

Item 1 – Cover Page

Nuance Investments, LLC  
4900 Main Street, Suite 220  
Kansas City, MO 64112  
(816) 743-7080  
[www.nuanceinvestments.com](http://www.nuanceinvestments.com)

March 25, 2014

This Brochure provides information about the qualifications and business practices of Nuance Investments, LLC (“Nuance”). If you have any questions about the contents of this Brochure, please contact us at (816) 743-7080. 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. Nuance is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information through which you determine to hire or retain an Adviser.

Additional information about Nuance also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Nuance who are registered, or are required to be registered, as investment adviser representatives of Nuance.

## **Item 2 – Material Changes**

The changes made from the October 1, 2011 ADV Part 2 include a change to the types of clients for which we provide services and additional affiliations.

The changes made from the March 31, 2012 ADV Part 2 include a change to the account minimum for Nuance Mid Cap Value strategy, updates to the Affiliates section and current assets under management listings.

The changes made to the July 25, 2013 update include updates to the constraints for the Midcap Value Product.

The changes made to the September 25, 2013 update include updates to the Affiliates Section.

The changes made to the March 25, 2014 update include updates to the Affiliates section, the advisory services and proxy voting.

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#### **Item 4 – Advisory Business**

Nuance Investments, LLC (“Nuance,” “we” or “us”) is an investment advisor registered with the SEC since November 2008. Nuance is a limited liability company organized under the laws of Kansas. Its principal owners are Scott A. Moore, CFA and Montage Investments, LLC. The Nuance Investment Team (“Investment Team”) consists of Portfolio Manager Scott A. Moore, CFA, and all Nuance Investments’ Investment Analysts. Montage Investments, LLC (“Montage Investments”) is a registered investment advisor. Montage Investments is wholly-owned by Mariner Holdings, LLC, an independent investment firm with affiliates focused on wealth and asset management. The Bicknell Family Holding Company, LLC holds a controlling interest in Mariner Holdings and the Bicknell Family Management Company Trust holds a controlling interest in the Bicknell Family Holding Company.

We are an investment adviser providing investment management services and the following investment products and services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Prior to engaging us, a client will be required to enter into one or more written agreements setting forth the terms, conditions, and objectives under which we shall render services (the “Agreement”). Additionally, we may only implement investment recommendations after the client has arranged for and furnished all information and authorization regarding accounts with appropriate financial institutions.

Nuance’s assets under management as of December 31, 2013 are \$507,519,430.

##### Nuance Mid Cap Value Separate Account Product:

Nuance Mid Cap Value seeks long-term capital appreciation primarily through investments that the Investment Team believes are high quality, though temporarily out of favor, U.S. equity securities. 70 percent of the portfolio will be between a market capitalization of \$1.0 billion and \$25 billion (these limits are subject to change due to market conditions but are a reasonable proxy for the foreseeable future). Further, the weighted average market capitalization of Nuance Mid Cap Value will be in a range of the smallest and largest member of the Russell Midcap® Index. Although the product will invest primarily in the equity securities of U.S. companies, the product may invest up to 15% of its assets in equity securities of foreign companies that are organized and headquartered in countries classified as “developed” by MSCI. As of June 2013, the following countries were classified as “developed” by MSCI: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, UK, and the United States... A typical portfolio will hold between 50-90 securities and the primary index used for performance considerations is the Russell Midcap® Value Index. Clients may also be interested in comparing the product to our secondary indices, the S&P MidCap 400 Value Index and the S&P 500 Index.

#### Nuance Concentrated Value Separate Account Product:

Nuance Concentrated Value seeks long-term capital appreciation primarily through investments that the Investment Team believes are high quality, though temporarily out of favor, U.S. equity securities. The strategy does not place restrictions on market capitalization and is considered an all-cap strategy. Although the product will invest primarily in the equity securities of U.S. companies, the product may invest up to 25% of its assets in equity securities of foreign companies that are organized and headquartered in countries classified as “developed” by MSCI. As of June 2013, the following countries were classified as “developed” by MSCI: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, UK, and the United States.. A typical portfolio will hold between 15-35 securities and the primary index used for performance considerations is the Russell 3000 Value Index. It should be noted that the Russell Midcap® Value Index was considered the primary index and the Russell 3000 Value Index was considered the secondary index until June 30, 2010. The change in index was due to further study surrounding the market for all-cap strategies and the appropriate index for these strategies. Clients may also be interested in comparing the product to our secondary index, the S&P 500 Index.

