



**R.V. Kuhns & Associates, Inc.
Form ADV Part 2A – Disclosure Brochure
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This brochure provides information about the qualifications and business practices of R.V. Kuhns & Associates, Inc. If you have any questions about the contents of this brochure, please contact us at 503-221-4200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

You can find more information about us at the SEC's website www.adviserinfo.sec.gov.

Item 2 – Material Changes

This brochure is a new document prepared according to the SEC's new Form ADV requirements. As such, this brochure is materially different in structure and includes certain new information that our previous Form ADV Part II did not require. In the future, this Item 2 will be used to provide clients with a summary of material changes that are made to the brochure since the last annual update.

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Item 4 – Advisory Business

The Company

R.V. Kuhns & Associates, Inc. ("we", "us" or "R.V. Kuhns") is an SEC-registered investment adviser.¹ Since we were founded in 1985, we have focused solely on providing investment consulting to institutions, including public and corporate pension plans, defined benefit and defined contribution plans, Taft-Hartley funds, endowments and foundations, insurance companies and other business entities, as well as select high-net-worth individuals and families.

We are owned entirely by our employees. Our principal owners are Rebecca A. Gratsinger, our Chief Executive Officer, and Scott P. Gratsinger, our Chief Information Officer.²

Consulting Services

Cornerstones of Our Consulting Philosophy

Integrity – We seek to deliver objective, informed and unbiased advice. Our advice must be free of conflicts of interest and even the appearance of bias. We do not provide services to any outside investment manager or brokerage firm. We focus solely on the consulting needs of our broad and varied client base. We offer no "in house" asset management products nor will we accept anything of any value from asset management firms or other vendors we may be asked to evaluate for our clients.

Capability – We maintain a working knowledge of the full scope of industry issues so that we offer useful services and sound advice from a grounded perspective. In a complex and volatile environment, success comes from having a solid understanding of the dynamics and the sustained capability to anticipate changes and adapt to them. We systematically challenge ourselves to renew our collective thinking about each client's needs and marketplace trends so that we can offer innovative solutions as well as evaluation and reporting.

Client Service – We focus exclusively on our clients. Each client relationship is forged and maintained as a long-term commitment to provide solutions that maximize investment outcomes. Our belief is that proactive consulting is the best method of assuring that our clients' unique needs are matched to the best of a range of possible solutions. A thorough understanding of our clients' needs through close coordination and continuous collaboration enables us to develop and help our clients implement creative investment solutions.

¹ Registration as an investment adviser does not imply a certain level of skill or training.

² The shares owned by Mr. and Mrs. Gratsinger are combined for this determination. SEC rules state that shares owned by one spouse are also beneficially owned by the other spouse.

Description of Services

Strategic investment consulting is our only business. We provide a wide range of services and products, including:

- investment policy development and monitoring
- asset allocation studies
- asset/liability studies
- investment manager search and recommendations
- manager structure analysis
- trust/custody evaluation and search
- defined contribution plan evaluation
- performance analysis and monitoring
- alternative assets reporting
- public pension fund universe analysis
- client education
- special projects and enhanced reporting

Investment Policy Development and Monitoring – The development of client-specific investment policies is a critical step in tailoring our services to meet specific client needs. See the discussion in this Item 4 under "Tailored Advisory Services" for further information on this service.

Asset Allocation Studies – An asset allocation study is a strategic planning tool used to assist clients in optimizing the balance between portfolio risk and return. Through these studies, we provide our clients with portfolio configurations that help them balance their primary objectives of maximized return and low volatility.

Asset/Liability Studies – By modeling a pension, endowment, or insurance portfolio in actuarial software, we are able to test asset mixes for their ability to satisfy the client's liabilities. The product of an asset/liability study is the identification of investment portfolios that are most likely to meet an institution's unique expected future cash outflows or spending needs while minimizing the risk that those needs will not be met.

Investment Manager Search and Recommendations – We seek to match client objectives with appropriate investment managers. We have extensive experience in evaluating the vast universe of traditional and alternative asset investment managers. Our process combines rigorous quantitative evaluations, which are complemented by an experienced perspective of qualitative factors.

