

Form ADV Part 2
CRD No. 114125

Strategic Investment Solutions, Inc.

333 Bush Street, Suite 2000
San Francisco, California 94104
(415) 362-3484 — Telephone
(415) 362-2752 — Fax

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This brochure provides information about the qualifications and business practices of Strategic Investment Solutions, Inc. If you have any questions about the contents of this brochure, please contact us at (415) 362-3484. The information in the brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Strategic Investment Solutions also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 **Material Changes**

Strategic Investment Solutions (SIS) implemented certain organization changes in late 2011 and early 2012 in view of the retirement of Chairman and CEO, Mike Beasley. Mike co-founded SIS with Barry Dennis in 1994, and has headed the company since that time. In December 2010, Mike completed transitioning his client relationships to other senior consultants in anticipation of his forthcoming retirement. Since then, the following significant changes have occurred:

1. In December 2011, our Board of Directors approved the creation of the Strategic Investment Solutions Employee Stock Ownership Plan (ESOP), as a vehicle for repurchasing the shareholdings of departing employees. On December 20, 2011, Mike Beasley signed a Stock Purchase Agreement selling his shares to the ESOP Trust. Mike Beasley formally retired on February 29, 2012.

2. Along with the creation of the ESOP, the company intends to convert its corporate status from a C-Corp to an S-Corp for fiscal year 2012. This conversion is currently in progress.

3. Succession issues were addressed at special Board of Directors and Shareholders meetings that were held on January 17, 2012. At the annual Shareholders meeting held on February 14, 2012, the following were elected to the Board of Directors:

Barry Dennis	Chairman
Pete Keliuotis, CFA	Chief Executive Officer
John Meier, CFA	Chief Financial Officer and Chief Operating Officer
Patrick Thomas, CFA	Board Member
Michael Beasley	Board Member and Chairman Emeritus

4. At the same Shareholders meeting, Richard Dabrowski, CFA, and Stephen Quirk, CFA were appointed as corporate officers of the firm.

There are no other Material Changes to report.

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ITEM 4 **Advisory Business**

Describe your advisory firm, including how long you have been in business. Identify your principal owners.

Strategic Investment Solutions, Inc. (SIS) was incorporated in January 1994 in the State of California and was registered as an investment advisor under the SEC Investment Advisors Act of 1940 on April 14, 1997. We opened for business in July 1994, and currently provide consulting services to public, corporate, endowment, foundation, non-US government and private wealth funds.

Our mission is to help sophisticated plan sponsors define and realize the goals of their investment programs by providing them with objective information, guidance, and expert advice with respect to the disciplined management of their investment funds. We emphasize client advocacy, co-fiduciary responsibility, and follow a global approach to consulting.

SIS is 100% employee-owned and is not affiliated with any other company. Sixty-eight percent of employees are current shareholders. SIS currently has 19 employee-shareholders.

Describe the types of advisory services you offer.

SIS provides a range of consulting services that cover the essential areas of effective plan administration: Strategic Planning, Plan Implementation, and Performance Measurement and Monitoring. In addition, we provide clients with specialized services that are tailored to meet their specific needs:

Strategic Planning

Trustee Education
Asset/Liability Analysis
Manager Structure Analysis
Investment Policy and Process Review
Investment Policy and Guidelines
Asset Rebalancing
Risk Analysis
Private Equity Investing

Plan Implementation

Manager Search and Selection
Asset Transition Coordination
Manager Review and Due Diligence
Review of Manager Investment Philosophy & Process
Fee Negotiation
Ongoing research

**Performance Measurement
and Monitoring**

Return Calculation
 Manager Evaluation and Comparison
 Plan Comparison
 Domestic and Intl Performance Attribution
 Characteristic Review
 Presentation of Performance Results

Specialized Services

Alternative Investments Consulting
 Global Custodian and/Master Trustee Search
 Commission Recapture/Brokerage Policy Review
 Securities Lending Policy Review
 MBE/WBE Search and Selection
 Nuclear Decommissioning Trust Strategic Planning
 Tax-Smart Asset Allocation
 DC Consulting/Investment Option Selection
 Client-Directed Trustee Education Seminars
 Client-Directed Research
 "Expert Witness" Assistance

Asset Allocation Services. This service provides analysis and information on the effect of various asset sizes on a fund's projected asset values and cash flows.