#### Nuance Concentrated Value Mutual Fund:

The Fund invests primarily in equity securities (including common stocks, preferred stocks and convertible securities) of companies organized in the United States that the Adviser believes are high quality, though temporarily out of favor. The Fund typically invests in a portfolio of 15 to 35 companies of various market capitalizations and is considered an all-cap strategy. Although the Fund will invest primarily in the equity securities of U.S. companies, the Fund may invest up to 25% of its assets in equity securities of foreign companies that are organized and headquartered in countries classified as “developed” by MSCI. As of June 2013, the following countries were classified as “developed” by MSCI: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, UK, and the United States. The Adviser selects securities for the Fund’s investment portfolio by using an extensive quantitative screening and fundamental research process that identifies leading businesses selling at a discount to fair value and that have the potential to generate above-average rates of returns over time. The Adviser seeks to identify companies across a range of industries and market sectors that have leading and sustainable market share positions, above-average financial strength, and are trading at a discount to its internal view of intrinsic value. The Adviser may sell an investment when it believes it has surpassed its intrinsic value by applying the screening process described above, for purposes of portfolio construction or risk management, or when a more attractive investment opportunity becomes available.

At the discretion of the Adviser, the Fund may invest its assets in cash, cash equivalents, and high-quality, short-term debt securities and money market instruments for temporary defensive purposes in response to adverse market, economic or political conditions and to retain flexibility in meeting redemptions and paying expenses. The Fund is “non-diversified,” meaning that a

relatively high percentage of its assets may be invested in a limited number of issuers of securities. The primary benchmark for the Fund is the Russell 3000 Value Index. Clients may also be interested in comparing the product to our secondary index, the S&P 500 Index.

You should consider the fund's investment objectives, risks, charges and expenses carefully before investing. For a prospectus, that contains this and other information about the Funds, call 1-855-NUANCE3 (855-682-6233) or visit our website at [www.nuanceinvestments.com/funds](http://www.nuanceinvestments.com/funds). Please read the prospectus carefully before investing. Mutual fund investing involves risk. Principal loss is possible. Investments in small and mid-capitalization companies involve additional risk such as limited liquidity and greater volatility than larger capitalization companies. Investments in foreign securities involve greater volatility and political, economic and currency risks and differences in accounting methods. The Fund is non-diversified, meaning it may concentrate its assets in fewer individual holdings than a diversified fund. Therefore, the Fund is more exposed to individual stock volatility than a diversified fund. Nuance Investments is the advisor to the Nuance Concentrated Value Fund which is distributed by Quasar Distributors, LLC. The Custodian for the Fund is U.S. Bank N.A with the Fund Administrator being U.S. Bancorp Fund Services, LLC. The institutional class ticker for the Fund is NCVLX and the investor class ticker for the Fund is NCAVX

The Nuance Concentrated Value Fund commenced operations May 31, 2011.

### Nuance Mid Cap Value Fund

Under normal market conditions, the Fund invests at least 80% of its net assets (plus any borrowings for investment purposes) in securities issued by mid-capitalization companies. The Fund invests primarily in common stocks of companies organized in the United States that the Adviser believes are high quality, though temporarily out of favor. The Fund typically invests in a portfolio of 50 to 90 mid-capitalization companies. The Adviser defines mid-capitalization companies as companies within the range of the capitalization of companies constituting the Russell Midcap® Index. As of October 31, 2013, the capitalization range of the Russell Midcap® Index was between approximately \$899 million and \$31.1 billion. The Adviser intends to manage the Fund so that the average weighted market capitalization of its portfolio (excluding short-term investments) falls within the range of the smallest and largest members of the Russell Midcap® Index as determined by averaging the smallest and largest members' month end market capitalization over the last 12 months.

Although the Fund will invest primarily in the common stocks of U.S. companies, the Fund may invest up to 15% of its assets in common stocks of foreign companies that are organized and headquartered in countries classified as "developed" by MSCI. As of June 30, 2013, the following countries were classified as "as developed by "MSCI:" Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, UK, and the United States.