Manager Structure Analysis – We provide clients with analysis explaining how selections and weightings of individual managers collectively tilt a portfolio toward particular investment styles, sectors or capitalization biases.

Trust/Custody Evaluation and Search – We evaluate custodians based on the services required by a client and the best cost available for providing those services. We work with clients to develop monitoring criteria and have created a service-delivery tracking tool to objectively assess custodian performance.

Defined Contribution Plan Evaluation – We evaluate participant-directed defined contribution plans to determine whether the plan utilizes appropriate investment alternatives and has adequate record-keeping services and communication plans.

Performance Analysis and Monitoring – Our clients receive Investment Performance Analysis reports that describe and analyze the performance of the client's investment managers and total assets. These reports aggregate data from multiple managers into a single report, supply analytical depth not found in quarterly reports provided by managers or custodians, place manager and total-portfolio returns in the context of peer universes and broad-market benchmarks, and provide an independent evaluation of manager performance. Further information on these reports can be found in Item 13 below.

Alternative Assets Reporting – We developed a proprietary performance monitoring and reporting tool that provides our clients with customizable analyses of their exposure to alternative investments such as private equity and real estate.

Public Pension Fund Universe Analysis – We produce a comprehensive analysis of public pension funds semiannually. The analysis compares asset allocation, performance, fees and actuarial comparative data from over 75% of U.S. public pension funds with combined assets in excess of \$1.75 trillion. We have the ability to customize this report to include any subset of the universe in order to provide the most appropriate peer comparison available.

We also produce a survey of investment professionals' compensation at large public funds. This analysis compares average base salary and ranges, total potential compensation, years at fund/experience required as well as fund assets under management, internal vs. external management for each asset class, allocation of staff by asset class and title, professional certifications and turnover rate, and cost of living by geographic area.

Client Education – All of our consultants have experience developing and conducting educational seminars for clients with varying levels of investment knowledge. Seminars range in length from half an hour to two days and have been presented to investment staff, retirement-plan participants, and the boards overseeing investment pools. These seminars have covered topics such as fiduciary responsibility, asset allocation concepts, appropriate manager structure, the benefits of active vs. passive management, the benefits and risks of financial investing, and investments in alternative asset classes.

Special Projects and Enhanced Reporting - Our special projects team actively focuses on the next generation of client reporting and on investment operations efficiencies. Our customized reports allow clients to access and more fully understand the information central to their decisions and operations, even in situations with unique characteristics. We welcome specialized

and challenging projects that help our clients better understand their portfolios and the general investment climate.

In Item 8 below, you will find further information on the methods of analysis and strategies we use in providing the following services:

- asset allocation studies
- asset/liability studies
- investment manager search and recommendations
- trust/custody evaluation and search
- defined contribution plan evaluation
- alternative assets reporting

Tailored Advisory Services

General

Our recommendations and reports are client-specific, individually tailored, comprehensive and understandable. We believe that usefulness is a critical dimension of service quality, and that technological resources and industry knowledge have limited value until they are translated into information in a form that the client finds helpful. Our goal is to take our clients through a systematic process of clarification of objectives, analysis of the total risk/return consequences of current and alternative strategies, and coordination of any indicated changes.

Investment Policy Statement

We believe that the development of an investment policy statement (the "Policy") is one of the most important aspects of our client services. The Policy describes the procedures that will be followed to manage the clients' investment funds. It is a process-driven document that aims to protect the interests of the beneficiaries of the investment funds. The Policy not only documents a client's investment goals, but also sets a process for implementing these goals. Accordingly, we spend considerable time with all our clients ensuring that Policies are up-to-date and are being followed.

The Policy typically:

- identifies the responsible fiduciaries and articulates the clients' role
- documents the history, structure and mission of the assets
- establishes criteria for selecting investment managers
- sets investment performance objectives and risk parameters
- details risk tolerance and posture
- determines performance measurement standards (such as benchmarks) and establishes an effective review procedure
- describes the review process

In the developing Policies, we keep our clients abreast of industry practices, reasonable guidelines, and completeness of the Policy. We ensure that the Policy reflects the culture and objectives of the client, not solely the philosophy of the consultant.

