



**Marshall Wace North America L.P.**  
Form ADV Part 2A Brochure – 30 November 2015

**Item 1 – Cover Page**

This brochure provides information about the qualifications and business practices of Marshall Wace North America L.P. (“MWNA”), an investment adviser registered with the United States Securities and Exchange Commission (“SEC”). Registration with the SEC does not imply that MWNA or its employees possess a certain level of skill or training.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. If you have any questions about the contents of this brochure, please contact us at 350 Park Avenue, 18<sup>th</sup> Floor, New York, NY 10022, or by calling 212-235-2800. Additional information about MWNA is available on the Securities and Exchange Commission’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

This brochure does not constitute an offer to sell or the solicitation of an offer to purchase any securities of any entities described herein. Any such offer or solicitation will be made solely to qualified investors by means of a private placement memorandum and related subscription materials.

**Item 2 - Material Changes**

Since the last brochure update (14 August 2015), a change of control occurred with respect to MWNA’s indirect ownership, which is detailed in Schedules B and C, as well as in Item 4 of this disclosure document.



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#### **Item 4 – Advisory Business**

Marshall Wace North America L.P. (“MWNA”, the “Company”, the “Firm”, “we”, or “us”) is a limited partnership established in Delaware in 2004. It is registered with the SEC as an investment adviser. Following a corporate restructuring, MWNA’s indirect principal owner is MW Ltd, a Cayman Island limited company. MWNA is an affiliate of Marshall Wace LLP (“MW LLP”), a limited liability partnership based in London and authorized and regulated by the United Kingdom’s Financial Conduct Authority (“FCA”), and an affiliate of Marshall Wace Asia Limited (“MWAL”), a limited company based in Hong Kong which is licensed by the Hong Kong Securities and Futures Commission (“SFC”) and registered with the SEC as an investment adviser. MWNA, MW LLP, and MWAL are under the common control of MW Ltd.

MWNA also is an affiliate of Eaglewood Capital Management LLC (“Eaglewood”), which is registered with the SEC as an investment adviser, and of Eaglewood Europe LLP (together with Eaglewood, the “Eaglewood Entities”), which is authorized and regulated by the FCA. The Eaglewood Entities are managed as separate business entities from the Marshall Wace group, but are ultimately controlled by MW Group LP, which also controls MW Ltd, the common control entity of MWNA, MW LLP, and MWAL.

On 2 November 2015, KKR & Co. L.P. acquired an indirect 24.9% non-controlling interest in Marshall Wace Group, which indirectly owns Marshall Wace North America L.P. The share capital was acquired pro rata from the Marshall Wace partners who hold equity interest in the firm through MW Group LP, a Cayman limited partnership.

MWNA provides discretionary investment management services in accordance with its clients’ mandates. Clients are the private collective investment vehicles and separately-managed accounts it advises and sub-advises. As of 30 September 2015, MWNA had approximately \$2.4 billion in net assets under management (approximately \$3.6 billion in regulatory assets under management), all of which is managed on a discretionary basis.

MWNA generally focuses on trading in common equity securities, but may also trade in other equities, debt instruments, options, futures, swaps, other derivatives, private securities, and other investments and instruments. We may permit separately managed account clients to impose restrictions on their accounts with respect to: (1) the specific types of investments or asset classes that we will or will not purchase for their account; (2) the nature of the issuers of investments that we will or will not purchase for their account; or (3) the risk or liquidity profile of instruments we will or will not purchase for their account. Each fund managed or sub-advised by MWNA (each, a “Fund”) is governed by the terms set forth in its respective offering documents.

Interests in MWNA’s Funds are not registered under the Securities Act of 1933, as amended (the “Securities Act”), and the Funds are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, interests and shares in the Funds are offered exclusively to investors satisfying the applicable eligibility and suitability requirements either in private placement transactions within the United States or in non-United States transactions. Interests in the Funds are offered in private transactions only to qualified investors and only by means of an offering memorandum.



## Item 5 – Fees and Compensation

### *Performance Compensation and Management Fees*

With respect to all types of clients, MWNA and/or its affiliates generally receive a management fee based on a percentage of assets under management, and incentive income based on net capital appreciation.

