

Quadrant Real Estate Advisors, LLC

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**FORM ADV PART 2
BROCHURE**

This brochure provides information about the qualifications and business practices of Quadrant Real Estate Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 770-752-6721 and/or lhoard@quadrantrea.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Quadrant Real Estate Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Quadrant Real Estate Advisors, LLC is 138077.

Quadrant Real Estate Advisors, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Advisory Business

Quadrant Real Estate Advisors LLC ("**Quadrant**") is registered with the Securities and Exchange Commission ("SEC") as an investment advisor pursuant to the Investment Advisors Act of 1940, as amended. Quadrant commenced operations in January 2006 as a result of a management buyout plan. Quadrant is owned in joint venture, 50% by Quadrant's Management Team through QCP, LLC and 50% by MGR U.S Real Estate Inc. ("MGR"), a subsidiary of Mirvac Limited ("Mircac"), an Australian Stock Exchange listed integrated property group based in Sydney, Australia. Quadrant is focused exclusively on providing investment advisory services to third-party investors.

Quadrant provides institutional investment advisory services with respect to investments in public and private real estate related instruments, which include private equity real estate, commercial mortgage-backed securities ("**CMBS**"), real estate investment trust ("**REIT**") - common and preferred stock, unsecured REIT bonds, mezzanine debt, and commercial mortgages, in either a separate account or commingled fund basis.

Quadrant's services span the full investment cycle including investment plan and parameters, survey of market conditions, identifying investment opportunities, negotiating (for private transactions) and closing/settling transactions, asset management and surveillance, loan workouts, investment dispositions, accounting and performance reporting.

In addition to providing the above described institutional investment advisory services in relation to separate accounts and commingled funds, Quadrant also provides consultation and debt advisory services to clients in which services are performed in the areas of loan asset management, substitution mortgage activity, and new mortgage activity.

Each of Quadrant's client accounts are negotiated on an individual basis and fees vary based on the type of investments and strategy of the particular account. Each contract includes investment guidelines and parameters as well as specific reporting requirements each of which are tailored specifically to the client's desired investment strategy, risk tolerance, and reporting and accounting guidelines.

Quadrant does not participate in wrap fee programs.

As of December 31, 2010, Quadrant has the following assets under management:

Discretionary	895,584,412
Non-discretionary	<u>4,179,154,097</u>
Total Assets Under Management	<u>5,074,738,509</u>

Fees and Compensation

ADVISORY FEES:

Single Client Accounts Investing in Privately Placed Whole Loans, B-notes, and/or Mezzanine Debt

All of Quadrant's single client accounts are negotiated on an individual basis, and fees vary based on the type of investments and strategy of the particular account. Single client accounts investing in privately placed whole loans, b-notes, and/or mezzanine debt typically have a fee structure consisting of asset management fees and origination fees or asset management fees only. Additionally, depending on the nature of the investments, recovery incentive fees and performance fees may also be negotiated.

Asset management fees typically range from 0.8% to 1.25% on either the outstanding principal balance, contributed and unreturned capital, or the average facility limit.

Origination fees for assisting clients in identifying, negotiating and closing new mortgage loans are paid once at closing of new mortgage loans and are typically 0.40% to 1.30% of the original principal balance.

Performance fees can be up to 50% of the funds collected over the specified return hurdle.

Recovery incentive fees are typically 5% of the loan proceeds recovered.

Privately Placed Whole Loan Commingled Fund Accounts

For privately placed whole loan (debt) commingled funds, the typical fees consist of:

- (1) an upfront subscription fee (i.e., an origination fee of 1.50% to 2.00% of the investor(s) fund subscription);
- (2) annual asset management fees (e.g., 0.35% to 0.65% of the value of the assets managed or original principle balance); and
- (3) a one-time performance fee (up to 0.50% of the original aggregate fund subscription).