The Adviser selects securities for the Fund's investment portfolio by using an extensive quantitative screening and fundamental research process that identifies leading businesses selling at a discount to fair value with the potential to generate above-average rates of returns over time. The Adviser seeks to identify companies across a range of industries and market sectors that have leading and sustainable

market share positions, above -average financial strength, and are trading at a discount to its internal view of intrinsic value.

The Adviser may sell an investment when it achieves or surpass the Adviser's proprietary view of intrinsic value or when a security's competitive position or financial situation erodes beyond the adviser's expectations. At the discretion of the Adviser, the Fund may invest up to 100% of its assets in cash, cash equivalents, d high-quality, short-term debt securities and money market instruments for temporary defensive purposes in response to adverse market, economic or political conditions, which may result in the Fund not achieving its investment objective. The Fund may also hold short-term debt securities and money market instruments to retain flexibility in meeting redemptions and paying expenses.

You should consider the fund's investment objectives, risks, charges and expenses carefully before investing. For a prospectus, that contains this and other information about the Funds, call 1-855-NUANCE3 (855-682-6233) or visit our website at [www.nuanceinvestments.com/funds](http://www.nuanceinvestments.com/funds). Please read the prospectus carefully before investing. Mutual fund investing involves risk. Principal loss is possible. Investments in small and mid-capitalization companies involve additional risk such as limited liquidity and greater volatility than larger capitalization companies. Investments in foreign securities involve greater volatility and political, economic and currency risks and differences in accounting methods. The Fund is non-diversified, meaning it may concentrate its assets in fewer individual holdings than a diversified fund. Therefore, the Fund is more exposed to individual stock volatility than a diversified fund. Nuance Investments is the advisor to the Nuance Mid-Cap Value Fund which is distributed by Quasar Distributors, LLC. The Custodian for the Fund is U.S. Bank N.A with the Fund Administrator being U.S. Bancorp Fund Services, LLC. The institutional class ticker for the Fund is NMVLX and the investor class ticker for the Fund is NMAVX.

The Nuance Mid Cap Value Fund commenced operations December 31, 2013.

#### Sub-Advisor to Mutual Funds

Nuance Investments is a sub-advisor within the Litman Gregory Masters Equity Fund (Ticker Symbols: MSEFX, MSENX). The Firm manages approximately 10% of this fund. For more information, please refer to the prospectus for this fund which can be obtained by visiting [www.mastersfunds.com](http://www.mastersfunds.com) or by calling 1-800-960-0188.

#### Participation in WRAP or Managed Account Programs

Nuance Investments may participate in WRAP and/or Managed Account programs offered by other registered investment advisors and/or broker dealers as an investment manager. Nuance does not sponsor any WRAP or Managed Account programs. If a client receives investment management services from Nuance through a WRAP or Managed Account program, the client should refer to the WRAP brochure provided by the Sponsor for important information concerning the program. Nuance may receive a portion of the WRAP fee or Managed Account Fee that clients pay for management of such accounts. Nuance does not offer separate products or strategies to WRAP/Managed Account programs.

## **Item 5 – Fees and Compensation**

All fees are subject to negotiation and all fee arrangements will comply with Section 205 of the Investment Advisers Act of 1940 (the “Advisers Act”).

The specific manner in which separate account fees are charged by us is established in the Agreement. We will generally bill our fees in advance on a quarterly basis based upon the value of assets under management on the last day of the previous quarter, and as more fully described in the Agreement. The Agreement and/or the separate agreement with any financial institution(s) may authorize us through the financial institution(s) to debit a client’s account for the amount of our fee and to directly remit that management fee in accordance with applicable custody rules. The financial institution(s) recommended by us have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to us.

A client may make additions to and withdrawals from the account at any time, subject to our right to terminate an account. If assets are deposited into an account after the inception of a quarter that exceed \$100,000, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter. A client may withdraw account assets on notice to us, subject to the usual and customary securities settlement procedures. For partial withdrawals in excess of \$100,000 within a billing period, we shall credit our earned fee towards the next quarter’s fee. However, we design our portfolios as long-term investments and asset withdrawals may impair the achievement of a client’s investment objectives.

For the initial quarter of investment management services, the first quarter’s fees shall be calculated on a pro rata basis. The Agreement between Nuance and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. Our annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner.