Manager Structure Analysis Service. This service provides analysis and information on risk and reward characteristics of optimally efficient manager structures that implement a given asset allocation target.

Investment Policy Guidelines and Objectives Formulation. This service helps plan fiduciaries quantify their investment objectives and express them in a meaningful document that can communicate expectations to all parties involved in the investment process. This is typically the culmination of the strategic planning process.

Manager Search/Research Service. This service provides an investor with a wide range of information on the size, investment history, product line, investment style and relative skills of various registered investment advisors.

Customized Research Projects. From time to time, clients will request specific studies on current investment issues.

Reporting Services. (a) Investment Performance Analysis — reports summary performance data on various types of investment portfolios; (b) Portfolio Characteristics Report — provides detailed performance measurement data on the securities in individual portfolios; and (c) Portfolio Holdings Review — provides detailed performance, risk factors and other data related to the individual holdings in an investment portfolio.

Explain whether 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.

SIS has a consultative relationship with clients, and tailors research and reporting according to their specifications and needs. With respect to restrictions on securities, these restrictions are typically embodied in investment policy guidelines. We assist our clients in crafting the document that sets forth such restrictions.

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.

SIS does not participate in wrap fee programs.

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

SIS does not manage client assets.

ITEM 5 **Fees and Compensation**

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

SIS provides services on an ongoing flat fee retainer basis or a project only basis. Fees for ongoing retainer services vary depending on the scope of work, the number of meetings required annually, the complexity and number of the funds covered by the consulting agreement, the number of managers, etc. SIS typically proposes a single fee for services listed in the scope of work. We offer full retainer services as follows: (1) General Consulting (Public Markets); (2) Private Markets Consulting; and (3) General and Private Markets Consulting.

Fees for specific projects also vary depending on the complexity of the work required, but tend to fall within the following ranges:

Asset Allocation Study	\$20,000-\$25,000 per study
Asset/Liability Study.....	\$35,000-\$50,000 per study
Manager Structure Analysis.....	\$10,000-\$15,000 per asset class
Investment Policy Guidelines.....	\$5,000-\$15,000
Manager Search and Selection	\$25,000-\$40,000 depending upon scope or whether RFP needs to be issued
Customized Research.....	\$2,000-\$25,000 depending upon the time, expense and complexity of the study
Reporting Services	\$3,000-\$30,000 per portfolio annually

Certain project work, such as due diligence and partnership reviews, may be billed on hourly basis, if the clients desires, according to the following fee schedule:

Managing Director	\$500/hour
Senior Vice President	\$450/hour
Vice President	\$400/hour
Senior Investment Analyst.....	\$300/hour
Investment Analyst	\$250/hour
Administrative Assistant	\$150/hour

Our fees are negotiable and designed in consultation with our client. We are willing to create cost-effective pricing and services packages that meet our clients' requirements.

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.

We bill our clients for all services rendered. Our fees are payable in cash, check or wire only. We do not deduct fees from client assets and do not accept soft dollars. Our clients may choose to pay our fees on a quarterly or monthly basis, in arrears or in advance. Fees for projects are usually payable in two installments, 50% before commencement and 50% after completion.

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.

Unless contract fees are designed to be all-inclusive, clients pay for travel expenses to locations other than the client's headquarters for work that they have authorized. Aside from this, there are no other types of fees or expenses associated with our consulting services.

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.

Some clients choose to pay our quarterly retainer fees in advance (typically 90 days). In the event that a contract is terminated before the end of the billing period, we calculate overpayments made after the agreed upon termination date, and issue the client a refund check.

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.

Neither SIS nor its employees accepts compensation for the sale of securities or other investment products.

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.

SIS does not accept performance-based fees. SIS does not manage clients' accounts.

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.

SIS consults to institutional investors with assets of \$500 million or more (with the exception of eleemosynary funds located in the San Francisco Bay Area). We consult to public funds, corporate pension plans, endowments, foundations, private wealth trusts, and high net worth individuals.

ITEM 8 **Methods of Analysis, Investment Strategies and Risk of Loss**

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.

