

FEDERATED GLOBAL INVESTMENT MANAGEMENT CORP.

March 17, 2014

ITEM 2. MATERIAL CHANGES

As required by SEC rules, through this summary, Federated Global Investment Management Corp. is identifying and discussing the changes from its last annual update to its Form ADV, Part 2A, brochure, dated March 13, 2013, that it believes may be material.

In the discussion immediately below, we are discussing only changes believed to be material from the last annual update of our brochure dated March 13, 2013. In the section below labeled “Certain Other Changes,” we also discuss certain (but not all) other changes to our brochure from our last annual update. We encourage you to use this summary to determine whether to review our amended annual updated brochure, dated March 17, 2014 (Updated Brochure), in its entirety or to contact Federated Global Investment Management Corp. with questions about the changes.

You may contact us at 1-800-245-4770 (select option 3) if you have any questions or to request a copy of our Updated Brochure. A copy of our Updated Brochure will be provided free of charge. You also may obtain our Updated Brochure from our website (FederatedInvestors.com) free of charge. Additional information about us, our investment adviser representatives, and our affiliates that are domestic registered investment advisers (together with us, each a Federated Advisory Company and, collectively, the Federated Advisory Companies) also is available via the SEC’s website at www.adviserinfo.sec.gov.

Under Section C.1 (“Our Advisory Services – Investment Supervisory Services”) in Item 4 (“Advisory Business”) of our brochure, we are adding a sentence to indicate that Federated Global Investment Management Corp. became registered as a Commodity Pool Operator in the past year. Accordingly, under Section C in Item 4, please add the following to the end of that section:

Federated Global Investment Management Corp. was registered as a Commodity Pool Operator effective October 17, 2013.

Under Section F (“Our Assets Under Management”) in Item 4 (“Advisory Business”) of our brochure, we are updating our assets under management because they have changed. Accordingly, under Section F in Item 4, please replace the existing text with the following:

As of December 31, 2013, Federated Global Investment Management Corp. had \$11,131,302,250 in assets under management. As of such date, our assets under management consisted of \$10,768,465,253 of assets that we managed on a discretionary basis. These include assets for which we provided Investment Supervisory Services and exercised discretionary authority or non-discretionary authority with trading responsibility. As of such date, our assets under management also consisted of \$362,836,997 of assets that we managed on a non-discretionary basis. These include assets for which we provided non-discretionary services and did not have trading responsibility. This latter category generally includes our Model Portfolio Management Services.

Federated Global Investment Management Corp.’s parent company, Federated Investors, Inc. holds a non-voting, minority interest in both Dix Hills Partners, LLC, and its affiliate, Dix Hills Associates, LLC, (“Dix Hills”) and has had solicitation and business alliance arrangements with Dix Hills as well as strategic arrangements with GML Capital LLP. While Federated Investors, Inc. continues to hold a non-voting, minority interest in both Dix Hills Partners, LLC, and its affiliate, Dix Hills Associates, LLC, the solicitation and business alliance arrangements have been terminated. The strategic arrangements with GML Capital LLP have also been terminated. Accordingly, references to the solicitation and business alliance arrangements with Dix Hills and GML Capital LLP have been removed throughout our brochure including in the following sections:

- Section E (“Sales Compensation”) in Item 5 (“Fees and Compensation”);
- Section B (“Relationships with Commodity Pool Operators and Commodity Trading Advisors”) and Section D (“Relationships with Certain Investment Advisers”) in Item 10 (“Other Financial Industry Activities and Affiliations”); and

- Section A (“Arrangements Involving Receipt of Economic Benefits from Non-Clients”) in Item 14 (“Client Referrals and Other Compensations”).

