a senior position in the capital structure of U.S. and foreign corporations, partnerships or other business entities that, under normal circumstances, allow them to have priority of claim ahead of other obligations of a borrower in the event of liquidation. These investments are referred to as "Senior Loans." Senior Loans may be collateralized or uncollateralized. They pay interest at rates that float above, or are adjusted periodically based on, a benchmark that reflects current interest rates.

Generally, debt securities may be subject to credit risk, interest rate risk, prepayment risk and extension risk. Credit risk is the risk that the issuer of a security might not make interest and principal payments on the security as they become due. If an issuer fails to pay interest or repay

principal, the value of the securities might be reduced. Adverse news about an issuer or a downgrade in an issuer's credit rating, for any reason, can also reduce the market value of the issuer's securities. Interest rate risk is the risk that when prevailing interest rates fall, the values of already-issued debt securities generally rise; and when prevailing interest rates rise, the values of already-issued debt securities generally fall, and they may be worth less than the amount paid for them. When interest rates change, the values of longer-term debt securities usually change more than the values of shorter-term debt securities.

When interest rates fall, debt securities may be repaid more quickly than expected and an investor may be required to reinvest the proceeds at a lower interest rate. This is referred to as "prepayment risk." When interest rates rise, debt securities may be repaid more slowly than expected and the value of the investor's holdings may fall sharply. This is referred to as "extension risk." Interest rate changes normally have different effects on variable or floating rate securities than they do on securities with fixed interest rates.

In addition to the risks typically associated with debt securities, such as credit and interest rate risk discussed above, Senior Loans are also subject to the risk that a court could subordinate a Senior Loan, which typically holds a senior position in the capital structure of a borrower, to presently existing or future indebtedness or take other action detrimental to the holders of Senior Loans. Senior Loans usually have mandatory and optional prepayment provisions. If a borrower prepays a Senior Loan, the fund will have to reinvest the proceeds in other Senior Loans or securities that may pay lower interest rates. Most, but not all, of the strategy's investments in Senior Loans must be collateralized, however, the strategy's other investments need not be collateralized. Senior Loans are subject to the risk that the value of the collateral, if any, securing a loan may decline, be insufficient to meet the obligations of the borrower, or be difficult to liquidate. In the event of a default, an investor may have difficulty collecting on any collateral and would not have the ability to collect on any collateral for an uncollateralized loan. In addition, any collateral may be found invalid or may be used to pay other outstanding obligations of the borrower. An investor's access to collateral, if any, may be limited by bankruptcy, other insolvency laws, or by the type of loan the fund has purchased. As a result, a collateralized Senior Loan may not be fully collateralized and can decline significantly in value. Loan investments are often issued in connection with highly leveraged transactions. Such transactions include leveraged buyout loans, leveraged recapitalization loans, and other types of acquisition financing. These obligations are subject to greater credit risks than other investments including a greater possibility that the borrower may default or enter bankruptcy.

Due to restrictions on transfers in loan agreements and the nature of the private syndication of Senior Loans including, for example, the lack of publicly-available information, some Senior Loans are not as easily purchased or sold as publicly-traded securities. Some Senior Loans are illiquid, which may make it difficult for the Adviser to value them or dispose of them at an acceptable price when it wants to. Direct investments in Senior Loans and, to a lesser degree, investments in participation interests in or assignments of Senior Loans may be limited. Investments in Senior Loans are expected to be less affected by changes in interest rates than fixed-rate securities.

Portfolio Turnover. The Adviser's investment strategies may involve active and frequent trading of securities. A client's account may have a portfolio turnover rate of over 100% annually.

Increased portfolio turnover may result in higher brokerage fees or other transaction costs and taxes, which can affect investment performance.

Item 9 – Disciplinary Information

If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a management person has been involved in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the management person's favor, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the "date" of an event is the date that the final order, judgment, or decree was entered, or the date that any rights of appeal from preliminary orders, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a management person has been involved in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a client's or prospective client's evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a client's or prospective client's evaluation.

- A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a management person
 - 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
 - 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
 - 3. was found to have been involved in a violation of an investment-related statute or regulation; or
 - 4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.
- B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which your firm or a management person
 - 1. was found to have caused an investment-related business to lose its authorization to do business; or
 - 2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - (a) denying, suspending, or revoking the authorization of your firm or a management person to act in an investment-related business;
 - (b) barring or suspending your firm's or a management person's association with an investment-related business;
 - (c) otherwise significantly limiting your firm's or a management person's investment-related activities; or
 - (d) imposing a civil money penalty of more than \$2,500 on your firm or a management person.
- C. A self-regulatory organization (SRO) proceeding in which your firm or a management person
 - 1. was found to have caused an investment-related business to lose its authorization to do business; or
 - 2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

Note: You may, under certain circumstances, rebut the presumption that a disciplinary event is material. If an event is immaterial, you are not required to disclose it. When you review a legal or disciplinary event involving your firm or a management person to determine whether it is appropriate to rebut the presumption of materiality, you should consider all of the following factors: (1) the proximity of the person involved in the disciplinary event to the advisory function; (2) the nature of the infraction that led to the disciplinary event; (3) the severity of the disciplinary sanction; and (4) the time elapsed since the date of the disciplinary event. If you conclude that the materiality presumption has been overcome, you must prepare and maintain a file memorandum of your determination in your records. See SEC rule 204-2(a)(14)(iii).

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Adviser's advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

- A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.
- B. If you or any of your 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, disclose this fact.
- C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.
 - 1. broker-dealer, municipal securities dealer, or government securities dealer or broker
 - 2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
 - 3. other investment adviser or financial planner
 - 4. futures commission merchant, commodity pool operator, or commodity trading advisor
 - 5. banking or thrift institution
 - 6. accountant or accounting firm
 - 7. lawyer or law firm
 - 8. insurance company or agency
 - 9. pension consultant
 - 10. real estate broker or dealer
 - 11. sponsor or syndicator of limited partnerships.
- D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.