SIS specializes in strategic planning, especially asset allocation and liability analysis and manager structure analysis, manager research and private markets consulting. Consultant surveys have consistently ranked us favorably. Any investment activity brings potential for reward and a commensurate risk of loss. Our goal is to help our clients mitigate and manage risk through diversification and the disciplined and prudent administration of their investment programs. As general consultant, SIS aims to provide “best-in-class” services in the following areas that we believe will assist our clients in this regard:

- **Asset/Liability and Asset Allocation Modeling:** Our approach is uniquely flexible and is able to incorporate multiple client-specific characteristics rather than “off-the-shelf” software packages.
- **Investment Policy, Objectives and Guidelines Development and Implementation:** Our long-term strategic approach and emphasis on documenting decisions and their rationale set us apart in this area.
- **Risk Management Consulting:** We have helped large investors assess appropriate risk management systems and review third-party vendors.
- **Manager Structure Analysis:** We have developed manager structure tools that allow clients to easily and consistently manage portfolio exposures within asset classes to target their unique risk tolerance and alpha objective.
- **Manager Evaluation, Search and Selection, Due Diligence:** As an independent, employee-owned firm, we are well-positioned to provide objective advice on public and private markets investment managers and conduct very rigorous due diligence at all levels of the search process.
- **Performance Evaluation and Manager Monitoring:** SIS is a founding member of the CIPM advisory council. Our performance measurement database is among the largest in the industry and is used by the Federal

Reserve to track pension fund flows. In addition, our reporting package is flexible in addressing clients' specific reporting and information needs.

- **Trustee and Staff Education:** Our consulting and manager research investment professionals have an average of nearly 20 years of industry experience and have individually been providing trustee and staff education for decades, throughout multiple market cycles and investment trends. We are also active in exploring new investment strategies.
- **Private Markets Consulting:** Among general consultants, we have one of the deepest and most experienced private markets consulting teams. This also allows us to assist clients with developing non-traditional investment programs such as Opportunity Portfolios. "Private markets" includes: Private equity (individual partnerships and funds-of-funds relating to domestic and international venture, buyout, distressed, mezzanine, special situations), Absolute return (funds-of-funds and multi-strategy funds), Infrastructure, Commodities, Opportunistic, Timberland, and Real estate (public and diversified core) investments.

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.

SIS believes that risk management should be the primary objective of a well-designed investment program. While there are many definitions of and proxies for risk, we view the key risk as **Human Nature Risk — the risk that you will abandon the strategic plan at its least comfortable moment.**

Avoiding this risk requires:

1. A clear understanding of the rationale behind the strategic plan — the asset allocation, the rebalancing rules, and the performance targets. Understanding **why** will help to reinforce the strategic plan when times get bad, as they inevitably will.
2. Establishing an asset allocation plan that is suited to the plan's cash flows. Taking too little or too much risk — in terms of expected volatility of returns — will ultimately result in an unpleasant financial surprise. Asset allocation is of primary importance in the hierarchy of decisions to be made by the Plan. Past studies have shown that policy allocations account for up to 90% of the variation in returns achieved historically by institutional pools of assets.

3. Setting rebalancing rules to preserve a constant risk exposure throughout the market cycle. We believe that well thought-out asset allocation targets have utility. Containing actual allocations within fairly narrow bands of the targets as markets move in varied directions maintains the desired risk exposure.
4. Developing clear and reasonable performance expectations and risk parameters for the Plan, each asset class and for specialized investment managers provides a framework to evaluate results and skill levels.

For the **Total Fund**, the primary performance objectives should be the indexed performance of the asset allocation targets. Comparisons against other plans, which themselves have unique liability characteristics and risk tolerances, should be secondary.

For the **asset classes**, both the appropriate index benchmark **and** peer comparisons should receive primary attention. In fact, if structured properly, the performance of the index should mirror the performance of the median manager in the asset class.

Adhering to these principles of controlling risk will maximize the probability that returns will be sufficient to meet a plan's liabilities within a plan sponsor's tolerance for variability. Armed with the understanding that comes with the integrated framework that we are proposing, we aim to avoid the likelihood that the strategic plan will be abandoned at the wrong time.