Where MWNA is directly appointed in its role as investment manager, it generally receives a management fee not exceeding 2% per annum and an accrued performance fee or incentive allocation (paid to an affiliate) that is variable, dependent on performance but generally does not exceed 20% above a high water mark or, in one instance, a higher percentage above an equity index benchmark. Where MWNA serves as a sub-adviser or manages the assets of clients of its affiliates, a portion of those fees or allocations received by an affiliate may be paid to MWNA to compensate it for its sub-advisory role.

In limited circumstances, MWNA may negotiate specific terms of investment for certain prospective investors in the Funds that will differ from the terms applicable to other investors. When we enter into these arrangements, a rebate may be paid by MWNA to the relevant investor.

Fees are deducted and performance allocations taken from Fund assets. Management fees are automatically deducted monthly (or on such other frequency as is agreed with the relevant Fund) from each relevant Fund's account, in arrears. Performance fees, if applicable to relevant fund shares, are charged or made as at 30 September in each year. Performance fees are also generally automatically deducted on any withdrawal of capital by, or other distribution of monies to, an investor, generally subject to a loss carry-forward mechanism. In any case, performance fees charged are in compliance with the requirements of Section 205 of the Investment Advisers Act of 1940 (the "Advisers Act") and its applicable rules.

### *Expenses*

Investors in the Funds may also bear other fees and expenses of the Funds. Such expenses may include, but are not limited to: brokerage commissions and charges; all fees and expenses of transactional, risk, market data and trade-related services; all administrative expenses; fees and charges of custodians and clearing agencies; income taxes, withholding taxes, transfer taxes and other charges and duties of governments, agencies or regulatory bodies; fees and expenses of legal advisers, administrators, net asset value calculation agents, accountants and independent auditors; directors' fees and expenses; the costs of printing and distributing any memorandum and subscription materials and any reports and notices to shareholders or prospective investors; research, database and due diligence costs and expenses, technology and other software costs and expenses; blue sky fees; insurance costs; and consulting fees and expenses and fees of other service providers. Each Fund will also bear its organizational fees and expenses. To the extent that MWNA or an affiliate initially bears any of these expenses, the Funds will generally reimburse them.

Please refer to Item 12 for additional information regarding brokerage and other transaction costs, and to the relevant Funds' PPMs or other account offering documents for additional details on fees and compensation.

### *Other*

Neither MWNA nor its officers or employees accept compensation for the sale of securities or other investment products to its clients.



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

MWNA accepts performance-based compensation from every client (other than clients that are not charged performance-based compensation because they are charged through another entity in a master-feeder or similar structure). A general description of this compensation is provided in Item 5. As a result, MWNA does not face certain conflicts of interest that may arise when an investment adviser accepts performance-based compensation from some clients, but not from other clients.

As a result of the loss carryforward mechanism, it is possible that there will be scenarios where, even among clients that are all subject to the assessment of performance compensation, one or more clients will be effectively assessed only on a fixed management fee (until the client's net asset value satisfies any "catch up" or similar requirement). In such a case, the variation in the potential receipt of actual performance compensation among our clients may create an incentive for us disproportionately to direct the best investment ideas to, or to allocate or sequence trades in favour of, clients that are more likely to generate performance compensation from profitable investment or trading activity.

We are committed to allocating investment opportunities on a fair and equitable basis and have established an allocation policy to address the potential conflicts of interest described above. Generally, this will mean giving consideration first to each client's requirements before placing an order (i.e. in the intended basis of allocation) and allocating on this basis after execution of the order.

A performance compensation arrangement may create an incentive for MWNA to make investments that are riskier or more speculative than would be the case in the absence of such an arrangement, particularly when our incentive fee is payable only upon making up a loss carry-forward.

At our absolute discretion, we may allow an investor who meets certain criteria to open a separately-managed account which may have different and, possibly more favorable, terms regarding such aspects as transparency.

MWNA and/or its affiliates may receive performance-based compensation with regard to unrealized and realized gains. Net capital appreciation generally includes unrealized appreciation of client assets, which may result in our receiving more incentive income than if net capital appreciation were based solely on realized gains. For the Marshall Wace Group-managed funds, MWNA's affiliate, MW LLP, has responsibility for valuation of certain illiquid assets in accordance with its duties as alternative investment fund manager for the purposes of the European Union's Alternative Investment Fund Managers Directive ("AIFMD"). Marshall Wace LLP and the funds' independent board of directors have established a valuation committee ("Valuation Committee") which approves the valuation methodology of these assets. The Valuation Committee consists of three independent directors of the Marshall Wace Group-managed funds and one representative of the Marshall Wace Group. All other assets are valued by an independent fund administrator in accordance with the constitutional documentation of the relevant Marshall Wace funds.



