

**ITEM 1  
COVER PAGE**

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**PART 2A OF FORM ADV: FIRM BROCHURE**

**BARCLAYS CAPITAL FUND SOLUTIONS – AMERICAS**

March 2011

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*This brochure (this "Brochure") provides information about the qualifications and business practices of Barclays Capital Fund Solutions – Americas ("BCFS-Americas"), a unit of Barclays Capital Inc. ("BCI"). If you have any questions about the contents of this Brochure, please contact us at 1-877-247-6070. 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.*

*Additional information about BCFS-Americas also is available on the SEC's website pursuant to BCI's registration with the SEC at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

*Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

## **ITEM 2**

### **MATERIAL CHANGES**

BCFS-Americas is required to identify and discuss any material changes made to its Brochure since the last annual update. This Brochure is BCFS-Americas' first Form ADV Part 2A submitted to the SEC pursuant to amendments made to certain rules promulgated under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and the form formerly known as Form ADV Part II. BCFS-Americas previously provided to its clients a Form ADV Part II dated 2010 (the "Old Part II"), which was used as a basis for certain disclosure provided in this Brochure.

Differences between the Old Part II and this Brochure are generally attributable to the new disclosure rules and the new form, and not to any material changes in the qualifications or business practices of BCFS-Americas. Accordingly, there are no material changes to report. If BCFS-Americas makes any material changes to this Brochure, this section will be revised to include a summary of such changes.

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## **ITEM 4**

### **ADVISORY BUSINESS**

#### **A. General Description of Advisory Firm.**

BCFS-Americas is an investment advisory unit of BCI, a Connecticut corporation. BCI is an indirect, wholly-owned subsidiary of Barclays Bank PLC ("BBPLC"), a bank organized in England and Wales and a wholly-owned subsidiary of Barclays PLC. BCFS-Americas commenced operations in 2009, with its principal office and place of business being 745 Seventh Avenue, New York, NY 10019, United States of America.

#### **B. Description of Advisory Services.**

BCFS-Americas will sponsor and serve as an investment adviser with discretionary trading authority to private pooled investment vehicles, the securities of which are offered to investors on a private placement basis (each, a "Fund" and collectively, the "Funds"). The Funds currently include (1) Barclays Capital GTAA Fund, LLC, a Delaware limited liability company (the "Domestic Fund") and (2) Barclays Capital GTAA Fund, Ltd, a Cayman Islands exempted company (the "Offshore Fund", and together with the Domestic Fund, the "GTAA Fund"). The Offshore Fund invests substantially all of its assets in the Domestic Fund. If other Funds are established in the future, such Funds are expected to have distinct assets and liabilities and will invest in accordance with their respective investment strategies. The terms common to the interests or shares (the "Interests") of all Funds are set forth in the BCFS-Americas HF Platform Document (the "Platform Document") and the terms and risk factors relating to specific Funds are and will be set forth in supplements to the Platform Document provided to investors interested in investing in a Fund.

In addition, BCFS-Americas serves and will serve as the investment adviser with discretionary trading authority to separately managed accounts (the "SMAs").

BCFS-Americas also serves and will serve as a sub-adviser providing non-discretionary investment advice with respect to separately managed accounts, collective investment trusts or private funds ("Sub-Advised Funds") managed by other investment advisers (the "Managing Advisers").

As used herein, the term "Client" refers to each of the Funds, the Sub-Advised Funds and the beneficial owners of the SMA's.

BCFS-Americas will provide a broad range of specialist investment services based on managed quantitative and fully discretionary strategies with a particular focus on cross asset liquid alpha and enhanced beta returns. BCFS-Americas' main investment approach is based on allocating among multiple asset classes and assets. The strategies employed by BCFS-Americas are adaptive to changes in the investment environment and attempt to take advantage of certain market conditions ("Tactical Asset Allocation Strategies"). BCFS-Americas aims to deliver multi-asset class performance with flexibility to access new asset classes as they emerge, and aims to provide Clients with customized investment advisory products and services. Please refer to Item 8 for a more detailed description of Investment Adviser's investment strategies as well as the securities, and other instruments purchased by Clients under the management of BCFS-Americas.

C. Availability of Customized Services for Individual Clients.

Please refer to Item 16 below.

D. Wrap Fee Programs.

BCFS-Americas does not participate in wrap fee programs.

E. Assets Under Management.

As of February 28, 2011, BCI had assets under management of approximately \$8,351,311,784, of which \$2,876,733,297 was managed on a discretionary basis and \$5,474,578,487 was managed on a non-discretionary basis. This amount includes the advisory services provided by BCFS–Americas. As of February 28, 2011, BCFS-Americas had approximately \$76,673,280 under management, of which \$50,584,880 was managed on a discretionary basis and \$26,088,400 was managed on a non-discretionary basis.

## ITEM 5 FEES AND COMPENSATION

### A. Advisory Fees and Compensation.

The fees applicable to (i) each Fund are set forth in detail in each respective Fund's offering documents, (ii) each SMA are set forth in detail in each respective SMA's investment management agreement and (iii) the Sub-Advised Fund are set forth in detail in each respective sub-advisory agreement. A brief summary of such fees is provided below.

#### 1. Funds

BCFS-Americas will be entitled to be paid a management fee (the "Management Fee") periodically in arrears, typically on a monthly basis. The Management Fee will be equal to a percentage (up to 2% per annum) of the balance of each investor's capital account or the net asset value of each series or sub-series of shares of the Fund as of the end of each period. The Management Fee will be calculated prior to giving effect to any subscriptions or redemptions or the payment of any Performance Fee (as hereinafter defined). In addition to the Management Fee, at the end of each Performance Fee period, the termination of the relevant investment management agreement or upon any redemption of an Interest, BCFS-Americas may be entitled to the payment of a fee (typically quarterly or annually or as BCFS-Americas may determine in its discretion, at a rate up to 15% per annum) based on the positive performance (if any) of the Fund or a capital account therein or a series or sub-series of shares thereof during that period (the "Performance Fee"). The Performance Fee payable to BCFS-Americas may be limited to gains in excess of the highest net asset value of the relevant Fund or series or sub-series of shares thereof or the greatest balance of a capital account therein, as of the end of the last performance fee period in respect of which such fee was paid. BCFS-Americas, in its discretion, may waive, reduce, rebate or pay over all or a portion of the fees payable to it. Management Fees in respect of subscriptions (including initial subscriptions) or redemptions other than as of a dealing day will typically be prorated as appropriate. Fees of a Fund that invests in another Fund managed by BCFS-Americas may be offset.

#### 2. SMAs

Unless the relevant investment management agreement for the SMA provides otherwise, BCFS-Americas will be entitled to receive a management fee (the "Account Management Fee") that is payable periodically in arrears. The Account Management Fee, which is expressed as a percentage of net assets under management or as a percentage of notional exposure, as agreed on a case-by-case basis by BCFS-Americas and the Client, will vary for each SMA depending on, among other things, the type and size of the Account Assets, the size and number of trades anticipated to be executed for the Account Assets and the particular strategy being employed. In addition to the Account Management Fee, at the end of each relevant performance fee period, BCFS-Americas may be entitled to the payment of a fee based on the positive performance (if any) of the SMA during that period. Fees and expenses for SMAs will be negotiated on a case-by-case basis, and will be set forth in the applicable investment management agreement with the applicable SMA.

### 3. Sub-Advised Funds

Fees and expenses for sub-advisory arrangements will be negotiated on a case-by-case basis, and will be set forth in the applicable sub-advisory agreement with the applicable Managing Adviser.

#### B. Additional Fees and Expenses.

Each Fund bears its own expenses, including, without limitation, the Management Fee and Performance Fee, organization and initial offering costs, transaction fees (meaning any fees and expenses incurred in buying and selling securities or other investments held by a Fund, e.g., brokerage costs and commissions and correspondence fees for transferring securities or investments or other interests), extraordinary expenses (including, without limitation, expenses relating to litigation or indemnification costs and any tax, levy, duty or similar charge imposed on such Fund or its assets that would otherwise not qualify as ordinary expenses), fees and expenses to the Fund's administrator, custodian and other service providers, and other administrative expenses include but are not limited to: registration costs; license fees payable to license holders of an index; expenses for legal and auditing services; marketing and distribution costs; costs incurred in respect of the distribution of income to members; the fees and expenses of any paying agent or representative appointed in compliance with the requirements of another jurisdiction; any amount payable under indemnity provisions contained in the constitutional documents or any agreement with any appointee of a Fund; foreign registration fees and fees relating to the maintenance of such registrations including translation costs and local legal costs and other expenses due to supervisory authorities in various jurisdictions and local representatives' remunerations in foreign jurisdictions; insurance; interest; the costs of printing and distributing the Fund's offering documents and any costs incurred as a result of periodic updates of the same, reports, accounts and any explanatory memoranda, any necessary translation fees, any fees in respect of circulating details of the net asset value and such other information which is required to be published under applicable laws or regulations may also be paid out of the assets of the Fund. Each Fund will also bear a *pro rata* portion, based on the relative net asset value of the relevant Fund, of the operational and administrative costs of the HF Platform under which such Fund is launched, including, but not limited to, legal expenses, external accounting, audit and tax preparation expenses, any taxes, filing fees, fees and expenses of the administrator and expenses relating to the offer and sale of Interests.

Clients may bear fees or charges in addition to the Account Management Fee and Account Performance Fee in connection with their SMAs for certain transactions, including execution costs relating to portfolio transactions (including transactions executed by BCI). These additional fees and charges may include brokerage commissions, taxes, custodian fees, accounting fees and expenses and any other transaction-related or account expenses. Trades involving securities, other instruments and products that are generally traded on a principal basis may be executed by BCI, BBPLC, their respective affiliates or by other dealers (subject, in each case, to compliance with all applicable laws and applicable BCFS-Americas procedures). Dealers executing principal trades typically include a "mark-up" or "spread" in the net price at which the transaction is executed. As a result, such trades will include the payment of mark-ups or similar compensation to such dealers. Any SMAs carrying a debit balance will be charged an interest fee on debit balances carried at the third party custodian, at such custodian's standard rate (with the charges generally billed directly to the Client). Please refer to Item 12A for further details regarding brokerage practices.