If you recommend primarily a particular type of security, explain the material risks involved.

SIS's services focus on the overall thrust and implementation of the client's investment program. We do not make security-level recommendations.

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.

To the best of our knowledge, during the past ten years neither SIS nor any of our management persons have been involved in legal or disciplinary events that are material to a client or prospective client's evaluation of our firm or the integrity of our management, including, but not limited to, the following types of legal or disciplinary events:

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which our 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, our 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 our 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 our firm or a management person to act in an investment-related business;

(b) barring or suspending our firm's or a management person's association with an investment-related business;

(c) otherwise significantly limiting our firm's or a management person's investment-related activities; or

(d) imposing a civil money penalty of more than \$2,500 on our firm or a management person.

C. A self-regulatory organization (SRO) proceeding in which our 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.

ITEM 10 **Other Financial Industry Activities and Affiliations**

To the best of our knowledge, neither SIS nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. To the best of our knowledge, neither SIS nor any of our 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.

To the best of our knowledge, neither SIS nor any of our management persons have any relationship or arrangement that is material to our consulting business or to our clients with any of the following entities that would create a material conflict-of-interest with our clients or prospective clients:

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

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.

Neither SIS nor its management persons receive compensation directly or indirectly from other investment advisers. We do not have business relationships with other investment advisers that create a material conflict-of-interest with our clients or prospective clients.

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

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.

SIS maintains a Code of Ethical Conduct that sets forth the following policies:

- No employee will accept fees from investment managers for any service whatsoever.
- SIS will only accept cash payments.
- SIS will not manage client assets, directly or indirectly.
- Employees are prohibited from accepting “finder’s fees” or financial rewards resulting from our clients’ procurement decisions.
- Every employee is required to submit a list of holdings as of year end and to quarterly submit a list of transactions executed in the prior quarter.

Compliance is monitored and enforced by our duly designated Chief Compliance Officer. Our Code of Ethical Conduct can be made available to clients or prospective clients upon request.

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.

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.

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.

With respect to the three questions posed above, SIS does not recommend securities to clients, or buy or sell securities for client accounts.

ITEM 12 **Brokerage Practices**

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).

SIS does not recommend broker-dealers to clients as a matter of course, but does so when clients need to hire a transition manager to implement a transition

within their pension plan portfolio. The policy of selecting a broker-dealer for a transition management assignment depends upon multiple factors that may include: the type and complexity of the transition management assignment; consultation with our client on their preferred broker-dealers; and the experience of SIS with broker-dealers who have performed transition management projects on behalf of our clients in the past. SIS does not receive any fee from broker-dealers in connection with a transition management project.

Neither SIS nor any management persons have any economic interests with any of the broker-dealers that would or could potentially create a material conflict-of-interest.

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.

SIS does not receive research or other products or services from broker-dealer or a third party in connection with client securities transactions. We do not accept "soft dollar" payments or benefits from any broker-dealer or third party. We do not have commission recapture programs. Our clients pay for our services in cash only.

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.

SIS does not recommend broker-dealers on the basis of receiving client referrals.

Directed Brokerage.

SIS does not have affiliations with broker-dealers and has no economic relationships with any broker-dealer. We are not involved in our clients' brokerage decisions and do not advise them on directed brokerage programs. We do not routinely recommend, request or require that a client direct any service provider to execute transactions through a specified broker-dealer.

ITEM 13 Review of Accounts

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.

SIS reviews client accounts through its performance measurement service. SIS is a member of the Independent Consultants Cooperative (ICC) which uses a proprietary performance measurement program and database — MyStateStreet — distributed by State Street Bank. We are transitioning to InvestorForce; after the transition is completed, we will not be using MyStateStreet.

Performance measurement is calculated internally. Five analysts in our performance measurement staff review performance for public markets assets and are supervised by the Director of that group. Three analysts in our private markets consulting group review performance for alternative investments and are supervised by the Director of that group. One performance analyst and a backup are assigned to every relationship for this service. The Directors supervising performance measurement report to the primary consultant of each client. The primary consultant is responsible for interpreting and presenting performance results, usually in our clients' regularly scheduled meetings.