We may also conduct reviews with respect to ongoing compliance with the Policy. We can produce these reviews quarterly as part of a client's portfolio performance evaluations, as discussed in Item 13 below.

Suitability

In recommending managers or investments, we provide each client investment advice that we believe suits their financial situation, investment experience, investment objectives, risk tolerance and other circumstances that we consider relevant. In determining suitability, we will:

- obtain sufficient information regarding a client's financial situation, investment experience, investment objectives and other information necessary to provide suitable advice regarding their assets
- share with clients reasonable expectations about the probabilities of investment returns over longer, full-market cycles
- give appropriate consideration to a client's particular facts and circumstances

In addition, because a client may impose reasonable restrictions on the investment of their assets, we determine whether our recommendations are consistent with any such restrictions. Before agreeing to any investment restrictions, we determine whether the proposed restriction would impede our ability to serve the client.

Recommendation of Specific Investments

Each client's investment managers and the managers of investment funds in which the client is invested recommend and/or effect investment decisions for the client with respect to individual equity and fixed-income securities. We do not make recommendations with respect to individual equity or fixed-income securities.

In making manager recommendations, we sometimes recommend specific limited partnership and limited liability company investment funds (e.g., real estate, commodities, private equity and hedge funds of funds) and other investment vehicles. Such investment vehicles invest in a wide range of securities. We also may recommend that clients invest assets in specific exchange-traded funds ("ETFs").

Assets We Consult To

As a consulting business, we do not manage any client assets. However, as of the date of this brochure, we consult to more than \$900 billion of client assets.

Item 5 – Fees and Compensation

Amount of Our Fees – General Consulting Services

All of our revenue comes from investment consulting. We normally charge an annual flat retainer fee covering all proposed consulting services for a client, including our travel expenses. However, there are exceptions to our all-inclusive fee. For example, we typically charge separate fixed fees to conduct full system asset/liability studies and custodian searches.

To account for inflation, we may adjust our retainer fees after a number of years, as specified in our agreement with each client. Fees are adjusted typically by the greater of 3% or the inflation rate as measured by the Consumer Price Index.

Charges for services depend on several factors, including the:

- total investment assets of the client
- number of investment managers engaged
- complexity of the client relationship
- number, nature and size of accounts
- frequency of meetings we are expected to attend each year
- range of services required
- location of the client

We do not have a standard fee schedule. Instead, fees are negotiable based upon the above factors and the needs of each client. Occasionally, a client may choose to pay an asset-based percentage fee for our consulting services.

Amount of Our Fees – Special Projects

As discussed in Item 4 above, we are available for special projects if full-service consulting is not desired or required. Our total fees for a project would be negotiated, based on factors such as the scope of the project, the degree to which the client wants the services customized, the client's relationship with our other clients, and the nature and size of the account. We may charge a fixed fee or hourly rate for a specific consulting project. Travel and other out-of-pocket expenses related to the project may be billed to the client separately, as specified in the client agreement.

Payment of Our Fees

We invoice clients for services quarterly. You generally pay our fees quarterly in arrears. If you choose to pay for our services in advance, any unearned fees will be refunded on termination of the client agreement, based on the portion of the quarter during which we provided services. We do not deduct fees from your account.

Other Fees

If you retain an investment manager we recommend for you, you will pay fees to that manager. Those fees are described in the applicable investment management agreement, and they are not shared with us. In the course of investing through other managers, you will also incur brokerage and other transaction costs for the purchase and sale of securities. Those fees depend on the brokerage practices of the particular manager. As described in Item 12 below, we do not recommend or select brokers to execute client securities transactions, but we may recommend that clients use the custodial or transition management services of certain brokers.

In making manager recommendations, we sometimes recommend specific limited partnership and limited liability company investment funds (such as real estate, commodities, private equity and hedge funds of funds) and other investment vehicles (such as ETFs). If you have assets invested in such funds, you will incur fees in addition to our fees. For example, you may incur a commission or transaction fee when the investment is purchased, and you will incur an annual management fee payable to the manager of the fund. Fees for investment in such funds are described in the applicable fund's disclosure documents. Such fees are not shared with us. We evaluate the relative annual costs of such investments as a part of our recommendation process.