C. Additional Compensation and Conflicts of Interest.

Neither BCFS-Americas nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products. BCI accepts or may accept compensation for the sale of securities or other investment products as further detailed in Item 10B.

**ITEM 6**  
**PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

BCFS-Americas and its affiliates accept performance-based fees ("Performance Compensation") from some but not all Clients that trade side-by-side and the percentages upon which such fees are calculated may vary from one Client to the next. The variation of Performance Compensation structures among Clients may create an incentive for BCFS-Americas to direct the best investment ideas to, or to allocate or sequence trades in favor of, Clients that pay Performance Compensation (or pay higher Performance Compensation relative to another Client).

BCFS-Americas is committed to allocating investment opportunities among Clients for which such opportunities are appropriate in a fair and equitable manner and has established policies and procedures to address the conflicts of interest described above. Please see further discussion of BCFS-Americas' trade allocation policies in Item 11B.

## **ITEM 7**

### **TYPES OF CLIENTS**

BCFS-Americas generally provides advisory services to Funds (including those that it sponsors or manages) and with respect to Sub-Advised Funds and to other institutional investors, including, but not limited to, public pension plans, corporate pension plans, collective trust funds maintained by a bank (including their trustees), corporations, endowments, foundations, funds of hedge funds, family offices, registered investment advisers, registered investment companies, third party broker-dealers, private banks, state and municipal government entities and other asset management firms. BCFS-Americas will determine the minimum account size to open an SMA on a case-by-case basis in its sole discretion. BCFS-Americas may require a Fund or Sub-Advised Fund to have or to maintain a minimum asset size with respect to which BCFS-Americas provides advisory services, as set forth the offering document and/or investment management, sub-advisory or similar agreement of such Fund or Sub-Advised Fund.

## **ITEM 8**

### **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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

The investment strategies pursued by BCFS-Americas for Clients depend on their investment mandate and are disclosed in the applicable offering document, investment management agreement or similar agreement of the Client. They currently include (i) a strategy that is designed to deliver returns through investments in a long-short portfolio of global assets employing quantitative techniques and which aim to be liquid and diversified and (ii) a systematic market neutral strategy by investing in exchange listed commodities futures contracts that aims to generate stable returns by exploiting opportunities in the commodities term structure using quantitative methodology.

The investment strategies BCFS-Americas pursues, which should not be understood to be limited in any way by the descriptions set forth above and elsewhere in this Brochure, are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.

BCFS-Americas may utilize a broad range of proprietary and non-proprietary analyses and data, as well as information provided by third-parties, to identify investment opportunities that will help achieve Clients' investment objectives. BCFS-Americas may also receive and utilize research from, and/or indices established or sponsored by, its research colleagues in BCI, BBPLC or an affiliate thereof, provided that such research and/or indices are also made available to any non-affiliated third-party on the same terms and conditions. Research reports generated by BCI, BBPLC or an affiliate reflect solely and exclusively those of the author(s), and such opinions contained therein are prepared independently of any other interests, including those of BCFS-Americas, Barclays Capital and/or its affiliates. BCFS-Americas does not participate in the preparation of research materials produced by BCI, BBPLC or an affiliate. An information barrier has been established to restrict the inappropriate sharing of information between Barclay's research group and other parts of Barclays, including BCFS-Americas.

BCFS-Americas may utilize core quantitative models that are applicable across all asset classes and sectors within an asset class ("Flagship Models"). The Flagship Models generally employ a multi-stage dynamic allocation methodology using fundamentals, market signals and econometric analysis simultaneously. By merging fundamental and quantitative factors, the Flagship Models focus on generating alpha through cross-asset arbitrage and otherwise. These Flagship Models are generally developed outside of the United States by Barclays Capital Fund Solutions ("BCFS"), which is a division of BBPLC, and is not a part of BCI. BCFS-London does perform various services for and provides support to BCFS-Americas, and shares certain personnel with BCFS-Americas. However, BCFS-Americas will be responsible for approving adjustments to the Flagship Models, or alterations of (or additions to) the factors that feed into the Flagship Models in connection with their implementation in the United States, and BCFS-Americas will be responsible for assuring that such changes are consistent with the investment objectives of each Client and any Client-requested modifications to the Flagship Model. The Flagship Models may be reviewed and enhanced, with input from BCFS-Americas, in response to market behavioral

patterns and may also be adjusted to meet individual Client needs. BCFS-Americas may also develop and implement bespoke quantitative models that may be reviewed and, with Client approval where required, enhanced by BCFS-Americas in accordance with local market conditions and individual Client needs ("Bespoke Models"). Bespoke Models may be utilized for Clients.

**B. Material, Significant or Unusual Risks Relating to Investment Strategies.**

Risks that BCFS-Americas believes are material, significant or unusual and relate to the investment strategies utilized by the BCFS-Americas as well as the actual investments themselves are noted in this Item 8B and Item 8C below. Some or all of these risks may be applicable to Clients depending upon their investment mandates and restrictions. References to Clients in such risk disclosures, to the extent they are applicable to SMA clients, should be read to mean SMAs as the context requires.

Investment and Trading Risks in General. All investments made by a Client risk the loss of capital. A Client may use such investment techniques as margin transactions, short sales, option transactions, interest rate swaps and forward and futures contracts, which practices can, in certain circumstances, help to minimize the adverse impact to which the Client may be subject. BCFS-Americas believes that the relevant Client's investment program and research techniques moderate this risk through diversification and careful selection of securities. However, no guarantee or representation is made that BCFS-Americas' investment approach will be successful, and investment results may vary substantially over time.

Inaccurate Application of Quantitative Trading Strategies May Expose Members to Risk of Loss. The success of quantitative investment strategies is heavily dependent on the proprietary mathematical models used by BCFS-Americas in attempting to exploit short-term and long-term relationships among the prices and volatility of certain instruments. BCFS-Americas may employ models that are not well-suited to prevailing market conditions. Models that have been formulated on the basis of past market data may not be predictive of future price movements. Models may not be reliable if unusual events specific to particular corporations, or major events external to the operation of markets, cause extreme market moves that are inconsistent with the historic correlation and volatility structure of the market. Models also may have hidden biases or exposure to broad structural or sentiment shifts. In the event that actual events fail to conform to the assumptions underlying such models, Clients would lose all or a portion of their investments.

There Are Risks Associated with Hedging the Client's Asset. BCFS-Americas may utilize warrants, futures, forward contracts, swaps, options and other derivative instruments involving securities, currencies, interest rates, commodities and other asset categories (and combinations of the foregoing) for the purposes of establishing "market neutral" arbitrage positions as part of its trading strategies and to hedge against movements in the capital markets. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions may also limit the opportunity for gain if the value of the portfolio position should increase. Moreover, it may not always be possible for BCFS-Americas to execute hedging transactions, or to do so at prices, rates or levels advantageous to the Client. The success of any hedging transactions will be subject to the movements in the direction of

securities prices and currency and interest rates, and stability or predictability of pricing relationships. Therefore, while a Client might enter into such transactions to reduce currency exchange rate and interest rate risks, unanticipated changes in currency or interest rates may result in poorer overall performance for the Client than if it had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary. Moreover, for a variety of reasons, BCFS-Americas may not be able to, or may not seek to, establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. An imperfect correlation may prevent a Client from achieving the intended hedge or expose a Client to risk of loss.

Use of Leverage by a Client May Magnify Losses. Clients may be able to borrow (or employ leverage) without limitation and may utilize various lines of credit and other forms of leverage, including derivatives and repurchase agreements. While leverage presents opportunities for increasing a Client's total return, it has the effect of potentially increasing losses as well. If income and appreciation on investments made with borrowed funds are less than the required interest payments on the borrowings, the value of the Client will decrease. Additionally, any event which adversely affects the value of an investment by a Client would be magnified to the extent such Client is leveraged. The cumulative effect of the use of leverage by a Client in a market that moves adversely to such Client's investments could result in a substantial loss to the Client that would be greater than if the Client were not leveraged.

Furthermore, any use by the Client of derivatives and repurchase agreements to gain exposure to certain assets will leverage the Client's assets, and subject it to the risks described above. Two further specific risks are:

- (a) Interest Rates: Interest rates and changes in interest rates may affect the net asset value of the Client if BCFS-Americas employs leverage. The level of interest rates generally, and the rates at which the relevant Client can borrow, will affect its returns and therefore the Client; and
- (b) Operational and Market Risks: Small hedging errors may be amplified by leverage into major duration imbalances that render an investment exposed to directional shifts in the yield curve and may lead to a total loss of the leveraged investment. Hedges may fail to replicate target investments due to uncorrelated changes in spreads between various instruments, resulting in large unexpected losses. In addition, it is operationally difficult to manage a leveraged portfolio of complex instruments, not only because positions must be monitored for asset performance, but also because prices must be determined and valuation disputes with counterparties resolved to ensure adequate maintenance of collateral for hedging or funding contracts. Failure to do so can lead to defaults on margin maintenance requirements and can expose a Client to the withdrawal of credit lines necessary to fund asset positions.

Use of Margin Borrowings Involves Certain Risks. BCFS-Americas' use of short-term margin borrowings could subject a Client to certain additional risks. For example, if securities pledged to brokers to secure a Client's margin accounts decline in value, such Client could be subject to a "margin call," pursuant to which it must either deposit additional funds with the margin account for subsequent deposit with the broker or be the subject of mandatory liquidation of the pledged securities to compensate for the decline in value. In the

event of a sudden precipitous drop in the value of the relevant Client's assets, BCFS-Americas might not be able to liquidate assets quickly enough to pay off the margin debt. In such a case, the relevant prime broker or custodian, as the case may be, may liquidate additional assets of the Client, in its sole discretion, in order to satisfy such margin debt. The premiums for certain options traded on non-U.S. exchanges may be paid for on margin. If BCFS-Americas sells an option on a futures contract from the relevant Client, it may be required to deposit margin in an amount equal to the margin requirement established for the futures contract underlying the option and, in addition, an amount substantially equal to the premium for the option. The margin requirements imposed on the writing of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Whether any margin deposit will be required for over-the-counter options will depend on the agreement of the parties to the transaction.