## **Item 7 – Types of Clients**

MWNA provides advisory services to private collective investment vehicles. The minimum initial capital contribution required for investment into a Fund varies according to the Fund and the class of interests. For most Marshall Wace funds the minimum is either US\$5,000,000, US\$250,000 or EUR100,000 (or currency equivalent), depending on the Fund.



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

### *MWNA Funds under Management*

For most clients, the Firm's primary objective is to deliver consistent, absolute returns from a constantly evolving investment landscape. The Firm also advises clients for whom their objective is to deliver long term capital appreciation as opposed to absolute returns. MWNA and its affiliates have two distinct but complementary approaches to equity long-short fund management. The first is traditional, manager-led fundamental long/short or long-only investing. The second is a process-driven strategy based on Marshall Wace's alpha capture system, Marshall Wace TOPS ("MW TOPS"). MW TOPS is a systematic investment process that measures and extracts the latent alpha residing in the large output of contributors within the global broker community, without replicating its manpower resource or research capability.

MWNA generally focuses on trading in common equity securities, but may also trade in other equities, debt instruments, options, futures, swaps, other derivatives, private securities, and other investments and instruments. Specific investment restrictions may be identified in each Fund's offering documents.

MW LLP is authorised as an alternative investment fund manager (an "AIFM") pursuant to the AIFMD. As AIFM, MW LLP is responsible for oversight of portfolio management activities and risk management of the Marshall Wace funds. The risk management team examines and continuously monitors pre-trade issues, portfolio construction, post-trade analytics, and proprietary and external research related to fund investments. It uses a proprietary monitoring, alerting, and tracking engine with real-time portfolio risk profiles that have been built using multiple fundamental factor and statistical based models to ensure multi-sourced risk and return. In addition, third-party risk management models are incorporated into the platform.

It should be noted that investment in securities, irrespective of strategy and risk management approach, involves risk of loss that investors should be prepared to bear. The risks inherent to the strategies employed by MWNA, including those listed in this section of our brochure, are described in further detail in the respective Fund's offering documents.

- *The MW TOPS Funds*

The MW TOPS strategy developed out of our conviction that the vast resource spend by brokers on investment research creates a substantial pool of alpha. We believe this alpha is poorly delivered to clients, rarely measured, and therefore remains largely unrealized. MW TOPS seeks to capture this alpha through a web-based interface with participating idea contributors. This interface enables Marshall Wace to capture, analyze and optimize ideas submitted by contributors who are mostly generalist and specialist salespeople, strategists, and independent research providers. The MW TOPS strategy trades ideas systematically selected by optimisation models developed by the Firm and its affiliates, and effects additional investment opportunities chosen by the Firm and its affiliates.

The MW TOPS strategy uses an optimization and risk management process which is integral to both the portfolio construction and order management applications. In addition to the proprietary algorithms identifying behavioral characteristics, and the persistence and success factors of contributors, a large number of conventional parameters also are monitored. These include directional market exposure, Value-at-Risk (VAR), and liquidity. The resultant MW TOPS portfolios are highly liquid, scalable and diversified.

Notwithstanding the highly liquid and diversified nature of the MW TOPS portfolios, as with all investment approaches, regional, sector, and market volatility can materially impact the profitability of this strategy. Risks are closely measured and controlled using Marshall Wace's proprietary risk management platform.

Certain of the MW TOPS strategies use both long and short positions, and others, long-only positions (and/or swaps to simulate either), and investments may be made on exchanges, in over-the-counter markets, and in



private transactions (as permitted by the respective Fund's offering documents). Given the high volume of idea flow and the corresponding frequency of trading, this strategy can incur higher-than-normal brokerage and other transaction costs and taxes versus other traditional investment strategies. However, trade execution costs are closely measured and controlled, in keeping with the Firm's fiduciary and Best Execution obligations.