Multi-Strategy/Sector Accounts

For certain single-client accounts and commingled funds that utilize a relative value, sector rotation approach across two or more of the market quadrants (i.e. public, private, debt and equity), the typical fee is an annual asset management fee, which is determined as a fixed percentage (e.g., 0.45% to 1.00% of the aggregate market value of the account or fund). There are no origination, subscription or acquisition fees. In these strategies, Quadrant has discretion to re-balance and re-allocate portfolios based upon its view of relative value.

Debt Advisory Services

In addition to the ongoing investment advisory services performed for single client accounts and commingled fund accounts, Quadrant provides investment advisory services to clients in need of loan asset management, debt substitution arrangements and new financing. In performing such services, typical fees are as follows:

- a) **Loan Asset Management:** Typically a base asset management fee of 3.5 to 5.5 basis points on debt secured with a minimum fixed dollar amount per year.
- b) **Substitution Mortgage Activity:** Typically 30 basis points on the amount of debt related to the substitution subject to a recapture of up to 50% of the base asset management fee.
- c) **New Mortgage Activity:** Typically 50 basis points on the amount of the total debt obtained from the lender subject to a recapture of up to 50% of the base asset management fee.

The above fees are all subject to negotiation with the client. Any performance or incentive fees charged by Quadrant comply with Rule 205-3 under the Investment Advisers Act of 1940 to the extent applicable.

OTHER FEES:

Other types of fees that might be applicable to a particular account and are either individually negotiated with a client or dependent on the types and volumes of investments are as follows:

Disposition Fee - Quadrant may recommend the sale of a whole loan, b-note, or mezzanine investment if it appears the best risk adjusted return for the client can be achieved through the sale of the instrument versus holding the instrument to maturity. In such case, if the contract allows, Quadrant may negotiate, on a one-off basis, a disposition fee. The fee is intended to compensate the advisor for unanticipated time and services needed to negotiate and close such sale. Asset management fees earned on holding the asset to maturity will typically exceed any disposition fee charged. This arrangement is done on an exception basis and with client consent. As such, it is not deemed to present a conflict of interest nor provide Quadrant with the incentive to recommend investment products based on the compensation received.

Initial Set-up Fee – Advisor to receive a one-time fee for the initial set-up (file scrubbing, loan status report preparation, etc). This fee typically applies to an asset management takeover.

Administration Fee – Fee for third party loan servicing or third party accounting and reporting services.

Custodial/Bank Fees – Fees incurred on custodial or bank account(s) maintained on behalf of the client or fund.

Broker/Dealer Fees - Quadrant is not a broker-dealer nor is it affiliated with a broker-dealer organization, therefore Quadrant does not generate revenue from commissions or markups. Quadrant utilizes third party broker-dealers to effect trades of securities on behalf of its clients and as such, brokerage and other transaction fees are incurred by the client for these transactions. Please refer to the “*Brokerage Practices*” section of this Brochure for more information.

Additional Expenses: The client is typically responsible for any reasonable, out-of-pocket fees costs and expenses incurred by Quadrant in their role as adviser in connection with the administration or disposition of investments, including:

- a) primary and special servicers authorized by client;
- b) third-party legal fees;
- c) fees and expenses of other third-party professionals and service providers retained to perform services for which Quadrant is not compensated (e.g. appraisers, environmental and engineering consultants, brokers, auditors, tax consultants, etc.);
- d) out-of-pocket costs and expenses incurred in connection with the loan servicing, administration and enforcement of lender rights with respect to an investment that are not reimbursed by the borrower as required by the loan documents; and
- e) any other third-party fees or expenses which Quadrant reasonably incurs on client’s behalf as allowed under the management agreement.

Each of Quadrant’s client accounts is negotiated on an individual basis and the fee payment method varies between accounts. Quadrant is amendable to both the deduct fee or direct bill fee payment methods and both formats are currently in use. Clients are billed or fees are deducted in arrears on either a monthly or quarterly basis. In the instance that a client contract were to dictate a fee or any portion of a fee be paid in advance, and the contract is terminated before the end of the billing period, such fees would be reimbursed to the client on a pro-rata basis for the remainder of the service period.

Performance-Based Fees and Side-By-Side Management

Performance based fees are negotiated on a client by client basis. Refer to “*Fees and Compensation*” section above for more detail on how the performance based fees are calculated.