Risks Involved in the Use of Derivatives. As a Client will often be invested in swaps or securities which will differ from the underlying assets whose performance the Client intends to capture, the use of derivative techniques may negatively impact the value of a Client. While the prudent use of such derivatives can be beneficial, derivatives also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments. The following is a general discussion of important risk factors and issues concerning the use of derivatives.

- *Investments are Subject to Market Risks*

This is a general risk that applies to all investments meaning that the value of a particular derivative may change in a way which may be detrimental to a Client's interests.

- *Control and Monitoring of Derivative Instruments May Be Difficult*

Derivative products are highly specialized instruments that require investment techniques and risk analysis different from those associated with equity and fixed income securities. The use of derivative techniques requires an understanding not only of the underlying asset but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to a Client and the ability to forecast the relative price, interest rate or currency rate movements correctly.

- *Imperfect Tracking Exposes Clients to Risk of Loss*

When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent the Client from achieving the intended hedging effect or expose the Client to the risk of loss.

- *Insufficient Liquidity May Cause Clients to Experience Losses*

Liquidity risk exists when a particular instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many privately negotiated derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous price, or at all.

- *Use of Derivative Hedges May Be Ineffective or Limit Gains*

When a derivative is used as a hedge against an opposite position that a Client also holds, any loss generated by the derivative should be substantially offset by gains on the hedged investment, and vice versa. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. In addition, there is no guarantee that a hedge will have its intended effect of minimizing risk.

- *Use of Unhedged Derivatives May Cause Substantial Losses*

When a Client uses derivatives as an investment vehicle to gain market exposure, rather than for hedging purposes, any loss on the derivative investment will not be offset by gains on another hedged investment. A Client is therefore directly exposed to the risks of that derivative. Gains or losses for derivative instruments may be substantially greater than the derivative's original cost.

- *Hedges May Not Be Available*

Derivatives may not be available to a Client on acceptable terms. As a result, a Client may be unable to use derivatives for hedging or other purposes.

- *There Are Risks Associated with Counterparty Insolvency and Failure*

A Client may enter into transactions in over-the-counter markets, which will expose the Client to the credit of its counterparties and their ability to satisfy the terms of such contracts. For example, a Client may enter into repurchase agreements, forward contracts, options and swap arrangements or other derivative techniques, each of which expose the Client to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, the Client could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the Client seeks to enforce its rights, inability to realize any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated. In such circumstances, a Client may be unable to cover any losses incurred. Derivative contracts such as swap contracts entered into by a Client involve credit risk that could result in a loss of the Client's entire investment as the Client may be fully exposed to the credit worthiness of a single counterparty.

- *Use of Derivatives Presents Other Risks*

Other risks in using derivatives include the risk of differing valuations of derivatives arising out of different permitted valuation methods and the inability of derivatives to correlate perfectly with underlying securities, rates and indices. Many derivatives, in particular over-the-counter derivatives, are complex and often valued subjectively and the valuation can only be provided by a limited number of market professionals which often are acting as counterparties to the transaction to be valued. Inaccurate valuations can result in increased cash payment requirements to counterparties or a loss of value to a Client. Derivatives do not always perfectly or even highly correlate or replicate the value of the securities, rates or indices they are designed to replicate. Consequently, a Client's use of derivative techniques may not always be an effective means of, and sometimes could be counterproductive to, following such Client's investment objective.



- *Trading in Over-The-Counter Derivatives May Expose Clients to Certain Risks*

Some of the markets in which a Client may effect derivative transactions are "over-the-counter" or "interdealer" markets, which may be illiquid and are sometimes subject to larger spreads than exchange-traded derivative transactions. The transactions in such markets are typically not subject to regulatory oversight. This exposes the Client to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a credit or liquidity problem with the counterparty. Delays in settlement may also result from disputes over the terms of the contract (whether or not bona fide) since such markets may lack the established rules and procedures for swift settlement of disputes among market participants found in "exchange-based" markets. These factors may cause a Client to suffer a loss due to adverse market movements while replacement transactions are executed or otherwise. Unlike futures and options on futures contracts and commodities, swap contracts are not traded or cleared by an exchange or a clearinghouse. Such "counterparty risk" is, therefore, present in all swaps, and is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Client has concentrated its transactions with a single or small group of counterparties. A Client generally is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. In addition, if BCFS-Americas engages in such over-the-counter transactions, the relevant Client will be exposed to the risk that the counterparty will fail to perform its obligations under the transaction. Since swaps do not generally involve delivery of underlying assets or principal, any loss would likely be limited to the net amount of payments required by contract. In some swap transactions, the counterparty may require a Client to deposit collateral to support its obligation under the swap agreement. If the counterparty to the swap defaults, a Client would lose the net amount of payments that it is contractually entitled to receive, as well as any collateral deposits made with the counterparty.

The valuation of over-the-counter derivative transactions is also subject to greater uncertainty and variation than that of exchange-traded derivatives. The "replacement" value of a derivative transaction may differ from the "liquidation" value of such transaction, and the valuations provided by a Client's counterparty to such transactions may differ from the valuations provided by a third party or the value upon liquidation of the transaction. Under certain circumstances it may not be possible for a Client to obtain market quotations for the value of an over-the-counter derivatives transaction. A Client may also be unable to close out or enter into an offsetting over-the-counter derivative transaction at a time it desires to do so, resulting in significant losses. In particular, the closing-out of an over-the-counter derivative transaction may only be effected with the consent of the counterparty to the transaction. If such consent is not obtained, a Client will not be able to close out its obligations and may suffer losses.

- *Certain Investments May Involve Off-Balance Sheet Risks*

A Client may invest in financial instruments with off-balance sheet risk. These instruments include futures contracts, swaps and securities and writing options contracts. An off-balance sheet risk is associated with a financial instrument if: (i) the instrument exposes a Client to an accounting and economic loss in excess of a Client's recognized carrying value in the financial instrument (if any); or (ii) the ultimate liability associated with the financial instrument has the potential to exceed the amount such Client recognizes as a liability in its statements of assets and liabilities.

Short-Selling Involves Particular Risks for Clients. A short sale involves the sale of a security that a Client does not own in the hope of purchasing the same security (or a security exchangeable for such security) at a later date at a lower price. To make delivery to the buyer, the Client may be required to borrow the security and is obligated to return the security to the lender, which is accomplished by a later purchase of the security. The Client realizes a profit or a loss as a result of a short sale if the price of the security decreases or increases respectively between the date of the short sale and the date on which the Client covers its short position, *i.e.*, purchases the security to replace the borrowed security. A short sale involves the theoretically unlimited risk of an increase in the market price of the security that would result in a theoretically unlimited loss.

Clients May Be Subject to Speculative Position Limits. In the United States, the Commodity Futures Trading Commission ("CFTC") and certain exchanges have established speculative position limits on the maximum net long or short futures and options positions which any person or group of persons acting in concert may hold or control in particular futures contracts. The CFTC has adopted a rule generally requiring each domestic exchange to set speculative position limits, subject to CFTC approval, for all futures contracts and options traded on such exchanges which are not already subject to speculative position limits established by the CFTC or such exchange. The CFTC has jurisdiction to establish speculative position limits with respect to all futures contracts and options traded on exchanges located in the United States, and any domestic exchange may impose additional limits on positions on that exchange. Generally, no speculative position limits are in effect with respect to the trading of forward contracts or trading on non-U.S. exchanges. All trading accounts managed by BCFS-Americas acting on behalf of a Client will be combined for speculative position limit purposes, and it is possible that such trading accounts will also be combined for speculative position limit purposes with the accounts of Barclays Capital and/or its affiliates. With respect to trading in futures which are subject to such limits, BCFS-Americas may reduce the size of the positions which would otherwise be taken in such futures and not trade certain futures in order to avoid exceeding such limits. Such modification, if required, could require the Clients to liquidate certain positions more rapidly than might otherwise be desirable, and could adversely affect the performance of the Clients.

Market Volatility May Adversely Affect the Strategies Used by BCFS-Americas. Market volatility reflects the degree of instability and expected instability within various markets and asset sectors and may adversely affect the performance of a strategy employed by BCFS-Americas. The level of market volatility is not purely a measurement of the actual volatility, but is largely determined by the prices for instruments which offer investors protection against such market volatility. The prices of these instruments are determined by forces of supply and demand in the options and derivatives markets generally. These forces are, themselves, affected by factors such as actual market volatility, expected volatility, macro economic factors and speculation.

Inability to Find a Liquid Market for an Asset May Hamper its Value. Certain types of assets or securities may be difficult to buy or sell, particularly during adverse market conditions. This may affect the ability to obtain prices for the assets held by a Client, and may therefore affect the value of the Client.

Changes in Exchange Rates May Have a Significant Impact on the Value of a Client. A Client's investments may directly or indirectly provide exposure to a number of different currencies of emerging market or developed countries. Exchange rates between

currencies are determined by factors of supply and demand in the international currency markets, which are influenced by macro economic factors (such as the economic development in the different currency areas, interest rates and international capital movements), speculation and central bank and government intervention (including the imposition of currency controls and restrictions). Fluctuations in exchange rates may affect a Client.

Changes in Interest Rates May Have a Significant Impact on the Value of a Client. There may be fluctuations in the currency of denomination of the Client's assets. Interest rates are determined by factors of supply and demand in the international money markets which are influenced by macro economic factors, speculation and central bank and government intervention. Fluctuations in short term and/or long term interest rates may affect the value of a Client. Fluctuations in U.S. dollar interest rates and/or fluctuations in interest rates of the currency or currencies in which a Client's assets are denominated may affect the value of such Client.

