

## **Harrison Street Securities, LLC**

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**This brochure provides information about the qualifications and business practices of Harrison Street Securities, LLC. If you have any questions about the contents of this brochure, please contact us through James McNamara, Senior Vice President-Trading & Operations, at 312-582-2861 or [jmcnamara@harrisonst.com](mailto:jmcnamara@harrisonst.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 Harrison Street Securities, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Harrison Street Securities, LLC is an SEC registered investment advisor. This registration does not imply a specific level of expertise, skill or training. This registration does not imply a recommendation by the United States Securities and Exchange Commission or by any state securities authority.**

**This Cover Page constitutes Item 1 to the Harrison Street Securities, LLC Brochure**

## *Item 2. Material Changes*

This Brochure is an update to the previously filed and used Brochure dated March 17, 2016. The following material changes have been made to the Brochure since March 17, 2016:

The Cover Page has been revised to reflect the Firm's new address.

Item 4 has been revised to reflect that the Firm does not have any sub-advisory relationships and no longer serves as an investment manager to a registered investment company and to indicate our intention to sell the assets in the Firm to a new wholly-owned subsidiary of Harrison Street Real Estate Capital.

Item 5 reflects a change in the custodian for ALRA Fund.

Item 8 reflects a change in our investment analyses procedures.

Corresponding changes have been made to other items of the Brochure.

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## *Item 4. Advisory Business*

### *Background and Ownership*

Harrison Street Securities, LLC (“HSS,” the “firm” or “we”) is an SEC registered, principal-owned investment manager focused on the management of portfolios of publicly traded real estate-related securities of North American domiciled companies. Our clients are institutional clients and high-net worth individuals. We manage a private investment fund, Harrison Street Securities ALRA Fund, LLC (ALRA Fund) and serve as manager of the Aston/Harrison Street Real Estate Fund, a sector fund within the Aston Asset Management, LP family of registered investment companies. HSS offers investment management services through separate accounts, sub-advisory relationships and pooled investment vehicles (including our ALRA Fund).

The firm was founded in 2005 as Transwestern Securities Management, L.L.C. by Transwestern Investment Company, L.L.C. (TIC), now known as Pearlmark Real Estate Partners, L.L.C., James Kammert and Reagan Pratt. TIC is a private real estate investment firm. On December 31, 2010, HS Securities Holdings, LLC purchased for cash the controlling ownership interest in the firm from TIC. Pratt is no longer actively involved in the firm’s business or management. Kammert has been since inception, and continues to be, our portfolio manager, a member of our board of managers, and an equity owner of the firm.

HS Securities Holdings, LLC is a Delaware limited liability company formed to acquire and own the controlling membership interest in HSS. HS Securities Holdings, LLC is an affiliate of Harrison Street Real Estate Capital (HSRE), the sponsor of seven private real estate funds and a joint venture holding ownership interests in US real estate assets including operating properties and properties under development, and one non-US private real estate fund. HSRE has, as of December 31, 2016, in the aggregate more than \$10 billion of gross assets under management (utilizing a conversion rate of US\$1.05 to €1.00 to convert non-US fund investment amounts to U.S. Dollars). The controlling members and managers of HS Securities Holdings, LLC are Christopher Merrill, Christopher Galvin and Michael Galvin. HS Securities Holdings, LLC has appointed Christopher Merrill to the board of managers of HSS. He is also a principal and officer of HSRE. Christopher Galvin and Michael Galvin are private investors. Merrill and Kammert serve as the board of managers of the firm.

We anticipate that effective as of April 1, 2017, HSRE Securities Advisors, LLC, a Delaware limited liability company, will acquire all of the

assets and succeed to the business of HSS. HSRE Securities Advisors, LLC is a wholly-owned subsidiary of HSRE and is controlled by the principals of HS Securities Holdings, LLC.

### *HSS Advisory Services*

We are focused on the management of portfolios of publicly traded real estate-related securities of U.S. domiciled companies, on behalf of institutional clients and, through ALRA Fund, high-net worth individuals. Real estate securities include shares of publicly traded REITs, any real estate development or operating company and any real estate management company including, without limitation, any company that is in the business of developing, owning, operating or managing hotels and casinos, apartment buildings or complexes, self-storage facilities, residential communities, office buildings, communication towers and convenience stores. All of the securities in which we invest are of companies that are based in the United States. We advise our clients on building, managing and trading a portfolio of publicly traded real estate securities. We do not purchase or sell derivatives for our clients, nor do we engage in short selling of real estate securities.