Accounts are reviewed on a quarterly basis. Monthly flash performance reporting is also available, if desired.

If you review client accounts on other than a periodic basis, describe the factors that trigger a review.

Account reviews may be undertaken outside the regularly scheduled analysis upon the request of the client for whatever reason the client deems necessary.

Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.

Quarterly and yearly performance evaluation reports are generally ready for distribution by the end of the sixth week following the close of the calendar quarter, assuming all necessary data has been received from the client's trustee and investment managers in a timely manner. Monthly "flash reports" are available three to four weeks after month-end.

In our performance measurement discipline, portfolio managers are monitored on its style adherence based on return regression and portfolio holdings, as well as portfolio characteristics relative to its benchmark. We also monitor performance by comparing its return and standard deviation to its assigned benchmark and peer universe median. Lastly, performance attribution is determined on a buy/hold basis, and the value added by each sector is analyzed.

Among the portfolio characteristics monitored and reported are: total number of securities, average market cap, median market cap, P/E ratio, dividend yield, beta, P/B ratio, return on equity, earnings growth, largest holdings, best and worst performing securities.

Our standard performance measurement reporting package would include the following sections:

- Executive Summary
- Capital Market Review
- Asset Allocation Review
- Performance Detail at Total Fund, Asset Class and Manager Levels
- Performance Attribution and Analytics

An Executive Summary gives a narrative analysis of the portfolio at the aggregate and individual levels. The Capital Market Review summarizes economic trends and general market performance. The Asset Allocation section includes an allocation distribution and summary. The Total Fund section includes a composite level return vs. risk chart and historical performance.

Each Asset Class contains exhibits on performance summary, asset and manager allocation, performance attribution, and for each manager and asset class composite, total return versus risk charts, manager style analysis, and portfolio characteristics.

The Investment Analysis Report for decision-makers (such as an Investment Committee) is provided in presentation format. The report summarizes the highlights of the quarter's absolute and relative performance results, using bullet point narratives and color charts and graphics. This report is typically used by your consultant as a presentation tool for interpreting performance results during quarterly Investment Committee meetings.

ITEM 14 **Client Referrals and Other Compensation**

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.

SIS does not receive fees, commissions, rewards, prizes or any other economic benefits from persons or third-party institutions for providing services to our clients.

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.

SIS does not compensate persons for client referrals.

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.

SIS does not have custody of client funds or 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).

SIS does not have discretionary authority to manage client accounts for both public and private markets assets. All our clients retain our services on a non-discretionary basis only.

ITEM 17 **Voting Client Securities**

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.

SIS does not have authority, nor will it accept authority, to vote client securities.

ITEM 18 **Financial Information**

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.

SIS does not require or solicit prepayment of more than \$1200 in fees from any client, six months or more in advance.

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.

SIS does not have discretionary authority or custody of client funds or securities or require or solicit prepayment of more than \$1200 in fees from any client, six months or more in advance.

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.

SIS has not been the subject of a bankruptcy petition at any time during the past ten years.

ITEM 19 **Requirements for State-Registered Advisers**

Identify each of your principal executive officers and management persons , and describe their formal education and business background.

BARRY W. DENNIS

Managing Director and Chairman

Barry Dennis, Managing Director, has more than 30 years of institutional investment experience, over 20 years of which include direct consulting to institutional plan sponsor clients. After earning a B.A. in English from the University of Wisconsin and an M.B.A. in Finance from The Keller Graduate School of Management, he joined Continental Illinois National Bank and Trust Company of Chicago. His seven years at the bank were focused on investment systems, index fund management, performance measurement, asset/liability modeling and portfolio manager/investment analyst evaluation. In 1983, he joined Callan Associates Inc. as a Senior Consultant in the firm's Chicago Office. In 1988, he moved west to manage the San Francisco Consulting Office of Callan. Barry was appointed Chairman of Callan's Manager Search Committee in 1992, a position he held until his resignation in 1994. He was also a member of the firm's Management Committee and served as the primary consultant to many of the firm's largest and most prominent clients.

Barry is responsible for SIS's consulting practice, including service and product design and delivery. He also serves as a Mentor in Finance to graduate students in the Toigo Fellowship Program and is a member of the Investment Committee of the Stern Grove Festival, America's longest running free concert series.