Investments in Non-OECD Member States Markets Involve Inherent Risks. BCFS-Americas may invest in securities of issuers, or may enter into derivative contracts with counterparties, that are not located, or subject to regulation, in an OECD Member State, that are not denominated in the currency of an OECD Member State and that are not traded in an OECD Member State. An "OECD Member State" means the member states of the Organization for Economic Co-operation and Development, the current members being Australia, Austria, Belgium, Canada, Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Japan, Korea (Republic), Luxembourg, Mexico, the Netherlands, New Zealand, Norway, Poland, Portugal, Slovakia, Spain, Sweden, Switzerland, Turkey, United Kingdom and United States. Investments in the securities of issuers or transactions with derivative counterparties that are not located in, or subject to regulation by, an OECD Member State involve certain special risks, including risks associated with political and economic uncertainty, adverse governmental policies, restrictions on foreign investment and currency convertibility, currency exchange rate fluctuations, possible lower levels of disclosure and regulation, and uncertainties as to the status, interpretation and application of laws, including, but not limited to, those relating to expropriation, nationalization and confiscation. Companies or counterparties not located in an OECD Member State are also not generally subject to uniform accounting, auditing and financial reporting standards, and auditing practices and requirements may not be comparable to those applicable to OECD Member State companies. Further, prices of securities or derivatives not traded in an OECD Member State, especially those securities or derivatives traded in emerging or developing countries, tend to be less liquid and more volatile. In addition, settlement of trades in some such markets may be much slower and more subject to failure than in an OECD Member State markets. An investment outside the OECD Member State could impose additional costs on the relevant Client. Brokerage commissions generally are higher outside the OECD Member State and currency conversion costs could be incurred when BCFS-Americas changes investments from one country to another. Increased custodian costs as well as administrative difficulties (such as the applicability of laws of non-OECD Member State jurisdictions to non-OECD Member State custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization and record access) may also arise from the maintenance of assets in jurisdictions outside the OECD Member States.

Trading on Foreign Exchanges Entails Certain Risks. A Client may engage in trading on foreign exchanges and other markets located outside of the U.S. Neither CFTC regulations nor regulations of any other U.S. governmental agency apply to the actual execution of transactions on non-U.S. markets. Some non-U.S. markets, in contrast to domestic exchanges, are primarily "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has entered into a transaction and not the exchange or clearing organization. In such case, a Client will be subject to the risk of the bankruptcy of, other inability of, or refusal by, such member or the counterparty to perform with respect to such transactions.

C. Risks Associated With Particular Types of Securities.

Risks Associated with Investment in Commodities and Commodity Futures. Prices of commodities are influenced by, among other things, various macro economic factors such as changing supply and demand relationships, weather conditions and other natural phenomena, agricultural, trade, fiscal, monetary, and exchange control programs and policies of governments (including government intervention in certain markets) and other unforeseeable events.

Commodity futures markets are highly volatile. BCFS-Americas acting for Clients investing in these commodity markets must be able to analyze correctly such markets, which are influenced by, among other things, changing supply and demand relationships, weather, governmental, agricultural, commercial and trade programs and policies designed to influence commodity prices, world political and economic events, and changes in interest rates. Moreover, investments in futures and options contracts involve additional risks including, without limitation, leverage (margin is usually only 5-15% of the face value of the contract and exposure can be nearly unlimited). A Client's futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent a Client from promptly liquidating unfavorable positions and subject it to substantial losses. See also "There Are Risks Associated with Investments in Futures" in this Item 8C.

Risks Associated with Investment in CTA Deposits. A CTA Deposit is a margin investment account held with a bank and managed by a commodity trading advisor registered with the CFTC or any other relevant regulatory authority, under terms that the commodity trading advisor may engage in trading on a margin (leveraged or geared) basis in a variety of liquid financial instruments including listed and unlisted futures, forwards and options relating to a variety of asset classes including but not limited to interest rates, fixed income securities, commodities, currencies and equities (and may also engage in trading directly in a number of such asset classes). Accordingly the risks relating to an exposure directly or indirectly to CTA Deposits will be a complicated function of the risks associated with the derivative or other instrument by which such exposure is assumed and the level of gearing.

Risks Associated with Investment in Debt Instruments. There may be credit risk (that is, risk of non-payment) to the issuers of instruments in which BCFS-Americas may cause a Client to invest. Bonds or other debt securities held by a Client subject the Client to credit risk to the issuers of those investments, which may be evidenced by such issuers' credit rating (if any). Securities which are subordinated and/or have a lower credit rating are generally considered to have a higher credit risk and a greater possibility of default than more highly rated securities. In the event that any issuer of bonds or other debt securities experiences financial or economic difficulties, this may affect the value of the relevant securities (which may be zero) and any amounts paid on such securities (which may be zero). This may in turn affect the net asset value of Clients.

Debt securities are also subject to interest rate and market risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are inversely affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. In general, the values of fixed income securities increase when prevailing interest rates fall and decrease when prevailing interest rates rise. Market risk relates to the changes in risk or perceived risk of an issuer, country or region. The values of debt securities may be affected by changes in the credit rating or financial condition of the issuing entities.

Risks Associated with Investment in Distressed Securities. Clients may invest in securities of U.S. and non-U.S. issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, or that are involved in bankruptcy or reorganization proceedings. Investments of this type may involve substantial financial and business risks that can result in substantial or even total losses. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments also may be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and a court's power to disallow, reduce, subordinate or disenfranchise particular claims. The market prices of such securities are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such securities may be greater than those prevailing in other securities markets. It may take a number of years for the market price of such securities to reflect their intrinsic value. In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution to the Client of cash or a new security the value of which will be less than the purchase price of the security in respect to which such distribution was made.

Risks Associated with Investment in Emerging Market Assets. Exposure to emerging markets assets generally entails greater risks than exposure to well-developed markets, including potentially significant legal economic and political risks.

Emerging markets are by definition "in transformation" and are therefore exposed to the risk of swift political change and economic downturn. In recent years, many emerging market countries have undergone significant political, economic and social change. In many cases, political concerns have resulted in significant economic and social tensions

and in some cases both political and economic instability has occurred. Political or economic instability may have a negative impact on the prices of emerging market exchange rates, securities or other assets.

The prices of emerging market exchange rates, securities or other assets are often highly volatile. Movements in such prices are influenced by, among other things, interest rates, changing market supply and demand, external market forces (particularly in relation to major trading partners), trade, fiscal, monetary programs, policies of governments, and international political and economic events and policies.

In emerging markets, the development of securities markets usually is at an early stage. This could lead to risks and practices (such as increased volatility) that are not common in more developed securities markets, which may negatively affect the value of securities listed on the exchanges of such countries. In addition, markets of emerging market countries are often characterized by illiquidity in the form of a low turnover of some or all of the listed securities.

It is important to note that, during times of global economic slowdown, emerging market exchange rates, securities and other assets are more likely than other forms of investment with lower risks to be sold during any "flight to quality," and their value may decrease accordingly.

In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the actual circumstances being reported.

The issuers of some emerging markets securities, such as banks and other financial institutions, may be subject to less stringent regulations than would be the case for issuers in developed countries and therefore potentially carry greater risk. Custodial expenses for a portfolio of emerging markets securities generally are higher than for a portfolio of securities of issuers based in developed countries.

Many of the laws that govern private and foreign investment, securities transactions, creditors' rights and other contractual relationships in emerging markets countries, particularly in developing countries, are new and largely untested. As a result, a Client may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for markets, and lack of enforcement of existing regulations.

Risks Associated with Investment in Exchange Traded Funds. A Client may purchase exchange traded funds or ETFs in pursuing the Client's investment strategy. ETFs represent shares of ownership in funds, unit investment trusts, or depository receipts that hold portfolios of securities of individual issuers which closely track the performance of specific indexes, including broad market, sector or international indexes. ETFs give investors the opportunity to buy or sell an entire portfolio of securities of individual issuers in a single security, as easily as buying or selling a share of stock. They offer a wide range of

investment opportunities. While similar to an index mutual fund, ETFs differ from mutual funds in significant ways. Unlike index mutual funds, ETFs are priced and can be bought and sold throughout the trading day. To the extent a Client invests in ETFs, the Client will bear the fees and expenses of such ETFs.

Risks Associated with Investment in Forward Contracts. Clients may engage in forward trading. Forward contracts, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have been unable to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by Clients due to unusually high trading volume, political intervention or other factors. Market illiquidity or disruption could result in major losses to a Client.

A Client may enter into non-U.S. currency forward contracts, options, swaps, or other derivatives on non-U.S. currencies. Such contracts involve a risk of loss if currency exchange rates move against any such Client. In addition, forward contracts are not guaranteed by an exchange or clearinghouse. Therefore, a default by the forward contract counterparty may result in a loss to any such Client of the value of unrealized profits in the contract.

It is contemplated that most non-U.S. currency forward contracts will be with banks. There are no limitations on daily price movements of forward contracts. Banks are not required to continue to make markets in currencies. There have been periods during which certain banks have refused to continue to quote prices for forward contracts or have quoted prices with an unusually wide spread (the difference between the price at which the bank is prepared to buy and that at which it is prepared to sell). The imposition of credit controls by governmental authorities might limit the level of such forward trading to less than that which BCFS-Americas would otherwise recommend, to the possible detriment of any such Client. Neither the CFTC nor the U.S. banking authorities regulate forward currency transactions through banks. In respect of such trading, a Client is subject to the risk of bank failure or the inability of or refusal by a bank to perform with respect to a contract.

General Risks Associated with Investment in Futures and Options. There are special risk considerations associated with a Client that invests in futures, options or other derivative contracts. Depending on the nature of the Client's assets, reference rates or other derivatives to which they relate and on the liquidity in the relevant contract, the prices of such instruments may be highly volatile and hence risky in nature, as further described below.

There Are Risks Associated with Investments in Futures. A Client may engage in regulated futures transactions. Trading in futures and options on futures involves significant risks, including the following: (i) futures contracts and options on futures are volatile in price; (ii) futures trading is highly leveraged; and (iii) futures trading may be illiquid. The Client may sustain a total loss of the initial margin and any maintenance margin

that it deposits with a broker to establish or maintain a position in the commodity futures market. If the market moves against the Client's position, the Client may be called upon to deposit a substantial amount of additional margin, on short notice, in order to maintain its position. If the Client does not provide the required margin within the prescribed time, its position may be liquidated at a loss, and the Client will be liable for any resulting deficit in its account. Under certain market conditions, the Client may find it difficult or impossible to liquidate a position. This can occur, for example, when the market makes a "limit move." Placing contingent orders, such as a "stop-loss" or "stop-limit" order, will not necessarily limit losses to the intended amounts, since market conditions may make it impossible to execute such orders. A "spread" position may not be less risky than a simple "long" or "short" position. The high degree of leverage that is often obtainable in futures trading because of the small margin requirements can work against the Client as well as for it. The use of leverage can lead to large losses. Foreign futures markets may have greater risk than domestic futures markets. Unlike trading on domestic commodity exchanges, trading on foreign commodity exchanges is not regulated by the CFTC and may be subject to greater risks than trading on domestic exchanges.