The Adviser and/or its management persons have relationships or arrangements with the related persons listed below that are material to the Adviser's advisory business or to its clients. Item 11 and Item 12 of this Brochure discusses the potential conflicts of interest that may arise as a result of such arrangements or relationships. Clients should carefully consider such potential conflicts of interest in determining whether to engage the Adviser.

The Adviser shares office space, personnel and other resources of its direct parent company, OppenheimerFunds, Inc. ("OFI"), at Two World Financial Center, 225 Liberty Street, 11th Floor, New York, New York 10281-1008. OFI is registered as an investment adviser with the SEC (Reg. No. 801-8253). Professionals that provide portfolio management, analysis, trading and other services for the Adviser may be employed by, or act as officers of, OFI or its other affiliates.

The Adviser and OFI are ultimately controlled by Massachusetts Mutual Life Insurance Company ("MassMutual"), a mutual life insurance company that, together with its subsidiaries, is a global, growth-oriented, diversified financial services organization providing life insurance and other financial products and services, including providing advisory services to pension plans and investment companies.

MassMutual Holding LLC, a wholly-owned subsidiary of MassMutual, has acquired substantially all of the voting stock of Oppenheimer Acquisition Corp. ("OAC") and through it acquired voting control of OFI and its wholly-owned subsidiaries (including the Adviser). The common stock of OAC is owned by (i) certain officers and/or directors of OFI and (ii) MassMutual. No institution or person holds 5% or more of OAC's outstanding stock except MassMutual.

The Adviser acts as sub-adviser to its affiliate, OFI Private Investments Inc. ("OFIPI"), for certain investment strategies that are offered in certain Internal Revenue Code 529 Trust College Savings Programs. OFIPI is registered as an investment adviser with the SEC (Reg. No. 801-57520). The Adviser provides advisory services to OFIPI relating to those certain investment strategies. From time to time, the nature, quality and timing of services provided by the Adviser to OFIPI may change.

The Adviser serves as the general partner and/or managing member of, and provides advisory services to, certain Private Funds that are organized as limited partnerships and limited liability companies. Clients are not publicly solicited to invest in such Private Funds. A list of those limited partnerships and limited liability companies is disclosed in Section 7B of Schedule D of the Form ADV Part I of the Adviser and is also available upon request.

The Adviser also provides investment advisory services to certain Trust Company Funds that are managed by OFI Trust Company, a New York organized trust company and an affiliate of the Adviser.

Oppenheimer Real Asset Management, Inc. ("ORAMI"), an affiliate of the Adviser, is registered as an investment adviser with the SEC (Reg. No. 801-34455), and is a "commodity trading adviser" registered with the Commodities Futures Trading Commission and the National Futures Association (NFA Reg. No. 0274661). ORAMI acts as the investment sub-adviser to certain Private Funds, Trust Company Funds, Oppenheimer Mutual Funds and non-U.S. investment companies in futures- and commodities- related strategies managed by the Adviser or OFI.

OppenheimerFunds Distributor, Inc., an affiliate of the Adviser and a wholly-owned subsidiary of OFI, acts as the general distributor of shares of the registered investment companies advised by OFI and its affiliates (the "Oppenheimer Mutual Funds") (as well as certain other registered investment companies for which OFI serves as sub-adviser).

OppenheimerFunds Services, a division of OFI, is the registered transfer agent for the Oppenheimer Mutual Funds.

Shareholder Services, Inc. and Shareholder Financial Services, Inc. are registered transfer agents and are wholly-owned subsidiaries of OFI.

HarbourView Asset Management Corporation, is registered as an investment adviser with the SEC (Reg. No. 801-27136) and is a wholly-owned subsidiary of OFII that provides investment supervisory services on a discretionary basis to corporations that are primarily structured finance vehicles.

Item 11 – Code of Ethics

- A. If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any client or prospective client upon request.
- B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.
Examples: (1) You or a related person, as principal, buys securities from (or sells securities to) your clients; (2) you or a related person acts as general partner in a partnership in which you solicit client investments; or (3) you or a related person acts as an investment adviser to an investment company that you recommend to clients.
- C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.
- D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Note: The description required by Item 11.A may include information responsive to Item 11.B, C or D. If so, it is not necessary to make repeated disclosures of the same information. You do not have to provide disclosure in response to Item 11.B, 11.C, or 11.D with respect to securities that are not “reportable securities” under SEC rule 204A-1(e)(10) and similar state rules.

The Adviser and its Affiliates have adopted a Code of Ethics (the "Code") in compliance with Rule 17j-1 under the Investment Company Act and Rule 204A-1 under the Advisers Act. The Code establishes standards of conduct expected of all employees of the Adviser including compliance with federal securities laws (as that term is defined in Rule 204A-1), addresses conflicts that arise from employees' personal trading and establishes procedures for the detection and prevention of activities by which employees having knowledge of the holdings, recommended investments and investment intentions of advisory clients may abuse their fiduciary duties, and otherwise addresses the types of conflict of interest situations addressed by Rule 17j-1 and Rule 204A-1. A copy of the Code will be provided to any client or prospective client upon request.

The Code is designed to establish procedures to detect and, where possible, prevent all employees from using knowledge about pending or currently considered securities transactions

for clients to profit personally (directly or indirectly) as a result of such transactions, including by purchasing or selling such securities. Under the Code, all employees are prohibited from purchasing or selling any security in which the employee has or will acquire a beneficial interest if the employee knows that, at the same time, the security is being considered for purchase or sale by a client or is the subject of an outstanding purchase or sale order by an advisory client. Such prohibition continues until such information is made publicly available. All employees also are subject to insider trading prevention policies and procedures which prohibit employees from trading (either personally or on behalf of others) while in possession of material, non-public information. Employees are also prohibited from communicating material non-public information to others in violation of the law. Additionally, the Code contains restrictions on employees from accepting gifts or anything else of more than a nominal amount in value, without prior written approval, from anyone that does business with or on behalf of the Adviser or a client, or serving on the board of any for-profit business organization.