Quadrant currently manages two whole loan accounts with performance based fee arrangements. Both of these accounts are in a wind down mode. The two client account mandates do not allow for reinvestment of capital and no additional capital commitments are available for these two accounts. Additionally, Quadrant would only sell investments from one Quadrant client account to another Quadrant client account if the investment transaction was able to meet the client objectives of both accounts and then only after full disclosure of the conflict had been made to both clients, written client consent had been received from both clients, and approval from Quadrant’s Portfolio Manager, Quadrant’s Investment Committee, and Quadrant’s Chief Compliance Officer had been obtained.

As the client capital for the two accounts containing a performance based fee arrangement is not in competition with any other Quadrant client account and as no cross transactions have been or are anticipated in relation to either of the accounts containing a performance based fee arrangement, Quadrant does not view a conflict of interest by managing these two accounts to their completion and managing other accounts on either a fixed fee or asset-based fee.

Types of Clients

Quadrant provides investment services to qualified purchasers as defined in section 2(a)(51)(A) of the Investment Company Act of 1940. Clients include Life Insurance Companies, Public Pension Plans, Sovereign Wealth Funds, Corporations, Taft Haley Plans, High Net Worth Individuals, and Corporate Pension Plans.

Open-end, commingled funds have a minimum allocation requirement of \$1 million (allocations of less than \$1 million may be accepted at Quadrant's discretion).

Methods of Analysis, Investment Strategies and Risk of Loss

Quadrant provides institutional investment advisory services with respect to investments in public and private real estate related instruments, which include private equity real estate, commercial mortgage-backed securities (“**CMBS**”), real estate investment trust (“**REIT**”) - common and preferred stock, unsecured REIT bonds, mezzanine debt, and commercial mortgages, in either a separate account or commingled fund basis. Depending on the clients’ investment strategy and risk tolerance level, Quadrant may invest in one or more of these types of real estate related instruments on behalf of any one of its clients.

In order to evaluate an investment for purchase or origination (in the case of commercial mortgages) and ongoing asset management, Quadrant evaluates the national economic outlook relative to the various real estate debt and equity products offered to clients. Economic growth trends, employment trends, real estate supply/demand, movements in interest rates and other factors are evaluated to determine which real estate investment strategies are appropriate relative to the client's objectives. Macroeconomic trends are augmented with information received from various unaffiliated real estate brokers located throughout the United States as well as from unaffiliated leasing agents, property owners and developers. (See “*Brokerage Practices*” section of this Brochure for more details regarding receipt of research products from broker-dealers.)

Market and sub-market data is analyzed including, among other things, rent and tenant allowance trends, sale comparables, capitalization rates, new construction activity, vacancy and absorption trends, and tenant and industry concentrations.

Individual real estate equity and debt investment opportunities are evaluated taking into account the above information as well as an assessment of the property's overall competitive stature in the market and sub-market, project leases, project cost of operation, third-party reports including environmental and structural analysis, pre- and post-acquisition appraisals, sponsorship, and site inspections by Quadrant personnel.

The real estate capital markets are also analyzed and monitored to determine financing strategies as well as to continually assess the viability of various investment exit strategies.

Portfolio leverage and related interest rate hedging (i.e. interest rate swaps) may be used to manage cash flow volatility tied to changes in interest rates.

A multi-sector investment strategy allows Quadrant to target investments and products that offer the best risk-adjusted returns throughout market cycles, the ability to re-balance the portfolio when opportunities emerge to improve yield or credit quality, and to use conservative leverage when accretive.

Investing in securities and originating loans involve varying degrees of risk that clients should be prepared to bear in the event of loss.

Risks include varying degrees of credit risk, interest rate risk, prepayment risk, market conditions, and other factors beyond the control of Quadrant.

The underlying real estate property of real estate related investments is directly impacted by the global economy in general and the credit markets in particular. These conditions can result in certain tenants experiencing financial difficulties and may adversely affect the operating results of real estate property collateralizing real estate related investments. As a result, this may affect the ability of some borrowers to remain current on principal and interest and/or their ability to refinance properties at maturity.