Under Section B.6 (“Certain Other Conflicts of Interest Relating to Certain Investment and Brokerage Practices”) in Item 6 (“Performance-Based Fees and Side by Side Management”) of our brochure, Federated Global Investment Management Corp. is updating the third through sixth paragraphs to describe new trade rotation practices for equity investment strategies in connection with Managed Accounts and our Model Portfolio Management Services. Accordingly, under Section B.6 in Item 6, please replace the third through sixth paragraphs under “Certain Other Conflicts of Interest Relating to Certain Investment and Brokerage Practices” with the following:

There also will be times when the same security is being purchased or sold concurrently for Investment Company (mutual fund), Managed Account, Model Portfolio Management Services, and other client accounts or portfolios. In these situations, except as discussed below, Federated Global Investment Management Corp. also has policies in place which are reasonably believed to be designed to commence trade execution as concurrently as practicable, or otherwise in a fair and equitable manner, address potential conflicts of interest and protect client interests. Various factors, however, may result in trades for a client not being aggregated with batched trades for other clients of Federated Global Investment Management Corp. and clients receiving a different price, either higher or lower, for the same security. For example, certain operational differences inherent in the trade execution process result in trades for certain clients (such as Managed Accounts and other accounts managed to the same model portfolio as Managed Accounts) being effected either before or after trades for other clients. Also, for example, except as discussed below, when providing discretionary advisory services to Managed Account clients, purchases and sales of securities generally are processed on a rotational basis by Managed Account Program Sponsor and Program. With respect to our equity investment strategies utilized in providing our non-discretionary Model Portfolio Management Services, we include the Overlay Managers in the trade rotation process for our discretionary Managed Accounts and we currently communicate model changes to the Overlay Managers during the Overlay Manager’s turn in the trading rotation. The Overlay Managers have discretion to accept or reject our recommended model portfolio changes and will execute trades in accordance with the Overlay Manager’s policies and procedures, which may result in trades for Overlay Manager clients being effected either before or after trades for Federated Global Investment Management Corp.’s clients. In implementing our trade rotation process, Federated Global Investment Management Corp. may allot a period of time for a Sponsor or Overlay Manager to arrange executions for accounts before moving to the next Sponsor’s or Overlay Manager’s turn in the rotation process. Managed Account Programs that require directed brokerage/trading (and other clients who direct brokerage/trading) may instruct that client transactions be executed through specific brokers/dealers. Except as discussed below, the other Federated Advisory Companies have adopted similar policies. Taking these scenarios and factors into account, Federated Global Investment Management Corp., and the other Federated Advisory Companies, have procedures in place which we believe are consistent with our duty to seek to obtain best execution of client trades and designed to treat clients fairly and prevent clients from being systematically favored or disadvantaged. (Please refer to “Brokerage Practices” in this brochure for more information on directed brokerage/trading and trade aggregation.)

Federated Clover Investment Advisors Division

As a result of the acquisition of Clover Capital Management, Inc. (the business of which is now operated as Federated Global Investment Management Corp.’s Federated Clover Investment Advisors division), the Federated Clover Investment Advisors division has policies in place which are reasonably believed to be designed to commence trade execution as concurrently as practicable for Managed Accounts, on the one hand, and other client accounts (*e.g.*, institutional and high net worth Separate Accounts and Investment Companies), on the other hand, at the different trading desks. The Federated Clover Investment Advisors division also has established a policy whereby purchases and sales of securities for certain institutional and high net worth Separate Accounts, and certain Investment Companies advised by the Federated Clover Investment Advisors division, traded at the Federated Clover Investment Advisors division location are processed on a rotational basis by group. The Investment Company accounts will be eligible for cross trades and trade aggregation with accounts (including, among others, Investment Companies) of other Federated Advisory Companies that are traded utilizing the same trade management system. The institutional and high net worth Separate Accounts will be eligible for trade aggregation amongst such accounts themselves, which are traded using a different trade management system. For initial public offerings, the institutional and high net worth Separate Accounts traded using this different trade management system also may be aggregated on a cumulative basis with initial public offering trades with the Investment Company accounts of the Federated Clover Investment Advisors division, as well as the accounts of the other Federated Advisory Companies, that are traded using the other trade management system. In

such a case, the institutional and high net worth Separate Accounts traded using this different trade management system will receive a pro rata allocation of the initial public offering. Within each group, the accounts will be allocated on a random or pro-rata basis. Trades for a client that has directed use of a particular broker or dealer are typically placed at the end of aggregated trading activity. Accordingly, directed transactions may be subject to the conditions discussed in this brochure under "Directed Brokerage" under "Selection Criteria for Brokers/Dealers" under "Brokerage Practices." There can be no assurance that each client will receive the same price for a security, and, depending upon the circumstances, different clients may receive different prices, either higher or lower, for the same security.