There are Risks Associated with Investments in Options. A Client may purchase and sell options as part of its investment program. There are significant risks associated with investing in options. Investing in options can result in a greater potential for profit or loss than investing in the underlying securities. The value of an option may change because of a change in the value of the underlying securities, the passage of time, changes in the market's perception as to the future price behavior of the underlying securities, or any combination of the foregoing. In the case of the purchase of an option, the risk of loss of an option buyer's entire investment in the option (i.e., the premium paid and transaction charges) reflects the nature of an option as a wasting asset that may become worthless at its expiration. Where an option is written (or sold) uncovered, the option seller may be liable to pay substantial additional margin, and the risk of loss is theoretically unlimited, as the option seller will be obligated to deliver, or take delivery of, a security at a predetermined price, which may, upon the exercise of the option, be significantly different from its market value at the time the option was initially written (or sold).

There can be no guarantee that there will at all times be a liquid market for all options. A market could become unavailable if one or more exchanges were to stop trading options. In addition, a market could become temporarily unavailable if unusual events (e.g., volume exceeds clearing capability) were to interrupt normal exchange operations. If an options market were to become illiquid or otherwise unavailable, an option holder would be able to realize profits or limit losses only by exercising and an option seller or writer would remain obligated until he or she is assigned an exercise or until the option expires.

If trading is interrupted in an underlying index, stock, bond, or other asset, the trading of options on that asset may be halted as well. Holders and writers of options will then be unable to close out their positions until options trading resumes, and they may be faced with considerable losses if the underlying asset reopens at a substantially different price. Even if options trading is halted, holders of options may be able to exercise them. However, if trading has also been halted in the underlying asset, option holders face the risk of exercising options without knowing the asset's current market value. If exercises do occur when trading of the underlying asset is halted, the party required to deliver the underlying asset may be unable to obtain it, which may necessitate a postponed settlement and/or the fixing of cash settlement prices.



There are Risks Associated with Investments in Options on Futures. Trading options on futures involves a high degree of risk. An option on a futures contract is a right to either buy or sell the underlying futures contract at a specific price. The risks of trading options on futures are similar to the risks of trading securities options. In addition, if the purchaser of an option on a futures contract exercises the option, the holder will, in effect, be buying or selling the underlying futures contract, and will then be subject to the same risks as are attendant to futures trading.

There are Risks Associated with Investments in Stock Index Options. A Client may also purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market for the purpose of realizing its investment objectives or for the purpose of hedging its portfolio. A stock index fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in the Client's portfolio correlate with price movements of the stock indices selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether the Client realizes gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the relevant indices. Accordingly, successful use by the Client of options on stock indices will be subject to BCFS-Americas' ability to correctly predict the direction of the stock market generally or of particular industries or market segments.

Illiquid Investments May Be Difficult to Value and Result in Losses if a Market Cannot Be Found. Certain Clients may make investments which are subject to legal or other restrictions on transfer or for which no liquid market exists, such as private placements. The market prices, if any, of such investments tend to be more volatile and it may be impossible to sell such investments when desired or to realize their fair value in the event of a sale. Moreover, securities in which a Client may invest include those that are not listed on a stock exchange or traded in an over-the-counter market. As a result of the absence of a public trading market for these securities, they are likely to be less liquid than publicly traded securities. There may be substantial delays in attempting to sell non-publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realized from these sales could be less than those originally paid. Furthermore, companies whose securities are not registered or publicly traded may not be subject to the disclosure and other investor protection requirements which would be applicable if their securities were registered or publicly traded. In addition, futures positions may become illiquid because, for example, most U.S. commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions can neither be taken nor liquidated for the remainder of that day unless traders are willing to effect trades at or within the limit. Futures contract prices in various commodities occasionally have exceeded the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent BCFS-Americas from promptly liquidating unfavorable positions and subject the relevant Client to substantial losses. In addition, an exchange or regulatory authority may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. The illiquidity of positions may result in significant losses.

Risks Associated with Investments in Low Credit Quality Securities. Clients may make particularly risky investments that may offer the potential for correspondingly high returns. As a result, a Client may lose all or substantially all of its investment in any particular instance. In addition, there is no minimum credit standard which is a prerequisite to a Client's investment in any security. The debt securities in which a Client is permitted to invest may be rated lower than "investment grade" and hence may be considered to be "junk bonds" or distressed securities. See also "Risks Associated with Investments in Distressed Securities" in this Item 8C.

Risks Associated with Investment in Real Estate Securities. There are special risk considerations associated with a Client that invests in securities of companies principally engaged in the real estate industry. These include: the cyclical nature of real estate values, risks related to general and local economic conditions, overbuilding and increased competition, increases in property taxes and operating expenses, demographic trends and variations in rental income, changes in zoning laws, casualty or condemnation losses, increased rates of default and foreclosures, environmental risks, regulatory limitations on rents, changes in neighborhood values, related party risks, changes in the appeal of properties to tenants, increases in interest rates and other real estate capital market influences. Generally, increases in interest rates will increase the costs of obtaining financing, which could directly and indirectly decrease the value of the Client's investments.

Risks Associated with Investment in Structured Finance Securities. Structured finance securities include, without limitation, asset-backed securities and portfolio credit-linked notes.

Asset-backed securities are securities primarily serviced, or secured, by the cash flows of a pool of receivables (whether present or future), either fixed or revolving. Such pools may include, without limitation, residential and commercial mortgages, leases, credit card receivables as well as consumer and corporate debt. Asset-backed securities can be structured in different ways, including "true sale" structures, where the pools of assets are transferred to a special purpose entity, which in turn issues the asset-backed securities and "synthetic" structures, in which not the assets, but only the credit risks associated with them are transferred through the use of derivatives, to a special purpose entity, which issues the asset-backed securities.

Portfolio credit-linked notes are securities in respect of which the payment of principal and interest is linked directly or indirectly to one or more managed or unmanaged portfolios of reference entities and/or assets ("reference credits"). Upon the occurrence of a credit-related trigger event ("credit event") with respect to a reference credit (such as a bankruptcy or a payment default), a loss amount will be calculated (equal to, for example, the difference between the par value of an asset and its recovery value).

Asset-backed securities and portfolio credit-linked notes are usually issued in different tranches. Any losses realized in relation to the underlying assets or, as the case may be, calculated in relation to the reference credits are allocated first to the securities of the most junior tranche, until the principal of such securities is reduced to zero, then to the principal of the next lowest tranche, and so forth.

Accordingly, in the event that (a) in relation to asset-backed securities, the underlying assets do not perform and/or (b) in relation to portfolio credit-linked notes, any

one of the specified credit events occurs with respect to one or more of the underlying assets or reference credits, this may affect the value of the relevant securities (which may be zero) and any amounts paid on such securities (which may be zero). This may in turn affect the net asset value of the Client investing in such structured finance securities. In addition the value of structured finance securities from time to time, and consequently the Client, may be adversely affected by macro economic factors such as adverse changes affecting the sector to which the underlying assets or reference credits belong (including industry sectors, services and real estate), economic downturns in the respective countries or globally, as well as circumstances related to the nature of the individual assets (for example, project finance loans are subject to risks connected to the respective project). The implications of such negative effects thus depend heavily on the geographic, sector-specific and type-related concentration of the underlying assets or reference credits. The degree to which any particular asset-backed security or portfolio credit linked note is affected by such events will depend, in part, on the tranche to which such security relates; even tranches that have received investment grade ratings can therefore be subject to substantial risks.

Exposure to structured finance securities may entail a higher liquidity risk than exposure to sovereign or corporate bonds. In the absence of a liquid market for the respective structured finance securities, they may only be traded at a discount from face value and not at the fair value, which may in turn negatively affect the Client.

Risks Associated with Investment in Warrants. Warrants will enable a Client to purchase a specified number of shares of an issuing corporation at a specified price during a specified period of time. Warrants involve the risk of a loss of the purchase value of the warrant if the right to subscribe to additional shares is not executed prior to the warrants' expiration. The effective price paid for the warrant, when added to the subscription price of the offered security, may in fact be in excess of the value of the offered security if there is no appreciation in such security.

Risks Associated with Investment in Other Instruments. A Client may take advantage of opportunities with respect to certain other instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of the Client and legally permissible. Special risks may apply to instruments that are invested in by the Client in the future that cannot be determined at this time or until such instruments are developed or invested in by the Client.

Credit Ratings Are No Guarantee of an Investment's Performance. Credit ratings are assigned by rating agencies such as S&P. It is important to understand the nature of credit ratings in order to understand the nature of the securities in which Clients invest. The level of a credit rating is an indication of the probability that (in the opinion of the rating agency) payments will be made on the relevant bond(s) or other obligation(s) to which the credit rating relates. Bonds with a rating of AAA, AA, A or BBB by S&P are called "investment grade" bonds and this indicates that the risk of a failure to repay amounts is limited. While credit ratings can be a useful tool for financial analysis, they are not a guarantee of quality or a guarantee of future performance in relation to the relevant obligations. Ratings assigned to securities by rating agencies may not fully reflect the true risks of an investment. Ratings may also be withdrawn at any time.

