

# HHR ASSET MANAGEMENT, LLC

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## BROCHURE

### PART 2A

March 27, 2013

#### ITEM 1: COVER PAGE

This brochure provides information about the qualifications and business practices of HHR Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (908) 771-3900. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

HHR Asset Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about HHR Asset Management, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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#### ITEM 4: ADVISORY BUSINESS

**A. General Description of Advisory Firm** - HHR Asset Management, LLC ("HHR") is a Delaware, U.S.A. limited liability company, organized in April 2006 as a successor firm to Hintz, Holman & Robillard, Inc., which was organized in January 1975. Joseph C. Robillard is the Chief Investment Officer of HHR and controls HHR.

**B. Description of Advisory Services** - HHR provides advisory services on a discretionary basis to its clients, which include institutions with separately managed accounts ("Separate Accounts") and private pooled investment vehicles ("Funds") intended for sophisticated investors and institutional investors. HHR predominantly provides investment advice in connection with a U.S. equity strategy. In general, HHR has offered this investment strategy since its inception in 1975. John W. Holman, Jr. is employed as an analyst of HHR. He also independently provides advisory services to one private pooled investment vehicle (the "Holman Fund") which invests using a predominantly U.S. equity strategy. John Holman does not receive any fees in connection with providing investment advice to the Holman Fund.

**C. Availability of Tailored Services for Individual Clients** - HHR does not generally tailor its advisory services to the individual needs of clients. Accordingly, HHR does not manage portfolios for clients that seek to impose restrictions on investing in certain securities which HHR believes may form part of its investable universe. However, where a client is subject to specific restrictions (e.g., portfolio diversification requirements), HHR may tailor its services in accordance with such restrictions on a case by case basis if such restrictions will not materially alter its investment strategy and approach.

**D. Wrap Fee Programs** - HHR does not participate in wrap fee programs.

**E. Client Assets Under Management** - As of December 31, 2012, HHR managed the following client assets:

Non-Discretionary Client Assets:	US\$	0
Discretionary Client Assets:	US\$	\$2,079,494,108
Total Assets under Management:	US\$	\$2,079,494,108

#### ITEM 5: FEES AND COMPENSATION

**A. Advisory Fees and Compensation** - HHR's fee schedules for Separate Accounts provide for payment of a management fee, payable quarterly or annually in arrears, consisting of a fixed sum not in excess of .75% per annum of the value of the account, dropping to .50% per annum when the market value of the account exceeds \$50M. HHR charges an incentive fee which is calculated at the end of a twelve-month period equal to 20% of the net profits (including net unrealized gains) during the period, subject to a loss carryforward provision. A legacy separately managed account has an incentive fee that is equal to 25% of the net performance (including unrealized gains or losses) which exceeds the performance of the S&P 500 (including the reinvestment of dividends) for the period. Both fees are payable within 30 days of receipt of the fee statement.

The fee schedule for each of the Funds provides for a management fee ranging from 0.5% to 1% of the net assets of the fund per annum, payable quarterly, plus an annual reallocation to the general partners of 20% of the net profits (including net unrealized gains) as of the end of a fiscal year (after deducting all expenses) allocated to an investor, subject to a loss carryforward provision.

Management fees payable by a Separate Account or Fund are pro-rated for partial quarters or partial years, as the case may be. Generally, for intra-year withdrawals, the incentive allocation is payable as if the withdrawal date were the last day of the year.

Currently, any management fees payable by the Funds in excess of 0.5% per annum, have been waived. In addition, HHR has waived fees for Fund investors that are family members of the principals and employee accounts. Otherwise, HHR does not currently negotiate fees.

**B. Payment of Fees** – For the Funds, fees charged are deducted from the Funds' assets. Management fees are paid quarterly in advance with respect to certain Funds and in arrears with respect to certain other Funds. Performance fees are calculated and payable annually.

For the Separate Accounts, the management fee is calculated and billed quarterly or calculated monthly and billed annually, as the case may be, to the investor in arrears. Performance fees are calculated and billed annually to the investor.

