

Part 2A of Form ADV: *Firm Brochure*

Highland Consulting Associates International, Inc.

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02/12/2016

This brochure provides information about the qualifications and business practices of Highland Consulting Associates International, Inc. If you have any questions about the contents of this brochure, please contact us at 440-899-1121 or rveres@hcaintl.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Additional information about Highland Consulting Associates International, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 282906.

Item 2 Material Changes

After our initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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Item 4 Advisory Business

Highland Consulting Associates International, Inc. ("**Highland International**") was incorporated in 2014 and is a wholly owned subsidiary of Highland Consulting Associates, Inc. ("**Highland Consulting**"), a registered investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Highland Consulting and Highland International have the same principal office and place of business in Cleveland, Ohio.

Highland International is a registered investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940 and registered as an adviser in the category of portfolio manager with the Ontario Securities Commission. Highland International was formed to provide investment consulting services to institutional clients located outside of the United States. Highland International began conducting business in 2016.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Highland Consulting Associates, Inc.

In addition, the following information identifies individuals that indirectly own 25% or more of our firm:

- Richard Veres, President

Highland International offers the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client regarding the client's investments based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we assist a client in developing an investment policy and base our services on that policy. During our data-gathering process, we help to determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history.

We provide advisory services on a non-discretionary basis. Account supervision is guided by the client's stated objectives (e.g., maximum capital appreciation, growth, income, or growth and income, etc.).

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Options contracts on commodities
- Futures contracts on tangibles
- Futures contracts on intangibles
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Interests in partnerships investing in other assets
- Other

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

As part of the process, we will assist the client in reviewing and monitoring fees associated with investments as well as other related costs (e.g. custody).

INSTITUTIONAL RETIREMENT PLAN CONSULTING SERVICES

The primary clients for these services will be the plan sponsors of defined benefit and defined contribution plans, however, we may also offer these services, where appropriate, to other entities. Institutional Retirement Plan Consulting Services are comprised of three distinct services. Clients may choose to use any or all of these services.

Investment Policy Preparation:

We will meet with the client to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm then assists with the preparation of a written investment policy detailing those objectives, constraints, etc., including an encompassing policy under which these goals are to be achieved. The investment policy also lists the criteria for selection of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

Selection of Investment Vehicles:

We will review various mutual funds (both index and managed) and other investment vehicles to determine which investments are appropriate to implement the client's investment policy. The number of investments to be recommended will be determined by the client, based on the investment policy. We may also assist plan sponsors in constructing appropriate asset allocation models.

Monitoring of Investment Performance:

We monitor client investments continually, based on the procedures and timing intervals delineated in the investment policy. We supervise the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate. As part of the process, we will assist the client in reviewing and monitoring fees associated with investments as well as other related costs (e.g. recordkeeping, custody, etc.).

Item 5 Fees and Compensation

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT FEES

Our annual fees for Investment Supervisory Services are generally based on a percentage of assets under management and vary based upon the scope of the engagement.

Clients are invoiced in advance at the beginning of each calendar quarter based upon the value of the client's account at the end of the previous quarter.

A minimum of \$2,000,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. Highland International may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Limited Negotiability of Advisory Fees: Highland International retains the discretion to negotiate fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

INSTITUTIONAL RETIREMENT PLAN CONSULTING FEES

Our fees for Institutional Retirement Plan Consulting Services are generally based on a percentage of assets under management and vary based upon the scope of the engagement.

Plan sponsors are invoiced in advance at the beginning of each calendar quarter.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will prorate the reimbursement according to the number of days remaining in the billing period.

Mutual Fund Fees: All fees paid to Highland International for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Wrap Fee Programs and Separately Managed Account Fees: Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

Highland International does not charge performance-based fees.

Item 7 Types of Clients

Highland International provides advisory services to the following types of clients:

- Defined benefit and defined contribution plans
- Charitable organizations
- Foundations and endowments
- Corporations or other businesses not listed above

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice:

Asset Allocation. We assist each client with attempting to identify an appropriate ratio of equities, fixed income, cash, alternatives, and other investments suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equities, fixed income, cash, alternatives, and other investments will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Investment Manager Analysis. Our analysis also focuses on the evaluation of money managers including those who manage mutual funds, separate accounts, commingled trust, stable value funds, hedge funds, fund of funds, private equity funds and other investments. One of our primary roles is to identify money managers whose strategies complement the investment objectives of our clients. Our evaluation of these managers

includes gaining an understanding of the managers credentials, their process of investing, their historical performance relative to appropriate benchmarks, pricing and other measures.

Highland International assists its clients by helping them to formulate an investment strategy appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations.

Risks for all forms of analysis. Our analysis methods rely on the assumption that data, including data provided by managers, is accurate and unbiased. We also purchase manager data and other information that allow us to corroborate manager provided data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Highland International is a wholly owned subsidiary of Highland Consulting, a registered investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Highland Consulting and Highland International have the same principal office and place of business in Cleveland, Ohio. Highland International was formed to provide investment consulting services to institutional clients located outside of the United States.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Highland International and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly

securities transaction reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Highland International's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to rveres@hcaintl.net, or by calling us at 440-899-1121.

Highland International and individuals associated with our firm are prohibited from engaging in principal transactions.

Highland International and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Item 12 Brokerage Practices

Highland International and Highland Consulting do not have any soft-dollar arrangements and do not receive any soft-dollar benefits.

Highland International is an independent investment adviser and is not affiliated with any brokerage firm. Highland International provides non-discretionary advisory services and will not take custody or control of a client's assets at any time or under any circumstances. Clients may enter into arrangements with third parties for custodial and brokerage services.