Clients may impose reasonable restrictions on investing in certain securities or types of securities. If requested by a client, HSS will work with the client to tailor investment objectives and restrictions which may include specific security and sub-sector restrictions and appropriate benchmarks.

HSS does not currently participate in wrap fee programs.

As of February 28, 2017, we managed approximately \$35,138,515 in discretionary client assets in three accounts. We do not manage any non-discretionary client assets.

## *Item 5. Fees and Compensation*

### *General Description*

HSS offers investment management services through separate accounts, sub-advisory relationships and pooled investment vehicles (including our ALRA Fund).

#### **Separate Accounts**

HSS provides separate account investment management services to high net worth individuals and institutional investors. Management fees for separate account services are negotiated on a client-by-client basis and may range from 0.2% to 1.5% per annum, charged monthly or quarterly in arrears, depending on the types of services a client requires. In addition, HSS may charge a performance-based fee for qualified clients of up to 5% of the net investment growth in the client's account on a quarterly or annual basis. Please note that lower management fees are typically accompanied by higher incentive fees and vice versa. We generally bill our fees quarterly to our clients for either direct payment by the client or client-directed deduction from the account. Our separate account management fees are negotiable.

#### **Sub-Advisory Relationships**

HSS offers sub-advisory services to other investment managers. Management fees for sub-advisory services may range from 0.2% to 1.5% per annum, charged either monthly or quarterly in arrears, depending on the types of services a client requires. In addition, HSS may charge a performance-based fee for eligible clients of up to 5% of the net investment growth in the sub-advised account over an agreed upon benchmark index payable on a quarterly or annual basis. Please note that lower management fees are typically accompanied by higher incentive fees and vice versa. Currently, we bill our sub-advisory management fees either monthly or quarterly in arrears. A sub-advisory client is also expected to reimburse us for any travel related expenses that we incurred in performing services to the client.

#### **The ALRA Fund**

##### **Fees and Expenses**

HSS receives a monthly management fee ("Management Fee"), in arrears in an amount equal to 0.65% per annum of the net asset value ("NAV") of each investor's capital account in the ALRA Fund as of the end of each

calendar month (1/12 of 0.65% is charged as of the end of each calendar month). We deduct our fees from the investors' accounts.

There is no sales charge associated with investing in the ALRA Fund. The ALRA Fund generally bears the costs and expenses associated with its operations, including investment expenses. The ALRA Fund is responsible for its ongoing direct administrative professional expenses (such as audit, tax return preparation, accounting and legal fees), its transaction expenses (such as brokerage commissions), miscellaneous expenses (such as regulatory and filing fees), custodial fees and any extraordinary expenses it may incur. The organizational costs and expenses of the Fund, including its initial offering expenses were borne by HSS.

HSS may agree to a different Management Fee arrangement in respect of any investor in the ALRA Fund, or waive or reduce the Management Fee in respect of any investor, in its sole discretion.

#### Liquidity

An investor in the ALRA Fund may generally withdraw all or any part of the balance of its capital account as of the last business day of any month upon not less than one month prior written notice to HSS, provided that the capital sought to be withdrawn had been invested in the ALRA Fund no less than six months as of the effective date of such withdrawal.

#### *Method of Fee Payment*

Management fees for separate accounts and sub-advisory relationships are charged either monthly or quarterly in arrears. Management fees for the ALRA Fund are deducted monthly in arrears. Generally, separate accounts and sub-advisory relationships are billed monthly or quarterly based on client preference and the amount of assets under management. At the client's request, we will withdraw our management fees when due from the client's account. We do not charge clients in advance.

#### *Other Fees or Expenses*

Client accounts are subject to brokerage fees, regulatory fees, transaction costs, custodian fees and other costs and expenses, regardless of whether the account realizes any profits. We make commercially reasonable efforts to minimize these costs. For the ALRA Fund, we have a custodian arrangement with MUFG Union Bank, N.A. (Union Bank) to hold client securities and cash assets. Union Bank charges a custody fee. More detailed information is available in this brochure under Item 12, Brokerage Practices.

Neither HSS nor any of its supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.