## **ITEM 9**

### **DISCIPLINARY INFORMATION**

BBPLC has disclosed in annual results announcements, annual reports and accounts and Forms 20-F and other publicly available filings since 2007 that it has been conducting an internal review of its conduct with respect to U.S. dollar payments made between January 1, 2000 and July 31, 2007, involving countries, persons and entities subject to U.S. economic sanctions and that it has been reporting the results of that review to the U.S. Authorities (as defined below). BBPLC announced on August 18, 2010 that it had reached settlements (the "Settlements") with the United States Department of Justice, the Manhattan District Attorney's Office, and the US Department Of Treasury's Office of Foreign Assets Control ("OFAC") (together the "U.S. Authorities") in relation to the investigation by those agencies into compliance with U.S. sanctions and U.S. dollar payment practices. In addition, an Order to Cease and Desist has been issued upon consent by the Federal Reserve Bank of New York and the New York State Banking Department. BBPLC has agreed to pay a total penalty of US\$298 million and has entered into Deferred Prosecution Agreements covering a period of 24 months. The Deferred Prosecution Agreements mean that no further action will be taken against BBPLC by the U.S. Authorities if, as is BBPLC's intention, for the duration of the defined period it meets the conditions set forth in its agreements with the U.S. Authorities. The Settlements did not involve BCFS-Americas or its investment advisory activities and the Settlements will not have any impact on clients' account or the services that BCFS-Americas provides to clients.

On January 14, 2011, BBPLC reached a settlement with the Financial Services Authority ("FSA") in which the FSA alleged that BBPLC violated Principle 9 and rules COB 5.3.5 R and COBS 9.2.1 R because it failed to take reasonable care to ensure the suitability of the advice it gave with respect to two funds that it sold, the Aviva Global Balanced Income Fund and the Aviva Global Cautious Income Fund. BBPLC agreed to a fine of approximately US\$12 million, to pay restitution to any customers whose sales were deemed unsuitable and to enhance its sales processes.

On May 6, 2007, BBPLC, without admitting or denying the findings contained therein, consented to the issuance of a court order in which the SEC found that BBPLC violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Exchange Act Rule 10b-5 by engaging in the purchase and sale of certain distressed debt securities while aware of material non-public information concerning such debt issuers and not enforcing trading restrictions when in possession of material non-public information. Based on these findings, BBPLC agreed to a fine of US\$6 million, disgorgement of approximately US\$4 million and prejudgment interest of approximately US\$1 million.

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

**A. Broker-Dealer, Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status.**

BCFS-Americas is a unit of BCI, which is registered with the Securities Exchange Commission and the Financial Industry Regulatory Authority as a securities broker-dealer and with the National Futures Association and Commodity Futures Trading Commission as a futures commission merchant, commodity pool operator and commodity trading advisor. BCI is also a primary dealer in U.S. government securities. BCI is under the control of BBPLC, which is a bank and both a non-U.S. broker-dealer and non-U.S. investment adviser with a license to provide, in various jurisdictions, investment and banking products.

**B. Material Relationships or Arrangements with Industry Participants.**

BCFS-Americas is not a separately organized entity and is a unit of BCI, which is the United States affiliate of Barclays Capital, the investment banking division of BBPLC. As a result, BCFS-Americas has many affiliations, some of which, may create conflicts of interest. Advisory activities that affiliates of BCFS-Americas engage in include providing services to, investing in, or sponsoring/or acting as an investment manager to investment vehicles and other persons or entities which may have, relative to BCFS-Americas and the Clients it advises, similar structures and investment objectives and policies. In addition, BCFS-Americas' affiliates, such as BCI, and their clients or counterparties may themselves invest in securities, other instruments and products and may compete with BCFS-Americas and/or its Clients. Such activities of affiliates, their customers and counterparties may negatively impact the value of an SMA or the net asset value of a Fund or Sub-Advised Fund.

BCFS is an affiliate of BCFS-Americas that has established fund companies in many countries. Subject to BCFS-Americas' duty to seek best execution, BCFS-Americas utilizes BCFS' global trading team ("BCFS-Trading"), based out of the London office of BBPLC, to perform certain trading functions upon the receipt of instructions from BCFS-Americas pursuant to a service level agreement. BCFS receives compensation for providing such services to BCFS-Americas. Due to the global nature of the business, certain other functions also may be centralized in BCFS, but in each case, investment decisions for U.S. Clients will be made by BCFS-Americas.

BCI's principal business is that of a registered broker-dealer and provider of investment banking services. These activities may give rise to potential conflicts of interest from time to time. It is not uncommon for Clients of BCFS-Americas to have a number of separate relationships with BCI, BBPLC or an affiliate thereof. For example, under certain circumstances BCI may act as a broker and under other circumstances it may expressly agree to act as an adviser through BCFS-Americas. BCI's obligations to clients are different when it acts as an adviser through BCFS-Americas as compared to when it acts as a broker. When BCI acts as broker, its primary role is to execute trades based on client instructions, and as a result, its interests may not always be the same as its clients. Any advice provided by BCI, acting as a broker to clients, is incidental to the brokerage services it agrees to provide. BCI,

acting in its broker-dealer capacity and in connection with executing trades, may receive compensation from both sides of a trade, based on what any such client agrees to buy. Where BCI, through BCFS-Americas, expressly agrees to act as adviser to a Client, its primary role is to provide advice to the Client and it receives advisory fees based on assets under management and/or the performance of such funds and/or SMAs. BCFS-Americas has a fiduciary obligation with respect to its Clients. However, the fact that BCI has multiple relationships with its clients does not mean that it is acting as an adviser or fiduciary with respect to the totality of that client relationship. In its broker-dealer capacity, BCI typically does not act as a fiduciary with respect to its clients and activities.

BCI may arrange for the sale of Interests of Funds and/or other advisory services of BCFS-Americas to certain of its clients. In such capacity, BCI will be acting as an agent for the relevant Fund or BCFS-Americas, respectively, and will not have a fiduciary obligation to BCFS-Americas' Clients. As a result of these sales activities, BCI sales personnel may receive compensation for their services, including sales credits. Investors of Funds and Clients who have established SMAs should therefore be aware that the role of BCI as broker-dealer may create potential conflicts of interest due to such agency relationships and the receipt of any such compensation (including sales credits), and those conflicts of interest may be adverse to them.

BCFS-Americas has taken or will take certain steps to mitigate these and other potential conflicts of interest. BCFS-Americas has created information barriers between itself and other parts of BCI, BBPLC and other affiliates. These barriers are intended to prevent the flow of material non-public information (including information relating to investment strategies, trading positions and trading decisions) among the personnel of BCFS-Americas and the personnel of BCI, BBPLC and other affiliates. For example, employees of BCFS-Americas are located in an office that is in a separate, walled-off area that is accessible only through the use of distinct security access cards. BCFS-Americas also utilizes its own password-protected systems, which are not accessible by employees of other areas of BCI, BBPLC or their affiliates, and personnel do not share information about their trading activities with other employees of BCI, BBPLC or other affiliates or coordinate their trading activities in any way with BCI, BBPLC or other affiliates. Conversely, BCFS-Americas personnel do not have access to the trading systems or information of BCI, BBPLC or their affiliates (except for information that is made available to third-party clients of BCI, BBPLC or their affiliates and only on the same terms on which such information is made available to clients of BCI, BBPLC or their affiliates). Moreover, BCFS-Americas has its own internal reporting lines. BCFS-Americas management is responsible for any decision relating to the compensation, hiring, firing and promotion of BCFS-Americas personnel in accordance with firm policies. While BCFS-Americas has reporting lines to senior management within BCI and BBPLC, such senior managers have no direct input into day-to-day trading activities, nor do they receive position-level information on a regular basis. On any issues involving actual conflicts of interest, BCFS-Americas will be guided by its fiduciary and other legal obligations, including but not limited to contractual obligations, as well as its good faith business judgment as to a Client's best interests. Subject to the foregoing, BCFS-Americas may take such actions as it deem necessary or appropriate to mitigate the conflict.

#### C. Material Conflicts of Interest Relating to Other Investment Advisers.

BCFS-Americas does not recommend or select other investment advisers for its Clients.

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

**A. Code of Ethics and Personal Trading.**

Code of Ethics. BCFS-Americas has adopted a Code of Ethics (the "Code") that memorializes BCFS-Americas' fundamental duties as a fiduciary. The Code includes standards of business conduct and incorporates a personal investment and trading policy and statement on insider trading and sets forth standards of expected ethical and business conduct, requires compliance with U.S. federal securities and commodities laws, addresses prevention of insider trading, prohibits certain personal securities and commodities transactions and requires supervised persons of BCFS-Americas to periodically report their personal securities and commodities transactions and pre-clear certain transactions. The Code also restricts trading in securities by persons on the BCI "Restricted List." The Code requires each employee to safeguard material non-public information in such employee's possession and each employee is prohibited from using such information to such employee's personal benefit. Furthermore, BCFS-Americas may be prohibited from using material non-public information for its Clients' benefit. Each employee must treat information belonging to Clients as confidential and take care to protect such information from unauthorized access by third parties. Each supervised person receives a copy of the Code upon hiring and annually thereafter. In addition, each supervised person is required to initially and annually certify that he or she has read, understood and complied with the Code and acknowledge receipt of any amendments to the Code. Clients and prospective Clients may request a copy of the Code by contacting the client service division at BCFS-Americas at 1-877-247-6070.

Personal Trading. Subject to established policies and procedures including the Code as described above, BCFS-Americas, its affiliates and its employees may invest on behalf of themselves in securities and other instruments that would be appropriate for, held by, or may fall within the investment guidelines of Clients.

BCFS-Americas, its affiliates and its employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for Clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more Clients. Potential conflicts also may arise due to the fact that BCFS-Americas and its personnel may have investments in some Clients but not in others or may have different levels of investments in various Clients.

BCFS-Americas has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the restrictions placed on personal trading in the Code, as described above, and regular monitoring of employee transactions and trading patterns for actual or perceived conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as Client trades.

**B. Participation or Interest in Client Transactions; Contemporaneous Trading.**

BCFS-Americas participates in a comprehensive compliance program and instills in its employees assigned to its business an awareness of the fiduciary principles that

govern its business, with a particular emphasis placed on the potential for conflicts of interest that may arise as a result of its business operations. Such policies and procedures are reasonably designed to detect and prevent, among other things, any improper or abusive conduct wherever any potential material conflict of interest may exist with respect to a Client.