Disciplinary Information

Neither Quadrant nor any Quadrant management person has been involved in any legal or disciplinary action that would affect one of Quadrant's client's or prospective client's evaluation of its advisory business or the integrity of its management.

Other Financial Industry Activities and Affiliations

Neither Quadrant nor any of its management persons are registered, nor have an application pending to register as a broker dealer, a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Quadrant is owned 50% by MGR, a subsidiary of Mirvac. Mirvac holds an investment management division, Mirvac Investment Management (MIM), that supports Mirvac's activities through the establishment of investment partnerships with major financial institutions and institutional investors.

Through Mirvac's joint venture with Quadrant, Quadrant is the exclusive business enterprise for real estate investment advisory/funds management business in the United States. Quadrant also holds the exclusive right to represent Mirvac in acquiring, arranging financing for, and managing United States based direct and indirect real estate investments and the exclusive right for raising investment capital in the United States for real estate investment products managed by Mirvac. In return, Mirvac holds the exclusive right to represent Quadrant with respect to real estate investments in Australia and the exclusive right to manage such investments in Australia. Such rights can, and have been, waived in certain circumstances.

Under the exclusive relationship described above, Quadrant provides debt advisory services to Mirvac Industrial Trust (MIX), traded on the Australian Securities Exchange (ASX). Mirvac Funds Management Limited, a subsidiary of Mirvac is the responsible entity for MIX.

Through the relationships described above, neither Quadrant nor Mirvac is currently engaged in mutual activities that would create a conflict of interest with any of Quadrant's clients or potential clients. Were a conflict of interest to arise as a result of Quadrant's arrangements with Mirvac, it would be dealt with based on the individual circumstances existing as a result of the conflict or potential conflict.

Quadrant's wholly owned subsidiary, Quadrant Real Estate Advisors Funding, LLC ("QREA Funding") executed an agreement with Mirvac Group Finance Limited, an Australian subsidiary of Mirvac, whereby Mirvac Group Finance Limited will provide a revolving credit facility to QREA Funding in the principal amount of \$30,000,000. Draws on this revolving credit facility are utilized by QREA Funding for the purpose of originating loans on its balance sheet. Any loan held on QREA Funding's balance sheet may then be sold to a Quadrant client in a principal transaction. See "*Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*" section of this Brochure for details regarding policies and procedures for managing conflicts of interest created as result of this practice.

Quadrant acts as the managing member of the open-ended commingled funds - Quadrant Fund I, LLC and Quadrant Fund II, LLC (together "Quadrant Fund"). Quadrant Fund invests in all four quadrants of real estate – public, private, debt and equity. Quadrant's other clients also invest in one or more of these quadrants. See "*Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*" section of this Brochure for details regarding policies and procedures for managing conflicts of interest created as result of this practice.

Quadrant does not recommend or select other investment advisors to clients.

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

Code of Ethics

Quadrant's Code of Ethics is based on the principle that Quadrant's employees owe a fiduciary duty to its clients and must avoid activities, interests and relationships that might interfere or appear to interfere with making investment decisions in the best interests of any client. Among other things, the Code requires compliance with Quadrant's personal securities transactions procedures including pre-clearance of certain securities transactions, compliance with federal securities laws, and the reporting of personal securities transactions by all employees of the firm. In addition, all employees must comply with the conflict of interest policies which include ethical restraints relating to clients such as restrictions on accepting gifts from clients and restrictions on political contributions. On at least an annual basis, all employees are required to provide written acknowledgement of their receipt and understanding of the code of ethics and any amendments thereof. Any violations of Quadrant's Code of Ethics are required to be reported promptly to Quadrant's Chief Compliance Officer.

A copy of the firm's Code of Ethics, Personal Securities Transaction Procedures, and Conflict of Interest Policies are available to any client or prospective client upon request.