The Code includes certain personal trading restrictions and reporting requirements of the Code that apply to "Access Persons." Access Persons generally include officers and directors of the Adviser (including any of its subsidiaries or directly controlled affiliates), as well as any person (i) who makes, participates in, or obtains information regarding the purchase or sale of securities by an advisory client in connection with his or her regular functions or duties, (ii) whose functions relate to the making of any recommendations with respect to such purchases or sales, (iii) who has access to timely information relating to investment management activities, research and/or client portfolio holdings, and (iv) who in the course of their employment regularly receive access to trading activity of advisory clients. Access Persons also include "investment persons" which generally encompasses: (i) each portfolio manager, (ii) each securities analyst or trader that provides information and advice to portfolio managers or who helps execute a portfolio manager's investment decisions, or (iii) any other person who, in connection with his or her duties, makes or participates in recommendations regarding a client's purchase or sale of securities.

A summary of the restrictions and reporting requirements for the personal investing activities of Access Persons is set forth below.

Generally, Access Persons are prohibited from purchasing a security in an initial public offering or in a private placement unless express prior approval from the person(s) appointed by the Adviser for administering the Code ("Code Administrator") is received (and certain other conditions are satisfied). Investment persons are further prohibited from purchasing any securities in their personal accounts unless prior approval from the Code Administrator is received (and certain other conditions are satisfied). Investment persons also are prohibited from purchasing and selling or selling and purchasing the same security within a 60 day period. Moreover, an investment person may not purchase or sell any security within 15 days before or after the purchase or sale of that security by an advisory client of which he or she is an investment person.

The pre-approval requirements of the Code for an investment person apply to any personal securities transactions by the investment person not expressly prohibited by the Code and that are conducted in an investment person's personal securities account or a securities account for which the investment person has investment discretion. Transactions in a securities account maintained by a family member residing with the investment person for which the investment person does

not have investment discretion are not subject to the pre-approval requirement, provided the investment person has submitted a written explanation to the Code Administrator explaining why he or she does not have investment discretion. The Code Administrator reserves the right to require pre-approval of such an account. Such transactions shall, however, be reported to the Code Administrator on duplicate trade confirmations and account statements and/or on the quarterly reports and other reports discussed above.

The Code also prohibits employees of OFI (and of its subsidiaries or directly controlled affiliates, including the Adviser) from engaging in outside business activities unless each such outside business activity is pre-approved by the employee's department manager or supervisor and by the Code Administrator.

The Code also includes certain procedures relating to reporting and record keeping of personal securities transactions by Access Persons, including disclosure of personal holdings (e.g., initial and annual statements of holdings), quarterly reporting of transactions and annual certification of compliance with the Code. All employees also must submit initial and periodic acknowledgements of receipt, compliance and understanding of the Code.

In accordance with the terms of the Code, certain Access Persons may engage in outside business activities and participate in certain private commingled investment vehicles that may from time to time invest in the same securities and other instruments held by Client Accounts (as defined below) and in the same or similar strategies or approaches used by Client Accounts advised by the Adviser.

Potential Conflicts of Interest.

The Adviser, its affiliates, and their officers, directors and employees, including those who may be involved in the management, sales, investment activities and business operations of the Adviser (collectively, "Affiliates"), may be engaged in businesses and have interests that include the provision of investment advisory services to the assets of registered and unregistered funds (both publicly and privately offered) in the United States and foreign jurisdictions, bank trust company commingled pools, and separately managed accounts. These activities and interests include potential multiple advisory, transactional, financial and other interests in securities, instruments and companies that may be directly or indirectly purchased, invested in, or sold by the Adviser for client accounts managed by the Adviser and its Affiliates ("Client Accounts"). These activities and interests also include potential multiple advisory, transactional, financial and other interests with consultants and other third parties who may facilitate the procurement or advise in the opening of Client Accounts. These are considerations of which clients should be aware. Present and future activities of the Adviser or its Affiliates, in addition to those described in this section, may give rise to additional potential conflicts of interest.

The Adviser makes decisions for Client Accounts and any account of the Adviser or its Affiliates ("Affiliate Account") in accordance with its obligations as investment manager to the Client Accounts and Affiliate Accounts. The Adviser may have potential conflicts in connection with the allocation of investments or transaction decisions for Client Accounts, including situations in which the Adviser, its Affiliates or personnel of Affiliates ("Personnel") may have interests in the investment being allocated and situations in which an Affiliate Account may receive certain

of the investments being allocated. The Adviser seeks to manage Client Accounts and Affiliate Accounts according to each account's investment objectives and applicable guidelines and applicable legal and regulatory requirements.

The Adviser and its Affiliates may receive greater fees or other compensation (including performance-based fees) from certain Client Accounts and Affiliate Accounts, which may create an incentive for the Adviser or its Affiliates to favor such accounts. In addition, the advice provided by Adviser to a Client Account or Affiliate Account may compete or conflict with the advice provided to another Client Account, or may involve a different timing or course of action taken than with respect to a Client Account. For example, a Client Account may be competing for investment opportunities with Affiliates and Affiliate Accounts and with other Client Accounts for certain limited investment opportunities. The Adviser or its Affiliates may acquire confidential or material, non-public information pertaining to an issuer or the issuer's securities which may prevent or prohibit the Adviser from providing investment advice to Client Accounts and Affiliated Accounts with respect to such issuer or the issuer's securities irrespective of an account's investment objective or guidelines. Moreover, the Adviser and its Affiliates may have ownership interests in issuers or broker-dealers which may prevent the Adviser or its Affiliates from purchasing securities or other instruments from such issuers or broker-dealers.