You could invest in any of these investment vehicles directly, without our services. In that case, you would not receive the services we provide, which are designed in part to help you determine which, if any, funds are best suited to your financial condition and objectives. You should review the fees charged by the funds and our fees to fully understand the total amount of fees you will pay and to evaluate the consulting services we provide.

No Compensation from Sales of Securities

R.V. Kuhns and its employees do not receive compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds or other investment vehicles.

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

R.V. Kuhns and its employees do not receive "performance-based fees" (fees based on a share of capital gains on or capital appreciation of your assets).

Item 7 – Types of Clients

We generally provide consulting services to the following types of clients:

- pension and profit-sharing plans
- foundations, endowments and other charitable organizations

- corporations and other businesses
- state and municipal governmental entities
- individuals, including their trusts, estates, individual retirement accounts (IRAs) and self-directed 401(k) accounts

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

Methods of Analysis and Investment Strategies

As indicated in Item 4 above, this Item 8 describes the methods of analysis and strategies we use in providing the following services:

- asset allocation studies
- asset/liability studies
- investment manager search and recommendations
- trust/custody evaluation and search
- defined contribution plan evaluation
- alternative assets reporting

Asset Allocation Studies

Assumptions regarding the future levels of risk, return and correlation among asset classes are derived through a comprehensive review of historical data, combined with a quantitative and qualitative examination of current market conditions. This review process leads us to what we believe are reasonable long-term, forward-looking assumptions.

We analyze historical relationships, such return and risk premiums and also examine current factors, such as valuations, interest rates, default rates and credit spreads in the assumptions-setting process. We prefer to use conservative assumptions that portfolios are more likely to meet or exceed rather than overly optimistic expectations.

Based on the expected return, risk, and correlations for each asset class, our asset allocation studies allow for the construction of an “efficient,” or return-maximizing, portfolio of asset class investments at each given level of portfolio volatility, using mean/variance optimization techniques.

To stress-test the expected performance of a portfolio, we also employ a Monte Carlo simulation model. Our Monte Carlo simulation uses a random sampling of asset class returns, based on a non-normal (downside log-stable, or “left fat-tailed”) distribution of returns, to create several thousand estimates of portfolio performance. Through the process of Monte Carlo simulation, we are better able to ascertain the real-world probability of achieving various return targets over time.

Asset/Liability Studies

The relevant characteristics of plan liabilities are factored in through the use of specialized software. The data from an actuarial valuation report is modeled including the following information: benefit formulas, interest rates, inflation rates, demographics and actuarial assumptions on mortality rates, withdrawal rates, disability rates and retirement rates. The relevant asset classes are entered into the model with their capital market assumptions (that is, expected return, standard deviation and correlations). We test several efficient asset mixes, as well as the current asset mix. We also consider the correlation of these assets with the factors that affect liability growth. Primarily, this includes the correlation of the asset classes with interest rates and inflation rates.

We then model each asset mix alternative using a Monte Carlo simulation methodology in the context of the liabilities. The result displays the performance of the plan under a wide range of market conditions. We are then able to analyze the results of the projections, such as the probability of remaining funded and the potential range of future contributions. We use these results to analyze each portfolio for its ability to satisfy the goals and constraints of the client, such as a desired growth in funded ratio while minimizing the probability of required contributions.

Investment Manager Search and Recommendations

As described in Item 4 above, we do not make recommendations with respect to individual equity or fixed-income securities. Those decisions are made by each client's investment managers and/or the managers of investment funds in which the client is invested.

In making recommendations as to which investment managers and in which investment funds our clients should invest, we perform extensive research and evaluation. Our dedicated Investment Manager Research Department leads this process, gathering and analyzing information obtained from:

- personal and/or telephone interviews with managers
- manager databases
- industry publications
- other resources

We then consider rigorous quantitative factors, which are complemented by our experienced perspective on qualitative factors. Our research team ranks all managers we are evaluating based on the quality of the firm, product, process, investment professionals, and historical performance. Once managers and funds meet our initial requirements, further analysis is performed through a formal interview process of key investment professionals, including onsite visits with managers.