Interest in Client Transactions

Quadrant established a wholly owned subsidiary in July, 2008 - QREA Funding - for the purpose of originating loans on its balance sheet to hold for sale to a third party in an arm's length transaction. If any particular loan held on QREA Funding's balance sheet meets the investment guidelines and objectives of a Quadrant client and Quadrant, believes from a fiduciary perspective that the investment is suitable for such client, management may sell such loan to the client of Quadrant in an arms-length transaction (principal transaction).

Additionally, Quadrant acts as the managing member of Quadrant Fund. Quadrant Fund invests in all four quadrants of real estate – public, private, debt and equity. Quadrant's other clients also invest in one or more of these quadrants.

In order to ensure the conflicts above are appropriately addressed, Quadrant utilizes a fair and equitable allocation policy. Each and every investment is monitored for compliance with Quadrant's allocation policy by both Quadrant's Investment Committee and its Chief Compliance Officer. Quadrant's allocation policy is as follows:

The investment opportunity will be directed to clients based on the investment's characteristics and the following considerations:

- a. Suitability of the investment relative to the client's Plan, i.e. investment objectives;
- b. Discretionary/non-discretionary requirements of the borrower/seller/issuer;
- c. Ability of the client to meet the transaction's timing; and
- d. Assessment of whether the investment complements the client's existing portfolio.

In the event an investment opportunity is equally suited for more than one client, depending upon the circumstances and based upon portfolio fit, the investment will be allocated:

- a. Pari-passu ; or
- b. On a rotation basis.

Additionally, in the case of the principal transactions described above, prior to the sale of a loan to a client, the loan is valued in a manner consistent with the valuation procedures of all loans managed by Quadrant. After the terms of the sale have been approved by the Investment Committee and the Chief Compliance Officer, a written disclosure outlining the nature and terms of the transaction, including a disclosure of the conflict of interest, is prepared and submitted to the Quadrant client for the purposes of obtaining their consent prior to execution of the transaction. Quadrant does not receive fees related to the sale of the asset, however, does earn ongoing asset management fees in accordance with the client contract.

Personal Trading

Quadrant's employees may from time to time purchase and sell securities for their own personal accounts which may also be recommended to clients. The firm has instituted practices and policies intended to avoid and/or deal with possible conflicts of interest which may arise in those transactions.

Quadrant's personal trading policy requires that all Quadrant employees owning covered securities or reportable funds must provide copies of brokerage or other statements displaying all activities in the account to the Chief Compliance Officer initially, no later than 10 days after hire and on a quarterly basis thereafter.

Quadrant's compliance department maintains a "Pre-clearance Trading Required" list on the internal shared drive. This list is updated with securities in the event there might be the potential for a real or perceived conflict of interest due to information Quadrant holds as a result of its advisory role. The "Pre-clearance Trading Required" list is re-distributed to all employees via email each time an update is made. Quadrant employees must seek pre-clearance trading approval by the Chief Compliance Officer or designee prior to the purchase or sale of any securities in which that employee has beneficial ownership and Quadrant actively engages in trading, advisory services, or performs research. Additionally, all Quadrant Employees must obtain pre-clearance trading approval from the Chief Compliance Officer or designee before directly or indirectly acquiring beneficial ownership in any security in an Initial Public Offering or in a Limited Offering.

To the extent any personal trading transactions result in actual or apparent conflicts of interest, appropriate disclosure will be made, and consent obtained, as required by applicable law.

Brokerage Practices

Quadrant evaluates and selects or recommends broker-dealers for client transactions based on factors including, but not limited to a broker-dealers execution capabilities, commissions to be paid, responsiveness, knowledge of the market, supply factors, trade settlement services, adequacy of capital and ability to handle large trades with limited liquidity. Each broker is evaluated based on our clients' interest in receiving the most favorable execution, and not Quadrant's interest in receiving research, other products or services, or client referrals.

Quadrant maintains a firm-wide approved broker-dealer list that is reviewed at least annually to determine (i) whether all of the broker-dealers listed continue to demonstrate the ability and commitment to provide Quadrant with best execution and (ii) whether Quadrant should enter into a new or alternative broker-dealer arrangement.