- *Manager-Led Strategies*

The Firm and its affiliates also operate a fundamental investment process that seeks to identify companies which are substantially mispriced on an absolute or relative basis. In conducting fundamental analysis, the Firm's analysts and/or portfolio managers may review company financials and other publicly disclosed documentation, participate in company and analyst conference calls and meetings and utilize external data (e.g., Reuters, Bloomberg and other externally provided services) to supplement or contrast our own findings. In addition, fundamental strategies may benefit from additional insight into the levels of conviction and consensus in the market on our investments via the aforementioned MW TOPS system.

Manager-Led strategies use both long and short positions, and investments may be made on exchanges, in over-the-counter markets, and in private transactions (as permitted by the respective Fund's offering documents). In evaluating potential investments as part of this strategy, the Firm may perform quantitative and qualitative analyses. It may also perform risk analyses in order to seek to isolate corporate event exposure from systematic and macro-economic risk.

The highly liquid nature and diversification of the portfolios generally protect the strategy from significant or unusual risks. However, depending on the investment focus of a particular Fund (as defined in its offering documents), Manager-Led strategies can have more concentrated exposures to a particular sector or region, and may from time to time acquire illiquid holdings (as permitted). These exposure concentrations and/or illiquid holdings may pose a material risk to the respective Fund(s). In addition, as with all investment approaches, regional, sector, and market volatility can materially impact the profitability of this strategy. Risks are closely measured and controlled using the Firm's proprietary risk management platform.

*Other Strategy Risks*

MWNA may enter into swap and other derivatives transactions on behalf of the Funds for either MW TOPS or Manager-Led strategy funds, as permitted by a Fund's offering documents. Derivative contracts typically involve leverage. These contracts can provide exposure to potential gain or loss from a change in the level of the market price of a security, currency or commodity (or a basket or index) in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract. As a result, any adverse change in the relevant price level can result in a loss of capital in excess of what would have resulted from a non-leveraged investment. These contracts also involve exposure to credit risk because a contract's performance depends in part on the financial condition of the counterparty. Derivative contracts can be expected to involve significant transaction costs.

The prospectuses of the Funds include detailed risk factors, which may include information in relation to the following matters, as appropriate to each Fund:

- General risk
- American Depositary Receipts
- Amortisation of organisational costs
- Availability of credit
- Availability of investment strategies
- Business risk
- Business and regulatory risks of private funds
- Clearing house protections
- Concentration of investments
- Contracts for differences





- Counterparty risk
- Credit default swaps
- Cross liabilities
- Currency exposure
- Currency options trading
- Custodian
- Debt securities
- Delayed schedules K-1
- Derivatives
- Dependence on investment managers and key personnel
- Developing markets
- Effect of substantial redemptions
- Equity price risk
- Equity securities
- ERISA plans assets
- Exchange traded funds
- FATCA
- Foreign exchange exposure
- Forward foreign exchange contracts
- Futures trading
- Hedging transactions
- Illiquidity
- Illiquidity of partnership interests
- Incentive allocation
- Insolvency of the depositary
- Insolvency of the trustee
- Investment company regulation
- Liability for loss of assets
- Legal risk
- Leverage
- Liquidity and market characteristics
- Market crisis and governmental intervention
- Market liquidity and leverage
- Net asset value considerations
- Off-exchange transactions in derivatives
- Options
- Operational risk
- Potential mandatory withdrawal
- Price fluctuations
- Prime brokers and sub-custodians of the master fund
- Private offering exemption
- Profit sharing
- Qualifying investors
- Redemption risks
- Regulatory risks of hedge funds
- Reliance on contributors
- Reliance on optimization
- Repurchase agreements
- Restriction on auditor's liability
- Short selling



- Short-term market considerations
- Sovereign default risk
- Strategy risk
- System failure
- Tax-exempt US investors
- Taxable US investors – phantom income in respect of shares
- Transaction costs
- Undervalued/overvalued securities
- Use of systems
- System failure
- Operational risk
- Valuation of illiquid investments
- Volatility
- Withdrawal risks
- Withholding tax considerations



## **Item 9 – Disciplinary Information**

We do not consider that there have been any legal or disciplinary events that are material to our advisory business or the integrity of our management.



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

### **10A**

No entities within the Marshall Wace Group nor any of its management persons are registered, or have applied to register, as a broker-dealer or a broker-dealer representative.