Trust/Custody Evaluation and Search

We evaluate custodians through an in-depth questionnaire and a request for fee proposal, which we provide to various custodians. We then summarize our results into a search report for the client. Our "Compliance-Trak" system provides accurate, real-time monitoring and reporting of a custodian's accuracy, service level, and responsiveness to the client. We review contractual obligations and work with both the client and custodian to develop a meaningful and objective set of service standards for periodic evaluation. Once the key elements of service delivery are identified, they can be readily tracked on a custom application we have developed to deliver ready access to service delivery information. This information is used to provide objective figures for custodian reviews.

Defined Contribution Plan Evaluation

Our evaluation of defined contribution plans centers first on the level of investment and fee flexibility present within the plan administration and recordkeeping agreements utilized by the plan. We follow this approach because defined contribution plan investments are frequently constrained by the administrative structure employed by the plan. In addition to evaluating the quality of the administrative structure, services, and fees, we conduct a comprehensive evaluation of the quality of the investment choices provided by the plan. This includes evaluation of each option on its own merits, in addition to how each option acts in a complementary structure.

Upon completion of this sequential analysis, we can provide recommendations regarding potential options for improving the plan, including any changes related to bundling of investment and administrative functions.

Alternative Assets Reporting

As discussed in Item 4 above, we have developed a performance monitoring tool that analyzes clients' exposure to alternative investments such as private investment funds. We supplement traditional performance measurement methodologies with a multi-faceted review of performance metrics to make a relevant performance assessment. The highlight of this analysis is our custom benchmark return, which replaces the potentially inappropriate iterative discount rate assumed by the internal rate of return calculation with a custom benchmark hurdle rate. This allows a relevant comparison to be made between the investment and its benchmark index.

Risks Associated with Our Methods of Analysis and Investment Strategies

General Risks

All investments in securities include a risk of losing your principal (invested amount) and any profits that you have not realized. You should be prepared to bear that risk. As you know, stock markets and fixed-income markets fluctuate substantially over time. In addition, as recent

global and domestic economic events have shown, the performance of any investment is not guaranteed.

Our agreement with you states that we are not liable to you for any loss you suffer because of the performance, either historical or prospective, of any investment manager or investment we recommend for you. Nevertheless, nothing in our agreement with you constitutes your waiver of any legal right under applicable federal or state securities laws or any other law whose applicability may not be waived through contract. If there is a discrepancy between the information in this brochure and your agreement with us, your agreement will supersede.

Risks Associated with Asset Allocation Recommendations

The primary risk of our asset allocation recommendations is that a specific asset class (such as equity, fixed-income, alternative investments and cash), and correspondingly your portfolio, does not perform as expected in our capital market assumptions. Another risk of our asset allocation recommendations is that you may not participate in sharp increases in a particular asset class, industry or market sector. There is also risk that the ratio of your investments will change over time due to securities and market movements and, if not rebalanced, will no longer be consistent with your investment policy statement.

Risks Associated with Our Manager and Fund Recommendations

We generally recommend that you invest your assets with multiple independent investment managers or in certain ETFs or other funds. Our manager and fund recommendations include the following risks:

- *A Manager or Fund May Underperform and You May Experience a Loss* – An investment manager's or fund manager's judgment about the attractiveness, value and potential appreciation of a particular security may be incorrect, and there is no guarantee that the securities selected by the manager will perform as anticipated. For these and other reasons, the manager may not be able to replicate their previous success in future periods. Past performance is no guarantee of future results. As a result, there is a risk of loss of the assets managed by any given manager that is out of our control. We cannot guarantee any level of performance or that you will not experience a loss in your assets.
- *A Manager May Deviate from their Stated Investment Strategy* – Because we do not control the underlying investments in a manager's portfolio or fund, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio or fund, making it a less suitable investment for you.
- *A Manager May Not Have Adequate Internal Controls* – Because we do not control a manager's daily business or compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

- *A Manager's Strategy May Involve Additional Risks* – Managers and funds face risks based on the strategy they implement or the investments they select. For example, foreign securities face additional risks due to political and socioeconomic developments abroad, as well as due to differences between U.S. and foreign currency and regulatory practices. Another example would be a sector stock fund that invests in a single industry, such as telecommunications. Its value could decline due to developments in the industry even if its investments are sound.
- *Information We Relied on May Prove to be Inaccurate* – When we develop our recommendations, we rely on information provided by managers and funds, third parties that review managers and funds, and other sources of information. We rely on the assumption that such information is accurate and unbiased. While we are alert to indications that data may be incorrect, there is a risk that our analysis may be compromised by inaccurate or misleading information.