**C. Other Fees and Expenses** - Other fees and expenses generally payable by the Funds and/or Separate Accounts include: legal, accounting and administrative, auditing and other professional expenses, investment expenses such as commissions, borrowing charges on securities sold short, interest on margin accounts and other indebtedness, custodial fees, bank service fees and any other reasonable expenses related to the purchase, sale or transmittal of Fund/Separate Account assets. Clients may not be subject to one or more of the expense items described above.

**D. Prepayment of Fees** - As noted in **Item 5(B)** above, the management fee charged to the Funds is paid quarterly in advance with respect to certain Funds and in arrears with respect to certain other Funds. The management fee is prorated for any period that is less than a full quarter.

**E. Additional Compensation and Conflicts of Interest** - Neither HHR nor any of its supervised persons accept any form of compensation for the sale of securities or other investment products.

<b>ITEM 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT</b>
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HHR and its investment personnel provide investment management services to multiple portfolios for multiple clients. HHR is paid performance-based compensation by its Funds and Separate Accounts. In addition, HHR's investment personnel are typically compensated on a basis that takes client-based performance into account. In addition, certain client accounts may

have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When HHR and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account. HHR and its investment personnel have a greater incentive to favor client accounts that pay HHR (and indirectly the portfolio manager) higher fees.

HHR has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of different accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. HHR periodically reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, HHR's procedures relating to the allocation of investment opportunities generally require that similarly managed accounts participate in investment opportunities pro rata based on asset size, exposure levels, tax consequences and stage of capital deployment. The procedures also require that, to the extent orders are aggregated, the client orders are price-averaged. These areas are monitored by HHR's Chief Compliance Officer.

#### ITEM 7: TYPES OF CLIENTS

HHR clients consist of private funds, endowments, foundations, large family offices, charitable organizations, corporate pension plans and other business entities. HHR generally requires that a client invests a minimum of \$25,000,000 to open a Separate Account. However, HHR may accept a lesser initial investment in its sole discretion.

With respect to any client that is a Fund, any initial investment minimums are disclosed in the offering documents for the Fund.

#### ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

**A. Methods of Analysis and Investment Strategies** - HHR generally utilizes a long-only or long-short, U.S. equity strategy. The long-short strategy may utilize modest leverage from time to time. HHR specializes in seeking out high-quality businesses in which to invest for its clients. HHR seeks businesses with attractive long-term prospects with the potential to deliver high returns on shareholders' equity as well as consistent earnings growth. The investment strategy does not place any restriction on HHR's ability to invest any portion of its clients' accounts assets in a single industry or sector.

In analyzing securities for investment, HHR generally employs both a fundamental "bottom-up" approach focusing on intensive fundamental research and financial analysis as well as a "top-down" approach emphasizing an analysis of macro-economic factors to identify potentially attractive industries, industry segments or areas for investment.

HHR's investment strategy consists primarily of long and short positions in publicly traded equity securities. While HHR expects to invest primarily in quoted equities, a client may receive securities other than quoted equities through corporate actions involving its existing holdings. These securities could include common shares, preferred shares, debt securities convertible into such equity securities and other instruments issued by such issuer. The risks associated with these types of securities are discussed below.

**This investment strategy and method of operation involves the risk of loss to clients and clients should be prepared to bear the loss of their entire investment.**

**B. Material Risks Related to Investment Strategies:**

**Market Risks** The profitability of a significant portion of HHR's investment program depends to a great extent upon correctly assessing the future course of price movements of specific securities. There can be no assurance that HHR will be able to predict accurately these price movements.

**Equity Securities** Equities are a volatile asset class suitable only for clients with a tolerance for wide fluctuations in the market value of their investments. The market price of equity securities may be affected by international or domestic events or market factors such as economic or industry cycles or broad declines in stock market prices, or by conditions affecting specific issuers, such as changes in earnings forecasts.

**Bonds** As is the case for equities, the prices of bonds are volatile. The traded price of a bond may be more or less than its nominal value. A bond may be at risk of being called by its issuer; or a bond's issuer may be unable to pay the contractual interest or principal on the bond. Furthermore, the rate of price increases in the general economy may diminish the inflation-adjusted returns associated with a bond. For some bonds there may be a restricted market and it may be difficult to deal in them or to obtain reliable information about their value.