Additions may be in cash or securities currently held by us at the time of transfer. We reserve the right to liquidate any transferred securities, or decline to accept particular securities into a client’s account. We may consult with clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund’s prospectus. Such charges, fees and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs. Advisory clients should



note that fees for comparable services vary and lower fees for comparable services may be available from other sources.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

### **Standard Management Fee**

We shall charge an annual fee in an amount not to exceed 2% of the assets under management by us (the “Standard Management Fee”). The Standard Management Fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. We may negotiate advisory fees and may, in our sole discretion, waive all management fees or charge a lesser Standard Management Fee based upon certain criteria (*i.e.*, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, marketing or promotional reasons, etc.). Such waivers or reductions of fees may be extended to employees of Nuance and their family members.

For the initial quarter of investment management services, the first quarter's fees shall be calculated on a pro rata basis. The Agreement between Nuance and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. Our annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner.

### **Performance-Based Fee**

In lieu of the Standard Management Fee, we may enter into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. We will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. Rule 205-3 permits an SEC-registered advisor to charge performance fees to a client that either has at least \$1 million under management with the advisor or has a net worth of more than \$2 million. In measuring clients' assets for the calculation of performance-based fees, we shall include realized and unrealized capital gains and losses. Performance-based fee arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. We have procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent any conflict from influencing the allocation of investment opportunities among clients. Nuance does not

favor performance-based fee client arrangements over standard fee client arrangements with investment opportunities or trade related issues.

### **Item 7 – Types of Clients**

We generally provide investment advice to the following types of clients:

- Individuals (including high net worth individuals)
- Pension and profit sharing plans
- Investment companies
- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed above
- Other registered investment advisors
- Registered investment companies

Generally, we do not accept accounts below \$250,000 for the Concentrated Value Separate Account Product or the Mid Cap Value Separate Account Product, although we may do so under certain circumstances.

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

Our primary mission is to provide clients with value investment products that are performance focused, customer focused, and process consistent. Our Investment Team believes that the ability to outperform the broad stock market is predicated on a consistent and disciplined value investing approach. The focus is generating investment returns for clients by diligently reviewing one company at a time on its own investment merits. We are consistently searching for leading franchise businesses that have above-average returns on capital and above-average financial strength, while being priced materially below the Investment Team's proprietary view of intrinsic value.

#### **Screening Process:**

Using proprietary qualitative fundamental data and proprietary valuation statistics, the Investment Team screens all domestic companies to find a universe of stocks that are available to be fundamentally reviewed. This list typically is comprised of companies with lower than average valuation multiples versus broad market indices while maintaining appropriate qualitative characteristics. From this list, the Investment Team utilizes fundamental research to determine which companies to monitor for potential investments.

#### **Fundamental Process:**

The Investment Team believes strongly that fundamental research is critical to a successful investment process and portfolio. We review each company on its own investment merits using company reports, regulatory filings, research reports, and interviews with company executives,

investment analysts, suppliers, and competitors. The Investment Team then assesses the current and prospective competitive situation of the business, the current and sustainable returns on capital of the business, and the current and prospective financial strength and flexibility of the business. The goal of the research is to determine if the company being studied has a strong and stable market share position, strong and sustainable returns on capital, and an appropriate level of financial strength to enable the business to maintain its level of competitiveness.

#### Valuation Study:

The Investment Team utilizes multiple valuation techniques that are unique to the particular company and industry being studied. Each valuation study includes a proprietary study of current and historical valuation metrics for multiple valuation statistics, private market multiples, and comparable company multiples.

#### Buy/Sell Discipline

The Investment Team attempts to buy stocks or securities when an asymmetrical risk versus reward exists versus the other market opportunities. The Investment Team optimizes the portfolio consistently and considers all portfolio guidelines and constraints. The Investment Team will sell a stock or security when it no longer represents an asymmetrical risk versus reward compared with other market opportunities. The Investment Team will also sell a stock or security when it achieves or surpasses our proprietary view of intrinsic value or when a stock's competitive position or financial situation erodes beyond internal expectations.

#### Trading and Execution Practices

The Investment Team will give the trader general input into what price level and timing is desired. Within these general parameters, the trader has discretion to minimize costs taking into account liquidity and commissions.

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. You should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. Depending on the different types of investments, there may be varying degrees of risk:

- Market Risk – Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments.
- Equity Risk – Stocks are susceptible to fluctuations and to the volatile increases and decreases in value as their issuer's confidence in or perceptions of the market change. Investors holding common stock of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.