Risks of Private Fund Investments

Managers may invest your assets in private investment funds, or we may recommend that you invest in specific private funds. If so, you face the following risks:

- *Your Investment Will Not Be Liquid* – Because there is no public market for investments in private funds, such investments are not liquid. In addition, investors in private funds generally are contractually and legally restricted from transferring or redeeming such securities. Therefore, holders of such securities may be required to bear the financial risk of their investments for an indefinite period of time.
- *Many Assets Held by Private Funds Are Illiquid* – Because many assets held by private funds are illiquid, such funds may realize losses on unsuccessful investments before they realize gains on successful investments. The full return of capital and the realization of gains, if any, on an illiquid asset likely will occur only on the partial or complete disposal of the asset. In addition, income from some investments will not be realized until several years after the fund acquired the investment.
- *Valuation Risks* – Initial and additional investments in a private fund, redemptions from such a fund, and the calculation of the fund's management fees are based on the fund manager's estimated value of the fund's total assets at the time of the investment, redemption or management fee calculation. Many assets held in private funds are illiquid and, therefore, have no readily ascertainable fair market value. Therefore, to the extent of a fund's illiquid assets, investors in the fund bear the risk that the fund manager's determinations of fair market value are not correct.

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. R.V. Kuhns has no legal or disciplinary events to report.³

Item 10 – Other Financial Industry Activities and Affiliations

We are obligated to disclose if we, any of our "supervised persons" (meaning our employees and independent contractors), or any of our affiliates are involved in other financial industry activities, such as those of a broker-dealer, pooled investment vehicle, or sponsor of limited partnerships or limited liability companies. We do not have any other financial industry activities or affiliations to report to you. In fact, we are not affiliated with any other company. However, if there are any aspects of your consulting needs that fall outside of our areas of expertise, we may engage an independent consultant to address those aspects only.

We are also obligated to disclose if we receive compensation from other advisers for recommending or selecting those advisers for you. We do not receive any compensation from other advisers.

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

Code of Ethics

We have adopted a code of ethics that applies to all our supervised persons. Each of them must comply with our code of ethics as a condition to working with us. Our Chief Compliance Officer (our "CCO") administers and enforces our code of ethics.

Our code of ethics requires our supervised persons to:

- comply with applicable federal and state securities laws
- conduct themselves with integrity and act ethically in their dealings with the public, clients and professional associates
- fulfill their duty of loyalty by acting solely in our clients' best interests
- strive to provide long-term client satisfaction
- disclose any actual or potential conflict of interest

³ We note that registered advisers are required to report, in Part 1A of Form ADV, all disciplinary events regardless of whether they are material. R.V. Kuhns has no disciplinary events of any kind to report.

- adhere to our policies limiting the giving or receiving of gifts and business entertainment
- adhere to our policies limiting the giving of political contributions
- report any violation of our compliance manual to our CCO as soon as possible
- submit reports of securities beneficially owned by them and their related persons, and submit reports of securities transactions by them and their related persons, subject to certain permitted exceptions
- receive the approval of our CCO before investing in private placements, initial public offerings or securities issued by any of our clients

Our clients or prospective clients may request a copy of our code of ethics by contacting our CCO at 503-221-4200 or the address on the cover page of this brochure.

Participation or Interest in Client Transactions and Personal Trading

As described in Item 4 above, we do not make recommendations with respect to individual equity or fixed-income securities, but we may recommend that clients invest assets in specific exchange-traded funds ("ETFs"), limited partnership and limited liability company investment funds, and other investment vehicles.