**Warrants** A warrant is a time-limited right to subscribe for shares or bonds at a particular price and is exercisable against the issuer of the warrants. Each warrant is a contract between the warrant issuer and the holder. The holder is therefore exposed to the risk that the issuer will not perform its obligations under the warrant. The price of the warrants will be affected by the risk factors that can affect the price of the underlying securities to which the warrant relates. A relatively small movement in the price of the underlying security may result in a disproportionately large movement, unfavorable or favorable, in the price of the warrant.

**Short Sales** Selling securities short runs the risk of losing an amount greater than the initial investment therein. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

**C. Risks Associated With Types of Securities that are Primarily Recommended – See Item 8.B. above.**

**ITEM 9: DISCIPLINARY INFORMATION**

None to report.

**ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

**A.** HHR is not registered as a broker-dealer.

**B.** HHR is not registered as a commodity pool operator or a commodity trading adviser.

**C. Material Relationships or Arrangements with Industry Participants** - Either HHR Partners, L.P., HHR Capital Management, LLC or Mr. Joseph C. Robillard (each a related person of HHR) or a combination thereof acts as general partner(s) of private funds to which HHR serves as investment manager.

Mr. John W. Holman, Jr. (a related person of HHR) independently manages the Holman Fund. This activity may create a conflict of interest; however, the trades for such limited partnership are subject to HHR's Code of Ethics and Mr. Holman's activities, including with respect to the Holman Fund, are subject to the compliance regime of HHR. Please see **Item 11** below.

**D.** HHR does not recommend or select other investment advisers for its clients.

**ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING**

**A. Code of Ethics** - HHR has adopted a Code of Ethics (the "Code") that sets out its policies in respect of personal securities transactions and outside affiliations of its employees and access persons. The Code obligates HHR and its employees to put the interests of HHR's clients before its own interests and to act honestly and in good faith in all respects in its dealings with clients. All of HHR's personnel are also required to comply with applicable federal securities laws.

The Code requires, among other things, that HHR's "covered persons" obtain preclearance of all reportable transactions in their personal accounts, including the purchases of securities offered in private placements or initial public offerings. HHR's "covered persons" must also report their personal securities holdings and transactions periodically.

The Code contains other provisions required by Rule 204A-1 under the Advisers Act. The Code requires HHR's personnel to report any violations of the Code to the Chief Compliance Officer.

The related persons of HHR that act as general partner to the private investment funds are also subject to HHR's Code.

Clients or prospective clients may obtain a copy of the Code of Ethics by contacting Michael Violette (Chief Compliance Officer) by email at [mviolette@hhr.com](mailto:mviolette@hhr.com), or by telephone at (908) 771-3900.

**B. Client Transactions in Securities where Adviser has Material Financial Interest** – Related persons of HHR act as general partner to partnerships in which HHR solicits client investments. This practice creates a conflict of interest because HHR has an incentive to recommend partnership interests to clients based on its own financial interests, rather than solely the interests of a client. HHR also acts as a general partner in a Fund in which another Fund is solicited to invest. HHR waives its advisory fees to prevent payment of duplicative fees in this case.

Neither HHR nor any of its related persons buy or sell securities to or from the Funds or Separate Accounts as principal (a “principal transaction”). In the event such transactions would be contemplated by HHR, prior to undertaking a “principal transaction”, HHR will only complete such a transaction in accordance with the requirements of Section 206(3) of the Advisers Act.

**C. Investing in Securities Recommended to Clients** – HHR has no proprietary trading accounts and therefore would not invest in the same (or related) securities that the Funds or Separate Accounts are invested in.

The employees of HHR or its related persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that HHR or a related person recommends to clients. Such practices present a conflict where, because of the information an employee has, the employee is in a position to trade in a manner that could adversely affect clients (e.g., place his or her own trades before or after client trades are executed in order to benefit from any price movements due to the clients’ trades). In addition to affecting the employee’s objectivity, these practices by the employee may also harm clients by adversely affecting the price at which the clients’ trades are executed. HHR has adopted the following procedures designed to resolve such conflicts:

All transactions in “reportable securities” require pre-clearance by the Chief Compliance Officer. The term “reportable securities” is specifically defined in the Code of Ethics and generally includes all debt and equity securities, as well as options, futures and commodities, with certain limited exceptions pursuant to SEC rules and regulations.