- **Company Risk** – There is always a level of company or industry risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry.
- **Mutual Fund Risk** – Mutual Fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning a Mutual Fund generally reflects the risks of owning the underlying securities held by the Mutual Fund.
- **Management Risk** – Investments also vary with the success and failure of the investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no information applicable to this Item.

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

We have relationships and arrangements that are material to our advisory business, or to our clients, with related persons that are either investment advisors, investment companies or broker-dealers.

### Other Investment Adviser

We are under common control with the following SEC-registered investment advisers:

440 Investment Group, LLC (“440”) (CRD No. 155399);  
Adams Hall Wealth Advisors, LLC (“Adams Hall”) (CRD No. 107355);  
Ascent Investment Partners, LLC (“AIP”) (CRD No. 152533);  
Brinton Eaton, LLC (“Brinton Eaton”) (CRD No. 165972);  
Convergence Investment Partners, LLC (“CIP”) (CRD No. 148472);  
FirstPoint Financial, LLC (“FirstPoint”) (CRD No. 168793);  
Fountain Capital Management, LLC (“Fountain”) (CRD No. 109424);  
Giralda Advisors, LLC (“Giralda”) (CRD No. 165971);  
Mariner Real Estate Management, LLC (“MREM”) (CRD No. 159261);  
Mariner Wealth Advisors, LLC (“MWA”) (CRD No. 140195);  
Mariner Wealth Advisors-Leawood, LLC (“MWA-Leawood”) (CRD No. );  
Mariner Wealth Advisors-Omaha, LLC (“MWA-Omaha”) (CRD No. 109904);  
Montage Investments, LLC (“Montage”) (CRD No. 152607);  
Nuance Investments, LLC (“Nuance”) (CRD No. 148534);  
Palmer Square Capital Management LLC (“Palmer Square”) (CRD No. 155697);  
RiverPoint Capital Management, LLC (“RiverPoint”) (CRD No. 165759);  
RR Advisory Group, LLC (“RR”) (CRD No. 169459); and,  
Tortoise Capital Advisors, L.L.C. (“TCA”) (CRD No. 123711), respectively.

### Broker-Dealer

We are affiliated, and under common control, with Montage Securities, LLC (CRD No. 154327) (“Montage Securities”), a limited purpose broker-dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA), Securities Investment Protection Corporation (SIPC), and Municipal Securities Rulemaking Board (MSRB). Registered representatives of Montage Securities will provide certain marketing services for our registered fund. However, no securities transactions for our clients will be executed through Montage Securities.

### Investment Company or Other Pooled Investment Vehicles

We are the investment advisor to both the Nuance Concentrated Value mutual fund and the Nuance Mid Cap Value mutual fund which are administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Nuance Concentrated Value Fund may

be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

Several of our advisory affiliates are managers to registered investment companies, however, Nuance itself does not advise or recommend those investment companies. The management, custody, and compliance arrangements within those investment companies have no connection to any of the advisory services provided by Nuance. If you would like any information about the investment companies that advisors whom are under common control with Nuance manage, please contact our client services team.

Several of our advisory affiliates are managers to Private Funds, however, Nuance itself does not advise or recommend those private funds. The management and/or custody arrangements within those private funds have no connection to any of the advisory services provided by Nuance. If you would like any information about the private funds that advisors whom are under common control with Nuance manage, please contact our client services team.

#### Accounting Firm

We are under common control with Mariner Consulting, a Certified Public Accounting Firm. We do not render or recommend accounting advice or tax preparation services to our clients.

#### Law Firm

One of our affiliates, Kirk Lambright, is a licensed practicing attorney. Mr. Lambright maintains a limited legal practice, separate and distinct from our investment advisory activities. No portion of any services rendered by us to our clients should be interpreted as legal advice. Rather, clients should defer to the advice of their own attorney.

#### Insurance Company or Agency

We are under common control with Mariner Insurance Resources, LLC; Power Group Risk Services; ERS Insurance, Inc.; and ERS Securas LLC; duly licensed insurance agencies, duly licensed insurance agencies. We do not render or recommend insurance advice or services to our clients.

#### Real Estate Broker or Dealer

We are under common control with Mariner Real Estate Management, LLC which has a principal, Ryan Anderson, who is a licensed real estate broker and owner of Mariner Real Estate Management, LLC.