## *Item 6. Performance-Based Fees and Side-By-Side Management*

We manage our client accounts on both an asset-based fee (percentage of assets basis) and on a combined asset-based fee plus performance-based fee basis. HSS will charge performance based fees only to those clients who are “qualified clients” as defined in Rule 205-3 under the Investment Advisers Act of 1940 (the “Advisers Act”). A “qualified client” is generally an entity or individual (including assets held jointly with spouse) that has a net worth in excess of \$2,000,000 (exclusive of home value) or has \$1,000,000 invested with us, however, any entity or individual who was our client before September 19, 2011, and that had a net worth in excess of \$1,500,000 would also be a qualified client.

When an investment manager is responsible for both asset-based fee accounts and performance-based fee accounts, a conflict of interest can arise in allocating purchases and sales among the client accounts from the incentive to allocate what it believes to be more desirable investment opportunities to those accounts that will generate a higher fee for HSS. We will not knowingly favor any account over another in any material respect in allocating investment opportunities. However, this does not mean that each client account will participate in every investment opportunity. Depending on the relevant account’s investment objectives and risk profile, an account may or may not participate in any specific opportunity.

Where HSS determines that two or more Clients should participate in a specific purchase or sale of a security, it will generally allocate the securities so purchased or sold among the participating Clients proportionally to the target positions in their respective accounts. For purchases of securities, allocation will take into account the available cash in each Client's account. For sales of securities, allocation will take into account the need for cash in each Client's account. HSS reserves the right to allocate on a non-pro rata basis where the circumstances justify such action.

In addition, since HSS generally has full investment discretion in trading its clients’ accounts, it may have an incentive to allocate the lowest purchase prices and the highest sales prices to the performance-based fee accounts. Please see Item 12, Brokerage Practices for more information on how HSS’ trading practices address the conflicts of interest that such incentive may create.

## *Item 7. Types of Clients*

We are focused on the management of portfolios of publicly traded real estate-related securities of North American domiciled companies on behalf of institutional clients and high-net worth individuals. High net worth individuals may contract for our services as the manager of a separate account or invest as a member of ALRA Fund.

We currently impose a minimum investment on separate accounts of \$5,000,000. We may raise or lower the minimum investment from time to time in our discretion.

We evaluate sub-advisory opportunities on a client-by-client basis. We currently do not impose a minimum investment on sub-advisory relationships. We may impose a minimum investment on sub-advisory relationships from time to time in our discretion.

HSS typically imposes a minimum investment in the ALRA Fund of \$250,000; however, we may from time to time in our sole discretion admit investors to the ALRA Fund who invest less than \$250,000. HSS may raise or lower the minimum investment in the ALRA Fund from time to time in its discretion.

Membership interests in the ALRA Fund are offered directly by HSS only to investors who are “accredited investors” as defined in Rule 501(a) of Regulation D (“Regulation D”) under the Securities Act of 1933, as amended (the “Securities Act”).

An “accredited investor” is generally (i) an individual with a net worth, individually or jointly with a spouse, in excess of \$1,000,000 exclusive of home, or an annual income in the two most recent calendar years and a reasonable expectation in the current year in excess of \$200,000 individually or \$300,000 jointly with a spouse, or (ii) an entity with assets in excess of \$5,000,000.

## *Item 8. Methods of Analysis, Investments Strategies and Risk of Loss*

### **Methods of Analysis and Investment Strategies**

We are focused on the management of portfolios of publicly traded real estate-related securities of U.S. domiciled companies on behalf of institutional clients and high-net worth individuals.

HSS utilizes a bottom-up, relative valuation model incorporating qualitative and quantitative measures. The qualitative score assesses a management team based on HSS' judgement of its record in specific areas, including operations/capital markets, acquisitions/dispositions, development, and integrity. The quantitative score assesses a management team based on measurable performance metrics, including total return, NAV growth, dividend growth, and "slugging percentage." HSS' NAV-based expected return for a security is the difference between the spot NAV premium/discount and the warranted premium/discount. Our belief is that stock selection drives investment return by recognizing price inefficiencies. Fundamental, proprietary research leads to our independent, non-consensus valuations; and positions us to allocate capital according to what we believe to be the best return/risk profile given the client's investment objectives and restrictions. Top-down portfolio construction controls risk. Risk controls are designed to ensure that HSS allocates capital according to the preferred return/risk profile within the chosen strategy. Control variables include position size limits, property sector, geographic, industry and interest rate exposures.