The Adviser, Affiliates or Affiliate Accounts may buy or sell positions while a Client Account is undertaking the same or a differing strategy, which could disadvantage the Client Account. For example, a Client Account may buy a security and the Adviser, its Affiliates, Affiliate Accounts or other Client Accounts may establish a short position in that same security and subsequent short sales may result in impairment of the price of the security which is owned or held by the Client Account. Conversely, a Client Account may establish a short position in a security and the Adviser, Affiliates, Affiliated Accounts or other Client Accounts may buy that same security and the subsequent purchase(s) may result in an increase in the price of the underlying position in the short sale exposure of the Client Account. In addition, transactions in investments by one or more Client Accounts, Affiliate Accounts, the Adviser or Affiliates may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a Client Account. This may occur when portfolio decisions regarding a Client Account are based on research and other information that is also used to support portfolio decisions for Affiliate Accounts, other Client Accounts, the Adviser or Affiliates which could impact the timing and manner in which the portfolio decisions for the Client Account and other Client Accounts are implemented. When the Adviser, Affiliates or an Affiliate Account implements an investment decision or strategy ahead of, or contemporaneously with, similar investment decisions or strategies for a Client Account, market impact, liquidity constraints, or other factors could result in the Client Account receiving less favorable trading results and the costs of implementing such investment decisions or strategies could be increased or the Client Account could otherwise be disadvantaged. The Adviser or Affiliates may, in certain cases, elect to implement internal policies and procedures designed to limit such consequences to the Client Accounts and Affiliate Accounts, which may cause a Client Account to be unable to engage in certain activities, including purchasing or disposing of securities, when it might otherwise be desirable for it to do so.

Conflicts may also arise because investment decisions regarding a Client Account may benefit Adviser, Affiliates or other Client Accounts. For example, the sale of a long position or

establishment of a short position by a Client Account may impair the price of the same security sold short by (and therefore benefit) the Adviser, its Affiliates or other Client Account, and the purchase of a security or covering of a short position in a security by a Client Account may increase the price of the same security held by (and therefore benefit) the Adviser, its Affiliates, Affiliate Accounts or other Client Account.

The Adviser, its Affiliates, Affiliate Accounts and other Client Accounts may also pursue or enforce rights with respect to an issuer or security in which a Client Account has invested, and those activities may have an adverse effect on the Client Account. As a result, prices, availability, liquidity and terms of Client Account investments may be negatively impacted by the Adviser's, its Affiliates', Affiliate Accounts' or other Client Accounts' activities, and transactions for the Client Account may be impaired or effected at prices or on terms that may be less favorable than would otherwise have been the case.

The Adviser's management of Client Accounts may benefit the Adviser, its Affiliates or Affiliate Accounts. For example, the purchase, holding and sale of securities or other investments by a Client Account may enhance the profitability of the Adviser's, its Affiliates', Affiliate Accounts' or other Client Accounts' own investments in and investment activities with respect to such securities, other investments or issuer. A Client Account may also be adversely affected by cash flows and market movements arising from purchase and sale transactions, as well as increases of capital in and withdrawals of capital from Affiliate Accounts and other Client Accounts.

Moreover, from time to time, the Adviser, Affiliate or an Affiliate Account may engage in principal securities transactions in which it purchases or sells securities from an account of Adviser or an Affiliate Account from or to an account of a client. The execution of each principal securities transaction is subject to the approval of each applicable client and regulatory requirements.

Due to the factors noted above, the investment and performance results of a Client Account may differ significantly from the results achieved by Affiliate Accounts and other Client Accounts that follow the same or a similar investment objective and/or strategy.

The Adviser and Affiliates may also have business relationships with, and purchase, distribute or sell services or products from or to, distributors, consultants, and other third parties that facilitate the procurement or recommend the use of the Adviser or its Affiliates to provide advisory or other services to Client Accounts, or who engage in transactions with or for Client Accounts. As a result, those persons and institutions may have conflicts associated with their promotion of or other dealings with the Adviser, its Affiliates, Client Accounts or Other Client Accounts that would create incentives for them to promote the Adviser, its Affiliates, Affiliate Accounts, Client Accounts and other Client Accounts over others or raise other conflicts.

Item 12 – Brokerage Practices

- A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).
 - 1. Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.

Note: Your disclosure and discussion must include all soft dollar benefits you receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

- a. Explain that when you use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.
- b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your clients' interest in receiving most favorable execution.
- c. If you may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.
- d. Disclose whether you use soft dollar benefits to service all of your clients' accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.
- e. Describe the types of products and services you or any of your related persons acquired with client brokerage commissions (or markups or markdowns) within your last fiscal year.

Note: This description must be specific enough for your clients to understand the types of products or services that you are acquiring and to permit them to evaluate possible conflicts of interest. Your description must be more detailed for products or services that do not qualify for the safe harbor in section 28(e) of the Securities Exchange Act of 1934, such as those services that do not aid in investment decision-making or trade execution. Merely disclosing that you obtain various research reports and products is not specific enough.

- f. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits you received.

2. Brokerage for Client Referrals. If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

- a. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.
- b. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals.

3. Directed Brokerage.

- a. If you routinely recommend, request or require that a client direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their clients to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of client transactions, and that this practice may cost clients more money.
- b. If you permit a client to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of client transactions. Explain that directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

Note: If your clients only have directed brokerage arrangements subject to most favorable execution of client transactions, you do not need to respond to the last sentence of Item 12.A.3.a. or to the second or third sentences of Item 12.A.3.b.