Federated MDTA LLC

Due to operational, technological and other reasons, Federated MDTA LLC, another Federated Advisory Company, also has adopted a rotation policy whereby purchases and sales of securities are processed on a rotational basis by group. Groups are comprised of accounts with similar trade execution characteristics, including executing broker, security being traded, and size of trade. Groups are assigned positions in the rotation sequence on a random basis. Trades are allocated to accounts using a method that combines elements of random and pro-rata approaches. (Please refer to "Directed Brokerage" under "Selection Criteria for Brokers/Dealers" under "Brokerage Practices" in this brochure for additional considerations relating to directed brokerage/trading.) There can be no assurance that each client will receive the same price for a security, and, depending upon the circumstances, different clients may receive different prices, either higher or lower, for the same security. Also, when providing nondiscretionary Model Portfolio Management Services, Federated MDTA LLC currently communicates model changes to Overlay Managers as concurrently as practicable with commencing trading with respect to the Managed Accounts Federated MDTA LLC manages on a discretionary basis.

Federated Investment Counseling

With respect to Federated Investment Counseling's fixed income investment strategies utilized in providing its non-discretionary Model Portfolio Management Services, given the operational aspects inherent in trading fixed income securities, decisions with respect to changes in fixed income model portfolios depend upon the availability of fixed income securities in the market; as a result, Federated Investment Counseling communicates fixed income model changes to Overlay Managers as concurrently as practicable (outside of its trade rotation process) with commencing trading with respect to the Managed Accounts it manages on a discretionary basis. This fact generally results in fixed income model changes being communicated to Overlay Managers promptly after Federated Investment Counseling's discretionary fixed income trading has commenced.

Clients also should be aware that conflicts of interest arise because portfolio decisions regarding one client's account may impact the accounts of the other clients. If authorized under an investment management agreement, Federated Global Investment Management Corp. or other Federated Advisory Companies may in our or their discretion (a) participate in bankruptcy proceedings or join creditor committees on behalf of some or all of our or their clients with respect to securities or other assets held in client accounts, (b) participate in other litigation, actions or decisions involving securities or other assets held in client accounts, or (c) otherwise pursue or enforce rights available to creditors with respect to a security held in a client's account. For example, we may seek to enforce rights with respect to a security of an issuer in which a client's assets have been invested, and those activities may potentially have an adverse effect on that or other securities of that issuer held in client accounts. As a result, prices, availability, liquidity and other investment terms may be negatively impacted by such activities, and transactions for client accounts may be impaired or effected at prices or on terms that may be different (including less favorable) than would otherwise have been the case.

Under Section C 3 ("Other Actual or Potential Conflicts of Interest - Conflicts of Interest Relating to Voting Securities Held in Client Accounts") in Item 6 ("Performance-Based Fees and Side by Side Management") of our brochure, Federated Global Investment Management Corp. is clarifying that if a client is an Investment Company or Private Investment Company, we would take direction from its board of directors/trustees or other governing body in the circumstances described in the last paragraph. Accordingly, under Section C.3 in Item 6, please replace the last paragraph with the following:

If a client's account holds shares of an Investment Company or Private Investment Company for which Federated Global Investment Management Corp. acts as an investment adviser, the Proxy Committee will vote the proxies in the same proportion as the votes cast by shareholders who are not clients of Federated Global Investment Management Corp. at any shareholders' meeting called by such Investment Company or Private Investment Company, unless

otherwise directed by the client (or, in the case of an Investment Company or Private Investment Company, its board of directors/trustees or other governing body).

Under Section B (“Requirements for Accounts”) in Item 7 (“Types of Clients”) in our brochure, Federated Global Investment Management Corp. has revised the account minimum for the Clover Small Cap Value strategy. Accordingly please replace the fourth paragraph in Section B in Item 7 with the following:

The targeted account size for our Federated Clover Investment Advisors division (except for Investment Companies, Pooled Investment Vehicles, and Managed Account Programs) is \$5 million for Small Cap Value and \$10 million for all others.

Under Section 8.A (“Basic Information”) in Item 8 (“Methods of Analysis, Investment Strategies, and Risk of Loss”) of our brochure in the section entitled “Equity Securities,” clarifications were made regarding “technology risks” and “Eurozone risks,” and “medium size company risk” and “small company risk” were consolidated.