Our strategy is to have our clients' accounts fully invested in securities at all times, with the exception of frictional cash. We do not manage cash in our portfolio construction process. Thus, our sell discipline is based, in part, upon identifying securities to be purchased so that substantially all of the cash is always invested in securities.

We invest only in long positions. We do not purchase, sell or create derivatives or sell securities short.

### **Risk of Loss**

General Investment Risk - All trading in securities and other financial instruments involves substantial risk of loss (potentially resulting in rapid declines in market prices and significant losses) arising from any number of factors that are beyond HSS control such as: changing market sentiment; changes in industrial conditions, competition and

technology; changes in inflation, exchange or interest rates; changing domestic or international economic or political conditions or events; changes in tax laws and governmental regulation; and changes in trade, fiscal, monetary or exchange control programs or policies of governments or their agencies (including their central banks). Changes such as these, as well as innumerable other factors, are often unpredictable and unforeseeable, rendering it difficult or impossible to predict or foresee future market movements.

**Strategy Risk** - Our strategy involves the acquisition of particular securities that we believe are undervalued and the sale of securities when we believe that they are exceeding relative value. The success of the long positions established pursuant to HSS strategy depends in large part on our ability to accurately assess the fundamental value of the securities and the company assets and business. An accurate assessment of fundamental value depends on a complex analysis of a number of financial factors. No assurance can be given that HSS will be in a position to assess the nature and magnitude of all material factors having a bearing on the value of the Fund's positions, or that we will accurately assess the impact of all factors of which it is aware.

We attempt to control strategy risks by imposing position minimums and maximums, maintaining an approximately 90% balance of the client's portfolio within the major property types included in the chosen benchmark index, and limiting the amount of the client's portfolio that can be invested in companies outside of the chosen benchmark.

**Institutional Risk** - Clients are subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearinghouses.

**Custodial Risk** - Financial institutions such as broker-dealers and banks will have custody of the Client's assets. We have engaged MUFG Union Bank, N.A. (Union Bank) as custodian of the ALRA Fund assets. We have and will work with qualified custodians other than Union Bank that are selected by, and acceptable to, our clients. Often assets held in custodial accounts will not be registered in the client's name. Financial difficulty, fraud or misrepresentation by custodian institutions could impair the operational capabilities or capital position of the client.

**Small and Medium Capitalization Company Risk** - Typically, at least 40% of a client's portfolio will be invested in securities of large capitalization real estate companies (based on market capitalizations of real estate companies that are also listed in the S&P 500) within the specific benchmark. HSS may invest client assets in public real estate companies with small to medium-sized market capitalizations. While we believe that these companies often provide significant profit opportunities, we

recognize that smaller-capitalized companies involve higher risks in some respects than do investments in larger companies.

**Illiquid Instrument Risk** - HSS expects that substantially all of a client's investments will be in the form of securities that are traded on organized exchanges or are actively traded in the over-the-counter market. Nevertheless, these markets may have, or could develop, limited liquidity and depth. Limited liquidity and lack of depth could be a disadvantage, both in the execution of orders at desired prices and in the ability to close out open positions.

**Frequent Trading Risk** - HSS client accounts are actively managed and may involve frequent trading. Active management may result in increased brokerage, transaction costs, fees and taxes. Frequent trading may have an adverse effect on investment performance due to these additional costs. HSS currently manages all client accounts without regard to tax considerations.

**General Real Estate Risks** - Real estate, like many other types of investments, historically has experienced significant fluctuation and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of the client's investments. The value of the client's investments will depend on many factors beyond our control, including, without limitation: changes in general economic or local conditions; changes in supply of or demand for competing properties in an area; changes in interest rates; the financial condition of buyers, sellers and tenants of property; changes in real estate tax rates and other operating expenses; energy and supply shortages; various uninsured or uninsurable risks; natural disasters; changes in the character of a company's assets; changes in dividend distribution rates; and changes in company management.

**Continuity of Portfolio Management Team Risk** - In 2015-16, HSS reduced its staff to a level that it believes to be commensurate with its continuing level of assets under management and obligations to its clients as well as planning for future growth. James Kammert, Principal of HSS, continues to serve as the portfolio manager of the firm, supported by a Senior Vice President of Investment Research, a Senior Vice President of Trading & Operations, and a Senior Associate of Investment Research. Owners of HSS have provided it with financial support as it services its clients, tests new investment strategies and develops additional clients. No additional personnel changes are currently planned but should any occur, the overlap of experience and responsibilities of the HSS employees is designed to protect against any disruption of service to firm clients. HSS expects to continue to meet all of its obligations to its clients.