- B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.

Investment, Brokerage and Trading Allocation Guidelines.

The Adviser and its investment advisory Affiliates have adopted investment, brokerage and trading allocation guidelines (the “Guidelines”) that set out standards that their portfolio managers, traders and other personnel involved in the purchase and sale of securities on behalf of clients must follow when:

- seeking best execution for client transactions;
- using client commissions in return for brokerage and research services that are provided by broker-dealers (i.e., entering into “soft dollar” arrangements);
- aggregating client orders and allocating securities among clients that participate in aggregated orders; and
- determining which client accounts will participate in an investment opportunity.

A committee composed of personnel with responsibilities in the operation of a particular investment or trading area oversees the implementation and monitoring of these guidelines for that area.

Best Execution.

In evaluating the best execution of client transactions, the Adviser will consider the full range and quality of a broker’s services, taking into account all relevant factors. Although it is not possible to create a definitive list of factors to guide this determination, the Adviser may consider some or all of the following:

- price of security;
- commission rate;
- execution capability, including execution speed and reliability;
- trading expertise and knowledge of the other side of the trade;
- financial responsibility;
- responsiveness;
- reputation and integrity;
- capital commitment;
- value of research or brokerage services or products provided;
- access to underwritten and secondary market offerings;
- confidentiality;

- reliability in keeping records;
- fairness in resolving disputes;
- market depth and available liquidity;
- recent order flow;
- timing and size of an order; and
- current market conditions.

In selecting broker-dealers to execute client transactions, the Adviser will bear in mind that no factor is necessarily determinative and that seeking to obtain best execution for all client trades must take precedence over all other considerations. Generally, the Adviser's portfolio traders allocate brokerage based upon recommendations from the Adviser's portfolio managers.

The Adviser does not recommend, request or require that a client direct the Adviser to execute transactions through a specified broker-dealer. However, in certain circumstances, a client may designate a particular broker or dealer through which trades are to be effected or through which transactions may be introduced, typically under such terms as the client negotiates with the particular broker or dealer. Where a client has directed the use of a particular broker or dealer, the Adviser generally will not be in a position to negotiate commission rates or spreads freely or, depending on the circumstances, to select brokers or dealers based on the most favorable price execution for a transaction. Additionally, transactions for a client that has directed that the Adviser use a particular broker or dealer may lose the possible advantage that clients who do not direct the Adviser to use a particular broker or dealer may derive by the Adviser commingling or "bunching" multiple orders into a single order for the purchase or sale of a particular security and that any such "non-bunch" orders for the client may be executed after or follow any "bunched" orders for non-directed client accounts. Moreover, there may be times when the trading activity in a security for a client that has directed the Adviser to use a particular broker or dealer occurs at a time after the Adviser has completed the execution of all other transactions in that security for all other accounts managed or traded by the Adviser and its affiliates. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for comparable bunched orders. Under these circumstances, the direction by a client to use a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if the Adviser were empowered to negotiate commission rates or spreads freely, or to freely select brokers or dealers.

Use of Client Commissions (i.e., "Soft Dollar Arrangements").

The Adviser uses client commissions to procure research, products or services from a number of broker-dealers. These research, products or services are used by the Adviser's investment teams, and are generally in the form of market, economic, or securities analysis and are used in conjunction with the day to day investment management process conducted by these teams.

Such "soft-dollar" arrangements generally may arise in various forms. In a third-party research arrangement, the broker-dealer provides the Adviser with products, services or research

produced by a third party. A broker-dealer may provide the Adviser with products, services or research that the broker-dealer itself, or an affiliate has produced (i.e., proprietary research). In a directed brokerage arrangement, an advisory client instructs the Adviser to direct all or a portion of its brokerage transactions to a particular broker-dealer, in return for which the broker-dealer provides goods and services directly to the client. By participating in “soft dollar” arrangements, clients should be aware that (i) the Adviser (and/or its Affiliates) generally receives a benefit because it does not have to otherwise produce or pay for such research, products or services; and (ii) as a result, the Adviser may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research, products or services, rather than on the client’s interest in receiving most favorable execution.

The Adviser has adopted procedures to guide its use of client commissions when obtaining research or brokerage services for its clients. For non-directed brokerage accounts, the Adviser may avail itself of the safe harbor set forth in Section 28(e) of the Exchange Act and may effect a securities transaction at a commission in excess of the commission that another broker-dealer would have charged if the following conditions are met:

- the Adviser must be supplied with "brokerage and research services" (as defined in Section 28(e) and interpreted by the SEC and its staff), not other products or services;
- the services must be "provided" by the broker-dealer;
- the Adviser must have "investment discretion" in placing the brokerage;
- the Adviser must make a good faith determination that the commissions paid are "reasonable" in relation to the services provided; and
- brokerage placed must be for “securities transactions.”

The Adviser is not required to measure the reasonableness of commissions in terms of a particular transaction and it is not required to show that specific research products or services it receives benefit specific accounts. The Adviser measures the reasonableness of commissions in terms of its overall responsibilities over the accounts for which it exercises investment discretion. The research service provided by a particular broker may be useful to any or all of the advisory accounts of the Adviser and its Affiliates and such research services may not necessarily be used by the Adviser in connection with the accounts that paid commissions to the broker providing such services.

Fixed income accounts and wrap-fee accounts of the Adviser and its Affiliates do not generally generate client commissions that may be used by the Adviser to acquire eligible brokerage and research services.