Highland may advise a client, upon request, with regard to Client's selection of broker-dealers to provide additional services. Highland's primary consideration in making a recommendation will be the broker's ability to provide best execution of trades. In making a determination about best execution (and subject to section 28(e) of the *Securities Exchange Act of 1934*, as amended), Highland may consider a number of factors including, but not limited to, trade price, speed of execution, certainty of execution, overall transaction costs and the quality of research or brokerage services the broker may provide. Highland is not obligated to solicit competitive bids for any transaction and commission rates are only one of many factors considered by Highland.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their custodian or broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

INSTITUTIONAL RETIREMENT PLAN CONSULTING SERVICES

REVIEWS: Highland International will review the client's investment policy with the client on at least an annual basis and whenever the client advises us of a change in circumstances regarding the needs of the plan. Highland International will also review the investment options of the plan according to the agreed upon time intervals established in the investment policy. Such reviews will generally occur quarterly.

REPORTS: These client accounts will receive reports as contracted for at the inception of the advisory relationship.

Item 14 Client Referrals and Other Compensation

It is Highland International's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Highland International's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

Our firm does not have actual or constructive custody of client accounts.

In some situations, a client may direct that an advisory fee be deducted directly from the client's accounts. This occurs only after a client has provided the requisite direction and authorization to the appropriate parties.

The custodian is required, on at least a quarterly basis, to send to the client a statement

showing all transactions, including any payments of advisory fees, within the account during the reporting period. It is important for clients to carefully review their custodial statements to verify its accuracy, among other things. Clients should contact us directly if they believe that there may be an error.

In addition to the periodic statements that clients receive directly from their custodians, we also provide a detailed portfolio summary directly to our clients on a quarterly basis. We encourage our clients to carefully compare the information contained in their custodial statements with that presented in the quarterly portfolio summary to ensure that all account transactions, holdings and values are correct and current.

Item 16 Investment Discretion

As previously disclosed in Item 4 of this brochure, our firm does not provide discretionary asset management services; we advise client assets only on a non-discretionary basis.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

Item 18 Financial Information

As an advisory firm, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Highland International has no such financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Highland International has not been the subject of a bankruptcy petition at any time during the past ten years.

Part 2B of Form ADV: *Brochure Supplement*

Joel A. Baker
Richard Veres

Highland Consulting Associates International, Inc.

Cleveland, Ohio

02/12/2016

This brochure supplement provides information about the individual(s) listed above that supplements the Highland Consulting Associates International, Inc. brochure. You should have received a copy of that brochure. Please contact Richard Veres if you did not receive Highland Consulting Associates International, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about the individual(s) listed above is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Educational Background and Business Experience

Full Legal Name: Joel A. Baker **Born:** 1978

Education

- Baldwin-Wallace College; M.B.A., Management; 2004
- Cleveland State University; B.S., Information Technology; 2000

Business Experience

- Highland Consulting Associates International, Inc.; Advising Representative; from 03/01/2016 to Present
- Highland Consulting Associates, Inc.; Consultant; from 01/01/2004 to Present

Designations

Joel A. Baker has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 2008
- This designation is offered by the CFA Institute (formerly the Association for Investment Management and Research [AIMR]). To obtain the CFA® charter, candidates must successfully complete three exams and gain at least three (3) years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

Item 3 Disciplinary Information

Joel A. Baker has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

1. Joel A. Baker is also engaged in the following investment-related activities:

Another investment adviser or financial planner

Joel A. Baker is a full-time employee of and receives compensation from Highland Consulting Associates, Inc., the parent company of Highland Consulting Associates International, Inc. Highland Consulting Associates, Inc. has agreed to provide personnel, including Joel A. Baker, to Highland Consulting Associates International, Inc. to perform certain investment

consulting services on behalf of Highland Consulting Associates International, Inc. for the benefit of its clients.

2. Joel A. Baker does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Joel A. Baker is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Joel A. Baker does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Richard Veres

Title: President

Phone Number: 440-808-1121

Item 2 Educational Background and Business Experience

Full Legal Name: Richard Veres

Born: 1958

Education

- Case Western Reserve University; M.B.A., Policy & Strategy; 1985
- College of William & Mary; B.B.A., Management; 1981
- Frederick Community College; A.A., Business; 1979

Business Experience

- Highland Consulting Associates International, Inc.; President & Chief Compliance Officer; from 03/31/2014 to Present
- Highland Consulting Associates, Inc.; President; from 10/01/1993 to Present

Designations

Richard Veres has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 1989

This designation is offered by the CFA Institute (formerly the Association for Investment Management and Research [AIMR]). To obtain the CFA® charter, candidates must successfully complete three exams and gain at least three (3) years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

- Certified Employee Benefits Specialist; International Foundation of Employee Benefit Plans and Wharton School of the University of Pennsylvania; 1992

The Certified Employee Benefits Specialist (CEBS) designation is cosponsored by the International Foundation and Wharton School of the University of Pennsylvania. Applicants must successfully complete and pass exams in six required courses and two elective courses in the areas of employee benefits and compensation.

Item 3 Disciplinary Information

Richard Veres has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

1. Richard Veres is also engaged in the following investment-related activities:

Another investment adviser or financial planner

Richard Veres is a full-time employee, owner, and officer of and receives compensation from Highland Consulting Associates, Inc., the parent company of Highland Consulting Associates International, Inc. Highland Consulting Associates, Inc. has agreed to provide personnel, including Richard Veres, to Highland Consulting Associates International, Inc. to perform certain investment consulting services on behalf of Highland Consulting Associates International, Inc. for the benefit of its clients.

2. Richard Veres does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Richard Veres is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Richard Veres does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: n/a

Title: n/a

Phone Number: n/a