The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of the employees of HHR will not interfere with making decisions in the best interest of advisory clients. Employee trading is monitored every quarter to ensure compliance with the Code of Ethics.

**D.** Except as described below, HHR generally does not recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that HHR or a related person buys or sells the same securities for its own account.

John Holman, a related person of HHR, may from time to time recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that he buys or sells the same securities for the Holman Fund he manages. In order to minimize the conflicts stemming from situations where the contemporaneous trading results in an economic benefit for Mr. Holman to the detriment of HHR's clients, the Head Trader will review Mr. Holman's trades during the day on a trade-by-trade basis. If the Head Trader makes a determination that the trade would be detrimental to HHR's clients, clearance will not be granted for such trade. At the end of each day, a Member of HHR, the Chief Compliance Officer or the Assistant Portfolio Manager/Senior Analyst will review and sign Mr. Holman's trade sheets. In addition, the Adviser has adopted the aggregation policies and procedures discussed in **Item 6**.

## ITEM 12: BROKERAGE POLICIES

### **A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions**

Unless otherwise provided in an investment management agreement with a particular client, HHR possesses the same discretion to determine the broker or dealer to be used for each securities transaction for each client account. In selecting brokers or dealers to execute transactions (or series of transactions), HHR considers a number of factors to determine the reasonableness of the broker-dealer's compensation. Such factors include price, ability to effect the transactions, the brokers' or dealers' facilities, reliability and financial responsibility, special execution capabilities, block trading capabilities, willingness to execute related or unrelated difficult transactions in the future, quotation services, custody, recordkeeping and similar services, and any research or investment management-related services provided by such brokers or dealers; however, HHR need not solicit competitive bids from broker-dealers and does not have an obligation to seek the lowest available commission cost. Where it utilizes full-service brokers, it is not HHR's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. Selected employees of HHR meet periodically to evaluate the broker-dealers used by HHR to execute client trades using the foregoing factors.

**1. Research and Other Soft Dollar Benefits** - HHR receives research from certain broker-dealers in connection with client securities transactions. This is known as a "soft dollar" relationship. HHR limits the use of "soft dollars" to obtain research and brokerage services as permitted under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)").

Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services.

Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

When HHR uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Chief Compliance Officer periodically reviews and evaluates its soft dollar practices to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or HHR's overall responsibilities to the accounts or portfolios over which HHR exercises investment discretion.

During the last fiscal year, as a result of client brokerage commissions (or markups or mark downs), HHR and/or its related persons acquired analyst write-ups and other research reports and invitations to investment-related conferences.

As disclosed above, HHR may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients. The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, HHR will not have to pay for the products and services itself. This creates an incentive for HHR to select or recommend a broker-dealer based on its interest in receiving those products and services.

Research and brokerage services obtained by the use of commissions arising from the client's portfolio transactions may be used by HHR in its other investment activities, including for the benefit of other client accounts. HHR does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

HHR has entered into "client commission arrangements" pursuant to which HHR may execute transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions or commission credits to another firm that provides research to HHR.

In order to manage the conflicts of interest inherent in its brokerage practices, HHR has adopted the following policies:

- (i) HHR limits the use of "soft dollars" under client commission arrangements to those products and services that are permitted under the safe harbor of Section 28(e); and

(ii) HHR's brokerage policies are disclosed to clients in writing prior to the provision of HHR's services, generally as part of the investment management agreement or the applicable offering memorandum.

(iii) HHR has implemented and maintains policies and procedures designed to obtain "best execution" and govern the use of soft dollars.

**2. Brokerage for Client Referrals** - HHR does not select or recommend broker-dealers based on whether HHR receives client referrals from such broker-dealer.

**3. Directed Brokerage** - HHR does not have directed brokerage arrangements with clients.

**B. Order Aggregation** - Where possible, HHR will aggregate orders for clients for the purchase or sale of the same security using the same executing broker. Such aggregation may enable HHR to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. Nevertheless, there may be circumstances when aggregation works to the disadvantage of a client but is done to provide equitable treatment to all clients. HHR aggregates client orders where it reasonably believes that this is in clients' overall best interests or to provide equitable treatment. Where it is intended to aggregate orders for clients, this will be disclosed in the relevant client investment management agreements or offering memoranda.