A product or service qualifies as "brokerage and research" in relation to a soft dollar arrangement if it provides “lawful and appropriate assistance to the Adviser in the performance of its investment decision-making responsibilities.” “Research” is restricted to “advice,” “analyses,” and “reports” that reflect the expression of reasoning or knowledge. “Brokerage services” are those products and services that relate to the execution of the trade from the point at which the Adviser communicates with the broker-dealer for the purpose of transmitting an order for execution, through the point at which funds or securities are delivered or credited to the advised accounts. Products or services generally do not qualify as “research” if they do not reflect the

expression of reasoning or knowledge. Non-research products and services include those with inherently tangible or physical attributes (such as telephone lines or office furniture), and usually fall within two broad categories: items the Adviser uses in marketing its investment management services or items the Adviser uses in its day-to-day administrative activities.

The Adviser uses client commissions to procure proprietary research services from a number of broker-dealers. These research services are used by the Adviser's investment professionals, and are generally in the form of market, economic, or securities analysis and are used in conjunction with the day to day investment management process conducted by these teams.

The following is a general list of eligible research/brokerage products and services that the Adviser and/or its affiliates may receive:

- Traditional company/stock research reports
- Discussions with research analysts as to the advisability of investing in securities
- Meetings with corporate executives to obtain oral reports on a company's performance
- Seminars or conferences on eligible topics
- Software that provides analyses of securities portfolios
- Software and other products that depend on market information to generate market research, including research on optimal execution and trading strategies
- Market or economic data services (e.g., stock price quotation services)
- Investment portfolio performance publications (e.g., Lipper reports) when not used for marketing purposes
- Corporate governance research, analytics, and ratings services
- Consultant services which result in the delivery of advice, analyses, portfolio strategy or reports
- Financial newsletters and economic publications that are not targeted to a wide, public audience
- Trade magazines and technical journals concerning specific industries or product lines that are marketed to, and intended to serve the interests of a narrow audience
- Pre-trade and post-trade analytics
- Reports and analyses on issuers, securities and the advisability of investing in securities that are transmitted through a proxy service
- Order or execution management systems if they otherwise qualify as "research" or "brokerage"
- Post-trade matching
- Exchange of messages among broker-dealers, custodians and institutions related to the trade
- Electronic communications of allocation instructions between institutions and broker-dealers

- Routing settlement instructions to custodian banks and broker-dealer clearing agents
- Communications services related to the execution, clearing and settlement of securities transactions
- Comparison services required by SEC or SRO Rules (e.g. use of electronic confirmation and affirmation of institutional trades)
- Connectivity service between OFI, broker-dealer and other relevant parties such as custodians (including dedicated lines between the broker-dealer and OFI's order management systems operated by a third party vendor, direct dial-up service between OFI and the broker-dealer's trading desk and message services used to transmit order to broker-dealers for execution)
- Trading software used to route orders to market centers
- Software used to transmit orders to direct market access systems
- Trade analytics
- Algorithmic trading software

The Adviser cannot be required to make a hard dollar payment to a broker-dealer or third party provider for services that must be "provided" by the broker-dealer, even if it did not satisfy the broker-dealer's expectation as to the amount of business it would receive from the Adviser's clients. If the Adviser does not meet a broker-dealer's expectations for commissions earned by such broker-dealer, it may elect (but not commit) to pay any part of the shortfall in cash from its own resources (i.e., "hard dollars").

For products or services obtained using client commissions that serve functions that are related (research) and not related (non-research) to the investment decision-making process ("mixed-use" products and services), the Adviser makes a good faith, reasonable allocation of the cost of the product according to use. The percentage of the product or service (or specific component) that provides assistance to the Adviser in the investment decision-making process may be paid for with eligible client commissions. The percentage of the product or service (or specific component) that provides administrative or other assistance not related to the investment decision-making process must be paid for by the Adviser with its own funds.

Securities Trade Allocation and Aggregation.

The overriding principle governing the Adviser's aggregation and allocation process with respect to securities is the fair and equitable treatment of all clients that participate in an aggregated order for securities or that receive an allocation of securities or transaction proceeds. Where a portfolio manager is managing accounts with substantially similar investment objectives and strategies, the portfolio manager will endeavor to allocate investment opportunities to all such accounts pro rata based on the net assets of each account. As a general principle, if a trade for an account cannot be aggregated with a much larger aggregated order for reasons of client direction, it is appropriate for the non-aggregated order to follow the aggregated orders. The Adviser will endeavor to explain or disclose trade sequencing for non-aggregated orders to affected clients.

Certain portfolio managers of the Adviser make investment decisions for both Client Accounts and Affiliate Accounts in accordance with the Adviser's obligations as investment manager to the Client Accounts and Affiliate Accounts. In those instances in which the same security is traded at or about the same time for a Client Account and an Affiliate Account on the same trading desk, the Adviser and its Affiliates will place trades first for transactions on behalf of the Oppenheimer Mutual Funds and non-directed institutional Client Accounts (including Affiliated Accounts) and then second for directed institutional Client Accounts and finally any wrap-fee program separate accounts sequenced by the wrap-fee program sponsor.

Prior to entering an aggregated trade order for equity securities, the Adviser prepares a pre-order allocation statement specifying the participating Client Accounts and the proposed allocation among those Client Accounts. For aggregated trade orders for fixed-income securities, the written statement generally is prepared by the Adviser as close in time to the entering of the aggregated order as is reasonably practical.

Allocations of aggregated trade orders for a security that are executed with the same broker-dealer generally are made on a pro-rata basis. Each client that participates in an aggregated order for a security generally will participate at the average price to the extent practicable for transactions in the security or instrument on a given business day, with transaction costs shared pro rata based on each client's participation in the transactions. For certain odd lot transactions, clients may not receive the average price. Allocations involving odd lots may not be pro rata, but instead may be made by reallocating the odd lot amount to the Client Account with the largest net assets or for some other "good cause" exception (described below). Pending unexecuted trade orders may be stopped so that subsequent trade orders for the same security may be aggregated with the remaining unexecuted portion of an existing trade order for the security. Each Client Account that participated in a partially executed trade order that was stopped so that a subsequent trade order for the same security could be aggregated with the remaining uncompleted portion of an existing order will generally receive the average price of the completed portions of the partially executed trade order. Each Client Account that participates in a revised aggregated trade order for a security or instrument will participate at the average price for all transactions in the security subsequent to the formation of an aggregated trade order for the same security on a particular business day and the transaction costs related to such transactions will be shared pro rata based on each Client Account's participation in the transactions.