### **10B**

As of the time of our Form ADV filing, no entities within the Marshall Wace Group nor any of its management persons are registered, or have applied to register, as a futures commission merchant, a commodity trading adviser, or an associated person of the foregoing entities. Each of MWNA, MW LLP and MWAL has registered as a commodity pool operator with the US Commodities Futures Trading Commission.

### **10C**

MWNA has material business relations with the following entities:

MWNA is an affiliate of MW LLP, a limited liability partnership based in London and authorised and regulated as an investment manager with the FCA.

MWNA is also an affiliate of MWAL, a limited company based in Hong Kong and licensed as an investment manager by the SFC. MWAL is also registered as an investment adviser with the SEC.

Both MWNA and MWAL also perform services relating to the investment management business of MW LLP and are compensated under the terms of agreements directly or indirectly with MW LLP and the respective funds under its management. The affiliated entities of the Marshall Wace Group share research and other benefits described in Item 12.

MWNA also is an affiliate of Eaglewood Capital Management LLC, a Delaware limited liability company which is registered with the SEC as an investment adviser and Eaglewood Europe LLP, a limited liability partnership based in London and authorized and regulated as an investment manager with the FCA. MWNA shares facilities and provides certain back office support to Eaglewood Capital Management LLC. MWNA and its affiliate have implemented policies and procedures with respect to operating in the shared space, including implementing a shared Restricted List, protecting confidential information through physical and electronic safeguards and preventing the misuse of material non-public information. Additional information about Eaglewood Capital Management LLC and a copy of its Form ADV is available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### **10D**

We do not believe that the contemporaneous management of the Funds and separately managed accounts causes a conflict. Allocations between the Funds and separate managed accounts are made in accordance with our fiduciary responsibilities, Best Execution principles, and each Fund's investment allowances or restrictions (as set forth by its respective offering documentation).

None of the Marshall Wace Group entities has an affiliated broker-dealer. However, we may have certain relationships with, and receive certain benefits from, non-affiliated broker-dealers that could pose a conflict of interest when selecting and using broker-dealers for trade execution. These relationships and benefits may include referral or recommendation of investors, personal investments by entities or affiliates of a broker-dealer in Funds that we manage, and participation in broker-dealer sponsored research and capital introduction conferences. We believe the potential for these conflicts to occur is appropriately countered by the Firm's adherence to its fiduciary responsibilities and Best Execution principles, all of which are actively monitored.



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

### *Code of Ethics*

MWNA has in place a Code of Ethics (COE) consistent with its regulatory requirements that governs the behavior of its employees, all of whom are defined as Access Persons under SEC regulations. The COE, and related policies, reflect the Firm's commitment to ethical conduct. All employees are trained on the COE at the start of their employment, receive annual updates, and as needed due to changes to the code or related state and/or federal laws.

In general, the COE outlines the policies of the Firm pertaining to topics such as personal trading, handling of inside information, gifts and entertainment, and overall professional conduct, all of which are covered in greater detail in the related, stand-alone policies. These policies, along with the COE, collectively comprise the Firm's Compliance Manual.

An acknowledgement of the COE, accepting the terms and conditions therein, is obtained from each employee and kept on file. A copy of the COE is available for review by any current or prospective investor upon request.

### *Personal Investment Policy*

Employees may generally make personal investments in financial instruments with prior approval. All employees with personal trading accounts must provide the Chief Compliance Officer with statement copies no less than quarterly, irrespective of account activity.

For transactions involving securities within the Firm's investment universe, employees may generally buy or sell securities if the Firm or its affiliates are not actively trading the name. All transactions are subject to prior written authorization. In addition, all transactions in single stocks are subject to a 90-day holding period. Irrespective of these rules, MWNA reserves the right to deny any transaction request deemed to be counter to the best interests of the Firm.

The Personal Investment Policy generally applies to any personal transaction involving equity or debt securities, or derivatives of such. However, the policy does not apply to transactions involving open-end mutual funds or other instruments in which the investor has no discretion over individual securities transactions. Employees may also invest in certain of the Marshall Wace Group funds, subject to share class restrictions and the terms and conditions of the respective fund(s).

A description of the Firm's Personal Investment Policy is included in the COE, a copy of which is available for review by any current or prospective investor upon request.