Under Section 8. B (“Strategy Specific Disclosures”) in Item 8 (“Methods of Analysis, Investment Strategies, and Risk of Loss”) of our brochure, clarifications and/or changes were made regarding:

- A reference to “technology risks” was specifically added and “medium size company risk” and “small company risk” were consolidated into “risks related to company size” in the following strategies: “International Small and Mid Cap Equity,” “Kaufmann Accounts,” “Clover Value,” “Clover Mid Cap Value,” “Clover Small Cap Value,” “Clover Balanced,” “Clover Moderately Aggressive,” and “Clover Income Emphasis”;
- A reference to “technology risks” was specifically added to Clover Large Cap strategy;
- Core International/Global Equity was replaced with the following:

CORE INTERNATIONAL/EMERGING MARKETS EQUITY

This strategy seeks to invest primarily in large, mid and small capitalization stocks utilizing a top-down investment process focused on country selection. Accounts in this strategy may encompass solely foreign investments or a combination of both foreign and domestic investments. The investment process of portfolios within this strategy utilizes a disciplined investment model for country selection that considers value, growth, macroeconomic, and technical indicators, as well as country-specific fundamental factor models used to select securities. It also utilizes a multi-factor risk model to optimize projected portfolio returns within targeted risk constraints. Foreign investments in this strategy may include both developed and/or emerging markets. Investments also may be made in currency. Portfolios may employ hedging strategies. Certain portfolios may opportunistically invest in fixed income securities. Risks for this strategy include, among others, political, economic, market, tax, credit and other risks associated with foreign investing, risks of the value of equity securities and exchange traded funds rising and falling, risks of business failure, risks related to company size, technology risks, risks of investing in derivative contracts, risks that a party to a transaction involving the portfolio will fail to meet its obligations, and risks of daily fluctuations in the value of currency, and risks of issuer default.

- International Equity was replaced with the following:

INTERNATIONAL EQUITY

This strategy seeks to invest primarily in equity securities of foreign companies located in both developed and emerging market countries. A combination of quantitative screens and fundamental analysis is used to create a portfolio of attractively valued stocks with strong industry positions and solid growth prospects. Risks for this strategy include, for example, political, economic, market, tax, credit and other risks associated with foreign investing, risks of the value of equity securities and exchange traded funds rising and falling; risks that value stocks may lag behind growth stocks in an up market, risks of business failure, risks related to company size, technology risks, risks of investing in derivative contracts, risks that a party to a transaction involving the portfolio will fail to meet its obligations, risks of daily fluctuations in the value of currency, risks of issuer default, and risks that a particular sector will underperform other sectors.

- Balanced was replaced with the following:

BALANCED/ASSET ALLOCATION

This strategy encompasses client objectives for exposure to equity and fixed income markets in tandem. Accounts include various pre-set or variable target allocations between client-defined equity and fixed income strategies of the Adviser. Accounts may have exposure to foreign securities. Accounts with pre-set allocations will rebalance to a target percent exposure on a periodic basis, based on the amount of drift from the target. Accounts with variable target allocations will adjust the exposure based on a variety of models tracking relative valuation, growth, and technical factors, along with the Adviser's macro economic forecast and stock market outlook. Allocations are established within pre-set percentage limits. The macro economic team utilizes both qualitative and quantitative research factors, based on a highly defined asset allocation framework, in combination with inputs from the equity and fixed income teams, to recommend asset class over- or under-weights. Securities held in accounts will be reflective of the equity and fixed income strategies previously noted, along with their associated risks. Risks for this strategy include, among others, stock market risk, risks related to company size, interest rate risk, issuer and counterparty credit risk, liquidity risk, leverage risk, risk of investing in noninvestment-grade securities, sector risk, risk of foreign investing, exchange-traded funds risk, risk of investing in derivatives, risk of investing in commodities, short selling risk and technology risk..