If an aggregated order cannot be executed in its entirety, the order generally would be allocated among clients pro rata based on each client's participation in the transactions as is specified in the pre-order allocation statement. The Adviser may deviate from this policy only if it determines prior to any allocation that there is "good cause" for the deviation. "Good cause" reasons include, but are not limited to: cash or liquidity limitations; client-specific investment objectives, policies, or restrictions; or inadequate number of shares to justify the processing expenses (e.g., a client would receive a de minimis allocation).

The Adviser has adopted an Initial Public Offering ("IPO") allocation policy for the administration of IPO allocation to Client Accounts traded by the Adviser's equity trading desk. This IPO allocation policy supplements the Guidelines. Portfolio managers are responsible for submitting initial indications of interest ("IOI") to the equity trading desk for each account that,

in the portfolio managers' judgment and, consistent with the Guidelines, should participate in the IPO.

As a general policy, IPO opportunities should be allocated pro rata among similar accounts managed by a portfolio manager or portfolio management team, subject to the permitted exceptions described in Guidelines. In the event that the Adviser does not receive its full requested allocation of the IPO securities, the equity trading desk will determine the allocation to be given to each account for which an IOI has been submitted by portfolio management. As a general policy, IPO allocations will be assigned pro rata based on the relative net assets of each account for which an IOI has been submitted up to, but not exceeding, the IOI amount for that account. The Adviser may deviate from this policy for "good cause."

Overall, the Adviser will endeavor to ensure that deviations from its allocation procedures do not systematically advantage or disadvantage clients over time.

Trade Errors.

Consistent with the Adviser's fiduciary duties, contractual obligations and applicable law, the Adviser has a responsibility to effect investment decisions correctly, promptly and in the interests of its clients and to verify that placed orders are correct and properly executed. Although the Adviser strives to assure proper execution of investment decisions, errors may occur in the trading process. Consequently, the Adviser has adopted a policy with respect to the identification, escalation and resolution of trade errors (the "Trade Error Policy"). The Trade Error Policy seeks to assure that appropriate care is taken in implementing investment decisions on behalf of client accounts, any potential trade errors are identified and reported promptly, and each identified error is corrected on a timely basis.

Item 13 – Review of Accounts

- A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.
- B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.
- C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.

The Adviser will review its investment advisory accounts (i) daily through the actions of portfolio managers and their associates, and (ii) in preparation for meetings with clients, which may be held periodically. The portfolio managers and (in some instances) an assistant portfolio manager or analyst will review each of their accounts on a continuous basis and will be responsible for selecting investments in accordance with each client's investment objectives, strategies, guidelines and restrictions. Each investment team will meet with a supervisory group periodically. Account trading is monitored on a daily basis by operations and compliance personnel. The number of accounts assigned to each reviewer in the operations and compliance departments depends on the nature and size of the accounts under management.

In addition to the reports periodically generated in conjunction with the reviews described above, each client will be given various reports required of registered investment advisers by the U.S. federal securities laws, including annual reports in connection with advisory contracts as required by Section 15(c) of the Investment Company Act for Mutual Funds. The nature and frequency of reports to individually managed institutional account clients vary based on client needs and/or preferences. Typically, reports to clients are made monthly or quarterly and may include portfolio transactions, holdings, characteristics, strategies, performance attribution analysis and account performance versus portfolio benchmark(s).

Item 14 – Client Referrals and Other Compensation

- A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.
- B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.

Note: If you compensate any person for client referrals, you should consider whether SEC rule 206(4)-3 or similar state rules regarding solicitation arrangements and/or state rules requiring registration of investment adviser representatives apply.

Employees of the Adviser and certain of its Affiliates (typically those in sales and related positions) may be awarded bonuses at the discretion of senior management of the Adviser or the applicable Affiliate for successful efforts in bringing in new accounts. Senior management of the Adviser or the applicable Affiliate determines the amount of the bonus, taking into account the particular efforts of the employee involved in bringing in the particular account. Any such bonus payment to employees of the Adviser or the applicable Affiliate, as applicable, does not result in higher fees to clients.

Employees of the Adviser have participated in paid educational programs offered by consulting firms from which the Adviser and its Affiliates seek client referrals. Currently, the Adviser only participates in the Callan Associates Investment Institute and the Rogerscasey Summit Alliance. The consulting firms that sponsor these educational programs provide conferences and published research to the Adviser on current topics that are of interest to plan sponsors and investment management organizations. While there may be the appearance of a conflict of interest, the Adviser does not believe that it has received any preferential treatment as a result of participation in these programs.

Item 15 – Custody

If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.

The Adviser and/or its Affiliates may have custody over certain Client Accounts. Clients should receive statements at least quarterly from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets. The Adviser urges its clients to carefully review such statements and compare such official custodial records to the account statements provided by the Adviser. The Adviser's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

The Adviser usually receives written authority from the client at the outset of an advisory relationship to determine (i) what securities are to be bought or sold, (ii) amount of securities to be bought or sold, (iii) the broker or dealer to be used, and (iv) the commissions to be paid. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines for the particular client account and in accordance with applicable law. For Mutual Funds, the Adviser's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Item 17 – Voting Client Securities

- A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.
- B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.