Quadrant's portfolio managers and traders evaluate each trade for the best available price at which a transaction can be executed, as well as the speed, quality, and security characteristics including yield, commission rates, certainty of execution and quoted net price (in the case of principal transactions). When evaluating public security investments, the portfolio manager or trader value the market quotations by obtaining observable market data from third party sources (i.e. Bloomberg, IDC, etc.), to ensure the purchase / sale price is in-line with the market trading for the period starting when the order was placed to the time the order was filled.

Quadrant does not have formal soft dollar arrangements or use client commissions (or markups or markdowns) to acquire brokerage and research services. However, in connection with the execution of transaction orders through major broker-dealers, Quadrant does receive unsolicited research products from executing broker-dealers, whether or not Quadrant decides to execute any specific or minimum amount of trades with that broker-dealer.

Quadrant is generally granted unlimited discretion to select brokers and dealers to execute portfolio trades for client accounts, subject to compliance with a written management contract which sets forth investment objectives and guidelines in connection with managing the client's account. Quadrant will have discretion to determine the investments to be made, the amounts of investments to be made, and the price and timing of purchases and sales.

In certain cases, clients may direct Quadrant to effect transactions through specific brokers-dealers. To the extent that a client may direct Quadrant to use a particular broker-dealer to execute transactions under terms negotiated by the client with that specific broker-dealer, such direction may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Quadrant could negotiate commission rates or spreads freely, or select broker-dealers based on best execution. These and other consequences flow from a client's decision to direct Quadrant to use a specific broker-dealer. For example, to the extent possible and practical, Quadrant will aggregate purchase and sale orders in the same security when placing an order for the same security for multiple clients. Typically, directed orders will not be included in that aggregated (or "bunched") order to the possible disadvantage of clients who direct Quadrant to use specific broker-dealers.

Moreover, placing multiple orders in the market at the same time is not always possible and the sequence in which multiple orders are executed may impact the price obtained in the transaction. In the interest of being fair to all clients, Quadrant rotates the placing of multiple orders into the market so that each client, including those whose orders are included in the bunched order and those who have directed brokerage instructions, has its order placed into the market first as frequently as all other clients.

In addition, in the event that Quadrant is indicating interest for a security that is underwritten by a dealer, unless the directed brokerage client's directed broker-dealer is a member of the underwriting syndicate, that client may not be able to receive an allocation of the underwritten securities.

For these reasons, clients need to ensure that they understand all of the consequences of directing Quadrant to use a specific broker-dealer before so directing and Quadrant, in turn, will agree to a directed arrangement only if it believes it can seek to obtain best execution for the for the client notwithstanding.

Review of Accounts

The Portfolio Manager has ultimate responsibility for implementing client mandates in compliance with the mandate guidelines and objectives. In addition, Quadrant's Management Committee, Investment Committee, Chief Compliance Officer/Chief Financial Officer, and Client Reporting Department provide significant oversight. Monitoring occurs on a transactional basis, and no less than quarterly on an ongoing basis.

Each investment is analyzed by Quadrant's Investment Committee and must be approved by a certain number and level of officers based on the investment/transaction size, risk, and complexity. Additionally, each investment is approved by the Portfolio Manager and the Chief Compliance Officer or compliance designee to ensure suitability, fair and equitable allocation, and fit with the client objectives and investment guidelines.

Ongoing monitoring of the investments occurs no less than quarterly. In conjunction with investment surveillance and/or watch list meetings which include the Portfolio Manager and members of the Investment Committee. In addition, portfolio diversification and performance are reviewed quarterly by the client reporting department (overseen by the Chief Financial Officer), Portfolio Manager and members of Management Committee during the quarterly reporting process.

Reporting is customized based on the needs of each client. Quadrant's clients may receive monthly and/or quarterly unaudited financial reports as well as statements from the custodian where applicable. Annually the client may receive audited financial statements as required by client contracts. In addition to the financial statements, clients and fund investors may also receive a management's discussion letter regarding the results of operation, market environment conditions, transaction history, performance, and other matters on a monthly or quarterly basis.