#### ITEM 13: REVIEW OF ACCOUNTS

**A. Frequency and Nature of Review** - Each client account is generally reviewed daily by the firm, led by Joseph Robillard, the Chief Investment Officer ("CIO"), for weightings of individual positions, performance and adherence to investment policies.

**B. Factor Prompting a Non-Periodic Review of Accounts** - Significant market events affecting the prices of one or more securities in client accounts may trigger reviews of client accounts on other than a periodic basis.

**C. Content and Frequency of Regular Account Reports** - Each client that is a Separate Account will receive reports in accordance with what is specified in their individual investment management agreement.

Investors in the Funds managed by HHR receive reports pursuant to the terms of each Fund's offering documents.

#### ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

**A. Economic Benefits Received from Non-Clients for Providing Services to Clients** - As discussed in **Item 12** HHR receives certain research or other products or services from broker-dealers through "soft-dollar" arrangements. These "soft-dollar" arrangements create an incentive for HHR to select or recommend broker-dealers based on HHR's interest in receiving

the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by HHR on behalf of its clients. Please see **Item 12** for further information on HHR's "soft-dollar" practices, including HHR's procedures for addressing conflicts of interest that arise from such practices.

HHR does not receive any economic benefit from any person who is not a client for providing investment advice or other advisory services to HHR's clients, other than from broker-dealers in the form of soft dollars as described above.

**B.** HHR does not currently directly or indirectly compensate any person who is not its supervised person for client referrals.

#### ITEM 15: CUSTODY

This Item is not applicable.

#### ITEM 16: INVESTMENT DISCRETION

HHR provides investment advisory services on a discretionary basis to clients. Please see **Item 4** for a description of certain limitations clients may place on HHR's discretionary authority.

Prior to assuming full discretion in managing a client's assets, HHR enters into an investment management agreement or other agreement that sets forth the scope of its discretion.

Unless otherwise instructed or directed by a discretionary client, HHR has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held. HHR's portfolio manager submits an order to the trading desk. The trading desk creates a parent order in the order management system which calculates the allocation of securities to (or from) client accounts for each trade/order submitted. HHR may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. Although it is HHR's policy to allocate investment opportunities to eligible client accounts on a pro rata basis (based on the value of the assets of each participating account relative to value of the assets of all participating accounts), these factors may lead the portfolio manager to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a pari passu basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment

type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

If it appears that a trade error has occurred, HHR will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, HHR's error correction procedure is to ensure that clients are treated fairly. HHR has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy. In general, HHR will not be liable for honest mistakes of judgment or for losses or liabilities due to such mistakes or to the negligence, dishonesty or bad faith of any employee, broker or other agent of the Funds, provided that such employee, broker or other agent was selected, engaged or retained by HHR with reasonable care. However, in general, clients are reimbursed for trading losses resulting from HHR's trade errors.

#### ITEM 17: VOTING CLIENT SECURITIES

**A. Policies and Procedures Relating to Authority to Vote Client Securities** – To the extent HHR has been delegated proxy voting authority on behalf of its clients, HHR complies with its Proxy Voting Policies and Procedures (the “Procedures”) that are designed to ensure that HHR votes proxies with respect to client securities in the best interests of its clients. The Procedures also require that HHR identify any conflicts of interest between HHR and its clients. If a material conflict exists, HHR will determine whether voting in accordance with the voting guidelines and factors described in the Procedures is in the best interests of the client or take some other appropriate action.

In voting proxies, HHR generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated). Generally, HHR will vote against proposals that make it more difficult to replace members of a board of directors. For all other proposals, HHR will determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and HHR's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

Clients may obtain a copy of the HHR's Procedures and information about how HHR voted a client's proxies by contacting Michael Violette (Chief Compliance Officer) by email at [mviolette@hhr.com](mailto:mviolette@hhr.com) or by telephone at (908) 771-3900.

**B.** Currently, HHR has been delegated authority to vote all Client securities with the exception of one separately managed account.

#### ITEM 18: FINANCIAL INFORMATION

This Item is not applicable.

**APPENDIX: ITEM 2. MATERIAL CHANGES**

HHR is required to identify and discuss any material changes made to this brochure since HHR's last annual update. There are no material changes since the HHR's last annual update on February 15, 2012.