- And the following new strategy was added:

MANAGED RISK

This strategy seeks to achieve a diversified mix of investment exposure to various asset classes by investing in securities, mutual funds, ETFs and derivatives. The asset classes in which the strategy invests may include both Equity and Fixed Income investments, and may provide exposure to both domestic and foreign securities. Investments are not allocated according to a prescribed or set allocation, but instead will be dependent on the interplay of risk and return profiles of the underlying asset classes. This strategy can utilize unconstrained equity, fixed and alternative investments. The strategy also selectively employs a risk overlay intended to mitigate downside risk and/or to seek upside participation. Risks for this strategy include, among others, stock market risk, risk related to company size, risk of foreign investing, issuer and counterparty credit risk, leverage risk, exchange-traded funds risk, underlying funds risk, sector risk, liquidity risk, interest rate risk, risk of investing in noninvestment-grade securities, risk of investing in commodities, risk of investing in derivatives, short selling risk, and technology risk.

Edgewood Services, Inc., a broker/dealer affiliated with Federated Global Investment Management Corp. was deregistered as a broker/dealer in 2013. Accordingly, references to Edgewood Services, Inc. have been removed throughout our brochure, including in the following sections:

- Section A ("Relationships with Broker-Dealers") and Section C ("Relationships with Certain Related Persons") in Item 10 ("Other Financial Industry Activities and Affiliations"); and
- The Privacy Policy that is attached as an addendum to our brochure has also been updated to remove Edgewood Services, Inc.

Under Section B. ("Participation or Interest in Client Transactions") in Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") of our brochure, Federated Global Investment Management Corp. is adding a statement at the end of the second paragraph to indicate that Federated Global Investment Management Corp. may sponsor, create and manage in the future private funds or other Pooled Investment Vehicles in which client assets will be invested. Accordingly, under Section B in Item 11, please add the following sentence to the end of the second paragraph:

"Federated Global Investment Management Corp., or other Federated Advisory Companies, also may sponsor, create and manage in the future private funds or other Pooled Investment Vehicles in which client assets will be invested."

Under Section A. ("Selection Criteria for Brokers/Dealers") in Item 12 ("Brokerage Practices") of our brochure, we are updating the text to clarify the review of broker/dealer performance. Accordingly, under

Section A in Item 12, please replace the fourth paragraph under “Selection Criteria for Brokers/Dealers” with the following text:

Federated Global Investment Management Corp. has adopted written policies for brokerage allocation (Brokerage Policies), which are also part of and are periodically reviewed as part of our Soft Dollar Policy and Procedure. Senior management approves the allocation budget annually and reviews the annual budget in relation to projected and actual brokerage activity quarterly. The budget is determined with input from senior investment personnel. The performance of brokers/dealers is periodically reviewed by the applicable Chief Investment Officer (CIO) and other members of the Brokerage Practice Committee. Senior investment managers are responsible for periodically evaluating the quality and usefulness of the products and services received from or through brokers/dealers which are deemed to assist us in fulfilling our investment management responsibilities (Research Services) and/or executing clients' securities trades (Brokerage Services), subject to the limitation that such Brokerage Services are used during the period of time beginning when the trade order is transmitted to the brokers/dealers and ending with the clearance and settlement of that trade. Compliance personnel monitor the implementation of the Brokerage Policies and associated procedures.

Under Section B.1 (“Our Proxy Voting Policies and Procedures – Proxy Voting Policies”) in Item 17 (“Voting Client Securities”) of our brochure, Federated Global Investment Management Corp. is updating the third paragraph to clarify that we will not vote for any Director who has not attended at least 75% of the board meetings during the previous year. Accordingly, under Section B.1 in Item 17, please replace the third paragraph under “Proxy Voting Policies” with the following:

On matters of corporate governance, generally Federated Global Investment Management Corp. will vote for the full slate of directors nominated in an uncontested election but against any Director who has not attended at least 75% of the board meetings during the previous year; and for proposals to:

- Require a company's audit committee to be comprised entirely of independent directors;
- Require independent tabulation of proxies and/or confidential voting by shareholders;
- Reorganize in another jurisdiction (unless it would reduce the rights or preferences of the securities being voted);
- Ratify the board's selection of auditors, unless compensation for non-audit services exceeded 50% of the total compensation received from the company, or the previous auditor was dismissed because of a disagreement with the company; and
- Repeal a shareholder rights plan (also known as a poison pill).

We will generally vote against the adoption of such a plan (unless the plan is designed to facilitate, rather than prevent, unsolicited offers for the company).