#### Trust Company

We are under common control with Mariner Trust Company, LLC. Mariner Trust Company, LLC, is a state-chartered public trust company organized under the laws of South Dakota and

serves to provide administrative trust services and other related services to customers of Mariner Trust Company, LLC.

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

We have adopted a code of ethics that sets forth the standards of conduct expected of our associated persons and requires compliance with applicable securities laws (“Code of Ethics”). In accordance with Section 204A of the Advisers Act, our Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by us or any of our associated persons. The Code of Ethics also requires that certain of our personnel (called “Access Persons”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. The Code of Ethics requires the following: (1) Our supervised persons must report any violations of the Code of Ethics promptly to the Chief Compliance Officer, (2) We must provide each of our supervised persons with a copy of the Code of Ethics and any amendments, and (3) the supervised persons must provide us with a written acknowledgment of their receipt of the Code of Ethics and any amendments thereto.

Our Access Persons may not execute for themselves, for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) or beneficiaries any transactions with a security that is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of our clients. Our Access Persons accounts are regularly screened to ensure no personal trades have affected any of our client’s accounts. In addition, our Access Persons must obtain permission prior to purchase or sell securities currently held by us or securities that are being considered for purchase.

When we are purchasing or considering for purchase any security on behalf of a client, no Access Person may execute a transaction with that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when we are selling or considering the sale of any security on behalf of a client, no Access Person may execute a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

We do not execute any principal or agency cross securities transactions for client accounts, nor do we execute cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal

transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is generally defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **Item 12 – Brokerage Practices**

We may engage brokers or dealers to be used on behalf of a client without obtaining specific client consent. In recommending a broker-dealer to clients, we may consider such broker-dealers' respective financial strength, reputation, execution, pricing, research, and service. The commissions paid by our clients shall comply with our duty to obtain "best execution." However, a client may pay a commission that is higher than what another qualified broker-dealer might charge to execute the same transaction where we determine, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealers' services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while we will seek competitive rates, we may not necessarily obtain the lowest possible commission rates for client transactions.

If the client requests us to arrange for the execution of securities brokerage transactions for the client's account, we shall direct such transactions through broker-dealers that we reasonably believe will provide best execution. Transactions may be cleared through other broker-dealers with whom Nuance and the Financial Institution(s) have entered into agreements for prime brokerage clearing services. We shall periodically and systematically review our policies and procedures regarding recommending broker-dealers to our client in light of our duty to obtain best execution.

The client may direct us in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and we will not seek better execution services or prices from other broker-dealers. We may not be able to "batch" client transactions for execution through other broker-dealers with orders for the other accounts managed by us (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to our duty of best execution, we may decline a client's request to direct brokerage if, in our sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below). If a client receives management from Nuance Investments through a WRAP or Managed Account program, these relationships are considered "directed brokerage" relationships whereby our firm is required to trade orders in accordance with the agreement with



the Sponsor. This typically includes trading orders through a system and/or broker/dealer designated by the Sponsor. If you participate in this type of program, your execution and/or prices may not be as favorable as those received by other clients.

We may purchase or sell the same securities for several clients at approximately the same time. We may (but are not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among our clients difference in prices and commissions or other transaction cost that might not have been obtained had such orders been placed independently. Under this procedure, transactions in each batch will be averaged as to price and allocated among our clients pro rata to the purchase and sale orders placed on any given day. To the extent that we determine to aggregate or “batch” client orders for the purchase or sale of securities, including securities in which our Advisory Affiliate(s) may invest, we will generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the SEC. We will not receive any additional compensation or remuneration as a result of the aggregation.

In the event that we determine that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to the other portfolios, with similar mandates; (ii) allocations may be given to an account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimus* allocation in one or more actions, we may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, share may be allocated to one or more accounts on a random basis.

### **Item 13 – Review of Accounts**

Nuance monitors client portfolios daily as part of an ongoing process. Unless otherwise agreed, clients are provided with transaction confirmation notices and monthly or quarterly account statements (depending on the custodian) directly from the custodian for the client accounts.

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

If a client is introduced to us, we may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee shall be paid solely from our investment management fee, and shall not result in any additional charge to the client. If the client is introduced to us by an

unaffiliated solicitor, the client will be given, prior to or at the time of entering into any advisory contract with the client, (1) a copy of our written disclosure statement which meets the requirements of Rule 204-3 of the Advisers Act, and (2) a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of ours shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of our written disclosure statement at the time of the solicitation.