### *Participation in Client Transactions and Related Conflicts of Interest*

MWNA does not have any proprietary trading activity. The Firm's trading activity is limited to the transactions it effects on behalf of its Funds and separately managed accounts.

MWNA may buy or sell securities for certain funds in a manner that differs from its actions for another Fund. However, at all times, its actions are in keeping with the Firm's fiduciary responsibilities, Best Execution principles, and each Fund's investment allowances or restrictions (as set forth in its respective offering documentation).

MWNA may effect transactions on behalf of its clients in securities which its employees may buy or sell for their own accounts. In these cases, the personal investments of the employee(s) in question are subject to the trading restrictions set forth by the Firm's Personal Investment Policy, irrespective of whether the employee investment preceded the client transaction or not.



The Marshall Wace Group follows a policy of restricting trading activity for all of its related entities when any one entity or employee is exposed to what it knows as or believes to be material non-public information. In the course of conducting its investment business, MWNA or its affiliates may come into possession of material non-public information, either intentionally (via participation in a private transaction or a debt holding) or unintentionally (via industry contact). In the event anyone in the Marshall Wace Group is in possession of material non-public information, neither MWNA nor its affiliates will be able to use such information for the benefit of any client. Thus, MWNA's possession of such information may cause a Fund to be frozen in a security position or unable to engage in a transaction in that position until such time that the information is made public.



## Item 12 – Brokerage Practices

MWNA has full investment and brokerage discretion, in accordance with the terms outlined in the offering documents of each Fund. The securities transactions of the Funds are expected to generate a substantial amount of brokerage commissions and other transaction-based compensation, all of which will be paid by the Funds. The Firm has a fundamental obligation to act in the best interests of its clients and seek best execution of clients' transactions under the circumstances of the particular transaction.

### *Best Execution Considerations*

In selecting brokers and dealers, MWNA will not be required to consider any particular criteria. For the most part, the Firm will seek the best combination of brokerage expenses and execution quality. In evaluating execution quality, historical net prices (after mark-ups, markdowns, or other transaction-related compensation) on other transactions will be a principal factor, but other factors may also be relevant, including: the execution, clearance, and settlement capabilities and overall efficiency of the broker or dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker's or dealer's willingness to commit capital; reliability, responsiveness and financial stability; liquidity; the size of the transaction; availability of securities to borrow for short sales; and the market for the security.

Nonetheless, as other factors are also considered in the selection process, MWNA is not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Specifically, the Firm may allocate commissions based on the quality of research services provided by brokers, including services provided via the MW TOPS process.

### *Soft Dollars*

As noted above, in addition to execution quality, MWNA may consider the value of various services or products, beyond execution, that a broker-dealer provides to the Funds, to the Funds' general partners, directors or to MWNA. The Firm intends to keep any "soft dollar" arrangements with brokers within the "safe harbor" parameters of Section 28(e) of the Securities Exchange Act of 1934, and it limits its usage of soft dollars to payment for eligible research. As such, the Funds may pay brokerage commissions at a rate higher than the lowest available as long as (among certain other requirements) it determines that the commissions are reasonable compensation for the research acquired. For these purposes, "research" means services or products used to provide lawful and appropriate assistance to MWNA in making investment decisions for its clients. The types of "research" MWNA may acquire include: reports on or other information about particular companies or industries; trade ideas collected via the MW TOPS process; economic surveys and analyses; recommendations as to specific securities; and other products or services that may enhance the Firm's investment decision making, provided such products or services reside within the "safe harbor" of Section 28(e) of the Securities Exchange Act of 1934.

Within MWNA's last fiscal year, it acquired research services defined as being within the "safe harbor" of Section 28(e).

MWNA's arrangement for rewarding participating brokers in MW TOPS with commissions based, in part, upon the aggregate performance of their trade ideas is a generally accepted industry practice that is believed to be within the safe harbor provided by Section 28(e). Under this arrangement, the Firm may pay for access to trade ideas via the TOPS process, which meet the definition of "research" under Section 28(e)(3) as interpreted by the SEC.

Were the Firm to receive both eligible and ineligible research services ("mixed-use services"), it would make a good faith determination on the allocation between the eligible and ineligible services, paying for any ineligible services with cash. It could face a potential conflict of interest in making these good faith allocations. At present, the Firm does not receive any mixed-use services.