We and/or our supervised persons may: (a) buy or sell the same securities we recommend for your account; or (b) buy or sell the same securities we recommend for your account and engage in the transaction at the same time. As a result, a conflict of interest may arise between you and us (or one of our supervised persons) if there is limited availability of a certain opportunity. To address that potential conflict, we and our supervised persons may not invest individually in any investment opportunity if doing so would cause the desired investment of any qualified client to be reduced.

We do not recommend securities for your account if we and/or one of our supervised persons have a material financial interest in the issuer or the securities.

Item 12 – Brokerage Practices

Selection of Brokers for Custodial Services

We generally do not recommend or select brokers to execute client securities transactions. However, we may recommend that clients use the custodial or transition management services of certain brokers. We make those recommendations based on the following factors:

- capability and experience with respect to services sought
- competitive rates

- the level of efficiency and professionalism of services
- past operating history and reputation
- other factors we consider relevant

See Items 4 and 8 above for a full discussion of our custodian evaluation services.

Allocation Policy

We have adopted an allocation policy that applies to all investment opportunities offered to our clients in which there is limited availability, such as investments in certain private fund investments (each, an "Investment Opportunity"). Our allocation policy requires us to:

- (1) allocate Investment Opportunities fairly and equitably among appropriate clients; and
- (2) provide consistent treatment of clients with similar investment objectives and guidelines to the extent practicable.

In the typical situation, we use reasonable efforts to make Investment Opportunities available to as many qualified clients as possible with allocations on a pro rata or other equitable basis. However, our allocation policy also recognizes that:

- a client may ask us to locate a particular Investment Opportunity with specified characteristics and, if such an investment is located, other clients would generally not be able to participate in the Investment Opportunity
- some clients may be offered Investment Opportunities by third parties that are not offered to other clients (for example, follow-on investments offered only to existing investors in a particular fund)
- some clients may not be qualified or suited to invest in certain Investment Opportunities (e.g., because of the client's liquidity requirements or because the Investment Opportunity does not fit within the client's asset allocation targets or is otherwise unsuitable for that client)

Item 13 – Review of Accounts

We perform portfolio evaluations monthly, quarterly, or semi-annually, depending on what the particular client specifies. Our Investment Analysts initially review client reports, and our Associates and Consultants conduct final reviews.

Our written reports generally contain portfolio performance evaluations of the client's asset managers, including managers of funds in which the client is invested. We prepare customized versions of the following reports, depending on what the client requires:

- *Performance Analysis.* Our performance analysis compares portfolio results to investment expectations and appropriate benchmarks and ranks the performance of the fund's investment managers relative to their peers. Our reports also include

an analysis of the current capital market environment, key risk metrics, portfolio characteristics, and performance attribution.

- *Monthly Investment Performance Summary.* At the request of the client, we provide monthly asset allocation and performance summaries.
- *Investment Policy Review.* As discussed in Item 4 above, we can review the compliance of a client's portfolio with respect to their Policy. In these reviews, we monitor whether investment managers are in or out of compliance with the client's Policy guidelines and performance expectations, whether the client's investments are in compliance with the client's asset allocation guidelines, and whether the client is accomplishing its investment objectives.

Item 14 – Client Referrals and Other Compensation

We must disclose if someone who is not a client provides an economic benefit to us for providing consulting services or if we compensate any third party for referring clients to us. We have no such arrangements.

Item 15 – Custody

We do not provide custodial services to our clients. Your assets must be held by a bank, registered broker-dealer or other "qualified custodian." You will receive statements directly from your custodian at least quarterly. We urge you to carefully review the custodial statements and compare them to the reports we send you and that your investment managers send you. The information in those reports may vary from your custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 – Investment Discretion

We must disclose if we have discretionary authority to manage client assets. As strategic investment consultants, we do not have discretionary authority to manage any client assets.

Item 17 – Voting Client Securities

We do not have authority to vote client securities. Accordingly, we have not adopted a proxy voting policy. Clients will receive proxies or other solicitations directly from their custodian. We do not provide advice with respect to particular securities solicitations.

Item 18 – Financial Information

We must disclose any financial condition that could impair our ability to meet our contractual obligations to you. We must also disclose if we have ever been the subject of any bankruptcy proceeding within the last 10 years.

We have no such financial condition to disclose to you, and we have never been the subject of any bankruptcy proceeding.