Cyber Security Risk - With the increased use of technologies such as the Internet to conduct business, Harrison Street Securities is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events and can lead to the misappropriation or corruption of client, account and trading information and related data. Cyber security failures or breaches by a third party service provider can cause disruptions and impact business operations and violations of applicable privacy and other laws. The firm has taken and continues to take steps that it deems commercially reasonable to mitigate the risk of a cyber security failure or breach.

## *Item 9. Disciplinary Information*

Neither HSS nor any of its management persons is or has been involved in any legal or disciplinary events that would be material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

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

Neither HSS nor any of its management persons is registered or has an application pending to register as a broker-dealer or a registered representative of a broker-dealer, as a futures commission agent, commodities pool operator, commodities trading adviser or an associated person of any of the foregoing.

Our controlling owner, HS Securities Holdings, LLC, is an affiliate of Harrison Street Real Estate Capital (HSRE). HSRE is a Chicago-based real estate investment management firm that currently is the sponsor of seven private real estate funds and a joint venture holding ownership interests in US real estate assets including operating properties and properties under development, and one non-US private real estate fund focused on investments in Europe. The U.S. limited partnerships hold investments in, and are focused on investing in student housing, seniors housing and self-storage, among other sectors of the real estate industry and a joint venture invests solely in commercial real estate classes that are not in the education, seniors housing, healthcare, storage and life science building sectors, while the non-U.S limited partnership focuses on student housing and education-related real estate investments in the United Kingdom and elsewhere in Europe. HSRE has, as of December 31, 2016, in the aggregate more than \$10 billion of gross assets under management (utilizing a conversion rate of US\$1.05 to €1.00 to convert non-US investment amounts to US Dollars), including operating properties and projects under development.

HSRE is the sole member of Harrison Street Advisors, LLC (“HSTA”), an investment adviser registered under the Advisers Act. HSTA is the investment manager of Harrison Street Core Property Fund, L.P., a private real estate equity fund sponsored by HSRE, and its parallel funds and Harrison Street European Property Fund, L.P. and its parallel vehicles. HSTA also provides asset management services to an affiliated partner to the Harrison Street Core Property Fund, L.P. Substantially all of the employees of HSRE serve as the employees of Harrison Street Advisors, LLC.

We obtain general real estate market and economic information from HSRE and we share certain back office and administrative personnel with HSRE and HSTA. Christopher Merrill, a member of our board of managers, is a principal and officer of HSRE. Stephen Gordon, our Chief Legal Officer, is General Counsel to, and a principal of, HSRE. Tonia



Nelson, our Chief Compliance Officer is also the Chief Compliance Officer of HSRE and HSTA. Merrill is the chief executive officer, chief financial officer and a member of the investment committee of HSTA, and Stephen Gordon serves as its General Counsel. None of Merrill, Gordon or Nelson are actively involved in the execution of our investment strategies or the management of client accounts. None of the funds sponsored by HSRE invest in publicly traded securities. However, an HSRE-sponsored fund may receive publicly traded securities in connection with the sale or other disposition of such fund's property holdings and have, and may in the future, purchase publicly traded securities with the intent to acquire the underlying properties. The potential exists for material, non-public information to pass between HSRE and HSS. Procedural, physical and legal barriers have been put in place to minimize the likelihood of such an event. More information is available to clients in the HSS Code of Ethics and Policies & Procedures Manual.

HSS does not recommend or select other investment advisers for its clients.

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

### *Code of Ethics*

We follow a Code of Ethics that is designed to comply with Rule 204A-1 under the Advisers Act. A copy of the Code of Ethics is available to current and prospective clients upon request.

This Code establishes rules of conduct for all employees of HSRE, including employees of HSS, and is designed to, among other things; govern personal securities trading activities in the accounts of employees. In addition, our Code of Ethics includes safeguards designed to avoid and/or mitigate conflicts of interests that could adversely affect our clients. In addition to requiring compliance with the applicable securities laws, our Code of Ethics establishes policies and procedures designed to prevent the misuse of material, non-public information (including information regarding our clients), and identifies activities that are either expressly prohibited or that require Chief Compliance Officer approval. Matters that could give rise to an appearance of impropriety, such as gift giving and solicitation, serving on boards of directors of public companies, and political contribution payments and solicitation also require prior approval by the Chief Compliance Officer.