Securities or other instruments and products may be recommended to Clients in which BCI, BBPLC or their affiliates have a financial interest, directly or indirectly, and BCI, BBPLC or their affiliates may buy and sell securities, other instruments and products that are recommended to Clients. Such activities may have an impact on the price or value of such security, instrument or product. In addition, BCFS-Americas may give advice to Clients and take actions that differ from advice given, or the timing and nature of actions taken, with respect to other Clients' accounts. In addition, the advice provided to or the investment management decisions made for, Clients may differ from that provided to other BCFS clients worldwide, including, but not limited to, the implementation of global "flagship" strategies; the implementation of such "flagship" strategies may be influenced by local market conditions, local laws regulations and client restrictions and objectives.

BCFS-Americas is likely to buy or sell for Clients securities, other instruments or products in which BCI, BBPLC or an affiliate has a direct or indirect financial interest. Such financial interest could include, but is not limited to, BCI's, BBPLC's or an affiliate's role as a market-maker in the security, instrument or product manager or co-manager or other participant in the underwriting of initial and secondary public offerings of securities, or financial advisory services provided to a client of BCI, BBPLC or an affiliate, such as advice relating to mergers and acquisitions and/or corporate finance. In such instances, the purchase or sale of a security, instrument or product as directed by BCFS-Americas on behalf of its Client(s) may have an impact on the price or value of such security, instrument or product, which may directly or indirectly benefit (or act to the detriment of) BCI, BBPLC or an affiliate. As such, BCFS-Americas may be deemed to have a conflict of interest.

In addition, the views and opinions of the investment banking and research departments of members of the Barclays Group may differ from one another and from those of BCFS-Americas. As a consequence, Clients may hold securities, instruments or other products as to which BCFS-Americas has a different investment opinion or outlook than that of such investment banking and research departments and/or other advisory affiliates.

Investments in Affiliated Funds. Clients managed by BCFS-Americas may implement its investment strategy through an investment in another fund (which may be managed by BCFS) that implements an investment strategy substantially similar to that of that Client. In respect of any investment by a Client in another fund managed by BCFS, it is possible that BBPLC or an affiliate of BBPLC may engage in principal transactions, agency transactions, agency cross transactions and/or cross trades with such funds in accordance with applicable laws and BCFS' processes and procedures. BCFS-Americas may, in its discretion, elect to engage in such an investment approach at any time. During periods in which a Client takes this investment approach, the Client will be subject to the risks associated with highly concentrated investments, including but not limited to credit risk, illiquidity of the underlying investment and lack of diversification. BBPLC or any affiliate of BBPLC may invest in a Fund managed by BCFS-Americas for the purpose of seeding the investment in such Fund. In the event that a Client does acquire an interest in other funds operated, sponsored or managed by BBPLC or any affiliate, investors of the Client invested in such funds will not be



charged a separate management or performance fee, other than what is disclosed in the applicable offering document or investment management agreement of the Client.

Principal Transactions. BCFS-Americas generally does not plan to engage in principal transactions. However, in the case of certain Clients, affiliates of BCFS-Americas, including BCI, BBPLC or an affiliate thereof, may, for its own account, buy securities, instruments or other products from or sell securities, instruments or other products to a Client or enter into a derivative transaction (a "principal transaction"), when permitted by law and in accordance with processes and procedures of BCFS-Americas. In these instances, BCFS-Americas, in accordance with Section 206(3) of the Advisers Act, will disclose to the Client (provided that such Client is not a registered investment company) in writing the capacity in which BCI, BBPLC or such affiliate is acting and will obtain specific written consent from the client before the completion of the transaction. Principal transactions (including riskless principal transactions) are prohibited in accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended.

Agency Transactions. In the case of certain Clients, BCI, BBPLC or an affiliate may buy or sell securities, instruments or other products on behalf of any such Clients (an "agency transaction"), when permitted by law and in accordance with the processes and procedures of BCFS-Americas.

Agency Cross Transactions. With respect to certain portfolio transactions conducted on behalf of Client accounts, when appropriate and permitted by law, BCI or an affiliate of BCI may act as broker for the party or parties on both sides of the transaction (an "agency cross transaction"). BCI or its affiliate may receive a brokerage commission from both parties with respect to the transaction, and as such, BCI, or a BCI affiliate will have a potentially conflicting division of loyalties and responsibilities. In these instances, BCFS-Americas will send to the relevant Clients at or before the completion of each agency cross transaction a confirmation containing the nature of the trade, the date, an offer to furnish the time of the trade, and the source of any other remuneration received as a result of the trade. BCFS-Americas will seek to obtain a blanket prior written consent for any agency cross transactions from its Clients when entering into an investment management agreements, subscription documents or other mutually acceptable agreements. Such transactions will be conducted in accordance with Rule 206(3)-2 of the Advisers Act.

Cross Trades. BCFS-Americas may effect a transaction involving securities, other instruments or products between two or more Clients. In such case, one Client would purchase securities, other instruments or products held by another Client. BCFS-Americas will effect these transactions only (i) when it deems the transaction to be in the best interests of both clients; and (ii) at a price that BCFS-Americas has determined by reference to independent market indicators, which BCFS-Americas believes will ensure the cross trade achieves best execution for each such Client. Neither BCFS-Americas nor any of its affiliates will receive compensation, directly or indirectly, for arranging such a transaction.

To the extent that BCFS-Americas or its affiliates engage in principal transactions, agency transactions, agency cross transactions and/or cross trades, such transactions will be consummated in accordance with BCFS-Americas' compliance policies and procedures, Section 206(3) of the Advisers Act and, as applicable, Rule 206(3)-2 promulgated thereunder.

Each Fund will have the power and authority to engage an "Independent Representative," who will be independent from, and unaffiliated with, BCFS-Americas and its affiliates. If any transaction, including any transaction effected between the Fund and BCFS-Americas or its affiliates, is subject to the disclosure and consent requirements of Section 206(3) of the Advisers Act, such requirements will be satisfied with respect to the Fund and all its investors if disclosure is given to, and consent obtained from, the Independent Representative of the Fund or such other independent representative of the Fund appointed by its Independent Representative with consent of BCFS-Americas. If BCFS-Americas determines to engage an Independent Representative, BCFS-Americas will provide each investor of the Fund it manages with disclosure regarding such Independent Representative. The engagement of the Independent Representative will be subject to the consent of the investors of the Fund.

Trade Allocation. BCFS-Americas has a duty to allocate investment opportunities among Clients for which such opportunities are appropriate in a fair and equitable manner. When an investment opportunity is appropriate for multiple Clients (including one or more Funds), the investment is typically allocated to such Clients pursuant to a predetermined formula that generally results in a *pro rata* allocation. Allocations of investment opportunities will be made first by determining the Client or Clients for which a particular investment opportunity is appropriate. If the investment opportunity is appropriate for more than one Client, generally, an allocation between or among such Clients will be made *pro rata*, based on the net asset value of the assets managed by BCFS-Americas on behalf of such Client, giving appropriate consideration to the current capital exposure (as well as leverage, if applicable) to the applicable strategy utilized by the Clients. Under certain circumstances, other criteria will be used in the allocation process as determined appropriate from time to time. In such cases, BCFS-Americas may use *pro rata*, rotational, percentage or other allocation methods that it determines to be fair and reasonable.

BCFS-Americas generally will be required to designate the amount of securities, instruments or products to be purchased or sold for each account participating in any aggregated order at the time the order is communicated to BCFS-Trading. Such pre-determined allocation will be based upon the risk parameters of each Client. In certain cases, when BCFS-Americas determines that such *pro rata* allocation is not appropriate under the particular circumstances, the allocation will be made based on other factors that BCFS-Americas deems appropriate, including, without limitation, the avoidance of a Client holding odd lots or similar de minimis number of shares, units or other amounts. In such cases, BCFS-Americas will increase or decrease the amount of securities, instruments or products that would otherwise be allocated to each Client by reallocating the securities, instruments or products in a manner which BCFS-Americas deems fair and equitable to Clients over time. The rationale, factors considered and outcome of any allocation that varies from *pro rata*, based on the net asset value of the assets managed by BCFS-Americas on behalf of the applicable Clients, will be recorded. Circumstances may occur in which an allocation could have adverse effects on a Client with respect to the price or size of securities positions obtainable or saleable.

To help in mitigating the risks and achieving fair treatment of all Clients, BCFS-Americas' compliance officer or his or her designee will, at least quarterly, review transactions involving Clients or Client accounts that pay Performance Compensation to determine whether such Clients or Client accounts may be receiving more favorable trade

allocations or pricing, or other more favorable treatment, than other Clients or Client accounts.

C. Aggregation of Transactions.

BCFS-Americas may aggregate Client trades when such aggregation is expected to be in the best interest of all participating Clients. BCFS-Americas generally will aggregate trades, subject to best execution. Although BCFS-Americas is not required to aggregate trades, when the decision to aggregate is made, concurrent orders will be aggregated on a global basis, among all of BCFS' clients, including BCFS-Americas' Clients. BCFS' clients who pay a performance fee (or pay a higher performance fee relative to another BCFS client) will not be given any preference in respect of aggregation relative to other clients who do not pay performance fees or who pay lower performance fees.

If an aggregated order is not completely filled, it will typically be allocated on a *pro rata* basis to all of BCFS' clients (including BCFS-Americas' Clients) participating in the order promptly following execution. Where a combined order is executed at more than one price over the course of a day, the executed transactions will be allocated so that each account receives the average unit price and bears its *pro rata* share of the transaction costs, to the extent reasonably practicable. To the extent that any of those orders remains unfilled following that allocation, the unfilled amount may be combined with subsequent orders in that security, instrument or product, if any, for allocation of subsequent transactions.

## **ITEM 12**

### **BROKERAGE PRACTICES**

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

As noted previously, BCFS-Americas has full discretionary authority to manage the Funds and SMAs, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. BCFS-Americas' authority is limited by its own internal policies and procedures and each Fund's and/or SMA's investment guidelines.