Client Referrals and Other Compensation

While Quadrant does not have any formal arrangements (oral or in writing) where it directly or indirectly compensates a person for client referrals, Quadrant, from time to time is invited by outside entities to present on specific topics at industry conferences in which senior members of multiple pension fund plans are present. When it participates, Quadrant pays for its own travel and lodging expenses and will, if asked, pay a proportionate amount of the total conference expenses and costs. While not a formal arrangement or understanding, participation at these conferences could be construed as an endorsement of Quadrant's advisory services by the sponsor of the conference.

Quadrant does not receive any economic benefits including sales awards or other prizes from a third party as a result of Quadrant providing advisory services to its clients.

Custody

In certain circumstances, Quadrant is deemed to have custody of client funds and/or securities under Rule 206(4)-2 of the Investment Advisers Act of 1940 (“the Custody Rule”). In the event that Quadrant is deemed to have custody of client funds and/or securities as defined under the Custody Rule, Quadrant has procedures in place to ensure that such client receives account statements directly from the qualified custodian (i.e. broker-dealer, bank, etc.) on a quarterly basis at a minimum.

Clients should carefully review the statements received from the qualified custodian and compare such statements with the statements received from Quadrant. Any un-reconciled discrepancies between the statements received from Quadrant and the statements received from other qualified custodians handling your cash and/or investments should be brought to Quadrant’s attention without delay. Disclosures urging clients to engage in this comparison are included in the reports sent to Quadrant clients when applicable.

Investment Discretion

Quadrant manages securities accounts on behalf of clients on a discretionary basis. Upon engaging Quadrant to manage an account, a comprehensive investment management agreement is executed which includes a comprehensive detail of the account investment objectives and guidelines.

Quadrant, in its capacity as investment manager for a discretionary account, makes investment management decisions on behalf of the discretionary account (separate account client or commingled fund) without client approval providing such decisions fit within the client/ fund investment parameters.

If Quadrant were to recommend an investment outside of the pre-established guidelines included within the investment management agreement, specific written approval is sought from the applicable client(s).

Voting Client Securities

Quadrant votes proxies in a manner consistent with the clients' best interests and does not place its interests above those of its clients when doing so.

Quadrant has established a Proxy Voting Committee to oversee and administer the voting of proxies on behalf of its clients. The Proxy Voting Committee's responsibilities include reviewing and updating the Proxy Voting Policies as may be appropriate from time to time, identifying and resolving any material conflicts of interest on the part of Quadrant or its personnel that may affect particular proxy votes, evaluating and monitoring, on an ongoing basis, the analyses, recommendations and other services provided by an independent third party proxy service retained to assist Quadrant in carrying out its proxy voting responsibilities, and where applicable, when deemed appropriate by the Proxy Voting Committee, consulting with portfolio managers and investment professionals on particular proposals or categories of proposals presented for vote, and determining when, how, and if client proxies should be voted in other than in accordance with the general rules and criteria set forth in Quadrant's Proxy Voting Guidelines or with the recommendations of the independent proxy voting service retained by Quadrant in circumstances when a material conflict of interest exists.

In reviewing the proxy statements, Quadrant first identifies any potential conflict of interest with the company. A conflict of interest may be presented in certain situations, for example, where Quadrant maintains a significant business relationship with the company, or where Quadrant and/or its personnel have significant personal or family ties to the company. Once identified, Quadrant will vote the proxy in accordance with its Proxy Voting Guidelines outlined in its Proxy Voting Policy. If there is a material conflict of interest that cannot be resolved, Quadrant will employ the services of an independent proxy voting service as deemed appropriate and will vote in accordance with such independent proxy service recommendation.

A copy of the firm's Proxy Voting Policy and information about how a client's securities were voted is available to any client upon request.

Financial Information

Quadrant does not require or solicit prepayment from its clients.

Quadrant is not aware of any financial condition likely to impair its ability to meet contractual commitments to clients.

Quadrant is not and has not been subject to a bankruptcy petition at any time.