The Code is based upon the principle that HSS and its employees owe a fiduciary duty to HSS' clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

The Code is designed to ensure that the high ethical standards long maintained by HSS continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct.

HSS and its employees are subject to the following specific fiduciary obligations when dealing with clients:

- The duty to have a reasonable, independent basis for the investment advice provided;

- The duty to seek best execution for a client's transactions where HSS is in a position to direct brokerage transactions for the client;
- The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs and circumstances; and
- A duty to be loyal to clients.

### *Interested Transactions*

No HSS access person shall recommend any securities transactions for a client without having disclosed his or her interest, if any, in such securities or the issuer thereof, including without limitation:

- any direct or indirect beneficial ownership of any securities of such issuer;
- any contemplated transaction by such person in such securities;
- any position with such issuer or its affiliates; and
- any present or proposed business relationship or transaction between such issuer or its affiliates and such person or any party in which such person has a significant interest, including, without limitation, HSRE and limited partnerships sponsored by HSRE.

### *Investments by Supervised Persons*

We have adopted the following principles governing personal investment activities by our supervised persons:

- The interests of client accounts will at all times be placed first;
- All personal securities transactions will be conducted in such manner as to avoid and/or mitigate any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and
- Access persons must not take inappropriate advantage of their positions.

To best assure that clients' transactions have first priority, purchases and sales of publicly traded securities by our supervised persons and certain of their family members require pre-approval by our Chief Compliance Officer.

Specific, detailed procedures have been put into place by HSS to avoid and/or mitigate any potential conflicts of interest. More information is

available to clients in the Code of Ethics and in our Policies & Procedures Manual. In this regard, purchases of real estate securities by access persons and their family members are generally prohibited, and all sales of real estate securities by access persons and their family members must be delayed until all applicable client sales are completed. HSS does not trade securities for its own account.

## *Item 12. Brokerage Practices*

### *Broker-dealer selection*

HSS, as a matter of policy and practice, (i) does not encourage or solicit client referrals from broker-dealers, and (ii) does not currently accept advisory clients' instructions for directing a client's brokerage transactions to a particular broker-dealer, but will place trades through a client's custodian subject to our satisfying our obligations to seek best price and execution.

In selecting broker dealers for client transactions, HSS periodically reviews and systematically evaluates the services provided by broker dealers, the quality and capability of executions, research coverage, commission rates, and overall brokerage relationships, and special knowledge of the real estate equity securities investments markets, among other things.

From time to time, HSS may pay a broker-dealer commissions (or markups or markdowns with respect to certain types of riskless principal transactions) for effecting client transactions in excess of that which another broker-dealer might have charged for effecting the transaction. HSS only pays such commissions (or markups or markdowns) if the broker-dealer provides HSS with brokerage and research services, and only to the extent that such services fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934. HSS believes it is important to its investment decision-making processes to have access to independent research.

When HSS uses brokerage commissions (or markups or markdowns) to obtain research or other products or services, HSS receives a benefit because it does not have to produce or pay for such products or services. HSS may have an incentive to select or recommend a broker-dealer based on HSS's interest in receiving research or other products or services, rather than on a client's interest in receiving most favorable execution. HSS believes that the process for selecting broker dealers for client transactions described above addresses any conflicts of interest that such incentive may create.

HSS uses research obtained from each broker-dealer to benefit all of its clients, not just the clients for whom it executed transactions with such broker-dealers.

During the last fiscal year, HSS received research about prospective and existing investments from broker-dealers that executed client transactions.

HSS' procedures do not require it to direct client transactions to particular broker-dealers in order to receive brokerage and research services. Instead, HSS selects broker dealers for client transactions using the processes described above.

### *Trade Aggregation*

When an investment manager is responsible for both asset based fee accounts and performance based fee accounts, a conflict of interest can arise in allocating purchases and sales among the client accounts from the incentive to allocate the lowest purchase prices and the highest sales prices to the performance based fee accounts. To address the conflicts of interest that such incentive may create, HSS has adopted the following trade aggregation practices.

When HSS determines that two or more Clients should participate in a specific purchase or sale of a security, it will generally aggregate the daily purchases or sales and allocate the securities so purchased or sold among the participating Clients proportionally to the target positions in their respective accounts.