PETE A. KELIOTIS, CFA

Managing Director and CEO

Pete A. Keliotis, CFA, Managing Director and CEO, is responsible for all aspects of client development and client service, investment policy and global manager research. Pete was most recently a Consultant in the Chicago office of William M. Mercer Investment Consulting, Inc. He has assisted corporate, public, foundation/endowment, and Taft-Hartley funds in the development of investment policy guidelines, asset allocation, investment manager selection, and performance

measurement. At Mercer, he served as lead consultant to 15 plan sponsors and was a member of its Global Research and Policy Committee. Prior to joining Mercer, Pete worked for Hotchkis & Wiley in Los Angeles, where he was involved in performance measurement, fixed income research, and bank reconciliation. He also worked as a team leader in corporate trust accounting for The Northern Trust Company in Chicago.

Pete has a Bachelor of Arts degree in Economics from the University of Illinois at Champaign and an M.B.A. in Analytic Finance and Accounting from the University of Chicago. He is a CFA charterholder and is a member of the CFA Institute and Research and the Investment Analysts Society of Chicago, where he currently serves as a member of IASC's Education and Program Committees. Pete was named by *Money Management Letter* as Public Fund Consultant of the Year for 2007.

JOHN P. MEIER, CFA

Managing Director, CFO and COO

John P. Meier, CFA, Managing Director and Head of Quantitative Consulting, has responsibility for the firm's systems and technology, directing client's strategic planning activities and researching quantitative investment strategies. John is a leading authority in the areas of establishing performance benchmarks and global portfolio performance attribution. His articles on investing have been published in *Pensions and Investments*, *Futures*, *Risk* and *Quantitative International Investing*. From 1988 to 1994, John was a Senior Product Manager at BARRA, responsible for equity risk and valuation models and services covering over 40 markets around the world. Prior to joining BARRA, he spent nine years with The Standard Oil Company in Anchorage, Cleveland and San Francisco as a Senior Production and Process Engineer. He also worked as an Analyst with Liquidity Fund Investment Corp., developing a mutual fund of publicly traded real estate securities.

John earned a B.S. degree in Chemical Engineering from Michigan State University and an M.B.A. in Finance from the University of California, Berkeley. John is CFA charterholder and a resource person of the CFA Institute and the Securities Analysts of San Francisco. He is a member of the CGIPS (Certificate in Global Investment Performance Standards) Advisory Council.

MICHAEL R. BEASLEY

Chairman Emeritus

Michael R. Beasley is Chairman Emeritus of Strategic Investment Solutions, Inc., an investment consulting firm he helped found in 1994. He is a graduate of the New Mexico Military Institute, and began his investment career in 1973 after serving five years as an officer in the U.S. Army that included a combat tour in Vietnam. He spent the next 13 years with the Capital Markets Group of Merrill Lynch, where he started and managed the corporate financial services offices in Jacksonville, Florida, and later in Atlanta, Georgia.

In early 1986, he opened the Atlanta Office for San Francisco-based Callan Associates Inc., and assumed the additional duty of managing Callan's New York Office in 1988. In late 1991, he was appointed to the position of Executive Vice President and head of consulting. In this capacity, he was responsible for all offices, consultants, systems, programming, database, report production and technology development. He is a frequent speaker and writer on issues of concern to the institutional investor marketplace. Mike retired from SIS in February 2012.

Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.

SIS has a single line of business — giving investment advice to plan sponsors — which accounts for 100% of our company's revenues.

In addition to the description of your fees in response to Item 5 of Part 2A, if you or a supervised person are compensated for advisory services with performance-based fees, explain how these fees will be calculated. Disclose specifically that performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

SIS does not charge performance-based fees.

If you or a management person has been involved in one of the events listed below, disclose all material facts regarding the event.

An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

To the best of our knowledge, SIS or any management person has not been involved in any of the events listed above.

In addition to any relationship or arrangement described in response to Item 10.C. of Part 2A, describe any relationship or arrangement that you or any of your management persons have with any issuer of securities that is not listed in Item 10.C. of Part 2A.

SIS or any management person does not have any relationship or arrangement with any issuer of securities.