BCFS-Americas' selection of broker-dealers to effect securities transactions and futures commission merchants ("FCMs") to effect futures transactions for Clients is guided by the principal objective of seeking to obtain "best execution." In general, best execution means executing trades at the best net price considering all relevant circumstances surrounding the trade. Included in best execution are several factors, including, for example, best price, including commissions; capital position of the broker-dealer or FCM; ability to consummate and clear trades in an orderly and satisfactory manner; quality, full range and reliability of services; value of research and investment information provided; customary practices in prevailing markets for particular types of investments; risks taken in positioning a block of securities; and broad market coverage resulting in a continuous flow of information regarding bids and offers. While BCFS-Americas generally seeks reasonably competitive trade execution cost, BCFS-Americas does not necessarily pay the lowest commission or spread available provided that the difference in cost is reasonably justified by the quality of the execution services provided. BCFS-Trading maintains a list of approved broker-dealers with which BCFS-Americas may conduct business.

BCFS-Americas may be faced with a conflict of interest in selecting broker-dealers when those broker-dealers offer to BCFS-Americas or its affiliates services such as brokerage and research in exchange for client brokerage. Section 28(e) of the Securities Exchange Act of 1934 provides a "safe harbor" for money managers that use their clients' commission dollars to purchase brokerage and research services. The safe harbor provides protections against claims that BCFS-Americas may have violated a fiduciary duty to its Client if it does not pay the lowest possible commission but receives brokerage and research services from the broker-dealer in exchange for the direction of client transactions.

BCFS-Americas does not permit any soft dollar arrangements at this time with respect to its Clients, although it reserves the right to do so in its investment management agreements and fund offering documents.

Subject to its duty to seek best execution, if BCFS-Americas uses BCI, BBPLC or an affiliate to execute certain Client transactions, BCI, BBPLC or an affiliate will be entitled to receive compensation for such services.

BCFS-Trading will provide trading services on behalf of BCFS-Americas pursuant to a service level agreement, subject to the duty to seek best execution and the oversight and review of BCFS-Americas. BCFS-Trading will receive compensation for such services. Upon receiving instructions from BCFS-Americas to execute a trade, BCFS-

Trading will have trading discretion relating to price, broker and exchange selection, with the sole aim of seeking best execution, but BCFS–Trading will not have any investment discretion with respect to any transactions executed on behalf of BCFS-Americas.

To the extent that trades are executed on behalf of BCFS-Americas in jurisdictions outside of the United States, BCFS-Americas will comply with the best execution policy in effect in that jurisdiction, subject to any additional requirements set forth in BCFS-Americas' best execution policy. Additionally, BCFS-Americas also attends the BCFS-London Best Execution Oversight Committee to oversee BCFS's implementation of BCFS-Americas' best execution policies and procedures and the broker-dealer selection process, as well as to perform periodic best execution reviews of the broker-dealers used to effect Client transactions.

BCFS-Americas may utilize BCI employees to solicit Clients. BCFS-Americas may enter into third party solicitation agreements for certain advisory products for marketing purposes as further detailed in Item 14B.

A Client may direct BCFS-Americas to effect some or all of the transactions on behalf of the Client's account through a specific broker, provided that the Client gives such direction in writing. In such cases, BCFS-Americas may be unable to achieve most favorable execution of client transactions for the Client. Directing brokerage in such manner may also prove more costly for the Client. For example, the Client may have to pay higher brokerage commissions because BCFS-Americas may not be able to aggregate orders to reduce transaction costs, or the Client may receive less favorable prices.

#### B. Order Aggregation.

BCFS-Americas may aggregate Client trades when such aggregation is expected to be in the best interest of all participating Clients. Please refer to Item 11C for further details.

## **ITEM 13**

### **REVIEW OF ACCOUNTS**

#### **A. Frequency and Nature of Review of Client Accounts or Financial Plans.**

BCFS-Americas performs various daily and periodic reviews of each Client's portfolio. Such reviews are conducted by the BCFS-Americas Investment Management team. Accounts will be reviewed for consistency with investment guidelines and objectives and compliance with the relevant investment guidelines.

#### **B. Factors Prompting Review of Client Accounts Other than a Periodic Review.**

A review of a Client account may be triggered by any unusual activity or special circumstances.

#### **C. Content and Frequency of Account Reports to Clients.**

BCFS-Americas will provide Funds and investors in each Fund with annual audited financial statements for the applicable Fund within 120 days of the end of such Fund's fiscal year-end. The administrator of the GTAA Fund intends to provide each investor in the GTAA Fund with monthly statements relating to such investor's capital account and fees paid to BCFS-Americas. BCFS-Americas may also periodically provide supplemental reports or commentaries to the underlying investors in the Funds.

BCFS-Americas or the custodian for an SMA, as the case may be, will provide the Client who has established such SMA with reports and information in accordance with the provisions set forth in the relevant investment management agreement. Generally, the following reports will be provided to an a Client who has established an SMA: (i) an account statement from the custodian for the SMA, reflecting the value of the SMA assets for the applicable period (as mutually agreed upon between BCFS-Americas and the Client); and (ii) a report from BCFS-Americas providing a summary of portfolio performance (as mutually agreed upon between BCFS-Americas and the Client) relating to the applicable period (which will include a legend encouraging the Client to compare this report with that received from the custodian). Clients who have established SMAs may have access through the website of their applicable custodian or administrator (or through another form of communication that is mutually acceptable to the Client and BCFS-Americas) to information regarding their portfolio, including, among other things, net asset value, portfolio holdings (including collateral, if applicable) and portfolio transactions.

BCFS-Americas will generally provide a Managing Adviser with reports to assist the Managing Adviser in producing periodic reports for the applicable Sub-Advised Fund.

**ITEM 14**  
**CLIENT REFERRALS AND OTHER COMPENSATION**

**A. Economic Benefits for Providing Services to Clients.**

BCFS-Americas has no arrangements in which it is paid cash or receives some economic benefit from a non-Client in connection with giving advice to Clients.

**B. Compensation to Non-Supervised Persons for Client Referrals.**

BCFS-Americas may utilize BCI employees to solicit Clients, subject to all requirements of applicable law. BCI sales personnel may receive compensation for their services, including sales credits. Clients and investors of Clients should therefore be aware that the role of BCI as broker-dealer may create potential conflicts of interest due to such agency relationships and the receipt of any such compensation (including through the allocation of sales credits), and those conflicts of interest may be adverse to them.

In addition, BCFS-Americas may enter into third party solicitation agreements for certain advisory products for marketing purposes. Under such agreements, the third party may solicit or refer Clients to BCFS-Americas, as the case may be, and receive compensation for such services. As a result of these arrangements, fees paid by Clients who are solicited/referred by third parties may differ from the prevailing rate applicable to other BCFS-Americas Clients. All compensation paid to the third party soliciting or referring the Client will be fully disclosed to the Client as required by applicable law.

The Investment Adviser may also engage BCI and/or other registered broker-dealers to act as placement agent(s) for each of the Funds and placement of Interests. In such capacity, the personnel of BCI and/or the placement agent may be compensated (including through the allocation of sales credits) for distributing Interests in such Funds. Investors in the GTAA Fund may be subject to a placement fee of up to 2% of the amount of each subscription amount.

## **ITEM 15 CUSTODY**

With respect to the Funds, BCFS-Americas is deemed to have custody of Client funds and securities pursuant to Rule 206(4)-2 under the Advisers Act (the "Custody Rule") because it has the authority to obtain Client funds or securities, for example, by deducting advisory fees from a Client's account or otherwise withdrawing funds from a client's account. Account statements related to the Clients are sent by qualified custodians to BCFS-Americas.

Other than with respect to the Funds, BCFS-Americas does not intend to have custody of client assets. However, it is possible that, because of the ability to deduct fees from an SMA or because of a broad power of attorney, BCFS-Americas would be considered to have custody over assets in an SMA. The Compliance Officer of BCFS-Americas will review all investment management agreements to determine whether BCFS-Americas has custody so that, if custody exists, BCFS-Americas can take necessary steps to meet the requirements of the Custody Rule (defined below).

BCFS-Americas is deemed to have complied with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.



**ITEM 16**  
**INVESTMENT DISCRETION**

As stated previously, BCFS-Americas serves as investment adviser with discretionary trading authority to each Fund and SMA and as a sub-advisor providing non-discretionary investment advice with respect to Sub-Advised Funds.

In the case of Funds, limitations as to the discretion that can be utilized are outlined in the Funds' offering documents, governing documents and investment management agreements. In the case of SMAs and Sub-Advised Funds, limitations in place are individually negotiated between BCFS-Americas and the relevant Client and memorialized in the investment management, sub-advisory or similar agreement with the Client.

## **ITEM 17**

### **VOTING CLIENT SECURITIES**

In compliance with Advisers Act Rule 206(4)-6, BCFS-Americas has adopted proxy voting policies and procedures ("Proxy Voting Policy") that are designed to reasonably ensure that BCFS-Americas votes proxy proposals, amendments, consents or resolutions (collectively, "Proxies") prudently and in the best interest of its Clients for whom BCFS-Americas has voting authority. The Proxy Voting Policy also describes how BCFS-Americas addresses any conflicts that may arise between its interests and those of its Clients with respect to voting Proxies.

BCFS-Americas' Proxy Committee is responsible for developing, authorizing, implementing and updating the Proxy Voting Policy, overseeing the process for voting Proxies and engaging and overseeing any independent third-party vendors as voting delegate to review, monitor and/or vote Proxies. In order to apply the Proxy Voting Policy noted above in a timely and consistent manner, and to the extent permitted under contract, BCFS-Americas utilizes Institutional Shareholder Services Inc. ("ISS") to vote Proxies in accordance with BCFS-Americas' voting guidelines.

For most of its managed account Clients, BCFS-Americas' guidelines adopt the voting recommendations of ISS, unless a conflict or contractual prohibition arises. In those instances, BCFS-Americas will vote such Proxy. BCFS-Americas retains final authority and fiduciary responsibility for voting Proxies.

BCFS-Americas has no authority to vote Proxies in connection with the Sub-Advised Funds.

To obtain a copy of BCFS-Americas' Proxy Voting Policy, please call BCFS-Americas at 1-877-247-6070. Clients may also obtain information about how BCFS-Americas voted their specific Proxies by calling BCFS-Americas at the number above.

**ITEM 18**  
**FINANCIAL INFORMATION**

BCFS-Americas is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.