Notwithstanding HSS' general trade aggregation practices, HSS has had certain clients whose accounts were held at custodians that charge additional costs, including ticket charges and trade away fees, whenever such clients execute transactions with any broker-dealer other than their custodians. As HSS has determined that these additional charges could adversely affect execution cost for such clients, HSS will typically exclude them from HSS's aggregated orders and execute their trades with the relevant custodians, unless HSS believes that doing so would not satisfy its obligations to seek best price and execution for such clients. HSS has adopted trade rotation practices to ensure that, over time, no client is disfavored by the exclusion of certain accounts from aggregated orders.

### *Item 13. Review of Accounts*

All client accounts are reviewed on a regular basis, generally daily, by the Senior Vice President of Trading & Operations or his designee against the related custodial reports to verify cash and securities positions. In some instances, reconciliation of our records to custodial reports is delayed because of timing differences in the custodian's recording of trades. For most client accounts, the choice of custodian is determined by the client. All client accounts are monitored intraday to maintain adherence to

portfolio manager allocations. Formal portfolio meetings attended by senior staff occur approximately monthly or more frequently as dictated by market conditions.

Written reports are provided to ALRA Fund members on a monthly basis by HSS and NAV Consulting, Inc., the Fund administrator. These reports are reviewed by a portfolio manager and include some combination of: market recap, investment performance, benchmark performance, individual account balance, and top portfolio holdings information.

Written reports to separate account and sub-advisory clients are based on client preference, but are never less frequent than quarterly. These reports are reviewed by a portfolio manager and include some combination of: market recap, investment performance, benchmark performance, individual account balance, and top portfolio holdings information.

In addition, HSS investment management professionals are available to separate account and sub-advisory clients via telephone and email throughout the business day.

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

HSS does not receive any economic benefit from third parties in connection with the provision of investment advice or other advisory services to HSS clients.



### *Item 15. Custody*

HSS does not have custody of client funds or securities for separate and sub-advisory accounts.

As managing member of ALRA Fund, HSS is deemed to have custody of client funds and securities due to its ability to direct actions of the qualified custodian. Investors in ALRA Fund receive audited financial statements for ALRA Fund that comply with U.S. Generally Accepted Accounting Principles within 120 days following the Fund's fiscal year end. Investors should carefully review the annual audited financial statements for ALRA Fund.

## *Item 16. Investment Discretion*

We manage all client accounts on a discretionary basis pursuant to the investment management agreement between the client and HSS. Clients may limit discretion by including investment objectives and restrictions in their respective investment management agreements. Common limitations may include choice of benchmark index, allowable weight of out-of-benchmark index securities, and types of out-of-benchmark securities.

## *Item 17. Voting Client Securities*

HSS, as a matter of policy and as a fiduciary to our clients, unless instructed otherwise by the client, accepts responsibility for voting proxies for portfolio securities consistent with instructions and guidelines set forth in the applicable client's advisory agreement and otherwise what we believe to be the best economic interests of the clients. Our firm maintains written policies and procedures as to the handling, voting and reporting of proxy voting and makes appropriate disclosures about our firm's proxy policies and practices. Our policy and practice includes the responsibility to review and research proposals, receive and vote client proxies and disclose any potential conflicts of interest as well as making information available to clients about the voting of proxies for their portfolio securities and maintaining relevant and required records.

HSS, as a matter of practice, votes the securities held for the ALRA Fund and for separate accounts. HSS will identify any conflicts that exist between the interests of the firm and those of the client or between the interests of the client and those of HSS by reviewing the relationship of the client and HSS with the issuer of each security to determine if any such person has any financial, business or personal relationship with the issuer. If a material conflict of interest is noted, we will determine whether it is appropriate to disclose the conflict to the client or investors, to give the client or investors an opportunity to vote the proxies themselves, or to address the voting issue through other objective means such as voting in a manner consistent with a predetermined voting policy or after receiving an independent third party voting recommendation

HSS will upon request, forward recommendations for voting client securities to its sub-advisory clients who then vote the securities themselves. The same policies regarding conflicts of interest discussed above are applied to these recommendations.

Proxy voting policies and procedures and how proxies have been voted are available to clients and investors upon written request.

## *Item 18. Financial Information*

HSS does not foresee any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

HSS does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance, and has not been the subject of a bankruptcy petition at any time during the past ten years.