Under Section B.1 (“Our Proxy Voting Policies and Procedures – Proxy Voting Policies”) in Item 17 (“Voting Client Securities”) of our brochure, Federated Global Investment Management Corp. is updating the sixth paragraph to remove the phrase “even though we typically vote against such measures in other contexts.” Accordingly, under Section B.1 in Item 17, please replace the sixth paragraph under “Proxy Voting Policies” with the following:

On matters relating to corporate transactions, we will vote proxies relating to proposed mergers, capital reorganizations, and similar transactions in accordance with the general policy, based upon our analysis of the proposed transaction. We will vote proxies in contested elections of directors in accordance with the general policy, based upon our analysis of the opposing slates and their respective proposed business strategies. Some transactions may also involve proposed changes to the company's corporate governance, capital structure or management compensation. We will vote on such changes based on our evaluation of the proposed transaction or contested election. In these circumstances, we may vote in a manner contrary to the general practice for similar proposals made outside the context of such a proposed transaction or change in the board. For example, if we decide to vote against a proposed transaction, we may vote for anti-takeover measures reasonably designed to prevent the transaction.

Certain Other Changes

Under Section B (“Our Ownership Structure”) in Item 4 (“Advisory Business”) of our brochure, we clarified that our ultimate parent company, Federated Investors, Inc., which is a public company, has two share classes, Class A Common Stock and Class B Common Stock, and that, except under certain limited circumstances, the entire voting power of Federated Investors is vested in the holder of the outstanding shares of the Class A Common Stock, which is a Voting Shares Irrevocable Trust, dated May 31, 1989 (the “Voting Trust”) for the benefit of the members of the family of John F. Donahue, the Chairman of Federated Investors’ Board of Directors.

Our affiliate, Federated Securities Corp., is withdrawing its registration as a municipal advisor. Accordingly, we have removed references to Federated Securities Corp.’s registration as a municipal advisor, and to rules applicable to municipal advisors, throughout our brochure, including in the following sections:

- Section E (“Sales Compensation”) in Item 5 “Fees and Compensation”;
- Section A (“Relationships with Broker-Dealers”) in Item 10 (“Other Financial Industry Activities and Affiliations”);
- Section A (“Arrangements Involving Receipt of Economic Benefits from Non-Clients”) in Item 14 (“Client Referrals and Other Compensation”); and
- Section C.1 (“Other Actual or Potential Conflicts of Interest - Conflicts of Interest Relating to Receipt of Compensation or Benefits, Other Than Advisory Fees”) in Item 6 (“Performance-Based Fees and Side by Side Management”).

Under Section A (“Relationships with Broker-Dealers”) in Item 10 (“Other Financial Industry Activities and Affiliations”) of our brochure, Federated Global Investment Management Corp. is updating the sixth paragraph to add Jeremy D. Boughton as an Assistant Treasurer of Federated Global Investment Management Corp.. Accordingly, under Section A in Item 10, please delete the sixth paragraph under “Relationships with Broker-Dealers” and replace it with the following:

The following management persons of Federated Global Investment Management Corp. are registered representatives of Federated Securities Corp.:

- J. Christopher Donahue, Director, Chairman
- Brian P. Bouda, Chief Compliance Officer
- Stephen J. Carl, Senior Vice President
- Steve Friedman, Assistant Vice President
- Mary Anne DeJohn, Assistant Vice President

The following management persons of Federated Global Investment Management Corp. are registered financial and operations principals of Federated Securities Corp.:

- Jeremy D. Boughton, Assistant Treasurer
- Richard A. Novak, Assistant Treasurer

Under Section C.2 (“Relationships with Certain Related Persons – Other Investment Advisers”) in Item 10 (“Other Financial Industry Activities and Affiliations”) of our brochure, Federated Global Investment Management Corp. is updating the list of Foreign Advisers to reflect a name change and a new adviser. Accordingly, under Section C.2 in Item 10, please replace the list of Foreign Advisers with the following:

Foreign Advisers

Federated International Management Limited; Federated Asset Management GmbH, Federated Investors (UK) LLP. and Federated Investors Australia PTY LTD.

Federated International Management Limited has filed as an exempt reporting adviser with the SEC.