As the Funds share many investments in common, they also share many of the soft-dollar benefits derived from their collective trading. However, the benefits derived by any Fund may not be in proportion to the costs incurred.

#### *Commission Share Arrangements*

In a typical commission-share arrangement, an investment adviser directs trades to a broker-dealer with the instruction that the broker-dealer execute the transaction and apply a portion of the commission to a pool that is then allocated in part or whole to a third party as compensation for soft dollar research products or services (as defined under Section 28(e)). Commission share is commonly used to compensate research providers that do not provide execution services or whose execution services would not meet the investment adviser's best-execution obligations. MWNA, on behalf of the Funds, may elect to compensate such research providers via a commission-share arrangement. In these cases, this compensation is intended to fulfill the Firm's commitment to reward MW TOPS contributors for their best ideas, which are defined as an allowable research service. The amount of compensation will reflect the value of the research provided.

MWNA, in keeping with its requirements to seek best execution, uses certain direct access/electronic brokers to effect commission-share trades, in order to capture liquidity and/or minimize slippage. The majority of the gross commission rate is applied to the aforementioned soft-dollar pool, which then is allocated to providers of allowable soft-dollar services, such as MW TOPS contributors for research services provided. This "execution-plus" methodology gives MWNA the ability to trade more efficiently and allocate commission more equitably at month end, instead of on a trade-by-trade basis with individual service providers as a conventional step-out method would.

When MWNA uses client brokerage commissions to obtain Section 28(e) eligible research products or services, it receives a benefit because it does not have to produce or pay for the research. The Firm may also have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on its clients' interest in receiving the most favorable execution.

Many of the funds managed by MWNA, MW LLP and MWAL actively trade outside of their primary region. When these extraterritorial trades occur, they typically are executed by the regional affiliate on their behalf, through a local broker-dealer. If a broker-dealer selected for this trading is one of the commission-share brokers the Firm has engaged, any resultant pooled commissions are segregated by investment manager to ensure that regional expense eligibility requirements are met and that the research or execution expenses of one manager are not being paid from commissions accrued by an affiliated manager's funds.





#### *Allocation among Funds under Management*

As a fiduciary, MWNA allocates investment opportunities among the Funds in a fair and equitable manner, taking into account strategy differences and fund-specific restrictions identified in the respective offering documents (or management agreements for separately managed accounts).

In the absence of specific segregation requirements, restrictions, or other limitations, trades are typically aggregated ("bulked") when they are initially sent to the executing broker. The Firm then allocates the trade among the participating funds at pre-set percentages that are proportional to the Funds' net asset values. When an order is bulked, the participating funds are identified, further ensuring accurate allocation percentages are used to divide the resultant securities. Bulk execution can provide a substantial reduction in order clearing costs, which benefits the Funds' investors.

From time to time, MWNA may need to rebalance the Fund holdings as a result of capital flows. In such circumstances, and where permissible, a cross-trade transaction between two or more funds may be deemed to be in the best interests of those funds (due to efficiency and cost), versus multiple buy/sell transactions in the market. Where these cross trades are identified between separate legal entities, MWNA will effect these trades in the market via an unaffiliated broker-dealer at a lower commission rate than a standard buy/sell transaction. All cross trades are subject to the Firm's rules for pricing and reporting. Neither MWNA nor any affiliate receives any compensation in connection with rebalancing transactions. For positions held on swap at the same custodian, there is no market transaction and MWNA will instruct the custodian to book the cross transaction.

#### *Other Potential Conflicts*

Trading activity of MWNA and its affiliates in certain funds could conflict with the transactions and strategies employed in managing other funds. This may result in simultaneous orders in opposite directions for the same or similar securities, which may affect the prices and availability of the securities and other financial instruments in which funds would invest. Competing trades could cause an affected fund to buy a security at a higher price or sell at a lower price than it otherwise would have in the absence of the competing trades. Short selling activity by a Marshall Wace Group-managed fund within five days of a US secondary offering could prevent all other Marshall Wace Group-managed funds from participating in the offering, subject to the conditions and exemptions of Rule 105, Regulation M of the Securities Exchange Act.