The Adviser and its Affiliates have adopted written policies and procedures that are reasonably designed to ensure that the Adviser votes client securities in the best interest of its clients ("Proxy Voting Policies and Procedures") in compliance with Rule 206(4)-6 of the Advisers Act. The following summary of the Proxy Voting Policies and Procedures is intended to provide clients with a description of Adviser's proxy voting process. For purposes of this discussion, the term "clients" shall include the Mutual Funds, the Private Funds and Trust Company Funds advised or sub-advised by the Adviser (and/or its affiliates) and the shareholders of such funds.

Unless otherwise specifically provided in the agreement between the client and the Adviser, the Adviser will generally be responsible for evaluating and voting on all proposals. It is the policy of the Adviser to vote all proxies in the best interest of clients, meaning for the exclusive benefit of the accounts whose assets the Adviser manages. In most, if not all cases, the best interest of

clients will mean that the proposals which maximize the value of portfolio securities will be approved without regard to non-economic considerations.

As an investment adviser that has been granted the authority to vote portfolio proxies, the Adviser owes a fiduciary duty to its clients to monitor corporate events and to vote portfolio proxies consistent with the best interests of its clients. In this regard, the Adviser seeks to ensure that all votes are free from unwarranted and inappropriate influences. Accordingly, the Adviser generally votes portfolio proxies in a uniform manner for its clients and in accordance with its Portfolio Proxy Voting Policies and Procedures and Guidelines.

In meeting its fiduciary duty, the Adviser generally undertakes to vote portfolio proxies with a view to enhancing the value of a company's stock held in its client accounts. Similarly, when voting on matters for which the Guidelines dictate a vote be decided on a case-by-case basis, the Advisers primary consideration is the economic interests of its clients.

Adviser will vote proposals according to its pre-determined voting policy, which is further described in Adviser's Proxy Voting Policies and Procedures. The Adviser votes portfolio proxies without regard to any other business relationship between the Adviser (or its Affiliates) and the company to which the portfolio proxy relates. The Adviser and its Affiliates generally seek to avoid material conflicts of interests that may arise between the interests of its client and the Adviser, its Affiliates or their business relationships by maintaining separate investment decision making processes to prevent the sharing of business objectives with respect to proposed or actual actions regarding portfolio proxy voting decisions. To minimize the possibility of material conflicts of interest influencing the Adviser's voting of portfolio proxies, the Adviser employs procedures set forth in its Proxy Voting Policies and Procedures.

To receive a copy of the Adviser's Proxy Voting Policies and Procedures and Client Voting Record, please contact the Adviser at 1-800-322-1854 or write us at: Attention: Compliance Officer, 2 World Financial Center, 225 Liberty Street, 11th Floor, New York, New York, 10281-1008.

Item 18 – Financial Information

- A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.
1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.
 2. Show parenthetically the market or fair value of securities included at cost.
 3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X.

Note: If you are a sole proprietor, show investment advisory business assets and liabilities separate from other business and personal assets and liabilities. You may aggregate other business and personal assets unless advisory business liabilities exceed advisory business assets.

Note: If you have not completed your first fiscal year, include a balance sheet dated not more than 90 days prior to the date of your brochure.

Exception: You are not required to respond to Item 18.A of Part 2A if you also are: (i) a qualified custodian as defined in SEC rule 206(4)-2 or similar state rules; or (ii) an insurance company.

- B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.
- Note:** With respect to Items 18.A and 18.B, if you are registered or are registering with one or more of the state securities authorities, the dollar amount reporting threshold for including the required balance sheet and for making the required financial condition disclosures is more than \$500 in fees per client, six months or more in advance.
- C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

The Adviser currently has no financial condition that is reasonably likely to impair its ability to meet its contractual and fiduciary commitments to clients. In addition, the Adviser has not been the subject of a bankruptcy proceeding at any time during the past ten years.

Appendix A - Privacy Notice

PRIVACY NOTICE TO CLIENTS OF OFI INSTITUTIONAL ASSET MANAGEMENT, INC.

As an OFI Institutional client, you are entitled to know how we protect your account information, and how we limit its disclosure.

Information sources. We obtain nonpublic information about our clients from the following sources:

- ◆ Contracts or other forms
- ◆ Verbal and written communications with client contacts
- ◆ Information provided by investment consultants

Protection of information. We do not disclose any non-public account information (such as names on a client list) about current or former clients to anyone, except with your consent and as permitted by law.

Disclosure of information. We provide information to third parties, such as brokers, custodian banks and proxy services, regarding your account in the ordinary course of doing business. In addition, as per instructions from you, we will provide information to your consultants or other interested parties as directed. We may also use details about you and your investments to help us, our financial service affiliates, or firms that jointly market their financial products and services with ours, to better serve your investment needs or suggest financial services or educational material that may be of interest to you. If this requires us to provide you with an opportunity to “opt in” or “opt out” of such information sharing with a firm not affiliated with us, you will receive notification on how to do so, before any such sharing takes place.

Right of refusal. We will not disclose your account information to unaffiliated third parties (except as permitted by law), unless we first obtain your permission to do so.

Emails and encryption. As a security measure, unless requested to do so by the client, we do not include account information in non-secure emails, and we advise you not to send such information to us in non-secure emails. Account information available on our website is encrypted and can only be accessed with a unique security password assigned to each account.

Other security measures. We maintain physical, electronic and procedural safeguards to protect your account information. Our employees have access to that information in the normal course of performing their duties so that they may provide service to you, for example, when responding to your account questions.

This notice describes the privacy policies of OFI Institutional Asset Management, Inc. It applies to all current accounts and any that may be established in the future. In the event that it is updated or changed, the updated notice will be mailed to our clients and posted on our website, www.ofiinstitutional.com. If you have any questions about these privacy policies, write to us at Two World Financial Center, 225 Liberty Street, 11th Floor, New York, New York 10281-1008.