Under a written solicitation agreement with our affiliate, Montage Investments, we compensate Montage Investments with a percentage of the fees we receive from separately managed account clients solicited by Montage Investments. There is no increase in the investment management fees payable to us by the solicited persons as a result of the compensation paid to the solicitor under this solicitation agreement.

We may have clients that are also clients of MWA or other related persons. These clients, as clients of our related person(s), may be solicited by our related persons (but not by us) to invest in investment-related limited partnerships or limited liability companies for which one of our related persons serves as the general partner or manager. Clients are advised that a conflict of interest exists to the extent a related person recommends our services.

### **Item 15 – Custody**

Under Rule 206(4)-2 of the Advisers Act, also known as the Custody Rule, an investment adviser is prohibited from having custody of client funds or securities for its investment advisory clients unless certain conditions are satisfied. These conditions include such things as using a qualified custodian, sending notices to clients at account opening, and confirming statements are being provided to clients. While Nuance does not maintain custody of client funds or securities, certain of our advisory affiliates do. Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains the client's investment assets. Nuance urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Nuance's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 – Investment Discretion**

Nuance has discretionary authority to select the identity and amount of securities to be bought and sold. In all cases such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients for which we advise. For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to us in writing. We reserve the right to deny acceptance of a client account based upon the client limiting our discretion. Not all client investment guidelines and restrictions can be met.

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

We may vote proxies on behalf of its clients. When we do so, we will only cast proxy votes in a manner consistent with the best interest of our clients. Absent special circumstances, which are fully described in our Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in our Proxy Voting Policies and Procedures, as they may be amended from time-to-time. At any time, clients may contact us to request information about how we voted proxies for that client's securities or to get a copy of our Proxy Voting Policies and Procedures.

A brief summary of our Proxy Voting Policies and Procedures is as follows:

In accordance with Rules 30b1-4 (new) & 206(4)-6 (new) & 204-2 (amended) of the Investment Adviser Act of 1940, Nuance Investments, LLC ("Nuance") is providing all clients with a summary of its proxy voting procedures.

- Upon opening an account with Nuance, clients are given the option to delegate proxy voting discretion to Nuance by completing the appropriate documents. Nuance will only exercise proxy-voting discretion over client shares in the instances where clients give Nuance discretionary authority to vote on their behalf.
- It is Nuance's policy to vote client shares primarily in conformity with the ISS recommendations, in order to limit conflict of interest issues between Nuance and its clients. ISS and Nuance retain a record of all recommendations.
- ISS is a neutral third party that issues recommendations based upon its own internal guidelines.
- Nuance may vote client shares inconsistent with ISS recommendations if Nuance believes it is in the best interest of its clients and such a vote does not create a conflict of interest between Nuance and its clients. In such a case, Nuance will have on file a written disclosure detailing why they believe ISS's recommendation was not in the clients best interest.
- Nuance votes client shares via ISS, an electronic voting platform provided by Broadridge Financial Solutions, Inc. Additionally, ISS retains a record of proxy votes for each client.
- Annually, Nuance will file Form N-PX with the SEC, which will contain each fund's complete proxy voting record.
- Nuance's Compliance Department will review all proxy votes to ensure consistency with its procedures.

- Upon request, clients can receive a copy of Nuance's proxy voting procedures and ISS's proxy voting guidelines.

Nuance clients who establish margin within their brokerage account should be aware that, under certain circumstances, they may lose their right to vote some of the shares in their account. When a client with a margin account borrows money from his or her independent custodian, whether as the result of a purchase of securities on margin or through a loan for other purposes, the independent custodian has the right to hypothecate.

This means the custodian can pledge the shares as collateral. Also, the brokerage firm can lend the shares to other customers or to other broker-dealers, according to margin agreements with their customers and subject to certain regulatory limitations. Generally, the custodian, not the client, reserves the right to choose which securities will be pledged in the margin account.