### Item 13 – Review of Accounts

The Marshall Wace Group's portfolio management and risk management teams perform daily, weekly or monthly reviews of all client accounts as they deem appropriate or as otherwise required. In addition to periodic reviews, client account reviews may be triggered by changes in market conditions, changes of security positions, changes in investment objectives or policies, capital inflows/outflows and other reasons.

The requirements for frequency and content of reports to clients or investors will be set forth in the documents for each account.

Although the fund accounting team within the Marshall Wace Group generates estimated NAVs, NAV per Share and other holdings analyses, the funds' appointed independent administrators<sup>1</sup> are responsible for calculating final confirmed NAVs and publishing monthly investor statements, which they distribute directly to fund investors. These administrators also work with independent public accountants to produce and distribute the funds' annual audited financial reports, as well as year-end statements and any other such documentation investors may require in completing their income tax filings.

Each month, the Firm produces and distributes written reports about the Funds<sup>2</sup> to fund investors, and to prospective investors upon request. These reports include various financial data and information, which also may be available on the Firm's password-protected website. Similar data may also be used in written marketing presentations and bespoke research, which are produced and distributed on an ad hoc basis.

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<sup>1</sup> The processes for separately managed accounts may differ, based on their appointed administrator's contractual obligations.

<sup>2</sup> The Firm does not produce monthly reports or presentations for its separately managed accounts, nor does it include this performance data on its client website. These separately managed accounts have different reporting parameters that are determined by each respective management agreement.



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

MWNA does not receive economic benefits from non-clients for providing investment advice and other advisory services.

MWNA, by way of its affiliates, has entered into contractual agreements with individuals and organizations who solicit clients for certain of the Firm's funds under management for a fee. While the specific terms of each arrangement may differ, fees generally comprise a pre-set portion (percentage or basis points) of the Firm's management and/or performance fees earned on the assets invested by the referred client(s). Referral fees are borne by the Firm, not the referred (or any other) fund investor, although separate fees may be paid by a fund investor, with such investor's consent, to a solicitor.



## **Item 15 – Custody**

Other than for its separately managed accounts, MWNA is deemed to have custody of its client funds and securities. As noted in item 13, these funds have appointed independent administrators who work directly with the respective funds' qualified custodians to verify fund assets, cash-flows and transactions and who also calculate the net asset value of the funds. This data is then used to produce, among other things, monthly investor statements, which are distributed directly to fund investors. These administrators also work with independent public accountants to produce and distribute the funds' annual audited financial reports, as well as year-end statements and any other such documentation investors may require in completing their income tax filings.

MWNA satisfies its obligations under the SEC Custody Rule by maintaining client funds and securities with qualified custodians and delivering to the fund investors annual audited financial statements within 120 days of the fiscal year end.



## **Item 16 – Investment Discretion**

MWNA has investment discretion over the Funds. This investment discretion generally pertains to buying and selling securities and other instruments for the Funds in a manner consistent with each Fund's stated investment objectives and policies. The extent of this discretion, and any restrictions, is outlined in the investment management agreement in place for each Fund.



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

In general, MWNA has authority to cast all proxy votes on behalf of the Funds. MWNA employs an independent agent to manage proxy voting on its behalf. This agent analyzes proxy statements to recommend vote decisions, and manages the complete proxy voting process, including the receipt of proxies, reconciliation, vote execution, vote disclosure, and reporting. The service offers MWNA full transparency, with full record reporting and vote monitoring.

When proxy materials arrive at the Funds' brokers or custodians (the securities holder on record), they are forwarded to the proxy agent for review and action. The agent then votes on behalf of MWNA, in accordance with stated voting objectives. MWNA may also cast votes in the event of a conflict where the agent otherwise cannot, or if it were to disagree with the agent's voting recommendation. The agent ensures that all proxies are voted, and maintains our proxy records in accordance with SEC requirements. It also provides the Firm with an online platform that allows the Firm to change its vote recommendations, run vote record reports, and view account information. MWNA reviews the proxy voting agent's voting activity on a quarterly basis to ensure the service meets its needs and best serves the interests of its clients.

A copy of the Firm's Proxy Voting policy, the voting guidelines in use, and/or information on how MWNA voted client securities can be obtained by fund investors upon request.



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

MWNA is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to the Funds, and has not been the subject of a bankruptcy petition at any time during the past ten years.