When shares are lent, the right to vote the shares goes with them. That means if a corporate vote takes place while the shares are on loan, the margin customer may be unable to vote those shares. **If your shares are on loan as of the record date of a corporate vote and Nuance is responsible for voting proxies on your behalf, we will not be able to vote those proxies. Therefore, Nuance assumes no responsibility for proxy votes of shares on loan as a result of margin.**

If you have questions regarding proxy voting with respect to securities on loan, you should review your customer and margin agreements that you signed with your independent custodian and speak with your representative to seek an explanation of your rights regarding proxy voting for shares held in a margin account.

If you have any questions or would like a copy of Nuance's proxy voting procedures, ISS's proxy voting guidelines and/or a record of how your shares were voted, please contact Nuance's Chief Compliance Officer at 816-743-7080 or [compliance@nuanceinvestments.com](mailto:compliance@nuanceinvestments.com).

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients, and have not been the subject of a bankruptcy proceeding.

## NUANCE INVESTMENTS, LLC PRIVACY POLICY

FACTS	WHAT DOES NUANCE INVESTMENTS, LLC DO WITH YOUR PERSONAL INFORMATION?	
WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.	
What?	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>■ Social Security number; ■ name; ■ address; ■ assets; ■ income; ■ account balances; ■ account transactions; ■ transaction history; ■ transaction or loss history; ■ investment experience; ■ risk tolerance; ■ retirement assets; ■ checking account information; ■ employment information; ■ wire transfer instructions.</li> </ul> <p>When you are <i>no longer</i> our customer, we continue to share your information as described in this notice.</p>	
How?	All financial companies need to share clients' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their clients' personal information; the reasons Nuance Investments, LLC ("Nuance") chooses to share; and whether you can limit this sharing.	
Reasons we can share your personal information	Does Nuance Investments LLC share?	Can you limit this sharing?
<b>For our everyday business purposes—</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes. Nuance may share personal information described above for business purposes with a non-affiliated third party if the entity is under contract to perform transaction processing or servicing on behalf of Nuance and otherwise as permitted by law. Any such contract entered by Nuance will include provisions designed to ensure that the third party will uphold and maintain privacy standards when handling personal information. Nuance may also disclose personal information to regulatory authorities as required by applicable law.	No.
<b>For our marketing purposes—</b> to offer our products and services to you	Yes. Nuance shares personal information with a non-affiliated third party solicitor that is subject to a non-disclosure agreement for the purpose of auditing payments to the solicitor under a written solicitation agreement between the solicitor and Nuance.	No.
<b>For joint marketing with other financial companies</b>	No.	We don't share.
<b>For our affiliates' everyday business purposes—</b> information about your transactions and experiences	Yes. Nuance shares personal information with affiliates as permitted by law.	No.
<b>For our affiliates' everyday business purposes—</b> information about your creditworthiness	No.	We don't share.
<b>For nonaffiliates to market to you</b>	No.	We don't share.
QUESTIONS?	Call (816) 743-7080 or email <a href="mailto:client.services@nuanceinvestments.com">client.services@nuanceinvestments.com</a>	

<b>Who is providing this notice?</b>	Nuance Investments, LLC
<b>How does Nuance Investments, LLC protect my personal information?</b>	<p>To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>Nuance limits access to personal information to individuals who need to know that information in order to provide our services to you.</p>
<b>How does Nuance Investments, LLC collect my personal information?</b>	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> <li>■ Seek advice about your investments; ■ Direct us to buy securities;</li> <li>■ Direct us to sell your securities; ■ Enter into an investment advisory contract; ■ Give us your contact information;.</li> </ul> <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can't I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>■ sharing for affiliates' everyday business purposes—information about your creditworthiness</li> <li>■ affiliates from using your information to market to you</li> <li>■ sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>

<b>Affiliates</b>	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>■ Nuance may share personal information described above for business purposes as permitted by law with our affiliates. Our affiliates include financial companies such as investment advisers. Nuance does not share with affiliates so that they can market their services or products to you.</li> </ul>
<b>Nonaffiliates</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>■ Nuance may share personal information described above for business purposes with non-affiliated third parties performing transaction processing or servicing on behalf of Nuance and otherwise as permitted by law. Such companies may include broker-dealers, banks, investment advisers, mutual fund companies and insurance companies. Nuance may also share personal information with parties who provide technical support for our hardware and software systems and our legal and accounting professionals. Nuance does not share with non-affiliates so that they can market their services or products to you.</li> </ul>
<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>■ Nuance doesn't jointly market.</li> </ul>